
RETIRED PUBLIC EMPLOYEES OF ALASKA

[RPEA]

APEA/AFT (AFL-CIO)

4900R

BYLAWS

**Amended and Restated
August 2023**

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RPEA BYLAWS

ARTICLE I: NAME

The name of this organization shall be the Retired Public Employees of Alaska (hereinafter referred to as RPEA), Local 4900R of the Alaska Public Employees Association (APEA)/American Federation of Teachers (AFT).

ARTICLE II: OBJECTIVES

The objectives of RPEA are to educate and assist retired and retiring public employees about their retirement benefits and to support the aims and objectives of the APEA/AFT by:

- a. Supporting programs that will advance the best interest of retired public employees;
- b. Staying informed of current issues that impact the welfare of retired public employees, such as any reduction of medical or pension benefits;
- c. Keeping members informed of these issues;
- d. Obtaining input from members about their concerns;
- e. Maintaining regular communication between RPEA and appropriate agencies and boards; and
- f. When appropriate, acting on behalf of retired public employees to protect vested retirement benefits.

ARTICLE III: MEMBERSHIP

Section 1. Regular Members

Any person who is retired under an Alaskan public employee retirement system may become a voting member of RPEA upon payment of dues.

Section 2. Associate Members

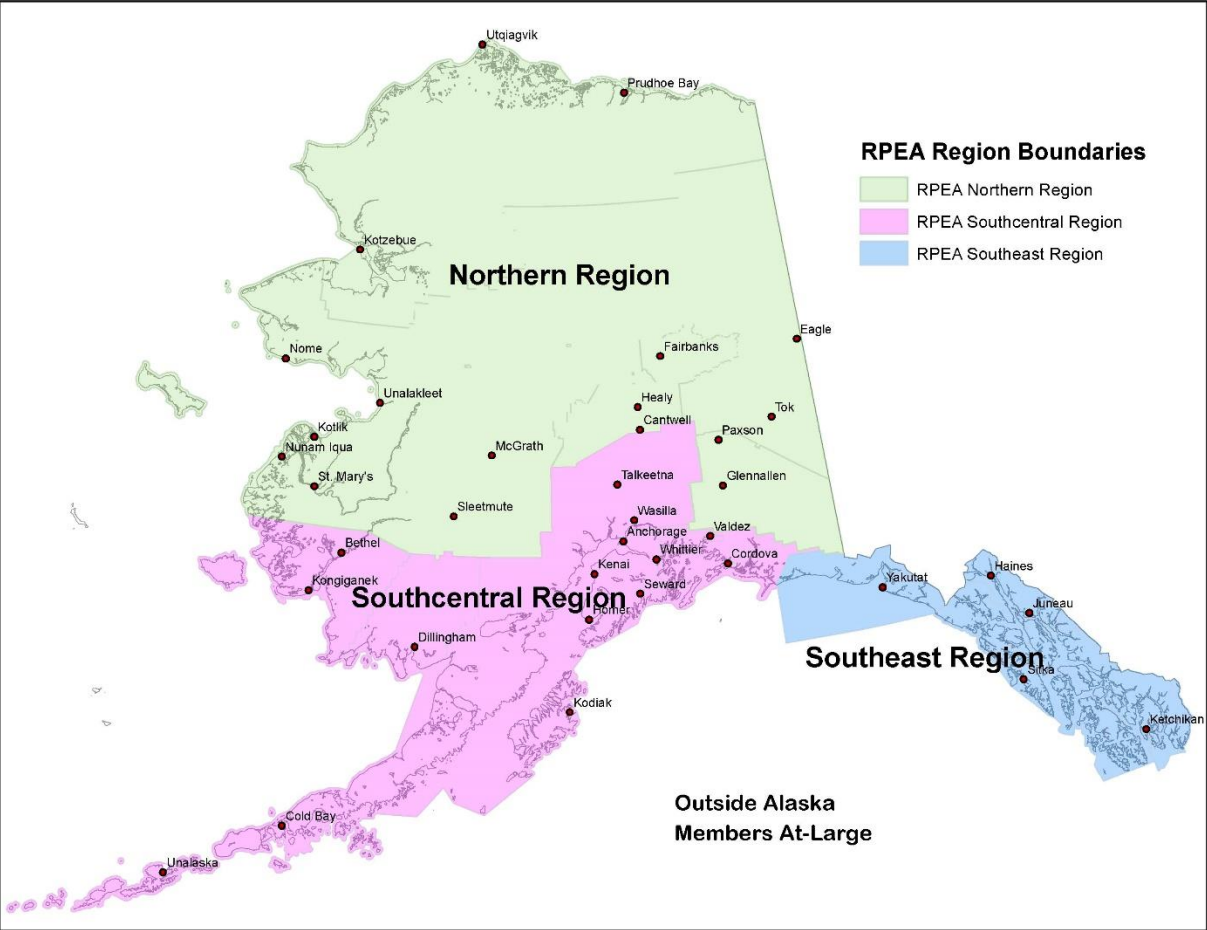
- a. Spouses of retired public employees may become Associate Members of RPEA upon payment of dues.
- b. Any person vested in an Alaskan public employee retirement system and their beneficiaries (i.e. survivors of retired public employees receiving death benefits after a member dies) may become Associate Members of RPEA upon payment of dues.
- c. Associate Members may vote and serve as committee members in RPEA.
- d. An associate member may not hold an elected office in RPEA.

Section 3. Members in Good Standing

A “member in good standing” in RPEA is any member whose membership dues are current and remain current. In addition, that member will support and advance the aims and objectives of RPEA and not engage in conduct that is harmful or contrary to RPEA and its members.

ARTICLE IV: REGIONS

RPEA regions shall be designated as follows:



- 1. Northern Region
- 2. Southcentral Region
- 3. Southeast Region

**ARTICLE V: EXECUTIVE BOARD OFFICERS and OTHER RPEA
REPRESENTATIVES**

Section 1. Elected Officers

- a. The following officers shall be elected by the entire membership:
 1. President
 2. Executive Vice-President
 3. Secretary
 4. Treasurer
 5. Director of Health Benefits
 6. Director of Membership
 7. Director of Legislative Information
 8. Director of Education and Outreach

- b. The following officers shall be elected by their respective regional members:
 1. Southeast Region Vice-President
 2. Southcentral Region Vice-President
 3. Northern Region Vice-President

Section 2. Qualifications

- a. To qualify as an Executive Board Officer, the member must be a member in good standing and must remain in good standing throughout their term on the Executive Board. In addition, the member must be able to perform the duties of the officer position to which they are elected.

- b. An Executive Board Officer may only hold one officer position on the Executive Board. RPEA employees, or individuals who contract with RPEA, may not hold a position on the Executive Board.

Section 3. Term of Office

RPEA officers serve for a term of two (2) years from July 1 through June 30. Elections for the President, Secretary, Director of Health Benefits, Director of Membership, and the Southcentral Region Vice-President take place in even-numbered years. Elections for the Executive Vice-President, Treasurer, Director of Education and Outreach, Director of Legislative Information, Northern Region Vice-President, and the Southeast Region Vice-President take place in odd-numbered years.

Section 4. Regional Executive Board Officers

- a. There shall be three (3) regional Vice-Presidents:
 1. Vice-President, Northern Region
 2. Vice-President, Southcentral Region
 3. Vice-President, Southeast Region
- b. Regional Vice-Presidents may be, but are not required to be, Chapter Chairs in their respective regions. The Regional Vice-Presidents shall be nominated and elected by the members of their regions.
- c. Regional Vice-Presidents shall:
 1. Attend Executive Board meetings, each with a vote. If unavailable for a board meeting, a Regional Vice-President may designate another member from their region to attend with a vote.
 2. Serve, and/or designate a member from their region to serve, on each of the RPEA standing committees.

Section 5. Duties of the President

The President shall:

- a. Manage the day-to-day business of RPEA.
- b. Be available on-site in the RPEA office during regular work hours, as needed.
- c. Preside at Executive Board meetings with a vote.
- d. Appoint the chairs of all ad hoc committees by nomination and a majority vote of the Executive Board.
- e. Serve as an ex-officio member of all committees, except the Nominations Committee.
- f. Develop a draft agenda for Executive Board meetings, in conjunction with the Secretary.
- g. Have the authority to co-sign checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of RPEA.
- h. Sign, with the Secretary or any other officer of RPEA, contracts or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Executive Board or by these Bylaws or by statute to some other officer of RPEA.
- i. Serve as the RPEA representative, or designate a regular member to serve, on the APEA/AFT Board of Directors and serve as delegate to the national AFT Convention.
- j. Coordinate with the Executive Vice President and staff to oversee the RPEA

website, communication lists, member communications, newsletters, and databases.

- k. Serve as official spokesperson for RPEA or designate another Executive Board officer to serve as an official spokesperson.
- l. Inform Executive Board members of RPEA correspondence and report on meetings attended on behalf of RPEA.
- m. With the assistance of the Executive Vice President, be responsible for hiring and supervision of office staff and office volunteers.

Section 6. *Duties of the Executive Vice-President*

The Executive Vice-President shall:

- a. Attend Executive Board meetings with a vote.
- b. Act in the absence of the President.
- c. Be qualified to assume the duties of the President for the remainder of the current term if the President resigns or is unable to continue to fulfill the duties of the office.
- d. Have the authority to co-sign checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of RPEA.
- e. Serve as an ex-officio member on any committee as designated by the President.
- f. Monitor the activities of the Alaska Retirement Management Board and report to the Executive Board.
- g. Coordinate with the President and staff to oversee the RPEA website, communication lists, member communications, newsletters, and databases.
- h. Assist in the hiring and supervision of office staff and office volunteers.
- i. Serve as the alternate RPEA representative on the APEA/AFT Board of Directors at the call of the president.

Section 7. *Duties of the Secretary*

The Secretary shall:

- a. Attend Executive Board meetings with a vote.
- b. Develop a draft agenda for Executive Board meetings, in conjunction with the President.
- c. Understand the organization's records and related materials.
- d. Assist in drafting and ensure the recording of minutes of Executive Board meetings.
- e. Ensure the timely distribution of copies of both the draft minutes and approved Executive Board minutes to board members.

- f. Notify the President of any unfinished business.
- g. Have the authority to co-sign checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of RPEA.
- h. Annually confirm the records of the organization are up to date with the Alaska Department of Commerce and Economic Development and the APEA/AFT.

Section 8. Duties of the Treasurer

The Treasurer shall:

- a. Attend Executive Board meetings with a vote.
- b. Understand non-profit accounting standards and fiscal record keeping.
- c. Maintain an accurate and permanent record of all RPEA funds received and disbursed.
- d. Ensure deposit of such funds in a financial institution.
- e. Have the authority to co-sign checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of RPEA.
- f. Keep the financial institution account signature card current.
- g. Ensure that members are properly credited for all dues received.
- h. Ensure that bills authorized in the budget are paid as they are received, or upon approval by the Executive Board.
- i. Supervise the contract with RPEA's accounting firm.
- j. Oversee and review financial reports.
- k. Ensure that all federal, state, and municipal tax forms are filed in a timely manner.
- l. Ensure a financial report is prepared for Executive Board meetings.
- m. Prepare a draft budget annually for consideration by the Executive Board at its regularly scheduled May meeting.

Section 9. Duties of the Director of Health Benefits

The Director of Health Benefits shall:

- a. Attend Executive Board meetings with a vote.
- b. Oversee the Health Benefits Committee and monitor the activities of the Retiree Health Plan Advisory Board (RHPAB).
- c. Report on the activities of the Health Benefits Committee to the Executive Board.
- d. Ensure that information is provided to the Executive Board on health benefits and medical issues affecting retirees.
- e. Recruit and appoint Health Benefits Committee members.

Section 10. Duties of the Director of Membership

The Director of Membership shall:

- a. Attend Executive Board meetings with a vote.
- b. Oversee the Membership Committee.
- c. Develop and maintain a plan for recruitment of new members, retention of existing members, and re-engagement of former members.
- d. Track membership numbers and report quarterly to the Executive Board.
- e. Report on the activities of the Membership Committee to the Executive Board.
- f. Recruit and appoint Membership Committee members.

Section 11. Duties of the Director of Legislative Information

The Director of Legislative Information shall:

- a. Attend Executive Board meetings with a vote.
- b. Oversee the Legislative Information Committee.
- c. Monitor legislation that might affect retirees, report on issues affecting current and future retirees and recommend action to the Executive Board.
- d. Report on the activities of the Legislative Information Committee to the Executive Board.
- e. Recruit and appoint Legislative Committee members.

Section 12. Duties of the Director of Education and Outreach

The Director of Education and Outreach shall:

- a. Attend Executive Board meetings with a vote.
- b. Oversee the Education and Outreach Committee.
- c. Develop and maintain an annual plan for quarterly and special membership meetings and programs to educate retired and retiring public employees regarding their retirement benefits and the objectives of the RPEA.
- d. Work with the Executive Board to plan and carry out quarterly and special membership meetings and programming.
- e. Identify issues and make recommendations to the Executive Board for member education and outreach.
- f. Recruit and appoint Education and Outreach Committee members.

Section 13: EPIC Representatives

- a. The RPEA Executive Board shall, by a majority vote of the Executive Board, appoint one primary and one alternate representative to serve on the APEA/AFT Employee Political Information Committee (EPIC) Board of

Directors. The Executive Board has the exclusive authority and responsibility to recruit and appoint two RPEA members in good standing for these positions.

- b. EPIC representatives shall report on the activities of EPIC to the Executive Board at regularly scheduled Executive Board meetings.
- c. EPIC representatives may participate in Executive Board meetings as a non-voting member.

Section 14. RPEA Retiree Health Plan Advisory Board Representatives

- a. The RPEA Representative on the Retiree Health Plan Advisory Board (RHPAB) and the RPEA representatives to RHPAB subcommittees shall report to the Executive Board on their activities and the activities of the Retiree Health Plan Advisory Board.
- b. The RPEA RHPAB Representative shall attend regularly scheduled Executive Board meetings.
- c. The RPEA RHPAB Representative and the RPEA representatives to the RHPAB subcommittees may participate in Executive Board meetings as non-voting members.
- d. The RPEA RHPAB Representative and the RHPAB Modernization Subcommittee representative shall attend and participate in the Health Benefits Committee meetings.
- e. The RPEA RHPAB representatives shall report the Executive Board's positions and views on health benefit issues to the RHPAB.

ARTICLE VI: COMMITTEES

Section 1. Standing Committees

- a. There shall be the following Standing Committees:
 - 1. Health Benefits
 - 2. Membership
 - 3. Legislative Information
 - 4. Education and Outreach
- b. The Director is the Chairperson of the Committee and may designate another committee member to serve in their absence.
- c. The Director recruits and appoints committee members. Committee members must be members in good standing.
- d. Regional Vice-Presidents, and/or their designees, shall serve on each of the standing committees.
- e. Standing committee meetings are open to members in good standing.

Section 2. Ad Hoc Committees

- a. Ad hoc committees may be created, as needed, by a majority vote or resolution of the Executive Board.
- b. Ad hoc committee members and the chair are nominated by the President and confirmed by a majority vote of the Executive Board.
- c. Ad hoc committee chairs shall submit regular reports to the Executive Board at regularly scheduled Executive Board meetings.
- d. Ad hoc committee meetings are open to members in good standing, except for ad hoc committees created under Article VII, Sections 12, 13 or 14.

ARTICLE VII: EXECUTIVE BOARD

Section 1. Executive Board Members

The Executive Board shall consist of:

- a. President
- b. Executive Vice-President
- c. Secretary
- d. Treasurer
- e. Director of Health Benefits
- f. Director of Membership
- g. Director of Legislative Information
- h. Director of Education and Outreach
- i. Vice-President, Northern Region
- j. Vice-President, Southcentral Region
- k. Vice-President, Southeast Region

Section 2. Quorum

Six (6) Executive Board members shall constitute a quorum. One of the six shall be a Regional Vice-President. In the absence of a Regional Vice-President, an officer from their region may serve in their stead with full voting rights. Official action may only be taken at an Executive Board meeting in which a quorum is present.

Section 3. Duties of the Executive Board

The Executive Board shall conduct the business of the organization.

Section 4. Duties of Executive Board Members

Executive Board members shall have the following duties:

- a. Duty of Care: Each board member has a responsibility to participate actively in making decisions on behalf of the organization and to exercise their best judgment while doing so.
- b. Duty of Loyalty: Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity.
- c. Duty of Obedience: Executive Board members bear the responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

Section 5. Regular Meetings

- a. The Executive Board shall meet no less than eight (8) times per year.
- b. Meetings may be held in person, by teleconference or by videoconference.
- c. Executive Board meetings are open to members in good standing, except when the board is in executive session.
- d. Notice of regular meeting dates shall be given at least seven (7) days in advance of the meeting on the RPEA website.

Section 6. Special Meetings

- a. Special Executive Board meetings may be called by the President.
- b. Special Executive Board meetings may also be called by written notice to the President of four of the officers of the Executive Board.
- c. Special Executive Board meetings may be held in person, by teleconference or by videoconference.
- d. All Executive Board members will be sent written notice by electronic mail of a special meeting, its date and time, at least 24 hours in advance of the meeting.
- e. Notice of special meeting dates shall be posted on the RPEA website at least 24 hours in advance of the meeting.
- f. Special Executive Board meetings are open to members in good standing, except when the Executive Board is in executive session.
- g. Notice under (e) of a special meeting to address an emergency is not required.

Section 7. Executive Session

- a. Any member of the Executive Board may request an executive session of the board to discuss confidential issues to include, but not limited to, personnel, financial, or legal issues, and issues involving the reputation, character, physical or mental condition of an individual; or the discipline or dismissal of, or complaints or charges brought against, a board member, officer, member, or employee.
- b. Any matter discussed in executive session shall remain confidential.
- c. No official business shall be conducted in executive session.

Section 8. Resignation

- a. Executive Board members may resign at any time orally at a regular board meeting, or in writing, to the Executive Board.
- b. Unless otherwise agreed, the resignation shall take effect on the date the oral resignation is made or the date of receipt of the written resignation. No action by the Executive Board is required to make the resignation effective.
- c. The Executive Board will acknowledge the resignation in writing.

Section 9. Vacancies

A vacancy in an Executive Board position shall be filled by nomination by the President and a majority vote of approval by the Executive Board at a board meeting. A vacancy in an office elected by the members of a region shall be filled according to Article XI, unless there are no chapter officers in the region, in which case such vacancy shall be filled by nomination by the President and a majority vote of the Executive Board. The person filling the vacancy shall serve the remainder of the unexpired term.

Section 10. Absences; Proxies

- a. A member who is unable to attend an Executive Board meeting shall notify the President, or in the President's absence, the next presiding officer of the Executive Board.
- b. Three consecutive absences from regular meetings may constitute cause for dismissal from the Executive Board.
- c. The Executive Board may dismiss a board member who has excessive absences.
- d. A member who is unable to attend an Executive Board meeting may not vote on any matter by proxy, except as provided in Article V, Section 4.

Section 11. Conflict of Interest

- a. An RPEA member who serves on the Executive Board or the Board of Directors of another retiree organization in Alaska may not hold any officer position on the Executive Board in RPEA.
- b. Executive Board members are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between their personal interests and those of RPEA. A conflict of interest exists when the loyalties or actions of an Executive Board member are divided between the interests of RPEA and the interest of the board member.
- c. Whenever an Executive Board member has any actual or reasonably perceived financial or personal interest in any matter coming before the Executive Board, that member shall fully disclose the nature of the interest to the Executive Board.
- d. If the remaining Executive Board members determine that the member has a conflict of interest, that member:
 1. Shall not participate in any discussion or consideration of the matter, and
 2. Shall be ineligible to vote on the matter.
- e. Any matter involving a potential conflict of interest shall be deemed to be an actual conflict of interest when a majority of remaining Executive Board members determines that it is in the best interest of RPEA to do so. The minutes of any meeting at which any such votes are taken shall record the disclosure of the conflict, abstention by the member, and the rationale for determining a conflict.

Section 12. Removal of an Elected Officer by the Membership

- a. Any elected officer or person appointed to an elected position accused of malfeasance, misconduct, or a dereliction of the duties of the elected office held, or failure to carry out or support the mission or policies of the RPEA, can be removed by a petition by thirty (30) percent of the RPEA members in good standing and a subsequent majority vote of the membership.
- b. A petition to remove an elected officer may only address the removal of one elected officer. Separate petitions are required if more than one elected officer is being accused under (a).
- c. The narrative of the petition to remove an elected officer shall be in writing and include the charges, a description of the facts that meet the removal standards stated in (a), and all documentation supporting the claims alleged against that elected officer. The petition, along with the signatures of 30% of the RPEA members in good standing, must be filed electronically via email and addressed to the RPEA Office Manager.

- d. Within fifteen (15) days of receipt of the petition, the membership status of each petition signer must be verified by staff. Once it is verified that at least 30% of the membership has signed the recall petition, a copy of the petition and its supporting documentation shall be immediately provided electronically via email to the accused elected officer.
- e. The elected officer subject to the petition has up to fifteen (15) days from receipt of the petition to respond in writing to the accusations contained in the petition. The response must be filed electronically via email and addressed to the RPEA Office Manager.
- f. Within thirty (30) days of verification of the petition for election, a ballot shall be sent by electronic mail to the members in good standing who are eligible to vote for the office in question. The ballot shall include the petition and its supporting documents and the rebuttal to the petition written by the accused elected officer if a rebuttal is submitted. Eligible members voting will have ten (10) days in which to return their electronic ballots.
- g. If the elected officer subject to the petition is not the President, the President shall be responsible for verification of the petition, conducting the election and notifying the accused of the results. If the President is the subject of the petition, a neutral third party, appointed by the Executive Board, shall verify the petition, conduct the election, and notify the President of the results.
- h. Retention or removal of the elected officer will be decided by a simple majority of the votes cast. Within five (5) days of the voting deadline, the election results will be announced and take effect immediately.

Section 13. Removal by Executive Board

- a. An Executive Board member may be removed for cause by an affirmative vote of two-thirds (2/3) of the seated Executive Board members.
- b. The Executive Board shall give notice in writing to the board member at least fifteen (15) days prior to the Executive Board meeting when the board proposes to remove the member. The agenda for this meeting shall specifically include the proposed removal. All correspondence relating to the removal will be confidential. Any discussion regarding the grounds for removal for cause will be conducted in executive session unless the member requests a discussion in open session. Any formal action by the Executive Board regarding the removal shall be taken in open session. If the board member elects to resign that member shall not be eligible to serve on the Executive Board for a period of two (2) years.
- c. Any Executive Board member removed for cause shall have the right to appeal. If the member appeals the removal decision, the Executive Board shall appoint an independent third-party to review the appeal. The Executive Board shall provide to the independent third-party both a

statement of its reasons for the removal and any statement provided to the Executive Board by the removed board member. The independent third-party shall submit a written report with their findings and recommendations to the Executive Board within thirty (30) days. The report of the independent third-party shall be confidential.

- d. At the next regularly scheduled meeting following receipt of the independent third-party report, the Executive Board shall take action and notify the appellant of its action in writing by certified mail/return receipt. The decision of the Executive Board is final.
- e. If an Executive Board member is removed for cause, the President will appoint the removed member's replacement in a manner consistent with Article VII, Section 9. Any Executive Board member removed for cause shall not be eligible to serve on the Executive Board for a period of three (3) years.

Section 14. Appeal of Executive Board Action

- a. A chapter, or a member in good standing, may appeal an Executive Board action or decision, except for a removal of an Executive Board member that is governed by Article VII, Section 13.
- b. Appeals shall be in writing and submitted to the President within thirty (30) days of the board action by certified mail/return receipt.
- c. The President shall present the appeal to the Executive Board within thirty (30) days of receipt of the appeal.
- d. The Executive Board shall appoint an independent ad hoc committee of one or more committee members. Executive Board officers may not serve on this ad hoc committee.
- e. The ad hoc committee shall review the appeal and submit a written report of findings and recommendations to the Executive Board and to the appellant within thirty (30) days.
- f. At the next regularly scheduled meeting following receipt of the ad hoc committee report, the Executive Board shall take action and notify the appellant of its action in writing by certified mail/return receipt. The decision of the Executive Board is final.
- g. All correspondence shall be confidential. Any discussion regarding the appeal will be conducted in executive session unless the member requests a discussion in open session.

ARTICLE VIII: ELECTIONS

Section 1. Election Procedures

- a. Elections for officers shall be held annually for officers whose terms are

- expiring.
- b. Elections shall be by secret ballot and may be held through an online voting system.
 - c. Newly elected officers shall assume office on July 1 or the first day of the month following the election.

Section 2. Nominations and Voting

- a. The Executive Board, at the regular January meeting, shall appoint a Nominations/Elections Committee to conduct all annual and special elections for the current year.
- b. Candidates for Executive Board office shall not serve on the Nominations/Elections Committee.
- c. The Nominations/Elections Committee shall notify members of the opening of nominations for officers by mail and/or by electronic mail and shall receive nominations for forty-five (45) days.
- d. A ballot shall be prepared by the Nominations/Election Committee and emailed to each member in good standing. A ballot will not be required if a candidate is unopposed at the close of nominations. If there is only one qualified candidate for an officer position, the Executive Board shall appoint that individual.
- e. No candidate may participate in the counting of election ballots. The candidates for office receiving a plurality of votes shall be declared elected at the next Executive Board meeting and members shall be notified by email or in the next newsletter.
- f. Notwithstanding c. through e. above, the Executive Board may conduct a special election if circumstances warrant, with forty-five (45) day notice to the members. Notice will be done by electronic mail and posted on the RPEA webpage.
- g. In this section, for the purpose of receiving a ballot to vote, 'a member in good standing' means a member whose dues have been paid through July 1 of the election year.

ARTICLE IX: FINANCE

Section 1. Budget

- a. The fiscal year of RPEA shall be from July 1st through June 30th.
- b. An annual budget shall be prepared by the Treasurer and approved by the Executive Board.
- c. A summary of the approved budget shall be available for review upon request by members in good standing.
- d. Financial reports shall be prepared and provided to the Executive Board

at the regular meetings.

- e. Two authorized signatures, one of which should be that of the Treasurer, are required on all checks unless the Treasurer is unavailable to sign, in which case any authorized RPEA officer may co-sign checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the RPEA.
- f. All non-budgeted expenditures must be approved in advance by the Executive Board.
- g. All requests for reimbursement must be accompanied by a supporting receipt.

Section 2. Dues

Dues shall be set by the Executive Board, with the approval of a majority vote of RPEA members in good standing.

Section 3. Financial Reviews

- a. An external review of RPEA finances shall be conducted at the end of the Treasurer's term, or no less than every two years, or as deemed necessary. The Executive Board shall establish the parameters of this review in its policies and procedures.
- b. A financial review committee of one or more committee members shall be formed, as needed, by nomination of the President and a majority vote of the Executive Board. Committee members may not be elected officers on the Executive Board.
- c. The external review report shall be submitted to the Executive Board.

ARTICLE X: PARLIAMENTARY PROCEDURE

Robert's Rules of Order, newly revised, most recent edition, shall govern parliamentary procedures, unless specifically provided for in these bylaws.

ARTICLE XI: REGIONS/CHAPTERS

Section 1: Chapter Development

- a. Chapters may be established in any geographic area where there are RPEA members in good standing, with approval of the Executive Board.
- b. The Executive Board shall set chapter boundaries within the regions defined in Article IV.

Section 2: Operation of Chapters

- a. There shall be no separate Regional/Chapter bylaws.
- b. Each Chapter shall operate in a manner consistent with the RPEA bylaws.

Section 3: Chapter Officers

- a. Chapter officers must be members in good standing of RPEA.
- b. Each chapter shall elect, at a minimum, a Chapter Chair, Secretary, and a Treasurer if chapter funds are maintained in a bank account. Elections for chapter officers shall be held at the same time as the election for the Regional Vice-President.
- c. A vacancy in a Chapter officer position shall be filled by the Regional Vice-President with majority vote of the chapter officers at a chapter board meeting of an established chapter.
- d. Chapter chairs may invite other RPEA members to participate in the chapter board meetings as at-large board members, including representatives on the RPEA standing committees from their region.
- e. Chapter chairs may delegate a portion of their duties to other RPEA chapter members.

Section 4: Duties of the Chapter Officers

The duties of the Chapter officers shall be similar to those of statewide officers as listed in Article V.

Section 5: Chapter Responsibilities

- a. Chapters shall hold at least one membership meeting per year.
- b. Chapters may hold the required chapter meeting in conjunction with an RPEA membership meeting.
- c. Chapters may hold in-person, telephonic or videoconference meetings.
- d. A directory of Chapter officers and board members shall be made available to Chapter members and available on the RPEA website.
- e. A summary of all Chapter meetings shall be transmitted to the Regional Vice-President and the RPEA Office no later than thirty (30) days after each Chapter meeting.
- f. Chapters shall not initiate any activity that is contrary to the aims and objectives of the statewide organization.

Section 6: Chapter Funds

- a. The purpose of chapter funds is to facilitate meetings that promote the objectives of RPEA.
- b. At the regularly scheduled May Executive Board meeting, each Chapter

shall submit to the Executive Board for review and approval an annual budget showing the amount of all proposed expenditures for the upcoming fiscal year.

- c. RPEA shall provide chapters with an annual amount set by the Executive Board to be used for official chapter business.
- d. With prior approval of the Executive Board, RPEA shall reimburse chapters for expenditure of additional funds when provided with a written request for reimbursement and appropriate receipts.
- e. No Chapter shall make any expenditure of funds inconsistent with the objectives of RPEA or its bylaws.
- f. Each Chapter shall provide an accounting of all chapter expenditures to the Executive Board no later than thirty (30) days following the close of the fiscal year.
- g. In the event of dissolution of a chapter, all funds shall revert to RPEA.

ARTICLE XII: BYLAW AND ARTICLES OF INCORPORATION, AMENDMENTS AND REVISIONS

Section 1. Bylaw Committee

A Bylaws Committee shall be formed as needed by nomination of the President and a majority vote of the Executive Board.

Section 2. Amendments and Revisions

- a. The Executive Board will review the bylaws every five years to assure they accurately reflect the organization's goals and comply with the law. The Executive Board will solicit input from members concerning proposals for amendments or revisions at these times. The Executive Board shall submit proposed amendments or revisions to the Bylaws Committee.
- b. The Bylaws Committee will review the Bylaws and suggest amendments or revisions to the Executive Board. The Executive Board will review proposed amendments or revisions and recommend that membership either "PASS" OR "DO NOT PASS".
- c. Amendments or revisions must receive affirmative votes by a majority of the members voting on the amendment, or revision, to be ratified.
- d. A copy of the amended Bylaws shall be placed on the RPEA website and noticed in the newsletter.
- e. Nothing in this section shall abrogate the authority of the Executive Board to submit bylaw changes to the membership for ratification at any time the Executive Board deems necessary.
- f. The Executive Board will review and revise, as needed, the Articles of Incorporation annually in March.

Section 3. *Effective Date*

Amendments and revisions ratified by the membership shall be effective immediately.

ARTICLE XIII: POLICIES AND PROCEDURES

The Executive Board may adopt policies and procedures as necessary to implement the Bylaws. Copies will be available on the RPEA website. Policies and procedures may be modified as needed, by a majority vote of the Executive Board, without formal notice to the members.

ARTICLE XIV: SUSPENSION OF BYLAWS

These Bylaws may be temporarily suspended by a two-thirds (2/3) vote of the seated Executive Board members with a finding of urgency, due to a situation that poses significant harm to the organization or its members.

ARTICLE XV: DISSOLUTION

In the event of RPEA's dissolution, all assets will be donated to the Alaska Public Employees Association (APEA).