

**BYLAWS  
FOR THE  
MUNICIPAL PUBLIC SAFETY EMPLOYEES CHAPTER  
OF THE  
PUBLIC SAFETY EMPLOYEES ASSOCIATION, INC.  
AFSCME LOCAL 803**

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## ARTICLE I

### MUNICIPAL PUBLIC SAFETY EMPLOYEES CHAPTER

#### SECTION 1:        *NAME*

The name of this Chapter shall be the MUNICIPAL PUBLIC SAFETY EMPLOYEES CHAPTER, PUBLIC SAFETY EMPLOYEES ASSOCIATION, INC., AFSCME LOCAL 803.

#### SECTION 2:        *PRINCIPAL OFFICE*

The principal office of this Chapter shall be maintained at such place in the City of Anchorage, State of Alaska, as the Corporation Board of Directors of the Public Safety Employees Association, AFSCME Local 803 shall designate. The Municipal Chapter may establish a post office box as determined by its Board of Directors.

#### SECTION 3:        *PLACE OF MEETING*

All meetings of the Chapter Membership and Chapter Board of Directors shall be held in a community as determined by the Chapter Board of Directors. The Chapter President shall determine the location prior to any Chapter meeting.

#### SECTION 4:        *MEMBERSHIP*

The membership of the Chapter shall include all PSEA members employed by municipal entities who have entered into a collective bargaining agreement with PSEA. Each of these Local members comprises the voting membership of this Chapter.

#### SECTION 5:        *LOCALS*

Each group of the PSEA members employed by each municipal entity, respectively, shall comprise a Local of PSEA and of this Chapter.

## ARTICLE II

### VOTING MEMBERSHIP

#### SECTION 1:        *ANNUAL MEETING*

There shall be an annual meeting of the Chapter's voting members as scheduled by the Chapter President with the approval of the Chapter Board of Directors. The annual meeting will be held in a location designated by the

Chapter President and approved by the Chapter Board of Directors within the State of Alaska.

**SECTION 2:            *SPECIAL MEETINGS***

Special Meetings of each Chapter's voting membership may be held at any time upon the call of the Chapter President with the advice and consent of the Chapter Board of Directors.

**SECTION 3:            *NOTICE OF MEETINGS***

**A.     Notice:**

The Chapter Secretary shall disseminate a written, printed, and/or electronic notice at least ten (10) days prior to the day set for the annual or special meeting. The Notice of Meeting shall be sent to the Chapter's voting membership and shall contain the following information:

- (1)    Whether it is an annual or special meeting;
- (2)    The authority for the call of the meeting;
- (3)    The place, day, and hour the meeting will be held;
- (4)    The purpose of the meeting.

**B.     Delivery of Notice:**

The Notice of Special/Annual Meeting shall be delivered to each PSEA member in good standing in any of the following ways at the discretion of the Chapter Board of Directors:

- (1)    By leaving the Notice with the member personally; or
- (2)    By leaving the Notice at the residence or usual place of business of the member; or
- (3)    By mailing the Notice, postage prepaid by the Public Safety Employees Association, to the personal address of each member as it appears in the Association records; or
- (4)    By facsimile, e-mail or other type of common electronic transmission; or
- (5)    By telephonic notification.

The Chapter Board of Directors may select from any or all of the foregoing methods of delivery in their attempt to give Notice to the Chapter members that either an Annual or a Special Meeting will be convened.

If notice is given pursuant to the provisions of this section, the failure of any regular member to receive actual notice of the meeting shall in no way invalidate the meeting or any decisions reached thereof.

**SECTION 4:            *QUORUM***

At any meeting of the Chapter's voting membership at which proper notice has been given, ten (10) members entitled to vote, present in person, shall constitute a quorum

**SECTION 5:            *VOTING***

At every meeting of the Chapter's voting membership, each voting member (as defined in Article VIII, Section 1 of the Corporation's Articles of Incorporation) shall be entitled to vote in person and each member shall have one (1) vote. In the event a membership vote is called, when a quorum is established and less than ½ of the membership is present, majority votes shall be considered advisory. In such circumstances advisory ballots will be prepared and circulated for ratification by the general membership. Should the advisory ballot count not establish a majority in opposition to the original majority vote, the original vote results will stand; otherwise, the original majority vote will fail.

**SECTION 6:            *ADJOURNMENT***

At any annual or special meeting of the Chapter's membership, adjournment of the meeting may occur by simple notice upon a motion from any member in attendance that receives a second and is confirmed by voice majority vote, or by a showing of hands if the voice vote is inconclusive, whether a quorum is present or not. Such adjournment may be for the purpose of reconvening the meeting at a different place as determined by a majority vote of the Chapter's members present.

**ARTICLE III**

**CHAPTER BOARD OF DIRECTORS**

**SECTION 1:            *ELECTION***

a)    **Composition of the Board.**    The Chapter shall have a Board of Directors to consist of the elected President of each Local or his/her designee

provided they were elected by their Local membership. The Board will have the following officer positions: President, Vice President, and Secretary.

b) **Terms of office.** The terms of office for each officer shall be two (2) years beginning on July 1 and terminating two (2) years later on June 30. The first term of office for the President shall end June 30, 2014. The terms of the Secretary and the President shall run concurrently. The term for the Vice President shall commence February 1, 2014 and end June 30, 2016, and every two years thereafter.

c) **Election.** The election of the Board of Directors Officers shall occur in conformity with the procedures recited within the corporate bylaws for the Public Safety Employees Association, Inc. The President, Vice President, and Secretary of the Chapter shall be elected based on a vote of the Directors by the Directors. The elections shall be held each year, no later than May 31<sup>st</sup>. The term of the initial officers shall be shortened or extended to include that period of time for the initial election and a full term as described above.

## **SECTION 2: ANNUAL MEETING**

At least sixty (60) days prior to an annual Chapter meeting, the Chapter Board of Directors will be polled as to whether or not a board meeting should be held prior to the annual meeting. Should the majority of the Board opt for a Chapter Board of Directors meeting, it shall be held within thirty (30) days prior to the annual membership meeting.

## **SECTION 3: REGULAR MEETING**

Meetings of the Chapter Board of Directors shall be held upon the order of the Chapter President or upon written request of two (2) members of the Chapter Board of Directors. Such meetings shall be held at least annually, except that a majority of the voting Board members may agree to cancel any meeting. Votes to cancel may be conducted by the Chapter President or Chapter Board of Directors via telephone. The Chapter Board of Directors may not cancel a meeting if it is the sole meeting likely to occur during the course of the year.

## **SECTION 4: SPECIAL MEETINGS**

The President, or any two (2) members of the Chapter Board of Directors, upon written request, may call for a special meeting of the Board. The time, place, and agenda shall be specified at the time of the call. As a matter of course, special meetings shall only be called so the Chapter Board can deal with item(s) that cannot, because of their nature, be dealt with at a regularly scheduled meeting. A majority of the Chapter Board of Directors may cancel any scheduled special meeting prior to the meeting date. Votes to cancel may be conducted by the Chapter President via telephone.

**SECTION 5:            *NOTICE OF MEETINGS***

Each member of the Chapter Board of Directors shall be notified of any regular or special board meeting in one of the ways specified in Article II, §3 of these Bylaws. The notification shall contain the date, time, and agenda for the meeting. Notice shall be given at least ten (10) days before the date set for the meeting, but meetings of a special nature may be set with at least twenty-four (24) hours advance notice. The failure of any Chapter Board member to receive notice of a meeting shall in no way invalidate the meeting or any decisions or votes decided at any meeting that has a quorum.

**SECTION 6:            *QUORUM***

A majority of the directors personally attending any properly Noticed Chapter Board meeting shall constitute a quorum. In order to be valid, any act or business decision must be approved by a majority of such quorum. A vacancy or vacancies in the officer ship of the Chapter Board shall not affect the validity of any action of the Board provided that there is present at the meeting a quorum of all the members to which the Board is entitled.

**SECTION 7:            *ADJOURNMENT***

In the absence of a quorum at the date, time and place of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the directors present may adjourn any Chapter meeting without further notice, or may convene or reconvene the meeting when a quorum shall be present.

**SECTION 8:            *NOTICE UNNECESSARY***

At any meeting of the Chapter Board of Directors, however called or wherever held, all of the officers shall be present or shall waive notice of such meeting by a writing filed with the records of the Chapter's Board of Directors or, after any such meeting, shall express consistent with the holding of the meeting and all actions taken thereat by a writing filed with the records of the Chapter Board of Directors, then all actions taken at such meeting shall be legal and valid. A copy of the writing required by this section must be filed at the Association offices.

**SECTION 9:            *POWERS***

The Chapter Board of Directors shall have independent power to manage the business of the Chapter, delegating the duties of the daily management of the Chapter to the officers, and thereafter to the President, and may exercise all of the powers of the Chapter except as are reserved to or may be conferred from time to time by law or by the Articles of Incorporation or Bylaws of the Public

Safety Employees Association, and any amendments thereto or by the Bylaws upon the regular membership of the Chapter.

## **ARTICLE IV**

### **POWERS AND DUTIES**

#### **SECTION 1:        *CHAPTER PRESIDENTS***

The Chapter President, when present, shall preside at all meetings of the regular membership and of the Chapter's Board of Directors. Subject to the control of the Chapter's Board of Directors, s/he shall be the Chief Executive Officer of the Chapter, shall exercise general supervision and direction over the management and conduct of the business and affairs of the Chapter, and shall have the right to inspect at all times any and all of the records, accounts and property of the Chapter. S/he shall also have such other powers and duties as are given to her/him elsewhere by law or in these Bylaws and as may be assigned to her/him from time to time by the Chapter's Board of Directors.

#### **SECTION 2:        *REPRESENTATIVES TO CORPORATE BOARD***

In accordance with the Corporation Bylaws, Municipal Chapter Directors/Members shall be appointed to serve as representatives of the Municipal Chapter to the Corporation Board of Directors. The Chapter President, Vice President, and Secretary shall, by virtue of his/her Chapter office, automatically occupy a seat on the Corporation Board of Directors, as representatives of the Municipal Chapter

When the Municipal Chapter President is also the elected Corporation President, The Municipal Chapter Directors shall elect an additional Director to occupy a seat on the Corporation Board of Directors.

When the Municipal Chapter membership, as determined by the Corporation President in accordance with the Corporation Bylaws (Article IV, Section 5) is sufficient to justify additional representation to the Corporation Board of Directors, additional Municipal Chapter Directors shall be elected by the Municipal Board of Directors to serve as a Director on the Corporation Board.

#### **SECTION 3:        *CHAPTER VICE PRESIDENTS***

For the purpose of succession, the Chapter Vice President shall succeed to the office of the Chapter President, should the President vacate his/her office for any reason prior to the end of the stated term of office. The Vice President shall assume and perform the duties of the Chapter President in the President's absence, temporary inability to perform such duties, or resignation. In such event, the Vice President shall have such powers and duties as assigned to



him/her by law, these Bylaws, the Articles of Incorporation or Bylaws of PSEA, and/or the Chapter Board of Directors. Within sixty (60) days of the Vice President's assumption of the President's office by virtue of ordinary succession, a special meeting will be called of the Chapter's Board of Directors for the purpose of selecting a member to fulfill the Presidential vacancy. The member selected will complete the existing term of office by a vote of the Chapter membership.

#### **SECTION 4:            *CHAPTER SECRETARY***

The Chapter Secretary, except as the Chapter Board of Directors may otherwise order and direct from time to time and subject to its control at all times, shall:

- a) have charge of the valuable papers and documents;
- b) keep full and accurate books of account of the Chapter's transactions and business, which books shall be and remain the property of the Chapter;
- c) make and render to the Chapter Board of Directors such reports as it may request;
- d) shall, upon request, present and exhibit to the regular membership of the PSEA Corporation, to the Corporation Board of Directors as well as the Chapter Board of Directors, all the books, accounts, records and evidence thereof kept by him/her;
- e) shall attend and keep the minutes of all meetings of the regular membership of the Chapter and, when requested, shall attend and keep the minutes of the meetings of the Chapter Board of Directors and of any committee, in books provided for that purpose;
- f) shall have charge and custody of the records of the membership of the Chapter;
- g) shall give all Notices as required and provided by these Bylaws;  
and
- h) shall have such other powers and duties as may be incidental to the office of Secretary/Treasurer or elsewhere given to him by law or in these Bylaws as may be reassigned to him from time to time by the Chapter Board of Directors.

**SECTION 5:            *CHAPTER SECRETARY PRO TEM***

In the event that the duly elected Secretary shall not be present at any meeting of the Chapter Board of Directors, the presiding officer shall appoint another attending officer to assume the duties of the Secretary *pro tempore*. The person so appointed shall keep the minutes of such meetings and record them in the books provided for that purpose.

**ARTICLE V**

**REMOVAL FROM OFFICE OR EMPLOYMENT**

**SECTION 1:            *VACANCIES***

The Chapter Board of Directors shall accept nominations for a successor to fill the remainder of any unexpired term of office should an officer (other than the President) vacate his/her office by death, resignation, retirement, forfeiture, reassignment, or impeachment. After the nomination period has expired, the Chapter Board of Directors shall pick from a nominee, or, in the event there are no nominees, direct the President to appoint a member from the Chapter to fill the position.

**SECTION 2:            *FORFEITURE OF OFFICE***

Should the employment status of any member of the Chapter Board of Directors change in a manner that would make the individual ineligible to run for that office, s/he shall automatically forfeit his office. Vacancies occurring in this manner shall be filled as per Section 1 of this Article. Should the change in status be involuntary and grievable under a PSEA-negotiated collective bargaining agreement, and a grievance is in fact filed, the member shall retain the right to regain his/her office when the grievance is settled in his/her favor or s/he relinquishes his/her office in another manner as set forth in these Bylaws.

**SECTION 3:            *IMPEACHMENT***

a) **Procedure.** Any member of the Chapter Board of Directors may be removed from office in an election conducted among the membership of the Chapter. A petition requesting such a recall may be circulated among the voting membership of the Chapter for signatures of those members that support the recall. The petition shall state the reason(s) for recalling the Chapter officer. At least one-third (1/3) of the voting Chapter members must sign the petition before a recall election will be conducted. The petition shall then be submitted to the President of the Chapter Board of Directors or, if the President is the subject of the petition, to the Vice President. The Chapter Board of Directors will then convene at a special meeting for the purpose of considering the petition, and the presiding officer shall direct any other member of the Board to certify the

signatures appearing on the petition. Certification of signatures for confirmation of voting members shall be completed within fifteen (15) days of the receipt of the petition.

b) **Recall election.** An election shall be conducted under the supervision of the presiding Chapter Board officer within thirty (30) days after signature verification is completed, and the necessary one-third (1/3) support for the petition remains. The Chapter voting membership shall participate in a secret ballot election by either mail, manual ballot, or electronic ballot at the pleasure of the presiding Chapter Board officer. Should a simple majority of the members voting cast ballots in favor of recall, the presiding Board officer shall certify the results and inform the officer that s/he is removed from the Board of Directors. If the election results in a recall of the officer, removal is effective immediately. Delay informing the officer does not alter the fact of removal. The Board member subject to the impeachment process shall have the right to monitor the process, but shall be excluded from the election process and the certification of the results. A certified vote recalling a Board member is final, and may not be appealed to the Chapter or to PSEA Board of Directors.

c.) **Notice to PSEA.** If any officer of the Chapter Board of Directors is subject to a recall petition, the presiding officer of the Chapter shall promptly notify PSEA's Executive Director, or the President of PSEA's Corporation Board of Directors if the Executive Director is not available. Once the election is completed, a copy of all documents shall be provided to PSEA's principal office as soon thereafter as possible.

## ARTICLE VI

### LIABILITY OF OFFICERS AND DIRECTORS

#### SECTION 1:        **EXCULPATION**

No Chapter Board Officer shall be liable for acts, defaults, or neglects of any other Chapter Board Officer, or for any loss sustained by the PSEA Corporation, unless the same has resulted from willful misconduct, willful neglect or gross negligence of the Chapter Board Officer sought to be charged with liability.

#### SECTION 2:        **INDEMNIFICATION**

Every Chapter Board Officer shall be indemnified by the PSEA Corporation against all reasonable costs, expenses and liabilities (including the reasonable fees of an attorney approved by PSEA) actually and necessarily incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which s/he may be involved as a party or otherwise by reason of his/her being or

having been an officer of the Chapter Board whether or not s/he continues to be such at the time of incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which s/he shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct, willful neglect or gross negligence toward that Chapter in the performance of his/her duties as such officer.

As to whether or not a Chapter Board Officer was liable by reason of willful misconduct, willful neglect or gross negligence toward the Chapter or PSEA Corporation in the performance of his/her duties as such officer, in the absence of such final adjudication of the existence of liability, the Chapter Board of Directors and each officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Corporation Board of Directors. The foregoing right to indemnification shall be in addition to and not limitation of all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of such person.

## **ARTICLE IX**

### **BUSINESS YEAR**

#### **SECTION 1:        *DETERMINATION***

The Business Year for each Chapter shall be the same as the fiscal year of the PSEA Corporation, i.e., July 1 through June 30.

## **ARTICLE X**

### **POLITICAL ACTIVITY**

#### **SECTION 1:        *POLICY***

The Chapter shall be non-partisan. No person shall use his/her office within PSEA for personal political activity or personal gain. However, these Bylaws shall not prohibit the free exchange of information, either verbally or in writing, among the officers, directors, employees and general membership relative to the qualifications, apparent attitudes, expressed views and past actions of any candidate for public office in respect to matters affecting the interests and welfare of the members.

## ARTICLE XI

### AMENDMENTS TO CHAPTER'S BYLAWS

#### SECTION 1:        **AMENDMENTS**

a)    **Amendments by the Board.**    The Chapter Board of Directors may propose the amendment, addition, or repeal of any of these Bylaws by a two-thirds (2/3ds) affirmative vote. The Chapter Secretary shall advise the Board of any potential conflicts between the proposed change and PSEA's Articles of Incorporation or Bylaws. If no conflict is found, the proposed amendment, addition, or repeal of the Bylaws shall become effective.

b)    **Amendments by Chapter members.** Any voting Chapter member may submit a proposed change of the Bylaws, in written form, to the Chapter President or Secretary at least sixty (60) days prior to any Chapter Board meeting.

c)    **Procedure for review.** If a voting member of the Chapter submits a proposal for amendment, addition or repeal of these Bylaws, the proposal will be reviewed and voted upon by the Chapter Board of Directors by a simple majority vote. Prior to voting, the President shall first determine if the proposed change conflicts with PSEA's Corporate Bylaws by presenting the proposal to the Corporation President of PSEA no fewer than fifteen (15) days prior to the Chapter Board's scheduled meeting. The Corporation President of PSEA shall promptly inform the Chapter President, i.e., no later than five (5) days prior to the Chapter Board's meeting, of any possible conflicts, which shall render the proposal invalid. If the proposal is found invalid, the Chapter Secretary/Treasurer shall notify the submitting voting member of the conflict, and further provide information as to how the proposal conflicts with the Corporate Bylaws.

A voting member of a Chapter may appeal a Chapter Board decision regarding a Bylaw amendment, by presenting the Chapter Board with a signed petition of 1/3 of the voting membership. If accepted without conflict, notice of the proposed amendment, addition or repeal shall be provided in writing to all Chapter voting members. The Notice shall include the Bylaw language to be changed, if any, the language proposed for change. The Notice shall also contain boxes for expression of a vote on each Bylaw change with the question "Do You Approve the Proposed Change of the Bylaws?" followed by boxes for either a "yes" or "no" expression by the member. A simple majority, i.e., fifty percent (50%) plus one (1) vote, of those Chapter members voting shall be required to approve the proposed Bylaws change, addition or repeal. Should the advisory vote result in less than a simple majority, i.e., fifty percent (50%) plus one (1) vote, of the membership rejecting the Bylaw change, the amendment

shall be immediately repealed, and that vote shall be confirmed at the next meeting of the Chapter Board.

d) **Submission to Corporation Board of Directors.** Assuming the foregoing procedures result in amendment of these Bylaws, they shall then be submitted to the PSEA Corporation Board of Directors for review and execution by the Chapter Board of Directors. If the Corporation Board of Directors does not approve the amendment, it shall return the Bylaws with its comments on why the amendment does not conform to the PSEA Articles of Incorporation or Bylaws, and how the amendment may be modified to conform, if possible. If the Corporation Board of Directors approves the amendment(s), it shall become effective on the date the vote of approval was certified.

**ARTICLE XII**

**PARLIAMENTARY PROCEDURE**

**SECTION 1:      *ROBERT'S RULES OF ORDER***

On all questions of parliamentary procedure not addressed within these Bylaws, the presiding officer at any Chapter Board meeting shall consult and follow Robert's Rules of Order for resolution.

**ARTICLE XIII**

**ADOPTION & EXECUTION**

These Bylaws of the Municipal Public Safety Employees Chapter of the Public Safety Employees Association, Inc. are hereby adopted as true, complete and correct.

\_\_\_\_\_  
President  
Municipal Chapter

\_\_\_\_\_  
Secretary  
Municipal Chapter

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

These Bylaws submitted by the Municipal Public Safety Employees Chapter of the Public Safety Employees Association, Inc., have been reviewed and approved by the Corporation Board of Directors and constitute a true, complete and correct official document of PSEA, Inc.

\_\_\_\_\_  
Corporation President

\_\_\_\_\_  
Corporation Secretary/Treasurer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date