

# Alaska Professional Design Council

## BYLAWS

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### ARTICLE I - NAME

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

### ARTICLE II – AUTHORITY

APDC is a licensed business in the State of Alaska and is organized as a not-for-profit corporation 501(c)(6) with the Internal Revenue Service. The legal and administrative offices of APDC shall be in Anchorage.

### ARTICLE III - PURPOSE

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

The objectives of APDC 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 practical efficiency of the design professions;
2. Advancing the standards of education, training, and practice of design professions;
3. Coordinating the building industry and the design professions;
4. Encouraging the design professions to be of ever-increasing service to society.
5. Providing liaison among professional design societies;
6. Providing liaison with the Alaska State Board of Architects, Engineers, and Land Surveyors (AELS)
7. Creating dialog with legislative and administrative agencies on matters concerning the design professions and public interest; and
8. Engaging with Alaskan communities on matters concerning the procurement of professional design services.

### 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 APDC. Additionally, the Board of Directors may invite any organization that supports the objectives and programs of APDC and the goals of the Alaska statutes governing professional registration to petition for membership in APDC or an organization may petition APDC for membership.

The membership of an organization or society into APDC shall require approval 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 (2) 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 a minimum two-year term but additional years are highly encouraged to provide continuity of knowledge. Directors shall be present for at least 60% of the regular board meetings, to ensure that meetings achieve quorum and member organizations are actively represented. Each member society may adopt procedures to remove and replace their directors; member societies are encouraged to not appoint or require their current officers to serve as Directors on APDC to not overburden their officers.

The Board may authorize the use of an employed Executive Director All expenses shall be approved in advance by the Board.

### V.2 OFFICERS

The Officers of APDC 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.

## ARTICLE VI - COMMITTEES AND TASK FORCES

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

1. Committee/Task Force Chairs are nominated and appointed from the Board members, but the Officers may vote to elect a non-Board member to serve as a Chair when it's in the best interest of APDC.
2. Members shall be chosen from the membership of any of the member societies.
3. A committee/task force may issue a written report or letter for public communication, acting as a representative of APDC, only after review and acceptance of the report or letter by the Board.
4. APDC recognizes the rights of the minority. A dissenting minority to a report or letter may require its Minority Report to be published with any report, letter, or representation that associates the report with APDC. Alternatively, the dissenting minority society may require its logo to be removed from the report, letter, or representation.
5. The Committee Chair shall issue to the Board for dissemination to the members of APDC a regular, as required, bulletin of the activities and concerns of the Committee.
6. APDC encourages Board members and membership of member societies to come together and create ad-hoc task forces for the purpose of addressing matters affecting design professionals. Ad-hoc task forces and committees may be created as needed, and then terminated when no longer applicable, by approval from the Board.

## 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.

1. Communications Committee
  - a. The duties of the Communication Committee shall be to:
    - i. Develop a communication plan, including goals, media use, target audience, newsletters, etc.
    - ii. Administer preparation and implementation of the plan.
    - iii. The Communication Committee shall report to the President.
2. Liaison to the Board of Architects, Engineers and Land Surveyors (AELS):
  - 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.
    - ii. Attend AELS Board meetings.
    - iii. The Liaison shall report to the President.
3. Legislative Committee:
  - a. Duties of the Legislative Liaison Committee shall be to:
    - i. Maintain exchange of information with the Alaska State Legislature and APDC.
    - ii. Negotiate a fee with a lobbyist to represent APDC. Board approval is required before entering into a contract for the amount.
    - iii. Assist in establishing and reviewing language for legislation that affects APDC.

## ARTICLE VIII - ELECTIONS

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

## ARTICLE IX – MEETINGS

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

APDC shall hold a minimum of one (1) an annual meeting each year. At the annual meeting APDC shall adopt an annual budget showing anticipated income and expenditures.

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 represented, shall be required to establish positions of public interest. 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

APDC, its committees, its officers, and its membership individually, shall as a condition of participation agree to hold the APDC, 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 APDC unless those actions be specifically approved by a Resolution of the Board.

#### ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action of the Board 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 represented, shall be required to change the Bylaws of APDC. The President prior to any ballot may recognize voting by proxy.

#### ARTICLE XII - DISSOLUTION

APDC shall use its funds only to accomplish the purposes of APDC and no part of said funds shall inure, or be distributed to the members. Upon dissolution of APDC, 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 XIII - ROBERT'S RULES OF ORDER AND GENDER

Procedures for the order of conducting the affairs of APDC 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.

AMENDED ON THE 5th DAY of September, 2019

WITNESS:



Mark Kimerer, President



Erica Jensen, President Elect



Melissa Morse, Secretary/Treasurer



D. Michael Rabe, Past President