

**BY LAWS OF THE
NEW ENGLAND 700 MHZ COMMITTEE/REGION 19**

ARTICLE I

NAME & PURPOSE

1.1 Name and Purpose.

The name of this Region shall be "The New England 700 MHz Committee/Region 19". Its primary purpose is to foster cooperation, planning, and development of regional plans and the implementation of these plans in the 700 MHz Public Safety Band.

ARTICLE II

MEMBERS

For purposes of this Article, the term "member," unless otherwise specified, refers to both voting and non-voting members.

The areas served by the committee are the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut.

2.1 Number, Election and Qualification.

The Regional Committee shall have two classes of members, "voting members" and "non-voting members." New members may be added at annual, special, or regular meetings.

Voting Members. Voting members shall consist of one representative from any single agency engaged in public safety eligible to hold a license under 47 CFR 90.20, 47 CFR 90.523 or 47 CFR 2.103.

A single agency shall be allowed no more than one vote for each distinct eligibility, category (e.g. police, fire, EMS, highway) within the agency's organization or political jurisdiction. In voting on any issue, the individual must identify himself/herself and the agency and eligibility category which he or she represents. Members must be representative of eligible organizations from the member states.

Non-Voting Members. Non-voting members are all others interested in furthering the goals of public safety communications.

2.2 Tenure.

In general, each member shall hold MEMBERSHIP from the date of acceptance until resignation or removal.

2.3 Powers and Rights.

In addition to such powers and rights as are vested in them by law or these bylaws, the members shall have such other powers and rights as the membership may determine.

2.4 Suspension and Removal.

A representative may be suspended or removed with cause by vote of a majority of members after reasonable notice and opportunity to be heard. Failure to attend at least 25% of meetings held in a calendar year shall be a specific cause for removal from the membership. Removal from the membership is subject to the discretion of the committee. In those calendar years when a quarterly meeting is not held in a Region 19 member state the state representative from those states are excused from the rule requiring attendance at 25% of the meetings for that calendar year.

2.5 Resignation.

A member may resign by delivering written resignation to the chairman, vice-chairman, treasurer or secretary of the Regional Committee or to a meeting of the members.

2.6 Annual Meetings.

The annual meeting of the members shall be held during the fall of each calendar year. The Committee will meet on a quarterly basis with the annual meeting serving as one of the quarterly meetings. The meetings will rotate through the member states on an established rotational schedule which shall be set at the annual meeting each year. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these bylaws, except in this Section 2.6, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called, and notice shall be given as provided in Section 2.7 and 2.8.

2.7 Special Meetings.

Special meetings of the members may be held at any time and at any place within the Regional Committee area. Special meetings of the members may be called by the chairman or by the vice-chairman; or in case of death, absence, incapacity by any other officer or upon written application of two or more members.

2.8 Call and Notice.

- A. Annual meetings.** Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law or these bylaws or unless there is to be considered at the meeting (i) amendments to these bylaws, (ii) an increase or decrease in the number of members, or (iii) removal or suspension of a member who is an officer. The schedule for the next year's meetings shall be determined at the annual meeting.

- B. Reasonable and sufficient notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail or by e-mail or facsimile at least ten days before the meeting. Addressed to such member at his or her usual or last known business address or to give notice to such member in person or by telephone at least three days before the meeting.

2.9 Committee Membership/Quorum/Voting.

- A. Memberships.** One person shall represent each member state from each of the following categories; Police, Fire, EMS, Emergency Management, APCO, AASHTO, IMSA, FCCA, an At-Large Representative and a Highway Representative.
- B. Quorum.** At any meeting of the members, nine eligible members, representing no less than three states, shall constitute a quorum.
- C. Voting.** No single agency shall be allowed more than one vote for each distinct eligibility category within the agency's organization or political jurisdiction. No state may represent more than fifty percent of the total quorum for action on a vote.
- D.** Voting members must attend one scheduled regular meeting annually. In those calendar years when a quarterly meeting is not held in a Region 19 member state the state representative from those states are excused from the rule requiring attendance at 25% of the meetings for that calendar year.
- E.** Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- F.** Each representative state organization will appoint members for their respective states. If a state organization does not appoint a member to the 700MHz Committee, that state slot may be filled with additional at-large member(s). Individuals from eligible categories may apply to the committee for vacant at-large position(s).

2.10 Action by Vote.

Each voting member, representing a particular agency (one vote per agency) shall have one vote; non-voting members have no right to vote. When a quorum is present at any meeting, a majority of the votes properly cast by voting members present shall decide any question, including election to any office, unless otherwise provided by law or these bylaws.

2.11 Action by Writing.

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.12 Proxies.

Voting members may vote either in person or by written proxy dated not more than one month before the meeting named therein, which proxies shall be filed before being noted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

2.13 Voting on One's Own Application.

At no time can a voting member vote on his/her application.

2.14 Special Interest Voting.

A voting member cannot have a commercial interest in any of his/her region and/or adjacent region's application(s) on which he/she is reviewing, approving and/or voting.

ARTICLE III

OFFICERS AND AGENTS

3.1 Number and Qualification.

The officers of the Regional Committee shall be a chairman, vice-chairman, treasurer, secretary and such other officers, if any, as the voting members may determine. All officers must be voting members of the Regional Committee.

3.2 Election.

The officers shall be elected by the voting members at their first meeting and, thereafter, at the annual meeting of the members.

3.3 Tenure.

The officers shall each hold office until the annual meeting of the members held within one year from the adoption of these bylaws, or until their successor, if any, is chosen or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

3.4 Chairman and Vice-Chairman.

The Chairman shall be the chief executive officer of the Regional Committee and, subject to the control of the voting members, shall have general charge and supervision of the affairs of the Regional Committee. The chairman shall preside at all meetings of the Regional Committee.

The Vice-Chairman shall have such duties and powers as the voting members shall determine. The vice-chairman shall have and may exercise all the powers and duties of the chairman during the absence of the chairman or in the event of his or her inability to act.

3.5 Treasurer.

The Treasurer of the Atlantic Chapter of APCO shall serve as the financial officer and the accounting officer of the Regional Committee. The treasurer shall be in charge of its funds and valuable papers, and shall keep full and accurate records thereof.

3.6 Secretary.

The secretary shall record and maintain records of all proceedings of the members in a file or series of files kept for that purpose, such file or files shall be kept within the Region and shall be open at all reasonable times to the inspection of any member. Such file or files shall also contain records of all meetings and the original or attested copies of bylaws and names and addresses of all members (including e-mail address, if available).

If the secretary is absent from any meeting of members, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

3.7 Suspension or Removal.

An officer may be suspended with cause by vote of a majority of the voting members.

3.8 Resignation.

An officer may resign by delivering his or her written resignation to the chairman, vice-chairman, treasurer, or secretary of the Regional Committee. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

3.9 Vacancies.

If the office of any officer becomes vacant, the voting members may elect a successor. Each such successor shall hold office for the remainder of the term, and in the case of the chairman, vice-chairman, treasurer and clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE IV

AMENDMENTS

These bylaws may be altered, amended or repealed in whole or in part by vote. The voting members may, by a two-thirds vote, alter, amend, or repeal any bylaws adopted by the Regional Committee members or otherwise adopt, alter, amend or repeal any provision which by FCC regulation or these bylaws requires action by the voting members.

ARTICLE V

DISSOLUTION

This Regional Committee may be dissolved by the consent of two-thirds plus one of the members in good standing at a special meeting called for such purpose. The FCC shall be notified.

ARTICLE VI

RULES OF PROCEDURES

The Conduct of Regional Meetings including without limitation, debate and voting, shall be governed by Robert's Rules of Order, newly revised, tenth edition, October 2000, Henry M. Robert III, and William J. Evans, et al.