



## **BYLAWS**

**SUBMITTED TO THE ATLANTIC CHAPTER QUORUM  
AT HYANNIS, MASSACHUSETTS**

**RATIFIED AT THE FALL MEETING  
OCTOBER 14, 2013**

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President**

Thomas Andross  
President-Elect

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Immediate Past President

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Executive Council Representative

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Board Member

David J. Diamond  
Board Member

Michael J. Mangini  
Chapter Commercial Advisory Member

Charlene Fisk, RPL  
Secretary

E. Douglas Hackett  
Treasurer

**The 2013 revision of the Atlantic Chapter Bylaws is dedicated to  
James F. Blesso**

**BYLAWS**

**ARTICLE I:..... 1**  
*NAME/PURPOSE*  
 Section 1. Name:..... 1  
 Section 2. Purpose:..... 1

**ARTICLE II:..... 2**  
*ORGANIZATION*  
 Section 1. Organization:..... 2  
 Section 2. Membership:..... 2  
 Section 3. Voting and Elected Officers:..... 2  
 Section 4. Authority:..... 2  
 Section 5. Public Safety:..... 2

**ARTICLE III:..... 3**  
*AUTHORITY*  
 Section 1. General:..... 3  
 Section 2. The Quorum:..... 3  
 Section 3. The Board of Directors:..... 3

**ARTICLE IV:..... 4**  
*CONFLICT OF INTEREST*  
 Section 1. Purpose: ..... 4  
 Section 2. Definitions:..... 4  
 Section 3. Procedures:..... 5  
 Section 4. Addressing the Conflict of Interest:..... 5  
 Section 5. Violations:..... 5  
 Section 6. Records of Proceedings:..... 5  
 Section 7. Compensation:..... 5  
 Section 8. Annual Statements:..... 6  
 Section 9. Periodic Reviews:..... 6  
 Section 10. Use of Outside Experts:..... 6

**ARTICLE V:..... 7**  
*OFFICERS*  
 Section 1. Elected Officers:..... 7  
 Section 2. President:..... 7  
 Section 3. Secretary:..... 7  
 Section 4. Treasurer:..... 7  
 Section 5. Chapter Commercial Advisory Member: ..... 7  
 Section 6. Board Members at Large:..... 7  
 Section 7. Term of Office:..... 7  
 Section 8. Removal of Officers:..... 7

**ARTICLE VI:..... 8**  
*SECRETARY*  
 Section 1. Appointment:..... 8

**ARTICLE VII:..... 8**  
*TREASURER*  
 Section 1. Appointment:..... 8

**ARTICLE VIII:..... 8**  
*BOARD MEMBERS AT LARGE*  
 Section 1. Appointment:..... 8

**ARTICLE IX:..... 9**  
*CHAPTER COMMERCIAL ADVISORY MEMBER*  
 Section 1. Appointment:..... 9

**ARTICLE X:..... 10**  
*MEMBERSHIP CATEGORIES*  
 Section 1. Definitions/Applications:..... 10  
 Section 2. Categories:..... 10  
 Section 3. Association Designations Attached to Category:..... 11  
 Section 4. Chapter Designations Attached to Category:..... 11  
 Section 5. Other Memberships:..... 11  
 Section 6. Changes in Membership Qualifications:..... 11

**ARTICLE XI:..... 12**  
*POLICY MANUAL*  
 Section 1. Chapter Policy Manual:..... 12

**ARTICLE XII:..... 12**  
*AMENDMENTS*  
 Section 1. Method:..... 12

**ARTICLE XIII:..... 12**  
*VOTING BETWEEN CONFERENCES*  
 Section 1. Poll by Petition:..... 12  
 Section 2. Procedure:..... 12

**ARTICLE XIV:..... 13**  
*RESOLUTIONS*  
 Section 1. Procedure:..... 13  
 Section 2. Rules of Order:..... 13

**ARTICLE XV:..... 14**  
*JAMES F. BLESSO SCHOLARSHIP PROGRAM*  
 Section 1. Goal:..... 14  
 Section 2. Scholarship Committee:..... 14

***ARTICLE I***

**NAME/PURPOSE**

**Section 1. Name:**

This organization shall be known as the Atlantic Chapter-APCO, Inc., also referred to in this document as "the Chapter".

**Section 2. Purpose:**

The purpose of the organization shall be to:

- 2.1 Foster the development and progress of public safety communications by means of education, research, planning, coordination, and training.
- 2.2 Promote the rapid and accurate collection, exchange and dissemination of information relating to emergency and other vital public safety communications. This training and education involves all levels of local, state, tribal and federal governments and those members who work with such agencies.
- 2.3 Strive to protect citizens, property, and provide for the general welfare by these and other appropriate means.

## *ARTICLE II*

### **ORGANIZATION/MEMBERSHIP/VOTING**

#### **Section 1. Organization:**

The Association of Public-Safety Communications Officials-International, Incorporated (APCO-International, Inc., also known as APCO International; APCOInternational, APCO-International, Inc. or simply APCO), referred to in this document as "the Association", has chartered the Atlantic Chapter-APCO, Inc. as a chapter of the Association to cover the States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, and New Jersey. The Chapter is a not-for-profit corporation, formed under the laws of the Commonwealth of Massachusetts.

#### **Section 2. Membership:**

The membership of this organization shall be open to persons of good character who meet the membership requirements as set forth in the APCO International Bylaws.

#### **Section 3. Voting and Elected Officers:**

3.1 The right to hold elected office in the Chapter is a privilege of the voting-eligible members only.

3.2 The right to vote is a privilege of the voting-eligible members only, except as may be specified in this document. Those members granted as "Life Members" by the Association have the right to vote except where restricted by this document.

#### **Section 4. Authority:**

Except as otherwise delegated in these Bylaws, the voting-eligible members are the ruling body of the Chapter. It is represented at a Meeting by a Quorum as defined in Bylaws Article III Section 2. The Quorum is the final authority on all matters brought to its attention. The Board of Directors exercises this authority when the Quorum is absent. At such times, the Board of Directors is authorized to carry out all functions of the Chapter in accordance with the Chapter's purposes.

#### **Section 5. Public Safety:**

Public Safety is defined as that function of government which provides public services concerned with law enforcement, forestry conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by federal, state, tribal or local government.

## ***ARTICLE III***

### **AUTHORITY**

#### **Section 1. General:**

- 1.1 All authority, unless otherwise delegated in these Bylaws, derives from the voting-eligible members of the Chapter.

#### **Section 2. Quorum:**

The voting-eligible members are represented by the Quorum as formed at one or more meetings held by the Chapter's members. As such, the Quorum wields the full power of the Chapter. No less than ten (10) of all voting-eligible members attending a business meeting of the Chapter shall constitute Quorum for purposes of conducting business under these Bylaws.

#### **Section 3. The Board of Directors:**

##### **ESTABLISHMENT:**

There shall be a Board of Directors. It shall consist of the Chapter's President, President Elect, First Vice President, Immediate Past President and the Executive Council Representative who have been seated in accordance with these Bylaws. In addition there will be a Chapter Commercial Advisory Member, two (2) voting-eligible Chapter members, a Secretary and Treasurer, all of whom have been appointed by the President and confirmed by the existing Board of Directors. The Chapter President shall be the Chair of the Board of Directors, and the President shall not be a paid employee of the Chapter. Each Board member shall have a vote and should there be a tie vote the deciding ballot will be cast by the President. The President is authorized to form committees and delegate their duties with the approval of the Board of Directors. Committee responsibilities are outlined in the Policy Manual, Article V.

Any member of the Board of Directors may be removed at any time, with or without cause, for any or no reason, by majority vote of the voting-eligible members at any meeting of the voting-eligible members at which a Quorum is present.

## *ARTICLE IV*

### **CONFLICT OF INTEREST**

#### **Section 1. Purpose:**

The purpose of the conflict of interest policy is to protect Atlantic Chapter-APCO, Inc.'s (Chapter's) interest when it is contemplating entering into a transaction or arrangement that might improperly benefit any Interested Person or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 2. Definitions:**

- 2.1 Interested Person – Any director, principal officer, or member of an interest, as defined below with governing board delegated powers, who has a direct or indirect financial interest, is an interested person.
- 2.2 Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
  - 2.2.1 An ownership or investment interest in any entity with which the Chapter has a transaction or arrangement.
  - 2.2.2 A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement, or
  - 2.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement.

Compensation – includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, subsection 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Section 3. Procedures:**

- 3.1 Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 3.2 Determining whether a conflict of interest exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Section 4. Addressing the Conflict of Interest:**

- 4.1 An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 4.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 4.3 After exercising due diligence, the governing board or committee shall determine whether the Chapter can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine, by majority vote of the disinterested directors, whether the transaction or arrangement is in the Chapter's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 5. Violations:**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take the appropriate disciplinary and corrective action.

**Section 6. Records of Proceedings:**

The minutes of the governing board and all committees with board delegated powers shall contain:

- 6.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest, in fact, existed.
- 6.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 7. Compensation:**

- 7.1 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.



- 7.2 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 8. Annual Statements:**

Each director, principal officer and members of a committee with governing board-delegated powers shall annually sign a statement which affirms such:

- 8.1 has received a copy of the conflict of interest policy,
- 8.2 has read and understands the policy,
- 8.3 has agreed to comply with the policy, and
- 8.4 understands the Chapter is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 9. Periodic Reviews:**

To ensure the Chapter operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 9.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- 9.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 10. Use of Outside Experts:**

When conducting the periodic reviews as provided for in Section 9, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## *ARTICLE V*

### **OFFICERS**

#### **Section 1. Elected Officers:**

There shall be three elected Officers at the Chapter level: President Elect, First Vice President and an Executive Council Representative. Each Officer shall be elected by simple majority vote of the voting-eligible members at the Fall Meeting of the Chapter at which a Quorum is present.

#### **Section 2. President:**

There shall be a President who will succeed from the position of President Elect.

#### **Section 3. Secretary:**

There shall be a Secretary.

#### **Section 4. Treasurer:**

There shall be a Treasurer.

#### **Section 5. Chapter Commercial Advisory Member:**

There shall be a Chapter Commercial Advisory Member on the Board.

#### **Section 6. Board Members at Large:**

There shall be two (2) voting-eligible members appointed Board Members at Large.

#### **Section 7. Term of Office:**

Members of the Board of Directors shall serve from the time they are installed in office until their successors are installed in office unless they are removed, resigned, or otherwise vacate the office. Any member of the Board of Directors, other than the position of CCAM, shall become ineligible for service on the Board of Directors by virtue of engaging in a commercial capacity. Normally, officer installation shall occur during the Chapter's Fall Meeting with the term of officer for a period of one (1) year or until the next Chapter Fall Meeting, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

#### **Section 8. Removal of Officers:**

Any Officer may be removed at any time, with or without cause, for any or no reason, by majority vote of the Board of Directors whenever, in its judgment, the best interest of the Chapter will be served by such action.

**The authority and duties of all of the Chapter Officers are as set forth in the Chapter Policy Manual.**

***ARTICLE VI*****SECRETARY****APPOINTMENT****Section 1. Appointment:**

The Secretary shall be appointed, on a yearly basis, upon a recommendation by the incoming President, subject to the approval of the existing Board of Directors. The Secretary may be removed upon majority vote of the Board of Directors at any time, with or without cause, for any or no reason.

***ARTICLE VII*****TREASURER****APPOINTMENT****Section 1. Appointment:**

The Treasurer shall be appointed, on a yearly basis, upon a recommendation by the incoming President, subject to the approval of the existing Board of Directors. The Treasurer may be removed upon majority vote of the Board of Directors at any time, with or without cause, for any or no reason.

***ARTICLE VIII*****BOARD MEMBERS AT LARGE****APPOINTMENT****Section 1. Appointment:**

The two (2) Board Members at Large shall be appointed, on a yearly basis, upon a recommendation by the incoming President, subject to the approval of the existing Board of Directors. Any or all of the Board Members at Large may be removed upon majority vote of the Board of Directors at any time, with or without cause, for any or no reason.

***ARTICLE IX*****CHAPTER COMMERCIAL ADVISORY MEMBER****APPOINTMENT****Section 1. Appointment:**

The Chapter Commercial Advisory Member shall be appointed, on a yearly basis, upon a recommendation by the incoming President, subject to the approval of the existing Board of Directors. The CCAM may be removed upon majority vote of the Board of Directors at any time, with or without cause, for any or no reason.

## *ARTICLE X*

### **MEMBERSHIP CATEGORIES**

#### **Section 1. Definitions/Applications:**

- 1.1 Only individuals are eligible to become APCO members. The membership of the Association and this Chapter shall be divided into the following categories: Full Member, Associate Member, On-Line Member and Commercial Member. A designation of Life, Honorary, Chapter Life, Chapter Honorary, Multiple, and Senior may be added to any category except On-Line Member.
- 1.2 Applications for membership shall be processed in accordance with the provisions of APCO International's Bylaws.

#### **Section 2. Categories:**

##### **2.1 Full Member:**

- 2.1.1 The citizens of the United States of America as listed in 2.1.2 shall be eligible for Full membership.
- 2.1.2 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.
- 2.1.3 Full members may vote in the annual Quorum, may enjoy all benefits and privileges and, except where otherwise limited, may serve in any capacity in the Association and its chapters.

##### **2.2 Commercial Member:**

- 2.2.1 Those persons who receive compensation in any form for services rendered in business and industry are eligible to be Commercial members. Except for the Chapter Commercial Advisory Member on the Board of Directors, voting privileges are as provided for in Bylaws Article II Section 3.2. They may otherwise enjoy all benefits and privileges of the Association.

**2.3 Associate Member:**

- 2.3.1 Those non-administrative and non-supervisory personnel otherwise meeting the requirements of 2.1.2 who, at the applicant's discretion, may select this category and those persons not meeting the requirements of any other category of membership are eligible for this category. They may continue to enjoy all the privileges as limited by Bylaws Article II Section 3. Associate members are non-voting members.

**2.4 Online Member:**

- 2.4.1 The "Online Member" category is reserved for individuals who otherwise meet the requirements of Section 2.1 or 2.3 above and, based on Association policy, are eligible to enjoy essentially online privileges only.

**Section 3. Association Designations Attached to Category:**

Only the Association Board of Directors may confer the following designations of membership, Honorary Member, Life Member, Senior Member, and Multiple Member. The criteria for these designations are contained in the International Association Policy manual.

**Section 4. Chapter Designations Attached to Category:**

The Chapter may confer the following designations of membership, Chapter Honorary Member and Chapter Life Member. The criteria for these designations are contained in the Chapter Policy manual.

**Section 5. Other Memberships:**

In addition to the categories of membership outlined in this Article, this Chapter shall recognize any other membership classifications as may be provided for by APCO Inc. in a manner in keeping with the intent of APCO for such classifications.

**Section 6. Changes in Membership Qualifications:**

- 6.1 Should the occupational status of any member change so as to affect membership qualification, the membership classification shall automatically change to concur with this new classification.
- 6.2 Any elected officer of this Chapter shall immediately and automatically vacate such office upon loss of qualification as a Full voting-eligible member.

## ***ARTICLE XI***

### **POLICY/MANUALS**

#### **Section 1. Chapter Policy Manual:**

There shall be a Chapter Policy Manual. It shall be maintained and kept in current condition by the Secretary with the guidance of the Board of Directors. The Manual shall be separate from but be part and parcel of the governing Bylaws. In the event of any conflict between the Chapter Policy Manual and these Bylaws, the provision of these Bylaws shall govern to the extent of such conflict.

## ***ARTICLE XII***

### **AMENDMENTS**

#### **Section 1. Method:**

The Bylaws of the Chapter may be amended only by a two-thirds affirmative vote at any meeting at which a Quorum is present.

## ***ARTICLE XIII***

### **VOTING BETWEEN CONFERENCES**

#### **Section 1. Poll by Petition:**

Should more than 10 voting-eligible members petition the President in writing regarding a single issue, other than amendment of the Bylaws, the President shall poll the Board of Directors in the matter.

#### **Section 2. Procedure:**

Should a majority of the Board of Directors approve the petition the President shall forthwith act accordingly.

***ARTICLE XIV*****RESOLUTIONS/RULES OF ORDER****Section 1. Procedure:**

Every resolution of a formal character, except involving amendments to the Bylaws requiring handling in accordance with Policy Manual Article XX, shall be in writing and presented to the Board of Directors for consideration and report prior to the last day of the Fall Meeting. Any resolution considered by the Board of Directors shall be presented to the Quorum, along with the recommendation prior to the voting on the resolution.

**Section 2. Rules of Order:**

Any question coming before any meeting of this Chapter, which is not specifically provided for by the Bylaws, shall be governed by Roberts Rules of Order - Newly Revised.



***ARTICLE XV*****JAMES F. BLESSO  
SCHOLARSHIP PROGRAM****Section 1. Goal:**

The Atlantic Chapter-APCO, Inc. is committed to increasing the interest and participation in the programs provided by the Association to increase the impact of the programs to the participants, the donors, and the organization, as well as promoting the building of future leaders within the profession and the Association. To these ends the Atlantic Chapter-APCO, Inc. has established a Scholarship Program. The Chapter Board of Directors truly feels the developing of our members is an investment in the future.

**Section 2. Scholarship Committee:**

A Scholarship Committee has been established and is comprised of the Chapter President, First Vice President, Treasurer, and two (2) members from the voting-eligible classification appointed by the President. The Scholarship Committee shall review all scholarship applications received and make written recommendation to the Board of Directors for approval of all Scholarship Awards.

END