



# Governance Manual

**2019**

## GENERAL

This manual provides a general outline of the Alaska Professional Design Council (APDC) board, officers, and committee chair duties and responsibilities. Additional information that may be useful in performing the duties of an office or committee chair has also been included. This document is for informational use only and does not supersede the APDC By-Laws. This is a living document, and changes to this manual may be made at any time at the discretion of the board. It is recommended that this manual be reviewed and updated annually.

### *History of APDC:*

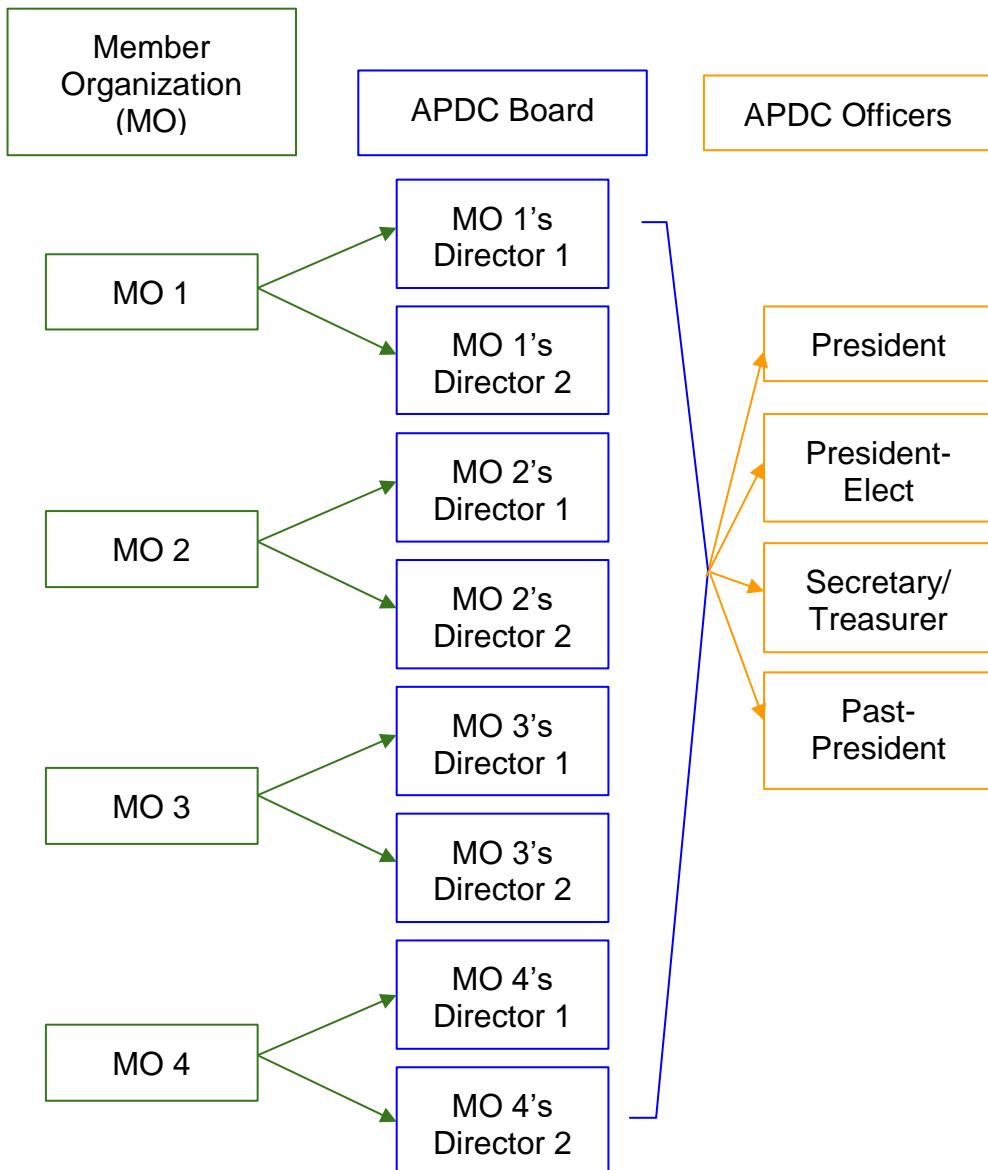
APDC was officially formed on November 23, 1976 when the newly formed board filed Articles of Incorporation under the Alaska Non-Profit Corporation Act. The first meeting was held on April 5, 1977. APDC was formed and currently operates as an umbrella organization of professional architecture/engineering designer disciplines that provides a forum to coordinate and complement the efforts of its member societies, especially in areas of public policy and education.

### *Goals of APDC:*

- Bring professional designers together to benefit the community, professionals, clients, and the public.
- Provide a means for cross communication between professional organizations and disciplines
- Monitor and stay informed on legislature and regulations that pertain to and affect the design community
- Maintain close contact and coordination with the Alaska State Board of Registration for Architect, Engineers, and Land Surveyors (AELS)
- Work with other agencies and organizations to advance positions on issues affecting design professionals
- Work with public agencies and organizations to advance the design profession

## *Structure of APDC:*

Each Member Organization (MO) of APDC has two director positions that serve as APDC Board Members. Each director/ Board Member has one vote. Board Members are encouraged to serve for multi years to provide continuity and an increased knowledge base. MO's are encouraged to not require or appoint their current officers to serve on APDC's board; this will encourage leadership in APDC by not over-burdening the officers of the MOs. The Officers of APDC is comprised of: President, President-Elect, Secretary/Treasurer, and immediate Past President. See Organization Chart below.



*Current Member Organizations (MOs):*

Member Organizations of APDC are the Alaska Sections and Societies of:

- American Society of Professional Engineers (ASPE)
- American Society of Professional Land Surveyors (ASPLS)
- American Society of Interior Designers (ASID)
- American Institute of Architects (AIA)
- American Society of Civil Engineers (ASCE)
- American Society of Landscape Architects (ASLA)
- American Council of Engineering Companies (ACEC)
- International Transportation Engineers (ITE)
- Structural Engineers' Association of Alaska (SEAAK)

*Expectations of Board and Officers:*

- Discharge to the best of your ability, all duties of the office
- Uphold the professional standing, honor and dignity of APDC at all times by example and precept
- Be governed by APDC's policies, rules, and procedures established by the Board of Directors
- Work diligently and faithfully for the advancement and betterment of APDC and its members

*As a member of this Board and Office, I will:*

- Attend monthly board meetings
- Participate in the annual summit
- Hold this council to a high standard of performance and actively helping to make this a respected organization
- Understand roles and responsibilities and become sufficiently knowledgeable about our council and its operations to make informed decisions
- Read the materials sent to the board and come prepared to board and committee meetings
- Arrive at meetings on time and stay for the full agenda
- Ask for clarification on any matters or material that I do not understand before making a decision
- Listen to other board members and staff with an open mind and an objective perspective
- Actively work towards those decisions and solutions that are in the organization's best interests (speaking with one voice)
- Respect the confidentiality of the board's business

*Things to know:*

- Serving as an Officer is a four year commitment. Each year, a new Secretary/Treasurer is elected. The new committee member will advance through the roles, serving each position for one year, beginning with Secretary/Treasurer, then President-Elect, then President, and finishing their term as Past President.
- Standing committee duties are outlined at the end of this Manual. Ad-hoc task forces can be established (and terminated) as needed to address specific issues.
  - Ideally, Committee 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.
  - Committee Chairs serve for a minimum of two years, with the option to extend, with Board approval.
- Monthly meetings are the first Thursday of the month.
- Two Annual Summits are held each year: one in November as a kick-off for the Legislative Fly-in and the other in February/March after the fly-in as a re-cap of the fly-in, a review of the previous year's goals and accomplishments, a SWOT analysis (Strengths, Weaknesses, Opportunities, Threats), or any other items the Board and Officers deem appropriate
- No APDC meetings are held in July or August.

## PRESIDENT

*Responsibilities:*

- Organize, schedule, and preside at the two Annual Summits. Typically, a Summit is held in the spring (as a re-cap of the fly-in) and the other Summit is held in the fall (as a kick-off of the fly-in efforts)
- Prepare and distribute meeting agendas to all officers, board members, committee members, and members-at-large for each meeting
- Email the meeting invitation for monthly meetings to all applicable attendees. Email should be sent 10 days prior to the meeting.
  - Meeting agenda and minutes from the previous month's meeting are included with the invite
- Consult with the Officers before sending out non-meeting e-mails (limit the influx of emails to help prevent overload)
- Establish an Annual Budget. The Treasurer will assist in effort.
- Distribute budget to members for transparency of the organization. Obtain approval from Board members for budget.
- Organize and preside at meetings
- Authorize Executive Board actions and policies
- Work to address and resolve the expressed concerns of members
- Maintain the Google Drive
- Appoint committee chairs with approval from the Board
- Organize Executive Board Secretary/Treasurer officer elections:
  - January: Request nominations for Secretary/Treasurer. Nominees submit a short bio to be distributed in February meeting.
  - February: Nominee introductions/speeches at meeting. Assist the Secretary in sending out ballots to board members only.
  - March: Announce new Secretary/Treasurer at lunch meeting. New Secretary/Treasurer attends Summit.
  - April: Officers begin their new positions
- Be an active member of the Legislative Committee
  - Serve as the Committee Chair for the Legislative Committee, if no board or general member is elected as this Chair
- Attend the legislative fly-in in February

## **PRESIDENT-ELECT**

### *Responsibilities:*

- Work with a venue representative to pre-schedule a facility for the Annual Summits. Venue is typically the BP Energy Center or CRW's conference room. Coordinate prior to the meeting all technical needs for call-in conference numbers and video chat.
- Review agenda material (from President) prior to President sending out agenda
- Maintain the Google Drive
- Fill in when the President is unable to attend board meetings and other events
- Assist the President with all duties
- Be an active member of the Legislative Committee
- Attend the legislative fly-in in February
- Update the "Past President's" list

## **SECRETARY/TREASURER**

### *Responsibilities:*

- Review agenda material (from President) prior to President sending out agenda
- Take minutes at each meetings, Summit, or other APDC event
- Maintain the Google Drive
  - Maintain updated contact and emailing lists in the Google Drive account
    - Contact lists shall be separated into Officers, Board, and general Distribution List
  - Maintain membership spreadsheet: Board members, Committee members, Sustaining Companies, Member Organization contacts,
  - Maintain the balance ledger (financial spreadsheet, dues, invoices, etc). and provide information at monthly meeting
  - Ensure the Google Drive is kept orderly and clean
- Assist the President in establishing an Annual Budget
- Maintain the bank account and update the authorized signers
- Send invoices to Sustaining Companies and Member Organizations
- Track payments from Sustaining Companies and Member Organizations
- Ensure payment of all APDC expenses, including Legislative Lobbyist, monetary donations and other payments as directed by the Officers
- Check mail regularly
- Monitor Alaska Public Offices Commission (APOC) requirements and submit necessary documentation
- File taxes
- Assist President in Secretary/Treasurer officer elections:
  - February: send out ballots to board members only immediately following the meeting. Allow two week window for voting via email. Send reminder email a few days before voting closes. Email voting can be accomplished through Google Forms.
  - March: new Secretary/Treasurer announced at lunch meeting.
  - April: Officers begin their new positions
- Be an active member of the Legislative Committee
- Attend the legislative fly-in in February, if funds allow

## **PAST-PRESIDENT**

### *Responsibilities:*

- Assist the President, President-Elect, Secretary/Treasurer, and Committee Chairs in their duties
- Review agenda material (from President) prior to President sending out agenda
- Serve as a resource for information and duties to incoming officers, board members, committee chairs, and committee members
- Be an active member of the Legislative Committee
- Attend the legislative fly-in, if funds allow
- Review and update Governance Manual
- Review by-laws and propose changes if required
- Recruit nominees for next Secretary/Treasurer

## LEGISLATIVE COMMITTEE

- Chair and Members:
  - Each officer shall serve as members of the Legislative Committee
  - Monitor and inform the Board on pertinent public policy and government issues at the federal, state, and local level that are of interest to APDC and its Member Organizations
  - Manage Quality Based Selection issues
  - Recommend action on the pertinent issues
  - Attend the fly-in in February, if funds allow
- Chair:
  - Prepare Positions Statements for review by the Board
  - Attend the fly-in in February
  - Maintain close and constant contact with the Legislative Lobbyist
  - Report to the Board monthly
  - Files quarterly reports with Alaska Public Offices Commission (APOC) as Employer of Lobbyist
  - File Representational Lobbyist Registration Forms (use consortium entity created for fly-in to cover all professionals or students receiving reimbursement for lobbying efforts; note, forms are only available in hard copy and can not be submitted online): [http://doa.alaska.gov/apoc/forms/forms\\_lobbyist.html](http://doa.alaska.gov/apoc/forms/forms_lobbyist.html)
    - File Reimburser of Representational Lobbyist Form in April (as consortium entity).

## AELS COMMITTEE

- Monitor and inform the Board on issues from the Alaska State Board of Architect, Engineers, and Land Surveyors (AELS)
- Attend AELS Board meetings
- Maintain close and constant contact with the AELS Board
- Recommend action on the pertinent issues
- Prepare Positions Statements for review by the Board
- Report to the Board monthly

## COMMUNICATIONS COMMITTEE

*A full description of the Communications Plan can be found under separate cover. Below is a brief summary of the roles. Please see the full Plan for more information.*

- Manage Website and news and provide regular updates
  - Ensure website and posts are kept up-to-date and current

- News posts include full articles, news, announcements, events, etc.
- Manage LinkedIn page and provide regular updates
  - Take photos at events and post to LinkedIn
  - Post events and time-sensitive announcements to LinkedIn
- Manage monthly E-News (Google “FlashIssue” is currently used)
  - Send out monthly E-News to all members and others who chose to “opt-in”
  - The E-News should contain summarized announcements, updates, articles, etc. with links to the full information on the website or LinkedIn
  - Include Sustaining Member’s logos in E-News as featured sponsors

## **DUES - MEMBER ORGANIZATIONS**

- Member Organization dues entitle them to the two voting positions and ability to serve as an Officer
- Annual dues for existing Member Organizations are as outlined in the Budget Spreadsheet and will be kept as-is.
- New Member Organizations will be assessed dues according to the list below (note: Member dues are tracked as a single line item in the budget and invoices, “Member Organization Dues”, but separated out here for calculations)
  - Annual Fee:
    - \$400 base fee
    - \$10 per member in each organization over 100 members, not to exceed \$1,700 total fee
  - Legislative Committee fees:
    - Minimum fee of \$1000
    - Additional Legislative Committee donations are strongly encouraged as they support the main efforts of APDC
    - Note: some Member Organizations currently donate \$4,300 annually
  - Verify the member organization is not in violation of their tax exempt status:
    - 501(c)(6)'s have no limit on lobbying donations
    - 501(c)(3)'s should be contributing no more than 5% of their total activities to lobbying efforts

## **DUES - SUSTAINING COMPANIES**

Sustaining Member dues support the editor, communication items, and other business aspects. Annual dues for Sustaining Companies entitle them to the benefits listed below, based on their support level:

- Silver: \$200
  - Logo on our website
  - Free job postings on our website

- Gold: \$300
  - Logo on our website
  - Free job postings on our website
  - Free E-News submissions (project highlights, press releases, etc)
- Platinum: \$400
  - Logo at the top of our website
  - Free job postings on our website
  - Free E-News submissions (project highlights, press releases, etc)
  - Logo highlighted in a monthly E-News