

BYLAWS

OF

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

AS ADOPTED BY THE MEMBERSHIP QUORUM

January 16, 2020

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ARTICLE I

CHAPTER NAME AND LOCATION

1.1 Name

The name of this Chapter is the Michigan Chapter of the Association of Public-Safety Communications Officials-International, Inc. (APCO), henceforth simply referred to as MIAPCO, as authorized by its charter issued by the Association of Public Safety Communications Officials International, Inc. The geographical area of the state of Michigan constitutes this chapter.

1.1.1 The foregoing does not preclude the Chapter from hosting joint conferences, training events, or collaborating on other projects with other organizations within its geographic boundary, or having members who are members of other associations, organizations, or entities.

1.2 Office

The mailing office of MIAPCO shall be established by the chapter board of officers.

ARTICLE II

PURPOSE

The primary purpose of this organization shall be as follows:

- 2.1** To lend support to, create interest in, and foster expansion of the national parent organization, APCO.
- 2.2** To foster the development and progress of public safety communications by means of research, planning, coordination, training, and education.
- 2.3** To 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.

- 2.4 To represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate.
- 2.5 To strive to protect citizens and their property and provide for their welfare by these and other appropriate means.

ARTICLE III

MEMBERSHIP

3.1 Membership

The membership of MIAPCO shall be open to persons in good standing who satisfy the requirements of the APCO Membership Policy as established and amended by the APCO Membership Quorum.

3.1.1 The Michigan Chapter supports the mission, purpose, policies and practices of APCO International and shall be a chapter of APCO only and not a chapter of any other association organization or entity.

3.2 Voting Rights

All persons in a voting-eligible category of Membership are entitled to one vote on each state matter submitted to a vote under the Chapter Membership Quorum

3.3 Positions of Leadership

Positions on the Chapter 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. Positions that are intended to solely represent Commercial Members may only be held by Commercial Members of the Chapter.

3.4 Revocation

If, at any time, a member shall violate any of the terms of Membership, MIAPCO may revoke the individual's membership.

ARTICLE IV

MEMBERSHIP MEETINGS AND QUORUM

4.1 Membership Meetings

MIAPCO shall meet a minimum of four (4) times per calendar year.

4.1.1 The Chapter meeting schedule shall be established each year by the Board of Officers and shall be presented to the membership by the Chapter President.

4.1.2 Special meetings of the Chapter shall be called by the Chapter President, or by three (3) members of the Board of Officers, or upon written application of ten (10) voting members of the chapter.

4.2 Membership Quorum

Full Members attending a Chapter business meeting shall compose the Membership Quorum.

4.2.1 A total of three (3) Chapter Board Officers and an additional ten (10) voting members represented in person shall constitute the Membership Quorum at any Chapter meeting.

4.2.2 A simple majority of voting members present shall decide all issues except an amendment to the Bylaws, in which case a two-thirds (2/3) majority vote shall be required.

ARTICLE V

BOARD OF OFFICERS

5.1 Authority

The MIAPCO business and affairs 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 deemed illegal by statute, the Policy Manual or these Bylaws, and are not specifically reserved to be performed by others as stated in these Bylaws.

5.2 Composition

The MIAPCO Board of Officers shall consist of the following:

- President
- First Vice-President
- Second Vice-President
- Sergeant-at-Arms
- Secretary

- Treasurer
- Immediate Past President
- APCO International Executive Council Representative
- Commercial Advisory Member (CCAM)

5.2.1. The offices of President, Secretary, Treasurer, and APCO International Executive Council Representative shall be held by members in the Full category.

5.3 Duties

The Board of Officers shall have full power and authority between chapter meetings to perform all functions, which the chapter might perform, except the power to amend the Bylaws.

5.3.1 Approve any change to the approved annual budget.

5.4 Terms of Office

Members of the MIAPCO Board of Officers shall serve from the time they are installed in their office at the Annual Meeting 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.

Terms of office for each MIAPCO Board of Officers position shall be one (1) year unless appointed to fill a vacancy, in that case, the term will end at the next Annual Meeting with the following exception:

5.4.1 The Executive Council Representative shall be elected to a two (2) year term in even numbered years unless appointed to fill a vacancy. In that case, the term will end at the Annual Meeting of the next even numbered year.

5.4.2 A member of the Board of Officers is eligible to run for their office again once they submit their intent, in writing or electronically, to the Nominations Committee prior to the Chapter meeting immediately preceding the Annual Meeting.

5.5 Elections

The Board of Officers shall be elected in the process prescribed in Article IV, Executive Board, of the Policy Manual at the Annual Meeting. The ballot shall be comprised of candidates who are Full members presented by the Nominating Committee

5.6 Qualifications

Candidates for the Board of Officers shall meet or exceed the minimum qualifications listed in Article IV, Executive Board, Section 4.1.1 of the Policy Manual.

5.7 Meetings and Voting

The Board of Officers shall meet and conduct the business of MIAPCO at such times and places as the President or a majority of the Officers shall determine. A majority of the voting membership of the Board of Officers must be present in order to constitute a quorum for the transaction of business. Any business that requires a majority vote may be conducted using electronic methods.

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 MIAPCO.

5.8.1 An officer may be removed from office only by a two-thirds (2/3) majority vote of the Quorum of a Chapter business meeting.

5.8.2 The President may suspend an officer from the performance of his/her duties during the period between that office being impeached and the Chapter Quorum adjudicating the matter.

5.8.3 In the event the President is removed from office, 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 being impeached and the Quorum adjudicating the matter.

5.9 CCAM (Commercial Advisory Member)

The Chapter Commercial Advisory Member (CCAM) shall serve as a member of the Board of Officers.

5.9.1 The CCAM shall be filled by an appointment made by the President and shall be subject to confirmation by the Board of Officers.

5.9.2 The CCAM serves as an ex-officio member on the Board of Officers.

ARTICLE VI

OFFICERS

6.1 President: In addition to other such duties as may be required and are not specifically assigned shall:

- Preside at all chapter business meetings including setting the meeting agenda and ensuring that notification of meetings is sent to the membership in a timely manner.
- Make appointments to standing and special committees during his/her term of office.

- Make appointments to fill vacancies on the Board of Officers.
- Establish a budget proposal with the Chapter Treasurer to present at the first Chapter meeting of each calendar year.
- Set the proposed dates and locations of chapter meetings for the coming calendar year, along with the NENA President for joint meetings, to be presented at the Annual Meeting
- Discuss proposed resolutions to be presented at the Annual Meeting.
- Submit to the Association Membership Department the name and pertinent information of the MIAPCO Primary and Alternate Frequency Advisor.
- Appoint an alternate representative to represent MIAPCO at the APCO Executive Council meeting should the chapter Executive Council Representative be unable to attend.
- Appoint a State Conference Chair to serve with the NENA appointed Conference Chair to the Michigan Public Safety Annual Telecommunicators Conference.

6.2 First Vice-President: In addition to other such duties as may be required and not specifically assigned to others shall:

- Perform the duties of the President in his/her absence.
- He/she shall serve as Chair of the Activities and Membership Committee and as such shall review the Chapter membership and pursue new members.

6.3 Second Vice-President: In addition to other such duties as may be required and not specifically assigned to others shall:

- Perform the duties of the First Vice-President in his/her absence.
- Arrange the accommodation for the Chapter meetings.
- Will be the point of contact with meeting locations and coordinate with the CCAM to provide education sessions for chapter meetings.

6.4 Sergeant-at-Arms: In addition to other such duties as may be required and not specifically assigned to others shall:

- Perform the duties of the Second Vice-President in his/her absence.
- Serve on the committee of the Annual Conference.
- Ensure that meeting conduct is in keeping with the purpose of MIAPCO as well as enforcing and ruling in matters of parliamentary procedure.

6.5 Secretary: In addition to other such duties as may be required and not specifically assigned to others shall:

- Serve as the record keeper for the Chapter and serve as custodian of corporate records for the Chapter.
- Ensure the most up-to-date Policy and Procedures manual is available.
- Ensure the most up-to-date Chapter Bylaws are available.
- Notify APCO Intl. of membership changes on the Board of Officers when they occur, including changes in contact information.

- Prepare complete minutes of the Chapter business meetings, Board of Officers meetings, and any special meetings called to be submitted in draft form within 14 days of meeting completion.
- Receive and answer all communications that may be submitted to the Secretary by members of the Chapter or the Association.
- Shall deliver promptly all materials including but not limited to books, papers, materials, laptop computer of the Chapter to the successor in office or to whomever the Chapter Board of Officers designates to receive them

6.6 Treasurer: In addition to other such duties as may be required and not specifically assigned to others shall:

- Receive all funds belonging to MIAPCO.
- Maintain bank accounts for the orderly processing of all funds.
- Pay from the accounts all MIAPCO obligations as prescribed by the Chapter or upon orders from the President of the Board of Officers during intervals between Chapter meetings.
- Prepare a budget, with the Chapter President, to be presented at the first Chapter meeting of the calendar year.
- Prepare a financial report and present it at each Chapter meeting.
- Make financial reports available to the Board of Officers for auditing purposes.
- Deliver promptly all monies and records as described in the following section to the Treasurer's successor or to whomever the Chapter Board of Officers may designate to receive them.
- Maintain all financial records in their original form as required by state laws or statutes and monitor all chapter investments.

6.7 APCO Executive Council Representative: In addition to other such duties as may be required and not specifically assigned to others shall:

- Represent MIAPCO at all meetings of the APCO Executive Council.
- Receive guidance and advice from the MIAPCO Board of Officers on subjects that are on the agenda for the Association Executive Council meetings.
- Speak and vote on behalf of the Chapter on non-agenda items without the consent of MIAPCO.
- Report to MIAPCO at each Chapter meeting the activities of the Association.
- Meet in conjunction with the Annual Conference and Expo in furtherance of his/her duties.

6.8 Immediate Past President: In addition to other such duties as may be required and not specifically assigned to others shall:

- Serve as the Chair of the Nominating Committee
- Participate in meetings of the Board of Officers in an advisory capacity, but with full voting rights.

6.9 Commercial Advisory Member (CCAM) shall:

- Provide guidance and support to enhance the relationship between the commercial community and MIAPCO.
- Provide guidance and support to the Board of Officers on matters related to the vendor hall portion of the annual conference.
- Assist the Board of Officers in soliciting sponsors for MIAPCO programs and events.
- Promote the active participation of members in the Commercial Member category.
- Serve as an ex-officio member of the Board of Officers.
- Seek out presentations for Chapter meetings.

6.10 General Board Duties

- Set yearly goals and objectives for the Chapter.
- Ensure that the Chapter Policy Manual is maintained and updated as needed.
- All Chapter Board members shall participate in the annual conference.

6.11 Vacancies

6.11.1 Should the office of President or Vice-President of this Chapter become vacant for any reason, the office shall be filled by advancement in rank

6.11.2 A vacancy in the office of Second Vice-President, Secretary, Treasurer or National Executive Council Representative may be filled by a temporary appointment by the Chapter President and shall serve until the next annual election of officers.

6.11.2.1 Said appointee to fill a vacancy in the office of Secretary, Treasurer, or National Executive Council Representative must be filled by a member in the Full membership category.

6.11.3 The President shall also immediately notify the Membership Department at the Association Office of any change to the Board of Officers.

6.11.3.1 In the event of a vacancy and presidential appointment to the position of Association Executive Council Representative, the President will also notify the Association's Executive Director.

ARTICLE VII

MEMBERSHIP DUES

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- 7.1 The members shall pay annual dues to APCO in accordance with its policies.
 - 7.2 Chapter Life Members shall not pay Chapter or Association dues. The Chapter Treasurer shall forward to the APCO a listing of such members along with a check for their APCO dues annually so that these members may maintain interest in the affairs of APCO.
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ARTICLE VIII

ASSET MANAGEMENT

8.1 Retention

- 8.1.1 All rights, title and interest, both legal and equitable, in and to property of the Chapter shall remain in the Chapter.
- 8.1.2 Said organization is organized and shall be operated exclusively for charitable, religious, educational, and or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 8.1.3 No part of the net earnings of the organization shall inure to the benefit of, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section

170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX

GENERAL PROVISIONS

9.1 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.

9.2 Indemnification

MIAPCO 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 MIAPCO, 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 MIAPCO, 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 X

AMENDMENTS

10.1 Authority for Amendment

The Bylaws of this Chapter may be amended or repealed, and new Bylaws may be adopted by a two-thirds (2/3) 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 meeting at which they were adopted.

10.1.1 The Board of Officers may make non-substantive changes to the Bylaws in order to correct errors in grammar, punctuation, spelling, cross-references

and numerical sequence to maintain a consistent style and format. Such non-substantive changes shall require the approval of the Board of Directors.

10.2 Emergency Conditions

Upon making a finding that an unusual circumstance exists for which significant harm would come to MIAPCO 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 (3/4) of the Board of Officers shall agree to a recommended course of action.

10.2.1 The President shall notify the membership electronically of the finding of an unusual circumstance and the course of action taken by the Board of Officers.

ARTICLE XI

POLICY MANUAL

11.1 Chapter Policy Manual

MIAPCO shall adopt a Policy Manual to govern the day-to-day operation of the Chapter. The Policy Manual may be adopted or amended by the approval of the Executive Board and shall be kept updated.

ARTICLE XII

DISSOLUTION

12.1 Disbursement of Assets upon Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning section, 501 (c) (3) of the of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as selected by a two-thirds (2/3) majority vote of the Membership Quorum of a Chapter meeting.

12.1.1 The Board of Officers shall have full power and authority, upon an affirmative vote by two-thirds (2/3) of the Board members to dispose of Chapter property.

ARTICLE XIII

PARLIAMENTARY PROCEDURE

The rules contained in “Roberts Rules of Order, revised” shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of this Chapter.