



# **ALABAMA SOCIETY OF CERTIFIED PUBLIC MANAGERS®**

## **CONSTITUTION AND BYLAWS**

**Revised January 2016**

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## **ARTICLE ONE**

### **NAME**

The name of this organization shall be "Alabama Society of Certified Public Managers<sup>®</sup>, Inc." It shall be a non-profit body incorporated under the laws of the State of Alabama, and hereinafter referred to as the Society or ASCPM.

## ARTICLE TWO

### PHILOSOPHY AND PURPOSES

**2.1 Philosophy:** The Society believes that the managers in the public sector have a responsibility to uphold the public trust; to provide service consistent with efficient and effective management practices; to pursue continuing educational opportunities; and to exercise enlightened leadership demonstrating vision and competence in professional management.

**2.2 Objectives:** The objectives of the Society shall be:

1. To promote development and advancement of the Alabama Certified Public Manager<sup>®</sup> Program.
2. To improve communication, cooperation, coordination, and collaboration among government agencies.
3. To provide opportunities for professional growth of Society members through government agencies.
4. To promote the development of professionally-trained managers as a resource for government.
5. To promote efficiency, productivity in government, and service to community and public entities.
6. To promote on the part of its members a standard of behavior which demonstrates integrity, accountability and a high level of ethical responsibility in the performance of official duties as that responsibility shall be set forth in the Society Canons of Professional Responsibility.

The Society exists to promote fellowship and cooperation in public service, to provide expertise for conducting research and special problem investigations, to provide training for the advancement of managerial abilities, to establish standards of performance for managers in public service, to encourage recognition of excellence in public management, to promote and maintain high standards of professional and ethical practice in public management, and to assist agencies in public and private service. The Constitution and Bylaws of the Society shall be honored faithfully at all times. The activities of the Society shall comply with all

applicable legal codes, both state and federal. The Society shall be nonpartisan and shall not endorse candidates for public office.

### **2.3 Code of Ethics**

Members of the Society must maintain a high standard of conduct in order to appropriately serve the public within their jurisdictions. The standard of conduct set forth here provides basic principles for the exercise of public managerial responsibilities. By acceptance, members assume an obligation to the Society and the National Certified Public Manager Consortium and its purpose and agree to comply with their Constitutions and Bylaws and Service Mark Agreement.

The **Code of Ethics** states that members shall:

1. Perform their professional duties with honesty and fairness;
2. Contribute to the advancement of the dignity and integrity of the public management profession;
3. Respect the sensitivity of information obtained in the course of their professional activities and not disclose any information that is deemed confidential;
4. Uphold the rights of others in all of their personal and professional activities;
5. Use neither their positions with the Society nor their public employment to secure privileges or advantages for themselves or others;
6. Neither offer, give, nor accept any payment or gift to influence, or appear to influence, the judgment of public officials or the exercise of their public responsibilities;
7. Seek to maintain the highest degree of professionalism;
8. Maintain and advance their knowledge of the public management field and contribute to the growth of the profession;
9. Work to raise the standards of excellence of the profession and to facilitate professional development of all practitioners.

## ARTICLE THREE

### MEMBERSHIP

**3.1 Classification:** The membership of the Society shall consist of Active Members, Associate Members, Retired Members, Honorary Members, and other classes of membership as may be established by the membership or the Board of Directors.

**3.1.1 Active Members:** Any person who holds a valid and unrevoked certification as a public manager issued by any program accredited by the National Certified Public Manager<sup>®</sup> Consortium shall be eligible for Active Membership in the Society.

**3.1.2 Associate Members:** Any person who is currently enrolled in the Alabama Certified Public Manager Program is eligible for membership as an Associate Member. Any person who has successfully completed the first level of the Alabama Certified Public Manager Program is eligible for membership as an Associate Member.

**3.1.3 Honorary Members:** Any person elected as an Honorary Member of the Society by a majority vote of the Board of Directors. This classification of membership is established to recognize outstanding support of the Society by those who are not eligible for membership through certification. Annual dues are waived for this classification of membership.

**3.1.4 Retired Members:** Any person who holds a valid and unrevoked certification as a public manager issued by any program accredited by the National Certified Public Manager Consortium and has retired from public service is eligible for membership as an Associate Member.

**3.2 Termination or Suspension of Membership:** Membership in the Society shall terminate for any member who fails to meet any basic requirement for continuing membership, including but not limited to, a failure to pay such dues as are required for continuing membership. Furthermore, membership in the Society may be terminated or suspended, for a definite or indefinite period of time, upon finding from an investigation by the Bylaws and Ethics Committee resulting in a

majority vote of the Board of Directors charging unethical conduct, illegal conduct, or conduct embarrassing a member, on the part of a member of the Society. In the event of a proposed termination or suspension, the affected member will have an opportunity for a review hearing as established by the Board of Directors for the respective type of action. The Board will notify the member of the hearing date at least 20 days in advance.



## ARTICLE FOUR

### FINANCES

**4.1 Dues:** Society dues shall be established by the Board of Directors, subject to approval by a majority vote of the membership present at the called meeting. Dues may be waived for Honorary Members as deemed appropriate by the Board of Directors. Society dues are payable upon initial membership application. The Society's annual dues amount will be prorated for the initial year of membership when a membership application is submitted subsequent to the beginning of the Society's membership year. After the initial year of Society membership, annual renewal dues are payable in the first month of the society's membership year.

**4.2 Membership Year:** Membership year for the Society shall be the same as the calendar year. Society membership shall begin when the application fee and applicable dues are initially submitted to the Society.

**4.3 Budget:** The President Elect shall present a prepared budget for discussion and approval at or prior to the last meeting of the Board of Directors before the designated Society Annual Membership Meeting. Officers of the Society shall not obligate the Society for any expenditure that is not fully funded.

**4.4 Fiscal Year:** The fiscal year for the Society shall be the calendar year.

**4.5 Financial Reviews:** It shall be the responsibility of the Board of Directors to review the financial condition of the Society and implement necessary modifications consistent with the provisions of this Constitution and Bylaws. It shall be the responsibility of the Treasurer to prepare statements of income and expenses for presentation at each meeting of the Society. The Treasurer shall also be responsible for maintaining the financial records of the Society using the cash basis of accounting. The President may modify the budget subject to approval of the Board of Directors.

**4.6 Compensation:** The Society shall not be operated for pecuniary gain or profit. No part of the income of the Society shall be used to compensate its officers or members, except for reimbursement of authorized expenses for Society business.

## ARTICLES FIVE

### RIGHTS AND RESPONSIBILITIES

**5.1 Rights of Members:** Only Active and Retired members shall be eligible to hold elective office and only Active, Associate and Retired Members shall be eligible to vote on matters before the Society. All members of the Society may be entitled to attend and participate in all activities of the Society. Voting may be done in person or by mail/email ballot.

**5.2 Resolutions and Operating Procedures:** Active, Associate and Retired Members may propose resolutions and operating procedures, consistent with the Constitution and Bylaws, which shall be binding upon the membership, the Board of Directors, and the Officers of the Society when enacted. A majority of the Board of Directors must approve the operating procedures in order for them to become binding. A majority of the voting membership present at the Annual Membership Meeting must approve resolutions in order for them to become binding.

**5.3 Responsibilities of Members:** Members shall conduct all business in a professional and ethical manner, upholding the principles, rules and regulations, and Canons of the Society at all times. Members shall honor the confidentiality of all discussions and business transacted by the Society. Members may serve on committees and perform other duties as charged by the officers, Board of Directors, or membership of the Society. Members shall actively support the Society by attending meetings, addressing issues, voting, and promptly paying dues.

**5.4 Certificates:** Upon admission to the Society, each member shall be provided a certificate recognizing the classification of membership in the Society. Members using the designation for professional purposes shall indicate the authorized classification of membership: Active, Associate, Retired or Honorary.

**5.5 Dissolution:** In the event of dissolution, all residual assets of the Society shall be donated to the Alabama Certified Public Manager<sup>®</sup> Program.

## ARTICLE SIX

### OFFICERS

**6.1 Number of Officers:** The officers of the Society shall be President, President Elect, Secretary, Treasurer and Immediate Past President. Other officers may be authorized by a vote of the membership of the Society. All officers of the Society shall be elected by members present at the election plus those voting by mail/email. Mailed/Emailed votes must be received five (5) State business days prior to election deadline. Blank ballots will not be counted. Said vote shall be carried out in the same manner as is described for elected Directors in Article 7.3 and Article 10 of this Constitution and Bylaws.

**6.2 Term:** The officers of the Society shall hold office for the year for which they were elected and their term will end at the Ceremonial installation. The Ceremonial installation of officers will occur in January. The President and President Elect may not serve consecutive terms in the same office. The Secretary and Treasurer shall not serve more than five consecutive terms.

**6.3 Removal:** Any officer of the Society may be removed by a plurality vote by the Active, Associate and Retired membership for valid and just cause, including but not limited to, unethical conduct, illegal conduct, or conduct unbecoming an officer of the Society.

**6.4 Vacancies:** If any office becomes vacant during a term of office for any reason, the office may be filled by a majority vote of the Board of Directors.

**6.5 Officers:**

**6.5.1 President:** The President shall be the Chief Executive Officer of the Society and the Chairman of the Board. The President shall be responsible for the administration of all the affairs of the Society. The President shall preside at all meetings of the Society and shall have no vote therein except in the event of a tie vote when the President shall have the deciding vote. The President shall be a member of the Board of Directors. The President shall have the authority to call regular and special meetings of the Society. The President shall preserve order and enforce the Constitution and Bylaws. The President shall appoint members to committees as prescribed in the Constitution and Bylaws. The President is authorized

to establish customs and procedures or as instructed by the Board of Directors or the membership, including preparation of appropriate planning documents.

The President has Board approval to spend not more than \$50.00 at any one time for the benefit of the Society. After the third \$50.00 expenditure, the President shall return to the Board for approval.

**6.5.2**      **President Elect:** The President-Elect shall perform such duties as the President may delegate or the Society may prescribe. In the absence of the President, the President-Elect shall perform the duties of the President.

Should the President vacate that office for any reason, the President-Elect shall assume the office of President with all its privileges and responsibilities until the office is filled by a plurality vote of the Board of Directors.

The President Elect shall be the Society parliamentarian. The President Elect will assume the office of President following the completion of the term as President Elect.

The President-Elect shall serve as one of two signatories on the bank accounts of the Society. The President-Elect shall serve in this capacity for two years.

**6.5.3**      **Secretary:** The Secretary shall keep the minutes of all meetings of the Society and the Board of Directors. The Secretary shall be the custodian of all current records and shall deliver said records to the successor secretary promptly upon completion of the term of office. The Secretary shall prepare the Annual Report required by the National Certified Public Manager Consortium. The Secretary shall submit the Annual Report to the President not later than the last meeting in the calendar year. The Secretary shall maintain an active mailing/emailing list of all Society members.

**6.5.4**            **Treasurer:** The Treasurer shall collect, receive, and have charge of all funds of the Society. These funds shall be placed in a financial institution directed by the President or the Board of Directors. The financial books of the Society shall be open at all times. The Treasurer shall make the books available for audit as directed by the President or Board of Directors. The Treasurer shall deliver all records to the successor Treasurer promptly upon the end of the term of office. The Treasurer shall assist the President Elect in the preparation of the budget. The Treasurer shall perform other duties as delegated by the President, the Board of Directors, or the membership.

The Treasurer shall serve as one of two signatories on the Society's bank accounts.

**6.5.5 Immediate past President:** The Immediate Past President will be responsible for compiling the Annual Report of the Society for the year in which they were president. The Immediate Past President is also responsible for delivering to the incoming President all files, papers and other property belonging to the Society, immediately upon completing the term of office.

**6.6 Bonding and Auditing:** Any requirement of bonding of Officers and auditing of the Society's financial books shall be determined by the Board of Directors.

## ARTICLE SEVEN

### BOARD OF DIRECTORS

**7.1 Authority and Responsibilities:** The Board of Directors shall be the governing body of the Society. The Board shall exercise powers vested in it by the membership to manage the property, affairs, and activities of the Society. The Board shall be responsible for reviewing and insuring that all activities of the Society are in accordance with the policies, and the direction of the membership. The Chairman of the Board shall call meetings of the Board as necessary to conduct the business of the Society. The Board is authorized to adopt policies, rules, and regulations to assure efficient and economical operation of the Society. The Board shall publish minutes of all meetings. The Board may be authorized to hold meetings that are closed to the membership. In incidents where the Board will be discussing the good name and character of a person the Board will call an executive session to accommodate the discussion. The Longest Serving Board Member shall preside over the Annual Membership Meeting when the current President or Immediate Past-President cannot attend the Annual Meeting. If the Longest Serving Board Member is not present, any of the Past-Presidents may preside over the Annual Membership Meeting.

**7.2 Number:** The Board of Directors shall consist of the President, who shall serve as the Chairman of the Board, the Immediate Past President, the President-Elect, the Secretary, the Treasurer, and six Directors elected by the membership. Each of the Directors may serve as the Chair of a Standing Committee [Only Active Members of the Society are eligible to be elected a Director.]

**7.3 Term:** The term of office for elected Directors shall be three (3) years, except for those Directors who shall serve the initial terms of one and two years as described herein below. At the first Annual Membership Meeting, the initial body of Directors shall be elected by a majority of the voting membership present at said meeting. Two of the first six Directors shall be elected to serve one-year terms beginning February 2010; two shall be elected to serve two-year terms beginning February 2010; and the remaining two Directors shall be elected to serve three-years terms beginning February 2010. The election of any Director to serve a term subsequent to the initial term of any of the Directors shall be by a written ballot which shall be mailed/mailed to each member by the Nominations and Election Committee not later forty-five (45) days prior to the expiration date of the terms of the Directors whose successors are being elected. (Article 10.)

Term of office for Directors will end during the Ceremonial instillation held during the Annual Membership Meeting. Ceremonial installation will occur in January.

Vacancies on the Board occurring for reasons other than the expiration of a term of office shall be filled by a vote of the Board of Directors, who shall elect a Director to complete the unexpired term. Any Board member who ceases, for whatever reason or cause, to be an Active Member shall also cease to be eligible to remain a member of the Board. The term for any member elected to a full term shall begin upon installation into office at the designated Annual Membership Meeting.

**7.4 Voting and Quorum:** Each member of the Board shall have one vote. A quorum shall consist of a majority of the then-current members of the Board with majority being defined as fifty percent of all votes cast plus one (50% + 1 vote). When a quorum is present, a majority of the Board members at the meeting shall prevail on all issues. Proxy voting by Directors shall not be permissible. Any action taken by the Board outside an official meeting must be documented and presented to the full Board at its next meeting.

**7.5 Meetings:** The Chairman of the Board shall preside at all Board meetings. The Board shall have at least one meeting each quarter. Special meetings may be held upon the request of the Chairman or upon the written request of three members of the Board, or a vote of the membership. The Board of Directors shall be governed by instructions given and decisions made at these meetings.

**7.6 Notice of Meetings:** The Board shall be given at least ten days' notice of regular board meetings. Special Board meetings may be scheduled on five days' notice. In case of emergency, a special meeting may be called on twenty-four hours' notice, provided personal contact is made with all Board members to the extent practical.

**7.7 Removal:** A Director may be removed from office by a plurality vote of the Board or the Active, Associate and Retired membership for valid and just cause, including but not limited to unethical conduct, illegal conduct, or conduct unbecoming a Director of the Society. Unauthorized absence from three consecutive duly-called meetings of the Board shall constitute forfeiture of office.



## ARTICLE EIGHT

### COMMITTEES

**8.1 Committees:** The Society shall have standing committees as provided by this Constitution and Bylaws. Elected Directors may serve as committee chairmen to advance the purposes of the society. Each Active Member of the Society may serve on a committee. Committee membership is encouraged to promote the goals and public awareness of the Society.

**8.2 Standing Committees:** The standing committees of the Society shall be: Nominations and Election, Membership and Recruitment, Program, Publications and Publicity, Finance, Bylaws and Ethics, and Social Event.

**8.2.1 Nominations and Election Committee:** This committee shall be responsible for the conducting of elections including compiling names of all nominees in order to prepare and distribute ballots, receipt and protection of voted ballots, counting and certification of the vote, and the announcement of the tabulation of the vote.

**8.2.2 Membership and Recruitment Committee:** This committee shall be responsible for monitoring the qualifications of members to maintain active status. The committee is also responsible for promoting the Canons of Professional Responsibility.

**8.2.3 Publications and Publicity Committee:** This committee shall be responsible for publication and distribution of Society publications as well as for developing and managing marketing efforts to promote the Society as deemed appropriate by the President and Board of Directors. This committee will also coordinate the mailing/emailing and publication of meeting notices and election notices with respective committees. This committee shall be responsible for information on the Society's webpage.

**8.2.4 Program Committee:** It is the duty of the Program Committee to plan training events, including securing venue and speakers and setting the agenda.

**8.2.5 Finance Committee:** It is the duty of the Finance Committee to aid and assist the Society Treasurer in collecting membership fees, raising funds for special Society programs and events, preparing information to justify the expenditure of

Society funds and preparation of information and records to present the annual financial statement to the President and the Board of Directors of the Society at Annual Membership Meetings. It is also the duty of this committee to facilitate any audit of the Society financial standing as directed by the President and the Board of Directors. This committee shall aid the President Elect and Treasurer in the preparation of the budget.

**8.2.6 Bylaws and Ethics Committee:** It is the duty of the Bylaws and Ethics Committee to receive all allegations of misconduct or neglect of duty brought against a society member or an officer of the Board of Directors. The Bylaws and Ethics Committee will lead a confidential investigation of the charges brought forth and proceed with due diligence as outlined. It is also the duty of the Bylaws and Ethics Committee to propose changes or amendments of the Constitution and Bylaws, of the Policies and Procedures and of the Code of Ethics of the Society.

**8.2.7 Social Event Committee:** It is the duty of the Social Event Committee to plan social events for ASCPM members and their families. It will be the Committee's responsibility to organize the event for time, place and cost. (Two events per year are recommended.)

## ARTICLE NINE

### MEMBERSHIP MEETINGS

**9.1 Number:** Membership Meetings shall be held at a time and place to be designated by the President or the Board. Special meetings may be called at the discretion of the President or the Board.

**9.1.1 Annual Membership Meeting:** The Society shall hold an Annual Membership Meeting at which time elected Officers and Directors shall be installed. This Annual Membership Meeting shall be held in January of each year or as otherwise determined by the President and/or Board.

**9.2 Notices:** All members shall be given at least 30 days advance notice of the Annual Membership Meeting.

**9.3 Voting:** Each Active, Associate and Retired Member shall have one vote on matters brought before the membership. For Officer and Board of Directors elections purposes, a plurality of votes shall be determined by “first past the post” tabulations as seen in horse races and foot races. The “first past the post” will be declared the winner(s). Majority shall mean simple majority unless the Bylaws specify otherwise and shall be used for all voting not pertaining to Officer and Board of Directors elections. Motions shall be approved by a majority vote of the membership present at a duly-called meeting.

**9.4 Ballot:** The President shall determine the method of voting.

**9.5 Quorum:** Ten (10) percent of the qualified voters must be present to constitute a quorum.

**9.6 Rules:** Meetings shall be conducted under the rules contained in Robert's Rules of Order, Newly Revised, except where the Rules are in conflict with this Constitution and Bylaws, in which event, the provisions of this Constitution and Bylaws shall govern.

## ARTICLE TEN

### ELECTIONS

**10.1 Annual Election:** The Society shall conduct an annual election of all officers for all offices as prescribed by this Constitution and Bylaws. The election shall be held in advance of the designated Annual Membership Meeting so that the results of the election can be announced at that time and the officers installed.

**10.2 Nominations:** All names submitted for an Officer or a Director position will be included on the ballot for all positions to which the Active Member is being nominated and has agreed to serve, if elected.

**10.2.1** It is the responsibility of the Active Member, Associate Member or Retired Member making the nomination to contact the nominee to verify the nominee is willing to hold the position for which he/she is being nominated.

**10.2.2** It is the responsibility of the Nominations and Election Committee to verify with the Treasurer that the nominee is in good standing with the Society (i.e. all dues and/or monies owed the Society are current). If a Member is nominated for more than one position, it is the responsibility of the Nominations and Election Committee to contact the nominee to get clarification for which position the nominee desires to be placed on the ballot.

**10.2.3** Individuals may not run for more than one position per election Cycle.

**10.3 Ballots:** Ballots shall be in compliance with this Constitution and Bylaws and shall include all names submitted for Nomination in which the nominee is willing to serve and shall be prepared and distributed by mail/email to all voting members. At least ten days shall be provided for returning marked ballots. The ballots shall contain thereon the name of each candidate for each office, a space for write-in votes for each office, instructions for completing the ballot, and a notice of the last date that ballots will be accepted. Each ballot should contain a method to prevent duplication and aid in certifying ballots. Ballots shall be mailed/emailed to all voting members at least thirty days prior to the Annual Membership Meeting.

**10.4 Counting of Votes:** The ballots will be certified, and counted by the Nominations and Elections Committee.

**10.4.1 Officers Election:** The candidate with the highest number of votes shall be declared elected. It will be necessary to conduct a run-off election in the event more than one candidate receives the same number of votes and this is the highest number of votes.

**10.4.2 Board of Directors:** Since two Directors roll off the Board every year, there will be two (2) vacancies that need to be filled in each election. The two candidates receiving the highest number of votes shall be declared elected, even if this is the same number of votes for both candidates. If one candidate receives the highest number of votes and two or more candidates tie by receiving the next highest number of votes, the candidate with the highest number of votes will be declared elected and there will be a run-off election for the one remaining Director position between the candidates who tied with the next highest number of votes.

**10.4.3 Run-off Elections:** A run-off election will be held as specified above between the two or more candidates receiving the same number of votes cast. The candidate receiving the highest number of votes in the run-off election will be declared elected. In the event of a tie vote in the run-off election, where the tie is the highest number of votes cast, the Board of Directors shall determine which candidate shall be declared elected.

**10.4.3.1:** At no time shall an officer or director hold more than one position on the Board at the same time. If during the annual election, a director or officer is elected to another position, the candidate with the next highest number of votes shall be declared elected to the vacated position. If a run-off is necessary, section 10.4.3 shall be invoked.

**10.4.4** Election results shall be certified by the Chairman of the Board.

## ARTICLE ELEVEN

### AMENDMENTS

**11.1 Amendments:** Any Active Member may propose amendments to the Constitution and Bylaws. All proposed amendments will be submitted to the Bylaws and Ethics Committee for study and recommendation. The Constitution and Bylaws may be amended by a two-thirds majority vote of the voting membership present at the Annual Membership Meeting. All proposed amendments must be presented in writing to the voting membership at least 21 days prior to the time of the meeting. Provided, however, a proposed amendment which was not presented in writing to the voting membership at least 21 days prior to the time of the meeting may nevertheless be adopted upon a recommendation by the President of the Society and a four-fifths vote of all the voting membership present at the Annual Membership Meeting or at the membership meeting where the proposed amendment is on the agenda and due diligence has been performed in advance of the meeting to inform the full membership of the plan to vote on the proposed amendment.

## ARTICLE TWELVE

### GENERAL PROVISIONS

**12.1 Prohibitions:** No Officer, Director, or Active Member shall be authorized to create any financial liability for the Society in any way other than as authorized through official meetings of the Board or the membership. The Society shall devote itself to the support of broad fundamental principles and policies vital to the promotion of the purposes of the Society and those that are in the best interest of its members and those whom it serves.

**12.2 Notices:** Except as otherwise specifically provided in the Constitution and Bylaws, whenever notice is required to be given to any Member, Officer, or Director, it shall be construed to be personal notice, but such notice may be given by either telephone, email with receipt as evidence of delivery, or by mail sent to the current address as recorded in the books of the Society. Notice shall be deemed given at the time the notice is sent, mailed or emailed.

**12.3 Seal:** The Corporate Seal of the Society shall be approved and adopted by the Board of Directors of the Alabama Society of Certified Public Managers<sup>®</sup>, Inc.

This Constitution and Bylaws were revised by majority vote January 20, 2016.