

CONSTITUTION

OF

THE ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS- INTERNATIONAL, INC.

AS AMENDED BY THE QUORUM

AUGUST 9, 2006

VERIFIED AS ACCURATE BY THE C&B COMMITTEE

SEPTEMBER 19, 2006

CONSTITUTION

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ARTICLE I GENERAL

Section 1 Name

- 1.1 This organization shall be known as the Association of Public-Safety Communications Officials-International, Inc. (APCO International; APCO-International; APCO-International, Inc.; or simply APCO), and referred to in this document as “the Association”.

Section 2 Purpose

- 2.1 The purpose of the organization shall be to:
- 2.1.1 Foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education.
 - 2.1.2 Promote the rapid and accurate collection, exchange and dissemination of information relating to emergencies and other vital public safety communications among and between all levels of local, state, and federal governments and those who work with them.
 - 2.1.3 Represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate.
 - 2.1.4 Strive to protect the citizen and their property and provide for their welfare by these and other appropriate means.

Section 3 Public Safety

- 3.1 Public Safety is defined as that function of government which provides public services concerned with law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by state and local governments.

ARTICLE II ORGANIZATION

Section 1 General

- 1.1 The Association is a not-for-profit corporation formed under the laws of the United States of America and the State of Indiana and operating the Association headquarters office under the laws of the State of Florida. It is an individual member association unless noted otherwise, but its members may be grouped into Chapters or International Affiliates in accordance with the provisions of Article III of the Constitution. The Association may form up to four U.S. regions consisting of Chapters grouped in a geographical area.

Section 2 Membership

- 2.1 The membership of this organization shall be open to persons of good character who meet its membership requirements as set forth in Bylaws Articles I and II.
- 2.2 Except as may be otherwise provided, the right to hold elected office in the Association and in Chapters within the United States of America and its Territories and the Australia/New Zealand Chapter is a privilege of the Active Member Category only, subject to the individual satisfying all eligibility criteria established for the office being sought.
- 2.3 The right to hold office in an International Affiliate shall be determined by the membership of that International Affiliate.

Section 3 Chapters

- 3.1 The Association is empowered to establish Chapters within the United States of America and its territories in accordance with the provisions of this Article. The geographic boundaries of each Chapter shall be defined in the charter.
- 3.2 The Association is empowered to establish Chapters in other countries provided that the charter area of such Chapter shall not overlap the charter area of any International Affiliate.
- 3.3 The individual Chapters are independent sub-divisions of the Association. The Chapters are required to comply with the Constitution and Bylaws of the Association but each such Chapter is in all respects a separate and distinct organization operating independently of the Association and is financially responsible for its own operations.

Section 4 Regions

- 4.1 The Chapters of the Association located in the United States of America and its Territories shall be divided into and be members of four Regions based upon the geo-political boundaries of the following states and territories:

- 4.1.1 Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.
- 4.1.2 North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.
- 4.1.3 East Coast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia, Washington, D.C.
- 4.1.4 Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, and the United States Virgin Islands.

Section 5 International Affiliates

- 5.1 The Association may enter contracts for the establishment of International Affiliate organizations in accordance with the provisions of Section 5 of Article II and Section 2 of Article VI of this Constitution.
- 5.2 The Association is empowered to establish affiliation agreements with organizations in other countries having similar goals and objectives. Under the terms of such agreement, the organization shall become known as an "International Affiliate" of APCO-International.
- 5.3 An International Affiliate organization may be approved by the Association. Such affiliation shall be in accordance with the terms of a contract negotiated by representatives of the applicant organization and the Association and approved by the Executive Council.
- 5.4 There shall not be more than one International Affiliate per nation or territory and the Purpose of the group to be affiliated shall be in accord with that of APCO-International, Inc. The Constitution and Bylaws of the group to be affiliated shall not be in conflict with the Constitution and Bylaws of APCO-International, Inc.
- 5.5 An International Affiliate may sub-divide itself within its own organizational structure, but representation on the APCO-International Executive Council shall be limited to one representative from each International Affiliate.

Section 6 Executive Council

- 6.1 There shall be an Executive Council. It shall consist of the Association's elected officers, the two most-recent Past Presidents who neither have a conflicting commercial interest which provides a significant portion of their income nor are full-time salaried employees of the Association, the International Vice-President elected by the International Development Committee, one member elected by each Chapter, one member elected by each International Affiliate and one member elected by the Commercial Advisory Committee. The Executive Council shall be chaired by the President of the Association and in the President's absence shall be chaired by the President-Elect. In the absence of both of these officers the First Vice-President shall chair the Executive Council. The Association's Executive Director shall serve as a non-voting, ex-officio member of the Executive Council and as its Secretary of Record.
- 6.2 Each Chapter and International Affiliate and the Commercial Advisory Committee shall submit in writing the names of their elected Executive Council Member to the Executive Director prior to the Executive Council meeting held at each Annual Conference. The term(s) of these elected Council Members shall be determined by their respective Chapter or International Affiliate membership, or the Commercial Advisory Committee membership unless specifically prescribed hereinafter, but such term shall be for a period of at least one year.
- 6.3 Should a member of the Executive Council be unable to attend a meeting of the Executive Council, the appropriate Chapter or International Affiliate President, chairperson of the International Development Committee or the chairperson of the Commercial Advisory Committee may appoint an alternate to represent the Chapter, the International Affiliate or the committee at such meeting. The alternate must be a member of the same Chapter, International Affiliate, or committee or may be an Executive Council member of another Chapter, International Affiliate or committee who may represent only one (1) other Chapter or International Affiliate in addition to their own. The Chapter or International Affiliate President or the chairperson of the committee must communicate the name of the alternate in writing to the President of APCO no later than 10 p.m. on the day preceding the Executive Council meeting.
- 6.4 Members of the Executive Council are eligible to succeed themselves.
- 6.5 The official roster of the Executive Council shall not be altered except in compliance with the provisions of this Section.

Section 7 Board of Officers

- 7.1 There shall be a Board of Officers consisting of the following:
- 7.1.1 A President who shall advance from the position of President-Elect,

- 7.1.2 A President-Elect, First Vice-President and Second Vice-President who shall be elected by the eligible voting membership of APCO-International in accordance with the requirements of Article V of the Bylaws,
- 7.1.3 An International Vice-President who shall be elected by the members of the International Development Committee from amongst its members,
- 7.1.4 The Executive Director of the Association who shall serve as a non-voting member.

Section 8 Executive Director

- 8.1 There shall be a non-elected Executive Director as provided in Article VI of the Bylaws.

Section 9 Chief Financial Officer

- 9.1 There shall be a non-elected Chief Financial Officer, as provided in Article VII of the Bylaws.

Section 10 Subsidiaries

- 10.1 The Association may charter and otherwise form subsidiaries of itself in addition to and other than those of Chapters, upon Executive Council approval of such act or acts.

Section 11 Association Office

- 11.1 There shall be an Association Office, known hereinafter as the Office, which houses the Association's Executive Director, the staff, the Chief Financial Officer, and the resources required to perform the day to day functioning of this organization as set forth in Article VI of the Bylaws.

Section 12 International Development Committee

- 12.1 There shall be an International Development Committee consisting of the following representatives:
 - 12.1.1 One member from the United States of America selected by the President of APCO-International.
 - 12.1.2 One member from each International Affiliate selected in accordance with procedures established within that International Affiliate.
 - 12.1.3 One member from each International Chapter selected in accordance with procedures established within that International Chapter.

- 12.1.4 One member, selected by the President of APCO-International, from a country other than the United States of America and its Territories and other than a country within the chartered area of an International Chapter or within the contracted boundaries of an International Affiliate.
- 12.2 The Chair of the International Development Committee shall be selected by the members of the International Development Committee from amongst its membership.

ARTICLE III VOTING

Section 1 Voting Rights

- 1.1 Except as may be restricted in Section 2 of this Article, the following members of the Association have the right to vote within the Annual Quorum in any circumstance involving a change to the Association Constitution and/or the Association Bylaws and in such other circumstances wherein the issue will affect more than one Chapter of the Association:
 - 1.1.1 Members in the "Active Member" category, as defined in Article I, Section 2.1 of the Association Bylaws.
 - 1.1.2 Members in any membership category who have been granted the designation of "Life Member" in accordance with Article I, Section 3.1 of the Association Bylaws.
 - 1.1.3 Members of an International Affiliate who are in a membership classification within the Affiliate that is equivalent to the "Active Member" category may vote on matters that are of an international nature or on matters that could have an impact upon an International Affiliate or its members. In such circumstances, the President shall declare the right of International Affiliate members to vote on that topic only.
- 1.2 Members of the Executive Council may vote on matters brought before the Executive Council except as may be restricted in Section 2 of this Article.
- 1.3 Members of the Board of Officers may vote on matters brought before the Board of Officers, except as may be restricted in Section 2 of this Article.
- 1.4 Chapters of APCO-International may establish their own rules with regard to voting rights related to the Chapter, except that they may not establish criteria more stringent than the criteria established herein.

Section 2 Voting Restrictions

- 2.1 Members shall not vote on any matter that may pose a conflict of interest resulting in a benefit to the individual and/or the individual's employer.
- 2.2 On matters which involve Association representation before an agency or department of a national government, members may vote only with respect to those matters of the country of which they are citizens. Association members, as such, regardless of nationality, are specifically prohibited from taking part in any International matter at issue between the governments of nations with respect to any petition, comment or other pleading within or related to the purpose of the Association except as they may appropriately do in such matter should it be raised within the province of their own country.
- 2.3 The right to vote on matters brought before the Executive Council is restricted to members of the Executive Council except that:

- 2.3.1 Alternates appointed in accordance with Article II, Section 6 of the Association Constitution shall have the right to vote for the duration of their appointment as an alternate.
- 2.3.2 The Executive Director is an ex-officio, non-voting member of the Executive Council and therefore shall not have the right to vote on any matter brought before the Executive Council.
- 2.4 The right to vote on matters brought before the Board of Officers is restricted to current members of the Board of Officers except that:
 - 2.4.1 The Executive Director is an ex-officio, non-voting member of the Board of Officers and therefore shall not have the right to vote on any matter brought before the Board of Officers.
 - 2.4.2 Members of the Board of Officers who have been suspended from their duties in accordance with the provisions of Article V, Section 7 of the Association Bylaws shall not have the right to vote on any matter brought before the Board of Officers.
- 2.5 Voting eligible members of the Association who are multiple members shall have only one vote in the Annual Quorum or in each voting cycle for the election of individuals to be members of the Board of Officers.

ARTICLE IV AUTHORITY

Section 1 Membership Quorum

- 1.1 All authority derives from the voting membership of the Association.
- 1.2 The voting membership of the Association is represented by the Quorum as formed at one or more General Business Meetings held during the Association's Annual Conference. As such, the Quorum wields the full power of the Association.
- 1.3 The Quorum shall have sole authority to amend this Constitution and the Bylaws. This authority may not be delegated to the Executive Council, the Board of Officers, or any other entity.

Section 2 Executive Council

- 2.1 The Executive Council shall have authority to carry out its duties.
- 2.2 The Executive Council shall have the authority to perform all functions and do those acts that the Annual Quorum might do and that are not specifically reserved in this Article to be performed by others.
- 2.3 The Executive Council shall have the authority to poll itself on matters of Association business at any time. It also shall have the authority to convene itself based upon a majority vote of its entire membership exclusive of the Board of Officers.
- 2.4 The Executive Council shall have sole authority to create new Chapters and International Affiliates and to modify or cancel the charter of existing Chapters and International Affiliates.
- 2.5 The Executive Council shall have sole authority to remove the President, the President-Elect, the First Vice-President, or the Second Vice-President from office for cause, subject to the requirement that two-thirds (2/3) of the entire Executive Council shall vote in favor of the removal. For purposes of this vote, each member of the Executive Council shall vote individually and shall not grant his/her proxy to any other member.
- 2.6 The Executive Council shall have sole authority to approve the annual budget for the Association. It also shall have sole authority to approve any change to the approved annual budget, except that it may grant authority to the Board of Officers and/or the Executive Director to make modifications which are within pre-defined limits established by the Executive Council.
- 2.7 The Executive Council shall have sole authority to approve the purchase or sale of real property by the Association, except that it may grant authority to the Board of Officers and/or the Executive Director to enter into contracts to purchase or sell real property subject to compliance with pre-defined limits established by the Executive Council.
- 2.8 The Executive Council shall have sole authority to approve changes to the APCO Policy Manual.

- 2.9 The Executive Council shall have sole authority to establish a new project under the APCO Project Series.

Section 3 Board of Officers

- 3.1 The Board of Officers shall have authority to carry out its duties.
- 3.2 The Board of Officers shall have the authority to perform all functions and do those acts that are not specifically reserved in this Article to be performed by others.
- 3.3 The President shall have specific authority to:
- 3.3.1 Carry out the duties of the President
 - 3.3.2 Incur reasonable and proper personal expense in the conduct of Association business subject to reimbursement by the Association.
 - 3.3.3 Authorize reimbursement of reasonable and proper personal expense by others in the conduct of Association business.
 - 3.3.4 Poll or call into session the Executive Council or any committee of the Association.
 - 3.3.5 Engage and maintain the services of an Executive Director in accordance with the requirements of the Constitution and Bylaws.
 - 3.3.6 Engage and maintain the services of a Chief Financial Officer in accordance with the requirements of the Constitution and Bylaws.
 - 3.3.7 Engage and maintain the services of legal counsel for the Association in accordance with the requirements of the Constitution and Bylaws.
 - 3.3.8 Require, enforce, and rule in matters of parliamentary procedure.
- 3.4 The President-Elect, First Vice-President, Second Vice-President and International Vice-President each shall have authority to:
- 3.4.1 Perform the duties assigned to their office.

Section 4 Executive Director

- 4.1 The Executive Director shall have authority to carry out his/her duties.
- 4.2 The Executive Director shall have authority to hire, terminate, assign, evaluate, and discipline employees of the Association, except that the Executive Director shall have no such authority with regards to the Chief Financial Officer.
- 4.3 The Executive Director shall have authority to set the compensation rate and benefits for all employees subject to the limits of the annual budget, except that the Executive Director's authority with regards to the Chief Financial Officer shall be subject to the concurrence of the Board of Officers.

- 4.4 The Executive Director shall have authority to establish administrative, personnel, and operating policies, practices, and procedures as necessary to the efficient function and operation of APCO Headquarters.
- 4.5 The Executive Director shall have authority to enter into contracts to lease and/or purchase equipment and supplies necessary to the function and operation of the Association subject to the limitations of the annual budget and subject to the prior approval of the Board of Officers for all expenditures exceeding an amount established by the Board of Officers.
- 4.6 The Executive Director shall have authority to enter into contracts for consulting and personal services necessary to the function and operation of the Association subject to the limitations of the annual budget and subject to the prior approval of the Board of Officers for all expenditures exceeding an amount established by the Board of Officers.
- 4.7 The Executive Director shall have authority to incur reasonable and proper personal expense in the conduct of Association business subject to reimbursement by the Association.
- 4.8 The Executive Director shall have authority to reimburse reasonable and proper personal expense by employees of the Association in the conduct of Association business.
- 4.9 The Executive Director shall have the authority to sign official documents in the name of the Association subject to a requirement that whenever prior approval is required from the Executive Council or from the Board of Officers for the action being taken by the signing of the document, such approval shall have been first obtained.

Section 5 Chief Financial Officer

- 5.1 The Chief Financial Officer shall have the authority to carry out his/her duties.
- 5.2 The Chief Financial Officer shall have the authority to monitor the expenditure of funds by the Association to ensure such expenditures are in accordance with the Annual Budget and Association Policies.
- 5.3 The Chief Financial Officer shall have the authority to monitor the use and disposal of Association assets to ensure that such use/disposition is in accordance with Association Policies.
- 5.4 The Chief Financial Officer shall have the authority to report discrepancies in the expenditure of funds and/or the use or disposal of Association assets directly to the Executive Director, the Board of Officers, and/or the Executive Council, as he/she deems appropriate.

Section 6 International Development Committee

- 6.1 The International Development Committee shall have the authority to carry out its duties.

- 6.2 The International Development Committee shall have the authority to provide the Board of Officers of APCO-International with advice, guidance and support on all matters external to the boundaries of the United States of America and its Territories for the purpose of fostering and promoting the development of a global network of organizations that share a common purpose with APCO-International and that is based on the principle of an international partnership that recognizes and protects the independence and autonomy of individual participating nations.

ARTICLE V CHARTERING OF CHAPTERS

Section 1 Requirements

- 1.1 The process for applying for a new charter as a Chapter or as an International Chapter shall be defined in the APCO Policy Manual.
 - 1.1.1 Such application shall be approved by not less than ten (10) persons who are members of APCO-International; who reside and/or work within the geographic boundaries of the proposed charter area; and who either are members in the Active Member category or would become eligible to be in the Active Member category upon approval of the application.
 - 1.1.2 If an application proposes a new International Chapter whose charter area would encompass the geographic area of more than one country, then for each of the countries, in addition to the requirements contained in Section 1.1.1 of this Article, the application also shall be approved by not less than six (6) persons who are members of APCO-International and work and/or reside within the boundaries of each of the countries proposed to be within the boundaries of the new International Chapter.
 - 1.1.3 If such application proposes sub-dividing an existing Chapter or International Chapter, then the process shall require that the voting-eligible members of the chapter shall vote on the proposal. A majority of the voting-eligible members who reside and/or work in each portion of the sub-divided area shall vote to approve the division of the Chapter or International Chapter.
- 1.2 The geographic boundary of each Chapter and International Chapter shall be defined in its charter.
 - 1.2.1 The geographic boundary of each Chapter shall coincide with the boundary of one or more states or territories except that this requirement shall not apply to Chapters that were not so bound as of August 11, 1988.
 - 1.2.2 The geographic boundary of each International Chapter shall coincide with the boundary of one or more countries.
 - 1.2.3 The geographic boundary of an International Chapter shall not overlap the boundary of an International Affiliate.
- 1.3 Each Chapter and International Chapter shall have a Constitution and/or Bylaws that are regularly maintained.
 - 1.3.1 Such Constitution and/or Bylaws shall not conflict with the Association Constitution, the Association Bylaws, or the APCO Policy Manual.
 - 1.3.2 Each Chapter and International Chapter shall provide a copy of its Constitution and/or Bylaws to APCO-International within 30 days after approval or amendment by the appropriate Quorum.

- 1.4 Chapters and International Chapters may have names of their own choice provided that such name shall include the acronym "APCO".
 - 1.4.1 Chapters not so named prior to August 11, 1998, shall be exempt from this requirement until such time as they make any change to their name.
- 1.5 Each Chapter and International Chapter shall conduct not less than two (2) formal meetings each year.
 - 1.5.1 Each such meeting shall be held within the geographic boundaries of the Chapter or International Chapter at a location determined by the Chapter Executive Board except that meetings utilizing electronic media shall be acceptable.
 - 1.5.2 Each such meeting shall occur at a time determined by the Chapter Executive Board provided that such time shall be between the closing of one Annual Conference of the Association and the opening of the next Annual Conference.
 - 1.5.3 Each such meeting shall include a meeting of the Chapter Executive Board and may include such other activities, as the Chapter may deem appropriate.
 - 1.5.4 Each Chapter and International Chapter shall establish a procedure to notify its membership of such meetings.
- 1.6 Each Chapter shall prepare minutes of its meetings.
 - 1.6.1 The minutes shall include a record of all actions of significance.
 - 1.6.2 The Chapter shall make the minutes of its meetings available to its membership in such form as the Chapter Executive Board deems appropriate.
 - 1.6.3 The Chapter shall forward a copy of the minutes of its meetings to APCO-International Headquarters within 30 days after approval.
- 1.7 All members of APCO-International who reside and/or work within the geographic boundaries of a Chapter or International Chapter shall be members of that Chapter/International Chapter. Furthermore, individuals who become a "Multiple Member" in accordance with Article I of the Association Bylaws also shall be considered to be a member of each Chapter/International Chapter within which he/she has established a "Multiple" membership.
 - 1.7.1 The membership category of each such member shall be the same as the membership category held within APCO-International except that a Chapter/International Chapter may grant "Chapter Life Member" status to a member in accordance with Article I of the Association Bylaws.
 - 1.7.2 No person who is not a member of APCO-International shall be granted membership in a Chapter except that a Chapter/International Chapter may grant "Chapter Honorary Member" status to an individual in accordance with Article I or the Association Bylaws.

- 1.7.3 Each Chapter and International Chapter may establish its own rules with regard to voting eligibility for purposes of conducting chapter business except that such rules shall not be more stringent than the rules established for voting-eligibility within APCO-International.
- 1.7.4 In the event a new Chapter or International Chapter is formed during the course of a membership year, then any dues amount that had been paid to a former chapter shall remain with that chapter. All dues amounts payable to the chapter after the start of the next membership year shall be paid to the newly formed Chapter/International Chapter.

Section 2 Cancellation of Charters

- 2.1 The Executive Council may cancel and/or modify the charter of a Chapter or International Chapter in accordance with its authority granted under Section 2, Article IV of the Association Constitution upon making a finding that one or more of the following conditions exist.
- 2.1.1 The membership of the Chapter/International Chapter has declined to less than ten (10) individual members in any membership category or less than five (5) members in the Active Member category.
- 2.1.2 The Chapter/International Chapter fails to comply with the requirements of the Association Constitution, the Association Bylaws, and/or the APCO Policy Manual.
- 2.1.3 The Chapter/International Chapter acts in a manner that degrades the prestige and/or inhibits the effectiveness of APCO-International.
- 2.2 The Board of Officers may place a Chapter or International Chapter into a "Probationary" status if it believes that any of the conditions identified in Section 2.1 of this Article exist.
- 2.2.1 The Board of Officers shall promptly notify the last known Chapter President and the last known Executive Council Member of the circumstances leading to their belief that the Chapter/International Chapter is not in compliance with this Article.
- 2.2.2 The Board of Officers shall cause a notice to be sent to all members of the Chapter/International Chapter that the chapter has been placed in a "Probationary" status.
- 2.2.3 The Board of Officers shall permit the Chapter officers not less than 30 days to file a response to the notification of being placed into a "Probationary" status.
- 2.2.4 If the Board of Officers determines that the condition that caused them to place a Chapter into a "Probationary" status has been resolved, then the Board of Officers shall return the Chapter to a "Normal" status.

- 2.2.5 If, after the 30-day response period required above has elapsed, the Board of Officers determines that the Chapter is unwilling or unable to resolve the condition that caused the Board of Officers to place the Chapter into a "Probationary" status, then the Board of Officers shall notify the Executive Council of the condition and request that the Executive Council take action, as it may deem appropriate, in accordance with the provisions of this Article.

ARTICLE VI CHARTERING OF INTERNATIONAL AFFILIATES

Section 1 Charter Requirements

- 1.1 Persons who are citizens of countries other than the United States of America and who wish to apply for Chapter status or International Affiliation in accordance with the terms of this Article, may contact the Executive Director of APCO-International prior to the submission of an application. The Executive Director will review the proposals and will seek the views of the Board of Officers and the Executive Council with respect to any such request.

Section 2 Cancellation of Charters

- 2.1 The Contract of Affiliation of an International Affiliate may be canceled or amended by a two-thirds affirmative vote of the Executive Council when:
 - 2.1.1 The voting membership of the International Affiliate declines to less than eleven in number; or
 - 2.1.2 The appropriate requirements of the Contract of Affiliation between the International Affiliate and the Association are not fully complied with; or
 - 2.1.3 An International Affiliate acts or fails to act in a manner which thus degrades the prestige and inhibits the effectiveness of the Association.
- 2.2 Should any of the requirements upon an International Affiliate established in the Contract between the International Affiliate or the Association not be strictly adhered to, its contract may be subject to cancellation or, by agreement with the International Affiliate, modification by the Executive Council if, upon a review of the particular facts, such action appears appropriate.
- 2.3 Except where compelling reasons exist for earlier cancellation of International Affiliate's contract, based on facts brought to their attention, the Board of Officers may issue a Notice of Correction to any International Affiliate not in compliance with the contract between that organization and the Association, notifying the Affiliate of the circumstances in question and requesting them to take remedial action. If by one year after such Notice of Correction is given, the Affiliate remains non-compliant with the contract between that organization and the Association and has taken no remedial action, the Board of Officers shall recommend to the Executive Council that the Affiliate's Contract be canceled. The Notice of Correction shall be sent by certified mail to the last known International Affiliate Officer's address and by general mail to all known International Affiliate members in good standing.

ARTICLE VII BYLAWS AND POLICY MANUALS

Section 1 Bylaws

- 1.1 The Association Bylaws are hereby established.
- 1.2 The Association Bylaws shall further define the requirements of this Constitution and may contain other items of significant importance to the function and operation of the Association. In general, the Association Bylaws shall not define practices and procedures unless such are of great significance and failure to follow such practices and procedures would bring harm to the Association.
 - 1.2.1 In the event there is a conflict between a requirement contained in the Association Bylaws and a requirement contained in this Constitution, then the requirements of this Constitution shall prevail. Such conflict shall be corrected by amendment of the Association Bylaws and/or an amendment of this Constitution as the Association's membership may deem appropriate based upon a vote of the Annual Quorum at its next regular meeting.
- 1.3 Modification of the Association Bylaws shall require a majority vote of the Association Quorum. This requirement may not be delegated to any other entity except as permitted below:
 - 1.3.1 Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Association's Annual Quorum, the Executive Council may waive or modify a requirement contained in the Association Bylaws subject to a requirement that three-fourths (3/4) of the Executive Council Quorum shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published in the next possible issue of the Association's official publication the finding of the Executive Council of an unusual circumstance and its nature and the course of action taken by the Executive Council.
 - 1.3.2 The Constitution and Bylaws Committee may make non-substantive changes to the Association Bylaws in order to correct errors in grammar, punctuation, spelling, cross-references when the correct cross-reference is obvious and the use of incorrect words when the correct word is obvious. The Constitution and Bylaws Committee also may adjust the numbering of individual sections to maintain proper numerical sequence and to maintain a consistent style and format of section numbering but not to change the relative order of individual sections. Such non-substantive changes shall require approval by the Board of Officers and ratification by the Executive Council in accordance with the process.

Section 2 APCO Policy Manual

- 2.1 The APCO Policy Manual is hereby established.
- 2.2 The APCO Policy Manual shall further define the requirements of the Association Constitution and of the Association Bylaws and may define the operating policies, practices and procedures that are essential to the proper conduct of the day-to-day affairs of the Association.
 - 2.2.1 In the event there is a conflict between a requirement contained in the APCO Policy Manual and a requirement contained in either this Constitution or the Association Bylaws, then the requirement of this Constitution and/or of the Association Bylaws shall prevail. Such conflict shall be corrected by an amendment of the APCO Policy Manual as soon as possible. The Executive Council also may recommend an amendment of the Association Constitution and/or the Association Bylaws subject to approval by the Association Annual Quorum in accordance with the requirements for amending those documents.
- 2.3 Modification of the APCO Policy Manual shall require a majority vote of either the Association Annual Quorum or the Executive Council Quorum. This requirement may not be delegated to any other entity except as permitted below:
 - 2.3.1 Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Executive Council, the Board of Officers may waive or modify a requirement contained in the APCO Policy Manual subject to a requirement that a majority of the members of the Board of Officers shall agree to the finding of unusual circumstance and shall agree to the recommended course of action and further subject to a requirement that the Executive Council ratify the finding and course of action in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.

Section 3 Annual Conference Manual

- 3.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, shall create and maintain an Annual Conference Manual.
- 3.2 The Annual Conference Manual shall define the practices and procedures associated with conducting the Association's Annual Conference.
 - 3.2.1 The Annual Conference Manual shall serve as the basis of a Memorandum of Understanding between the Association Headquarters Staff and a Host Chapter Committee with regard to the division of roles and responsibilities for the successful conduct of the Association's Annual Conference.
- 3.3 The Annual Conference Manual may be amended upon recommendation of the Executive Director, the Board of Officers, or the Executive Council subject to approval by either of the following methods:

- 3.3.1 By majority vote of the Executive Council giving due regard to the impact such amendment may have upon an existing Memorandum of Understanding for a scheduled Annual Conference.
- 3.3.2 By majority vote of the Board of Officers giving due regard to the impact such amendment may have upon an existing Memorandum of Understanding for a scheduled Annual Conference and subject to a requirement that the Executive Council ratify the amendment in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.

Section 4 Regional Conference Manual

- 4.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, shall create and maintain a Regional Conference Manual.
- 4.2 The Regional Conference Manual shall provide guidance to Association Chapters that are hosting a Regional Conference.
 - 4.2.1 The guidance contained in the Regional Conference Manual shall be considered as non-binding except that the scheduling of Regional Conferences shall conform to the requirements contained in Article X of the Association Bylaws.
 - 4.2.2 While the guidance contained in the Regional Conference Manual may be considered as non-binding, the Host Chapter shall comply with and satisfy the requirements of the Regional Consortium.
- 4.3 The Regional Conference Manual may be amended upon recommendation of the Executive Director, the Board of Officers, or the Executive Council subject to approval by either of the following methods:
 - 4.3.1 By majority vote of the Executive Council giving due regard to the impact such amendment may have upon a Chapter scheduled to host a Regional Conference.
 - 4.3.2 By majority vote of the Board of Officers giving due regard to the impact such amendment may have upon a Chapter scheduled to host a Regional Conference and subject to a requirement that the Executive Council ratify the amendment in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.

Section 5 Policy and Procedures Manuals of APCO Subsidiaries

- 5.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, shall create and maintain a Policy and Procedures Manual for each APCO Subsidiary.
- 5.2 The Policy and Procedures Manual for each APCO Subsidiary shall define the practices and procedures associated with conducting the business of that Association Subsidiary.

- 5.3 The Policy and Procedures Manual for each APCO Subsidiary may be amended upon recommendation of the Executive Director, the Board of Officers, or the Advisory Committee for the Subsidiary subject to approval as follows:
- 5.3.1 The Advisory Committee for the Subsidiary shall review and approve the proposed amendment; and,
 - 5.3.2 The Board of Officers shall review and approve the proposed amendment; and,
 - 5.3.3 A copy of the updated Policy and Procedures Manual shall be distributed to each member of the Executive Council together with a summary of the changes being made to the document. The Executive Council shall be allowed 30 days to make comments regarding the proposed amendment. Unless a majority of the Executive Council express an objection to the proposed amendment, it shall become effective upon the ending of the 30-day review period.

Section 6 Other Manuals

- 6.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, may recommend creation of other manuals necessary to conducting the Association's business.
- 6.2 The purpose of such manuals shall be defined when the manual is created.
- 6.3 The authority to approve the creation and/or modification of each such manual shall be defined by the Executive Council at the time the manual is created.

ARTICLE VIII TRADEMARK

Section 1 Trademark

- 1.1 The APCO trademark (Logo) shall be registered: It may not be used by other than the Association except as follows:
 - 1.1.1 By Chapters and International Affiliates for stationery and banners.
 - 1.1.2 By Standing Committees for stationery.
 - 1.1.3 Any other use is prohibited, except as may be specifically provided for in the APCO Policy Manual or in contracts with International Affiliates.
 - 1.1.4 Permission to deviate from this policy requires the express previous consent of the Board of Officers or, as delegated by the Board of Officers, the approval of the Executive Director. Violation of this policy by members may, among other penalties, result in charter cancellation or expulsion from membership.

ARTICLE IX INDEMNIFICATION

Section 1 Indemnification

- 1.1 Every member of the Executive Council, Board of Officers, Executive Director, Committees, employees and others as specified from time to time by the Board of officers shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Council member, Officer or employee of the Association, or any settlement thereof, whether or not the person is a Council member, officer or employee at the time such expenses are incurred, except in such case wherein the Council member, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE X AMENDMENT

Section 1 Requirements

- 1.1 The Association Constitution may be amended only by a two-thirds (2/3) affirmative vote of an Annual Conference Quorum in regular session except as provided under Section 1.2 of this Article.
 - 1.1.1 A proposal to amend the Association Constitution shall be submitted in accordance with the process defined in the APCO Policy Manual.
- 1.2 The Constitution and Bylaws Committee may make non-substantive changes to the Constitution in order to correct errors in grammar, punctuation, spelling, cross-references when the correct cross-reference is obvious and the use of incorrect words when the correct word is obvious. The Constitution and Bylaws Committee also may adjust the numbering of individual sections to maintain proper numerical sequence and to maintain a consistent style and format of section numbering but not to change the relative order of individual sections. Such non-substantive changes shall require approval by the Board of Officers and ratification by the Executive Council in accordance with the process defined in the APCO Policy Manual.

Section 2 Effective Date

- 2.1 Resolutions to amend the Association Constitution shall become effective upon the adjournment of the Annual Conference at which they were adopted unless the resolution specifies an alternate effective date.
- 2.2 Non-substantive changes, as defined in Section 1.2 of this Article, that are submitted by the Constitution and Bylaws Committee and subsequently approved by the Board of Officers shall become effective upon ratification by the Executive Council.