

ALASKA ENGINEERING EDUCATION FOUNDATION

BYLAWS

Article I - NAME

The name of this foundation is “Alaska Engineering Education Foundation,” hereinafter referred to as “Foundation” and whose acronym shall be AEEF.

Article II - PURPOSES

- A. This Foundation is a nonprofit public benefit foundation created by the Alaska Society of Professional Engineers (ASPE) under the Alaska Nonprofit Corporation Law.
- B. The specific and primary purpose of this Foundation is to benefit the public by providing educational and charitable activities under Section 501(c)(3) of the Internal Revenue Code. It is not organized for the private gain of any person.
- C. In fulfilling its purposes, all activities will be conducted by the Foundation without discrimination because of race, color, religion, sex, or national origin.
- D. The ASPE MATHCOUNTS and Scholarship projects shall be the primary purposes of the Foundation.

Article III - LIMITATIONS

The Alaska Engineering Education Foundation shall not issue any shares of stock, nor declare or pay dividends. No part of the net earnings of the Foundation shall inure to the benefit of any member, officer, director, or private individual. None of the activities, funds, property, or income of the Foundation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation.

Neither the Foundation nor its officers or directors shall, as such, contribute to or otherwise support or assist any political party or candidate for elective public office in the name of the Foundation.

Article IV - ELECTION OF DIRECTORS

This article specifies the composition of the Foundation Board of Directors and the method of nomination and election of the Directors.

- A. The Foundation Board of Directors shall consist of the current board members of the ASPE, a MATHCOUNTS Director, a Scholarship Chair, and an Executive Director. All members of the Foundation Board shall have full voting rights.
- B. Directors of the Foundation shall not be elected separately from ASPE Board members. The ASPE Board members shall appoint the MATHCOUNTS Director, the Scholarship Chair, and the Executive Director to the AEEF Foundation Board of

Directors. Vacancies on the Foundation Board shall be filled by appointment by the ASPE Board members.

Article V - **BOARD MEETINGS**

- A. Meetings of the Foundation Board of Directors may occur at such time and at such places as the Directors deem appropriate. The President may call a special meeting of the Directors for any purpose upon written notice given not less than three (3) days in advance of the meeting. Notice of a special meeting shall contain statements of the business to be transacted. At a special meeting, no business other than that specified in the statements may be transacted.
- B. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated.
 - 1. Any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postage-paid wrapper, addressed to the person entitled thereto, at his/her last known post office address.
 - 2. Notification may be given via E-mail provided the recipient has given such E-mail address to the Executive Director.
 - 3. Any such notice deemed to have been given under these Bylaws may be waived by the person entitled thereto.
- C. A quorum of the Board shall be a majority of the Board.
- D. There shall be a minimum of one (1) Board meeting per year.

Article VI - **MEMBERS**

This article specifies and distinguishes the classes of membership.

- A. The voting members shall consist of, and be restricted to, all members of the Alaska Society of Professional Engineers (ASPE). The members in this class shall be known as Members. A Member is a member of the Foundation by virtue of being a member in good standing in ASPE. Within the voting class, there are no differentiating levels of membership. With respect to Foundation events and activities, all voting members shall enjoy the same types of privileges.

Article VII - **BOARD OF DIRECTORS**

- A. A. The Foundation Board of Directors is the policy-making group for the Foundation. Initially, the Foundation Board will perform line duties as well as policy functions.
- B. The Foundation Board of Directors' President shall be the ASPE Immediate Past President; the Foundation Vice President shall be the ASPE President-Elect; the

Foundation Secretary shall be the ASPE Secretary; and the Foundation Treasurer shall be the ASPE Treasurer. The remaining members of the Foundation Board shall serve at large, and all may be given assignments as the President shall designate.

- C. The terms of office for Foundation Directors shall coincide with those of the ASPE Board members. The MATHCOUNTS Director and Scholarship Chair shall serve a one year term and may be re-appointed for additional terms. The Foundation Executive Director shall serve a four-year term and may be re-appointed for additional terms.
- D. The Foundation President shall be responsible to the Foundation Directors for all management functions. Line functions may be separated from the Foundation Board and delegated to the Foundation Executive Director.
- E. The President of the Foundation shall report minutes and actions including adopted or proposed Bylaw changes to the President of the ASPE. The actions shall be limited to non-legislative and non-political matters.
- F. Duties of Board Officers:
 - 1. The President of the Foundation Board of Directors shall preside at all meetings of the Foundation Board of Directors. The President shall see that all orders and resolutions of the Foundation Board of Directors are carried into effect. The President may execute all contracts, deeds, certificates, bonds, or other obligations authorized by the Foundation Board, and sign records required by law or by orders of the Foundation Board of Directors. The President shall perform such other duties as may from time to time be prescribed by the Foundation Board of Directors.
 - 2. The Vice President shall serve as President at the request of the President or when the President is incapacitated.
 - 3. The Secretary of the Foundation shall be responsible for the following duties.
 - a. Record minutes of all board meetings and distribute for approval.
 - b. Maintain records of meeting minutes in accordance with current retention policies.
 - c. Maintain records listing current board members and relevant contact information.
 - d. See that all notices of the Foundation are served to the board or general membership as applicable.
 - 4. The Treasurer of the Foundation shall be responsible for annual review of financial information and records as maintained by the Executive Director following the annual meeting.
 - 5. The Executive Director of the Foundation shall be responsible for the following:
 - a. Attend bi-annual meetings of the Foundation Board of Directors.

- b. Serve as custodian of all papers brought before the Foundation Board for action or ordered on file including the filing of all written contracts, deeds, insurance policies, leases, records and evidence of title to real estate and other property owned, held, or controlled by the Foundation. Records to be maintained in accordance with current document retention policies as approved by the Foundation Board.
 - c. Have custody of the official seal of the Foundation.
 - d. Direct that the Foundation Seal be affixed to documents, and attest to same, when authorized by another member of the Foundation Board.
 - e. Direct that a proper record of name and address of each contributor to the Foundation is recorded and proper receipts given.
 - f. Direct that a full and accurate account of all receipts and disbursements of accounts of the Foundation are kept.
 - g. Receive and safeguard all monies paid to the Foundation.
 - h. Direct that all monies and other valuable effects in the name and credit of the Foundation are deposited in such depositories as may be designated by the Foundation Board.
 - i. Prepare, or direct to be prepared, a full statement of finances of the Foundation on an annual basis, or as requested by the Foundation Board.
 - j. Prepare, or direct to be prepared, tax filings, reports, or notices as required by the United States Internal Revenue Service or other governmental agencies.
 - k. Make only such disbursements as are approved by the Foundation Board of Directors at any scheduled meeting, or as approved in the interim by the President, Secretary, or Treasurer.
 - l. Make financial report to the Foundation Board of Directors at each of its scheduled meetings.
 - m. Keep Foundation Board of Directors informed on a regular basis of the status of the Foundation income and expenditures.
 - n. Assist the incoming President in the preparation of an annual budget for the incoming administration.
 - o. Oversee updating of the Foundation bylaws during the outgoing year of his/her term.
 - p. Additional duties as assigned by the Foundation Board.
6. The Mathcounts Director of the Foundation shall be responsible for the following duties.
- a. Provide general oversight for Mathcounts competitions.
 - b. Prepare an annual Mathcounts budget for board approval.
7. The Scholarship Director shall be responsible for the following duties.

- a. Provide general oversight for scholarship award and coordinate payment with the Executive Director.
 - b. Prepare bi-annual reports on scholarship activities to the board
- 8. The Foundation shall maintain a bond in any amount satisfactory to the Foundation Board for the faithful performance of any Board Member's duties, and for the restoration to the Foundation, in case his/her death, resignation or removal from office, of all books, papers, vouchers, monies or other property of whatever kind in the Secretary, Treasurer, Executive Director's, or other Board Member's possession, belonging to the Foundation.
- G. Foundation Directors shall serve without salary or other compensation, but, by resolution of the Foundation Board, may be allowed expenses of attending meetings.
- H. A statutory resignation shall consist of failure to perform the required duties.

Article VIII - **MEETINGS OF MEMBERS**

- A. An annual Meeting of the Foundation shall occur during the regular annual meetings of the ASPE.
- B. A special meeting of members may be called at any time by the majority vote of the Foundation Board of Directors. Appropriate notice of such meeting shall be provided the members at least ten (10) days in advance.
 - 1. Special meeting may be in person, via teleconference, or via videoconference.

Article IX - **ADMINISTRATIVE PROCEDURES**

- A. The Executive Director of the Foundation shall manage and direct all activities of the Foundation prescribed by the Board of Directors and be responsible to the Board. The Executive Director of the Foundation shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation, and fix their compensation within the approved budget. The Executive Director of the Foundation shall define the duties of the staff, supervise their performance, establish their job titles, and delegate those responsibilities of management as shall, in the President's judgment, be in the best interest of the Foundation. The Foundation Board may delegate certain Secretary or Treasurer duties to the Executive Director of the Foundation at its discretion, and may delegate certain duties of the Executive Director to another Board Member.
- B. The Foundation seal shall be circular and shall contain the name of the Foundation, the year of its creation and the words "Alaska Engineering Education Foundation Seal State of Alaska". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.
- C. The fiscal year of the Foundation shall be the same as the ASPE Fiscal year.
- D. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such

officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Foundation Board of Directors.

- E. The financial records of the Foundation shall be audited at least every four years by an audit committee appointed by the ASPE Board. Copies of the audit shall be submitted to each ASPE Board member.

Article X - **MANNER OF ADOPTION, AMENDMENT OR REPEAL OF
ARTICLES OF INCORPORATION OR BYLAWS**

Bylaws may be adopted, amended, or repealed as follows:

- A. At any meeting, the Foundation Board of Directors may, by the affirmation vote of a majority thereof and provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these Bylaws. Said changes shall be subject to the notice provisions so contained hereinafter.
- B. Notice of proposed changes in the Foundation Articles of Incorporation or Bylaws shall be stated in writing to the ASPE Board at least thirty (30) days prior to the date for consideration of any changes by the Foundation Board.

Article XI - **MAILING ADDRESS**

Mail may be sent to the Foundation at its business address, which is:

Alaska Engineering Education Foundation
c/o Executive Director, AEEF
9641 Grover Drive
Anchorage, AK 99507

Article XII - **PARLIAMENTARY PROCEDURES**

- A. Roberts Rules of Order, revised, shall control all matters of parliamentary procedure at the meetings of the Foundation and Board of Directors.

Article XIII - **DISSOLUTION**

- A. Per the Foundation Articles of Incorporation, in the event of dissolution of the corporation, all of the property and assets of the Foundation shall be distributed to such non-profit charitable corporation which then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Distribution shall be consistent with the terms and conditions of any original gift, devise, or bequest. None of the assets or property of the Foundation, nor the proceeds of any assets or property shall be distributed to any private individual, either for the reimbursement of any sums subscribed, donated, or contributed by such individual, or for any other such purpose.

- B. Upon the dissolution of the Alaska Engineering Education Foundation the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee, other than a multiple-beneficiary permittee.