



## APCO Membership to Consider Several Amendments at 2015 Quorum Meeting

**At the 2015 Membership Quorum, the voting membership of APCO International will consider several amendments related to the association's governance documents.**

**Bylaws Section 4.2:** The detailed listing of regions is proposed by the Executive Committee of the Board of Directors to be moved to Policy Manual (PM) Section 3.3 (Chapters & Regions) and language is added to clarify that the Executive Council has authority to make revisions to the regional line-up.

**Bylaws Section 7.3:** More flexible language is proposed by the Leadership Development Committee (LDC) to open eligibility for service as a Regional Representative on the Board to not only current Executive Council members, but those who may have left the Council within the last two years. This adjustment better takes into account the varied practices followed by chapters, which could otherwise result in the exclusion of talented individuals with the requisite experience for Board service.

**Bylaws Section 7.5:** A clarification is being proposed by the LDC that an individual filling a vacancy on the Board for greater than 12 months of an unexpired term would be pro-

viding service that counts as a full cycle of a term.

**Bylaws Section 8.5:** A change to current election procedures is being proposed to dispense with voting on uncontested candidates for the office of First Vice President or Second Vice President. There was provision for such a process prior to 2009. The LDC feels that the KSA point system adopted last year serves to provide assurances that any eligible candidate is qualified, thus a vote is not warranted when there is a single candidate.

**PM 2.15 (Publications):** A proposed change by the Executive Committee of the Board would dispense with a special carve out reserved for Membership Quorum review and puts all policy related to publications under Board oversight to facilitate timely decision-making as may be warranted from time to time.

Consult the "Learn More" box on this page for information on how to access the full text and supporting material associated with the proposed Quorum amendments.

### Learn More

The summaries on this page are accurate as of press time on May 8, 2015. For the final and full text of the proposed Quorum amendments and supporting material, visit [www.apcointl.org/governance](http://www.apcointl.org/governance) (you will be prompted to enter your membership password).

Pursuant to Policy Manual 2.6:6, only a summary of the proposed Quorum amendments have been published in this magazine. Voting-eligible members of APCO International are encouraged to download the full text from the above website. If you prefer to have a printed version sent to you via U.S. mail, call (571-312-4400), fax (386-944-2725) or email ([governance@apcointl.org](mailto:governance@apcointl.org)) your request no later than July 31, 2015. Copies will also be available on-site at the First General Business Meeting of the Annual Conference on Aug. 16, 2015, in Washington, D.C.

### Membership Quorum Meetings

- First Business Meeting (discussion), Sun., Aug. 16 at 3:50 p.m. (EDT)
- Second Business Meeting (vote), Tues., Aug. 18 at 3:50 p.m. (EDT)

## **2015 Membership Quorum Resolution #1**

**RE:** Regions

**INTENT:** Amend Bylaws Section 4.2

**MAKER:** Executive Committee of the Board

To the 2015 Membership Quorum:

WHEREAS (1), the Association continues to make efforts to streamline the Bylaws; and

WHEREAS (2), Policy Manual Section 3.3 may be modified by the Executive Council;

NOW BE IT RESOLVED that the detailed listing of Regions, consisting of the Chapters of the Association, is moved from Bylaws Section 4.2 to Policy Manual Section 3.3, and language is added to clarify that the Executive Council has authority to make revisions.

### **Attachments**

- Amendment in track changes to Bylaws Article IV for consideration by the Membership Quorum
- Corresponding amendments in track changes to Policy Manual Section 3.3 for consideration by the Executive Council

## **ARTICLE IV**

### **CHAPTERS & REGIONS**

Section 4.1 Chapters. The Association may establish Chapters within the United States and its territories and in other countries as authorized by the Executive Council. Chapters shall function in compliance with the Bylaws of the Association and applicable policy, but in all respects are separate and distinct organizations operating independently of the Association and financially responsible for their own operations.

Section 4.2 Regions. The Chapters of the Association shall be divided into ~~and be members of four~~ Regions as authorized by the Executive Council based upon the geo-political boundaries of ~~the following~~ states, territories, and other designations.÷

~~Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.~~

~~[Note: This text is moved to Policy Manual 3.3]~~

~~North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.~~

~~East Coast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia, Washington, D.C.~~

~~Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Caribbean, and the International Chapter.~~

Section 4.3 International. A Chapter to be known as the International Chapter shall consist of all individual members of the Association, who do not reside and/or work within the geographic boundaries of the United States or its territories or within the geographic boundaries of any other Chapter of the Association. The Executive Committee of the Board of Directors shall serve as the officers of this Chapter.

## ARTICLE III: CHAPTERS

### SECTION 3.3: ~~CHARTERING OF CHAPTERS~~ & REGIONS

[Change are subject to approval by a simple majority of the Executive Council.]

#### PURPOSE

To provide the process for applying for a new charter as a Chapter of the Association and for designating regions.

#### AUTHORITY

The process for chartering a new Chapter of the Association and designating regions shall be in accordance with this Section.

#### POLICY

1. Applications for chartering a new Chapter of the Association.
  - 1.1 Applications for chartering a new Chapter of the Association shall be approved by not less than ten (10) persons who are members of the Association; who reside and/or work within the geographic boundaries of the proposed charter area; and who either are members in the Full Member category or would become eligible to be in the Full Member category upon approval of the application.
  - 1.2 If an application proposes a new Chapter whose charter area would encompass the geographic area of more than one country, then for each of the countries, in addition to the requirements contained in Section 3.3 of this Article, the application shall also be approved by not less than six (6) persons who are members of the Association and work and/or reside within the boundaries of each of the countries proposed to be within the boundaries of the new Chapter.
  - 1.3 If such application proposes sub-dividing an existing Chapter, then the process shall require that the voting-eligible members of the chapter vote on the proposal. A majority of the voting-eligible members who reside and/or work in each portion of the sub-divided area shall vote to approve the division of the Chapter.
2. The geographic boundary of each Chapter shall be defined in its charter.
  - 2.1 The geographic boundary of each Chapter within the United States of America and its Territories shall coincide with the boundary of one or more states or territories except that this requirement shall not apply to Chapters that were not so bound as of August 11, 1988.

- 2.2 The geographic boundary of each Chapter outside the United States of America and its Territories shall coincide with the boundary of one or more countries.
  - ~~2.2.1 The geographic boundary shall not conflict with any requirement or limitation contained in the document known as the APCO Alliance for Global Cooperation and Development.~~
3. Each Chapter shall have a Constitution and/or Bylaws that are regularly maintained.
  - 3.1 Such Constitution and/or Bylaws shall not conflict with the Association Bylaws or this Policy Manual.
  - 3.2 Each Chapter shall provide a copy of its Constitution and/or Bylaws to the Association within 30 days after approval or amendment by the appropriate Quorum.
4. Chapters may have names of their own choice provided that such name shall include the acronym "APCO".
  - 4.1 Chapters not so named prior to August 11, 1998, shall be exempt from this requirement until such time as they make any change to their name.
5. Each Chapter shall conduct not less than two (2) formal meetings each year.
  - 5.1 Each such meeting shall be held within the geographic boundaries of the Chapter at a location determined by the Chapter Executive Board except that meetings utilizing electronic media shall be acceptable.
  - 5.2 Each such meeting shall occur at a time determined by the Chapter Executive Board provided that such time shall be between the closing of one Annual Conference of the Association and the opening of the next Annual Conference.
  - 5.3 Each such meeting shall include a meeting of the Chapter Executive Board and may include such other activities, as the Chapter may deem appropriate.
  - 5.4 Each Chapter shall establish a procedure to notify its membership of such meetings.
6. Each Chapter shall prepare minutes of its meetings.
  - 6.1 The minutes shall include a record of all actions of significance.
  - 6.2 The Chapter shall make the minutes of its meetings available to its membership in such form as the Chapter Executive Board deems appropriate.
  - 6.3 The Chapter shall forward a copy of the minutes of its meetings to the Association Headquarters within 30 days after approval.
7. All members of the Association who reside and/or work within the geographic boundaries of a Chapter shall be members of that Chapter. Furthermore, individuals who become a "Multiple Member" in accordance with Article IV of this policy manual shall also be considered to be a member of each Chapter within which he/she has established a "Multiple" membership.

- 7.1 The membership category of each such member shall be the same as the membership category held within the Association except that a Chapter may grant "Chapter Life Member" status to a member in accordance with Article IV of this Policy Manual.
- 7.2 No person who is not a member of the Association shall be granted membership in a Chapter except that a Chapter may grant "Chapter Honorary Member" status to an individual in accordance with Article IV of this Policy Manual.
- 7.3 Each Chapter may establish its own rules with regard to voting eligibility for purposes of conducting chapter business except that such rules shall not be more stringent than the rules established for voting-eligibility within the Association.
- 7.4 In the event a new Chapter is formed during the course of a membership year, then any dues amount that had been paid to a former chapter shall remain with that chapter. All dues amounts payable to the chapter after the start of the next membership year shall be paid to the newly formed Chapter.

8. Chapters have been divided into the following Regions, which the Executive Council may revise from time to time, especially with the introduction of new chapters or the modification of existing chapters:

- 8.1 Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.
- 8.2 North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.
- 8.3 East Coast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia, Washington, D.C.
- 8.4 Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Caribbean, and the International Chapter.

## **2015 Membership Quorum Resolution #2**

**RE:** Eligibility as Regional Representatives

**INTENT:** Amend Bylaws Section 7.3

**MAKER:** Leadership Development Committee

To the 2015 Membership Quorum:

WHEREAS (1), the quality of individuals serving in leadership positions is of critical importance to the Association; and

WHEREAS (2), individuals who have recently served on the Executive Council possess valuable talent and experience; and

WHEREAS (3), Chapters may have Council term limits that result in the exclusion of individuals from eligibility for service as Regional Representatives on the Board;

NOW BE IT RESOLVED that Bylaws Section 7.3, providing for the selection of the Board of Directors, is amended to extend eligibility to those who have left the Executive Council within the last two years.

### **Attachments**

- Amendment in track changes to Bylaws Article VII
- Corresponding amendments in track changes to Policy Manual 6.8 for consideration by the Executive Council

**ARTICLE VII**  
**BOARD OF DIRECTORS**

- Section 7.1 Composition. The Board of Directors shall consist of:
- (a) The Executive Committee;
  - (b) Two members selected by each Region;
  - (c) One member of the Commercial Advisory Council;
  - (d) The Executive Director, who shall serve as a non-voting member.

With the exception of (c) above, no member of the Board of Directors shall represent a commercial interest as set forth in the Membership Policy. With the exception of (d) above, no member shall be a full-time salaried employee of the Association.

Section 7.2 Terms. Directors fulfilling roles listed in (b) and (c) above shall serve two-year terms with none serving more than four consecutive years. Upon reaching this limit, such Directors need to sit out at least one year to regain eligibility to serve in the same capacity on the Board of Directors. One Director from each Region serving under (b) shall be selected in an odd-numbered year, and the other selected in an even-numbered year. The Director in (c) shall be selected in the odd-numbered year.

Section 7.3 Selection by each Region. The selection under (b) shall be in accordance with criteria and a process approved by the Executive Council and such selection each year shall be made in conjunction with the Executive Council meeting. Eligibility is restricted to Executive Council members [currently serving or those who have left the Council within the last two years](#) from each Region unless succeeding themselves on the Board. Only one person from a Chapter may serve as a Regional Representative under (b) at any one time. Each Chapter is entitled to one vote in the selection of each Director within its Region. Once installed as Directors, such Regional Representatives shall cease service on the Executive Council throughout their term or terms on the Board.

Section 7.4 Selection by the Commercial Advisory Council. The selection under (c) shall be made prior to September 1 in each odd-numbered year in accordance with Policy.

Section 7.5 Vacancies. A vacancy under (b) or (c), other than a temporary vacancy expected to last less than 90 days, or a vacancy occurring less than 90 days prior to expiration of the Director's term, shall be filled by a caucus by the applicable Region under (b) or by the Commercial Advisory Council under (c) for the remainder of the term. Time spent completing the unexpired term of a Director shall not count against the term limit specified in Section 7.2.

- Section 7.6 Duties. The Board of Directors shall:
- (a) Approve the annual budget or any change to the approved annual budget, except the Executive Committee and/or the Executive Director may make modifications which are within pre-defined limits that the Board of Directors establishes;
  - (b) Approve the purchase or sale of real property by the Association, except that it may grant authority to the Executive Committee and/or the Executive Director to enter

into contracts to purchase or sell real property subject to compliance with pre-defined limits established by the Board of Directors;

(c) Establish standing committees to assist in accomplishing the purposes of the Association;

(d) Establish new projects under the APCO Project Series;

(e) Review and approve the Association's goals and objectives as recommended by the Executive Committee;

(f) Review and approve the Executive Director's goals and objectives for the Association staff and management team;

(g) Report its activities. Each Director has the responsibility to issue a formal report to his/her constituency;

(h) Attend the annual meeting of the Executive Council; and

(i) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Directors of itself.

Section 7.7 Voting. Actions by the Board of Directors shall require the vote of a majority of those at any meeting at which a quorum is present, except changes to Policy shall require at least two-thirds approval of the voting membership of the body.

Section 7.8 Meetings. The Board of Directors shall meet quarterly, but may convene more or less frequently as the body itself may agree.

Section 7.9 Action by Petition. Should more than a third of the number of Chapter Presidents or members of the Executive Council petition the President in writing regarding a single issue, other than amendment of the Bylaws, the President shall poll the Board of Directors in the matter. Should the Board of Directors approve the petition, the President shall forthwith act accordingly.

Section 7.10 Removal. Any Director, including Executive Committee members under (a) of 7.1, may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Association. The President may suspend a Director from the performance of his/her duties, including voting privileges, during the period between that person being impeached and the Board of Directors adjudicating the matter. In the event the President is impeached, then the senior member of the Executive Committee 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 Board of Directors adjudicating the matter. The post occupied by the suspended Director shall remain vacant until such time as the matter leading to the suspension has been adjudicated by the Board of Directors or otherwise appropriately resolved.

## ARTICLE VI: BOARD OF DIRECTORS

### SECTION 6.8: REGIONAL REPRESENTATIVES

[Changes are subject to approval by a simple majority of the Executive Council.]

#### **PURPOSE**

To establish selection procedures for the Regional Representatives on the Board of Directors.

#### **AUTHORITY**

The selection of a Regional Representative to the Board of Directors (“the Board”), pursuant to Article VII of the Association’s Bylaws, shall be in accordance with the following procedure.

#### **POLICY**

1. Nomination Process
  - 1.1 One Regional Representative to the Board shall be selected each year from each Region to a two-year term and shall serve no more than four consecutive years.
  - 1.2 In accordance with the Bylaws, eligibility is restricted to Executive Council members [currently serving or those who have left the Council within the last two years](#) from each Region unless succeeding themselves on the Board. Only one person from a Chapter may serve as a Regional Representative on the Board at any one time. Each Chapter is entitled to one vote in the selection of Regional Representatives. Once installed, such Regional Representatives shall cease service on the Executive Council throughout their term or terms on the Board.
    - 1.2.1 Nothing in this paragraph precludes an incumbent serving as Regional Representative from being challenged at re-election time by the Chapter’s representative selected to succeed such person on the Executive Council.
    - 1.2.2 Nothing in this paragraph precludes a person, after having completed service as a Regional Representative, from being eligible again for selection as the Chapter’s representative on the Executive Council.
  - 1.3 The nomination for Regional Representative shall include submission of all of the following:
    - 1.3.1 A statement identifying the member’s qualifications and interest in service (not to exceed 300 words);
    - 1.3.2 A signed *Expectations of Service* in Appendix I; and
    - 1.3.3 A signed *Employer’s Concurrence of Candidacy* in Appendix II.

- 1.4 The Executive Director must receive all nominations no later than July 10 of the year in which the candidate is seeking selection.
- 1.5 The Executive Director will post all nomination materials in the same manner as the agenda and other business items at least ten days prior to the start of the next Executive Council meeting that follows the close of nominations.
- 1.6 Only those [current or former](#) Executive Council members filing complete nomination packages by the above deadline will be eligible to stand for election within their Region. If no member within a Region files a complete nomination package by the deadline, only then shall nominations from that Region be accepted from the floor.
- 1.7 Members may not seek election (or re-election) to Regional Representative in the same year that they are candidates for an office on the Executive Committee of the Board.

## 2 Selection Procedure

- 2.1 The presider at the Executive Council meeting shall designate a period in which Executive Council members will caucus by Regions to elect their Regional Representatives.
- 2.2 The current Regional Representative whose term does not expire in that year shall serve as proctor of the caucus election for his/her region. In the event such Regional Representative is unavailable, a member of the Executive Committee of the Board shall proctor the election.
- 2.3 The proctor of the caucus election will give each properly nominated candidate in turn, based on alphabetical order by last name, up to two minutes to present their qualifications. The proctor shall remain neutral throughout the deliberations and offer no opinions as to the relative merits of the candidates.
- 2.4 If no nominations were filed by the above deadline, then the proctor will accept nominations from the floor at the beginning of the caucus. Nominations do not have to be seconded, however, nominees will have to sign the *Expectations of Service* in Appendix I before the election may proceed. The proctor will then allow such nominees to present their qualifications in the same manner as 2.3 above. A signed *Employer's Concurrence of Candidacy* in Appendix II, if applicable, shall be submitted to the Executive Director no later than 30 days following the Regional Representative's election.
- 2.5 Following all nominee presentations, the proctor will conduct the election by secret ballot of all Executive Council members in the Region that are present for the caucus. Each member may only vote once per round of balloting for each available position, which normally is one. The only proxies permitted are by members duly recognized as alternates by the Management Committee for the totality of the Executive Council meeting.
- 2.6 If no candidate receives a simple majority of the caucus vote on the first ballot, then a "run-off" election shall be conducted.

### **2015 Membership Quorum Resolution #3**

**RE:** Clarification of Term Length When Filling a Board Vacancy

**INTENT:** Amend Bylaws Section 7.5

**MAKER:** Leadership Development Committee

To the 2015 Membership Quorum:

WHEREAS (1), Bylaws Section 7.2 limits service on the Board of Directors to, among other purposes, allow interested members to have the opportunity to serve; and

WHEREAS (2), members may be selected to complete the unexpired term of a Director;

NOW BE IT RESOLVED that time spent completing the unexpired term of a Director which totals more than 12 months shall count against the term limit, but serving less than 12 months of an unexpired term shall not count against the term limit.

#### **Attachments**

- Amendment in track changes to Bylaws Article VII for consideration by the Membership Quorum
- Corresponding amendments in track changes to Policy Manual 6.8 for consideration by the Executive Council

**ARTICLE VII**  
**BOARD OF DIRECTORS**

- Section 7.1 Composition. The Board of Directors shall consist of:
- (a) The Executive Committee;
  - (b) Two members selected by each Region;
  - (c) One member of the Commercial Advisory Council;
  - (d) The Executive Director, who shall serve as a non-voting member.

With the exception of (c) above, no member of the Board of Directors shall represent a commercial interest as set forth in the Membership Policy. With the exception of (d) above, no member shall be a full-time salaried employee of the Association.

Section 7.2 Terms. Directors fulfilling roles listed in (b) and (c) above shall serve two-year terms with none serving more than four consecutive years. Upon reaching this limit, such Directors need to sit out at least one year to regain eligibility to serve in the same capacity on the Board of Directors. One Director from each Region serving under (b) shall be selected in an odd-numbered year, and the other selected in an even-numbered year. The Director in (c) shall be selected in the odd-numbered year.

Section 7.3 Selection by each Region. The selection under (b) shall be in accordance with criteria and a process approved by the Executive Council and such selection each year shall be made in conjunction with the Executive Council meeting. Eligibility is restricted to Executive Council members from each Region unless succeeding themselves on the Board. Only one person from a Chapter may serve as a Regional Representative under (b) at any one time. Each Chapter is entitled to one vote in the selection of each Director within its Region. Once installed as Directors, such Regional Representatives shall cease service on the Executive Council throughout their term or terms on the Board.

Section 7.4 Selection by the Commercial Advisory Council. The selection under (c) shall be made prior to September 1 in each odd-numbered year in accordance with Policy.

Section 7.5 Vacancies. A vacancy under (b) or (c), other than a temporary vacancy expected to last less than 90 days, or a vacancy occurring less than 90 days prior to expiration of the Director's term, shall be filled by a caucus by the applicable Region under (b) or by the Commercial Advisory Council under (c) for the remainder of the term. Time spent completing the unexpired term ~~of a Director which totals more than 12 months~~ shall ~~not~~ count against the term limit specified in Section 7.2, anything less than 12 months shall not count against the term limit specified in Section 7.2.

Section 7.6 Duties. The Board of Directors shall:

- (a) Approve the annual budget or any change to the approved annual budget, except the Executive Committee and/or the Executive Director may make modifications which are within pre-defined limits that the Board of Directors establishes;
- (b) Approve the purchase or sale of real property by the Association, except that it may grant authority to the Executive Committee and/or the Executive Director to enter

into contracts to purchase or sell real property subject to compliance with pre-defined limits established by the Board of Directors;

(c) Establish standing committees to assist in accomplishing the purposes of the Association;

(d) Establish new projects under the APCO Project Series;

(e) Review and approve the Association's goals and objectives as recommended by the Executive Committee;

(f) Review and approve the Executive Director's goals and objectives for the Association staff and management team;

(g) Report its activities. Each Director has the responsibility to issue a formal report to his/her constituency;

(h) Attend the annual meeting of the Executive Council; and

(i) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Directors of itself.

Section 7.7 Voting. Actions by the Board of Directors shall require the vote of a majority of those at any meeting at which a quorum is present, except changes to Policy shall require at least two-thirds approval of the voting membership of the body.

Section 7.8 Meetings. The Board of Directors shall meet quarterly, but may convene more or less frequently as the body itself may agree.

Section 7.9 Action by Petition. Should more than a third of the number of Chapter Presidents or members of the Executive Council petition the President in writing regarding a single issue, other than amendment of the Bylaws, the President shall poll the Board of Directors in the matter. Should the Board of Directors approve the petition, the President shall forthwith act accordingly.

Section 7.10 Removal. Any Director, including Executive Committee members under (a) of 7.1, may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Association. The President may suspend a Director from the performance of his/her duties, including voting privileges, during the period between that person being impeached and the Board of Directors adjudicating the matter. In the event the President is impeached, then the senior member of the Executive Committee 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 Board of Directors adjudicating the matter. The post occupied by the suspended Director shall remain vacant until such time as the matter leading to the suspension has been adjudicated by the Board of Directors or otherwise appropriately resolved.

- 2.6.1 If more than two candidates had run for the post in which no single candidate received a majority of the votes, then that candidate receiving the least number of votes shall be eliminated from further consideration.
  - 2.6.2 If more than one candidate is tied for receiving the least number of votes yet at least two other candidates remain in contention by having received a higher number of votes, then all such tied candidates receiving the least number of votes shall be eliminated from further consideration.
  - 2.6.3 If after the second ballot, three or more candidates remain in contention with none having received a simple majority, then this “run off” process shall continue through additional cycles.
  - 2.6.4 Any two-way tie shall be broken by declaring a win for the candidate winning the best of three coin tosses.
- 2.7 The proctor of each caucus election shall report the results to the presider of the Executive Council meeting who shall announce the results prior to the adjournment of the Executive Council. Any challenges to the voting results must be made prior to adjournment.
3. Vacancy. A vacancy occurring other than a temporary vacancy expected to last less than 90 days, or a vacancy occurring less than 90 days prior to expiration, shall be filled by a caucus of the applicable Region using selection procedures similar to 2 above, except the proctor may convene the caucus by teleconference or similar means with at least ten days notice. Time spent completing the unexpired term ~~of the Regional Representative~~ which totals more than 12 months shall ~~not~~ count against the term limit specified in the Bylaws, but anything less than 12 months shall not count against the term limit.
4. Removal. Any Regional Representative may be removed on the basis of any of the following:
- 4.1 Malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Association. Such removal shall be decided by following the Impeachment Processing Procedures of the Policy Manual.
  - 4.2 More than one unexcused absence from a scheduled Board meeting during the year as determined by the Executive Committee with a concurrence vote by a simple majority of the Board of Directors.
  - 4.3 A vote of “removal for cause” rendered by at least two-thirds of the entire Region’s Executive Council members based on documented violations of the *Expectations of Service* in Appendix I.
    - 4.3.1 Such a “removal for cause” petition must be filed with the Executive Director by at least three Executive Council members from the Region or a simple majority of the Board of Directors. The written complaints in the petition must be confined to violations of the *Expectations of Service*.

- 4.3.2 Upon receipt of the “removal for cause” petition, the Executive Director shall immediately notify the accused and the other Executive Council members in the Region. The Executive Director shall also notify the remaining members of the Board of Directors on a “for information only” basis.
- 4.3.3 The accused, at his/her option, has ten business days in which to issue a written rebuttal to the complaints in the petition, which the Executive Director shall immediately forward to the same parties listed in 4.3.2.
- 4.3.4 The other Regional Representative from the same Region who was not named in the petition, if applicable, shall proctor a meeting of the Executive Council members of the Region to be scheduled within thirty days of receipt of the petition and based on at least ten days notice to all parties. Such meeting can be conducted by teleconference or other means. It may be proctored by the Association President or another member of the Executive Committee of the Board designated by the President should the Regional Representative not be available, declines to proctor the meeting, or is judged by the President to not be impartial.
- 4.3.5 The meeting in 4.3.4 shall culminate in a vote on the “removal for cause” issue. A petition that receives a two-thirds affirmative vote of the entire Region’s Executive Council members will result in the accused’s removal from the Board. If the petition is not approved, a “removal for cause” petition may not be filed against the same Regional Representative for at least 180 days from the date of the vote.

## **2015 Membership Quorum Resolution #4**

**RE:** Uncontested Officer Elections

**INTENT:** Amend Bylaws Section 8.5

**MAKER:** Leadership Development Committee

To the 2015 Membership Quorum:

WHEREAS (1), the procedures for declaring officer candidacy provided in Policy Manual Section 6.4 include requisite knowledge, skills, and abilities (adopted last year) that ensure candidates are fully qualified to serve on the Executive Committee; and,

WHEREAS (2), the Association's ballot policies and procedures require that votes are maintained and tabulated by an independent agency at the Association's expense;

NOW BE IT RESOLVED that Bylaws Section 8.5 – Succession and Election – is amended so that when there is only one candidate for the office of First Vice-President or Second Vice-President, voting shall be dispensed with for the uncontested office, and the sole candidate will assume the post during the officer installation portion of the Association's Annual Conference.

### **Attachments**

- Amendment in track changes to Bylaws Article VIII for consideration by the Membership Quorum
- Background submitted by the Leadership Development Committee

NOTE: Corresponding amendments to Policy Manual Section 6.5 will be presented to the Board for adoption should Resolution #4 be adopted by the Membership Quorum.

## ARTICLE VIII EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 8.1 Authority. The business and affairs of the Association shall be managed by an Executive Committee of the Board of Directors, which may exercise all such powers of the Association and do all such lawful acts on its behalf as are not forbidden by statute, the Certificate of Incorporation or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

Section 8.2 Composition. The Executive Committee consists of the following:

- (a) A President who shall advance from the position of First Vice-President,
- (b) A First Vice-President and a Second Vice-President who shall be elected by the voting-eligible membership of the Association,
- (c) The Executive Director who shall serve as a non-voting member.
- (d) The Immediate Past President.

Section 8.3 Duties. The Executive Committee shall:

- (a) Prepare and maintain an annual budget for the Association;
- (b) Provide oversight and direction to the Executive Director;
- (c) Maintain the Association Strategic Plan and set goals and objectives in accordance with such plan;
- (d) Create special committees or task forces for a limited duration or purpose (i.e., non-standing) as may be useful from time to time; and
- (e) Perform all functions and do those acts that are not specifically reserved in these Bylaws to be performed by others.

Section 8.4 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 Membership Policy. Normally, officer installation shall occur during the Association's Annual Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

Section 8.5 Succession and Election. The First Vice-President shall automatically succeed to the office of President. The incoming First Vice-President, and Second Vice-President shall be elected by a simple majority vote of the Association's members casting ballots in accordance with procedures established by the Board of Directors. In the event there is only one candidate for the office of First Vice-President or Second Vice-President, then voting shall be dispensed with for the uncontested office and the sole candidate will assume the post during the officer installation portion of the Association's Annual Conference.

Section 8.6 Qualifications. Candidates for First Vice-President, and Second Vice-President shall meet or exceed the minimum qualifications listed below.

- (a) Be a voting-eligible Member in good standing serving in a non-commercial capacity as set forth in the Membership Policy;

- (b) Be a citizen of the United States; and
- (c) Other criteria as established by policy.

Section 8.7 Meetings and Voting. The Executive Committee shall meet and conduct the business of the Association at such times and places as the President or a majority of the Officers shall indicate. The President shall advise the Board of Directors of any significant actions taken at meetings of the Executive Committee.

## **Background Submitted by the Leadership Development Committee**

### **Article VIII, Section 8.5**

In years past, APCO has been blessed with having several qualified candidates seeking elected office on the Executive Committee. In recent years, however, there have been a number of years in which only a single candidate has elected to seek office. Prior to 2011, there was no practice in place to require that an unopposed candidate be subjected to an election with a majority vote to affirm the candidate. Through a change in interpretation of the rules in 2011, however, that practice was changed. In a report developed by Past Presidents serving on the Leadership Development Committee, with input from a substantial number of Past Presidents, the practice of requiring an election for an unopposed candidate was defined as one of several impediments to members otherwise considering running for a seat on the Executive Committee.

Another consideration for modifying the process is the expense related to conducting an election for uncontested candidates. Under current policies and procedures, all elections, including an election in which there may be only one candidate, requires a ballot process for all voting members of the Association. These ballots are maintained and tabulated by an independent agency, with results provided to the Credentials Committee during the second business meeting during the conference.

Section 8.5 currently states:

“The First Vice-President shall automatically succeed to the office of President. The incoming First Vice-President, and Second Vice-President shall be elected by a simple majority vote of the Association’s members casting ballots in accordance with procedures established by the Board of Directors.”

After lengthy and careful deliberation, the Leadership Development Committee feels that the newly established KSA point system will serve to provide assurances that any candidate(s) that apply for the listed positions are fully qualified to serve and a vote of the Quorum at the Annual Conference is therefore not warranted in which there is a single candidate. Therefore the Leadership Development Committee recommends that Section 8.5, as written, be revised to:

“The First Vice-President shall automatically succeed to the office of President. The incoming First Vice-President, and Second Vice-President shall be elected by a simple majority vote of the Association’s members casting ballots in accordance with procedures established by the Board of Directors. In the event there is only one candidate for the office of First Vice-President or Second Vice-President, then voting shall be dispensed with for the uncontested office and the sole candidate will assume the post during the officer installation portion of the Association’s Annual Conference.”

## **2015 Membership Quorum Resolution #5**

**RE:** Publications

**INTENT:** Amend Policy Manual Section 2.15

**MAKER:** Executive Committee of the Board

To the 2015 Membership Quorum:

WHEREAS (1), the Association's policy related to publications requires timely decision-making;

NOW BE IT RESOLVED that Policy Manual 2.15 is amended to remove the provision requiring a majority vote of the Membership Quorum to modify certain publication policies.

### **Attachments**

- Amendment in track changes to Policy Manual Section 2.15 for consideration by the Membership Quorum

## ARTICLE II: THE ASSOCIATION

### SECTION 2.15: PUBLICATIONS

[Changes are subject to approval by a two-thirds majority vote of the whole Board of Directors, ~~with the exception that any change to paragraph 1.1 of this Policy Section shall also require a majority vote of the Quorum.~~]

#### PURPOSE

To establish the role of the Association's official publication and to set forth the criteria for its content, preparation, publication and distribution.

#### AUTHORITY

The charter members of this Association voted unanimously in 1935 for the Association to prepare and distribute its own official publication.

#### POLICY

1. APCO BULLETIN
  - 1.1 The official APCO magazine shall be *Public Safety Communications*, APCO BULLETIN, Journal of Public Safety Communications.

It shall be published at such intervals as directed by the Executive Committee of the Board of Directors ("Board").
2. Other Publications
  - 2.1 There shall be publications printed and distributed at such intervals as shall be deemed desirable for the purpose of the Association. The contents of these publications shall be of interest to all categories of membership.
  - 2.2 The Association shall publish other materials at such times as may be directed by the Executive Committee of the Board. Such materials shall not be of such nature or distributed at such times as to conflict with the purposes of the official APCO magazine.
3. Publications Management
  - 3.1 Publications shall be governed by the Executive Committee of the Board.
  - 3.2 There shall be a Publications Manager, who shall be a full time employee of the Association.