BYLAWS

OF

The Georgia Chapter of the Association of Public Safety Communications Officials International, Inc.

Approved by the Membership Quorum on
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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 (GA APCO) or Chapter.

Section 1.2 Allegiance to the Association of Public Safety Communications Officials International (APCO.) This Chapter shall function in compliance with the Bylaws of the APCO and applicable policy, but in all respects is a separate and distinct organization operating independently of APCO 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 Chapter may also have offices at such other places as the Board of Directors may from time to time determine the business of the Chapter requires.

ARTICLE II
PURPOSE

Section 2.1 Primary Purpose. The members of GA APCO, a non-profit, 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 GA APCO 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 APCO.

Section 3.2 Voting Rights. All persons in a voting-eligible category of Chapter 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. Individuals selected to a post that is intended to solely represent APCO or the 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 violates any of the terms of Membership, GA APCO may revoke the individual's membership pursuant to the policies and procedures of the Chapter.

ARTICLE IV
MEMBERSHIP QUORUM

Section 4.1 Membership Quorum. The Chapter shall meet at least twice annually in accordance with the policies of APCO. A membership quorum shall consist of the voting-eligible members present at a business meeting.

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) Four (4) Board Officers-at-large;

i) Qualifications for Board-Officer-at-Large:
   a. Be a voting-eligible Member in good standing serving in a non-commercial capacity as set forth in the Membership Policy;
   b. Be a citizen of the United States;
   c. Have attended a minimum of two of the last three annual meetings;
   d. Other criteria as established by policy.

(c) One Commercial Advisory Member (CAM);

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. Georgia APCO Board of Officers shall not simultaneously serve as a board officer for any other Georgia Chapter 911 professional organization.

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 two Officers-at-large shall be elected in odd numbered years.

(c) The selection of the CAM shall be made in accordance with the criteria and process instituted by the Board of Officers and subject to modification thereafter by the Executive Committee of the Board of Officers.

Section 5.3 Board Diversity: To promote diversity on the board from different agencies within Georgia, no more than one (1) person from the same employer shall serve on the Board of Officers at the same time.

Section 5.4 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 5.5 Duties. The Board of Officers shall:

(a) 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 APCO;

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

(c) Report its activities. Each Officer may have the responsibility to issue a formal report to the membership quorum;

(d) Attend the meetings of the Board of Officers; and,

(e) Perform other duties as specified in these Bylaws or as directed by the President or his/her designee.

Section 5.6 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 (2/3) approval of the voting membership of the quorum present. All members of the Board of Officers shall have full and equal voting privileges, each having a single vote.

Section 5.7 Meetings. The Board of Officers shall meet in person or by electronic means on a quarterly basis but may convene as the body itself may agree.

Section 5.8 Action by Petition. Should more than one third (1/3) 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 5.9 Removal or Suspension. Any Officer, including Executive Committee members under Composition Section of this Article, may be removed or suspended for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Chapter or APCO. The President may suspend an Officer from the performance of his/her duties, including voting privileges, during the period between that person being removed and the Board of Officers adjudicating the matter. In the event the President is removed, then the senior member of the Executive Committee who was not removed may suspend the President from the performance of his/her duties during the period between the President being removed 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 5.10 Nonfeasance of Duty. Any officer, as defined in Composition Section of this Article, who is absent without excuse from three or more meetings within a 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,

(f) 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 non-commercial capacity as set forth in the GA APCO Membership Policy;

(b) Be a citizen of the United States;

(c) Have served at least two years in an elected office on the Board of Officers of the Chapter;

(d) Shall have attended a minimum of two of the last three business 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. 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 any business meeting;

(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 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 no less than 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 GA APCO members within thirty (30) days of the adjournment of the meeting; and,

(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 at all meetings of the APCO Executive Council in a reasonable and appropriate manner;

(c) Provide the Executive Council Communique and/or Executive Council activities to the Board of Officers within five (5) days of receipt. Must provide a summary of the Communique and/or Executive Council activities to the membership within fifteen (15) days of receipt; and,

(d) 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 ninety (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 Council;

ii) Confirmation by the remaining members of the Executive Council; and,

iii) Ratification by the Board of Officers.

(b) A vacancy in the offices of President, Vice-President, or Treasurer that is expected to last less than ninety (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 be 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 Quorum. At all meetings of GA APCO, including 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. 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 is not present at any of these meetings, the members present may adjourn the meeting 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 one another, 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.

Section 8.3 Voting by Electronic Means. In the event of voting for matters involving the Membership where in-person meeting is not possible, including elections of Board Officers, a secure election platform will be identified, configured and administrated by the GA APCO President and GA APCO Secretary. All GA APCO members will be notified via electronic means prior to the beginning of the identified voting matter. Voting will be open to all active and voting eligible GA APCO members for a five (5) day period, unless otherwise identified.

ARTICLE IX
MEMBERSHIP DUES

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

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 (2/3) majority 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)(3) 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 (2/3) majority of the Membership Quorum present in regular session provided that notice of the proposed amendment is contained in the notice of the meeting that is posted no later than thirty (30) days prior to the meeting of the Membership Quorum. Such amendments shall become effective upon the adjournment of the Business Meeting 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 two-thirds (2/3) majority 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.