



Louisiana Chapter

BYLAWS

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

**FOR CONSIDERATION BY THE BYLAWS COMMITTEE
2018**

ARTICLE I OFFICE

Section 1.1 Name

This organization shall be known as the Louisiana Chapter of the Association of Public-Safety Communications Officials International, Inc., hereinafter referred to as Louisiana APCO.

ARTICLE II PURPOSES

Section 2.1 Primary Purpose

The members of Louisiana APCO 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 and medical services, emergency management, and other activities supported or endorsed by federal, state, local, and tribal governments. The primary purposes of Louisiana APCO are:

- Promote and support efficient public safety spectrum management within the state of Louisiana.
- Foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education within the state of Louisiana.
- 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 supporting information of technological interest in general before regulatory and policymaking 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 Louisiana APCO shall be open to persons in good standing who satisfy the requirements of the Membership Policy of APCO International, Inc.

Section 3.2 Voting Rights

All Full Members and Life Members are entitled to one vote on each matter submitted to a vote under the Membership Quorum.

Section 3.3 Positions of Leadership

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

Section 3.4 Revocation

If, at any time, a member violates any of the terms of membership, Louisiana APCO may revoke the individual's membership pursuant to the policies and procedures of APCO International, Inc.

ARTICLE IV MEMBERSHIP QUORUM

Section 4.1 Membership Quorum

Louisiana APCO shall meet quarterly; these meetings shall be scheduled by the Board of Officers and the membership shall be notified by mass e-mail and by posting the scheduled meetings on the Chapter's website. All members, regardless of membership category of APCO are encouraged to participate in these meetings. A quorum shall constitute a majority of the voting membership present at a meeting. However, only the voting-eligible members comprise the quorum and are eligible to vote on association business. ~~Voting-eligible members attending a business meeting at these conferences shall constitute the Membership Quorum.~~

ARTICLE V BOARD OF OFFICERS

Section 5.1 Authority

The business and affairs of Louisiana 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 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:

President
First Vice President
Second Vice President

Secretary/Treasurer
Association Executive Council Representative
Immediate Past President

Section 5.3 Duties

The Board of Officers shall:

- Approve the purchase or sale of real property by Louisiana APCO.
- Review and approve the goals and objectives of Louisiana APCO.
- Approve the annual budget or any change to the approved annual budget
- Establish standing Committees as well as other Committees or Task Forces as required as needed to assist in accomplishing the purposes of the Chapter and Association.

Section 5.4 Terms of Office

Members of the Board of Officers shall serve from the time they are installed until their successors are installed in office unless they are removed, resign, or otherwise vacate the office or become ineligible by virtue of engaging in a commercial capacity. Normally, office 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, 1st Vice President, 2nd Vice President, Immediate Past President – One year.
- Secretary/Treasurer – Three years.
- Association Executive Council Representative – Two years.

Section 5.5 Succession, Nomination and Election

The 1st Vice President shall automatically succeed to the office of President and the 2nd Vice President shall automatically succeed to the office of the 1st Vice President. The 2nd Vice President will be elected annually according to section 5.4 of these Bylaws. All Board of Officer positions shall be elected by a simple majority of the Membership Quorum.

Nominations for the annual election of the 2nd Vice President, Association Executive Council Representative (every 2nd year) and Secretary/Treasurer (every 3rd year) will be opened on February 1st at 8:00 a.m. CST and closed on ~~February 28th~~ March 15th at 5:00 pm. CST. Nominations must be sent in by e-mail to the Nominating Committee Chairperson, whose e-mail address will be posted on the official Louisiana APCO website. Nominations will then be posted on the website prior to the election to be held at the annual Spring Conference. Nominations will be read prior to voting and nominations will also be opened for any additional nominations from the floor prior to voting.

Section 5.6 Qualifications

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

- Be a Full or Life Member in good standing serving in a non-commercial capacity.
- Reside in the state of Louisiana.
- Have the support of his/her agency
- Have attended two chapter meetings in the last 2 years (The annual Spring Conference is also considered a chapter meeting).

Section 5.7 Meeting and Voting

The Board of Officers shall meet and conduct the business of Louisiana APCO at such times and places as the President or a majority of the Officers shall indicate. At all meetings of the Board of Officers a majority of the voting membership of the Board of Officers shall be necessary to constitute a quorum for the transaction of business, and the vote of a majority of those at any meeting at which a quorum is present shall be the act of the Board of Officers.

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 Louisiana APCO. Additionally, any Officer, as defined in 5.2, who is absent from three (3) or more meetings without just cause and within a term, may be removed from the office for nonfeasance of duty by a simple majority vote of the entire Board of Directors.

ARTICE 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 Louisiana APCO Policy and Bylaws.
- Require, enforce, and rule in matters of parliamentary procedure.
- Report all measures considered by the Board of Officers during intervals between regularly scheduled business meetings.
- Appoint committees and Board of Officer Liaisons.
- Be authorized to approve reasonable and proper emergency or non-routine expenses of up to \$500 for chapter business. Any such emergency or non-routine expense in excess of that amount shall require the approval of the Board of Officers.

- Ensure that the Chapter Policy manual is adequately maintained and properly adhered to in the day-to-day functioning of this 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 Directors.
- Audit the account or accounts of the Secretary/Treasurer annually.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.2 1st Vice President

The 1st Vice President 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 Board of Directors meeting at which the proposed budget for the ensuing year is considered.
- Ensure the Chapter Policy Manual is adequately maintained and properly adhered in the day-to-day functioning of the Chapter.
- Set goals, polices and purpose for the ensuing Presidency.
- Appropriately inform the Membership.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.3 2nd Vice President

The 2nd Vice President shall:

- Serve in the absence of the President, and 1st Vice President.
- Serve as a Board Liaison on any committee as assigned.
- Perform such other duties as may be required that are not specifically assigned to others.
- Serve as the Nominating Committee Chairperson to receive and process all nominations for the annual elections.
- Insure that all election and voting procedures are carried out in accordance with the Chapter Policy and Bylaws.

Section 6.4 Secretary/Treasurer

The Secretary/Treasurer shall:

- ~~Be authorized to approve and pay the recurring and/or routine expenditures of the organization.~~
- ~~See to the best of his/her abilities that money used on behalf of the organization is used wisely and in a manner, which suits the purposes of the organization.~~

- Receive all funds due to the Chapter.
- Maintain all bank accounts for the orderly processing of funds and operation of the Chapter.
- Pay from said account or accounts, all Chapter obligations as prescribed by the Chapter or upon orders from the Board Directors during intervals between Chapter Meetings.
- ~~Present a financial statement to the Quorum at each regularly called business meeting.~~
- Prepare a written Financial Report to be presented at each Meeting.
- Make Financial available to the Board of Directors for auditing purposes.
- Assist the President in preparing a budget for the fiscal year, running January 1 through December 31.
- Keep a written record of all meetings in order to provide the organization with a record of issues discussed, problems posed, and ideas raised.
- Recite or re-summarize the Record of Minutes for approval by the Quorum at each Chapter Meeting.
- Maintain a complete Membership Roll of the Chapter including, but not limited to, mailing address, email address, furnishing updated listing at frequent intervals to the Chapter President, 1st and 2nd Vice Presidents, Executive Council Representative, and Commercial Advisory Member.
- Maintain physical control of Chapter records including, but not limited to, minutes of Chapter Meetings, Chapter Charter, and any and all appropriate government documents necessary for proper operation of the Chapter.
- Serve as the single point of contact for written request or requests.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.5 Immediate Past President

- Shall serve as an advisor to the new sitting President.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.6 Association Executive Council Representative

The Association Executive Council Representative shall:

- Represent Louisiana APCO at the International APCO level.
- Report the activities of the Association and the Executive Council at Chapter Meetings.
- ~~Keep Louisiana APCO informed of business conducted at the International APCO level.~~
- Participate as a voting member as a Chapter Board Officer.
- Perform such other duties as may be required that are not specifically assigned to others.

Section 6.7 Commercial Advisory Member

The Commercial Advisory Member (CAM) shall be selected by a majority of the commercial members of the chapter annually under the same schedule written herein for nomination, election, and installation of officers. The Commercial Advisory Member shall:

- Provide guidance and support to enhance the relationship between the commercial community and Louisiana APCO.
- Provide guidance and support to the Board of Officers on matters related to the vendor hall portion of the Spring Conference and any other conference or events that involve corporate sponsorship and/or participation.
- Assist the Board in soliciting sponsors for Louisiana APCO programs and events.
- Promote the active participation of members in the Commercial Member category.

Section 6.8 Vacancies

A vacancy in the office of President, 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 a “Acting” capacity.

A vacancy in the office of Secretary/Treasurer or Association 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.

ARTICLE VIII POLICY MANUAL

Section 8.1 Policy Manual

The Organization 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 Organization. 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 a majority vote of the Board of Officers.

ARTICLE IX GENERAL PROVISIONS

Section 9.1 Indemnification

Louisiana APCO 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 Louisiana APCO; except in relation to matters as to which any such person 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 Louisiana 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 meeting at which they were adopted.

Section 10.2 Emergency Conditions

Upon making a finding that an unusual circumstance exists for which significant harm would come to Louisiana APCO 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 of the Board of Officers 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 the finding of the Board of Officers of an unusual circumstance and its nature and the course of action taken by the Board of Officers.