

BYLAWS

OF

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

AS ADOPTED BY THE MEMBERSHIP QUORUM

SEPTEMBER 10, 2014

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**BYLAWS
OF
THE NORTH DAKOTA CHAPTER
OF THE ASSOCIATION OF THE PUBLIC-SAFETY COMMUNICATIONS
OFFICIALS-INTERNATIONAL, INC.
(Adopted September 10, 2014)**

**ARTICLE I
CHAPTER NAME AND LOCATION**

1.1 Name. The name of this Chapter is the North Dakota Chapter of the Association of Public-Safety Communications Officials - International, Inc., henceforth simply referred to as (“Chapter”). This Chapter is chartered by APCO International, Inc. and covers the state of North Dakota.

1.2 Office. The registered office of the Chapter is located at its principal place of business within the State of North Dakota. The Chapter is registered with the ND Secretary of State’s Office.

**ARTICLE II
PURPOSES**

2.1 Primary Purposes. The members of this nonprofit Chapter 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, medical services, emergency management, and other activities supported or endorsed by federal, state, local and tribal governments.

The primary purposes of this Chapter are to:

- (a) foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education in areas concerned with law enforcement, fire, emergency rescue, medical services, conservation, forestry, highway maintenance, emergency management and other public safety services;
- (b) 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;
- (c) represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate;

- (d) strive to protect citizens and their property and provide for their welfare by these and other appropriate means; and
- (e) to lend support to, create interest in, and foster expansion of, the national parent organization, APCO International, Inc.

ARTICLE III **MEMBERSHIP**

3.1 Membership. Membership in the Chapter 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 members, regardless of class, are eligible to vote on a Chapter level. All persons in a voting-eligible category of membership are entitled to one vote on each matter submitted to a vote under the Chapter Membership Quorum.

3.3 Positions of Leadership. Only voting eligible members may be considered for any elective position on the Board of Officers, subject to the individual satisfying all other eligibility criteria for the position being sought. Individuals selected to a post that is intended to solely represent Chapter members in a non-voting category must themselves be members in the same non-voting category.

3.4 Revocation. If, at any time, a member shall violate any of the terms of membership, the Chapter may revoke the individual's membership pursuant to the policies and procedures of the Chapter.

ARTICLE IV **MEMBERSHIP MEETINGS AND QUORUM**

4.1 Membership Meetings. The Chapter shall meet twice annually. The Annual Business meeting/election shall coincide with the Annual Conference/Meeting. In the event that a conference is not held, the meeting date will be set by the Chapter President and a written notification will be sent to the membership informing them of the date, time and location of the meeting. In the event any special or emergency meetings are required, they may be called by the Board of Officers.

4.2 Membership Quorum. The voting-eligible members attending a Chapter business meeting shall constitute the Membership Quorum.

ARTICLE V
APCO EXECUTIVE COUNCIL REPRESENTATIVE

5.1 Selection. The APCO Executive Council shall consist of one non-commercial, voting-eligible member selected by each of the Chapters in accordance with the requirements of the Chapter's Bylaw's.

5.2 Duties. The APCO Executive Council Representative shall:

- (a) serve as a direct conduit for the exchange of information to and from the Regional Representative on the APCO Board of Officers, the Chapters and their members;
- (b) consider any requests to create, modify or cancel the charters of Chapters, except the APCO International Chapter;
- (c) make recommendations on any proposed Bylaw amendment or certain Policy Manual change that requires ratification by the APCO Membership Quorum;
- (d) provide advice to the APCO Board of Officers on matters of importance to the public safety communications industry;
- (e) offer guidance to the APCO Board of Officers on strategic planning;
- (f) select Regional Representatives to the APCO Board of Officers in accordance with Bylaws;
- (g) select one Executive Council Member per Region to serve on APCO Executive Council Committees.
- (h) attend the APCO Executive Council meeting in conjunction with the APCO-International Annual Conference and Exposition.

ARTICLE VI
BOARD OF OFFICERS

6.1 Authority. The business and affairs of the Chapter shall be managed by the Board of Officers, which may exercise all such powers of the Chapter 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.

6.2 Composition. The Board of Officers consists of the Past President, President, First Vice-President, Second Vice-President, Secretary-Treasurer, the APCO Executive Council Representative, and two Members at Large.

6.3 Terms. The offices of Chapter President and First Vice-President shall normally be filled by advancement in rank. The Second Vice-President, Secretary-Treasurer, and one member-at-large shall be elected annually to the Board of Officers at the Annual Conference/Meeting. The APCO Executive Council Representative shall be elected every other year for a two year term and may succeed himself/herself.

6.4 Election of Officers. All elective positions in this Chapter shall be elected by ballot from nominations submitted by the nominating committee. All ballots, electronic or written, shall be tabulated at the election of officers at the Annual Conference/Meeting. Candidates elected at the Annual Conference/Meeting shall automatically take office the first day of the following month.

6.5 Duties. The necessary authority for the performance of duty by all officers of this Chapter is herewith established.

6.5A President:

- As soon as practical after taking office, the President shall call a meeting of the Board of Officers at which time he/she shall announce his/her appointments to Stand and Special Committees and outline objectives for the year.
- The President shall be the Chairman of the Board of Officers; shall be an ex-officio member of all committees of this Chapter; and shall preside at all Chapter meetings.
- It shall be the President's duty to see that the conduct of all meetings is in keeping with the purposes of this Chapter.

6.5B First Vice President:

- Perform all the duties of the President in the absence of the President.
- During the term of office, contact the prospective committee chairpersons for the following year, and have the appointments ready for presentation when the office of President is assumed.
- Participate in Board of Officers responsibilities.

6.5C Second Vice President:

- Perform all the duties of the First Vice-President in the absence of the First Vice-President.
- Participate in Board of Officers responsibilities.

6.5D Secretary-Treasurer:

- Serve as Secretary to the Board of Officers and at Chapter meetings.
- Take and disperse minutes as requested by the President.

- Maintain a current list of contact information of the membership of this Chapter, furnishing up-dated listings to the Board of Officers as requested.
- Receive all general funds belonging to the Chapter, and shall maintain a bank account for the orderly processing of all funds. He/she shall pay from this account all Chapter obligations as prescribed by the Board of Officers.
- Keep a register of contact information of each member of the Board of Officers.
- Prepare a financial report and present it at the Annual Conference/Meeting.
- Make the financial records available to the Board of Officers for auditing purposes.
- Promptly deliver all moneys and records to the successor in office or to whomever the Board of Officers may designate to receive them.

6.5E APCO Executive Council Representative:

- The APCO Executive Council Representative (AECR) shall be elected for a two year term. The AECR shall serve on the Board of Officers and shall be the Chapter's delegate to the APCO Executive Council. In this capacity, the AECR shall strive for a harmonious relationship between the Chapter and APCO International, Inc., and shall make recommendations to insure that Chapter purposes are in accord with those set forth by APCO International, Inc.

6.5F Members at Large to the Board of Officers:

- Two Members at Large shall serve as members of the Board of Officers. They shall be elected in alternating years from the general Chapter membership and shall serve a two year term.

6.5G Selection of Chapter Commercial Advisory Member (CCAM).

- The Board of Officers may recruit an individual from the Commercial Members that will act as an advisor to the Board. This will be a non-voting position and will be appointed by a majority of the Board of Officers.

6.6 Voting. A simple majority of the qualified voting members shall determine all issues except changes made to the Bylaws. At those times when a meeting is not scheduled or when members cannot attend, but a vote of membership is required, a simple majority of the qualified voting members via electronic voting procedures authorized by the Board of Officers shall determine all issues.

6.7 Meetings. At a minimum, the Board of Officers shall meet quarterly, but may convene more frequently as the body itself may agree. A majority of the Board of Officers shall be necessary and sufficient to constitute a quorum for the transaction of business.

6.8 Vacancies. Should any of the Presidential offices of this Chapter become vacant for any reason, the office shall be filled by advancement in rank.

Vacancies in any of the remaining offices will immediately be filled by a temporary appointment by the President, with concurrence of the Board of Officers. Such appointee shall serve until the next regular annual election of officers. The President shall also immediately notify APCO International, Inc. of such temporary appointment.

6.9 Removal. Any individual on the Board of Officers may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Chapter. The President may initiate a suspension from the performance of his/her duties, including voting privileges, during the period between that person being removed and the Board of Officers adjudicating the matter. In the event the President is removed, then the Vice-President may suspend the President from the performance of his/her duties during the period between the President being removed and the Board adjudicates the matter. The post occupied by the suspended member shall remain vacant until such time as the matter leading to the suspension has been adjudicated or otherwise appropriately resolved.

ARTICLE VII **MISCELLANEOUS MEETING PROVISIONS**

7.1 Absence of Quorum. If a quorum shall not be present at any meeting of the Board of Officers or any Committee of the Chapter, the members thereat may adjourn the meeting, without notice other than an announcement at the meeting until a quorum shall be present.

7.2 Meetings by Telephone or Web Conferencing. Any one or more members of the body may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

ARTICLE VIII **MEMBERSHIP DUES**

8.1 Application. Application for membership shall be made by the applicant upon forms as provided by APCO International, Inc., and shall be submitted to APCO International, Inc. for processing.

8.2 Classification. Upon receipt of an application for membership, APCO International, Inc. shall determine the qualifications and eligibility of the applicant for membership. When eligibility has been determined, APCO International, Inc. shall notify the applicant of his/her appropriate membership classification and verify dues structure. This Chapter

shall recognize any membership classification(s) as may be provided for by APCO International, Inc. in a manner in keeping with their intent.

8.3 Dues. Annual membership dues shall be designated and paid to APCO International, Inc. for each particular class of membership. Upon receipt of dues for membership, the applicant becomes a Chapter member in his/her particular class. Of the amount of dues paid, APCO International, Inc. directs a specific percentage, no less than 20%, back to this Chapter for operational expenses.

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 Dissolution. All Officers of the Chapter shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Chapter, whether voluntary or involuntary, the assets of the Chapter, after all debts have been satisfied, then remaining in the hands of the Chapter shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Membership Quorum or Board of Officers by a two-thirds vote may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Officers, exclusively to an organization of similar purposes which would then qualify under the same provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

9.3 Indemnification. The Chapter shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Officers, and/or committee members of the Chapter 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 and/or committee members, 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 the Chapter, 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 & RESOLUTIONS

10.1 Power to Amend Bylaws. The Bylaws of this Chapter may normally be amended only by a two-thirds majority vote at the Annual Conference/Meeting during a regular business session, or in the event of waiver of the requirements.

10.2 Normal Procedures for Amendments to Bylaws. The Bylaws of this Chapter may normally be amended by presenting a resolution in writing to the Chapter President who shall have the Secretary-Treasurer notify, in writing, each Chapter member qualified to vote, of the proposed change at least thirty days prior to the Annual Conference/Meeting. This actual amending vote shall take place at the Annual Conference/Meeting and a two thirds majority vote by members in attendance shall determine the issue.

10.3 Waiver of Requirements to Amend Bylaws. Upon making a finding that an unusual circumstance exists for which significant harm would come to the Chapter if action were delayed until the next meeting of the Chapter's Membership Quorum, the Board of Officers may waive or modify a requirement by following the procedure below:

- An announcement shall be made by the President of the request for waiver, and an outline of issues involved in such amending request(s);
- A motion and a second to waive normal amending procedures with sufficient time for discussion to determine the need for waiver;
- A three-fourths majority vote to waive the requirements of section 10.2 of this Article;
- A two-thirds majority vote to determine each amending issue voted on separately.

10.4 Normal Procedures for Resolutions. Every resolution, unless involving amendments to the Bylaws, shall be in writing and presented to the Board of Officers for consideration. Any resolution considered by the Board of Officers shall be presented to the membership, along with recommendation, in sufficient time for consideration prior to voting on the resolution. Approval of any resolution not related to the Bylaws requires a simple majority of the voting members.

10.5 Effective Date of Amendments & Resolutions. All amendments and resolutions passed and adopted by this Chapter in accordance with the rules set forth in the Bylaws shall be in force and effect upon the adjournment of the conference wherein considered and adopted; provided an exception to this effect is not otherwise contained in the language of the meeting motion or resolution.

ARTICLE XI
GENERAL OPERATIONS & RULES FOR ORDER

11.1 Rules for Order. Upon any question coming before any meeting of this Chapter which is not specifically provided for by the Bylaws, the presiding officer shall be governed by Robert's Rules of Order.

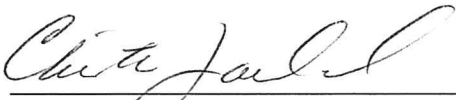
ARTICLE XII
EXPENSES

12.1 Expenses. The Secretary-Treasurer shall be authorized the actual and necessary funds to fulfill the requirements of their office as outlined in the Bylaws of this Chapter. The Board of Officers shall be authorized to approve all expenses not specifically outlined in the Bylaws of this Chapter.

ARTICLE XIII
POLICY MANUAL

13.1 Chapter Operating Policy (COP) Manual. All guidelines utilized by the Board for daily operations will be referenced in the ND APCO COP Manual.

REVISED:
February 1999
March 2007
September 2014



Christi Jarland - President



Chantel Shorey - Secretary