

BYLAWS

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



As amended by the Membership Quorum December 6, 2019.

ARTICLE I OFFICE

Section 1.1 Name

This organization shall be known as the Texas Chapter of the Association of Public-Safety Communications Officials, hereafter referred to as Texas APCO.

Section 1.2 Office

Correspondence should be addressed to the current Secretary of Texas APCO, which can be found [here](#) and is updated as needed should there be a change in appointee. Texas APCO may have such other office addresses as may be established by the Board of Officers

ARTICLE II PURPOSES

Section 2.1 Primary Purpose

The members of Texas APCO serve or support that function of government which provides public safety communication services in areas of law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by federal, state, local and tribal governments. The primary purposes of Texas APCO are to:

- Act as the authorized agency for the State of Texas Police and Local Government Frequency Coordination Program.
- Foster the development and progress of public safety communications, which includes supporting information technologies, by means of research, planning, coordination, training, and education within the State of Texas.
- Promote the rapid and accurate collection, exchange and dissemination of information relating to emergencies and other vital public safety communications among and between all levels of local, state and federal governments and those who work with them.
- Represent its members, public safety communications, and their supporting technological interests in general before regulatory and policy making bodies as may be appropriate.
- Strive to protect the citizens and their property and provide for their welfare by these and other appropriate means.

ARTICLE III MEMBERSHIP

Section 3.1 Membership

The membership of Texas APCO shall be open to persons in good standing, who satisfy the requirements of the Membership Policy.

Section 3.2 Voting Rights

All Full Members, Senior Members, and Life Members are entitled to one vote on each state or local matter submitted to a vote under the Membership Quorum. Associate and Online members do not have voting privileges. Commercial members may vote only for the Primary and Secondary Chapter Commercial Advisory Member (CCAM) board positions.

Section 3.3 Positions of Leadership

Positions on the Board of Officers may only be held by Full 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.

ARTICLE IV MEMBERSHIP QUORUM

Section 4.1 Membership Quorum

Texas APCO shall meet bi-annually; these meetings shall be known as the Spring Conference and the Fall Conference. All members, regardless of membership category of APCO are encouraged to participate in these meetings, however, only the voting-eligible members comprise the quorum and are eligible to vote on association business.

ARTICLE V BOARD OF OFFICERS

Section 5.1 Authority

The business and affairs of Texas APCO shall be managed by the Board of Officers, which may exercise all such powers of the organization and do all such lawful acts on its behalf as are not forbidden by statute, the Constitution or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

Section 5.2 Composition

The Board of Officers consists of the following:

- A President who shall advance from the position of President Elect.
- A President Elect, First Vice President, Second Vice President, Secretary, Treasurer, and International Executive Council Representative who shall be elected by the Membership Quorum.
- Two appointed ex-officio members representing the Chapter Commercial Members, known as the Primary Chapter Commercial Advisory Member and the Secondary Chapter Commercial Advisory Member. The Primary position shall be appointed by the commercial members of the chapter during the Vendor conference on even numbered years.
- The Immediate Past President of the Chapter.

Section 5.3 Duties

The Board of Officers shall:

- Approve the annual budget or any change to the approved annual budget.
- Approve the purchase or sale of real property by TexasAPCO.
- Establish standing committees as well as other committees or task forces as required from time to time to assist in accomplishing the purposes of the Chapter and Association.
- Review and approve the goals and objectives of Texas APCO, as recommended by the Board of Officers.
- Provide a report of chapter activities to the members in writing during business meetings, via the website or when requested in writing by an eligible voting member.
- Be present in person or via conference call at all business meetings to ensure chapter business can be conducted accordingly and to ensure a quorum is in place.
- Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Officers.

Section 5.4 Terms of Office

President, President Elect, 1st Vice President and 2nd Vice President shall serve from the time they are installed until their successors are installed in office unless they are removed, resign, otherwise vacate the office or become ineligible by virtue of engaging in a commercial capacity. The term limitation for positions of Secretary/Treasurer, Executive Council Representative and Chapter Commercial Advisory Members will be two consecutive terms only. Should no member be nominated for the open position and no nominations are taken from the floor at the Spring Conference, the incumbent may run for office again providing they meet specified qualifications. Normally, officer installation shall occur during the Spring Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

Terms of office for each Board of Officers position shall be:

- President, President Elect, 1st Vice President, and 2nd Vice President – One year.
- Secretary, Treasurer, and International Executive Council Representative – Three years.
- Primary and Secondary Commercial Advisory Member – Two years.

Section 5.5 Succession and Election

The President Elect shall automatically succeed to the office of President. All other Board of Officer positions shall be elected by a simple majority of the Membership Quorum.

Section 5.6 Qualifications

Candidates for the Board of Officers shall meet or exceed the minimum qualifications listed below:

- Be an Full Member in good standing serving in a non-commercial capacity.
- Reside in the State of Texas.
- Have the support of his/her agency.
- Have attended two of the last four Texas APCO conferences or have previously served as an officer of another Chapter of APCO.

In addition, candidates for International Executive Council Representative shall have served at least two years in an elected office of this or any other APCO International chapter.

Section 5.7 Meeting and Voting

The Board of Officers shall meet and conduct the business of Texas APCO at such times and places as the President, or a majority of the Officers, shall indicate. Meetings held other than at the Spring or Fall Conferences may be conducted via teleconference and/or other electronic means at such times as the President, or a majority of the Officers, indicate.

Actions by the Board of Officers shall require the vote of a simple majority of those at any meeting at which a quorum is present. Changes to Policy shall require at least two-thirds approval of the voting membership of the body. All members of the Board of Officers shall have full and equal voting privileges, each having a single vote, with the exception of the Secondary Commercial Advisory Member.

Section 5.8 Removal

Any Officer may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to Texas APCO by a simple majority vote of the entire Board of Officers. Any officer, as defined in 5.2, who is absent from three or more meetings

without just cause and within a term, may be removed from office for nonfeasance of duty by a simple majority vote of the entire Board of Officers.

ARTICLE VI OFFICERS

Section 6.1 President

The President shall:

- Preside at all general membership and special meetings.
- Carry out the purposes of this Chapter as set forth in the TX APCO Policy and Bylaws and exercise final parliamentary decision in quorum matters.
- Report all measures considered by the Board of Officers during intervals between regularly scheduled business meetings.
- Appoint committees and Board of Officer Liaisons.
- Authorize reasonable and proper expenses of up to \$350 for Chapter business. Any authorization over \$350 shall be reported to the full Board of Officers within 72 hours via electronic mail.
- Keep the President Elect informed on all Chapter matters.
- Establish a Special Committee(s) or Task Force to perform tasks deemed necessary during their term in accordance with Section 8.4 Special Committees and Task Force of the TX Chapter of APCO Policy Manual.
- Make appointments to fill vacancies in offices in accordance to TX APCO Policy and Bylaws.
- See that the Chapter Policy Manual is adequately maintained and properly adhered to in the day to day functioning of the Chapter.
- Set goals, policies, and pursue purpose.
- Present any proposed amendments to the Chapter Budget in effect during the term of office for consideration and approval by the Board of Officers.
- Carry out their duties as delegated by this ARTICLE and perform other duties as assigned and in the manner prescribed in the TX APCO Policy Manual.
- Audit the account of the Treasurer annually.
- Perform such other duties as may be required that are not specifically assigned to others.

The other Officers shall serve in the same manner and for the same purposes as the President and shall in good faith support and carry out the policies in their own good reason. In such manner, they shall serve in the absence of the President and/or of any other Board position in the order of their rank.

Section 6.2 President Elect

The President Elect shall:

- Serve in the absence of the President.
- Assist the President in performing his/her duties.
- Serve as a Board Liaison on any committee as assigned.
- Preside over the portion of the Board of Officers meeting at which the proposed budget for the ensuing year is being considered.
- Screen the Chapter membership, contact prospective committee Chairs and members, and be prepared to appoint said members immediately upon installation as President.
- Maintain the Chapter Policy Manual and ensure it is properly followed in the day-to-day functioning of the Chapter.
- Set goals, policies, and pursue purpose in preparation for their term as President.

- Ensure the membership is appropriately informed.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.3 1st Vice President

The 1st Vice President shall:

- Serve in the absence of the President and President Elect.
- Serve as a Board Liaison on any committee as assigned.
- Ensure that all election and voting procedures are carried out in accordance with the Chapter Policy and Bylaws.
- Prepare and distribute the TX Chapter of APCO Newsletter to all members and the Chapter website.
- Obtain possible locations for the Fall Training Conference/Symposium to present to the Board of Officers.
- Schedule the Fall Training Conference/Symposium.
- Review APCO International and Chapter Policy and Bylaws.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.4 2nd Vice President

The 2nd Vice President shall:

- Serve in the absence of the President, President Elect, and 1st Vice President.
- Serve as a Board Liaison on any committee as assigned.
- Serve as the Chair of the Bylaws Committee thereby overseeing the maintenance of the TX APCO Constitution and Bylaws and the TX APCO Chapter Policy Manual.
- Arrange Chapter Meetings and assist the 1st Vice President with scheduling the Fall Training Conference/Symposium.
- Review APCO International and Chapter Policy and Bylaws.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.5 Secretary

The Secretary shall:

- The Secretary shall serve the Board of Officers and Chapter at all business sessions.
- Maintain minutes of all Chapter and Board of Officers meetings, providing those minutes to each Board Officer within five (5) days for approval, providing those minutes at each successive meeting and posting to the Chapter website within (2) weeks of meeting.
- Store minutes of all meetings for the life of TX APCO, with copies forwarded to APCO International.
- Maintain a complete membership roll of the Chapter including mailing addresses and/or email addresses, furnishing updated listings at frequent intervals to the Chapter President, President Elect, 1st and 2nd Vice Presidents, International Executive Council Representative, Commercial Advisory Members and Membership Committee Chair.
- Maintain physical control of Chapter records including minutes of all past meetings, Chapter Charter and any and all appropriate City, County, State or Federal documents necessary for proper operation of the Chapter and provide historical documentation to the Chair of the Historical Committee.
- Be responsible for providing the Chapter newsletter, Texas Talks, including announcement of the Chapter meetings on the Chapter website.

Section 6.6 Treasurer

The Treasurer shall:

- Receive all Chapter funds.
- Maintain bank accounts for the orderly processing of funds and operation of the Chapter.
- Be responsible for matters relating to billing.
- Pay from those accounts all Chapter obligations as prescribed by the Chapter or upon orders from the Board of Officers during intervals between Chapter Meetings.
- Prepare a financial written report and present it at each meeting and make financial records available to the Board of Officers for auditing purposes.
- Promptly deliver all books, monies, papers and active records to the successor or to whomever the Board of Officers may designate to receive them.
- Maintain all financial records in their original form for a minimum of five (5) years.
- Assist the President in preparing a budget for the fiscal year, which runs from January 1 to December 31 each year.
- Review APCO International and Chapter Policy and Bylaws.
- The Treasurer shall be bonded, at the Chapter's expense and that bond maintained, at the Chapter's expense, throughout his/her term of office. The Bond must be renewed or applied for as soon as possible following the Annual Chapter Spring Conference. If an elected Treasurer cannot obtain a Bond, the individual must vacate the office and the President must appoint a member into the resulting vacancy. The arrangement for the Bond shall be made by the newly elected or re-elected Treasurer and must be approved by the President before the Chapter will be obligated to pay (reimburse) for the Bond.

Section 6.7 International Executive Council Representative

The International Executive Council Representative shall:

- Strive to promote the Texas point of view to the Association and represent the Chapter at the International APCO level.
- Attend the annual Executive Council meetings as an official representative of the TX Chapter of APCO.
- Prepare an Executive Council summary within thirty (30) calendar days of the Council meeting, submitting that report to the Chapter President.
- Report on activities of the Association and the Executive Council during Chapter meetings.
- Participate as a voting member as a Chapter Board Officer.

Section 6.8 Primary Chapter Commercial Advisory Member

The Chapter Commercial Advisory Member (CCAM) shall:

- Play an active role in the Chapter and follow the guidelines in the TX APCO Policy Manual.
- Promote good will between the commercial and general membership.
- Perform in a manner which promotes and improves the wellbeing of the Chapter and APCO International.
- Represent the interests of the commercial members.
- Never use the position as a means to promote their individual business or personal interests in a manner which would or could be viewed as creating a conflict of interest.
- Never use the position as a means to promote their individual business or personal interests in a manner not provided to other Chapter Commercial Members.

- Encourage commercial involvement in the Chapter and promote commercial Chapter membership.
- Be willing and giving of time and efforts relating to Chapter activity.
- Review APCO International and Chapter Policy and Bylaws.
- The CCAM must be a Commercial Member in good standing and a full member as defined in Article VI Membership, Section 6.7 of the TX Chapter of APCO Policy Manual and Article III Membership, Section 3.1 of the TX Chapter of APCO Bylaws.
- Chapter Commercial Advisory Member (CCAM) shall have one vote on the Board of Officers. This vote will be cast by the primary CCAM and in the absence of the primary CCAM, the secondary CCAM will place the vote.

Section 6.9 Secondary Commercial Advisory Member

The Secondary Chapter Commercial Advisory Member shall:

- Play an active role in the Chapter and follow the guidelines in the APCO Policy Manual.
- Promote good will between the commercial and general membership.
- Perform in a manner which promotes and improves the wellbeing of the Chapter and APCO International.
- Represent the interests of the commercial members.
- Never use the position in a manner which would or could be viewed as creating a conflict of interest.
- Never use the position as a means to promote their individual business or personal interest in a manner not provided to other Chapter Commercial members.
- Encourage commercial involvement in the Chapter and promote commercial Chapter membership.
- Be willing and giving of time and efforts relating to Chapter activity.
- Review APCO International and Chapter Policy and Bylaws.
- The Secondary CCAM must be a Commercial Member in good standing and a full member as defined in Article VI Membership, Section 6.7 of the TX Chapter of APCO Policy Manual and Article III Membership, Section 3.1 of the TX Chapter of APCO Bylaws.
- Participate as a voting member as a Chapter Board Officer in the absence of the Primary Chapter Commercial Advisory Member.

Section 6.10 Vacancies

A vacancy in the office of President, President Elect, or 1st Vice President, other than a temporary vacancy expected to last less than 90 days, shall be filled by advancement-in-rank by the next lower ranking elected officer. Such advancement-in-rank shall be in an “Acting” capacity.

A vacancy in the office of Secretary, Treasurer, or International Executive Council Representative, other than a temporary vacancy expected to last less than 90 days, shall be filled by an appointment made by the President. Such appointment shall require ratification by a majority vote of the Board of Directors and is subject to all requirements as stated in Article VI of these Bylaws.

ARTICLE VII MEMBERSHIP DUES

Section 7.1 Dues

The members shall pay annual dues to APCO International in accordance with its policies. Texas APCO dues structures must be approved by a majority vote of the Membership Quorum.

ARTICLE VIII POLICY MANUAL

Section 8.1 Policy Manual

The TX APCO Policy Manual is hereby established. The Policy Manual shall further define the requirements of the Bylaws and may define the operating policies, practices, and procedures that are essential to the proper conduct of the day-to-day affairs of the Chapter. In the event of a conflict between the Policy Manual and the Bylaws, the requirement in the Bylaws shall prevail. Modification of the Policy Manual shall require either a majority vote of the Quorum or a majority vote of the Board of Directors.

ARTICLE IX GENERAL PROVISIONS

Section 9.1 Indemnification

Texas APCO shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Directors, committee members and other agents against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and 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 Texas APCO; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of Texas APCO, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE X AMENDMENTS

Section 10.1 Power to Amend

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by a two-thirds majority of the Membership Quorum provided that notice of the proposed amendment is made no later than thirty days prior to the meeting of the Membership Quorum. Such amendments shall become effective upon the adjournment of the Conference at which they were adopted.

Section 10.2 Non-substantive Changes

The Board of Officers may, by unanimous vote, make non-substantive changes to the Bylaws to correct grammatical, spelling, punctuation, formatting or other errors, or may rephrase sentences for clarity, when the original intent of the quorum remains clear, unaltered and abridged.

Section 10.3 Emergency Conditions

Upon making a finding that an unusual circumstance exists for which significant harm would come to Texas APCO if action were delayed until the next meeting of the Membership Quorum, The Board of Directors may waive or modify a requirement contained in the Bylaws subject to a requirement that three-fourths of the Board of Directors agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall notify the membership via E-mail and the next publishing of Texas Talks the finding of the Board of Directors of an unusual circumstance and its nature and the course of action taken by Board of Directors.