



# **MISSOURI CHAPTER**

**ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS**

**OFFICIALS-INTERNATIONAL, INC.**

## **BYLAWS**

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## **ARTICLE I      NAME**

### **1.1      Name**

This organization shall be known as the Missouri Chapter, Association of Public-Safety Communications Officials-International, Inc. (APCO), hereafter referred to as MOAPCO. As authorized by its charter issued by the Association of Public-Safety Communications Officials-International, Inc., the geographical area included within this Chapter shall be the State of Missouri.

### **1.2      Office**

The mailing office of MOAPCO shall be established by the Board of Officers.

## **ARTICLE II      PURPOSE**

**2.1      Primary Purpose:** The purpose of this Chapter shall be as follows

- 2.1.1** Foster the development and progress of public safety communications by means of research, planning, coordination, training, and education.
- 2.1.2** Promote the rapid and accurate collection, exchange, and dissemination of information relating to emergencies and other vital public safety communications among and between all levels of local, state, and federal governments and those who work with them.
- 2.1.3** Represent its members and public safety communication interests in general before regulatory and policy-making bodies as may be appropriate.
- 2.1.4** Strive to protect the citizen and his property and provide for his welfare by these and other appropriate means.

## **ARTICLE III      MEMBERSHIP**

### **3.1      Membership**

The membership of MOAPCO shall be open to persons of good standing who satisfy the requirements of the Membership Policy as established and amended by the APCO International Membership Quorum.

### **3.2      Voting Rights**

All voting eligible Members are entitled to one vote on each state or local matter submitted to a vote under the Membership Quorum.

### **3.3      Positions of Leadership**

Positions on Board of Officers may only be held by voting eligible members, subject to the individual satisfying all other eligibility criteria for the position being sought. Positions that are intended to solely represent Commercial Members may only be held by Commercial Members.

**3.4 Revocation**

If, at any time, a member violates any of the terms of membership, MOAPCO may revoke the individual's membership.

**ARTICLE IV MEMBERSHIP QUORUM****4.1 Membership Quorum**

MOAPCO will have at least two business meetings a year where voting-eligible members attending the business meeting shall constitute the Membership Quorum. Any one or more members of the body may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

**ARTICLE V BOARD OF OFFICERS****5.1 Authority**

The business and affairs of MOAPCO shall be managed by the Board of Officers, which may exercise all such powers of the organization and do all such lawful acts on its behalf as are not forbidden by statute, the Policy Manual or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

**5.2 Board of Officers**

The Board of Officers shall be comprised of an Executive Board and Regional Ambassadors.

**5.2.1 Executive Board**

- President
- Vice-President
- Secretary
- Treasurer
- Immediate Past President
- APCO-International Executive Council Representative
- Missouri 911 Services Board MOAPCO Representative
- Commercial Advisory Member

**5.2.2** Regional Ambassadors at Large shall equal the number of regions established in the policy manual.

**5.3 Duties**

The Board of Officers shall:

- Have full power and authority during intervals between scheduled Chapter meetings to perform all functions, which the Chapter might perform, except the power to amend the Bylaws.
- Approve the annual budget or any change to the approved annual budget.

#### **5.4 Terms of Office**

Members of the Board of Officers shall serve from the time they are installed until their successors are installed in office unless they are removed, resign, otherwise vacate the office, or become ineligible by virtue of engaging in a commercial capacity. Normally, officer installation shall occur during a MOAPCO sponsored conference but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

**5.4.1** Terms of office for each position shall be two years unless appointed to fill a vacancy. In that case, the term will end at the end of the term prior to the vacancy.

**5.4.2** The Immediate Past President, pursuant to Section 6.5 of these Bylaws, serves until their successor is installed in the office.

**5.4.3** The APCO-International Executive Council Representative, pursuant to Section 6.6 of these Bylaws, serves a term of four years.

**5.4.4** The Missouri 911 Services Board MOAPCO Representative is nominated by the Board of Officers and appointed by the Governor of Missouri and serves a term of four years.

#### **5.5 Election**

The Board of Officers shall be elected by a simple majority of the Membership. The Missouri 911 Services Board MOAPCO Representative shall be appointed by the Governor of Missouri.

#### **5.6 Qualifications**

Candidates for the Board of Officers shall meet or exceed the minimum qualifications listed below:

- Be a member in good standing serving in a non-commercial capacity.
- Reside in the State of Missouri.
- Have the support of their agency unless retired from Public Safety.
- Have attended two of the last four Missouri APCO sponsored conferences.
- Candidates for President are required to have one-year prior Missouri APCO board experience.
- Candidates for Executive Council Representative are required to have two-years of prior Missouri APCO board experience.
- Commercial Advisory shall be employed by a company who has listed membership affiliation through APCO International with the Missouri APCO Chapter.

#### **5.7 Meeting and Voting**

The Board of Officers shall meet and conduct the business of MOAPCO at such times and places as the President or a majority of the Officers shall indicate.

**5.7.1** A majority of the voting membership of the Board of Officers must be present in order to constitute a quorum for the transaction of business.

**5.7.2** Any one or more members of the body may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

**5.7.3** Any business shall require a majority vote**5.8 Removal**

Any Officer may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to MOAPCO.

**ARTICLE VI EXECUTIVE BOARD OFFICER DUTIES****6.1 President**

The President shall perform the following:

- Preside at all general membership and special meetings.
- Require, enforce, and rule in matters of parliamentary procedure.
- Outline annual objectives for the year.
- Discuss any proposed resolutions to be presented to the Chapter Membership Quorum.
- Submit to the Association Membership Department the name and pertinent information of the MOAPCO Primary and Alternate Frequency Advisor and any changes.
- Appoint an alternate representative to represent MOAPCO at the APCO Executive Council meeting should the Association Executive Council Member be unable to attend.
- Serve as an ex-officio member of all committees of MOAPCO.
- Serve as the MOAPCO Chief Executive Officer to the Missouri Public Safety Communications Conference (MPSCC) Executive Board.
- Ensure meeting conduct is in keeping with the purpose of MOAPCO.
- Appoint special committees to perform tasks deemed necessary during the term. Make appointments to standing and special committees.
- Call any committee into session at any time.
- Perform other duties as may be required that are not specifically assigned to others.

**6.2 Vice-President**

The Vice-President shall perform the following:

- Perform the duties of President in the President's absence.
- Chair the Financial Oversight Committee.
- Participate in Board of Officer responsibilities as assigned by the President or the Board of Officers.
- Perform other duties as may be required that are not specifically assigned to others.

**6.3 Secretary**

The Secretary shall perform the following:

- Serve as Secretary to the Board of Officers and MOAPCO business meetings.
- Prepare complete minutes of all MOAPCO meetings and distribute to the MOAPCO Board and Association Office.
- Keep a complete roll of the membership, furnishing up to date listings at frequent intervals to the President, Vice-President, and Conference Chairman.
- Maintain a schedule of future chapter meeting dates and locations for at least one year in advance and shall report these to the Association Membership Department promptly upon their scheduling.
- Perform such other duties as may be required that are not specifically assigned to others.

**6.4 Treasurer**

The Treasurer shall perform the following:

- Receive all funds belonging to MOAPCO.
- Maintain bank accounts for the orderly processing of all funds.
- Pay from the accounts all MOAPCO obligations as prescribed by the Chapter or upon orders from the President or the Board of Officers during intervals between Chapter meetings.
- Prepare a financial report and present it at each meeting.
- Make financial records available to the Board of Officers for auditing purposes.
- Deliver promptly all monies and records as described in the following section to the Treasurer's successor or to whomever the Board of Officers may designate to receive them.
- Maintain all financial records in their original form as required by state laws or statutes.
- Serve on the Missouri Public Safety Communications Conference (MPSCC) Executive board. Duties and authorities defined in the MPSCC MOU.
- Perform such other duties as may be required that are not specifically assigned to others.

**6.5 Immediate Past President**

The Immediate Past President shall perform the following

- Serve as a voting and advisory member of the Board of Officers.
- Provide guidance and support on matters pertaining to past board actions and decisions.
- Chair the elections Committee.
- Perform such other duties as may be required that are not specifically assigned to others.

**6.6 APCO-International Executive Council Representative**

The APCO-International Executive Council Representative shall perform the following:

- Represent MOAPCO at all meetings of the Association Executive Council.
- Receive guidance and advice from the MOAPCO Board of Officers on subjects that are on the agenda for the Association Executive Council meetings.
- Speak and vote on behalf of the Chapter on non-agenda items without the consent of MOAPCO.
- Report to MOAPCO at each MOAPCO meeting the activities of the Association.
- Perform such other duties as may be required that are not specifically assigned to others.

**6.7 Missouri 911 Services Board MOAPCO Representative**

The Missouri APCO representative shall perform the following

- Represent MOAPCO at all meeting of the Missouri 911 Services Board.
- Receive guidance and advice from the MOAPCO Board of Officers on subjects that are on the agenda for the Missouri 911 Services Board meetings.
- Speak and vote on behalf the Chapter on non-agenda items without the consent of MOAPCO.
- Report to MOAPCO at each Chapter meeting on the activities of the Missouri 911 Services Board.
- Perform such other duties as may be required that are not specifically assigned to others.

### **6.8 Commercial Advisory Member**

The Commercial Advisory Member (CAM) shall perform the following:

- Provide guidance and support to enhance the relationship between the commercial community and non-commercial members of MOAPCO.
- Provide guidance and support to the Board of Officers on matters related to the vendor hall portion of Missouri APCO sponsored conferences.
- Assist the Board in soliciting sponsors for MOAPCO programs and events.
- Promote the active participation of members in the Commercial Member category.
- Serve as a voting and advisory member of the Board.

### **6.9 Vacancies**

Should the office of President of this Chapter become vacant, the Vice-President will fill the office. Should the office of Association Executive Council Representative, Treasurer, or Secretary become vacant, it will immediately be filled by temporary appointment by the President. Should the office of Immediate Past President become vacant; the office will not be filled. Should any other office become vacant, it will be filled by temporary appointment by the President.

- Such appointee shall serve until the next election of officers.
- The President shall immediately notify the Membership Department at the national Association Office of such temporary appointment.
- In the event of a vacancy and presidential appointment to the position of Association Executive Council Member, the President shall also notify the Association's Executive Director.

## **ARTICLE VII - REGIONAL AMBASSADOR DUTIES**

### **7.1 Authority**

Ambassadors shall serve as regional representatives to the MOAPCO Board of Officers to assist in the management of all business affairs.

**7.2 Regional Ambassadors** will be elected for service within the general region areas listed in Article 5.2.2. Regional Ambassadors at Large will be elected for service within the general region areas listed in the policy manual. Specific counties in each region shall be established by the Board of Officers to provide the most effective representation of the area served and shall be maintained in the policy manual.

### **7.3 Duties**

Regional Ambassadors shall:

- Attend meetings of the Board of Officers to offer regional insight and express regional concerns.
- Maintain open lines of communication with public safety communications professionals within their region.
- Provide information on the benefits of membership and encourage public safety communications professionals within their region to join APCO.
- Encourage APCO members to seek leadership opportunities and become involved in the management of the Missouri Chapter and APCO International.
- Perform such other duties as may be required that are not specifically assigned to others.

**7.4 Qualifications**

In addition to the qualifications listed in Article 5, Regional Ambassador candidates shall reside or work within the region which they represent.

**7.5 Vacancies**

Should a Regional Ambassador position become vacant, it will be filled by temporary appointment by the President. Such appointee shall serve until the next election of Ambassadors. The President shall also notify the Membership Department at the national Association Office of such temporary appointment.

**ARTICLE VIII MEMBERSHIP DUES****8.1 Dues**

The members shall pay annual dues to APCO in accordance with its policies.

**ARTICLE IX GENERAL PROVISIONS****9.1 Indemnification**

MOAPCO shall, to the full extent of its power to do so, indemnify any and all present and former officers, Executive board, Members at Large, committee members and other agents against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been officers, committee members or agents of MOAPCO; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of MOAPCO, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful.

**ARTICLE X AMENDMENTS****10.1 Power to Amend**

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by a two-thirds majority of the Membership Quorum provided that notice of the proposed amendment is made no later than thirty days prior to the meeting of the Membership Quorum. Such amendments shall become effective upon the adjournment of the meeting at which they were adopted.

**10.2 Emergency Conditions**

Upon making a finding that an unusual circumstance exists for which significant harm would come to MOAPCO if action were delayed until the next meeting of the Membership Quorum, The Board of Officers may waive or modify a requirement contained in the Bylaws subject to a requirement that three-fourths of the Board of Officers agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall notify the membership via E-mail of the finding of the Board of Officers of an unusual circumstance and its nature and the course of action taken by the Board of Officers.



## **ARTICLE XI DISSOLUTION**

### **11.1 Disbursement of Assets upon Dissolution**

Should MOAPCO be dissolved, all assets will be distributed to APCO