

Alaska Professional Design Council

BYLAWS

ARTICLE I - NAME

This organization shall be known as the ALASKA PROFESSIONAL DESIGN COUNCIL, INC. (APDC), herein called "the Council."

ARTICLE II – AUTHORITY

The Council is organized as a not-for-profit corporation in the State of Alaska. The legal and administrative offices of the Council shall be in Anchorage.

ARTICLE III - PURPOSE

The Council shall act as an organization for Alaska's professional design societies to coordinate and complement their efforts.

The objectives of the Council shall be to organize in common interest the professional design societies of the State of Alaska, by:

1. Combining their effort so as to enhance the aesthetic, scientific, and practical efficiency of the design professions;
2. Advancing the art and science of planning and building by advancing the standards of education, training, and practice of design professions;
3. Coordinating the building industry and the design professions, to advance the quality of living through improved environment; and,
4. Encouraging the design professions to be of ever-increasing service to society.

The programs of the Council are:

1. To provide liaison among professional design societies;
2. To provide dialog with legislative and administrative agencies on matters concerning the design professions and public interest;
3. To provide information to the public about the design professions' efforts to improve the environment; and,
4. To provide community service using the skills and knowledge available through the coordinated design professions.

APDC BYLAWS

ARTICLE IV - MEMBERSHIP

Any society which recognizes through professional membership status those of its individual members who have achieved professional registration in accordance with Alaska Statute 08.48.011 shall be qualified to petition for membership in the Council. Additionally, the Board of Directors may invite any organization that supports the objectives and programs of the Council and the goals of the Alaska statutes governing professional registration to petition for membership in the Council, or an organization may petition the Council for membership.

The membership of the Council shall be limited to any society or organization approved by a two-thirds (2/3) vote of the entire Board of Directors.

A member society may be removed from membership by a two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE V - GOVERNING BODY

V-1 BOARD OF DIRECTORS

Each member society shall be entitled to two directors to serve on the Board of Directors (hereinafter the "Board"). Each director shall be entitled to one vote. No individual person shall be entitled to more than one vote, regardless of representing more than one member society.

Each member society shall select its directors to serve on the Board. Directors selected by each member society shall serve two-year terms. Each member society may adopt procedures to remove and replace their directors.

The Council may have an Executive Director employed by the Board. The Board may authorize the Executive Director to employ assistants and retain consultants. All expenses shall be approved in advance by the Board.

V-2 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the Officers of the Council. The Officers shall be the President, President-Elect, Secretary, Treasurer, and the Immediate Past President. The term of each office shall be one year. The President-Elect shall become the President after completing the required term of office. One person may concurrently hold the offices of Secretary and Treasurer, but shall only be entitled to one vote. Each elected Officer shall be entitled to one vote.

1. The duties of the Executive Committee shall be:
 - a. Prepare meeting agenda.
 - b. Act in accordance with Articles and Bylaws on behalf of the Council on matters of an urgent nature for which a special meeting of the Council is not warranted or possible.
 - c. Nominate candidates for officers of the Council.
2. The President of the Council shall be the Chairman of the Executive Committee.

APDC BYLAWS

ARTICLE VI - COMMITTEES

The President or the Board may create Committees, which shall be governed by Robert's Rules of Order except as set forth herein.

1. Members and Chairmen shall be chosen from the membership of any of the member societies as appointed by the President.
2. A committee may issue its written Committee Report, acting as a Committee of the Council, only after review and acceptance of the Committee Report by the Board. Every report or other public communication must carry the following notice:

“The project that is the subject of this report was sponsored by the Board of Directors of the Alaska Professional Design Council, Inc. (APDC). Such sponsorship reflects the opinion of the Board, on behalf of the member societies, that the subject is of importance to the community and is appropriately addressed with respect to both the purposes and resources of the APDC.

“The members of the Committee were chosen for scholarship, interest, experience, and competence in the subject. The opinions and conclusions, expressed or implied, are those of the committee and not necessarily those of the APDC or its membership.

“The APDC is charged with establishing dialogue on important issues. This report is offered in that spirit for your serious consideration.”

3. The Council recognizes the rights of the minority. A dissenting minority to a report may require its Minority Report to be published with any report or representation that associates the Committee Report with the Council.
4. The Chairman of a Committee shall issue to the Board of Directors for dissemination to the members of the Council a regular, as required, bulletin of the activities and concerns of the Committee.

ARTICLE VII – STANDING COMMITTEES

Certain standing committees shall be created by these Bylaws and governed as set forth in Article VI. These committees shall be for the purposes and goals set forth in this Article. The chairman and membership of each standing committee shall be as set forth in this Article. Appointments shall be by the President with the advice of the Board.

1. Finance Committee:
 - a. The duties of the Finance Committee shall be to:
 - i. Prepare annual budget report.
 - ii. Administer revenue generation.
 - b. Chairman of the Finance Committee shall be the Treasurer of the Council.
2. Membership Committee:
 - a. The duties of the Membership Committee shall be to:
 - i. Maintain membership lists.
 - ii. Maintain communication among societies.
 - b. Chairman of the Membership Committee shall be the Secretary of the Council.

APDC BYLAWS

3. Editorial Committee:
 - a. The duties of the Editorial Committee shall be to:
 - i. Develop goals for Council Newsletter.
 - ii. Administer preparation and delivery.
4. Liaison to the Board of Architects, Engineers and Land Surveyors:
 - a. Duties of the Liaison Committee shall be to:
 - i. Maintain exchange of information with the Alaska State Board of Architects, Engineers and Land Surveyors.
5. Legislative Liaison Committee:
 - a. Duties of the Legislative Liaison Committee shall be to:
 - i. Maintain exchange of information with the Alaska State Legislature and the Council.
 - ii. Negotiate a fee with a lobbyist to represent the Council. Board approval is required before entering into a contract for the amount.
 - iii. Assist in establishing and reviewing language for legislation that affects the Council.
 - b. Members shall be selected by each member society to serve on the committee. Each member society should provide at least one member to serve on this committee. Each member society may adopt procedures to remove and replace their member.
6. The Council shall encourage members of Alaska's professional design societies from within the regional subdivisions of Alaska to come together to create committees for the purpose of addressing matters affecting design professionals within those regions. Such regional affairs committees shall be known as "The Design Council for _____, a committee of the Alaska Professional Design Council" and shall be governed by Article VI except as otherwise set forth herein.
 - a. Membership to the regional affairs committees shall be open to all design professionals practicing within the titled region. The Secretary of the Council shall be an ex officio member of all regional affairs committees.
 - b. Each regional affairs committee shall select a chairman and other officers as needed.
 - c. The Secretary of the Council and the chairman of each regional affairs committee shall establish regular correspondence transmitting announcements, action, and records for both the Council and each regional affairs committee.
 - d. The Council shall support actions taken of any regional affairs committee in accordance with Article IX.

ARTICLE VIII - ELECTIONS

The Board shall elect Officers from within the membership of the Board in January annually. Terms of office shall coincide with the Council's fiscal year, from March 1st through February 28th.

ARTICLE IX - MEETINGS

To conduct the business of the Council, the Board shall hold regularly scheduled meetings at least monthly and hold special meetings at the call of the President.

The Council shall hold an annual meeting in February of each year. At the annual meeting the Council shall adopt an annual budget showing anticipated income and expenditures.

APDC BYLAWS

An affirmative vote of at least two-thirds (2/3) of the members of the Board present, along with an affirmative vote from one Board member from three-quarters (3/4) of the member societies, shall be required to establish positions of public interest or to change the Bylaws of the Council. The President prior to any ballot may recognize voting by proxy.

For ordinary business, a quorum shall be fifty percent (50%) of representatives from fifty percent (50%) of the member societies.

ARTICLE X - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

This Council, its committees, its officers, and its membership individually, shall as a condition of participation agree to hold the Council, its Members, Officers and Board harmless from any financial obligation or legal claim arising out of the actions of its members, either individually or collectively, on behalf of the Council unless those actions be specifically approved by a Resolution of the Board.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the Council under the provisions of these Bylaws or of the Articles of Incorporation of the General Not-For-Profit Corporation Law of the State of Alaska, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action of the Board of Directors at any regular or special meeting of the Board providing notice is given at least forty-five (45) days prior to the meeting at which the proposed changes are to be considered.

An affirmative vote of at least two-thirds (2/3) of the members of the Board present, along with an affirmative vote from one Board member from three-quarters (3/4) of the member societies, shall be required to change the Bylaws of the Council. The President prior to any ballot may recognize voting by proxy.

ARTICLE XIII - DISSOLUTION

The Council shall use its funds only to accomplish the purposes of the Council and no part of said funds shall inure, or be distributed to the members. Upon dissolution of the Council, any funds remaining shall be refunded on a pro-rata basis to the member societies based on their percentage contribution for the current fiscal year.

ARTICLE XIV - ROBERT'S RULES OF ORDER AND GENDER

Procedures for the order of conducting the affairs of the Council not covered in these Bylaws or the Articles of Incorporation shall be conducted pursuant to Robert's Rules of Order, latest edition.

Any reference to gender in these Bylaws shall be interpreted as a neutral designation.

APDC BYLAWS

AMENDED ON THE 8th DAY OF January, 2004

WITNESS:

Terry Schoenthal, President

Kathy Jacobson, Secretary