

**BYLAWS**

**OF**

**THE ILLINOIS PUBLIC SAFETY  
TELECOMMUNICATIONS ASSOCIATION, INC**

As Approved By the Board  
September 30, 2005

# BYLAWS

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## **ARTICLE I                      OFFICES**

### **Section 1    Principal Office**

- 1.1            The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or outside the state.

## **ARTICLE II            NONPROFIT PURPOSES**

### **Section 1    IRC Section 501 (C) (6) Purposes**

- 1.1            This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (C) (6) of the Internal Revenue Code, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (C) (6) of the Internal Revenue Code.

### **Section 2    Specific Objectives and Purposes**

- 2.1            The specific purpose for which this Corporation is organized is to educate the members of the public safety community involved in and who deal with communications issues and to those individuals that provide technology and support to this industry.
- 2.1.1            One of the primary responsibilities of this Corporation is to conduct the annual conference hosted in the state for those individuals interested in public safety communications.

## **ARTICLE III           OFFICERS**

### **Section 1    Number**

- 1.1            The Corporation shall have five (5) Officers and collectively they shall be known as the Executive Board.
- 1.1.1            There shall be a President.
- 1.1.2            There shall be a Vice President.
- 1.1.3            There shall be a Secretary.
- 1.1.4            There shall be two additional Board members.
- 1.1.5            There shall be a Treasurer who is appointed by the Executive Board and serves in an Ex-officio capacity.

## **Section 2 Candidates for Office**

- 2.1 Candidates for President, Vice-President or Secretary shall meet or exceed the minimum qualifications listed below:
  - 2.1.1 Be a current Active category member in the Illinois Chapters of APCO or NENA.
  - 2.1.2 The President, Vice President and Secretary shall be current members of the IPSTA Conference Committee.
  - 2.1.3 The President, Vice President and Secretary shall continue to serve on the IPSTA Conference Committee for the full term of their office.
- 2.2 One of the Board members shall be the current President of the Illinois Chapter of the Association of Public-Safety Communications Officials, International.
- 2.3 One of the Board members shall be the current President of the Illinois Chapter of the National Emergency Number Association.
- 2.4 Candidates for President, Vice-President or Secretary shall be nominated by the Presidents of the Illinois Chapters of APCO and NENA and appointed with the advice and consent of the Executive Board.

## **Section 3 Powers**

- 3.1 The powers of the Executive Board are subject to the following;
  - 3.1.1 Provisions of the laws of this state.
  - 3.1.2 Any limitations in the Articles of Incorporation.
  - 3.1.3 These Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation.
- 3.2 The activities and affairs of this corporation shall be conducted and all Corporate powers shall be exercised by or under the direction of the Executive Board.

## **Section 4 Duties**

- 4.1 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- 4.2 Appoint and remove the Treasurer for the corporation.
- 4.3 Meet at such times and place as required by these Bylaws.
- 4.4 Register the addresses of the officers with the Secretary of the Corporation and inform those using valid notices of meetings.
- 4.5 Provide notice of all meetings of the Executive Board in compliance with the provisions of these Bylaws.
- 4.6 In addition to other such duties as may be required, the President shall:

- 4.6.1 Preside at all Executive Board meetings.
- 4.6.2 Act as Chair of the Executive Board.
- 4.6.3 Present any proposed amendments to the IPSTA budget in effect during the term of office for consideration and approval by the Executive Board.
- 4.7 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.
- 4.8 In addition to other such duties as may be required, the Vice-President shall:
  - 4.8.1 Participate in Executive Board responsibilities as assigned by the President or Executive Board.
  - 4.8.2 Perform all the duties of the President in the President's absence.
- 4.9 In addition to other such duties as may be required, the Secretary shall:
  - 4.9.1 Receive and answer all communications that may be submitted to the Secretary by members of the Illinois Chapters of APCO or NENA, and perform such other duties as may be required of the Secretary by the Executive Board.
  - 4.9.2 Keep minutes of the Executive Board meetings and see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.
    - 4.9.2.1 In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the meeting.
  - 4.9.3 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 Bylaws.
  - 4.9.4 The Secretary shall promptly deliver all books and papers to his successor in office or whomever the Executive Board may designate to receive same
- 4.10 In addition to other such duties as may be required, the Treasurer shall:
  - 4.10.1 Be responsible for matters relating to receive all general funds belonging to the Corporation and to pay all orders drawn on the Treasurer by vote of the Executive Board.
  - 4.10.2 The Treasurer shall determine the net profits from the annual IPSTA Conference and upon the direction of the Executive Board distribute equal amounts to the Illinois Chapters of APCO and NENA.

- 4.10.3 The Treasurer shall maintain all the financial records and make reports as to the financial status of the Corporation 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.
- 4.10.4 Promptly deliver all monies, books and papers to his successor in office or whomever the Executive Board may designate to receive same.

## **Section 5 Terms of Office**

- 5.1 The President, Vice-President and Secretary shall serve for a term of three (3) years.
- 5.2 The term of office for the President, Vice-President and Secretary shall expire in different years on January 31<sup>st</sup>.
- 5.2.1 To provide for continuity on the Executive Board the initial term of office for the President shall be three (3) years. Appointments there after shall be for a term of three (3) years.
- 5.2.1.1 The President may be allowed to succeed themselves.
- 5.2.2 To provide for continuity on the Executive Board the initial term of office for the Vice President shall be two (2) years. Appointments there after shall be for a term of three (3) years.
- 5.2.2.1 The Vice President may be allowed to succeed themselves.
- 5.2.3 To provide for continuity on the Executive Board the initial term of office for the Secretary shall be one (1) year. Appointments there after shall be for a term of three (3) years.
- 5.2.3.1 The Secretary may be allowed to succeed themselves.
- 5.3 The Treasurer shall be appointed for a period of one (1) year.
- 5.3.1 The Treasurer may be allowed to succeed themselves.
- 5.4 The two Board members that serve while being Presidents of the Illinois Chapters of APCO or NENA will serve for the duration of their terms as President of their respective Chapters.

## **Section 6 Vacancies**

- 6.1 Vacancies of the Executive Board shall exist when any of the following situations occurs:
- 6.1.1 Upon the death of any of the Officers;
- 6.1.2 Upon the resignation or removal of any of the Officers;
- 6.1.3 Whenever the number of authorized Officers is increased.

- 6.2 Should the office of President or Vice-President of the Executive Board become vacant for any reason, the office shall be filled by advancement in rank, leaving the office of Secretary unoccupied.
- 6.3 Should the office of President, Vice-President or Secretary of the Executive Board become vacant for any reason, the two Executive Board members who are the Presidents of the Illinois Chapters of APCO and NENA shall serve as a committee to identify the most qualified candidate to fill the vacancy.

## **Section 7 Removal from Office**

- 7.1 The President, Vice-President, or Secretary 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 corporation.
- 7.2 An officer may be removed from office only by a two-thirds majority vote of the Quorum of the Executive Board.
- 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 Executive Board adjudicating the matter. In the event the President is impeached, then the senior member of the Executive Board 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 Executive Board adjudicating the matter.

## **Section 8 Compensation**

- 8.1 The Executive Board shall serve without compensation.
- 8.2 The Executive Board members may seek reimbursement for expenses directly related to the operation of the corporation or the IPSTA Conference.

# **ARTICLE IV MEETINGS**

## **Section 1 Meeting Locations**

- 1.1 The President of the Executive Board shall identify the location for meetings.

## **Section 2 Regular Meetings**

- 2.1 The President of the Executive Board shall hold meetings as needed to conduct the business of the corporation.

## **Section 3 Notice of Meetings**

- 3.1 No notice need be given of any regular meeting of the Executive Board.

#### **Section 4 Quorum of Meetings**

- 4.1 A quorum shall consist of three members of the Executive Board.
- 4.2 Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **Section 5 Majority Action as Board Action**

- 5.1 Every act or decision done or made by a majority of the Executive Board present at a meeting duly held at which a quorum is present is the act of the Executive Board, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **ARTICLE V COMMITTEES**

#### **Section 1 Standing Committees**

- 1.1 Standing Committees and their primary duties shall be listed below:
  - 1.1.1 General Arrangements committee.
    - 1.1.1.1 This committee shall oversee the continuity of the conference.
    - 1.1.1.2 This committee shall have responsibility for hotel arrangements, contracts and room blocks.
    - 1.1.1.3 This committee will have responsibility for the entertainment offered at the conference and other duties as assigned by the President or conference chair.
  - 1.1.2 Registration committee.
    - 1.1.2.1 This committee shall have responsibility for the receipt and processing of all registrations for conference attendees.
    - 1.1.2.2 This committee shall have responsibility for the coordination and distribution of all conference attendee materials at the conference.
    - 1.1.2.3 This committee shall arrange for the seating of all attendees at the conference banquet and other duties as assigned by the President or conference chair.

- 1.1.3 Program committee.
  - 1.1.3.1 This committee shall have responsibility for the development and arrangements for subjects and speakers for the conference.
  - 1.1.3.2 This committee shall coordinate the acquisition and display of signage during the conference and other duties as assigned by the President or conference chair.
- 1.1.4 Vendor committee.
  - 1.1.4.1 This committee will coordinate the distribution of all information to the vendors for the conference.
  - 1.1.4.2 This committee will process all vendor applications for the conference
  - 1.1.4.3 This committee will facilitate the contract with the drayage company.
  - 1.1.4.4 This committee will coordinate the vendor area set up and all other duties as assigned by the President or conference chair.
- 1.1.5 Publications committee.
  - 1.1.5.1 This committee will have responsibility for the production, printing and distribution of the conference registration packet.
  - 1.1.5.2 This committee will have responsibility for the production and printing of the conference pocket guide and other duties as assigned by the President or conference chair.
- 1.2 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 corporation.

## **ARTICLE VI EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 1 Execution of Instruments**

- 1.1 The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.
- 1.1.1 Such authority may be general or confined to specific instances.
- 1.2 Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contact or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2 Checks and Notes**

- 2.1 Except as otherwise specifically determined by resolution of the Executive Board, or as otherwise required by law, checks drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

### **Section 3 Deposits**

- 3.1 All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board may select.

### **Section 4 Gifts**

- 4.1 The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purpose of this Corporation.

## **ARTICLE VII CORPORATE RECORDS, REPORTS AND SEAL**

### **Section 1 Non-liability of Officers**

- 1.1 The Officers shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

### **Section 2 Indemnification by Corporation of Officers**

- 2.1 The Executive Board of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

### **Section 3 Insurance for Corporate Agents**

- 3.1 Except as may be otherwise provided under provisions of law, the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### **Section 4 Maintenance of Corporate Records**

- 4.1 The Corporation shall keep the following records:
- 4.1.1 Minutes of all meetings of Officers and committees of the Board.
  - 4.1.2 Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
  - 4.1.3 A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of Illinois Chapter of APCO and the Illinois Chapter of NENA at all reasonable times during office hours.

### **Section 5 Corporate Seal**

- 5.1 The Executive Board may adopt, use and at will alter a Corporate Seal.
- 5.2 Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 6 Retention**

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

### **Section 7 Release**

- 7.1 Corporate property in the hands of others for the purposes of the Corporation shall be returned to the Corporation immediately upon demand.

### **Section 8 Dissolution**

- 8.1 The assets of this Corporation will, upon dissolution be distributed based upon any outstanding liabilities. The remainder of the assets shall be distributed equally between the Illinois Chapters of APCO and NENA.

- 8.2 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 Corporate property.

### **Section 9 Bonding of Personnel**

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

### **Section 10 Liability**

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

### **Section 11 Cost**

- 11.1 The Corporation shall bear the costs associated with the provisions of this Article.

## **ARTICLE VIII RULES OF ORDER**

### **Section 1 Parliamentary Authority**

- 1.1 The Rules contained in "Robert's Rules of Order, Revised" shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

## **ARTICLE IX AMENDMENT**

### **Section 1 Requirements**

- 1.1 Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Executive Board.

### **Section 2 Effective Date**

- 2.1 All amendments passed and adopted by the Executive Board 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 X CONSTRUCTION AND TERMS**

### **Section 1 Conflicts**

- 1.1 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation the provisions of the Articles of Incorporation shall govern.

### **Section 2 Enforceability**

- 2.1 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

### **Section 3 Reference**

- 3.1 All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

### **Section 4 Applicable Law**

- 4.1 This Agreement shall be subject to the laws of the State of Illinois.