

1 IN THE SENATE

BY SENATOR POLLOCK

2

SENATE BILL NO. 14

3

IN THE LEGISLATURE OF THE STATE OF ALASKA

4

FOURTH LEGISLATURE - FIRST SESSION

5

A BILL

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For an Act entitled: "An Act relating to the formation of profes-
7 sional corporations; exempting professional
8 corporations from the provisions of the
9 Alaska Employment Security Act; and provid-
10 ing for an effective date."

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BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:

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* Section 1. AS 10 is amended by adding a new chapter to read:

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CHAPTER 35. ALASKA PROFESSIONAL CORPORATION ACT.

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Sec. 10.35.010. PURPOSE. The general purpose of this

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chapter is to make available to professional persons the

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benefits of the corporate form for the business aspects of

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their practice while preserving the established professional

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aspects of the personal relationship between the professional

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person and those whom he serves.

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Sec. 10.35.020. INCORPORATORS. One or more persons,

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each of whom is licensed to render a professional service

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in this state, may incorporate a professional corporation.

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Sec. 10.35.030. FILING ARTICLES OF INCORPORATION. (a)

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A professional corporation is incorporated by filing articles

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of incorporation with the Department of Commerce.

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(b) The articles of incorporation shall meet the re-

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quirements of the Alaska Business Corporation Act (AS 10.05)

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and, in addition, shall include

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(1) the name of the profession to be practiced by

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the corporation;

(2) the names and addresses of all original shareholders, directors, and officers;

(3) the address where the professional corporation will have its office.

Sec. 10.35.040. CERTIFICATE FROM REGULATORY BOARD REQUIRED. A certificate from the regulatory board of the profession involved certifying that each of the incorporators, directors, and shareholders is licensed to practice the profession shall be filed with the articles of incorporation.

Sec. 10.35.050. RENDERING PROFESSIONAL SERVICE AND CHARGING FEES. (a) A professional corporation may render one type of professional service only.

(b) No professional corporation incorporated under this chapter may render professional services except through the persons who are licensed in the state to render the same type of professional services as the corporation and who are its shareholders, directors, officers, employees, or agents.

(c) A professional corporation may charge fees for the services of its directors, officers, employees, or agents, collect the fees, and compensate those who render the services.

Sec. 10.35.060. PROHIBITION AGAINST ENGAGING IN BUSINESS. A professional corporation may not engage in business other than the rendering of professional services, but it may own real and personal property reasonably necessary for or appropriate in rendering its own professional services and may invest its funds in all types of investments.

Sec. 10.35.070. ISSUANCE OF SHARES. A professional corporation may issue shares of its capital stock to persons



1 licensed by a regulatory board of the state to render the
2 professional service specified in the articles of incorpora-
3 tion. It may not issue shares to any other person.

4 Sec. 10.35.080. TRANSFER OF SHARES. (a) A shareholder
5 of a professional corporation may not sell or transfer his
6 shares to any other person except a person licensed to prac-
7 tice the same profession as the shareholder.

8 (b) The articles of incorporation may provide specifi-
9 cally for additional restraints on the alienation of shares
10 and may require the purchase, redemption, or retirement of
11 shares by the corporation at a price and in a manner set out
12 in the articles.

13 (c) The articles of incorporation may authorize the
14 corporation's board of directors or its shareholders to adopt
15 bylaws restraining the alienation of shares and providing for
16 their purchase, redemption, or retirement by the corporation.

17 Sec. 10.35.090. HOLDING STOCK, MERGING OR CONSOLIDATING
18 WITH ANOTHER PROFESSIONAL CORPORATION. No professional cor-
19 poration may hold stock in another professional corporation,
20 nor merge or consolidate with a foreign professional corpora-
21 tion.

22 Sec. 10.35.100. QUALIFICATION OF DIRECTOR OR OFFICER.
23 No person may be a director or officer of a professional
24 corporation who is not a shareholder of that corporation.

25 Sec. 10.35.110. MANAGEMENT BY DIRECTORS PERMITTED. A
26 professional corporation which has only one or two sharehold-
27 ers may manage its affairs by only directors, who shall be
28 shareholders. The one or two shareholders may also fill all
29 the general offices of the corporation.

1 Sec. 10.35.120. VOTING TRUST PROHIBITED. No voting
2 trust may be formed to vote the shares of a professional
3 corporation.

4 Sec. 10.35.130. VOTING BY PROXY. A proxy may be given
5 to a licensed shareholder of the same professional corpora-
6 tion to vote the shares of the corporation. No other person
7 may be given a proxy.

8 Sec. 10.35.140. CORPORATE NAME. (a) The corporate name
9 of a professional corporation shall contain the last name of
10 one or more of its shareholders, unless the regulations of a
11 particular regulating board or the ethics of a profession
12 permit the use of a corporate name which does not include the
13 surname of any present or former shareholder. The corporate
14 name may be ended by the word "Corporation", or "Incorporated",
15 or by the abbreviation "Corp." or "Inc.", or by the words
16 "a professional corporation". It is permissible for the
17 corporation to render professional services and to exercise
18 its authorized powers under the corporate name without the
19 word "Corporation" or "Incorporated" or their abbreviations,
20 or the words "a professional corporation" included in the
21 name.

22 (b) When a person whose name is part of a corporate
23 name ceases to be a shareholder, the corporation shall alter
24 its name to reflect this change. However, a professional
25 corporation may retain the name of a retired or deceased
26 shareholder in its corporate name if the regulations of a
27 particular regulating board or the ethics of a profession
28 permit it.

29 Sec. 10.35.150. PROFESSIONAL RELATIONSHIP AND

1 LIABILITIES PRESERVED AMONG PROFESSIONAL PERSONS. (a) This
2 chapter does not affect the present law applicable to the
3 professional relationship and liabilities between the person
4 furnishing the professional services and the person receiving
5 the services, and it does not affect the standards of pro-
6 fessional conduct maintained by a particular profession.

7 (b) This chapter does not restrict or limit the
8 authority and duty of the regulatory boards for the licensing
9 of persons rendering professional services or for the
10 practice of the profession which is within the jurisdiction
11 of the boards.

12 (c) A shareholder, director, officer, employee, or
13 agent of a professional corporation remains personally
14 liable for negligent or wrongful acts or misconduct committed
15 by him, or by a person under his direct supervision and con-
16 trol while rendering professional services on behalf of the
17 corporation to the person receiving the services.

18 (d) The liability arising out of the professional
19 services rendered by the shareholder, director, officer,
20 employee, or agent on behalf of the professional corporation
21 is joint and several among the shareholders of the same
22 corporation.

23 Sec. 10.35.160. CORPORATE LIABILITY. (a) A profes-
24 sional corporation is jointly and severally liable with its
25 shareholders, directors, officers, employees, or agents for
26 the negligent or wrongful acts committed by them while they
27 are engaged on behalf of the corporation in rendering pro-
28 fessional services.

29 (b) A professional corporation is liable to the same

1 extent as a business corporation for the negligent or wrong-
2 ful acts of its employees within the scope of their employ-
3 ment. For the purposes of this subsection "employees" means
4 persons employed by the professional corporation in an un-
5 licensed position, or a licensed person performing any duty
6 for the corporation except professional services.

7 (c) No shareholder, director, or licensed or unlicensed
8 employee or agent of a professional corporation is personally
9 liable for its debts or other corporate obligations.

10 Sec. 10.35.170. PROFESSIONAL ACTS LIMITED. No profes-
11 sional corporation may do any act which is prohibited to a
12 person licensed to practice a profession which the profes-
13 sional corporation renders.

14 Sec. 10.35.180. LEGAL DISQUALIFICATION OF CORPORATE
15 PERSONNEL. If a shareholder, director, officer, employee,
16 or agent of a professional corporation is legally disquali-
17 fied to render professional service in this state, or is
18 elected or appointed to a public office which under law re-
19 stricts or limits his rendering professional services, he
20 shall sever all employment and financial interest in the
21 professional corporation immediately. The failure of the
22 directors or officers to require compliance with this section
23 is sufficient ground for the forfeiture of the corporate
24 franchise.

25 Sec. 10.35.190. DISPOSAL OF SHARES OF LEGALLY DIS-
26 QUALIFIED SHAREHOLDER. A professional corporation may pro-
27 vide in its articles of incorporation that the shares of a
28 legally disqualified shareholder may be sold only to other
29 shareholders or licensed persons of the same profession, or

1 it may provide for the purchase, redemption, or retirement
2 of the shares by the corporation out of capital as well as
3 surplus funds and without regard to the impairment of its
4 capital. If there is no provision for the disposal of the
5 shares and the legally disqualified shareholder has not
6 disposed of his shares as required under sec. 180 of this
7 chapter, the corporation shall purchase, redeem, or retire
8 the shares out of capital as well as surplus funds without
9 regard to the impairment of its capital within 30 days after
10 the disqualification occurs.

11 Sec. 10.35.200. DISPOSAL OF SHARES OF DECEASED SHARE-
12 HOLDER. A professional corporation may provide for the
13 disposal of the shares of a deceased shareholder in its
14 articles of incorporation or bylaws, or its shareholders may
15 provide for their disposal by private agreement. If there is
16 no provision or private agreement, the shares shall first be
17 offered for sale to the remaining shareholders by the per-
18 sonal representative of the deceased shareholder's estate at
19 a price not to exceed their book value, and, if not sold,
20 then offered and sold to any licensed person of the same pro-
21 fession as the corporation without obtaining the approval of
22 the remaining shareholders. In the event that the shares are
23 not disposed of within six months from the date of the death
24 of the shareholder, the corporation shall call a special
25 meeting of its shareholders and shall decide by a majority
26 vote of the remaining shareholders whether or not the cor-
27 poration purchases, redeems, or retires the shares at book
28 value or lesser price if agreed, or files for a dissolution
29 of the corporation. At the special meeting the shares of the

1 deceased shareholder may not be voted on or counted for any
2 purpose, unless the deceased shareholder was the sole share-
3 holder.

4 Sec. 10.35.210. DETERMINATION OF VALUE OF SHARES. If
5 the articles of incorporation or bylaws of a professional
6 corporation do not provide a price or method of determining
7 a price at which the corporation may purchase, redeem, or
8 retire the shares, or that its shareholders may purchase the
9 shares of a deceased shareholder or a shareholder no longer
10 qualified to own shares in the corporation, then the price
11 for the shares shall be the book value as of the end of the
12 month preceding the death or disqualification of the share-
13 holder. Book value shall be determined from the books and
14 records of the corporation in accordance with the regular
15 method of accounting used by the corporation.

16 Sec. 10.35.220. APPLICABILITY OF ALASKA BUSINESS COR-
17 PORATION ACT. The Alaska Business Corporation Act (AS 10.05)
18 is applicable to professional corporations and they enjoy the
19 powers and privileges and are subject to the duties, restric-
20 tions, and liabilities of other corporations, except when in-
21 consistent with this chapter. This chapter shall take pre-
22 cedence in the event of any conflict with provisions of the
23 Alaska Business Corporation Act (AS 10.05) or other laws.

24 Sec. 10.35.230. DEFINITIONS. In this chapter

25 (1) "professional service" means a type of highly
26 skilled, technical, and specialized personal service rendered
27 to the public by persons licensed by the state;

28 (2) "professional person" means a person licensed
29 to render a professional service;

1 (3) "employee" means a licensed person employed by
2 a professional corporation to render the type of professional
3 service for which the corporation was organized;

4 (4) "professional corporation" means a corporation
5 organized under this chapter to render a professional service

6 (5) "regulatory board" means an agency of the
7 state having jurisdiction to grant a license to render pro-
8 fessional service;

9 (6) "corporation" means a professional corporation
10 Sec. 10.35.240. SHART TITLE. This chapter may be cited
11 as the Alaska Professional Corporation Act.

12 * Sec. 2. AS 23.20.525(c) is amended by adding a new paragraph
13 to read:

14 (22) service performed by a licensed professional
15 person in the employ of a professional corporation formed
16 under the Alaska Professional Corporation Act (AS 10.35).

17 * Sec. 3. This Act takes effect on the day after its passage
18 and approval or on the day it becomes law without such approval.

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