INTENT: The attached proposal is intended to make non-substantive changes to the bylaws of the Georgia Chapter of the Association of Public Safety Communications Officials; to clarify language regarding the quorum of the Board of Officers, and the appointment of the Commercial Advisory Member; to remove from the Board of Officers the ex officio membership of the State 911 Administrator; to clarify the duties of the Secretary; and, to reflect proposed changes to the Associations Bylaws where appropriate.

MAKER: Georgia APCO Board of Officers

FOR CONSIDERATION BY THE: 2014 Membership Quorum

WHEREAS, the Bylaws of the Georgia Chapter of the Association of Public Safety Communications Officials, International, Incorporated, where approved by the 2012 Membership Quorum; and,

WHEREAS, the Executive Committee of the Board of Officers has discovered grammatical and capitalization mistakes; and,

WHEREAS, the Executive Committee wishes to clarify the nature of the majority required to a quorum of the Board of Officers; and,

WHEREAS, the Executive Committee wishes to clarify when the Commercial Advisory Member is appointed; and,

WHEREAS, the ex-officio Board position of State 911 Administrator has been a vacant for two years; and,

WHEREAS, the Executive Committee recommends removing the State 911 Administrator as an ex officio member of the Georgia APCO Board of Officers; and,

WHEREAS, the duties of the Secretary did not previously include providing a copy of the Chapter' s Business Meeting Minutes to the Association;

WHEREAS, the Association requests that all Chapters provide the Association with a copy of Business Meeting Minutes; and,

WHEREAS APCO International will, at the upcoming meeting of the membership quorum, consider changes to language within the Association's Bylaws that is duplicated within the Chapter's Bylaws,

THEREFORE BE IT RESOLVED that the following Changes to the bylaws of the Georgia Chapter Of APCO be considered and voted on by the 2014 Chapter Membership Quorum.

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

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 5.6 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;

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 5.11 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 6.6 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.

Comment [AB1]: The requirements for forming a quorum for any meeting have been moved to Article VIII. This move is also being made at the Association level to simply clean up the Bylaws and eliminate duplicate language where possible.

ARTICLE VII

MEMBERS OF THE EXECUTIVE COMMITTEE

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 7.5 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.

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.

ARTICLE XI

AMENDMENTS

Section 11.1 Power to Make Non-Substantive Changes. The Executive Committee of the Board of Officers may make non-substantive changes to the Bylaws to correct grammatical, spelling, punctuation mistakes, or may rephrase sentences for clarity to ease of reading, when the original intent of the quorum remains clear and unaltered or abridged.

Section 11.2 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~~ 3 Emergency Conditions. 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 [AB2]: Corporate council for APCO International is proposing to strike this provision as they cannot foresee a time when it might be invoked. The Ga. Chapter feels it best to leave this provision in the Chapter's Bylaws as a precautionary measure. The unforeseeable circumstance is exactly what this measure is intended to address.