



APCO International

Atlantic Chapter

**SUBMITTED TO THE ATLANTIC CHAPTER QUORUM AT
WHITEFIELD, NEW HAMPSHIRE**

RATIFIED AT THE FALL MEETING, OCTOBER 29, 2008

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President-Elect First Vice-President

C. Blair Sutherland
Immediate Past President

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Executive Council Representative

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Chapter Commercial Advisory Member

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The 2008 revision of the Atlantic Chapter Constitution and By-Laws is dedicated to
Thomas W. Emmons

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***ATLANTIC CHAPTER
CONSTITUTION***

ARTICLE I

NAME/PURPOSE

Section 1. Name:

This organization shall be known as the Atlantic Chap-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, and federal governments and those members who are employed by such agencies.
- 2.3 Strive to protect the citizen, property, and provide for the general welfare by these and other appropriate means.

ARTICLE II

ORGANIZATION/MEMBERSHIP/VOTING

AUTHORITY/PUBLIC SAFETY

Section 1. Organization:

The Association of Public Safety Communications Officials-International, Incorporated (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 State of New York.

Section 2. Membership:

The membership of this organization shall be open to persons of good character who meet its membership requirements as set forth in Bylaws Articles I and II.

Section 3. Voting and Elected Officers:

- 3.1 The right to hold elected office in the Association and in its chartered groups is a privilege of the Active Category of members only.
- 3.2 The right to vote is a privilege of the Active Category of 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:

The Active membership is the ruling body of the Chapter. It is represented at a Fall Meeting by a Quorum as defined in Bylaws Article IX. 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, or local government.

ARTICLE III

CHARTERS/CHAPTERS/REGIONS

STATE COMMITTEES

Section 1. Charter:

The Atlantic Chapter-APCO, Inc. is chartered by the Association as provided in the Constitution and Bylaws.

Section 2. Chartered Groups/Chapters:

- 2.1 APCO Chartered groups are Chapters of the Association. Members of Chapters are members of the Association.
- 2.2 The Constitution and Bylaws of this Chapter shall be current, consistent, and not in conflict with those of the Association. The Chapter shall promptly provide the Association Office with a copy of the Constitution and Bylaws each time they are amended.
- 2.3 The minutes of Chapter meetings shall include all actions of significance and they shall be reported in writing to the Association Office not more than thirty days after the adjournments of such meetings.

Section 3. Cancellation of Charters

Should any of the requirements upon a Chartered Group established in the Constitution and/or Bylaws of the Association not be strictly adhered to, its charter shall be subject to cancellation or modification by the Executive Council if, upon a review of the particular facts, such action appears appropriate.

- 3.1 The Charter of a chapter may be canceled or amended by a two-thirds affirmative vote of the International Executive Council when:
- 3.2 The voting membership of a Chapter declines to less than eleven in number.
- 3.3 The voting membership in a Chapter additional States(s) and Territory(s) chartered area(s) declines to less than seven in number.
- 3.4 A Chapter fails to hold at least two formal meetings within its chartered areas between the dates of consecutive Annual Conferences.
- 3.5 The appropriate requirements of the Association Constitution and Bylaws are not met.
- 3.6 A Chapter acts or fails to act in a manner which thus degrades the prestige and inhibits the effectiveness of the Association.
- 3.7 Except where compelling reasons exist for earlier cancellation of a Chapter's Charter, based on facts brought to their attention, the Board of Officers may issue a Notice of Probation to any group not in compliance with the Association Constitution and Bylaws, notifying the group of the circumstances in question and requesting them to take remedial action.

- 3.8 If by one year after such Notice of Probation is given, the group remains non-compliant with the Association Constitution and Bylaws and has taken no remedial action, the board of Officers shall recommend to the International Executive Council that the group's Charter be canceled. The Notice of Probation shall be sent by certified mail to all Chapter members in good standing.

Section 4. Chapter Accountability:

- 4.1 The Chapter is an affiliate of the Association and is required to comply with the Constitution and Bylaws, rules, policies, and other criteria as established by the Association. In all respects, the Chapter is a separate and distinct organization operating independently of the Association and is financially responsible for its own operations. The Chapter is required to categorize its members strictly in conformity with the provisions of Article I of the Association Bylaws.

Section 5. Voting Restrictions

- 5.1 The Chapter shall have those categories of membership provided for in Article I of the Bylaws. Only those members in the ACTIVE Category shall have the privilege of voting in matters before this Chapter. Members in other membership categories may be appointed to standing or ad-hoc committees wherein they shall be permitted to vote on matters before the committee.
- 5.2 On matters that involve Chapter representation before Federal government agencies and departments, members may vote only with respect to those of the country of which they are citizens. Association or Chapter members, as such, regardless of nationality, are specifically prohibited from taking part in any International matter at issue between the governments of nations with respect to any petition, comment or other pleading within or related to the purpose of the Chapter except as they may appropriately do in such matter should it be raised within the province of their own country.

Section 6. Regions:

The Chapters of the Association located in the United States are divided into and are members of four geographical Regions. Atlantic Chapter is part of the East Coast Region.

Section 7. State Committees:

The Chapter may form State subcommittees of itself, upon Board of Director approval of such act or acts.

ARTICLE IV

AUTHORITY

Section 1. General

1.1 All authority derives from the voting membership of the Chapter.

Section 2. The Quorum

The voting membership of the Chapter is represented by the Quorum as formed at one or more General Business Meetings held during the Chapter's Annual Conference. As such, the Quorum wields the full power of the chapter.

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, the Executive Council Member, a non-voting commercial member and two (2) Active Category chapter members who have been appointed by the President and confirmed by the Fall Meeting Quorum. The Chapter President shall be the Chief Executive Officer of the Board of Directors.

The Board of Directors is authorized to:

- 3.1 perform all functions and do those acts which the Fall Meeting Quorum might do which are not specifically reserved for others; provided, the Board of Directors shall not amend the Constitution and Bylaws of the Chapter.
 - 3.1.1 A simple majority of this Board shall constitute a Quorum, and a simple majority vote of those present at a session, or polled in writing, electronic mail, or by tape recorded telephone communication shall determine all issues, except that in the event of impeachment proceedings, a special meeting must be called and two-thirds (2/3) majority vote will be required for said impeachment.
- 3.2 convene or poll itself by a majority vote of its members at any time in accord with Section 4 of this Article.
- 3.3 institute and carry out impeachment and revocation proceedings.
- 3.4 require adherence to the APCO and Chapter Constitution and Bylaws
- 3.5 conduct necessary meeting sessions required to manage Chapter business matters.
- 3.6 All tape recordings of telephone conversations shall be done with the full knowledge and consent of all parties to the conversation. Such consent shall be made part of the taped record.
- 3.7 Any significant action taken by the Board of Directors shall be recorded in minutes of the meeting and submitted to the secretary of the chapter for presentation to the quorum at the next chapter meeting.

The Board of Directors shall:

Meet in conjunction with but prior to the first general business session at the Fall Meeting for the purpose of examining the Secretary's report and the Treasurer's financial report and to decide on recommendations to make to the business session Quorum that would advance and affect the objectives of the Chapter and the Association.

Section 4. Procedures:

Two weeks prior written notice by the President is required to schedule a meeting of the Board of Directors except when the Association is in Annual Conference, when the East Coast Regional Conference is convened, when the Fall Meeting of the Chapter is convened, or except as otherwise provided by a majority vote of Board of Directors. The expense of attending such meetings shall be that of those attending.

ARTICLE V
EXECUTIVE COUNCIL REPRESENTATIVE

Section 1. Executive Council Member:

There shall be an elected Executive Council Representative as provided in Chapter Bylaws Article IV.

ARTICLE VI

OFFICERS

Section 1. Elected Officers:

There shall be three elected Officers at the Chapter level: President, President-Elect, and First Vice-President. An Executive Council Representative shall also be elected.

Section 2. Secretary:

There shall be a Secretary as provided for in Bylaws Article VII.

Section 3. Treasurer:

There shall be a Treasurer as provided in Bylaws Article VIII.

Section 4. Chapter Commercial Advisory Member:

There shall be a Chapter Commercial Advisory Member on the Board, in a non-voting advisory position as provided for in the Bylaws, Article IX.

ARTICLE VII
POLICY/MANUALS

Section 1. Chapter Policy Manual:

There may 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 this Constitution, provided the requirements of the Constitution and Bylaws are otherwise observed.

ARTICLE VIII

(Reserved)

**ARTICLE IX
AMENDMENTS**

Section 1. Method:

The Constitution and /or Bylaws of the Chapter may be amended only by a two-thirds affirmative vote of the Fall Meeting Quorum, in accordance with Chapter Bylaws Article XI.

**ATLANTIC CHAPTER
BY-LAWS**

ARTICLE I

MEMBERSHIP CATEGORIES

Section 1. Definitions/Applications:

- 1.1 With the exception of the Governmental and Corporate member category, APCO's members are individuals. The membership of the Association and this Chapter shall be divided into the following categories: Active Member, Commercial and Member. A designation of Life, Honorary, Chapter Life, Chapter Honorary, Multiple and Senior may be added to a category.
- 1.2 Group memberships shall be divided into the following: corporate group membership and governmental group membership.
- 1.3 Applications for membership shall be processed in accordance with the provisions of this Article.

Section 2. Membership Eligibility

- 2.1 Members shall be admitted in strict conformity with the category requirements herein set forth. Membership shall not be denied based on race, color, creed, national origin, or numerical limitation. Chartered Group members are Association members.
- 2.2 Except as permitted by Section 2.1 of this Article (and while so involved), the category of membership enjoyed shall reflect the current employment status of the member.

Section 3. Categories

3.1 Active Member

- 3.1.1 The following citizens of the United States of America and Affiliated Chapters shall be eligible for Active membership:
 - 3.1.2 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.
- 3.1.3 Active 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.

3.2 Commercial Member:

- 3.2.1 Those persons who receive compensation in any form for services rendered in business and industry are eligible to be Commercial members. Except for the Corporate Advisory Committee Member on the Executive Council, voting privileges are as provided for in Constitution Article II Section 3. They may otherwise enjoy all benefits and privileges of the Association.

3.3 Member:

- 3.3.1 Those non-administrative and non-supervisory personnel otherwise meeting the requirements of 3.1.2 who, at the applicants 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 Constitution Article II, Section 3.

Section 4. Association Designations Attached to Category

4.1 Honorary Member

- 4.1.1 Only the Association Board of Officers may confer this category of membership.
- 4.1.2 This membership is limited to those individuals who may have no incentive to obtain membership in any category but, by virtue of their position or accomplishments, it is in the best interest of APCO, Inc., that the individual have information regarding APCO, Inc., including the Bulletin and other APCO publications, filings and other items of information regarding the activities of APCO, Inc.
- 4.1.3 Membership shall be established with the publication of a list (annually or sooner if necessary) of qualified individuals as determined by the Association Board of Officers.
- 4.1.4 The APCO, Inc., Honorary member shall not vote or hold office in any capacity, except that they may serve as Ex Officio members of any committee.

4.2 Life Member

- 4.2.1 This highest level of membership shall be awarded only to those persons currently holding another category of membership in the Association. The Life member title shall be added to that of any other category of membership presently held. This title and the member's regular other membership category title with all its privileges and benefits shall be enjoyed, and held exempt from dues, for the life or resignation of such member.

4.3 Multiple Membership:

- 4.3.1 This category provides for membership in more than one Chapter in accordance with the following requirements to be met by the applicant who shall be:
- 4.3.2 A paid up member in their own Chapter.

- 4.3.3 A paid up Multiple member of the above membership category in any additional Chapter(s) where qualified.
- 4.3.4 Provided an additional membership card(s) which identifies the bearer to be a Multiple (Home Chapter category) member in which so affiliated.

4.4 Senior Membership Grade

- 4.4.1 The designation of "Senior" may be added to any category of individual membership.
- 4.4.2 To be eligible for the honor, a member shall meet the following qualifications:
 - A. Membership for ten (10) consecutive years or more.
 - B. Not less than three (3) significant contributions to APCO, including one on an Association level. These are defined in the Policy Manual.
 - C. Shall be a member in good standing at the time of the award.
- 4.4.3 Nomination to senior membership grade shall be initiated at the Chapter level upon recommendation by one Past Chapter President, approved by the Chapter Board of Directors and the Chapter Quorum.
- 4.4.4 Senior membership grade is approved by the Association Board of Officers at its Annual Conference meeting upon presentation of the resolution and sufficient documentation of qualifications to merit the award.

Section 5. Chapter Designations Attached to Category

5.1 Chapter Honorary Member:

- 5.1.1 The following persons are eligible for this category:
 - 5.1.2 Those who have made significant contribution to the objectives of this Chapter.
 - 5.1.3 Retired members who have held membership in any category for more than ten (10) consecutive years.
 - 5.1.4 This honor shall be bestowed if a Chapter Board of Directors makes a motion to such effect and its Chapter Quorum passes such a motion by majority vote.
 - 5.1.5 The benefits of this category are paid Bulletin subscription and increased fellowship due to recognition of contributions made especially in the event of this title being added to a current membership title.
 - 5.1.6 The Chapter upon conferring this membership category shall pay to the Association Office the dues amount specified in the Association Policy Manual.

- 5.1.7 The term of this category shall be for a period of twelve (12) months and thereafter as the Chapter may renew in accordance with the provisions of this section.

5.2 Chapter Life Member:

- 5.2.1 This honor shall be bestowed upon qualified members by the Chapter upon recommendation by the Chapter's Board of Directors and majority approval of the Chapter Quorum. This appointment shall be sent to the Membership Department at the Association office. The privileges of a Chapter Life Member shall be determined by the category of membership for which the member would otherwise qualify.
- 5.2.2 The Chapter in conferring this membership category shall pay annually to the Association Office the dues amount specified in the Association Policy Manual at the rate for the member's qualifying category, for each such member during the membership term.

Section 6. Group Memberships

6.1 Corporate Group Memberships

- 6.1.1 Any corporation that received compensation in any form for services rendered or products sold in business and industry is eligible to become a Corporate Member.
- 6.1.2 Except for the Corporate Advisory Committee member on the Executive Council, voting privileges for individuals who are covered by Corporate Membership are as provided for in Constitution Article II Section 5.
- 6.1.3 Benefits and privileges of Corporate Membership are those as defined in the Commercial Category of the Bylaws and Policy Manual.
- 6.1.4 Corporate group membership dues shall uniform for all chapters in the United States as defined in the Association Policy Manual.

6.2 Governmental Group Memberships:

- 6.2.1 Any political entity qualifying under the meaning and intent of Article 1, Section 2, of this Constitution, hereinafter referred to as the Master Applicant in this category, among whose employees two (2) or more are eligible for membership in accordance with the other Sections of this Article whom the Master Applicant wishes to enroll as a group in this Association is eligible for this category of membership with the following stipulations:
- 6.2.2 At least one of the employees in each applicant group per each dues year shall be eligible for, or the particular Master Applicant shall have at least one employee enrolled as, an Active member of this Association.
- 6.2.3 All employees in each group shall reside, live or work within the boundaries of the particular Chapter chartered in that geographical area and shall be members of that Chapter unless otherwise approved by the Association Board of Officers.

- 6.2.4 Memberships in good standing within a group may be transferred during a given dues period from current employees leaving the group to new employees entering the group upon each such individual request by the Master Applicant to the appropriate Chapter Secretary.
- 6.2.5 The individual members shall be categorized as, pay dues, and serve in this Association in accordance with the appropriate membership requirements which are set forth elsewhere in Bylaws and Policy Manual, and the will of the Governmental member shall be expressed within this Association only by means of these individual members.
- 6.2.6 Benefits and privileges of Governmental Membership are those as defined in the Governmental Category of the Bylaws and Policy Manual.

Section 7 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 8 Changes in Membership Qualifications:

- 8.1 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.
- 8.2 Any elected officer of this Chapter shall automatically vacate such office upon loss of qualification as an Active member.

ARTICLE II

MEMBERSHIP

APPLICATIONS/REVOCATIONS

Section 1. Application:

- 1.1 Applications for membership shall be made on standard application forms provided by the Association.
- 1.2 Applications for membership may be made through the Chapter or directly to the Association Office as may be appropriate in accordance with this Article.

Section 2. Revocations:

Membership in the Association may be revoked by the Association Board of Officers upon a documented showing of reasonable cause. Such revocation, following procedures detailed in the Association Bylaws, will also terminate membership in this Chapter.

Section 3. Membership Applications:

- 3.1 Complete applications shall be submitted to the Chapter Chairperson of the Membership Committee who will, in turn, forward same to the members of the Committee in whose area the applicant resides, or is employed, for the proper investigation into the applicants qualifications.
- 3.2 Upon completion of the investigation and determination of the proper classification of the applicant, the application will be returned to the Chairperson of the Membership Committee, who will certify the applicant's membership category.
- 3.3 The Membership Chairperson shall then forward the application to the Association Office, along with a cover sheet indicating the membership category to which the applicant has been assigned, and advising that the membership dues from said applicant are attached or requesting the Membership Department to send a bill.
- 3.4 If an application from within the Atlantic Chapter is first sent directly to the Association Office, such Office will forward it to the Atlantic Chapter for processing as set forth in this Section.
- 3.5 Notwithstanding the above procedure, the Chapter Board of Directors may request the Association Office to adopt other procedures in the interest of efficiency or expediency.

Section 4. Optional Chapter Choice:

Those persons who live within the chartered area of one Chapter and work within the chartered area of another Chapter may hold membership in the Chapter of choice.

ARTICLE III

DUES

Section 1. Rates:

- 1.1 The dues structure shall be specified in the Association Policy Manual and shall define association and chapter portions. The dues structure shall include two tiers for active members. The Atlantic Chapter will use the lower tier.
- 1.2 LIFE members shall not pay any Chapter dues.
- 1.3 Chapter Honorary members shall not pay any Chapter or Association dues. The Chapter Secretary shall forward to the Association Office a listing of such members along with a check from the Treasurer in the amount required by the Association.
- 1.4 The dues payment schedule, billing and collecting will be accomplished by the Association Office in accord with Bylaws and Policy Manual.

ARTICLE IV
EXECUTIVE COUNCIL REPRESENTATIVE
ELECTION/AUTHORITY/DUTIES

Section 1. Election:

The Executive Council Representative shall be elected at the last regularly scheduled business session of the Fall Meeting.

Section 2. Authority:

The Executive Council Representative shall have the authority to carry out the duties as delegated in the Association and Chapter Constitution and Bylaws and those policies duly adopted by the Quorum or the Board of Directors of the Atlantic Chapter.

Section 3. Duties:

In addition to other such duties as may be required the Executive Council Representative shall:

- 3.1 Be the Chapter representative to the Association Executive Council. In this capacity, the Representative shall present the official position of the Chapter, wherever determined by the Quorum or the Board of Directors, to the Association. The Representative shall strive for harmonious relationships between the Chapter and the Association.
- 3.2 Report the proceedings of Association Executive Council meetings to the Chapter President, Quorum, and Board of Directors.
- 3.3 Make recommendations to insure that Chapter purposes are in accord with those set forth in the Association.
- 3.3 Attend all meetings of the Association Executive Council and of the Atlantic Chapter. The expense of attending such meetings shall be that of the member, however the Chapter Board of Directors may authorize funding for attendance at an Executive Council meeting.

ARTICLE V

OFFICERS -- GENERAL

ELIGIBILITY/ NOMINATION

ELECTION/ TERMS/ SUCCESSION

VACANCIES/ IMPEACHMENT

Section 1. Eligibility:

- 1.1 Candidates for elective Office shall be Active members who shall have, been an APCO member for at least 13 months, attended at least one out of the last four Annual Association Conferences and one of the last two Chapter Fall Meetings.
- 1.2 No member may hold more than one officer position at the same time. The Treasurer and Secretary may be a combined position with the same person serving in both capacities.

Section 2. Nomination:

- 2.1 Active members of the Chapter who seek elective office shall make their candidacy known to the Chairperson of the Nominations Committee at least 10 days before the convening of the Chapter Fall Meeting or;
- 2.2 Nominations for elective office may also be made and seconded at any business meeting of the Chapter during the Fall Meeting. In no event shall floor nominations be made later than 6:00 P.M. EST of the day preceding the election.
- 2.3 The Nominations Committee shall interview all candidates for elective office to determine each of their:
 - 2.31 Compliance with nomination procedures.
 - 2.32 Eligibility for office.
 - 2.33 Availability to carry out the responsibilities of the position, including employer agency support.
 - 2.34 Commitment to the organization as evidenced by past participation in the organization.
 - 2.35 Understanding of the purpose, goals, and objectives of the organization.
 - 2.36 Experience and training which can be applied in carrying out the responsibilities of the office.
 - 2.37 Opinions and positions on other related issues which are deemed to be appropriate by the Nominations Committee.

Section 3. Election:

- 3.1 The election of officers shall take place at the last regularly scheduled business session of the Chapter Fall Meeting.
- 3.2 The candidates for First Vice President and the Executive Council Representative shall be elected at the Chapter Fall Meeting.
- 3.3 The Nominations Committee shall make its report to the quorum immediately preceding the vote for elective offices.
- 3.4 The Chairperson and members of the Nominations Committee shall administer, conduct, and tally all votes in the election process.
- 3.5 Officers shall be elected by a majority vote of the Active members present. In the event of more than one candidate for a single office, the election shall be made by secret ballot. Should there be more than two candidates for a single office and the majority vote of the quorum is not determined on the first ballot, run off election shall be held until one candidate receives a majority.
- 3.6 Unless otherwise requested by a losing candidate, the ballots shall be turned over to the Chapter Secretary for destruction.

Section 4. Terms of Office:

Officers shall be in office for a period of twelve months or until the Fall Meeting immediately following the Fall Meeting during which they were elected. Officers shall remain in office until their successors are installed in office.

Section 5. Succession:

The current President-Elect shall succeed the President, and the current First Vice President shall succeed the President Elect at the Chapter's Fall Meeting. All other Officers shall be elected.

Section 6. Vacancies:

Vacancies in the office(s) of President, and President-Elect shall be filled by advancement in rank. Vacancy in the office of First Vice-President and Executive Council Representative shall be filled by Presidential appointment in accordance with Article V Section 1.25 of these Bylaws subject to confirmation by the Board of Directors. Such advancements and appointments shall be in Acting Capacity only until time of the next regular election of Officers.

Section 7. Impeachment:

The removal of an Officer from office of the Chapter shall require a two-thirds vote of the Board of Directors and two-thirds vote of the Quorum. In event of protest, a hearing period of not less than thirty (30) and not more than sixty (60) days shall be required. An Officer may be suspended from Office, by the Board of Directors during such period. In the event of impeachment or suspension of an Officer, the vacancy shall be filled in accordance with these Bylaws Article V, Section 6.

ARTICLE VI

OFFICERS: AUTHORITIES/DUTIES

Section 1. President:

1.1 Authority: The President shall have the authority to:

- 1.11 Carry out the duties as delegated in the Constitution and Bylaws, and those policies duly adopted by the Quorum or the Board of Directors.
- 1.12 Incur reasonable and proper personal expense, reimbursable by the Chapter, and authorize such expenditures by others.
- 1.13 Engage and maintain the services of legal counsel when authorized by the Quorum or Board of Directors.
- 1.14 Poll or call the Board of Directors or any Committee into session.
- 1.15 Require, enforce, and rule in parliamentary procedures.

1.2 Duties:

In addition to other such duties as may be required, the President shall:

- 1.21 Attend and preside at all Chapter business meetings.
- 1.22 Act as Chairperson of the Board of Directors.
- 1.23 Appoint Committees in accordance with these Bylaws.
- 1.24 Keep the membership and Board of Directors appropriately informed.
- 1.25 Make appointments to fill vacancies in office in accord with Article IV Section 6.
- 1.26 Carry out the purposes of this Chapter as set forth in Article I Section 2 of the Constitution of this Chapter.
- 1.27 Set goals, policies, and pursue purpose.
- 1.28 Present and propose amendments to the Chapter budget for consideration and approval by the Board of Directors.
- 1.29 Appoint any special or ad-hoc committees deemed necessary.

Section 2. Other Officers:

- 2.1 The other Officers shall serve in the same manner and for the same purposes as the President and shall in good faith support and carry out the President's and Chapter's policies. In such manner, they shall serve in the absence of the President and/or of any of themselves in the order of their rank.
 - 2.1.1 The President-Elect shall plan, appoint members-elect of Committees, and otherwise prepare for the pending administration in order to maintain the momentum of the Chapter, provided, the President and the Secretary shall be kept currently informed and the President's prior approval shall be required for the expenditure of funds for such purposes.
- 2.2 The other Officers are empowered to act in a reasonable and proper manner as may be required to perform the duties assigned to them.

ARTICLE VII

SECRETARY

APPOINTMENT/AUTHORITY/DUTIES

Section 1. Appointment:

The Secretary shall be appointed, on a yearly basis, upon a recommendation by the incoming President, approved by the existing Board of Directors, and confirmed by a majority vote of the membership Quorum at the Fall Meeting.

Section 2. Authority:

The Secretary shall have the authority to carry out the duties as delegated in the Constitution and Bylaws and those policies duly adopted by the Quorum or the Board of Directors.

Section 3. Duties:

It shall be the duty of the Secretary to:

- 3.1 Serve as Secretary to the President and Board of Directors and during the Chapter Meetings business sessions.
- 3.2 Keep a complete roll of the Chapter membership, receive and answer all communications that may be received, maintain orderly records of same, and perform such other duties as may be required by the President or Board of Directors.
- 3.3 Forward all official reports and copies of Chapter meeting minutes to the Association Office within 30 days of adjournment in a form acceptable for publication in the APCO BULLETIN.
- 3.4 Perform all duties as required of the Secretary by the Association and Chapter Constitution and Bylaws.
- 3.5 Maintain Chapter Policy Manual at the direction of the Board of Directors.
- 3.6 Attend all Chapter Meeting business sessions. The expense of attending such Meetings shall be that of the Secretary unless otherwise authorized by the Chapter Quorum.

ARTICLE VIII

TREASURER

APPOINTMENT/AUTHORITY/DUTIES

Section 1. Appointment:

The Treasurer shall be appointed, on a yearly basis, upon a recommendation by the incoming President, approved by the existing Board of Directors, and confirmed by a majority vote of the membership Quorum at the Fall Meeting.

Section 2. Authority:

The Treasurer shall have the authority to carry out the duties as delegated in the Constitution and Bylaws and those policies duly adopted by the Quorum or the Board of Directors.

Section 3. Duties:

It shall be the duty of the Treasurer to:

- 3.1 Receive all funds belonging to the Chapter and deposit same in accounts as directed by the President, Board of Directors, or Chapter Quorum.
- 3.2 Disburse moneys in a manner and amounts authorized by the President, Board of Directors, or Chapter Quorum.
- 3.3 The Treasurer shall record all receipts and disbursements in a simple cash accounting method, clearly showing the date, amount, purpose, to whom paid, or from whom received.
- 3.4 Report in written itemized form the above transactions to the President or Board of Directors at their request, and to the Chapter Quorum at the Fall Meeting.
- 3.5 Make all books available to Chapter appointed auditors, or others, as directed by the President, Board of Directors, or Meeting Quorum.
- 3.6 Promptly deliver all moneys and records to the successor in office, or to whomever the Board of Directors may designate to receive them.
- 3.7 Attend all Chapter Meeting business sessions. The expense of attending such Meetings shall be that of the Treasurer unless otherwise authorized by the Chapter Quorum.

ARTICLE IX

CHAPTER COMMERCIAL ADVISORY MEMBER

APPOINTMENT/AUTHORITY/DUTIES

Section 1. Appointment:

The Chapter Commercial Advisory Member shall be appointed, on a yearly basis, upon a recommendation by the incoming President, approved by the existing Board of Directors, and confirmed by a majority vote of the membership Quorum at the Fall Meeting.

Section 2. Authority:

The Chapter Commercial Advisory Member shall have the authority to carry out the duties as delegated in the Constitution and Bylaws and those policies duly adopted by the Quorum or the Board of Directors.

Section 3. Duties:

The Chapter Commercial Advisory Member shall be an advisor to the Board of Directors and liaison to the APCO Commercial Advisory Committee and to the commercial equipment community.

ARTICLE X

COMMITTEES

DESIGNATIONS/RULES/DUTIES

Section 1. Designation:

Committees formed in this Chapter shall be classified as:

- 1.1 **STANDING COMMITTEES;** Perennial or annual type committees, which are assigned prescribed duties and responsibilities of a permanent nature.
- 1.2 **SPECIAL COMMITTEES;** Ad-hoc type committees, which are assigned specific duties and responsibilities in matters of a temporary, but significant, nature. (Note: All special and ad-hoc committees appointed by the President shall continue to serve and operate as such until the tasks for which they have been appointed have been completed to the satisfaction of the President, or until changes are made by the President for the good and welfare of the Chapter, or upon completion of the President's term of office).

Section 2. Standing Committees:

Only Active members may serve as chairperson of standing committees.

2.1 Executive Committee

The Board of Directors and elected Officers shall constitute the Chapter Executive Committee.

2.2 Constitution and Bylaws Committee

This Committee shall assist in matters concerned with amending the Constitution and Bylaws.

- 2.21 It shall be the duty of this Committee to comment and advise on the appropriateness and impact any proposed amendments will have on the Constitution and Bylaws.
- 2.22 It shall attempt to assure that the documents are protected against any conflicts or ambiguities resulting from changes made or proposed.
- 2.23 This Committee shall work to assure that the Chapter Constitution and Bylaws are not in conflict with the Association Constitution and Bylaws, and provide all the membership classifications and opportunities therein provided.
- 2.24 This committee shall be charged with coordinating the updating of the Chapter Constitution and Bylaws on a continuing basis, and the providing of updated copies, or pages, to each member.
- 2.25 It shall also be the duty of the Committee to receive from the Board of Directors any submitted or recommended changes to the Constitution and Bylaws prepared by a member between meetings for their review and recommendations to the Meeting quorum.

2.3 Frequency Advisory Committee

- 2.31 This Committee shall serve the best interests of the users of the public safety communications spectrum by providing frequency advisory services in accord with the policies and procedures provided by the Federal Communications Commission and the APCO Automated Frequency Coordination subsidiary.
- 2.32 This Committee shall also review proposed changes in both the rules and policies governing frequency coordination and all proposals to change the rules, methods, or use of the radio spectrum. They shall report these activities to the body, along with appropriate recommendations of action for the Chapter to consider.
- 2.33 Members of this Committee shall cooperate with all members of other frequency coordinating agencies, their goal being to achieve spectrum harmony to the greatest possible extent.

2.4 Membership Committee

- 2.41 This Committee shall be responsible for the processing of applications and determination of eligibility for membership in accordance with Article II of these Bylaws.
- 2.42 This Committee shall actively explore ways to reach new members for APCO. Just as importantly, to keep the members already enrolled.
- 2.43 This Committee shall perform all other membership related functions as assigned by the President, Board of Directors, or the quorum.

2.5 Nominating Committee

This Committee shall consist of at least four (4) past presidents. If past presidents are not available, Active members will be appointed.

- 2.51 This Committee shall be appointed at the time all other Committees are appointed, and shall be active all year.
- 2.52 The members of this Committee shall actively solicit qualified, interested members with the goal to nominate those candidates who appear best qualified to serve the best interests of this Chapter.
- 2.53 The members of this Committee shall present their proposed slate of candidates for office before the quorum at the Fall Meeting in accordance with Article V, Section 2 of the Bylaws of this Chapter.

Section 3. Special or AD-HOC Committees:

The President shall appoint these Committees as the need arises.

Section 4. Duties of Committees:

The duties of all committees shall be defined by the President, where otherwise not stated.

ARTICLE XI

CONFERENCES/MEETINGS

Section 1. Meeting Schedule:

The Chapter shall meet at least twice in each calendar year. The Annual Chapter Fall Meeting shall be one of the required meetings.

- 1.1 The Fall Meeting shall be held within the Chartered area of the Chapter. The place of such meeting shall be determined at the Annual Fall business meeting by the following method:
 - 1.11 The Fall Meeting shall be scheduled between October 1 and November 15 each year. It shall not be scheduled to occur during any major religious holiday.
 - 1.12 The location of the meeting shall be determined by a rotating schedule wherein each state in the Chapter is offered the opportunity to host a meeting. Should there not be any interest by the members of that state to host a meeting, the next state in rotation shall be given the opportunity.
 - 1.13 The rotation order shall be: New York, Maine, Connecticut, Massachusetts, New Hampshire, Rhode Island, New Jersey, Vermont, repeated.
 - 1.14 The Board of Directors may select such other date, in accordance with Section 1.11 above, and place they deem proper in the event that the date or place selected by rotation shall later prove to be undesirable or unavailable for such meeting.
- 1.2 The place and date of the required additional Meeting shall be determined by the President. The Meeting shall occur prior to August 1 each year.
- 1.3 Notice for such meetings shall be mailed to the Chapter members at least thirty (30) days prior to the scheduled date, by the meeting's host member or the Chapter Secretary. Chapter Meetings held at the East Coast Regional and APCO Annual Conferences shall not have to comply with the thirty (30) day notice requirement.
- 1.4 Programs for Chapter Meetings shall be arranged by the President and host members.

Section 2. Meeting Quorum:

A Meeting Quorum shall consist of the Active members present and voting at a regular Chapter Meeting.

Section 3. Voting Majority:

A simple majority of Active members present and Voting at a business session shall decide all issues except an amendment to the Constitution and/or Bylaws which is governed by Article XVII of these Bylaws.

ARTICLE XII

VOTING BETWEEN CONFERENCES

Section 1. Poll by Petition:

Should more than 10 Active members petition the President in writing regarding a single issue, other than amendment of the Constitution and 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 XIII

PUBLICATIONS

Section 1. Publications:

The President shall cause publications to be printed and distributed at such intervals as shall be deemed desirable for the purpose of the Chapter. The contents of these publications shall be of interest to all category of membership.

ARTICLE XIV
ASSETS/RETENTION/RELEASE
DISSOLUTION

Section 1. Retention:

All rights, title and interest, both legal and equitable, in and to property of the Chapter, shall remain in the Chapter. The Secretary shall keep an inventory of such assets.

Section 2. Release:

Chapter property in the hands of others for the purposes of the Chapter shall be returned to the Chapter immediately upon demand.

Section 3. Dissolution:

- 3.1 Should Atlantic Chapter be dissolved in whole or part, all of its interests may at the direction of the Fall Quorum, be equitably distributed, based upon the number of Active members, to any remaining or formed Chapters covering the states of New Jersey, New York, Connecticut, Rhode Island, Massachusetts, Maine, Vermont and New Hampshire.
- 3.2 Should APCO Inc. become dissolved then Atlantic Chapter's interests shall be distributed to an organization or organizations of similar purposes as selected by a two-thirds vote at a Fall Meeting Quorum.

ARTICLE XV

BONDS/LIABILITY/COSTS

Section 1. Bonds:

- 1.1 The Treasurer may be bonded at the direction of the President.
- 1.2 The President may require persons in the Chapter who are identified as those handling significant amounts of the Chapter's funds to be adequately bonded.

Section 2. Liability:

The President shall be responsible for having the Chapter adequately covered by liability and other necessary insurance.

Section 3. Costs:

The Chapter shall bear the costs associated with the provisions of this Article.

Section 4. Specified Expenses:

The President, Secretary and Treasurer shall be authorized the necessary funds to fulfill the requirements of their respective office as outlined in the Constitution and Bylaws of this Chapter.

Section 5. Unspecified Expenses:

The Board of Directors or membership quorum shall be authorized to approve all other expenses not specifically outlined in the Constitution and Bylaws of this Chapter.

ARTICLE XVI
(RESERVED)

ARTICLE XVII

AWARDS

Section 1. Awards:

Individuals may be honored for accomplishments in pursuit of the goals of the Chapter by the issuance of Awards, Plaques, or Certificates. The Chapter Board of Directors is authorized to determine the recipients of such recognition.

1.1 President's Award:

The Chapter President may, with sole discretion and choice, select one individual who has made an outstanding contribution to the Chapter or Association for recognition. This Plaque shall be known as the President's Award.

1.11 The President's Award shall be presented at the Chapter Fall Meeting.

ARTICLE XVIII

AMENDMENTS

Section 1. Authority:

The Constitution and/or Bylaws of this Chapter may normally be amended only by a two-thirds (2/3) majority vote at the Fall Meeting, during a regular business session, in accordance with Section 2 of this Article, or, in the event of waiver of the requirements of said Section 2, amending procedure will be in accordance with Section 3 of this Article.

Section 2. Procedures:

- 2.1 The Constitution and/or Bylaws of this Chapter may normally be amended by presenting a resolution in writing, and proper form, to the Board of Directors at least ninety (90) days before the Fall Meeting. The Board of Directors shall review the suggested change and immediately forward a copy of the change, along with their recommendation, to the Constitution and By-Laws Committee for their action.
- 2.2 The format of the proposed amendment shall be as follows:
 - 2.21 Indicate the INTENT of the proposal.
 - 2.22 Indicate the name of the MAKER of the proposal.
 - 2.23 Indicate the Chapter Fall Meeting Quorum whose consideration is desired.
 - 2.24 Indicate the ARTICLES, SECTIONS, PARAGRAPHS, of the Constitution and/or Bylaws proposed to be amended.
 - 2.25 State the DEFICIENCIES of present, or NEED for added language to the current Constitution and/or Bylaws.
 - 2.26 State the GAINS and BENEFITS of the proposed amendment;
 - 2.27 Provide a short NARRATIVE of the suggested method and/or language for the proposed amendment.
- 2.3 The Constitution and Bylaws Committee shall, after consideration of the proposal, report to the membership quorum at the Fall Meeting, under new business, their findings, with a recommendation to adopt or reject, and their reasoning for same.
- 2.4 The resolution shall, after an appropriate discussion period, be voted on by the quorum. As indicated in Section 1 of this Article, a two-thirds (2/3) majority of Active members present must vote in favor of the proposal in order for it to pass.

Section 3. Waiver of Requirements:

Should it become desirable to waive normal procedure to amend the Constitution and/or Bylaws of this Chapter, during a Fall Meeting only, the following procedure shall be followed.

- 3.1 An announcement shall be made by the President of the request for waiver, and an outline of the issues involved in such amending requests.
- 3.2 A motion and a second to waive normal amending procedures with sufficient time for discussion to determine the need of the waiver must be received.
- 3.3 A three-fourths (3/4) majority vote to waive the requirements of Section 2 of this Article must be received.
- 3.4 A two-thirds (2/3) majority vote shall be necessary to determine each amending issue, voted on separately.

Section 4. Effective Date of Amendments and Resolutions:

All resolutions passed and adopted by this Chapter in accordance with the rules set forth in this Constitution 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.

ARTICLE XIX

RESOLUTIONS/RULES OF ORDER

Section 1. Procedure:

Every resolution, of a formal character, except involving amendments to the Constitution and Bylaws requiring handling in accordance with Bylaws Article XVIII, 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:

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 XX

STATE COMMITTEES

Section 1. Authority:

Atlantic Chapter APCO Inc. may be divided into State Committees in order that there may be meetings held within easy traveling distance of the members.

Section 2. Membership:

All current and future members of the Chapter who reside and/or are permanently employed within the area of a State Committee shall be automatically appointed members of that respective State Committee. A member may choose affiliation based either on their residence or on place of employment.

Section 3. Chairperson:

The Chapter President will serve as ex officio Chairperson of each State Committee.

Section 4. Committee Officers:

For the purpose of organizing the State Committee, initiating their charged duties, and for chairing the organizational meeting, the President shall appoint a Chairperson pro-tem and recording secretary pro-tem for each State Committee. These persons shall serve in this capacity until succeeded by election of regular State Committee officials further described herein, or terminated by the Chapter President.

Section 5. Election of Officers:

Each State Committee shall recommend, from within its own appointed Active membership, a Chairperson and Vice Chairperson, whose responsibility it shall be to carry out the charged duties of the State Committee. The Vice-Chairperson will act in the absence of the Chairperson, and fill this vacancy in office should same occur. The Chapter President will permanently appoint, for the year, the persons recommended by the State Committee membership.

Section 6. Secretary/Treasurer:

Each State Committee shall elect a Recording Secretary/Treasurer from within its own appointed membership, whose responsibility it shall be to record and report all State Committee actions, minutes, and finances at regular intervals and in all cases, thirty (30) days prior to a Chapter meeting. The Chapter President shall appoint, for the year, the person elected by the State Committee membership.

Section 7. Duties:

The duties of each State Committee shall be in accord with, and in support of, the Constitution and By-Laws of the Association and the Atlantic Chapter.

Additionally, each State Committee shall;

- 7.1 Hold at least two (2) one (1) day meetings, separated by at least thirty (30) days from the regular meetings of the Chapter. All meetings called by the State Committee will require due notice to the President and Board of Directors of the Chapter, as well as the members within their area.
- 7.2 The meeting program shall be structured in the interest of all categories of membership.
- 7.3 A quorum at a State Committee meeting shall be the voting members present in accordance with eligibility pursuant to Constitution Article II, Section 3.

Section 8. Subcommittees:

Special ad-hoc and/or special subcommittees may be appointed by the State Committee Chairperson to deal with specific issues of each State Committee indicative of their area. Such committees will report and coordinate with the standing committees of the Chapter and/or Board of Directors.

Section 9. Relation to the Chapter:

All formal and/or official actions or positions, which are desired to be taken by each committee and/or ad-hoc subcommittee, will be approved by the Chapter, in writing, through its Board of Directors and/or Quorum as provided in the Chapter Constitution and Bylaws. Actions that parallel Chapter standing committees must be coordinated with said committee. In urgent matters, such actions or positions may be cleared by conference call with the Board of Directors, subject to documentation of said call by the Presiding Officer. The conference call shall be tape recorded, if possible. Each State Committee will provide its recommendation to the Chapter on all actions that must be considered by the Chapter as official position involving each area.

Section 10. Dues and Budget:

The Board of Directors is empowered to approve an operating budget for each State Committee for use in promoting activity and membership within the State Committee. The following stipulations shall apply:

- 10.1 Twenty-five percent (25%) of the Chapter portion of dues collected from the members of each State Committee will, upon request, be turned over to that State Committee for operating capital. These moneys will be encumbered and controlled by the Chapter Treasurer.
- 10.2 The Board of Directors may increase the appropriation stated in paragraph 10.1 upon receipt and approval of a budget submitted for its consideration. In the event the budget request exceeds fifty percent (50%) of the Chapter portion of dues collected from the members of that State Committee, then a two-thirds (2/3) favorable vote is required by the Board of Directors, or a majority vote of the quorum, will be needed for approval. In no case will the Chapter appropriation to a State Committee exceed 75% of the Chapter portion of dues collected from the members of that State Committee.
- 10.3 For the purpose of accountability, all financial transactions by the State Committee will be processed through the Chapter Treasurer checking account. However, a check of nominal amount may be issued to a State Committee meeting Chairperson.

Endorsement of the check will attest that the Chairperson is responsible for all funds involved with such meeting, and will provide adequate documentation of their use. Checks of this nature will be issued only to an individual and a statement of endorsement will be provided on the reverse side of the check. All accounts of the State Committee may be audited at any time by the Chapter, and shall be audited one (1) time each year.

10.4 All excess (income over costs) will remain encumbered to the State Committee for its use.

10.5 The Chapter shall be liable for all financial transactions of each State Committee. However, the State Committee administrators (Chairperson, Vice Chairperson, Recording Secretary/Treasurer, Meeting Chairperson, and other appointed persons) incurring expenses in the name of the State Committee accept, by virtue of their office or appointed power as held, to be responsible to the Chapter personally for all deficits encountered in the name of the State Committee and/or Chapter without prior budget approval by the Board of Directors, quorum, etc.

Section 11. Meetings:

State Committee sponsored events, extending beyond the borders and/or scope of the State Committee (Chapter meetings, Regional, Association Conferences, and special events), shall be considered Chapter events and all proceeds shall be administered by the Board of Directors or their designees. Distribution of all net returns (income over cost), shall be subject to two-thirds (2/3) approval of the Board of Directors.

Section 12. Minutes and Publication:

Each State Committee shall designate a person or subcommittee to provide a report to the editor of the Chapter publication within fifteen (15) days after each meeting. Said reports shall contain documentation of all proceedings of said State Committee, which may be published by the editor of the publication.

END