

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

**BYLAWS**

**ARTICLE I**

**NAME, CHARTER LIMITS, AND OFFICE**

SECTION 1.1 NAME. The name of the corporation is the Virginia Chapter of the Association of Public-Safety Communications Officials-International, Inc., also known as the Virginia Chapter of APCO-International and hereinafter referred to as the “Chapter”.

SECTION 1.2 CHARTER LIMITS. This chapter is chartered by the Association of Public-Safety Communications Officials-International, Inc. (hereinafter referred to as the “Association”) and serves the Commonwealth of Virginia as the State Chapter.

SECTION 1.3 OFFICE. The registered office of the Chapter is located in Gloucester County, Virginia. The Chapter may also have offices at such other places within the Commonwealth of Virginia as the Board of Directors may from time to time determine the business of the Chapter may require.

**ARTICLE II**

**PURPOSES**

SECTION 2.1 PRIMARY PURPOSE. The members of this nonprofit Association serve or support that function of government within the Commonwealth of Virginia which provides 9-1-1 and public safety emergency communications services, included but not limited to, the 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 the Chapter shall be as follows:

- 2.1.1 To foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education;
- 2.1.2 To promote, through example and active effort, greater cooperation in the correlation of the work and activities of public safety agencies (local, state and federal) throughout the

Commonwealth, to the end that the safety of human lives, the protection of property, and the general welfare of all people may be benefited to the highest degree;

- 2.1.3 To 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;
- 2.1.4 To initiate, support, or oppose, as conditions dictate, both legislation and regulation which, in the judgment of the Chapter, are of significance to public safety communications among and between all levels of local, state, and federal governments and those who work with them, which activities shall not constitute a substantial part of the activities of the Chapter;
- 2.1.5 To provide technical and operational expertise to public safety organizations by assisting them in the matter of requirements relative to communications equipment and the operation thereof;
- 2.1.6 To strive to protect citizens and their property and provide for their welfare by these and other appropriate means;
- 2.1.7 To serve as the local chapter to the Association to provide input that organization while abiding by that organizations provisions and requirements; and
- 2.1.8 To exercise all powers which are within the province of the corporation, organized and functioning as a nonstock, nonprofit corporation under the laws of the Commonwealth of Virginia.

## **ARTICLE III**

### **INTERNATIONAL CHAPTER & REGION**

SECTION 3.1 CHAPTER. This Chapter is established as part of the Association within the United States as an independent sub-division of the Association and required to comply with the Bylaws of the Association and applicable policy components, but in all respects is a separate and distinct organization operating independently of the Association and financially responsible for its own operations.

SECTION 3.2 REGIONS. This Chapter is part of the East Coast Region as divided and identified in the Association Bylaws.

## **ARTICLE IV**

### **MEMBERSHIP**

SECTION 4.1 MEMBERSHIP. Membership in the Chapter shall be predicated on membership in the Association, open to persons in good standing who satisfy the requirements of the Membership Policy as established and amended by the Membership Quorum of the Association. The Chapter recognizes and honors the membership categories, designations, rights, and privileges granted by the Association's Membership Policy.

SECTION 4.2 CHAPTER MEMBERSHIP DESIGNATIONS. By meeting the requirements in Section 4.1, the following are descriptions of the various categories of membership in the Chapter.

## **APCO INTERNATIONAL MEMBERSHIP CATEGORIES**

### **Active Member**

Personnel responsible for design, construction, installation, maintenance, command, and operation of public safety systems and supporting information systems. Such persons must be employed by, retired from or a volunteer of a governmental entity or a contractor of a governmental entity providing the described services. Members must be actively engaged in or retired from the performance of the described services for the specific entity on a regular basis and may not have a conflicting commercial interest which provides a significant portion of their income. Examples of qualifying positions include but are not limited to engineers, technicians, managers, supervisors and telecommunicators.

Active members may vote, may enjoy all of the benefits and privileges and, except where otherwise limited, may serve in any capacity in the Chapter.

### **Member**

Those persons who perform a non-administrative and/or non supervisory function within their agency and who otherwise meet the requirements of an Active Member may, at the applicant's discretion, select to be a Member. Additionally, those persons neither eligible for nor restricted to, any other category of membership provided for in this Constitution.

Members may not vote and may not hold office, but may serve on special committees and standing committees, as appointed by the President.

### **Commercial Member**

Those persons who receive compensation in any form for services rendered in business and industry are eligible to be Commercial members. Commercial members may not vote, hold office, or serve as a committee chair but may serve on standing or special committees as appointed by the President of the Chapter.

### **Multiple Member**

This category provides for membership in more than one Chapter in accordance with the following requirements to be met by the applicant who shall be.

A paid up member of their Home Chapter, AND;

A paid up Multiple Member in any additional Chapter(s) in which he/she is also qualified.

The individual's membership category in each Chapter for which he/she becomes a Multiple Member shall be the same as the membership category held in the member's Home Chapter.

Multiple Members shall enjoy the same rights and privileges within each Chapter to which they have become a Multiple Member as the rights and privileges granted to members for whom that Chapter is the Home Chapter.

## **VIRGINIA CHAPTER MEMBERSHIP CATEGORIES**

### **Chapter Life Member**

Any member of the Chapter who has made significant contribution beyond the normal call of duty toward the successful attainment of the objectives of the Chapter and/or the Association shall be eligible for Chapter Life membership.

This honor shall be bestowed upon qualified members by the Chapter upon recommendation by the Board of Directors and majority approval of the Chapter quorum. Notification of this appointment shall be sent to the Membership Department at the Association. To be eligible for this recognition, the nominee will normally be expected to:

- i. Have been a member of the Association a minimum of fifteen (15) years, at last five (5) of which shall be as a member of this Chapter.
- ii. Hold current membership in the appropriate membership category; and
- iii. Have made at least five (5) major contributions at the chapter and/or the Association level, which have contributed significantly to the chapter, the Association, the commercial community, and/or the general public safety community. Items to be considered may include, but not be limited to the following. (Each additional completion of items 6 through 13 shall each constitute a single contribution.)
  1. Served a minimum full term as Chapter President.
  2. Member of a Chapter Board of Officers or a Chapter Board of Directors for at least four (4) years.
  3. Local Area Frequency Advisor for at least four (4) years.
  4. Chapter Commercial Committee Chair for at least four (4) years.
  5. Executive Council Delegate for at least four (4) years.
  6. Regional or Annual Conference Chair.
  7. Regional or Annual Conference Committee Chair.
  8. Chapter Conference Chair.
  9. Chapter Conference Committee Chair.
  10. Chair of APCO International Standing Committee.
  11. Chair of Chapter Standing Committee.
  12. Major contribution to the art of communications.
  13. Any item from the requirements for Life Membership specified by the Association that is not already listed above.

The Chapter shall annually pay to the Association the dues amount specified for the category of the Association membership each such Chapter Life Member is qualified for.

Voting rights shall attach only to those Chapter Life Members who are qualified as voting-eligible members of the Chapter but such members may be appointed to standing and special committees by the President of the Chapter.

### **Chapter Honorary Member**

This honorary designation is reserved for those persons who have made significant contributions toward the objectives of this Chapter or are retired members who have held membership in any category for more than ten (10) consecutive years.

This honor shall be bestowed upon qualified members by the Chapter upon recommendation by the Board of Directors and majority approval of the Chapter quorum.

The term of this recognition shall be for a period of one year, but may thereafter be reinstated year by year at the pleasure of the quorum.

The Chapter shall annually pay to APCO International the dues amount specified for the category of the Association membership each such Chapter Honorary Member is qualified for.

Voting rights shall attach only to those Chapter Honorary Members who are qualified as voting-eligible members of the Chapter but such members may be appointed to standing and special committees by the President of the Chapter.

**SECTION 4.3 CHANGES IN MEMBERSHIP QUALIFICATIONS.** Should the status of any member change so as to affect his or her membership qualification(s), the membership classification shall automatically be changed to conform to the member's new status.

**SECTION 4.4 VOTING RIGHTS.** All persons in a voting-eligible category of Membership are entitled to one vote on each matter submitted to a vote of the Chapter Membership Quorum.

**SECTION 4.5 POSITIONS OF LEADERSHIP.** Officers and members of the Board of Directors shall be members with voting rights who satisfy all eligibility criteria for the position being sought, except that 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.

**SECTION 4.6 APPLICATIONS.** Application for membership shall be made in writing and signed by the applicant, upon forms as provided by the Association. Completed applications shall be submitted to the Chapter Secretary or the Association for processing.

SECTION 4.7 CLASSIFICATION. Upon receipt of an application for membership, the Secretary or the Association shall determine the qualifications and eligibility of the applicant for membership. When eligibility has been determined, the Secretary or the Association shall notify the applicant of his appropriate membership classification and dues structure for that class.

SECTION 4.8 DUES. Dues for Chapter membership for all categories, except Chapter Life and Chapter Honorary members, shall be in accordance with the Association policy. Chapter Life and Chapter Honorary members shall not pay any dues. A listing of Chapter Membership shall be maintained by and available from the Association

SECTION 4.9 EFFECTIVE DATE OF MEMBERSHIP. Upon receipt of dues for membership, the applicant becomes a full member in his/her particular category.

## ARTICLE V

### CHAPTER MEMBERSHIP MEETINGS

SECTION 5.1 REQUIREMENTS. The Chapter shall meet at least twice annually. Special meetings may be called by a majority of the Board of Directors.

SECTION 5.2 FALL MEETING. The fall meeting shall be the annual meeting of the Chapter. During the meeting, the President shall give his or her annual report for the Board of Directors. Committee reports shall be made; minutes from the previous spring meeting shall be read and approved or amended; elections shall be held; and general business shall be conducted.

SECTION 5.3 SPRING MEETING. The spring meeting shall be the interim meeting of the Chapter. During the meeting, interim Committee reports shall be made; minutes for the previous fall meeting shall be read and approved or amended; and general business shall be conducted.

SECTION 5.4 MISCELLANEOUS MEETING PROVISIONS. The Secretary shall notify the membership at least 30-days in advance of any meeting of the date, place and time of the meeting unless otherwise specified herein.

SECTION 5.5 MEETING QUORUM. A meeting quorum shall consist of the Active members present and voting at a Chapter meeting.

SECTION 5.6 VOTING MAJORITY. A simple majority of voting-eligible members present shall decide all issues except an amendment to the Articles of Incorporation and/or these Bylaws.

SECTION 5.7 PROCEDURE FOR RESOLUTIONS. Matters of importance or complexity and all petitions to bestow Chapter Life or Chapter Honorary membership shall be presented to the membership by resolution. Resolutions, (except those involving amendments to the Articles of Incorporation and Bylaws which require handling in accordance with the Articles of Incorporation and Article VIII of these Bylaws) shall be in writing and presented to the Board of Directors for consideration and report at the next meeting of the membership. Any resolution considered by the Board of Directors that is deemed by the Board to require membership approval shall be presented to the membership along with the recommendation of the Board in

sufficient time for consideration prior to voting on the resolution. Resolutions may also be introduced at any membership meeting by a two-thirds vote in an individual case.

SECTION 5.8 RULES OF ORDER. Upon any question coming before any meeting of this Chapter, which is not specifically provided for by the Articles of Incorporation or by the Bylaws, the presiding officer shall be governed by Roberts Rules of Order, Newly Revised.

## **ARTICLE VI**

### **OFFICERS AND DIRECTORS**

SECTION 6.1 DESIGNATION. The Officers of this Chapter shall consist of the following: President, President-Elect, Vice-President, Secretary, and Treasurer. The Board of Directors shall consist of the Officers and six additional Active members as set forth in this Article.

SECTION 6.2 QUALIFICATIONS. Candidates for Officers and Directors shall meet or exceed the minimum qualifications listed below

- A. Be a voting-eligible Member in good standing serving in a non-commercial capacity as set forth in the Membership Policy; and
- B. Be a citizen of the United States.

SECTION 6.3 HOW SELECTED. All elective positions in this Chapter shall be initially elected from nominations submitted by the Nominating Committee in accordance with Article VIII, Section 8.1 D of these Bylaws, and from nominations from the floor. Such balloting shall be done at the last scheduled business session of the fall meeting in each calendar year.

- A. When the nomination process produces two or more candidates for an elective position, then that position shall be elected by ballot.
- B. When the nomination process produces only one candidate for an elective position, then the 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.
- C. The President and President-Elect, as well as the Immediate Past President after initial election, shall be filled by annual advancement in rank. (*i.e. the existing Vice-President advances to the office of President-Elect, the existing President-Elect advances to the office of President, and the existing President assumes the position of Immediate Past President.*)
- D. The Vice President shall be elected annually for a one year term.

E. The APCO International Executive Council Delegate, Treasurer and two of the Directors at Large shall be elected bi-annually for a two year term. Terms for these offices will expire in even number years.

F. The Secretary and two of the Directors at Large shall be elected bi-annually for a two year term. Terms for these offices will expire in odd number years.

**SECTION 6.4 DATE FOR TAKING OFFICE.** Candidates elected at the annual business meeting shall take office on December 1<sup>st</sup> of the same year in which they are elected. Should the annual business meeting not have been held by December 1<sup>st</sup>, then candidates will immediately take office at the conclusion of the meeting.

**SECTION 6.5 VACANCIES.** A vacancy in the office(s) of President and/or President-Elect shall be filled by advancement in rank. Such advancement in rank shall be in an “Acting” capacity for the remainder of the applicable term and only until the next regular election of officers.

A vacancy in the office of Vice-President, whether due to resignation, removal, or advancement in rank, shall be filled by an appointment made by the President and shall be subject to confirmation by the remaining members of the Board of Directors. Such confirmation shall certify that the appointee satisfies the eligibility requirements contained in these Bylaws. Such appointment shall serve in an “Acting” capacity until the next regular election of officers.

Should the office of Secretary or Treasurer become vacant for any reason, it shall immediately be filled by appointment by the President. Such appointments shall serve in an “Acting” capacity for the remainder of the applicable term and only until the next regular election of ~~for~~ that office.

Officers who were appointed by the President may declare their candidacy for the office in which they are “Acting” at the next regular election for that office and, if elected, shall be eligible to serve the remainder of the applicable term in the office.

The President shall insure notification is immediately made to the Membership Department of the Association of any and all advancements in rank and/or acting appointments.

## **ARTICLE VII**

### **OFFICERS AND DIRECTORS – AUTHORITIES AND DUTIES**

**SECTION 7.1 AUTHORITIES.** The necessary authority for the performance of duty by all Officers and the Board of Directors of this Chapter is hereby established.

**SECTION 7.2 PRESIDENT.** The President shall be a member and Chair of the Board of Directors; shall be an ex-officio member of all committees of this Chapter (except the Nominating Committee); and shall preside at all Chapter meetings.

It shall be his/her duty to see that the conduct of all meetings is in keeping with the purpose of the Chapter as outlined in Article II.

The President shall cause to be performed the required audits as stated in these Bylaws and shall report the results and findings of such to the Board of Directors and Chapter members at their next scheduled meetings.

**SECTION 7.3 PRESIDENT-ELECT.** The President-Elect shall perform all the duties of the President in his/her absence.

He/she shall, during his/her term of office, screen the Chapter membership, contact his/her prospective committee chairs for the following year, and have his/her appointments ready for presentation when he/she takes office as President.

He/she shall be a member of and participate in the Board of Directors' responsibilities. He/she shall perform such other duties as may be required that are not specifically assigned to others. He/she shall serve as liaison to committee(s) as appointed by the President. He/she shall perform other duties as directed by the Chapter President or as identified in the Chapter's Policy and Procedures Manual.

**SECTION 7.4 VICE-PRESIDENT.** The Vice-President shall perform all the duties of the President-Elect in his/her absence.

He/she shall be a member of and participate in the Board of Directors' responsibilities. He/she shall perform such other duties as may be required that are not specifically assigned to others. He/she shall act as a liaison to committee(s) as appointed by the President. He/she shall perform other duties as directed by the President or as identified in the Chapter's Policy and Procedures Manual.

**SECTION 7.5 SECRETARY.** The Secretary shall serve as Secretary to the Board of Directors and the Chapter Meeting business sessions.

He/she shall keep a complete roll of the membership of this Chapter, furnishing updated listings at frequent intervals to the Association, the Chapter President, the President-Elect, and to Committee Chairs, as needed.

He/she shall be a member of and participate in the Board of Directors' responsibilities. He/she shall record the minutes of all Chapter Executive Board and Chapter business meetings. He/she shall perform such other duties as may be required that are not specifically assigned to others. He/she shall perform other duties as directed by the Chapter President or as identified in the Chapter's Policy and Procedures Manual.

**SECTION 7.6 TREASURER.** The Treasurer shall receive all funds belonging to the Chapter, and shall maintain all authorized bank or financial accounts required for the processing of all Chapter funds. He/she shall pay from these accounts Chapter obligations as prescribed by

the Chapter membership through business meeting quorum action or upon direction from the Board of Directors during intervals between Chapter meetings.

He/she shall prepare a financial report and present it to the membership at the fall business meeting, and shall make his/her financial records available to the Board of Directors for auditing purposes. He/she shall promptly deliver all monies and records to his/her successor in office or to whomsoever the Board of Directors may designate to receive them. He/she shall make Chapter's financial records available for audit purposes.

He/she shall perform such other duties as may be required by the Chapter President that are not specifically assigned to others. He/she shall be a member of and participate in the Board of Directors' responsibilities.

**SECTION 7.7 IMMEDIATE PAST-PRESIDENT.** He/she shall be a member of and participate in the Board of Directors' responsibilities. He/she shall perform such other duties as may be required by the Chapter President that are not specifically assigned to others.

**SECTION 7.8 EXECUTIVE COUNCIL DELEGATE.** This individual shall be a member of and participate in the Board of Directors' responsibilities. He/she shall serve as representative of the Chapter to the Association.

He/she shall report to the Chapter membership the activities of the Association including, but not limited to, a summary of the minutes and make available for posting to the Chapter's website within thirty (30) days of the close of each Executive Council meeting so convened. He/she shall provide the minutes, upon approval, and make available for posting to the Chapter's website within thirty (30) days of the close of each Executive Council meeting so convened.

He/she shall attend the Executive Council meetings. He/she shall participate in representing the interests of the Chapter to the Association. He/she shall report to the Chapter membership actions and decisions of the Executive Council which impact the Chapter membership. He/she shall perform such other duties as may be required by the Chapter President that are not specifically assigned to others.

**SECTION 7.9 DIRECTORS-AT-LARGE.** He/she shall be a member of and participate in the Board of Directors' responsibilities. He/she shall reflect ideas and opinions from the statewide membership in an effort to guide the Chapter to meet the needs of the membership and public safety communications. He/she shall perform such other duties as may be required by the Chapter President that are not specifically assigned to others.

**SECTION 7.10 BOARD OF DIRECTORS.** The Chapter President shall be the Chair of the Board, and its members shall consist of the Officers, the Immediate Past President, the four (4) Directors-at-large and the APCO International Executive Council Delegate. A President who resigns during his/her term of office shall not be eligible to serve as the immediate Past President on the Board; membership on the Board shall revert to the last Past President having not resigned.

The Board of Directors shall have all powers granted by law unless restricted by the Articles of Incorporation or these bylaws and shall have full power and authority during intervals between scheduled Chapter meetings to perform all the functions, which the Chapter might perform, except that it shall not have the power to amend the Articles of Incorporation or these bylaws.

**SECTION 7.11 MEETINGS OF THE BOARD OF DIRECTORS.** The Board of Directors shall meet and conduct the business of the Chapter at such times and places as the President or a majority of the Officers and Directors shall indicate.

A. The President may call the Board into session whenever the need arises, and shall call it into session at the fall meeting prior to the general business session for the purpose of examining the Treasurer's financial report and to decide on recommendations to make to the business session that would advance or implement objectives of the Chapter or the Association.

B. The President may poll the Board on special matters by written communication in lieu of calling a special session.

C. The Board may be called into special session upon written request bearing the signature of four (4) of its members.

D. A simple majority of the Board shall constitute a quorum, and a simple majority vote of those present at a session, or polled in writing, shall determine all issues, except that in the event of impeachment proceedings, a special meeting of the Chapter membership must be called and a two-thirds majority vote will be required for impeachment.

## **ARTICLE VIII COMMITTEES**

**SECTION 8.1 DESIGNATION.** Committees in this Chapter shall be classified as:

A. **STANDING COMMITTEES.** Committees which are assigned prescribed duties and responsibilities of a permanent nature; or

B. **SPECIAL COMMITTEES.** Ad-hoc committees as defined in Section 8.2, which are assigned specific duties and responsibilities of temporary but significant matters.

Only voting-eligible members may serve as chair of standing and special committees.

C. **RESOLUTIONS AND BYLAWS COMMITTEE.** This committee, appointed by the President, shall actively review the bylaws and Articles of Incorporation of the Chapter to insure

the needs of the Chapter are met, and shall draw, or assist in drawing, resolutions to effect provisions for these needs, in concert with the Association's guidelines.

D. **NOMINATING COMMITTEE.** This committee, appointed by the President, shall have three (3) members. Its Chair shall be a Past President.

This committee shall actively study the Chapter membership, observing individuals in an effort to evaluate interest in, and willingness to work at, promoting the goals of the Association, both at the Chapter and International levels.

The committee shall solicit interested candidates from the eligible membership at least 60 days prior to the fall meeting. The committee shall consider all interested candidates to be placed on the ballot for the office for which they were identified unless the nominee declines. It should not be construed by this procedure that only a single person be nominated for every office. If no interested candidates are received for an office, the nominating committee may recruit one or more members to run for office.

The committee chair shall report to the President, on a timely basis, and the Secretary shall forward to the chapter membership a listing of the candidates for office at least 30 days prior to the fall meeting. A short biography or resume for each candidate shall be made available to the membership. This committee shall bring the ballot to the fall meeting quorum, in the form of candidates for the offices of Vice-President, Secretary or Treasurer, and when applicable, two (2) of the four (4) Directors-at-large or the APCO International Executive Council Delegate.

**SECTION 8.2 SPECIAL COMMITTEES.** The President shall appoint special 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.

**SECTION 8.3 DUTIES OF COMMITTEES.** The duties of all committees shall be defined by the President where otherwise not stated.

## **ARTICLE IX**

### **EXPENSES AND ASSET MANAGEMENT**

**SECTION 9.1 SPECIFIED EXPENSES.** The Treasurer shall be authorized the necessary funds to fulfill the requirements of his/her office as outlined in these bylaws.

**SECTION 9.2 UNSPECIFIED EXPENSES.** The Board of Directors shall be authorized to approve all expenditures not specifically otherwise stated in these bylaws.

SECTION 9.3 CHECK SIGNING. All Chapter checks shall have two signatures. The Treasurer and one other member of the Board of Directors who will be appointed by the President shall have authority to sign Chapter checks.

SECTION 9.4 INTERNATIONAL CONFERENCE EXPENSES. Reasonable expenses for the attendance of the President or any member of the Board of Directors to the APCO-International Conference may be paid by the Chapter as determined by the Board.

SECTION 9.5 INSURANCE AND BONDING OF PERSONNEL. The Board of Directors shall obtain and maintain general liability and such other insurance as it shall deem adequate to protect the Chapter's assets and members. The Board of Directors shall require and arrange for the Treasurer and such other persons in the Chapter who are identified as handling significant amounts of the Chapter's funds to be adequately bonded. The Chapter shall bear the costs associated with the provisions of this Section.

SECTION 9.6 AUDITING OF CHAPTER FINANCIAL RECORDS. A periodic audit, but not less than once every three years, of the Chapter's financial records shall be performed by an independent professional accountant or accounting firm. The Board shall retain the services of a qualified accountant or accounting firm to perform such audits and to monitor the Chapter's financial records on a regular interval deemed appropriated by the Board between such audits. The Chapter shall bear the costs associated with this requirement. The results of the audit as well as any interim issues identified shall be presented to the Chapter membership.

## **ARTICLE X**

### **AMENDMENTS**

SECTION 10.1 AUTHORITY FOR AMENDMENT. The Articles of Incorporation and/or bylaws of this Chapter may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by a two-thirds majority of the Membership Quorum at any annual, regular, or special meeting provided that notice of the proposed amendment(s) is contained in the notice of the meeting that is posted no later than twenty-five (25) days prior to the meeting of the Membership Quorum.

SECTION 10.2 PROCEDURE FOR AMENDMENT. The Articles of Incorporation and/or bylaws of this Chapter may be amended by presenting a resolution in writing to the President at least thirty (30) days prior to a meeting.

(1) The proposed amendment shall be adopted by the board of directors. (2) After adopting the proposed amendment, the board of directors shall submit the amendment to the members for their approval. The board of directors shall also transmit to the members a recommendation that the members approve the amendment, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not

make such a recommendation, in which case the board of directors shall transmit to the members the basis for that determination.

The President shall have the Secretary notify the membership of the proposed change at least twenty-five (25) days and not more than sixty (60) days in advance of the date of the meeting at which the amendment(s) will be considered. Notification shall be by posting on the Chapter website and e-mailing to Chapter listserv subscribers. A voting-eligible member may request notification by United States Postal Service mail by notifying the Secretary. A two-thirds majority vote by the voting members in attendance shall determine the issue.

**SECTION 10.3 EFFECTIVE DATE OF AMENDMENTS AND RESOLUTIONS.** All resolutions passed and adopted by this Chapter in accordance with the rules set forth in the Articles of Incorporation and bylaws shall be in force and effect upon the adjournment of the meeting wherein considered and adopted, provided an exception to this effect is not otherwise contained in the language of the resolution itself.

**SECTION 10.4 EMERGENCY CONDITIONS.** 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 Directors may waive or modify a requirement contained in the Chapter Bylaws subject to a requirement that three-fourths (3/4) of the Board of Directors shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published to the Chapter Membership the finding of the Board of Directors of an unusual circumstance and its nature and the course of action taken by the Board of Directors.

## **ARTICLE XI**

### **MISCELLANEOUS MEETING PROVISIONS**

**SECTION 11.1 ABSENCE OF QUORUM.** If a quorum shall not be present at any meeting of the Board of Directors or any committee of the Chapter, the members may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

**SECTION 11.2 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.

*Adopted by the Membership Quorum – October 30, 2009 – Roanoke, VA  
Technical Corrections and Edits by Resolutions and Bylaws Committee Authorized  
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