

BYLAWS
OF
ALASKA CENTER FOR APPROPRIATE TECHNOLOGY

ARTICLE I – MEMBERSHIP

Section 1. Requirements for membership. Any person or organization is eligible for membership. Application for membership shall be accompanied by dues for one year. Membership acceptance is subject to Board of Directors approval. Applicants for membership shall not be discriminated against based on race, sex, income or religion.

Section 2. Membership Classes and Dues. There shall be five classes of members: Regular, Family, Student, Corporate and Honorary Members. Membership dues are payable for a term of twelve months corresponding to the corporation's fiscal year, July 1 through June 30.

Membership dues are as follows:

Regular Membership	\$ 25.00 per year
Family Membership	\$ 50.00 per year
Student Membership	\$ 15.00 per year
Corporate Membership	\$100.00 per year
Honorary Membership	\$ 0.00 per year

Regular members are individuals at least eighteen years of age who have all privileges of membership, including the right to vote or serve on the Board of Directors.

Family membership is available to any family with at least one individual at least eighteen years of age. Family memberships have all privileges of membership, including the rights to vote or serve on the Board of Directors. Only family members at least eighteen¹ years of age are eligible to vote. Each family membership shall have a total maximum of two votes.

Student members are individuals over the age of eighteen who are concurrently enrolled full time in a college or university program.

Corporate members are businesses or other organizations. Corporate memberships do not have voting privileges.

Honorary members are individuals or organizations to whom membership is awarded by the Board of Directors for outstanding contributions to the purposes of the organization. Only one honorary membership may be awarded each year. Honorary members have all privileges of membership, including the rights to vote or serve on the Board of Directors.

Section 3. Expulsion of Members. A member not exempt from paying dues shall be automatically dropped for failure to pay. By a two-thirds (2/3) vote, the Board of Directors may expel a member for conduct detrimental to the corporation. A member subject to expulsion is entitled to a private hearing before the Board of Directors.

ARTICLE II – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held each year as selected by the Board of Directors. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not cause dissolution of the corporation. Robert's Rules of Order shall govern at all meetings of the members.

Section 2. Special Meetings. Special meetings of the members may be called by resolution of the Board of Directors, or upon a written request signed by any three board members, by the President, or by ten percent (10%) or more of all the members. It shall thereupon be the duty of the Secretary to cause notice of such meeting to be given in the manner prescribed in these bylaws.

Section 3. Notice of Member Meetings. It shall be the duty of the Secretary to deliver notice of all meetings of the members not less than fourteen (14) days nor more than thirty (30) days before the date of the meeting. Notice shall include the place, date, hour and purpose of the meeting. Notice shall be delivered by telephone, facsimile, electronic mail or mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. Quorum. At any meeting of the members, five (5) members in attendance either in person, telephonically, or by digital technology shall constitute a quorum for conducting a meeting.

Section 5. Voting. Each regular and honorary member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. In the case of family memberships, only family members at least eighteen years of age are eligible to vote. Each family membership shall have a total maximum of two votes. All questions shall be decided by an affirmative vote of the members voting thereon in person, by mail, email or other appropriate digital technology in accordance with procedures set by the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by a board of not less than five (5) and not more than nine (9) persons which shall exercise all of the powers of the corporation.

Section 2. Election. Directors shall be elected by the members, at the annual meeting of the members. Board members shall be elected by a plurality vote of the members.

Section 3. Terms. Beginning with the first annual meeting held during October, 1993, the four directors receiving the highest number of votes shall be elected to a two year term. The

three directors receiving the next highest number of votes shall be elected to a one year term. Thereafter, each director shall be elected for a term of two years or until his/her successor shall have been elected.

Section 4. Qualification. Only members in good standing are eligible to become a member of the board of directors. The number of board members shall attempt to proportionately represent the makeup of the membership and projects, if any.

Section 5. Nominations. It shall be the duty of the Board to appoint a nominations committee consisting of the immediate past president, acting as chair of the committee, and two additional members in good standing. A list of nominations prepared by the nominations committee shall be included in the notice of the annual meeting sent to the members. Additional nominations may be accepted from the floor during the annual meeting. No member may nominate more than one candidate.

Section 6. Removal of Board Member. Any Director shall be removed from the Board of Directors following two (2) unexcused absences from board meetings, a breach of fiduciary responsibility, or an undisclosed conflict of interest.

Section 7. Vacancies. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining board members for the unexpired portion of the term.

Section 8. Compensation. Board members shall not receive any compensation for their services as board members. If authorized by the Board, board members may be reimbursed for expenses actually and necessarily incurred in carrying out corporation business. No board member shall receive compensation for serving the corporation in any other capacity, nor shall any close relative of a board member receive compensation for serving the corporation, unless the payment and amount of compensation shall be specifically authorized by a vote of the members. Any potential conflict of interest must be acknowledged and if appropriate, abstain from voting on that issue.

ARTICLE IV – MEETINGS OF THE BOARD

Section 1. Meetings. The Board of Directors shall hold regular meetings of the board at least quarterly. Electronic mail, digital networks, or teleconferences shall be considered an acceptable way of conducting board work. Special meetings of the Board may be called by the President or by any three board members. The President or board members calling the special meeting shall fix the time and place for holding of the meeting. Robert's rules of Order shall govern at all meetings of the board.

Section 2. Notice of Board Meetings. It shall be the duty of the Secretary to deliver notice of all meetings of the board not less than three (3) days before the date of the meeting. Notice shall include the place, date, hour and purpose of the meeting. Notice may be delivered by email, telephone, facsimile or mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the

records of the corporation. The failure of any member to receive notice of a meeting of the board shall not invalidate any action which may be taken by the members at any such meeting.

Section 3. Quorum. At any meeting of the board, a simple majority of board members shall constitute a quorum for conducting a meeting.

Section 4. Selection of Board Officers. The Board of Directors shall select Board officers as needed. The President shall be selected by a majority of votes cast by the Board members. Other positions will be filled by volunteering and through discussion.

ARTICLE V – OFFICERS

Section 1. Number. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. The officers of the Board of Directors shall be selected by the Board of Directors.

Section 2. Duties. The officers' duties shall include:

President – The President shall be the chief officer of the corporation and shall preside at its meetings and those of the Board of Directors. The President shall be the spokesperson of the Corporation in matters of public policy. Subject to the direction of the Board of Directors, the President shall see that the resolutions and directives of the Board are carried into effect; and, in general, shall discharge all duties incident to the office of the President and as prescribed by the Board of Directors.

Vice-President – The Vice-President shall, in the absence of the President, perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Secretary – The Secretary shall keep a record of all of the official proceedings of the Corporation and its Board of Directors.

Treasurer – The Treasurer shall be responsible to the Corporation for safeguarding and accounting of all assets of the corporation.

ARTICLE VI – COMMITTEES

Section 1. Establishment. Committees shall be established to accomplish the work of the Corporation. The duties of each committee shall be to study, promote interest in, and work toward the advancement of all matters pertaining to its field of activity. Any question of conflicting jurisdiction of committees shall be resolved by the President. For administrative purposes the Board of Directors will designate an officer of the Corporation to supervise the activities of each committee.

Section 2. Chairperson. The committee chairperson shall be appointed by the President with the approval of the Board of Directors. Each chairperson shall promote the activities of the committee and select committee personnel unless otherwise directed by the Board of Directors. A chairperson may appoint subcommittees to accomplish the work of the committee.

ARTICLE VII – INTERNAL ORGANIZATIONS

Section 1. Establishment. Internal organizations are groups which have been chartered by the Corporation to further promote the purposes of the Corporation. The privileges and responsibilities of internal organizations, as well as the criteria by which they are chartered, shall be as set forth in the “Policy for Internal Organizations,” as approved by the Board of Directors.

Section 2. Local Chapters. A Local Chapter is an internal organization made up of members of the corporation who reside in the same general locality.

Section 3. Regional Associations. A Regional Association is an internal organization made up of members of the corporation who reside in a general geographic area.

Section 4. Specialty Disciplines. A Specialty Discipline is an internal organization or project made up of members of the corporation involved in a common study or interest related to the purposes of the corporation.

ARTICLE VIII – FINANCIAL TRANSACTIONS

Section 1. Fiscal Year. The corporation shall maintain its books and records on a fiscal year basis ending on June 30th.

Section 2. Financial transactions. All corporate checks over \$2,000 shall be signed by two authorized signers, including one member of the board of directors.

Section 3. Properties. The Corporation may acquire real and personal property, including equipment, literature, and other materials for use by and on behalf of the membership.

Section 4. Audits and reviews. Any financial audit or review shall be conducted annually by a reviewer or committee selected by the Board.

ARTICLE IX – AMENDMENT

Section 1. Amendments. These bylaws may be altered, amended, or repealed by an affirmative vote of the members at any regular or special meeting of the members, provided such notice of the meeting shall have contained a copy or a link on to the ACAT web site containing a copy of the proposed alternation, amendment or repeal and shall have been emailed, faxed, or mailed to all members in good standing at least two weeks prior to the meeting.