

# BYLAWS

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



As amended by the Membership Quorum April \_\_, 2010.

## **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 7736 Prairie Drive, Watauga, Texas, 76149. 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.

### **Section 3.4 Revocation**

If, at any time, a member violates any of the terms of membership, Texas APCO may revoke the individual's membership.

## **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. Voting-eligible members attending a business meeting at these conferences shall constitute the Membership Quorum.

## **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.

### **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.
- Review and approve the goals and objectives of Texas APCO, as recommended by the Board of Officers.

### **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 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.

### **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 all meetings of the Board of Officers a majority of the voting membership shall be necessary 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 Board of Officers.

### **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.

## **ARTICLE VI OFFICERS**

### **Section 6.1 President**

The President shall:

- Preside at all general membership and special meetings.

- Require, enforce, and rule in matters of parliamentary procedure.
- 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.
- Audit the account of the Secretary/Treasurer annually and reporting the findings to the Audit Committee.
- Perform such other duties as may be required that are not specifically assigned to others.

### **Section 6.2 President Elect**

The President Elect shall:

- Serve in the absence of the President.
- Serve as a Board Liaison on any committee as assigned.
- 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.
- 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.
- Perform such other duties as may be required that are not specifically assigned to others.

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

The Secretary/Treasurer shall:

- See to the day-to-day expenditures of the organization.
- See to the best of his/her abilities that money used on behalf of the organization is used wisely and in a manner which suits the purposes of the organization.
- Assist the President in preparing a budget for the fiscal year, which runs from July 1 – June 30 the following year.
- Present a financial statement to the Quorum at each regularly called business meeting.
- Keep a written record of all meetings in order to provide the organization with a record of issues discussed, problems posed, and ideas raised.
- Recite or resummarize the Record of Minutes for approval by the Quorum.
- Provide APCO International with a record of all minutes and organization documents.
- Perform such other duties as may be required that are not specifically assigned to others.

## **Section 6.6 International Council Representative**

The International Council Representative shall:

- Represent Texas APCO at the National APCO level.
- Keep Texas APCO informed of business conducted at the National APCO level.
- Perform such other duties as may be required that are not specifically assigned to others.

## **Section 6.7 Commercial Advisory Member**

The Commercial Advisory Member (CAM) shall:

- Provide guidance and support to enhance the relationship between the commercial community and Texas APCO.
- Provide guidance and support to the Board of Officers on matters related to the vendor hall portion of the Spring Conference and any other conference or events that involve corporate sponsorship and/or participation.
- Assist the Board in soliciting sponsors for Texas APCO programs and events.
- Promote the active participation of members in the Commercial Member category.

## **Section 6.8 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 Officers 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 Officers.

## **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 Officers may waive or modify a requirement contained in the Bylaws subject to a requirement that three-fourths 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 the next publishing of Texas Talks the finding of the Board of Officers of an unusual circumstance and its nature and the course of action taken by Board of Officers.