

**Virginia Chapter of APCO
Resolutions and By-Laws Committee**

Resolution # 1

Intent: It is the intent of this resolution to approve the attached Articles of Incorporation so the Virginia Chapter of APCO can become an incorporated entity.

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

We hereby associate to form a nonstock corporation, pursuant to Title 13.1, Chapter 10, of the Code of Virginia, 1950, as amended, and to that end set forth the following:

Article I—Name

The name of the corporation shall be The Virginia Chapter of the Association of Public Safety Communications Officials-International, Inc.

Article II—Purposes

This corporation is organized for the purposes of:

- a. Fostering the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education;
- b. Promoting, 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;
- c. Promoting 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;
- d. Initiating, supporting, or opposing, as conditions dictate, both legislation and regulation which, in the judgment of the corporation, are of significance to public safety communications and supporting information technological interests, which activities shall not constitute a substantial part of the activities of the corporation;
- e. Providing technical and operational expertise to public safety organizations by assisting them in the matter of requirements relative to communications equipment and the operation thereof;
- f. Striving to protect citizens and their property and providing for their welfare by these and other appropriate means;
- g. Serving as the local chapter of APCO-International to provide input to that organization while abiding by that organization's provisions and requirements; and
- h. Exercising 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—Members

The members of the corporation shall be of such classifications having such qualifications and rights as may be set forth from time to time in the Bylaws of the corporation.

Article IV—Board of Directors

The affairs of the corporation shall be managed by the board of directors subject to any limitations imposed by the Bylaws of the corporation. The board of directors shall consist of eleven representatives of the members of the corporation, who shall serve without compensation. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. The board of directors shall include the following: (i) the officers of the corporation, defined as the president, vice-president, secretary, treasurer, and president-elect of the corporation; (ii) four (4) directors, each elected from the active membership at large who shall be referred to as the “directors at-large”; (iii) the immediate past president; and (iv) the APCO-International Executive Council delegate. The initial board of directors shall consist of those eleven persons currently serving in these same positions for the unincorporated association. Following the expiration of the terms of the initial directors, the officers and the Executive Council delegate shall serve during their tenure in the office to which they have been elected at the annual meeting in accordance with the Bylaws; the directors at large shall be elected at the annual meeting to serve two-year staggered terms, with two such directors being elected to initial one year terms; and, the immediate past president shall serve a one-year term.

The annual members meeting shall be held concurrent with the Fall Conference, at a date and place established by the board of directors.

Article V—Perpetual Duration

The period of duration of the corporation shall be perpetual.

Article VI—Corporate Structure/Dissolution

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 195486 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of the future

United States Internal Revenue Law), as the board of directors shall determine, except that those gifts which are received by the corporation subject to conditions subsequent may, in the event of dissolution of the corporation, be delivered in accordance with those conditions. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VII—Indemnification

a. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or as hereafter amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

b. To the full extent at the time permitted and in the manner then prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall defend and indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer.

c. The board of directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to defend and indemnify any person not specified in Section b of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, up to the same extent as if such person were specified as one to whom indemnification is granted in Section b.

d. The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then-pending or subsequent proceedings that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

e. Reference herein to directors, officers, employees, or agents shall include (i) former directors, officers, employees or agents, (ii) persons who serve or have served at the request of the Corporation as trustees, directors, officers, employees, or agents of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and (iii) in each such case, their respective heirs, estates, executors, and administrators.

f. Any defense and indemnification pursuant to this Article shall be made first from the proceeds of Directors' and Officers' Liability or other similar insurance, if any, maintained by the Corporation and thereafter from the Corporation.

Article VIII—Amendments to the Articles of Incorporation

The Articles of Incorporation of the corporation may be amended at any annual meeting or special meeting called for that purpose, by a two-thirds (2/3) vote of the voting members present, provided that a written notice of the proposed amendment(s) shall have been given to the membership no later than

twenty-five (25) days nor more than sixty (60) days in advance of the date of said meeting.

Article IX – Registered Office/Agent

The initial registered office of the corporation is to be located at 2614 George Washington Memorial Highway, P.O. Box 388, Gloucester Point, Virginia 23062. The name of the County in which the initial registered office is physically located is Gloucester County, Virginia. The name of the initial registered agent is Daniel M. Stuck, who is a resident of Virginia, a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.

Dated this ____ day of _____, 2009.

INCORPORATOR:

Daniel M. Stuck