

**BYLAWS**

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**BYLAW I - MEMBERSHIP**

- Section 1. The membership shall consist of Licensed Members, Members, and Student Members. Each member shall abide by the Constitution and Bylaws of the Society, and shall be subject to election, dues, and discipline as provided in the Bylaws.
- a. A Licensed Member shall be a Professional Engineer, as defined in Section 3.
  - b. A Member shall be as defined in Section 4.
  - c. A Student Member shall be an undergraduate or graduate engineering student.
  - d. References to “members” (all lower case) refers to all members of the Society regardless of class of membership.
- Section 2. All members shall be members of, and in good standing with, the National Society.
- Section 3. A Licensed Member shall be defined as a person holding a valid license or a valid certificate of registration as a Professional Engineer issued by the lawfully constituted registration board of any state, territory, possession or district of the United States.
- Section 4. A Member shall be defined as:
- a. A person who has completed a four-year curriculum leading to a degree of bachelor of science in engineering or its equivalent in a college or a university of recognized standing.
  - b. A Member shall advance to the Licensed Member grade as soon as eligible by registration.
  - c. Retired Members and Life Members are members who are:
    - (1) eligible for special status in the National Society of Professional Engineers,
    - (2) have met the NSPE Membership requirements, and
    - (3) have been approved by ASPE for this Member status by action of the ASPE Board. Those persons desiring such status must petition the ASPE Board for approval. The petition may be made by the Member, the Member's Chapter, or recommended by the Board itself.
- Section 5. All members, other than Student Members, whose dues are currently paid shall be eligible to vote in the Society.
- Section 6. Discipline Of Members
- a. The Board of Directors may recommend discipline, suspension or termination of a member to the National Society upon proper filing of charges of unethical conduct and under the procedures set forth by the National Society.
  - b. Should the professional registration of a Member be revoked for any reason, the person shall automatically cease to be a member of the Society.
  - c. If the registration of a member should lapse, except in the case of Life or Retired Members who no longer practice engineering, the Licensed Member, if otherwise eligible, will be reclassified to Member grade.

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**BYLAW II - ADMINISTRATION**

- Section 1. The Society shall be administered by a Board of Directors, hereinafter referred to as the Board. Within the provisions of the Constitution and these Bylaws, the Board shall have the full authority and power of the Society between Annual Meetings, at which meetings any action of the Board is subject to reversal by a two-thirds of the votes cast by the Members, provided not less than 20 percent of the voting members of the Society cast affirmative ballots.
- Section 2. The Board shall consist of the elected officers, the immediate Past President, a Chapter Director elected for two years from and by each Chapter of the Society, and a Scholarship Committee Chair.
- Section 3. The President of the Society shall be Chairman of the Board and the Secretary of the Society shall be the Secretary of the Board.
- Section 4. A majority of the Board members shall constitute a quorum. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Constitution and Bylaws of the Society. The President shall vote only when necessary to break a tie.
- Section 5. The Board shall have such powers and duties as are prescribed by statute and by these Bylaws and shall determine all questions of policy.
- Section 6. The Board shall direct the investment and care of funds for the Society and shall make appropriations for specific purposes.
- Section 7. The Board shall have authority to decide upon any question by means of a letter or electronic ballot directed to all members of the Board. Procedures for determining a vote by letter or electronic ballot include the following:
- a. The President may at any time direct the Secretary to submit any question to the members of the Board by means of a letter or electronic ballot.
  - b. Upon direction of the majority of the members of the Board present at any meeting, where less than a quorum of the Board are present, the Secretary shall submit any question to the members of the Board by means of a letter or electronic ballot.
  - c. In the event of any meeting at which less than all members of the Board are present and the majority vote on any question constitutes less than a majority of the members of the Board, any member of the Board may direct the Secretary to submit the question to all members of the Board by means of a letter or electronic ballot.
  - d. A majority of all votes received within 15 days of the mailing of the ballots shall decide the questions, provided votes are received from at least two-thirds of the total membership of the Board.
  - e. The Secretary shall record as a part of the minutes of the appropriate meeting the dates concerning each letter ballot, including the dates of the mailing and the return of the ballot, and the names and votes of all members voting. The Secretary should notify all members of the Board of the results within three weeks of the date of the original action.
- Section 8. The Board is authorized to appoint an Executive Secretary or Executive Director when the financial and other conditions warrant and to fix compensation and define the duties. The Executive Secretary or Executive Director shall be an ex-officio, and non-voting, member of the Board, serve at the pleasure of the Board, and may be removed for cause.

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- Section 9. The duties of the members of the Board shall be those usually associated with the respective offices or positions.
- Section 10. No member of the Board shall receive compensation, except for expenses incurred in behalf of the Society and as approved by the Board.
- Section 11. The administrative and fiscal year for the Society shall be from April 1 to March 31<sup>st</sup> of the following year.
- Section 12. The location of the headquarters of the Society shall be at Anchorage or as otherwise determined by the Board.

**BYLAW III - DUES**

- Section 1. The Dues of the Society shall be determined by the Board.
- Section 2. The Dues of the Society shall be a unified rate, which includes State Society, Chapter and State Practice Division dues. The unified rate does not include National Society dues. The Society dues shall be \$100 for a Licensed Member; \$60 for a Member; \$50 for a Retired Member; \$0 for a Life Member; and \$0 for a Student Member.
- Section 3. If the dues of a member remains unpaid three months after the due date, said member shall be dropped from the rolls of the Society as a member. The dropped member must pay the current year dues for the National and State Society prior to re-enrollment.

**BYLAW IV - OFFICERS**

- Section 1. The elected officers of the Society shall be the President, House of Delegates Representative, President-Elect, Vice President, Secretary, and Treasurer.
- Section 2. The President, President-Elect, Vice President, and Secretary shall take office on April 1 following their election and shall hold office until the following April 1, or until their successors have been duly elected and installed.
- Section 3. The term of office of the Treasurer shall be two years and shall coincide with the administrative year of the Society. Election, or re-election, shall be every other year.
- Section 4. The term of office of the House of Delegate(s) shall be two years and shall coincide with the administrative year of the National Society. Election, or re-election, shall be every other year.
- Section 5. Should an Executive Director or Executive Secretary be appointed by the Board the offices of Secretary and Treasurer may be combined as one elected office.
- Section 6. Eligibility for nomination, election or retention of a position as an elected officer of the Society shall be contingent upon residence in the State of Alaska for a period of at least one year. All elected officers, and Directors elected by Chapters, shall be current Members of the Society.
- Section 7. The Treasurer, Executive Director, or Executive Secretary, if such is appointed by the Board to conduct treasury affairs, shall be bonded, at the expense of the Society, for such amount as may be determined by the Board.
- Section 8. Fees and expenses of persons serving the Society shall be allowed at the discretion of the Board.
- Section 9. In the event the office of the President becomes vacant or the President is unable to serve, the Vice-President shall assume the office of President. Other vacancies in state Directors on the Board shall be filled by the affected Chapter.

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**BYLAW V - NOMINATION AND ELECTION OF OFFICERS**

- Section 1. Nominations for elective offices shall be made by the Nominating Committee.
- Section 2. The Nominating Committee shall consist of a Past-President, selected by the Board of Directors as its chairman, and one member from each of the Chapters.
- Section 3. No member of the Board, except the immediate Past-President, shall be eligible to serve on the Nominating Committee.
- Section 4. One or more nominations shall be made for each office, but no member of the Nominating Committee shall be eligible for nomination by the Committee.
- Section 5. Nominations may also be made by a petition signed by the Members in good standing. Nominations by petition must be in the hands of the Secretary fifty (50) days before the date of the Annual Meeting and shall be placed on the ballot.
- Section 6. The Nominating Committee shall report the names of its nominees to the Secretary sixty (60) days before the date of the Annual Meeting and the ballots shall be (e)mailed by the Secretary to all Members in good standing at least thirty (30) days and not more than forty-five (45) before the Annual Meeting. Only those ballots returned to the Secretary two days prior to the opening of the Annual Meeting shall be considered, and such date shall be specified on each ballot.
- Section 7. If there is more than one nominee for any office, then the following process shall be followed:
- a. Three tellers shall be appointed by the presiding officer of the Annual Meeting.
  - b. Ballots to be canvassed shall be delivered to the tellers in suitably identified but unopened envelopes or by email by noon of the first day of the Annual Meeting.
  - c. The names of the newly elected officers and other balloting results shall be transmitted by the tellers in writing to the Secretary for release at the Annual Meeting.

**BYLAW VI - DUTIES OF OFFICERS**

- Section 1. **PRESIDENT**-- It shall be the duty of the President to preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees, with the sole exception of the Nominating Committee. The President shall, subject to the approval of the Board of Directors, have general direction of the business of the Society.
- Section 2. **PRESIDENT-ELECT** -- It shall be the duty of the President-Elect to assist the President and to perform such duties as delegated by the President.
- Section 3. **VICE PRESIDENT** -- It shall be the duty of the Vice President to perform all of the duties of the President in case the President is absent or unable to act.
- Section 4. **HOUSE OF DELEGATES REPRESENTATIVE** -- It shall be the duty of the House of Delegates Representative to represent the Society at the meetings of the National Society's Western and Pacific Region and National Society's Annual Meeting, and to act as a liaison between the Society and the National Society.
- Section 5. **SECRETARY** -- The Secretary shall perform the following duties:
- a. Conduct Society correspondence.
  - b. Keep an accurate record of the affairs and transactions of the Society and of its Board of Directors.

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c. Have custody of all official papers and records.

d. Maintain Society membership roll.

e. Issue all calls and notices initiated by the President.

Section 6. TREASURER -- The Treasurer shall perform the following duties:

a. Receive and safeguard all monies paid to the Society.

b. Make only such disbursements as are approved by the Board of Directors at any scheduled Board Meeting, or by the President in interim periods.

c. Make a report to the Board of Directors at each of its meetings.

d. Make an annual report to the membership at the Annual Meeting.

e. Assist the Secretary in maintaining a list of members in good standing.

f. Assist the President in the preparation of the current administrative year's annual budget for presentation at the Annual Meeting, and to keep the President informed on a regular basis of the status of income and expenditures of the Society during the current fiscal year.

g. Assist the President-Elect in preparation of an Annual Budget for the incoming Administration.

Section 7. SECRETARY and TREASURER -- At the expiration of term of office, the Secretary and Treasurer shall turn over to their successors all books, papers, documents, and monies in their custody, belonging to the Society, taking receipt therefore.

Section 8. EXECUTIVE DIRECTOR -- The Executive Director (if one is appointed by the Board) shall perform such duties as defined by the Board. The Board may delegate certain Secretary/Treasurer duties to the Executive Director, which may include:

a. Have custody of all official records and papers.

b. Maintain Society paid-up member roll, and correspondence with National regarding membership.

c. Receive and safeguard all monies paid to the Society.

d. Make only such disbursements as are approved by the Board of Directors at any scheduled meeting, or as approved in the interim by the President or Secretary/Treasurer.

e. Attend each scheduled meeting of the Board of Directors.

f. Make financial report to the Board of Directors at each of its scheduled meetings.

g. Make an Annual Report to the membership at the Annual Meeting.

h. Keep the President and Secretary/Treasurer informed on a regular basis of the status of the Society income and expenditures.

i. Assist the President-Elect in preparation of an Annual Budget for the incoming Administration.

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**BYLAW VII - MEETINGS**

- Section 1. The Board of Directors shall meet at least twice during each year, one of which meetings shall be held in conjunction with the Annual Meeting of the Society. Either of these meetings may be held as an electronic teleconference if approved by a majority of the Board. The Board shall convene at the call of the President, or may convene itself upon written request to the President by a majority of its members.
- Section 2. The Annual Meeting of the Society shall be held at such place as determined by the Board and shall be convened during the month of March.
- Section 3. Special meetings of the Society may be called at the discretion of the Board, but no business shall be transacted at such meetings other than that for which the special meeting is called and which business shall be clearly stated in the call for the special meeting.

**BYLAW VIII - COMMITTEES**

- Section 1. Committees of the Society shall be:
- a. Nominating Committee.
  - b. Continuing Education Committee.
  - c. Scholarship Committee.
- Section 2. The Nominating Committee shall be constituted as set forth in Section 2 of Bylaw V – Nomination and Election of Officers.
- Section 3. Continuing Education Committee members shall be appointed and assigned duties by the President and approved by the Board.
- Section 4. The Scholarship Committee shall consist of a Chair and one member from each Chapter. The Committee is charged with awarding scholarships to high school seniors pursuing an engineering degree.

**BYLAW IX - CHAPTERS**

- Section 1. The membership of the Society may be organized into Chapters. The Board may authorize and charter a Chapter on application of ten or more Members.
- Section 2. The Board shall have authority to make rules and regulations for chartering, combining or dissolving Chapters.
- Section 3. Each Chapter chartered by the Society shall adopt such Bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Constitution and Bylaws of the Society. Such bylaws and any changes thereto are subject to approval of the Board.
- Section 4. Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the area for which the Chapter is chartered, except as the Board may in other respects authorize.
- Section 5. In all matters of Local concern not covered by this Constitution and Bylaws, Chapters shall retain full autonomy, but may call upon the Society for advice, counsel, and assistance.
- Section 6. No Chapter shall in anywise contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

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Section 7. The administrative and fiscal years of the Chapters shall be concurrent with those of the Society.

**BYLAW X - PRACTICE DIVISIONS**

Section 1. The Board may authorize the establishment of a Practice Division comprising members having common professional interests, to operate under the Constitution and Bylaws. The Board shall define the scope of activities and spheres of interest of such sections.

Section 2. The activities of Practice Divisions shall be so conducted as to provide an effective forum for discussion and united action on the part of their members for the enhancement and betterment of the professional recognition and status, conditions of employment and other matters of mutual welfare.

Section 3. Participation in any Practice Division shall be open only to members having professional interests in common with the Division.

Section 4. The officers of each Practice Division shall consist of a Chairman and a Secretary/Treasurer. Officers shall be elected by the Division participants at a General Division Meeting held at the time of, or soon after, the Annual Meeting of the Society. The officers shall hold office for a period of one year. The Division Chairman shall act as Governor of the Society Practice Division on the Board of Governors of the corresponding National Society Practice Division, which meets twice each year. If unable to attend the National Meetings, the Chairman shall designate a substitute to act as Governor.

Section 5. Officers shall assume the duties usually performed by officers in the same positions; subject to rules which may be adopted by the Division and approved by the Board of Directors.

Section 6. The officers shall constitute the Division Executive Committee. It shall maintain contact with similar Practice Divisions at the National Level. It shall conduct the business and activities of the Division during the time between general meeting and shall make necessary arrangements for the general meetings.

Section 7. Each Practice Division shall hold at least one general meeting each year. Meetings of the Division Executive Committee shall be open to the Division participants.

Section 8. When considered necessary for promoting or forwarding its special objectives, any Practice Division may establish a fund for the purpose. The method of securing funds shall be approved by the Society Board. The Secretary/Treasurer of the Practice Division shall be the custodian of all Practice Division funds, the expenditure of which shall be subject to the approval of the Division's Executive Committee. The Secretary/Treasurer shall make an accounting of all Practice Division income and expenses to the Society Board at each of that Board's meetings.

Section 9. Minutes shall be kept of all meetings of Practice Divisions and of their Section Executive Committees, and copies thereof shall be filed with the Secretary of the Society as soon as possible after the close of such meetings. An annual report outlining each Division's activities for the year, including financial statement, officers, etc. shall be made to the Board of Directors.

Section 10. The chairman of each Practice Division shall at their request be invited to attend the meetings of the Board of Directors where the chairman, or a duly appointed representative, will be permitted to present and discuss the Division's business under the normal rules of procedure.

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- Section 11. All proposed programs, as well as activities to formulate or to implement existing Society policy, all public statements, recommended policy action, or any action affecting other Practice Divisions, shall be submitted for approval to the Board of Directors.
- Section 12. The Board of Directors may dissolve any Practice Division upon request of that Division, or if it fails to comply with the Constitution and Bylaws or the policies of the Society. Upon dissolution of a Practice Division, all funds shall be accounted for to the Board of Directors and deposited in the Society treasury.

**BYLAW XI - CONSTITUTIONAL AMENDMENTS**

- Section 1. Proposed constitutional amendments to the Society's Constitution and the associated letter ballots, as described under the Constitution, Article V - Amendments, may be electronically mailed to each member with a known e-mail address, and shall be posted on the Society's website at least 45 days before the date that the ballots are required to be returned to the Secretary.