

# **BYLAWS**

**OF**

## **THE ILLINOIS CHAPTER OF THE ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS-INTERNATIONAL, INC**

**AS AMENDED BY THE QUORUM**

**DECEMBER 21,2006**

**BYLAWS**  
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## ARTICLE I MEMBERSHIP

### Section 1 General Eligibility Requirements

- 1.1 Application for membership shall be made in writing and signed by the applicant, and his supervisor if required, upon forms as provided by the Association, and processed in accordance with the Association Bylaws.

### Section 2 Designations

- 2.1 Chapter Life Member
- 2.1.1 This highest level of membership shall be awarded only to those persons currently holding another category of membership in the Chapter. The Life Member title shall be added to that of any other category of membership. This title and the member's regular other membership category title with all its privileges and benefits shall be enjoyed, and held exempt from dues, for the life or resignation of such member.
- 2.1.2 This honor may be bestowed upon members who have, at the Chapter level, made significant contributions toward the fulfillment of the purpose of the Chapter. Consideration will be given to the range of applicable accomplishments that demonstrate the candidate's breadth of contributions to the purpose of APCO.
- 2.1.3 To be eligible for Chapter Life Member, the nominee shall have been a member of the Illinois Chapter for a minimum of ten (10) years and a current member. In addition they shall, as a minimum, complete three (3) of the following requirements identified below:
- 2.1.3.1 Served a full term as President of the Chapter.
- 2.1.3.2 Served as a member of the Executive Board for four (4) years.
- 2.1.3.3 Served as a local area frequency advisor for at least four (4) years.
- 2.1.3.4 Served as the Chapter Commercial Advisor member for at least four (4) years.
- 2.1.3.5 Served a full year as a committee chair for the Chapter's Annual Conference
- 2.1.3.6 Served as chair of an Association Standing Committee for three (3) years.
- 2.1.3.7 Served as the chair of a committee for either a Regional or International Conference.
- 2.1.3.8 Served as chair of a Chapter committee for five (5) years.

- 2.1.3.9 Actively served on a committee for the Chapter's Annual Conference for three (3) years.
- 2.1.4 This honor shall be bestowed according to the requirements of the Illinois APCO Policy Manual.
- 2.2 Chapter Senior Member
  - 2.2.1 The designation of "Senior" may be added to any category of individual membership.
  - 2.2.2 To be eligible for Illinois Senior Member, the nominee shall, as a minimum, have been a member of the Illinois Chapter of APCO for a minimum of ten (10) years and a current member. In addition they shall as a minimum complete at least three (3) significant contributions to the Chapter and one (1) at the Association level from those listed below:
    - 2.2.2.1 Served a full term as President.
    - 2.2.2.2 Served a full term as an Executive Council Representative;
    - 2.2.2.3 Actively served as a member of an Association Special Committee or Special Task Force (e.g. NPSPAC, PSWAC, Project 25, 31, 33, 34, 35, CALEA, etc.) (Count service on each Committee as separate contribution).
    - 2.2.2.4 Actively served as a member of one (1) or more Association Standing Committees;
    - 2.2.2.5 Served as Chair of a committee for a Chapter, Regional, or Annual Conference;
    - 2.2.2.6 Served three (3) or more years as a Local Area Frequency Advisor;
    - 2.2.2.7 Served a full term as a member of the Chapter Executive Board;
    - 2.2.2.8 Served two (2) or more years as the Chair of a Chapter Standing Committee;
    - 2.2.2.9 Actively served two (2) or more years as a Chair or member of an Advisory Committee for an Association Subsidiary Corporation;
    - 2.2.2.10 Served as a presenter at a Chapter, Regional, or Annual Conference;
    - 2.2.2.11 Actively served on a Chapter, Regional, or Annual Conference Committee;
  - 2.2.3 This honor shall be bestowed according to the requirements of the Illinois APCO Policy Manual.
- 2.3 Multiple Membership

- 2.3.1 This category provides for membership in more than one Chapter in accordance with the Association's Bylaws.
- 2.4 Chapter Honorary Member
  - 2.4.1 The benefits of this category are paid Association portion of dues and increased fellowship due to recognition of contributions made especially in the event of this title being added to a current membership title.
    - 2.4.1.1 The Chapter conferring this membership category shall pay to the Association Office the dues amount specified in the APCO Policy Manual for each such member.
  - 2.4.2 The following persons are eligible for this category:
    - 2.4.2.1 Those who have made significant contributions to the objectives of the Illinois Chapter.
    - 2.4.2.2 Retired members who have held membership in any category for more than twenty (20) consecutive years.
  - 2.4.3 This honor shall be bestowed according to the requirements of the Chapter Policy Manual.

## **ARTICLE II DUES**

### **Section 1 Rates**

- 1.1 The dues structure is be specified in the APCO Policy Manual and defines Association and Chapter portions.

### **Section 2 Payment**

- 2.1 Dues are due and payable no later than January 1<sup>st</sup> of each calendar year.
- 2.2 Renewal notices shall be mailed at least sixty days prior to the renewal date.
- 2.3 The renewal notice will be mailed by the Association.
- 2.4 Payments shall be sent to the Association.
- 2.5 Chapter Life Members and Chapter Honorary Members shall not pay any Chapter or Association dues. The Secretary and Treasurer shall forward to the Membership Records Manager a listing of such members along with a check for the Association dues so these members may maintain interest in the affairs of APCO-International, Inc.

## **ARTICLE III MEMBERSHIP QUORUM**

### **Section 1 Quorum**

- 1.1 The Active members attending a Chapter business meeting shall constitute a Quorum of such meeting.
  - 1.1.1 A total of three Executive Board members and an additional five other Active category members represented in person shall constitute a Quorum at any meeting.
- 1.2 A simple majority of Active Class members present and voting at a business meeting shall decide all issues except an Amendment to the Constitution and/or Bylaws, in which case a two-thirds (2/3) majority vote shall be required and the provisions of Article X of the Bylaws and/or Article VI of the Constitution shall apply.

### **Section 2 Meetings**

- 2.1 The Chapter shall meet a minimum of four (4) times per calendar year.
- 2.2 The Chapter meeting schedule shall be established each year by the Executive Board.
- 2.3 Special meetings of the Chapter shall be called by the President, or three (3) Executive Board members, or upon written application of ten (10) Active category members.
  - 2.3.1 Written notice of such meeting, and statement of the reason for such meeting, shall be sent to all members.

## **ARTICLE IV EXECUTIVE BOARD**

### **Section 1 Duties**

- 1.1 In addition to other such duties as may be required, the President shall:
  - 1.1.1 Preside at all Chapter business meetings.
  - 1.1.2 Act as Chair of the Executive Board.
  - 1.1.3 Appoint committees in accordance with the Chapter Policy Manual.
  - 1.1.4 Keep the membership appropriately informed.
  - 1.1.5 Make appointments to fill vacancies in office.
  - 1.1.6 See that the Chapter Policy Manual is adequately maintained and properly adhered to in the day-to-day functioning of the Chapter.
  - 1.1.7 Set goals, policies, and pursue purpose.

- 1.1.8 Present any proposed amendments to the Chapter budget in effect during the term of office for consideration and approval by the Executive Board.
- 1.2 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 of themselves in the order of their rank.
- 1.3 In addition to other such duties as may be required, the First Vice-President shall:
  - 1.3.1 Serve as Chairman of the Activities and Membership Committee.
  - 1.3.2 During the term of office, screen the Chapter membership, contact prospective committee Chairs and members, and have the appointments ready for presentation after taking office as President.
  - 1.3.3 Participate in Executive Board responsibilities as assigned by the President or Executive Board.
- 1.4 In addition to other such duties as may be required, the Second Vice-President shall:
  - 1.4.1 Perform all the duties of the First Vice-President in the First Vice-President's absence.
  - 1.4.2 Serve as Vice Chair of the Activities and Membership Committee.
  - 1.4.3 Participate in Executive Board responsibilities as assigned by the President or Executive Board.
  - 1.4.4 Arrange for the Chapter meetings.
- 1.5 In addition to other such duties as may be required, the Secretary shall:
  - 1.5.1 Receive and answer all communications that may be submitted to the Secretary by members of the Chapter or the Association, and perform such other Chapter duties as may be required of the Secretary by the Executive Board.
  - 1.5.2 Keep minutes of the Chapter business meetings and of the Executive Board and see that all notices are duly given in accordance with the provisions of the Constitution and Bylaws or as required by law.
  - 1.5.3 Be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of the Constitution and Bylaws.
  - 1.5.4 Keep a register of the post office address of each current member which shall be furnished to the Secretary by the Association, and in general perform all duties incident to the office of Secretary.

- 1.5.5 The Secretary shall promptly deliver all books and papers to his successor in office or whomever the Executive Board may designate to receive same
- 1.6 In addition to other such duties as may be required, the Treasurer shall:
  - 1.6.1 Be responsible for matters relating to billing and recording of annual membership, to receive all general funds belonging to the Chapter and to pay all orders drawn on the Treasurer by vote of the Chapter or Executive Board.
  - 1.6.2 The Treasurer shall maintain all the financial records and make reports as to the financial status of the Chapter at each meeting, and annually make a full report of all monies received and disbursed by him; and in general perform all duties incident to the office of Treasurer.
  - 1.6.3 Promptly deliver all monies, books and papers to his successor in office or whomever the Executive Board may designate to receive same.

## **Section 2 Meetings**

- 2.1 The Executive Board shall meet and conduct the business of the Chapter at such times and places as the President shall indicate.
- 2.2 The Executive Board may also meet on the call of two-thirds (2/3) of the members thereof.
- 2.3 A Quorum consists of a simple majority of the voting members of the Executive Board. A Quorum is required to conduct the business of the Executive Board and it may not officially meet otherwise.
- 2.4 Between official meetings the Executive Board may conduct business using electronic mail according to the rules in the Illinois APCO Policy Manual.

## **Section 3 Terms of Office**

- 3.1 The President, First Vice-President, Second Vice-President, Secretary, Treasurer, the Chapter Representative to the Association's Executive Council, the Executive Board Member who is the Immediate Past President and the remaining Executive Board Members shall serve for a term of two (2) years.
  - 3.1.1 The President, First Vice-President, Second Vice-President, the Chapter Representative to the Association's Executive Council, and two (2) Executive Board Members terms expire in even numbered years.
  - 3.1.2 The Secretary, Treasurer, and two (2) Executive Board Members terms expire in odd numbered years.
  - 3.1.3 Officers may be installed in office at such other time as may become necessary due to the filling of a vacancy or other cause.

## Section 4 Election and Succession

- 4.1 The election of members to the following positions shall be held during the last month of the calendar year, in which the term of office expires. Nothing in this Constitution and Bylaws shall be construed in such a manner as to prevent any member from succeeding themselves.
- 4.1.1 President, First Vice President, Second Vice President, Secretary, Treasurer, four (4) Executive Board members and Chapter Representative to the Association's Executive Council.
- 4.2 All elective positions in this Chapter shall be elected from nominations by the Nominations Committee in accordance with Bylaws and the Illinois APCO Policy Manual or by nominations from the floor at a meeting preceding the annual election.
- 4.2.1 When the nomination process produces two or more candidates for an elective position, then that position shall be elected by ballot.
- 4.2.2 When the nomination process produces only one candidate for an elective position, then the Nominations Committee Chair shall take a voice vote at the close of the nomination process to elect that individual to the position to which they were nominated.
- 4.2.2.1 Candidates elected by voice vote shall take office according to Section 4.6 of this Article.
- 4.3 The ballots shall be mailed to current Active category and Association Life members at least three (3) weeks prior to the annual election.
- 4.3.1 Two (2) envelopes shall be mailed with each ballot.
- 4.3.1.1 The small unmarked envelope shall be used by the voter to seal their ballot, and this envelope shall then be placed in the larger stamped and addressed envelope and mailed to the Secretary.
- 4.3.1.2 Large envelopes not containing the name and return address of the voting member are not eligible to be counted.
- 4.3.2 All ballots must be in the hands of the Secretary by five (5) PM of the day before the business meeting at which the ballots will be counted.
- 4.4 No more than two persons from the same employer shall serve on the Executive Board at any time.
- 4.4.1 The two person limitation applies to employed individuals or those immediately retired from the same employer and not currently employed by another public safety agency.
- 4.5 If an election process causes more than two persons from the same employer to be eligible to serve on the Executive Board during any given time frame, the results shall be determined in the following order:

- 4.5.1 The current office holder(s), from the same employer shall retain their office(s).
- 4.5.2 A candidate running unopposed shall automatically serve in the position they ran for, as long as it does not exceed the total number of same employer Board members.
- 4.5.3 The candidate running with opposition that receives the highest vote number total shall serve in the position they ran for.
- 4.5.4 When multiple candidates running for different positions win and have received identical vote totals, the following hierarchical selection process shall be utilized:
  - 4.5.4.1 President / First Vice President / Second Vice President / International Executive Council Member / Secretary / Treasurer / Executive Board Members
  - 4.5.4.2 In the case of a tie for the same position, the candidate who shall serve in the position will be determined through a method of random chance selection as determined by the President.
- 4.6 Elected candidates shall assume positions at the conclusion of the business meeting held during the last month of the calendar year, in which the term of office expires.

## **Section 5 Candidates for Office**

- 5.1 Candidates for President, First Vice-President or the Chapter's Representative to the Executive Council shall meet or exceed the minimum qualifications listed below:
  - 5.1.1 Be a current Active category member of the Association in the Illinois Chapter.
  - 5.1.2 Served two full terms as a voting member of the Illinois Chapter Executive Board in good standing prior to the election.
  - 5.1.3 In the absence of candidates under this section, the Executive Board will declare an open election for office vacancies and the requirements in paragraph 5.1.2 will be waived.
- 5.2 Candidates for the offices of Second Vice-President, Secretary, Treasurer or a Chapter Executive Board member shall meet or exceed the minimum qualifications listed below:
  - 5.2.1 Been an APCO-International, Inc. member in good standing for a minimum of two full years; and
  - 5.2.2 Been an Active category member of APCO International, Inc. for the immediate past year in the Illinois Chapter.

- 5.2.3 In the absence of candidates under this section, the Executive Board will declare an open election for office vacancies. The requirements in paragraph 5.2.2 will be waived and the candidates will only need to be an Active category member at the time of the election.

## **Section 6 Vacancies**

- 6.1 Should the office of President or First Vice-President of this Chapter become vacant for any reason, the office shall be filled by advancement in rank, leaving the office of Second Vice-President unoccupied.
- 6.1.1 Should the Second Vice-President be ineligible to serve as First Vice-President, then the President shall with the advice and consent of the Executive Board appoint another Active category member who meets the qualifications.
- 6.2 A vacancy in the office of Second Vice-President, Secretary, Treasurer, or additional Executive Board members may be filled by appointment by the President with the advice and consent of the Executive Board for the remainder of the term.
- 6.3 In the event the Chapter's elected Executive Council Representative position becomes vacant it shall immediately be filled by appointment by the President with the advice and consent of the Executive Board.
- 6.3.1 Such appointment shall serve the remaining elected term of this position.
- 6.3.2 The President shall provide proper written credentials as required by the Association.
- 6.3.3 The President shall immediately notify the Association's Membership Records Manager with a copy to the Association's Executive Director and President.
- 6.4 In the event that the immediate Past President is unable or ineligible to complete the remainder of their term, then the Executive Board shall confirm the appointment of the most recent immediate Past President who is a current Active category member.
- 6.5 The President shall also immediately notify the Association Membership Records Manager of such changes in officers.
- 6.6 Officers who were either advanced in rank due to a vacancy or appointed by the President may declare their candidacy for the office in which they are "Acting" at the next regular election of officers and, if elected, shall be eligible to serve a full-term in the office.

**Section 7 Removal from Office**

- 7.1 The President, First Vice-President, or Second Vice-President of the Chapter may be removed from office only for reason of malfeasance of duty, misfeasance of duty, nonfeasance of duty, or for committing an act that brings significant discredit to the Chapter or Association.
- 7.2 An officer may be removed from office only by a two-thirds majority vote of the Quorum of a Chapter business meeting.
- 7.3 The President may suspend an officer from the performance of his/her duties during the period between that officer being impeached and the Chapter Quorum adjudicating the matter. In the event the President is impeached, then the senior member of the Board of Officers who was not impeached may suspend the President from the performance of his/her duties during the period between the President being impeached and the Quorum adjudicating the matter.

**ARTICLE V COMMITTEES****Section 1 Standing Committees**

- 1.1 Standing Committees and their primary duties shall be listed in the Chapter Policy Manual.
- 1.2 Shall consist of five (5) or more members. One Active category member of each committee shall be named chair with the exception of the Historical Committee.
- 1.3 The duties of all committees shall be defined by the President where otherwise not stated.

**Section 2 Other Committees**

- 2.1 The President shall appoint committees as the need arises. These special committees shall continue to serve and operate as such until the tasks for which they have been appointed have been completed to the satisfaction of the President, or until changes are made by the President for the good and welfare of the Chapter.

**ARTICLE VI CHAPTER CONFERENCES****Section 1 Chapter Conferences/Meetings**

- 1.1 The Chapter shall participate in an annual state conference with the Illinois Public Safety Telecommunications Association.

- 1.2 The President shall serve on the Board of Officers of the Illinois Public Safety Telecommunications Association.

## **ARTICLE VII ASSET MANAGEMENT**

### **Section 1 Retention**

- 1.1 All rights, title and interest, both legal and equitable, in and to property of the Chapter, shall remain in the Chapter.

### **Section 2 Release**

- 2.1 Chapter property in the hands of others for the purposes of the Chapter shall be returned to the Chapter immediately upon demand.

### **Section 3 Dissolution**

- 3.1 The assets of this Corporation will, upon dissolution be distributed for one or more exempt purposes, or to the Federal Government, or to a State or Local Government for a public purpose, as selected by a two-thirds (2/3) majority vote of a Chapter business meeting.
- 3.2 The Executive Board shall have full power and authority, upon an affirmative vote by two-thirds (2/3) of the Executive Board members, to dispose of Chapter property.

### **Section 4 Bonding of Personnel**

- 4.1 The Board of Officers shall require persons in the Chapter who are identified as those handling significant amounts of the Chapter's funds to be adequately bonded.

### **Section 5 Liability**

- 5.1 The Executive Board shall be responsible for having the Chapter adequately covered by liability and other necessary insurance.

### **Section 6 Cost**

- 6.1 The Chapter shall bear the costs associated with the provisions of this Article.

## **ARTICLE VIII AWARDS**

### **Section 1 Awards**

- 1.1 The Chapter may make awards at all levels of the Chapter as evidence of appreciation to those who have performed outstandingly in the field of public safety and related communications.
- 1.2 Annual awards, their criteria and presentation processes shall be identified in the Chapter Policy Manual.

## **ARTICLE IX RULES OF ORDER**

### **Section 1 Parliamentary Authority**

- 1.1 The Rules contained in "Robert's Rules of Order, Revised" shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this Chapter.

## **ARTICLE X AMENDMENT**

### **Section 1 Requirements**

- 1.1 The Bylaws of the Chapter may be amended only by a two-thirds majority vote of a Chapter business meeting Quorum in regular session except as provided for under Section 1.2 of this Article.
- 1.2 The Constitution and Bylaws Committee may make non-substantive changes to the Bylaws in order to correct errors in grammar, punctuation, spelling, cross-references when the correct cross-reference is obvious and the use of incorrect words when the correct word is obvious and may adjust the numbering of individual sections to maintain proper numerical sequence and to maintain a consistent style and format of section numbering but not to change the relative order of individual sections. Such non-substantive changes shall require the approval of the Executive Board.

### **Section 2 Process**

- 2.1 The Constitution and/or By-Laws of this Chapter may be amended by presenting a resolution, in writing, to the President before any business meeting.

- 2.2 The President shall have the Secretary provide each Chapter member qualified to vote with a copy of the proposed change at least thirty (30) days prior to the meeting at which the amending vote shall take place.
- 2.3 A Chapter business meeting Quorum may amend and revise the language of a proposed resolution to amend by majority vote on each such proposed revision.

**Section 3 Effective Date**

- 3.1 All amendments passed and adopted by this Chapter in accordance with the Constitution and Bylaws shall be in full force and effect upon the adjournment of the meeting wherein considered and adopted, provided an exception to this is not otherwise contained in the language of the amending resolution itself.

**ARTICLE XI RESOLUTIONS**

**Section 1 Requirements**

- 1.1 Every resolution, unless of a formal character involving amendments to the Constitution and Bylaws requiring handling in accordance with Bylaws Article X, shall be made in writing and presented to the Executive Board for consideration and report prior to the meeting. Every resolution considered by the Executive Board shall be presented to the Chapter, along with the recommendation of the Executive Board, in sufficient time for consideration prior to voting on the resolution.