



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

## **BYLAWS**

### **ARTICLE I NAME, CHARTER LIMITS, AND OFFICE**

#### **1.1 NAME.**

1.1.1 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”.

#### **1.2 CHARTER LIMITS**

1.2.1 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.

#### **1.3 OFFICE**

1.3.1 For purposes of clarification, the eleven (11) elected members constituting the leadership of the Virginia Chapter of APCO are: the members of the Executive Committee, the immediate past president, the Executive Council representative and the four (4) *directors* at large. This group constitutes the Board of Directors of the Virginia Chapter of APCO and has equal voting rights when conducting the business of the Chapter.

1.3.2 The President shall appoint to the Board of Directors one (1) Chapter Commercial Advisory Member that will represent the Chapter’s commercial membership. The Chapter Commercial Advisory Member shall serve in ex-officio status and will not be an eligible voting member of the Chapter Board of Directors.

1.3.3 The registered office of the Chapter is located in the locality in which the elected Secretary is located in 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**

### 2.1. PRIMARY PURPOSE.

2.1.1. 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.

2.1.2. The primary purposes of the Chapter shall be as follows:

2.1.2.1. To foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education;

2.1.2.2. 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;

2.1.2.3. 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;

2.1.2.4. 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;

2.1.2.5. 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;

2.1.2.6. To strive to protect citizens and their property and provide for their welfare by these and other appropriate means;

2.1.2.7. To serve as the local chapter to the Association to provide input that organization while abiding by that organization's provisions and requirements; and

- 2.1.2.8. To exercise all powers which are within the province of the corporation, organized and functioning as a non-stock, nonprofit corporation under the laws of the Commonwealth of Virginia.

## **ARTICLE III**

### **INTERNATIONAL CHAPTER & REGION**

#### 3.1. CHAPTER.

- 3.1.1. 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.

#### 3.2. REGIONS.

- 3.2.1. This Chapter is part of the East Coast Region as divided and identified in the Association Bylaws.

## **ARTICLE IV**

### **MEMBERSHIP**

#### 4.1. MEMBERSHIP.

- 4.1.1. 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.

#### 4.2. CHANGES IN MEMBERSHIP QUALIFICATIONS.

- 4.2.1. 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.

#### 4.3. VOTING RIGHTS.

- 4.3.1. 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.

#### 4.4. POSITIONS OF LEADERSHIP.

- 4.4.1. Members of the Board of Directors, inclusive of the Executive Committee, 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.

4.4.2. The Chapter Commercial Advisory Member shall be a non-voting member of the Board of Directors.

4.5. DUES.

4.5.1. 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.

4.6. EFFECTIVE DATE OF MEMBERSHIP.

4.6.1. Upon receipt of dues for membership, the applicant becomes a full member in his/her particular category.

## **ARTICLE V OFFICERS AND DIRECTORS**

5.1. DESIGNATION.

5.1.1. The Officers of this Chapter, *comprising the Executive Committee*, 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 Section 1.3.1 of these Bylaws*.

5.2. QUALIFICATIONS.

5.2.1. Candidates for Officers and Directors shall meet or exceed the minimum qualifications listed below:

Be a voting-eligible Member in good standing serving in a non-commercial capacity as set forth in the Membership Policy.

5.3. ELECTION PROCEDURES.

5.3.1. All elective positions in this Chapter shall be initially elected from nominations solicited and submitted by the Nominating Committee in accordance with the Chapter Policy Manual. Such balloting shall be done within the 30-day period preceding and including the day of the annual fall meeting in each calendar year in accordance with procedures defined in the Policy Manual. The results of such balloting shall be certified and announced during the annual fall meeting.

5.3.2. A secure and confidential electronic system to allow members who are eligible to vote to cast their ballots electronically for those individuals running for office under

both multiple and single candidate elections may be used. If electronic means are not available, written ballots shall be required for any multiple candidate election.

5.3.3. 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.*)

5.3.4. The Vice President shall be elected annually for a one-year term.

5.3.5. 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.

5.3.6. 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.

#### 5.4. DATE FOR TAKING OFFICE.

5.4.1. Candidates elected at the annual business meeting shall take office on December 1st of the same year in which they are elected. Should the annual business meeting not have been held by December 1st, then candidates will immediately take office at the conclusion of the meeting.

#### 5.5. VACANCIES.

5.5.1. 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.

5.5.2. 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.

5.5.3. Should the office of Immediate Past President, Executive Council Delegate, Secretary, Treasurer, or Directors at Large become vacant for any reason, it shall immediately be filled by appointment 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 appointments shall serve in an “Acting” capacity for the remainder of the applicable term and only until the next regular election of that office. The immediate Past President appointee must have served a full term as President of the Chapter to be eligible.

5.5.4. 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.

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

## **ARTICLE VI**

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

#### 6.1. AUTHORITIES.

- 6.1.1. The necessary authority for the performance of duty by all Officers and the Board of Directors of this Chapter is hereby established.

#### 6.2. PRESIDENT.

- 6.2.1. 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.

- 6.2.2. 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.

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

#### 6.3. PRESIDENT-ELECT.

- 6.3.1. The President-Elect shall perform all the duties of the President in his/her absence.

- 6.3.2. 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.

- 6.3.3. 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 Manual.

#### 6.4. VICE-PRESIDENT.

- 6.4.1. The Vice-President shall perform all the duties of the President-Elect in his/her

absence.

6.4.2. 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 Manual.

6.5. SECRETARY.

6.5.1. The Secretary shall serve as Secretary to the Board of Directors and the Chapter Meeting business sessions.

6.5.2. 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.

6.5.3. 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.

6.5.4. He/she shall perform other duties as directed by the Chapter President or as identified in the Chapter's Policy Manual.

6.6. TREASURER.

6.6.1. 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.

6.6.2. 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.

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

6.7. IMMEDIATE PAST-PRESIDENT.

6.7.1. 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 or as identified in the Chapter's Policy Manual that are not specifically assigned to others.

6.8. EXECUTIVE COUNCIL DELEGATE.

- 6.8.1. 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.
- 6.8.2. 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.
- 6.8.3. 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 or as identified in the Chapter's Policy Manual that are not specifically assigned to others.

6.9. DIRECTORS-AT-LARGE.

- 6.9.1. 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 or as identified in the Chapter's Policy manual that are not specifically assigned to others.

6.10. CHAPTER COMMERCIAL ADVISORY MEMBER

- 6.10.1. 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 or as required for commercial membership.
- 6.10.2. The Chapter Commercial Advisory Member shall represent the Chapter's commercial membership. He/she shall report to the Board the activities of the Commercial Advisory Council, including but not limited to, a summary of the annual conference feedback/improvement suggestions, commercial membership giving back events, and commercial membership engagement efforts.
- 6.10.3. He/she shall serve as the exhibitor chair for the Chapter's conference committee and be actively involved in planning for the Chapter's annual conference.
- 6.10.4. He/She shall serve as the Chair for the Chapter's Commercial Advisory Committee (CAC).

6.11. BOARD OF DIRECTORS.

- 6.11.1. 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.

6.11.2. 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.

6.12. MEETINGS OF THE BOARD OF DIRECTORS.

6.12.1. 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.

6.12.2. 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.

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

6.12.4. The Board may be called into special session upon written request and subsequent consent of four (4) of its members. Said written request may be made by letter or by e-mail to the Chapter President. Upon the convening of a special session, a quorum must be met and a roll call at the onset of the meeting must occur to verify consent.

6.12.5. 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 VII**

### **EXPENSES AND ASSET MANAGEMENT**

7.1. SPECIFIED EXPENSES.

7.1.1. The Treasurer shall be authorized the necessary funds to fulfill the requirements of his/her office as outlined in these bylaws.

7.2. UNSPECIFIED EXPENSES.

7.2.1. The Board of Directors shall be authorized to approve all expenditures not specifically otherwise stated in these bylaws.

7.3. PAYMENTS.

7.3.1. All payments made on behalf of any debt incurred by the Chapter shall be made by the Treasurer in a timely manner. Said payments may be made by check, credit card, or cash. If made by credit card or cash, a receipt for such payment outlining the debt and amount paid shall be kept as part of the Treasurer's records.

7.4. INTERNATIONAL CONFERENCE EXPENSES.

7.4.1. Reasonable expenses for the attendance of the President to the APCO-International Conference may be paid by the Chapter as determined by the Board. If the President is unable to attend the APCO International Conference, the Board of Directors may choose to pay the reasonable expenses of another Board member to attend. The Board will also pay the reasonable expenses for the travel to/from and hotel accommodations for the Executive Council representative, not paid for by his/her Agency, to attend the APCO International Conference.

7.5. INSURANCE AND BONDING OF PERSONNEL.

7.5.1. 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.

## **ARTICLE VIII AMENDMENTS**

8.1. AUTHORITY FOR AMENDMENT.

8.1.1. 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.

8.2. PROCEDURE FOR AMENDMENT.

8.2.1. 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.

8.2.2. 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.

8.2.3. 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 two-thirds majority vote by the voting members in attendance shall determine the issue.

### 8.3. EFFECTIVE DATE OF AMENDMENTS AND RESOLUTIONS.

8.3.1. 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.

### 8.4. EMERGENCY CONDITIONS.

8.4.1. 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.

*Adopted by the Membership Quorum – October 30, 2009 – Roanoke, VA  
Technical Corrections and Edits by Resolutions and Bylaws Committee Authorized  
Reviewed and Certified by Resolutions and Bylaws Committee – December 14, 2009  
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Amended by the Membership Quorum – May 6, 2016 – Virginia Beach, VA  
Amended by the Membership Quorum – May 5, 2017 – Virginia Beach, VA  
Amended by the Membership Quorum – October 31, 2024 – Roanoke, VA*