

# **BYLAWS**

## **THE TEXAS CHAPTER OF THE ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS-INTERNATIONAL, INC.**



**As amended by the Membership Quorum April 11, 2017.**

## **ARTICLE I OFFICE**

### **Section 1.1 Name**

This organization shall be known as the Texas Chapter of the Association of Public-Safety Communications Officials, hereafter referred to as Texas APCO.

### **Section 1.2 Office**

The mailing office of Texas APCO is 2615 Kingfisher Drive, Humble, TX 77396. Texas APCO may have such other offices as may be established by the Board of Officers

## **ARTICLE II PURPOSES**

### **Section 2.1 Primary Purpose**

The members of Texas 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 Texas APCO are:

- Act as the authorized agency for the State of Texas Police and Local Government Frequency Coordination Program.
- Foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education within the State of Texas.
- 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, state and federal governments and those who work with them.
- Represent its members, public safety communications and supporting information technological interests in general before regulatory and policy making bodies as may be appropriate.
- Strive to protect the citizens and their property and provide for their welfare by these and other appropriate means.

## **ARTICLE III MEMBERSHIP**

### **Section 3.1 Membership**

The membership of Texas APCO shall be open to persons in good standing who satisfy the requirements of the Membership Policy.

### **Section 3.2 Voting Rights**

All Active Members, Members, Senior Members and Life Members are entitled to one vote on each state or local 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 Active Members, subject to the individual satisfying all other eligibility criteria for the position being sought. Positions that are intended to solely represent Commercial Members may only be held by Commercial Members.

## **ARTICLE IV   MEMBERSHIP QUORUM**

### **Section 4.1      Membership Quorum**

Texas APCO shall meet bi-annually; these meetings shall be known as the Spring Conference and the Fall Conference. All members, regardless of membership category of APCO are encouraged to participate in these meetings, however, only the voting-eligible members comprise the quorum and are eligible to vote on association business.

## **ARTICLE V   BOARD OF OFFICERS**

### **Section 5.1      Authority**

The business and affairs of Texas APCO shall be managed by the Board of Officers, which may exercise all such powers of the organization and do all such lawful acts on its behalf as are not forbidden by statute, the Constitution 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 President who shall advance from the position of President Elect.
- A President Elect, First Vice President, Second Vice President , Secretary/Treasurer, and International Executive Council Representative who shall be elected by the Membership Quorum. An appointed ex-officio member representing the Commercial Members, known as the Commercial Advisory Member. This position shall be appointed by the commercial members of the chapter during the Vendor conference on even numbered years.

### **Section 5.3      Duties**

The Board of Officers shall:

- Approve the annual budget or any change to the approved annual budget.
- Approve the purchase or sale of real property by Texas APCO.
- 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.
- Review and approve the goals and objectives of Texas APCO, as recommended by the Board of Officers.
- Provide a report of chapter activities to the members in writing during business meetings, via the website or when requested in writing by an eligible voting member.
- Be present in person or via conference call at all business meetings to ensure chapter business can be conducted accordingly and to ensure a quorum is in place.
- Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Officers.

#### **Section 5.4 Terms of Office**

President, President Elect, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President 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. The term limitation for positions of Secretary/Treasurer, Executive Council and Commercial Advisory to the Board will be two consecutive terms only. Should no member be nominated for the open position and no nominations are taken from the floor at the Spring Conference, the incumbent may run for office again providing they meet specified qualifications. Normally, officer installation shall occur during the Spring Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

Terms of office for each Board of Officers position shall be:

- President, President Elect, 1<sup>st</sup> Vice President, and 2<sup>nd</sup> Vice President – One year.
- Secretary/Treasurer – Three years.
- International Executive Council Representative – Two years.
- Commercial Advisory Member – Two years.

#### **Section 5.5 Succession and Election**

The President Elect shall automatically succeed to the office of President. All other Board of Officer positions shall be elected by a simple majority of the Membership Quorum.

#### **Section 5.6 Qualifications**

Candidates for the Board of Officers shall meet or exceed the minimum qualifications listed below:

- Be an Active Member in good standing serving in a non-commercial capacity.
- Reside in the State of Texas.
- Have the support of his/her agency.
- Have attended two of the last four Texas APCO conferences or have previously served as an officer of another Chapter of APCO.

In addition, candidates for International Executive Council Representative shall have served at least two years in an elected office of this or any other APCO International chapter.

#### **Section 5.7 Meeting and Voting**

The Board of Officers shall meet and conduct the business of Texas APCO at such times and places as the President or a majority of the Officers shall indicate. Meetings held other than at the Spring or Fall Conferences may be conducted via teleconference and/or other electronic means at such times as the President or a majority of the Officers indicate.

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 51% 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.

A secure and confidential electronic system to allow members who are eligible to vote to cast their ballots electronically for those individuals running for office under both multiple and single candidate elections may be used. If electronic means are not available, written ballots shall be required for any multiple candidate election.

## **Section 5.8      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 Texas APCO by a simple majority vote of the entire Board of Officers. Any officer, as defined in 5.2, who is absent from three or more meetings without just cause and within a term, may be removed from office for nonfeasance of duty by a simple majority vote of the entire Board of Officers.

## **ARTICLE VI   OFFICERS**

### **Section 6.1      President**

The President shall:

- Preside at all general membership and special meetings.
- Carry out the purposes of this Chapter as set forth in the TX APCO Policy and Bylaws.
- Exercise final parliamentary decision in quorum matters.
- Report all measures considered by the Board of Officers during intervals between regularly scheduled business meetings.
- Appoint committees and Board of Officer Liaisons.
- Authorize reasonable and proper expenses of up to \$350 for chapter business. Any authorization over \$50 shall be reported to the full Board of Officers within 72 via electronic mail.
- Keep the President Elect informed on all Chapter matters.
- Establish a Special Committee(s) or Task Force to perform tasks deemed necessary during their term in accordance with Section 8.4 Special Committees and Task Force of the TX Chapter of APCO Policy Manual.
- Make appointments to fill vacancies in offices in accordance to TX APCO Policy and Bylaws.
- See that the Chapter Policy Manual is adequately maintained and properly adhered to in the day to day functioning of the Chapter.
- Set goals, policies, and pursue purpose.
- Present any proposed amendments to the Chapter Budget in effect during the term of office for consideration and approval by the Board of Officers.
- Carry out their duties as delegated by this ARTICLE and perform other duties as assigned and in the manner prescribed in the TX APCO Policy Manual.
- Audit the account of the Secretary/Treasurer annually.
- Perform such other duties as may be required that are not specifically assigned to others.

The other Officers shall serve in the same manner and for the same purposes as the President and shall in good faith support and carry out the policies in their own good reason. In such manner, they shall serve in the absence of the President and/or of any of themselves in the order of their rank.

### **Section 6.2      President Elect**

The President Elect shall:

- Serve in the absence of the President.
- Assist the President in performing his/her duties.
- Serve as a Board Liaison on any committee as assigned.
- Preside over the portion of the Board of Officers meeting at which the proposed budget for the ensuing year is being considered.
- During their term of office, screen the Chapter membership, contact prospective committee

Chairs and members, and have the appointments ready for presentation after taking office as President.

- See that the Chapter Policy Manual is adequately maintained and properly adhered to in the day to day functioning of the Chapter.
- Set goals, policies, and pursue purpose for your Presidential year.
- Keep the membership appropriately informed.
- Perform such other duties as may be required that are not specifically assigned to others.

### **Section 6.3 1<sup>st</sup> Vice President**

The 1<sup>st</sup> Vice President shall:

- Serve in the absence of the President and President Elect.
- Serve as a Board Liaison on any committee as assigned.
- Insure that all election and voting procedures are carried out in accordance with the Chapter Policy and Bylaws.
- Prepare and distribute the TX Chapter of APCO Newsletter to all members and have placed on the Chapter website.
- Obtain possible locations for the Fall Training Conference/Symposium to present to the Board of Officers.
- Schedule the Fall Training Conference/Symposium.
- Become knowledgeable regarding APCO International and Chapter Policy and Bylaws.
- Perform such other duties as may be required that are not specifically assigned to others.

### **Section 6.4 2<sup>nd</sup> Vice President**

The 2<sup>nd</sup> Vice President shall:

- Serve in the absence of the President, President Elect, and 1<sup>st</sup> Vice President.
- Serve as a Board Liaison on any committee as assigned.
- Serve as the Chair of the Bylaws Committee thereby overseeing the maintenance of this Constitution and Bylaws and the TX Chapter Policy Manual.
- Arrange Chapter Meetings and assist the 1<sup>st</sup> Vice President with scheduling the Fall Training Conference/Symposium.
- Become knowledgeable regarding APCO International and Chapter Policy and Bylaws.
- Perform such other duties as may be required that are not specifically assigned to others.

### **Section 6.5 Secretary/Treasurer**

The Secretary/Treasurer shall:

- The Secretary/Treasurer shall serve to the Board of Officers and Chapter at all business sessions.
- Keep minutes of all Chapter and Board of Officers meetings, providing those minutes to each Board Officer within five (5) days for approval, providing those minutes at each successive meeting and posting to the Chapter website within (2) weeks of meeting.
- Maintain all such minutes of all meetings for life of TX APCO, stored by the Secretary/Treasurer and forwarded to National APCO.
- Keep a complete membership roll of the Chapter including mailing address and/or email address, furnishing updated listings at frequent intervals to the Chapter President, President Elect, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, International Executive Council Representative, Commercial Advisory Member and Membership Committee Chair.
- Keep physical control of Chapter records including minutes of all past meetings, Chapter Charter and any and all appropriate City, County, State or Federal documents necessary for proper

operation of the Chapter and provide to the Chair of the Historical Committee.

- Shall be responsible for providing the Chapter Newsletter, including announcement of the Chapter meetings on the Chapter website.
- Shall receive all funds belonging to the Chapter.
- Maintain bank accounts for the orderly processing of funds and operation of the Chapter.
- Be responsible for matters relating to billing.
- Pay from those accounts all Chapter obligations as prescribed by the Chapter or upon orders from the Board of Officers during intervals between Chapter Meetings.
- Prepare a financial written report and present it at each meeting and make financial records available to the Board of Officers for auditing purposes.
- Promptly deliver all books, monies, papers and active records to the successor or to whomever the Board of Officers may designate to receive them.
- Maintain all financial records in their original form for a minimum of five (5) years.
- Assist the President in preparing a budget for the fiscal year, which runs from January 1 to December 31 the following year.
- Become knowledgeable regarding APCO International and Chapter Policy and Bylaws.
- The Secretary/Treasurer shall be bonded, at the Chapter's expense and that bond maintained, at the Chapter's expense, throughout his/her term of office. The Board must be renewed or applied for as soon as possible following the Annual Chapter Spring Conference. If an elected Secretary/Treasurer cannot obtain a Bond, the individual must vacate the office and the President must appoint a member into the resulting vacancy. The arrangement for the Bond shall be made by the newly elected or re-elected Secretary/Treasurer and must be approved by the President before the Chapter will be obligated to pay (reimburse) for the Bond.

#### **Section 6.6 International Executive Council Representative**

The International Executive Council Representative shall:

- The International Executive Council shall strive to promote the Texas point of view to the Association and represent the Chapter at the National APCO level.
- Shall attend the annual Executive Council meetings as an official representative of the TX Chapter of APCO.
- Shall prepare an Executive Council summary within thirty (30) calendar days of the Council meeting, submitting that report to the Chapter President.
- During Chapter meetings the Executive Council Representative shall report on activities of the Association and the Executive Council.
- Participate as a voting member as a Chapter Board Officer.

#### **Section 6.7 Commercial Advisory Member**

The Commercial Advisory Member (CAM) shall:

- Should play an active role in the Chapter and follow the guidelines in the APCO Policy Manual.
- Promote good will between the commercial and general membership.
- Perform in a manner which promotes and improves the wellbeing of the Chapter and APCO International.
- Represent the interests of the commercial members.
- Never abuse the position in a manner which would or could be viewed as creating a conflict of interest.
- Never use the position as a means to promote their individual business or personal interests in a manner not provided to other Chapter Commercial Members.
- Encourage commercial involvement in the Chapter and promote commercial Chapter

membership.

- Be willing and giving of time and efforts relating to Chapter activity.
- Become knowledgeable regarding APCO International and Chapter Policy and Bylaws.
- The CAM must be a Commercial Member in good standing and a full member as defined in Article VI Membership, Section 6.7 of the TX Chapter of APCO Policy Manual and Article III Membership, Section 3.1 of the TX Chapter of APCO Bylaws.
- Promote the active participation of members in the Commercial Member category.
- Commercial Advisory Member (CCAM) shall have one vote on the Board of Officers. This vote will be cast by the primary CCAM and in the absence of the primary CCAM the secondary CCAM will place the vote.

### **Section 6.8 Secondary Commercial Advisory Member**

The Secondary Commercial Advisory Member shall:

- Play an active role in the Chapter and follow the guidelines in the APCO Policy Manual.
- Promote good will between the commercial and general membership.
- Perform in a manner which promotes and improves the wellbeing of the Chapter and APCO International.
- Represent the interests of the commercial members.
- Never abuse the position in a manner which would or could be viewed as creating a conflict of interest.
- Never use the position as a means to promote their individual business or personal interest in a manner not provided to other Chapter Commercial members.
- Encourage commercial involvement in the Chapter and promote commercial Chapter membership.
- Be willing and giving of time and efforts relating to Chapter activity.
- Become knowledgeable regarding APCO International and Chapter Policy and Bylaws.
- The CAM must be a Commercial Member in good standing and a full member as defined in Article VI Membership, Section 6.7 of the TX Chapter of APCO Policy Manual and Article III Membership, Section 3.1 of the TX Chapter of APCO Bylaws.
- Participate as a voting member as a Chapter Board Officer in the absence of the Primary Commercial Advisory Member.

### **Section 6.9 Vacancies**

A vacancy in the office of President, President Elect, or 1<sup>st</sup> 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 vacancy in the office of Secretary/Treasurer or International Executive Council Representative, 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 require ratification by a majority vote of the Board of Directors and is subject to all requirements as stated in Article VI of these Bylaws.

## **ARTICLE VII MEMBERSHIP DUES**

### **Section 7.1 Dues**

The members shall pay annual dues to APCO, International in accordance with its policies. Texas APCO dues structures must be approved by a majority vote of the Membership Quorum.

## **ARTICLE VIII POLICY MANUAL**



### **Section 8.1 Policy Manual**

The Organization Policy Manual is hereby established. The Policy Manual shall further define the requirements of the Bylaws and may define the operating policies, practices, and procedures that are essential to the proper conduct of the day-to-day affairs of the Organization. In the event of a conflict between the Policy Manual and the Bylaws, the requirement in the Bylaws shall prevail. Modification of the Policy Manual shall require either a majority vote of the Quorum or a majority vote of the Board of Directors.

## **ARTICLE IX GENERAL PROVISIONS**

### **Section 9.1 Indemnification**

Texas APCO shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Directors, committee members and other agents against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by them in connect 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 Texas 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 Texas 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.

## **ARTICLE X AMENDMENTS**

### **Section 10.1 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 days prior to the meeting of the Membership Quorum. Such amendments shall become effective upon the adjournment of the Conference at which they were adopted.

### **Section 10.2 Emergency Conditions**

Upon making a finding that an unusual circumstance exists for which significant harm would come to Texas APCO if action were delayed until the next meeting of the Membership Quorum, The Board of Directors may waive or modify a requirement contained in the Bylaws subject to a requirement that three-fourths of the Board of Directors 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 the next publishing of Texas Talks the finding of the Board of Directors of an unusual circumstance and its nature and the course of action taken by Board of Directors.