

# **BYLAWS**

**OF**

**THE NORTH CAROLINA CHAPTER OF  
THE ASSOCIATION OF PUBLIC SAFETY  
COMMUNICATIONS OFFICIALS**

**AS ADOPTED BY THE MEMBERSHIP QUORUM**

**May 3, 2023**

## **ARTICLE I** **ESTABLISHMENT**

- Section 1.1** Name. The North Carolina Chapter of the Association of Public Safety Communications Officials, also known as North Carolina APCO, or simply as the “*Chapter*” is an established Chapter of the Association of Public Safety Communications International, Inc., also known as APCO International, or simply as the “*Association*”.
- Section 1.2** Allegiance to the Association of Public Safety Communications Officials, International. The Chapter shall function in compliance with the Bylaws of the Association and applicable policy, but in all respects in a separate and distinct organization operating independently of the Association and finally responsible for its own operations.
- Section 1.3** Establishment of Charter. The founding date of the Chapter, and adoption of the original Charter of the Chapter is August 11, 1962. The original Charter shall be maintained by the Chapter Historian, or their designee.
- Section 1.4** Chapter Eligibility for Retaining Charter. Should any of the following occur between the Annual Conference of the Association, the Charter of the Chapter will be subject to cancelation or modification by the Association Executive Council, if upon review the particular facts, such action appears appropriate:
- (a) the voting membership of the Chapter declines to less than eleven (11);
  - (b) failure of the Chapter to hold formal meetings at least twice a year; or,
  - (c) Should any of the requirements upon the Chapter as established by the Chapter or Association Bylaws not be strictly adhered to.

## **ARTICLE II** **PURPOSES**

- Section 2.1** Primary Purpose. The members of this Chapter serve or support that function of government that provides public safety communications services in areas of law enforcement, forestry, fire, 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 Chapter 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 relating to the public safety communications industry;

- (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 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;
- (d) strive to protect citizens and their property and provide for their welfare by these and other appropriate means; and,
- (e) serve to promote engagement between members of the public sector, such as federal, state, local, and tribal governments, and the private sector, such as industry partners who provide, service, or support technologies included in the public safety communications industry.

### **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 by the Association.

**Section 3.2** Membership Categories. Membership categories will be determined by the Association as outlined in the Association Policy Manual.

**Section 3.3** Chapter Life Members. This honor shall be bestowed upon members who meet the minimum guidelines as outlined in the Chapter Policy Manual. The Chapter shall pay the associated membership dues for Chapter Life Members during each membership term.

**Section 3.4** Voting Rights. All persons with a full membership or full commercial membership are entitled to one vote on each matter submitted to a vote under the Membership Quorum, including chapter elections. Members in the category of Associate Member or Online Member are not permitted to vote under the Membership Quorum, including chapter elections.

**Section 3.5** Statement of Nondiscrimination. Membership shall not be denied on the basis of race, color, national origin, age, disability, religion, or sex (including sexual orientation, and gender identity).

### **ARTICLE IV** **MEMBERSHIP QUORUM**

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

## **ARTICLE V** **BOARD OF OFFICERS**

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

- (a) the Executive Committee;
- (b) six Regional Ambassadors;
- (c) Chapter Commercial Advisory Member;
- (d) Public Information Officer;
- (e) Educational Advisory Member;
- (f) Historian;
- (g) Representative to the North Carolina 911 Board;
- (h) Compassionate Care Coordinator;
- (i) Chairs of Chapter Committees.

**Section 5.2** Authority. The Chapter Board shall perform all functions and do those acts that the membership quorum might do and exercise all such powers of the Chapter to do all such lawful acts on its behalf as are not forbidden by federal or state law or the Bylaws of the Chapter.

**Section 5.3** Elected Positions. All positions on the Executive Committee and Regional Ambassadors shall be determined by election or through advancement of office. Elected positions to the Chapter Board of Officers will be eligible voting members of the Chapter Board of Officers.

**Section 5.4** Appointed Positions. The President shall appoint the positions of Chapter Commercial Advisory Member, Public Information Officer, Educational Advisory Member, Historian and Representative to the North Carolina 911 Board, Compassionate Care Coordinator, and Chairs of Chapter Committees with a majority concurrence of the Executive Committee. Appointed positions to the

Chapter Board of Officers shall serve in ex-officio status and will not be eligible voting members of the Chapter Board of Officers.

**Section 5.5** Eligibility and Qualifications for Board of Officers. Members of the Chapter Board must meet the following eligibility requirements and qualifications:

- (a) Be a Full Member of the Association and Chapter;
- (b) Be a citizen of the United States of America;
- (c) Any person serving in the role of 2<sup>nd</sup> Vice President, 1<sup>st</sup> Vice President, Chapter President, or Immediate Past President must live within North Carolina, or work for a public safety organization located within North Carolina;
- (d) Individuals holding any position that is not defined in Section 5.5(c) are required to reside in North Carolina and be employed or retired from a public safety organization within the state. However, the Chapter Commercial Advisory Member is permitted to reside outside of the state, as long as they are a member of the North Carolina Chapter;
- (e) Provide a letter of support and approval by their direct supervisor or agency head. In lieu of this requirement, retirees wishing to serve must have a letter of support from an active North Carolina APCO member supporting their service;
- (f) Apart from the Chapter Commercial Advisory Member, may not be serving in the capacity of a commercial member, as set forth in the Association Policy Manual;
- (g) Voting members of the Board shall not serve as a sitting board member of the Association (APCO), the North Carolina Chapter of the National Emergency Number Association (NC NENA), or the National Emergency Number Association (NENA), or any other public safety organization which may cause for there to be a conflict of interest.
- (h) Other criteria as established in the Chapter Policy Manual.

**Section 5.6** Duties. The Board of Officers shall:

- (a) Approve annual budget or any changes 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 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 and goals of the Chapter and Association;

- (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, as outlined in the attendance guidelines in the Chapter Policy Manual;
- (e) Specific duties outlined in the Chapter Policy Manual, these Bylaws, or as directed by the President or their designee.

**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 of voting members is present, except changes to the Policy Manual shall require at least two-thirds approval of the Board of Officers. All elected members of the Board of Officers shall have full and equal voting privileges in Chapter Board of Officer matters, each having a single vote. Ex-officio members will not be eligible to vote in Chapter Board of Officer matters.

**Section 5.8** Meetings. The Board of Officers shall meet, at a minimum, every other month, but may convene more or less frequently as the body itself may agree.

**Section 5.9** Removal from Office. Any Officer, including Executive Committee members, 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. Any removal of office must be adjudicated and approved by a two-thirds majority vote of the Board of Officers.

**Section 5.10** Nonfeasance of Duty. Any Officer, as defined in Section 5.1, who has more than two unexcused absences from Board of Officers or Chapter Meetings within a single year may be removed from office for nonfeasance of duty by two-thirds majority vote of the Board of Officers.

**Section 5.11** Terms of Offices.

- (a) The offices of Immediate Past President, President, First Vice President and Second Vice President shall be for a term of one (1) year and be served in succession.
- (b) The offices of Treasurer, Secretary and Regional Ambassadors shall be elected for a term of two (2) years.
- (c) The office of Executive Council Representative shall be elected for a term of four (4) years, beginning with the 2026 Chapter Elections.
- (d) Beginning in 2023, the following offices shall be elected during odd numbered years:

1. Secretary
  2. Regional Ambassador – Region B
  3. Regional Ambassador – Region D
  4. Regional Ambassador – Region F
- (e) Beginning in 2024, the following offices shall be elected during even numbered years:
1. Treasurer
  2. Regional Ambassador – Region A
  3. Regional Ambassador – Region C
  4. Regional Ambassador – Region E
- (f) Beginning in 2026, the following office shall be elected every fourth year:
1. Executive Council Representative
- (g) Those who hold the positions of Secretary, Treasurer, or Regional Ambassador are restricted from serving for more than three terms of two years each. Once this duration is completed, these individuals must take a break of at least one year to become eligible again to serve in the same role.
- (h) Individuals serving as Executive Council Representative are restricted from serving for more than two terms of four years each. Once this duration is completed, these individuals must take a break of at least one year to become eligible to serve in the same role.

**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, these Bylaws, the Chapter Policy Manual, and are not specifically reserved to be performed by others in these Bylaws.

**Section 6.2** Composition. The Executive Committee shall consist of the following positions:

- (a) A President, who shall advance from the position of First Vice-President;
- (b) the First Vice-President, who shall advance from the position of Second Vice-President;

- (c) the Second Vice-President, elected by the voting-eligible membership of the Chapter;
- (d) the Immediate Past President, who shall advance from the position of President;
- (e) the Treasurer, elected by the voting-eligible membership of the Chapter;
- (f) the Secretary, elected by the voting-eligible membership of the Chapter; and,
- (g) the Executive Council Representative, elected by the voting-eligible membership of the Chapter.

**Section 6.3** Duties. The Executive Committee shall:

- (a) Prepare and maintain the annual budget for the Chapter, the Chapter Budget should be established by no later than 90-days after a new Chapter President is sworn into office;
- (b) Maintain Chapter goals and objectives;
- (c) Perform all position functions as outlined in the Chapter Policy Manual, or these Bylaws.

**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 Association Policy Manual. Normally officer installations shall occur during the Chapter’s Annual Conference, but may occur at other such times as may become necessary due to filling of a vacancy or other cause.

**Section 6.5** Vacancies. A vacancy in the office of President or First 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 Second Vice-President or Immediate Past President, other than a temporary vacancy expected to last less than ninety (90) days, shall be filled by an appointment made by the President with a concurrence of the Executive Committee.
- (b) A vacancy in offices of President, First Vice-President, Second Vice-President or Immediate Past President that occurs after February 1 or otherwise 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 Chapter Board of Officers.

Vacancies in any other Chapter Board of Officer positions shall be filled by appointment of the Chapter President with a majority concurrence of the Chapter Executive Committee.

Vacancies and appointments shall be reported to the Membership as soon as reasonably possible.

## **ARTICLE VII** **REGIONAL AMBASSADORS**

**Section 7.1** Authority. Regional Ambassadors shall serve as a representative to the Chapter Board of Officers and represent the members within their respective counties.

**Section 7.2** Duties. The Regional Ambassadors shall:

- (a) Communicate the needs of the membership to the Chapter Board of Officers;
- (b) Serve as a point of contact with members and others interested in Chapter activities;
- (c) Communicate with the membership in their respective counties regarding developments or initiatives of the Chapter or Association;
- (d) Other duties as assigned by the Chapter President and the Chapter Policy Manual.

**Section 7.3** Regions. Each county of North Carolina shall be assigned to one of six regions, as outlined in the Chapter Policy Manual.

**Section 7.4** Terms of Office. Regional Ambassadors shall serve from the time they are installed in office until their successor is 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 Association Policy Manual. Regional Ambassadors shall live or work within the region they represent.

## **ARTICLE VIII** **GENERAL PROVISIONS**

**Section 8.1** 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 their membership in the Chapter, and no such person shall be

entitled to share in distribution of any of the corporate assets upon the dissolution of the Chapter.

**Section 8.2** 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, committee members and other agents of the Chapter against expenses, including attorneys' fees, judgements, 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 of the Chapter. This section will not apply 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 their 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 their 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 POLICY MANUAL**

**Section 9.1** Purpose. The Policy Manual of North Carolina APCO shall define the policies of the Chapter and may define practices and procedures necessary to implement the requirements of the Chapter Bylaws.

**Section 9.2** Establishment. The authority to establish the Chapter Policy Manual shall be granted to the Chapter Board of Officers. If any section of the Chapter Policy Manual is found to contradict the Chapter Bylaws, the Chapter Bylaws shall always take precedence.

**Section 9.3** Amendments. Amendments to the Chapter Policy Manual shall be conducted in accordance with Chapter Bylaws Article X, Section 10.2.

**Section 9.4** Availability. Copies of the Chapter Policy Manual shall be made available to the Chapter Board of Officers and Chapter Members as follows:

- (a) An electronic copy of the complete Chapter Policy Manual shall be provided to each member of the Chapter Board of Officers within 30 days of their election or appointment.
- (b) An electronic copy of each section of the Chapter Policy Manual added or amended shall be provided to each member of the Chapter Board of Officers within 30 days of after approval of that section.

- (c) An electronic copy of the complete Chapter Policy Manual shall be provided to the membership on the Chapter’s website and through the North Carolina Chapter group on PSConnect. Such copy shall be kept current. “Current” shall be defined to include the addition of new sections, the exchange of amended sections, and the removal of deleted sections within 30 days after the Chapter Board of Officers approves such action.

## **ARTICLE X** **AMENDMENTS**

**Section 10.1** Power to Amend Bylaws. 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 present at a Chapter Meeting provided that notice of the proposed amendment is sent to the membership and 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 Chapter Meeting at which they were adopted, unless the resolution specifies an alternate effective date.

**Section 10.2** Power to Amend Policy Manual. The Chapter Policy Manual may be amended by a two-thirds vote of the Chapter Board of Officers. Any amendment shall not violate or contradict any section of the Chapter Bylaws. Amendments to the Policy Manual shall be shared with the membership during the next occurring Chapter Meeting following any changes being approved.

**Section 10.3** 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 Chapter Board of Officers may waive or modify a requirement contained in the Chapter Bylaws, subject to a requirement that two-thirds of the Chapter Board of Officers shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the Chapter President shall cause to be published the findings of the Chapter Board of Officers of an unusual circumstance and its nature and the course of action taken to the Membership Quorum when any such action is taken.