

## PENNSYLVANIA CHAPTER, APCO, INC.

### BY-LAWS

The Pennsylvania Chapter, APCO, Inc. ("Chapter") is hereby formed as a non-profit professional association, incorporated under the laws of the Commonwealth of Pennsylvania (the "Commonwealth") and dedicated to the advancement of the art and science of public safety communications within the Commonwealth. The Chapter is a member chapter of APCO International, Inc. ("Association"). The Association, in turn, is governed by its By-Laws ("Association By-Laws") and Policy Manual ("Association Policy Manual", and collectively with the Association By-Laws, the "Association Governing Documents"), each as amended from time-to-time by the Association.

Upon adoption by the Chapter, this document (the "By-Laws") shall supersede and replace all previous by-laws of the Chapter, effective as of the date of adoption, March 27, 2013.

#### **Article I. Organization**

Section 1.01 **Governance.** The Chapter is governed by its members (the "Members", collectively, the "Membership") in accordance with these By-Laws. A quorum of the Members (the "Quorum") is assembled by written notice to the Membership in tangible or electronic form to the addresses set forth in the Membership rolls, not less than thirty (30) days prior to the scheduled meeting (each a "Chapter Meeting").

Section 1.02 **Officers.** The following officers of the Chapter (each an "Officer", collectively, the "Officers") shall be selected in accordance with these By-Laws: the "President", "President Elect", "Vice President", "Secretary", "Treasurer", and the Chapter Commercial Advisory Member ("CCAM"), "Board Member at Large", "Association Executive Council Representative" and "Past President".

Section 1.03 **Executive Board.** The day-to-day business is conducted by the Officers, who together shall comprise the Chapter executive board ("Executive Board") installed in accordance with these By-Laws and discharging the powers and duties delegated to them by the Quorum and these By-Laws.

Section 1.04 **Committees.** The work of the Chapter may be carried out by committees whose members shall be selected by the Executive Board in accordance with these By-Laws, including committees established by these By-Laws ("Standing Committees"), and other committees established by the Policy Manual or Executive Board, whether indefinitely or with limited duration ("Special Committees").

Section 1.05 **Approvals.** Unless otherwise specified in these By-Laws, all approvals required by the Quorum or the Executive Board shall be by simple majority of the eligible Members in attendance.

Section 1.06 **Policy Manual.** The Executive Board may choose to adopt a policy manual to govern the day-to-day operation of the Association ("Policy Manual"). The Policy Manual may be adopted or amended by the approval of the Executive Board.

#### **Article II. Membership and Dues**

Section 2.01 **Membership.** The Member rolls of the Chapter shall be maintained by the Association on its behalf, and the Secretary shall monitor the Member rolls and communicate with the Association to insure the Chapter Membership records are accurate. Application for Chapter membership shall be made through the Association. Any eligible individual may obtain and maintain Chapter membership in the membership classes and attendant eligibility set forth by the Association in the Association Governing Documents, and shall remain a Member so long as they remain in good standing with the rules of the Association and the Chapter, including the payment of dues.

Section 2.02 **Dues.** Annual dues in the Chapter (the "Dues") will be set, billed and collected by the Association, and the Treasurer shall be the custodian of the Chapter portion of the dues remitted to the Chapter by the Association.

Section 2.03 **Eligibility.** Membership in the Chapter shall be limited to those persons eligible for membership in the Association, and who live, work, or conduct significant business within the Commonwealth.

Section 2.04 **Commercial Members.** No Chapter Member of the “commercial” class designated by the Association, or who otherwise derives a substantial livelihood engaging in the commercial manufacture, lease or sale of public-safety communications equipment or whose principal source of income is derived from writing, publishing, advising or consulting in the land mobile communications field or the distribution of goods or representation of companies, firms, themselves, or others who profit materially from such activities (each a “Commercial Member”), shall be permitted to vote in the Quorum or for the election of Officers, provided, however, that the CCAM shall be a voting member of the Executive Board.

Section 2.05 **Multiple Affiliations.** A member of this Chapter may affiliate with other Chapters of the Association, and this Chapter shall offer membership in this Chapter in accordance with the provisions of the Association Governing Documents pertaining to his classification, provided that the prospective Member meets the eligibility requirements set forth in Section 2.03 above.

Section 2.06 **Membership Classes.** In addition to the Membership classes established by the Association, the Chapter may bestow the following memberships set forth in this Section 2.06. The Executive Board shall approve a recommendation made by the Credentials Committee (as defined below) to bestow the membership on an individual, and the Quorum shall ratify the recommendation at the next Chapter Meeting. Any Member may petition the Credentials Committee at any time for consideration of an individual (but not themselves). Upon approval by the Quorum and throughout the length of the membership designation, the Chapter shall pay all Association and Chapter dues on behalf of the Member.

- (a) The designation of “Honorary Chapter Member” is reserved for (i) those persons, including those who have retired due to age or physical disability, who have made significant contribution toward the objective of this Chapter, or (ii) those persons who have made significant contributions to the advancement of public safety communications in the Commonwealth, but not otherwise eligible for Chapter Membership. The Honorary Chapter Member designation shall be indefinite unless a term is set by the Quorum on recommendation by the Executive Board. Chapter Honorary Members may serve on such committees as may be specifically approved by the Executive Board.
- (b) The designation of “Chapter Life Member” is reserved for Members of any membership class who have provided significant, outstanding service to the Chapter, including: (i) Current Chapter Member in good standing, (ii) Membership in the Association for at least fifteen (15) consecutive years, at least five (5) of which shall be as a Chapter Member, (iii) at least five (5) major contributions at the Chapter or Association level which have significantly benefitted the Chapter, Association, the commercial community, or the general public safety community, including serving a full term as an Officer, serving as CCAM for at least five (5) years, serving as Association Executive Council Representative for at least four (4) years, serving as Conference Committee Chair (as defined below) for at least (2) years, serving as a regional conference or Association annual conference chairman, or distinguished service as chairman of a Standing Committee or Special Committee.

Section 2.07 **Conduct.** All Officers and Members are expected to conduct themselves and their business with the highest degree of professionalism and decorum when representing the Chapter. In the event any Member is suspected or accused of any improper conduct the matter will be investigated and administered in accordance with Section 2.08 below.

Section 2.08 **Investigations.** An investigation of misconduct (an “Investigation”) may be initiated by any Member by providing a written statement to the President or the Secretary, following the process set forth in the Policy Manual. If, after completion of the investigative process set forth in the Policy Manual, the Executive Board believes that any sanctions are warranted against any Member, the proposed sanction approved and recommended by a two-thirds majority of the Executive Board shall be presented to the Quorum for ratification at a Chapter Meeting. The proposed sanctions shall be instituted if approved by a two-thirds majority of the Quorum.

### **Article III. Chapter Governance**

Section 3.01 **Quorum.** The Chapter shall be governed by the Quorum, which is composed by all active Members of the Chapter, except for Commercial Members. The Quorum shall meet in at least one (1) Chapter Meeting per calendar year. Approval of the Quorum is necessary for the following (each a Significant Action): (i) amendment of these By-Laws; (ii) dissolution of the Chapter or change in corporate status under the laws of the Commonwealth; (iii) discontinuance of affiliation with the Association; (iv) purchase, sale or lease of real property by the Chapter; (v) any loan of money from the Chapter; (vi) any issuance of debt by the Chapter, except for credit card use and other trade payables incurred in the normal course of business; (vii) initiation of litigation on behalf of the Chapter; (viii) creation of any permanent, full-time employment positions by the Chapter; (ix) any single expenditure greater than Twenty Five Thousand Dollars (\$25,000); and (x) other actions specifically set forth in these By-Laws.

Section 3.02 **Executive Board.** The day-to-day business of the Chapter shall be conducted by the Executive Board. The Executive Board shall act at all times in the best interests of the Chapter, in accordance with these By-Laws, the Policy Manual, the Association Governing Documents and all applicable federal and Commonwealth laws. The Executive Board shall be composed of the following Officers, with the following duties and privileges, in addition to the general duty to carry out such actions as specifically and duly authorized by these By-Laws, the Quorum or the Executive Board:

- (a) President: The President shall: (i) serve as the chairperson of the Executive Board and preside at all meetings of the Executive Board (each a "Board Meeting") and Chapter Meetings, (ii) establish Special Committees not otherwise set forth in the Policy Manual, (iii) appoint the chairperson of each Standing Committee and Special Committee, and appoint the members in consultation with the committee chairperson, (iv) represent the Chapter and its Members in dealings with the Association, government officials, the media, and the general public, (v) present awards as authorized by the Policy Manual, and (vi) delegate duties and privileges to other Executive Board Members so long as not inconsistent with these By-Laws.
- (b) President Elect: The President Elect shall perform all the duties of the President in the President's absence and all other duties as assigned by the President.
- (c) Vice President: The Vice President shall perform: (i) all the duties of the President Elect in the President Elect's absence, (ii) all of the duties of the President in the absence of the President and President Elect, and (iii) other duties as assigned by the President.
- (d) Secretary: The Secretary shall: (i) record and distribute the minutes of each Chapter Meeting and Board Meeting; (ii) maintain the corporate record books of the Chapter in accordance with the laws of the Commonwealth, (iii) ensure that the Chapter timely files all required documents, forms, and certifications as may be required by the Commonwealth or the federal government to remain a non-profit association in good corporate standing, (iv) maintain the business records of the Chapter, (v) maintain the Membership rolls in coordination with the Association, and (vi) perform other duties as may be authorized and required by the Executive Board.
- (e) Treasurer: The Treasurer shall: (i) receive and deposit all monies of the Chapter in accounts as directed by the Executive Board, (ii) disburse monies in the manner and amounts authorized by the Quorum, President or Executive Board, as applicable, (iii) record all receipts and disbursements in a simple cash accounting method clearly showing the date, amount, purpose and to whom paid or from whom received, (iv) report in written, itemized form these transactions to the Secretary prior to each Chapter Meeting and provide an oral report during each Chapter Meeting, (v) provide periodic reports on the accounts and expenses of the Chapter at each Board Meeting, and (vi) make all books and accounting records available to Chapter appointed auditors or others as directed by the President, the Executive Board or Quorum. The Chapter, at its expense, shall obtain and maintain a bond for the Treasurer in an amount set by the Executive Board.
- (f) CCAM: The CCAM shall be a Commercial Member appointed by the President, and shall: (i) serve as the chairperson of the Commercial Committee (as defined below), (ii) be responsible for managing exhibits

and sponsorships for Chapter conferences; (iii) represent the interests of Commercial Members to the Executive Board and the Quorum.

- (g) Association Executive Council Representative: The Association Executive Council Representative shall represent the Chapter in the Association's executive council (or successor body providing for chapter representation) and report the proceedings of such meetings to the President, Membership and the Executive Board. The Association Executive Council Representative shall provide oral or written reports of Association Executive Council activity at each Chapter Meeting and Board Meeting, and as needed shall provide updates of material actions taken by the Association to the Secretary for communication to the Membership.
- (h) Board Member at Large: There shall be four (4) Board Members at Large. Each Board Member at Large shall be responsible for performing duties as assigned by the President or the Executive Board.
- (i) Past President: Each Past President serving as a member of the Executive Board shall be responsible for performing duties as assigned by the President or the Executive Board. The number of Past Presidents serving on the Executive Board shall be determined by the selection procedures set forth in Section 4.04 below.

Section 3.03 **Board Meetings.** Board Meetings shall be held at least quarterly in person or telephonically at a time and place designated by the President, and the Secretary shall keep minutes of each Board Meeting, to be ratified by the Executive Board and distributed to the Membership. A majority of the Officers (not including all Past Presidents except for the immediate Past President) along with at least one of the President, President Elect or Vice President shall constitute a quorum of the Executive Board.

Section 3.04 **Public Meetings.** All Chapter Meetings and Board Meetings shall be open to all Members and the general public. Exception may be made when there is a specific need for confidentiality, including (i) discussion about pending litigation or other legal matters with the Chapter's legal counsel, (ii) employee compensation matters, or (iii) disciplinary matters with respect to any Officer or Member. In such event, the Executive Board or the Quorum, as applicable, shall meet in executive session only for the portion of the meeting necessary to discuss the confidential matters.

Section 3.05 **Rules of Order.** All questions of order during a Chapter Meeting or Board Meeting shall be decided by the President or the presiding Officer, subject to appeal by any Member present. The Executive Board by majority vote may delegate such authority to a parliamentarian. The conduct of all Chapter Meetings and Board Meetings shall be conducted in accordance with (i) these By-Laws, (ii) the Policy Manual, and (iii) *Robert's Rules of Order*, in that order.

Section 3.06 **Standing Committees.** The Chapter shall conduct business through the following Standing Committees, whose members shall be selected in accordance with Section 1.04 above. The chairperson of each Standing Committee ("Standing Committee Chair"), the size of the Standing Committee, and its members (the "Standing Committee Members") shall all be determined by the Executive Board. Each Standing Committee Chair shall be invited to report on the Standing Committee's activities at each Board Meeting and Chapter Meeting. The Standing Committees shall include:

- (a) Credentials Committee: The members of this committee shall (i) actively solicit qualified, interested members and nominate those candidates for each Officer position who appear amply qualified to serve the best interests of this Chapter, (ii) conduct Officer elections in accordance with these By-Laws and the Policy Manual, and (iii) consider and provide recommendations on nominations for Honorary Chapter Member and Chapter Life Member awards. The Credentials Committee shall not include Commercial Members.
- (b) Commercial Committee: The Commercial Committee shall be chaired by the CCAM, and shall be representative of the Commercial Members, although membership on the Commercial Committee shall be open to all Members. The Commercial Committee shall: (i) assist and support the CCAM in the conduct of

his duties with respect to conference exhibits and sponsorship opportunities, (ii) work to promote the benefits of Chapter membership and active participation within the public safety commercial community, and (iii) otherwise assist the welfare of the Chapter as requested by the President or the Executive Board.

- (c) Conference Committee: The Conference Committee shall be responsible for the organization and operation of the Chapter's annual conference, including (i) budgeting, (ii) securing necessary facilities and amenities, (iii) developing and presenting educational sessions, and (iv) presentation of the annual trade show during the conference. The CCAM and the President shall be included as members of the Conference Committee.
- (d) Membership Committee: The Membership Committee shall (i) assist the Secretary in maintenance of the Membership rolls; (ii) consider and present to the Executive Board strategies to maintain and grow Chapter Membership; and (iii) take necessary and appropriate actions to implement such strategies.
- (e) Legislative and Regulatory Committee: The Legislative and Regulatory Committee shall (i) monitor actions of relevant government institutions affecting public safety communications and 9-1-1 in the Commonwealth, including the U.S. Congress, Federal Communications Commission, Pennsylvania General Assembly and the Pennsylvania Emergency Management Agency (collectively, "Governing Bodies"), (ii) disseminate relevant information to the Members, (iii) recommend to the Executive Board advocacy actions and official positions with respect to issues before Governing Bodies; (iv) take such advocacy actions toward Governing Bodies as directed by the Executive Board, including letters, electronic mail, phone calls, written comments, meetings and testimony (collectively, "Advocacy Actions"), and (v) coordinate the participation of Members and Officers in Advocacy Actions as necessary and appropriate.

Section 3.07 **Special Committees.** The President, with confirmation by the Executive Board, may create Special Committees at any time and from time-to-time as deemed appropriate. The chairperson of each Special Committee ("Special Committee Chair"), the size of the Special Committee, and its members (the "Special Committee Members") shall all be determined by the Executive Board. Each Special Committee may be created with an established or indefinite term of operation. Creation of any Special Committee with a term greater than one (1) year shall require the Executive Board to amend the Policy Manual to include the purpose and charge of such Special Committee, else the charter of the Special Committee shall expire on the first (1<sup>st</sup>) anniversary of its creation. Each Special Committee Chair shall be invited to report on the Special Committee's activities at each Executive Board Meeting and Chapter Meeting.

#### **Article IV. Officers – Selection and Term in Office**

Section 4.01 **Term of Office.** The term of office for each Officer shall be two (2) years ("Term"). Members may serve as Officers as often as selected by the Chapter, except that no Member may serve in the office of President, President Elect or Vice President for more than one (1) Term is any six (6) year period, except as expressly set forth in this Article IV.

Section 4.02 **Term Commencement.** Each Officer's Term shall commence upon their installation during the Chapter Meeting at which he is elected and shall continue until the installation of the successor in that office, unless earlier vacated. New Officers shall be sworn in by the outgoing President or alternate selected by the outgoing President. In the event that an Officer cannot be sworn in at a Chapter Meeting, such Officer shall be sworn in by the President in person or by telephone at the earliest convenient time, witnessed by at least two (2) additional Members, and the date recorded by the Secretary.

Section 4.03 **Elections.** The time and place of election of Officers shall be the regularly scheduled Chapter Meeting closest to the end of each odd-numbered calendar year. Nomination of candidates and certification of candidates to be placed on the ballot for election (each a "Candidate") shall be conducted by the Credentials Committee in accordance with these By-Laws and the Policy Manual. All eligible Members shall be given an opportunity to cast ballots, following the election process set forth in the Policy Manual (an "Election"). The Chapter shall conduct an Election regardless of the number of Candidates, and a Candidate must receive a majority of votes cast to be elected to office sought. At the Chapter Meeting, any Member who has not already voted shall be given an opportunity to vote in person prior to the Chapter Meeting. Following tabulation by the Credentials Committee, the Credentials Committee shall make a report of the results to the Chapter Meeting, and the Quorum

shall vote to adopt the Election results reported by the Credentials Committee confirming the selection of new Officers.

Section 4.04 **Past Presidents.** The immediate Past President shall automatically be a member of the Executive Board for the two (2) year Term immediately following their Term as President. Other Past Presidents may be appointed to the Executive Board by the President.

Section 4.05 **Vacancies.** Any office may be declared vacant by the President in the event the incumbent Officer resigns, dies, or is removed in accordance with Section 4.06 below (a "Vacancy"). In the event of a Vacancy:

- (a) If the Vacancy is in the office of President, the President Elect shall automatically succeed to the office of President, and shall be eligible to serve out the remaining Term of the previous President as well as the full Term he would have been entitled to upon succeeding to the office in the normal course, for a total term of up to four (4) years.
- (b) If the Vacancy is in another office, the President shall appoint a successor, subject to ratification by the Executive Board. The President may, but is not required to, seek nominations from the Membership for the office. The President, subject to Executive Board confirmation, may appoint a temporary replacement to fill the Vacancy for a period not to exceed one hundred and twenty (120) days, provided that the temporary appointment shall automatically expire upon the installation of a permanent successor. In the event of a temporary appointment to the office of President Elect or Vice President, the term limits in Section 4.01 above may be waived by the Executive Board. Each successor Officer shall be sworn in as soon as practicable following their confirmation by the Executive Board via the process set forth in Section 4.02 above.

Section 4.06 **Removal from Office.** Any member of the Executive Board may petition for the removal of an Officer in the event of any of the following: (i) unexcused absence from three (3) consecutive Board Meetings, or fifty percent (50%) of scheduled Board Meetings within any six (6) month period, (ii) Excused absences from six (6) consecutive Board Meetings, or fifty percent (50%) of scheduled Board Meetings within any twelve (12) month period, (iii) resignation or expiration without renewal of Chapter membership, (iv) relocation, so the Officer no longer meets the eligibility requirements set forth in Section 2.03 above, (v) except for the CCAM, change in employment so that the Officer is classified as a Commercial Member, or (vi) finding of wrongdoing in accordance with Section 2.08 above. Upon receipt of the petition by the President and the Secretary, the matter shall be scheduled for deliberation at the next regularly scheduled Board Meeting, and the Officer in question shall be invited to provide a response. The Officer may be removed and the applicable office declared vacant by a majority vote of the Executive Board.

## **Article V. Amendment**

Section 5.01 **Resolution.** These By-Laws may be amended by approval of the Quorum as set forth in this Article V (each an "Amendment"). A proposal to adopt an Amendment (each a "Resolution") may be brought forward to the Quorum for consideration (i) by the approval of the Executive Board, or (ii) by five (5) Members who shall sign the Resolution and deliver it to the Secretary. In either case the Resolution shall state the reason for the proposed amendment, the identification of section(s) to be amended, and the specific wording of the changes to each section in redline format.

Section 5.02 **Consideration.** The Resolution shall be considered by the Quorum at the next scheduled Chapter Meeting, provided that a Resolution must be received by the Secretary at least sixty (60) days prior to a scheduled Chapter Meeting to be considered at such Chapter Meeting. Not less than thirty (30) days prior to the Chapter Meeting, the Secretary shall cause the Resolution to be distributed by written or electronic form to the Members, and discussion of the Resolution to be added to the agenda of the Chapter Meeting.

Section 5.03 **Adoption.** If approved by a two-thirds (2/3<sup>rd</sup>) majority of the Quorum, the Resolution shall be adopted as an Amendment. Within a reasonable time following adoption of the Amendment the Secretary shall make the appropriate changes to these By-Laws and make an updated copy available to the Membership.

## **Article VI. Miscellaneous**

Section 6.01 **Dissolution.** In the event of dissolution of the Chapter, all Chapter assets shall be distributed to an organization or organizations of similar purposes as selected by the Quorum.

Section 6.02 **Insurance.** The President shall be responsible for having the Chapter adequately covered by liability and other necessary insurance, including directors and officers (D&O) insurance to protect the Officers in the proper discharge of their duties under these By-Laws. Upon approval of the Executive Board the Chapter shall purchase such insurance from a reputable insurance carrier approved to do business in the Commonwealth and the Treasurer shall pay the premiums assessed.

Section 6.03 **Bonding.** The President shall ensure that the Chapter has acquired a surety bond to cover the Treasurer and any other persons determined by the President to have significant responsibility for Chapter funds. Upon approval of the Executive Board the Chapter shall purchase such surety bonds from a reputable surety approved to do business in the Commonwealth and the Treasurer shall pay the premiums assessed.

Section 6.04 **Expense Reimbursement.** The Executive Board may reimburse reasonable out-of-pocket expenses incurred by Officers or Members in conduct of the business of the Chapter. The Chapter expense reimbursement policy and procedures shall be set forth in the Policy Manual.

Section 6.05 **Interpretation.** The caption headings in this Agreement are for convenience and reference only and do not define, modify or describe the scope or intent of any of the terms of these By-Laws. If any one or more of the provisions of these By-Laws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable by law, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these By-Laws and all other applications of any such provision shall not be affected thereby. These terms shall have the indicated meaning when used in these By-Laws: (i) "including" shall mean including, without limitation, (ii) "or" shall mean and/or (unless indicated otherwise), (iii) "discretion" means within the applicable party's sole discretion, (iv) any gender references shall encompass the masculine or feminine, and (v) the singular includes the plural and the plural includes the singular.