

BYLAWS

OF

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

AS ADOPTED BY THE MEMBERSHIP QUORUM

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Bylaws of the Arkansas Chapter of APCO-International, Inc.

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**BYLAWS
OF THE ARKANSAS CHAPTER OF
APCO-INTERNATIONAL, INC.**

(Adopted April 14, 2010)

**ARTICLE I
OFFICES**

Section 1.1 Name. This organization shall be known as the Arkansas Chapter of Association of Public-Safety Communications Officials-International, Inc., also known as Arkansas APCO.

Section 1.2. Charter Limits. This Chapter is chartered by APCO, Inc. and its territorial area is that of the State of Arkansas.

Section 1.3. Chapter. **The Arkansas APCO Chapter is a member of the Gulf Coast Region of the Association of Public-Safety Communications Officials, Inc.** The Gulf Coast Region includes the following states: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, the United States Virgin Islands, and the International Chapter.

**ARTICLE II
PURPOSES**

Section 2.1 Primary Purpose. The members of Arkansas APCO 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 Arkansas APCO shall be open to persons in good standing who satisfy the requirements of the Membership Policy as established and amended by the 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 may only be held by voting-eligible Members, subject to the individual satisfying all other eligibility criteria for the position being sought.

Section 3.4 Revocation. If, at any time, a member shall violate any of the terms of Membership, Arkansas APCO may revoke the individual's membership.

ARTICLE IV
MEMBERSHIP QUORUM

Section 4.1 Membership Quorum. Arkansas APCO shall meet bi-annually. One such meeting shall be known as the Annual Conference. A second meeting shall be held mid-year. Voting-eligible Members attending a business meeting of the Annual Conference or the mid-year meeting shall constitute the Membership Quorum.

ARTICLE V
BOARD OF OFFICERS

Section 5.1 Authority. The business and affairs of Arkansas APCO shall be managed by the Board of Officers, which may exercise all such powers of the Association and do all such lawful acts on its behalf as are not forbidden by statute or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

Section 5.2 Composition. The Board of Officers consists of the following::

- (a) The Chapter President;
- (b) First Vice President;
- (c) Second Vice President;
- (d) The Secretary;
- (e) The Treasurer;
- (f) The Executive Council Representative;
- (g) Commercial Advisory Member;
- (h) The Immediate Past President;

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

Section 5.3 Duties. The Board of Officers shall:

- (a) Approve the annual budget or any change to the approved annual budget;
- (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 Arkansas APCO;
- (c) Review and approve the goals and objectives of Arkansas APCO, as recommended by the Board of Officers;
- (d) Report its activities. Each Officer has the responsibility to issue a formal report to his/her constituency;
- (e) Attend the annual meeting of Arkansas APCO Conference; 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 5.4 Terms of Office. Members of the Board of Officers shall serve from the time they are installed 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. Normally, officer installation shall occur during the Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

- (a) The Chapter President, First Vice President and Second Vice President position term shall be one year;
- (b) The Secretary and Treasurer position term shall be three years;
- (c) The Executive Council Representative position term shall be three years;
- (d) The Commercial Advisory Member position term shall be two years.

Section 5.5 Succession, Nomination and Election. The First Vice President shall automatically succeed to the office of President and the Second Vice President shall automatically succeed to the office of the First Vice President. The Second Vice President will be elected annually according to Section 5.4 of these Bylaws. All Board of Officer positions shall be elected by a simple majority of the Membership Quorum.

(a) Nominations for the Second Vice President (annual, Commercial Advisory Member (every 2nd year), and Executive Council Representative, Secretary, and Treasurer (every 3rd year) will be opened at 8:00 a.m. CST on the first day of the month, 2 months prior to the Annual Conference, and closed at 5:00 p.m. CST on the last day of the month, 2 months prior to the Annual Conference. Nominations must be sent in via e-mail to the Nominating Committee Chairperson, whose e-mail address will be posted on the official Arkansas APCO website. Nominations will then be posted on the website prior to the election to be held at the annual conference.

Section 5.6 Qualifications. Candidates for the Board of Officers, with the exception of the Commercial Advisory Member, shall meet or exceed the minimum qualifications listed below.

- (a) Be a voting-eligible member in good standing serving in a non-commercial capacity;
- (b) Reside in the State of Arkansas; and
- (c) Have attended two chapter meetings in the last 2 years.

Candidates for the Commercial Advisory Member shall meet or exceed the minimum qualifications listed below.

- (a). Be a Commercial Member of APCO actively serving in the State of Arkansas; and
- (b). Have attended two chapter meetings in the last 2 years

Section 5.7 Meetings and Voting. The Board of Officers shall meet and conduct the business of Arkansas APCO at such times and places as the President or a majority of the Officers shall indicate. At all meetings of the Board of Officers, a majority of the voting membership of the Board of Officers shall be necessary to constitute a quorum for the transaction of the business. The vote of a majority of those at any meeting at which a quorum is present shall be the act of the Board of Officers.

(a) Absence of Quorum. If a quorum shall not be present at any meeting of the, Board of Officers or any committee of the Association, the members thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

(b) 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.

Section 5.8 Action by Petition. Should more than a third of the number of members 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. Any Officer may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to Arkansas APCO. 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 Board of Officers who was not impeached may suspend the President from the performance of his/her duties during the period between the President are 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.

ARTICLE VI

OFFICERS

Section 6.1 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;
- (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 6.2 The First 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;
- (c) Serve on the Board of Officers; and
- (d) Perform such other duties as may be required that are not specifically assigned to others.

Section 6.3 The Second Vice-President shall:

- (a) Serve in the absence of the President and First Vice-President;
- (b) Serve on the Board of Officers;
- (c) Perform such other duties as may be required that are not specifically assigned to others; and
- (d) Serve as the nominating committee chairperson to receive and process all nominations for the annual elections.

Section 6.4 The Secretary shall:

- (a) Keep a written record of all meetings in order to provide the Chapter with a record of issues discussed, problems posed, and ideas raised;
- (b) Recite or re-summarize the record of minutes for approval by the Quorum;
- (c) Maintain a Public Safety Answering Point (PSAP) directory for the state;
- (d) Serve on the Board of Officers; and
- (e) Perform such other duties as may be required that are not specifically assigned to others.

Section 6.5 The Treasurer shall:

- (a) See the day to day expenditures of the Chapter;
- (b) See to the best of his/her abilities that money used on the behalf of the Chapter is used wisely and in a manner which suits the purpose of the Chapter;
- (c) Assist the President in preparing a budget for the fiscal year;
- (d) Present a financial statement to the Quorum at each regularly called business meeting; and
- (e) Perform such other duties as may be required that are not specifically assigned to others.

Section 6.6 The Executive Council Member shall:

- (a) Serve as a direct conduit for the exchange of information to and from the Regional Representative on the Board of Directors of APCO International, Inc., the Chapter and its members;
- (b) Consider any requests to create, modify or cancel the charters of Chapters, except the International Chapter;
- (c) Make recommendations on any proposed Bylaw amendments or certain Policy changes that require ratification by the Membership Quorum of APCO International, Inc.;

- (d) Provide advice to the Board of Directors of APCO International, Inc. on matters of importance to the public safety communications industry;
- (e) Offer guidance to the Board of Directors of APCO International, Inc. on strategic planning;
- (f) Select one Executive Council member per Region to serve on Executive Council Committees; and
- (g) Attend Executive Council meetings in conjunction with the APCO International, Inc. Annual Conference in furtherance of its duties.

Section 6.7 The Commercial Advisory Member shall:

- (a) Provide guidance and support to enhance the relationship between the commercial community and Arkansas APCO;
- (b) Provide guidance and support to the Board of Officers on matters related to the vendor hall portion of the annual conference and any other conference or events that involve corporate sponsorship and/or participation;
- (c) Assist the Board of Officers in soliciting sponsors for Arkansas APCO programs and events;
- (d) Promote the active participation of members in the commercial member category;
- (e) Study, recommend and report those matters in which s/he feels are of interest to the commercial membership; and
- (f) Take polls and make surveys of the commercial membership as may be needed to assure recommendations fully take into account the views of such membership.

Section 6.8 The Immediate Past President shall:

- (a) Participate in meetings of the Board of Officers in an advisory capacity, but with full voting rights, for the year following the conclusion of the term as President;
- (b) Serve on the Board of Officers; and
- (c) Perform such other duties as may be required that are not specifically assigned to others.

Section 6.9 Selection of Regional Liaison shall consist of one non-commercial, voting eligible member selected from each region of the stat, set forth by Arkansas Department of Emergency Management regional boundaries, in accordance with a nomination process established by the Arkansas Chapter Bylaws Section 3.3.

Section 6.10 The Regional Liaison shall:

- (a) Serve as a direct conduit for the exchange of information to and from the members within the regions and the Board of Officers;
- (b) Make recommendations on any proposed bylaw amendments or certain policy changes that require ratification by the membership quorum;
- (c) Provide advice to the Board of Officers on matters of importance to the public safety communications industry;
- (d) Offer guidance to the Board of Officers on strategic planning;

- (e) Hold quarterly meetings with PSAP's in their region and submit the minutes from quarterly meetings to the Board of Officers; and
- (f) Attend all board meetings held by the Board of Officers.

Section 6.11 Meetings Requirements for Regional Liaison

(a) The Regional Liaison shall meet in conjunction with the Annual Conference in furtherance of its duties and as directed by the Board of Officers.

Section 6.12 Vacancies: A vacancy in the office of President or First 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 Second Vice-President 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 Board of Officers that the appointee satisfies the eligibility requirements for service; ii) and must be ratified by the Board of Officers.

(b) A vacancy in the offices of President, First Vice-President, Second Vice-President or Immediate Past President that occurs after January 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 Board of Officers.

ARTICLE VII
MEMBERSHIP DUES

Section 7.1 Dues. The members shall pay annual dues to APCO International, Inc. in accordance with its policies.

ARTICLE VIII
GENERAL PROVISIONS

Section 8.1 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 Officers by a two-thirds vote may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Officers, 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 8.2 Indemnification. Arkansas APCO shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Officers, committee members and other agents 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 Arkansas APCO; 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 Arkansas APCO, 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 IX **AMENDMENTS**

Section 9.1 Power to Amend. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by a two-thirds majority of the Membership Quorum provided that notice of the proposed amendment is made 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 9.2 Emergency Conditions. Upon making a finding that an unusual circumstance exists for which significant harm would come to Arkansas APCO if action were delayed until the next meeting of Membership Quorum, the Board of Officers may waive or modify a requirement contained in the Bylaws subject to a requirement that three-fourths (3/4) of the Board of Officers agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall notify the membership via e-mail and by posting on the official Arkansas APCO website the finding of the Board of Officers of an unusual circumstance and its nature and the course of action taken by the Board of Officers.