BYLAWS

OF

The Georgia Chapter ~~O~~of ~~T~~the Association of ~~O~~f Public Safety Communications Officials International, Inc.

~~Approved by the Membership Quorum on September 10, 2012~~Proposed Revision June 1, 2014

ARTICLE I
OFFICES

Section 1.1 Name. The name of this corporation is the Georgia Chapter of the Association of Public-Safety Communications Officials-International, Inc., also known as Georgia APCO; or simply APCO ("Chapter").

Section 1.2 Allegiance to the Association of Public-Safety Communications Officials-International. This Chapter shall function ~~as an independent sub-division~~in compliance with the Bylaws ~~of the Association of Public Safety Communications Officials (Association) and is required to comply with the Bylaws~~ of the Association and applicable policy, but in all respects is a separate and distinct organization operating independently of the Association and financially responsible for its own operations.

Section 1.3 Office. The registered office of the Chapter is located at the principal place of business within the State of Georgia. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
PURPOSES

Section 2.1 Primary Purpose. The members of this nonprofit Association serve or support that function of government, which provides public safety communications services in areas of law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by federal, state, local, and tribal governments. The primary purposes of this Association are to:

(a) foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education in areas concerned with law enforcement, fire, emergency rescue and medical services, conservation, forestry, highway maintenance, emergency management and other public safety services;

(b) 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, tribal, state and federal governments and those who work with them;

(c) represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate; and,

(d) strive to protect citizens and their property and provide for their welfare by these and other appropriate means.

ARTICLE III
MEMBERSHIP

Section 3.1 Membership. Membership in the Chapter shall be open to persons in good standing who satisfy the requirements of the Membership Policy as established and amended by the National Membership Quorum.

Section 3.2 Voting Rights. All persons in a voting-eligible category of Membership are entitled to one vote on each matter submitted to a vote under the Membership Quorum.

Section 3.3 Positions of Leadership. Positions on the Board of Officers (Board) may only be held by voting-eligible Members, subject to the individual satisfying all other eligibility criteria for the position being sought, except that individuals selected to a post that is intended to solely represent Association or Chapter members in a non-voting category must themselves be members in the same non-voting category.

Section 3.4 Revocation. If, at any time, a member shall violate any of the terms of Membership, the Association may revoke the individual's membership pursuant to the policies and procedures of the Association.

ARTICLE IV
MEMBERSHIP QUORUM

Section 4.1 Membership Quorum. The Chapter shall meet annually and such meeting shall be known as the Annual Conference. Voting-eligible Members attending a business meeting of the Annual Conference shall constitute the Membership Quorum.

ARTICLE V
BOARD OF OFFICERS

Section 5.1 Composition. The Board of Officers shall consist of:

(a) The Executive Committee, made up of the President, Vice-President, Treasurer, Secretary, Executive Council Representative, and the Immediate Past President;

(b) Three Board Officers-at-large who have ~~have~~ attended a minimum of two of the last three annual meetings.

(c) One Commercial Advisory Member;

~~(d) The State 911 Administrator, who shall serve in an ex-officio capacity;~~

(e) The State Frequency Advisor, who shall serve in an ex-officio capacity.

With the exception of (c) above, no member of the Board of Directors shall represent a commercial interest as set forth in the Membership Policy.

Section 5.2 Terms. Officers fulfilling roles listed in (a), (b), and (c), shall serve two-year terms.

(a) The President, Vice-President, Treasurer, and two Officers-at-large will be elected in even numbered years.

(b) The Secretary, Executive Council Representative, and one Officer-at-large shall be elected in odd numbered years.

(c) The Commercial Advisory Member shall be appointed in even numbered years in accordance with the provisions in Section 5.4, of this Article.

Section 5.3 Ex-officio Status. Members of the Board of Officers who serve in an ex-officio status are members of the board by virtue of the office they hold within State Government and are not elected by the Quorum. These Board members have all the same rights as any other Board member subject to the individual satisfying all other eligibility criteria for a position on the Board of Officers.

Section 5.4 Selection of the Commercial Advisory Member. The selection under (c) shall be made prior to September 30 in an even-numbered year in accordance with criteria and a process instituted by the Board of Officers and subject to modification thereafter by the Executive Committee of the Board of Officers.

Section 5.5 Vacancies. A vacancy on the Board of Officers, other than a temporary vacancy expected to last less than 90 days or a vacancy occurring less than 90 days prior to expiration of the Officer's term, shall be filled by appointment by the President in consultation with the remaining members of Board of Officers.

Section 5.6 Duties. The Board of Officers shall:

(a) Approve the annual budget or any change to the approved annual budget, except the Executive Committee and/or the President may make modifications, which are within pre-defined limits that the Board of Officers establishes within the ~~chapter's~~ Chapter's policy manual;

(b) Establish standing committees as well as other committees or task forces as required from time to time to assist in accomplishing the purposes of the Chapter and Association;

(c) Review and approve the Chapter's goals and objectives as recommended by the Executive Committee;

(d) Report its activities. Each Officer has the responsibility to issue a formal report to his/her constituency and the annual quorum;

(e) Attend the meetings of the Board of Officers; and

(f) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Officers of itself.

Section 5.7 Voting. Actions by the Board of Officers shall require the vote of a simple majority of those at any meeting at which a quorum is present, except changes to Policy shall require at least two-thirds approval of the voting membership of the body. All members of the Board of Officers shall have full and equal voting privileges, each having a single vote.

Section 5.8 Meetings. The Board of Officers shall meet quarterly, but may convene more or less frequently as the body itself may agree. ~~A majority of the voting membership of the body shall be necessary and sufficient to constitute a quorum for the transaction of business.~~

Section 5.9 Action by Petition. Should more than a third of the number of members of the Board of Officers petition the President in writing regarding a single issue, other than amendment of the Bylaws, the President shall poll the Board of Officers in the matter. Should the Board of Officers approve the petition, the President shall forthwith act accordingly.

Section 5.10 Removal. Any Officer, including Executive Committee members under (a) of 5.1, may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Chapter or Association. The President may suspend an Officer from the performance of his/her duties, including voting privileges, during the period between that person being impeached and the Board of Officers adjudicating the matter. In the event the President is impeached, then the senior member of the Executive Committee who was not impeached may suspend the President from the performance of his/her duties during the period between the President being impeached and the Board of Officers adjudicating the matter. The post occupied by the suspended Officer shall remain vacant until such time as the matter leading to the suspension has been adjudicated by the Board of Officers or otherwise appropriately resolved.

Section 5.11 Nonfeasance of Duty. Any officer, as defined in 5.1, who is absent from three or more meetings within a ~~two year~~two-year term, may be removed from office for nonfeasance of duty by a simple majority vote of the entire Board of Officers.

ARTICLE VI
EXECUTIVE COMMITTEE OF THE BOARD OF OFFICERS

Section 6.1 Authority. The business and affairs of the Chapter shall be managed by an Executive Committee of the Board of Officers, which may exercise all such powers of the Chapter and do all such lawful acts on its behalf as are not forbidden by statute, the Certificate of Incorporation or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

Section 6.2 Composition. The Executive Committee consists of the following:

(a) A President who shall typically advance from the position of Vice-President. Candidates for the office of President must have served a minimum of two years of the last five years on the Executive Committee of the Board of Officers**;**

(b) The Vice-President, elected by the voting-eligible membership of the Chapter;

(c) The Treasurer, elected by the voting-eligible membership of the Chapter;

(d) The Secretary, elected by the voting-eligible membership of the Chapter;

(e) The Executive Council Representative, elected by the voting-eligible membership of the Chapter; and,

(d) The Immediate Past President.

Section 6.3 Duties. The Executive Committee shall:

(a) Prepare and maintain an annual budget for the Chapter;

(b) Maintain the Chapter Strategic Plan and set goals and objectives in accordance with such plan; and,

(c) Perform all functions and do those acts that are not specifically reserved in these Bylaws to be performed by others.

Section 6.4 Terms of Office. Members of the Executive Committee shall serve from the time they are installed in office until their successors are installed in office unless they are removed, resign, otherwise vacate the office, or become ineligible by virtue of engaging in a commercial capacity as set forth in the Membership Policy. Normally, officer installation shall occur during the Chapter's Annual Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

Section 6.5 Executive Committee Succession and Elections. The Vice-President shall normally succeed to the office of President. The incoming President, Vice-President, Secretary, Treasurer and Executive Council Representative shall be elected by a simple majority vote of the Chapter's members casting ballots in accordance with procedures established by the Board of Officers.

Section 6.6 Qualifications. Candidates for the Executive Committee shall meet or exceed the minimum qualifications listed below.

(a) Be a voting-eligible Member in good standing serving in a noncommercial capacity as set forth in the Membership Policy;

(b) Be a citizen of the United States;

(c) Have served at least two years in an elected office of the Chapter~~, and~~;

(d) Shall have attended a minimum of two of the last three annual meetings; and.~~.~~

(e) Other criteria as established by policy.

Section 6.7 Meetings and Voting. The Executive Committee shall meet and conduct the business of the Chapter at such times and places as the President or a majority of the Officers shall indicate. ~~At all meetings of the Executive Committee, or of any committee of the Chapter, a simple majority of the voting membership of the respective body shall be necessary and sufficient to constitute a quorum for the transaction of business, and the vote of a simple majority of those at any meeting at which a quorum is present shall be the act of that respective body, except as otherwise provided herein.~~ The President shall advise the Board of Officers of any significant actions taken at meetings of the Executive Committee.

ARTICLE VII
MEMBERS OF THE EXECUTIVE COMMITTEE

Section 7.1 The President shall:

(a) Preside at all Chapter business meetings, except as provided in this Article and as determined during the Annual Conference;

(b) Serve as Chair of the Board of Officers and the Executive Committee;

(c) Make appointments to fill vacancies in accordance with this Article;

(d) Keep the membership appropriately informed; and,

(e) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.2 The Vice-President shall:

(a) Serve in the absence of the President;

(b) Preside over the portion of the Board of Officers meeting at which the proposed budget for the ensuing year is being considered; and,

(c) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.3 The Treasurer shall:

(a) Serve in the absence of the President and ~~First~~ Vice-President;

(b) Maintain all financial records of the chapter; and,

(c) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.4 The Immediate Past President shall:

(a) Participate in meetings of the Executive Committee and the Board of Officers in an advisory capacity, but with full voting rights, for the two years immediately following the conclusion of the term as President; and,.

(b) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.5 The Secretary shall:

(a) Participate in meetings of the Executive Committee and the Board of Officers;

(b) Record and maintain minutes of all chapter meetings, including those of the Executive Committee, Board of Officers, and meetings of the membership quorum;

(c) Provide copies of business meeting minutes to the Association within 30 days of the adjournment of the meeting; and,

(~~c~~d) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.6 The Executive Council Representative shall:

(a) Participate in meetings of the Executive Committee and the Board of Officers;

(b) Represent the chapter on the ~~association~~ Association level at meetings of the Executive Council in a reasonable and appropriate manner and consistent with the desires of the quorum and the policies of the Board of Officers; and,

(c) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.7 Vacancies. A vacancy in the office of President or Vice-President, other than a temporary vacancy expected to last less than 90 days, shall be filled by advancement-in-rank by the next lower ranking elected officer. Such advancement-in-rank shall be in an "Acting" capacity.

(a) A vacancy in either the office of Executive Council Representative, Secretary, or Immediate Past President, other than a temporary vacancy expected to last less than 90 days, shall be filled by an appointment made by the President. Such appointment shall be subject to review and approval as follows: i) certification by the Credentials Committee that the appointee satisfies the eligibility requirements for service on the Executive Committee; ii) confirmation by the remaining members of the Executive Committee; and iii) ratification by the Board of Officers.

(b) A vacancy in the offices of President, Vice-President, or Treasurer that occurs after June 1 or otherwise is expected to last less than 90 days may be left vacant until the next regular election of officers or the return of the currently elected officer. Such decision to leave the office vacant shall require a majority vote of the remaining members of the Executive Committee with prompt notice provided to the full Board of Officers.

(c) Should the office of President and Vice President become vacant at the same time an emergency meeting of the Board of Officers will be convened by the Immediate Past President of the Chapter for the purpose of appointing a new acting President and Vice

President until such election can held to fill the offices. If the Immediate Past President is either unwilling or the position is vacant then these duties will fall to Executive Council representative.

ARTICLE VIII
MISCELLANEOUS MEETING PROVISIONS

Section 8.1 ~~Absence of~~ Quorum. At all meetings of the Executive Committee, the Board of Officers, or any committee of the Chapter, a majority of the voting membership of the respective body shall be necessary and sufficient to constitute a quorum for the transaction of business and the vote of a majority of those at any meeting at which a quorum is present shall be the act of the respective body, except as otherwise provided herein. If a quorum shall not be present at any meeting of the ~~Executive Committee, Board of Officers, or any committee of the Chapter~~body, the members ~~present~~ thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 8.2 Meetings by Telephone or Web Conferencing. Any one or more members of the body may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, if telephone or web conferencing capabilities are available. Members participating by telephone or web conferencing will be counted toward the total number of members needed to form a quorum.

ARTICLE IX
MEMBERSHIP DUES

Section 9.1 Dues The members shall pay annual dues directly to the APCO International under a structure and policy established by the National Membership Quorum.

ARTICLE X
GENERAL PROVISIONS

Section 10.1 Interest of Members. No member of the Chapter shall have any right, title or interest in or to the whole or any part of the property or assets of the Chapter, and no member shall be entitled to either the whole or any part thereof in the event of the termination of his or her membership in the Chapter and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Chapter.

Section 10.2 Dissolution. All Officers of the Chapter shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Chapter, whether voluntary or involuntary, the assets of the Chapter, after all debts have been satisfied, then remaining in the hands of the Chapter shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Membership Quorum or Board of Directors by a two-thirds vote may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, exclusively to an organization of similar purposes

which would then qualify under the same provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 10.3 Indemnification. The Chapter shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Officers, Executive Committee members, committee members and other agents of the Chapter against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been officers, committee members, or agents of the Chapter; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Chapter, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement, or otherwise.

ARTICLE XI
AMENDMENTS

Section 11.1 Power to Amend. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by a two-thirds majority of the Membership Quorum in regular session provided that notice of the proposed amendment is contained in the notice of the meeting that is posted and postmarked no later than thirty (30) days prior to the meeting of the Membership Quorum. Such amendments shall become effective upon the adjournment of the Annual Conference at which they were adopted unless the resolution specifies an alternate effective date.

Section 11.2 Emergency Conditions. Upon making a finding that an unusual circumstance exists for which significant harm would come to the Chapter if action were delayed until the next meeting of the Chapter's Membership Quorum, the Executive Committee may waive or modify a requirement contained in the Chapter Bylaws subject to a requirement that three-fourths (3/4) of the Executive Committee 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 on the Chapter's official website the finding of the Executive Committee of an unusual circumstance and its nature and the course of action taken by the Executive Committee.

Comment [AB1]: Corporate council for APCO International is proposing to strike this provision as they cannot foresee a time when it might be invoked. The unforeseeable circumstance is exactly what this clause is intended to cover.