

# **BYLAWS**

**OF**

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

**AS ADOPTED BY THE MEMBERSHIP QUORUM**

**October 19, 2017**

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OF  
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THE ASSOCIATION OF PUBLIC SAFETY COMMUNICATIONS OFFICIALS INTL.  
Adopted October 19, 2017**

**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.

**1.2 Office**

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

**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, Association of Public Safety Communications Officials, Intl. (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; and
- 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-International Membership Policy as established and amended by the APCO-International Membership Quorum.

**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**

Voting-eligible 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)

##### **5.3 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.

**Commented [K01]:** I suggest putting in an amount or percentage of our budget as a cap

##### **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.

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

**Commented [K02]:** Add 5.4.2 for a two year term for the Executive Committee member with elections for this office being held even years.

## 5.5 Elections

The Board of Officers shall be elected in the process prescribed in the Policy Manual at the Annual Meeting. The ballot shall be comprised of candidates who are Full members presented by the Nominating Committee or Full members who have been nominated from the floor during the Chapter meeting immediately preceding the Annual Meeting.

## 5.6 Qualifications

Candidates for the Board of Officers shall meet or exceed the minimum qualifications listed in 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 indicate. 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 requires a majority vote and 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 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 impeached, 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 has a vote on the Board of Officers.

## ARTICLE VI

### OFFICERS

6.1 In addition to other such duties as may be required and are not specifically assigned to others, **the President 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 yearly goals and objectives for the Chapter
- Serve as ex-officio member of all committees of this Chapter.
- Set the dates and location of chapter meetings for the coming calendar year at the Annual Chapter Meeting.
- Assure that the Chapter Policy Manual is maintained.
- Ensure that meeting conduct is in keeping with the purpose of MIAPCO as well as enforcing and ruling in matters of parliamentary procedure.
- 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.

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

- Perform the duties of the First Vice-President in his/her absence.
- Arrange the accommodations for the Chapter meetings.
- Serve on the committee of the Annual Conference.

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

- Perform the duties of the Second Vice-President in his/her absence.
- Serve on the committee of the Annual Conference.

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

- Serve as the record keeper for the Chapter and serve as custodian of corporate records for the Chapter.
- 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.
- Keep a complete roll of the membership, and make it available to the Chapter Board of Officers upon request.
- 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 In addition to other such duties as may be required and not specifically assigned to others, **the Treasurer 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.

6.7 In addition to other such duties as may be required and not specifically assigned to others, **the APCO International Executive Committee Representative shall:**

- Represent MIAPCO at all meetings of the Association Executive Council.

**Commented [K03]:** Do we need to add any wording dealing with investment attention and care such as the money market account

- 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** In addition to other such duties as may be required and not specifically assigned to others, **the Immediate Past President 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 The 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 a voting member of the Board of Officers.

**6.10 Vacancies**

**6.10.1** Should the office of President or First Vice-President of this Chapter become vacant for any reason, the office shall be filled by advancement in rank, leaving the office of Second Vice-President unoccupied until the next annual election of officers.

**6.10.2** 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.

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

**6.10.3.1** 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

- 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 Association a listing of such members along with a check for their Association dues annually so that these members may maintain interest in the affairs of APCO International.

## 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, or be distributable to its members, trustees, officers, or other private persons, 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 create and keep updated, a Policy Manual to govern the day-to-day operation of the Chapter.

11.1.1 The Policy Manual may be adopted or amended by the approval of the Executive Board.

## ARTICLE XII

### DISSOLUTION

#### **12.1 Disbursement of Assets upon Dissolution**

**12.1.1** 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.

**12.1.2** 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**

**13.1** 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.