

7/26/2017

Bylaws

**Minnesota Joint Chapter
Of The
Association of Public Safety Officials
International, Inc.**

And

National Emergency Number Association, Inc.

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**Bylaws Of The
Minnesota Joint Chapter of the
Association of Public Safety Communications Officials
International, Inc.
And
National Emergency Number Association, Inc.**

ARTICLE I. NAME

The name of this association is the Minnesota Joint Chapter of the Association of Public Safety Communications Officials International, Inc. (APCO) and the National Emergency Number Association, Inc. (NENA), also referred to as the “Chapter”, under charters granted by the National Executive Boards of APCO and NENA, also known as Minnesota APCO/NENA

ARTICLE II. PURPOSE

Section 1. Chapter Objectives

The purpose of the Chapter shall be to assist in the fulfillment mission by:

- A. Foster the development and progress of public safety communications and supporting information technologies by means of research planning, coordination, training, and education.
- B. 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.
- C. Represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate.
- D. Strive to protect the citizens and their property and provide for their welfare by these and other appropriate means.
- E. Support the APCO and NENA organizations. Abide by the provision, requirements and restrictions of the APCO International Bylaws and Policy Manual and the NENA Bylaws.
- F. Abide by the provision, requirements and restrictions of the Minnesota NENA/APCO Bylaws and Policy Manual.

ARTICLE III. MEMBERS

Section 1. Membership Application

- A. All membership applications shall be submitted to the NENA and/or APCO Headquarters following the membership categories for each association in accordance with each organization’s Bylaws.
- B. Additional membership categories are outlined in the Chapter membership policy.
- C. The Chapter shall not be discriminatory in any of its practices.

Section 2. Dues

- A. Membership dues are payable to each organization per calendar year as defined by the organization's Bylaws. Members who are delinquent over ninety days from each organization's due date may be dropped.
- B. The annual dues for all membership categories shall be set by each association.
- C. The associations will remand to the Chapter its portion of dues as applicable.
- D. The associations will report new members to each Chapter, where applicable.

Section 3. Authority

The members of the Chapter shall:

- A. Approve the proposed budget of the Chapter, such budget to show anticipated revenues by source, anticipated expenses and the desired objective, and anticipated expenses of any projects that are not a part of the regular activities of the Chapter.
- B. Elect the officers of the Chapter.
- C. Amend these Bylaws and policies in accordance with the provisions contained herein.

ARTICLE IV. OFFICERS

Section 1. Designation and term of office

- A. The Officers of this Chapter are:
 - a. President*,
 - b. First Vice President*,
 - c. Second Vice President*,
 - d. Secretary*,
 - e. Treasurer*,
 - f. Immediate Past President,
 - g. APCO Executive Council Member,
 - h. Commercial Advisory Member,
 - i. Seven (7) Regional Representatives (as designated by the State of MN Emergency Communications Regions).
 - Northwest
 - Northeast
 - Central
 - Metro
 - Southwest
 - South Central
 - Southeast
- B. All officers are voting members.
- C. The term of the office is two (2) years or until a successor is elected and assumes office.
- D. For President, First Vice President, Second Vice President is two (2) years or until a successor is elected and assumes office. The term of office for the First Vice President will automatically ascend to the office of President. The term of the office for the Second Vice President will automatically ascend to the office of First Vice President. The term of the office for the President will automatically ascend to the office of Immediate Past President.

- E. Should the ascension pattern be abdicated by the person in the current position, the Executive Board will decide if the ascension is adapted or the position is put up for election in the normal election process.
- F. Terms of office shall commence January 1. Should an election occur after January 1st of an election year, term of office shall commence once duly sworn in.
- G. Executive Board Members may serve two consecutive terms.
- H. Each officer must vacate a position after serving the maximum consecutive term for the period of one term before seeking re-election to the same office. Members may seek election to a different office.
- I. Should no one come forward to fill a position, the Executive Board may allow an incumbent to remain in office for an additional term.

Section 2. Eligibility

- A. Any NENA and APCO member, public or private (non-commercial), eligible for national office may serve as a Chapter officer. For NENA specific or APCO specific positions, the member must belong to that organization. The President, First Vice President, Second Vice President, Secretary, and Treasurer must be members of NENA and APCO and eligible for national office. [Noted with an '*' in Section 1, of this Article.]

Section 3. Nomination and Election

- A. An Election Committee will be formed to implement and oversee the Chapter's election process as stated in Article VIII, Section 1, item B in these Bylaws.
- B. Nominations and elections will follow the process and timeline outlined in the Chapter's Policies.
- C. Ballots shall be retained for ninety days after the result of the election has been announced.
- D. A written request for a ballot recount must be filed with the secretary within 30 days after the result of the election has been announced. Any recount shall be performed in accordance with policies adopted by the Executive Board.

Section 4. Duties of Officers

- A. President – The President shall:
 - a. Serve as chair of the Executive Board and preside at all meetings of this Chapter and the Executive Board;
 - b. Report on the state of the Chapter to the membership at all scheduled Chapter meetings.
 - c. Appoint committees as allowed by these Bylaws and Policies.
 - d. Perform the duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Executive Board.
 - e. Have co-oversight authority of the books, funds and securities of the membership. The President shall be bondable. The Bond shall be maintained at the Chapter's expense throughout the President's term of office. The bond for the President should be reviewed or applied for as soon as possible following each October meeting. If an elected President cannot obtain a bond, the individual must resign,

and the vacancy will be filled in accordance with the Chapter's Bylaws. The Chapter will be obligated to pay for the bond.

- B. First Vice President (President Elect) – The First Vice President shall:
 - a. Perform all the duties of the President in their absence or inability to act. When so acting, the First Vice President shall have the powers of and be subject to all restrictions upon the President.
 - b. Perform the duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Executive Board.
 - c. Serve as chair of the Awards committee.
- C. Second Vice President – The Second Vice President shall:
 - a. Serve as Chair of the Conference/Training Committee.
 - b. Perform the duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Executive Board.
- D. Secretary - The Secretary shall:
 - a. Serve as Chair of the Bylaws Committee.
 - b. Ensure the production and distribution of accurate minutes of all meetings of the members and Chapter Executive Board
 - c. Ensure that there is the proper publication of documents on behalf of the Chapter.
 - d. Perform the duties incidental to the officer and such other duties as may be prescribed by the governing documents or by the Executive Board.
- E. Treasurer – The Treasurer shall:
 - a. Have general oversight authority of the books, funds and securities of the membership. The Treasurer shall receive all funds belonging to the Chapter, and shall maintain bank account(s) for the orderly processing of all funds. The Treasurer shall pay from the account(s) all Chapter obligations as prescribed by the Chapter, or upon orders from the Executive Committee during intervals between Chapter meetings.
 - b. Prepare the Chapter financial records of the membership for review by the Chapter. The Treasurer shall prepare a financial report and present it at each meeting, and shall make financial records, to include bank statements, available to the Executive Board for review at scheduled Board meetings.
 - c. Send or cause to be sent all financial reports required Bylaws to the National Chapters.
 - d. The Treasurer shall be bondable. The Bond shall be maintained at the Chapter's expense throughout the Treasurer's term of office. The bond for the Treasurer should be reviewed or applied for as soon as possible following each October meeting. If an elected Treasurer cannot obtain a bond, the individual must resign, and the vacancy will be filled in accordance with the Chapter's Bylaws. The Chapter will be obligated to pay for the bond.
 - e. Perform the duties incidental to the officer and such other duties as may be prescribed by the governing documents or by the Executive Board.
- F. Immediate Past President – The Immediate Past President shall:
 - a. Act as Chair of the Elections Committee to oversee nomination and the election process of joint Chapter officers.
 - b. Oversee swearing in of elected officers.

- c. Perform the duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Chapter Executive Board.
- G. APCO Executive Council Representative – The APCO Executive Council Representative shall:
 - a. Give quarterly reports on activities on an International level.
 - b. Act as a liaison between the joint Chapter and International APCO.
 - c. Perform the duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Executive Board.
- H. Commercial Advisory Member – The Commercial Advisory Member shall:
 - a. Establish open lines of communications with Commercial Members and the non-Commercial Members and serve as an ex-officio Executive Board member.
 - b. Will be a part of the Conference/Training committee to assist with state conference to establish a venue for industry representation.
 - c. Perform the duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Chapter Executive Board.
- I. Seven (7) Regional Representatives (Northwest, Northeast, Central, Metro, Southwest, South Central, Southeast) shall:
 - a. Represent issues and concerns of the membership from each assigned region.
 - b. Responsible for establishing and maintaining communication with members of the Region represented. This includes, but not solely, membership, training, meetings, nominations, elections and the annual conference.
 - c. Assists in bringing new training opportunities to the state and participates in the logistical planning of each.
 - d. Perform duties incidental to the office and such other duties as may be prescribed by the governing documents or by the Chapter Executive Board.

Section 5. Vacancies

A vacancy in the office of President shall be filled by the Vice President for the remainder of the term.

A vacancy in any other office may be filled by the vote of the Chapter Executive Board for the remainder of the term.

Section 6. Removal from Office

- A. Executive Board members may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Chapter. The Executive Board may suspend an Executive Board Member from the performance of his/her duties, including voting privileges, during the impeachment proceedings.
- B. By 2/3 vote of the Executive Board, a member or officer may be impeached for just cause but before such proceedings become final, the officer shall be accorded all of the legal rights and privileges that are available to citizens of the United States, including the right of counsel, to reply to charges and to testify in his/her own behalf before the Executive Board. Said person shall be notified in writing and copies delivered by certified mail, return receipt requested.

- C. If upon completion of the review by the Executive Board, it is deemed necessary to proceed, the President shall direct the Secretary to prepare a special ballot noting the intent of the proposal.
- D. The Secretary shall then disburse the ballot to all current voting members.
- E. The Executive Board shall convene a special meeting to count the ballots.
- F. The results of the special impeachment ballot shall be announced at the next immediate Chapter meeting, at which time, replacement or succession is defined by Section 5.
- G. Should the President or Secretary be the subject of the removal from office, the Executive Board will designate a member from the Executive Board to execute their roles in this process.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1. Membership Meetings.

- A. The Chapter shall meet four times per year at a time and place as determined by the Executive Board.
- B. The meetings shall be held for the purpose of receiving reports on the activities and financial condition of the Chapter. Notice of the meetings stating the date, time and location shall be sent to all members at least thirty days in advance of the meeting.
- C. Special membership meetings may be called by the Executive Board or upon the written request of the Chapter members. Notice of a special meeting must include all of the items that will be brought up at the meeting, the date, time and location of the special meeting.
- D. The members of the Executive Board shall attend each quarterly General Meeting. An Executive Board Member may miss up to two meetings in a calendar year if notification has been provided to the Board prior to the General Meeting.

ARTICLE VI – EXECUTIVE BOARD

Section 1. Composition

- A. The Chapter Executive Board shall be comprised of the officers of the Chapter as outlined in Article IV Section 1.
- B. Eight Executive Board members are required for a quorum. A quorum is required for all actions taken at Executive Board meetings.

Section 2. Authority and Duties

- A. The business and affairs of the Chapter shall be managed under the direction of the Chapter Executive Board, which shall exercise all of the powers of the Chapter except those powers otherwise reserved exclusively to the members.
- B. The Executive Board shall:
 - a. Establish and maintain adequate management of the Chapter’s activities.
 - b. Engage appropriate staff as deemed necessary to manage the administrative affairs of the Chapter.
 - c. Fill vacancies in accordance with these Bylaws.
 - d. Appoint additional committees as deemed necessary.
 - e. Full board review of actual bank statements on a quarterly basis.

- f. Issue an annual financial report to the membership and report on Chapter activities.
- g. Appoint a representative as requested to state or regional boards, or anywhere asked to have a representative to meet and confer on objectives of this Chapter and our national organizations. These representatives shall serve at the pleasure of the Board without term limits.

Section 3. Board Meetings

- A. The Chapter Executive Board shall meet at a minimum, four times per year.
- B. Special meetings of the Chapter Executive Board may be called by the President or any three members of the Chapter Executive Board.
- C. The Chapter Executive Board may meet by telephone conference call or other electronic means provided that all members may hear and speak to one another at the same time.
- D. Notice shall be sent to all members at least seven days in advance of a regular meeting, and at least twenty-four hours in advance of a special meeting. Notice may be sent by electronic mail. Notice may be waived in writing before, during or after the meeting.
- E. The members of the Executive Board shall attend scheduled meetings, Executive Board Meetings either in person or via teleconference. An Executive Board Member may miss up to two meetings if notification has been provided to the Executive Board prior to the board meeting.

ARTICLE VII – ADMINISTRATION

Section 1. Chapter Property

- A. All right, title, and interest, both legal and equitable, in and to property of this Chapter shall remain in the Chapter. Any property of the Chapter in the position or trust of a member or employee shall be returned immediately to the Chapter upon the termination of their relationship with this Chapter.
- B. The use of Chapter funds for personal loans is prohibited.

Section 2. Dissolution

If this Chapter is dissolved, all assets shall be distributed to an organization of similar purposes as selected by a 2/3 vote of the members at the meetings at which the dissolution is approved.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees

There shall be the following Standing Committees: Bylaws, Elections, and State Conference/Training. Committee membership is open to the general membership of Minnesota APCO/NENA.

- A. Bylaws Committee: There shall be a Bylaws Committee composed of at least three members. The Secretary will serve as Chair.
 - a. The Bylaws Committee shall periodically review the Bylaws to ensure clarity, consistency and compliance with current policy and not be in conflict with APCO or NENA National Bylaws, making recommendations for amendment as necessary. The Bylaws Committee will also review Chapter policies and make

recommendations on any needed changes to the Executive Board who approves all policy changes.

- B. Election Committee: There shall be an elections committee comprised of at least three members. The Immediate Past-President shall act as the Chair.
 - a. Members of the committee shall be appointed by the Committee Chair subject to approval by the Chapter President.
 - b. The Election Committee shall oversee the election process, count ballots, and report to the membership on the results of the election. Members of this Committee are not eligible for election.
 - c. Should the Immediate Past President be seeking election the Executive Board will nominate another Committee Chair.
- C. State Conference/Training Committee – There shall be a State Conference/Training Committee comprised of at least three (3) members to oversee the Annual State Conference and other arranged Chapter training events. The Second Vice President will serve as Chair.
 - a. Training Sessions - this Committee is responsible for planning and scheduling training session speakers for the Chapter meetings. The Chapter may conduct schools or other formal activities for the purposes of education, training, and otherwise enhancing the Public Safety Communicators professional level of skills for Chapter members and non-members.
 - b. Conference – this Committee is responsible for structuring, scheduling, and facilitating the State Training Conference. The Treasurer and Commercial Advisory Member will be members to handle the finances and vendor aspects of the conference.
- D. Awards Committee – There shall be an Awards Committee comprised of at least three members. The First-Vice President shall serve as Chair.
 - a. The Committee members shall coordinate the Chapter Awards/Recognition program through ongoing solicitation of nominations, annual review of nominations and selection of award recipients.
 - b. This Committee will plan the awards banquet and presentation.

Section 2. Special Committees

- A. Special committees may be authorized by the members of the Executive Board and shall perform duties as directed.

ARTICLE IX – PARLIAMENTARY AUTHORITY

- A. The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order with the association may adopt.

ARTICLE X – AMENDMENT

Section 1. Requirements for Amendment

These Bylaws may only be amended if all the following conditions are met.

- A. Amendments may be proposed by the Executive Board, a Standing Committee, or upon petition of any ten Chapter members.
- B. The exact text of the change being proposed must be submitted to the Chair of the Bylaws Committee at least 30 days prior to the meeting at which the amendment is to be considered.
- C. The Bylaws Committee shall:
 - a. Review all submitted amendments and edit for composition.
 - b. Submit proposed amendments to the members at least thirty (30) days prior to the meeting at which the vote will be taken, together with the Committee's recommendation for action.
- D. The amendment must receive the affirmative vote of 2/3 of the members present and voting.
- E. All amendments passed and adopted by this Chapter in accordance with the Bylaws shall be in full force and effect upon the adjournment of the meeting wherein considered and adopted, provided an exception to this is not otherwise contained in the language of the amending resolution itself.
- F. Copies of the Chapter Bylaws shall be submitted to APCO and NENA Headquarters whenever changed.

ARTICLE XI – RESOLUTIONS

Section 1. Procedure

- A. Every resolution, unless of a formal character involving amendments to the Bylaws requiring handling in accordance with Bylaws Article X, shall be made in writing and presented to the Executive Board for consideration and report prior to the meeting. Every resolution considered by the Executive Board shall be presented to the Chapter, along with the recommendation of the Executive Board, in sufficient time for consideration prior to voting on the resolution.

Section 2. Rules of Order

- A. Upon any question coming before any meeting of this Chapter, which is not specifically provided for by the Constitution and/or Bylaws, the presiding officer shall be governed by Roberts Rules of Order, Revised.

ARTICLE XII – EXPENSES

Section 1. Specified Expenses

- A. The Secretary and Treasurer shall be authorized the necessary funds to fulfill the requirements of their offices as outlined in the Bylaws of this Chapter.
- B. Reasonable and proper expenses of the Executive Board members during their term of office; including reasonable expenses of the attendance of the Executive Board members to the Annual APCO and/or NENA Conferences, may be paid by this Chapter with the prior approval of the Executive Board. The financial status of the Chapter shall be taken into consideration before any travel expenses are authorized or paid.

Section 2. Unspecified Expenses

- A. The Executive Board shall be authorized to approve all other expenses not specifically outlined in the Bylaws of this Chapter unless otherwise directed by a vote of the Chapter membership.

Section 3. Chapter Property

- A. The Executive Board shall have full power and authority, upon an affirmative vote by 2/3 of the Committee members, to dispose of Chapter property.

ARTICLE XIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

- A. The Executive Committee may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

- A. All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Executive Board.
- B. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Chapter.

Section 3. Deposits

- A. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Executive Board may select.