

Bylaws and Rules of Procedure



Arizona Society Of Certified Public Managers[®], Inc.

Original Adoption: 1988
Current Revision: November 2009

ARIZONA SOCIETY OF CERTIFIED PUBLIC MANAGERS[®], INC.

BYLAWS AND RULES OF PROCEDURE

ARTICLE I - NAME

The Name of the organization shall be the Arizona Society of Certified Public Managers[®], Inc.

ARTICLE II - PURPOSE AND OBJECTIVES

The Arizona Society of Certified Public Managers[®], Inc. is a statewide organization whose primary purpose is to uphold the public trust by promoting service consistent with efficient and effective management practices and to exercise leadership demonstrating vision and competence in professional management to the public sector.

More specifically, the objectives of the Arizona Society of Certified Public Managers[®], Inc. are to promote professional and ethical standards for public managers and to contribute to competence in public management by providing management education opportunities; developing competency standards; encouraging and supporting growth; development and fellowship for professional managers; leading by example and innovation; and pioneering professional works and facilitating positive changes which enhance the delivery of public services.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership

The classes of membership shall be Regular, Associate, Ex-Officio, Honorary and Retiree.

Regular Member: Any person interested in the purpose and objectives of the Society as stated in Article II who has completed a program accredited by the National Certified Public Manager[®] Consortium may become a Regular member subject to provisions of the Bylaws and rules established by the Board of Directors. Regular members have full privileges, including voting, holding office, and serving as a Society Delegate.

Associate Member: Any person interested in the purpose and objectives of the Society as stated in Article II and who has completed an approved Certified Public Manager[®] supervisory level program, or who has been accepted into and enrolled in an accredited Certified Public Manager[®] program leading to certification, may become an Associate member. Associate members have full voting privileges, but may not hold office or serve as a Society Delegate.

Ex-Officio Member: Any person interested in the purpose and objectives of the Society as stated in Article II and who the Board of Directors, by majority vote, determines would be a valuable addition to the organization may become an Ex-Officio member. Ex-Officio members are not entitled to regular membership privileges, do not pay dues and are not included on the official membership roster provided to the Academy.

Honorary Member: Any person interested in the purpose and objectives of the Society as stated in Article II, nominated by a majority of the Board of Directors, and receiving an affirmative vote from two-thirds (2/3) of the regular voting members casting valid votes at any duly noticed election may become an Honorary member. Honorary members are not entitled to regular membership privileges, do not pay dues and are not included on the official membership roster provided to the Academy.

Retiree Member: Any person interested in the purpose and objectives of the Society as stated in Article II, who has completed a program accredited by the National Certified Public Manager[®] Consortium, has been a member in good standing with the Society for a minimum of five (5) years, and achieves the status of retired from public service while an active member of the Society may become a Retiree member. Retiree Members are entitled to full membership privileges, pay dues equivalent to that of the Annual Academy dues only, and are included on the official membership roster provided to the Academy.

Section 2. Members in Good Standing

Members who maintain their membership by payment of dues as required under the Bylaws, and who otherwise qualify, shall be considered in good standing and entitled to full privileges of membership as defined in Article III, Section 1.

Section 3. Termination

Membership in the Society or on the Board of Directors will be terminated for cause as determined by the Board of Directors. No termination action will take place without prior approval of the Board of Directors and twenty (20) days prior written notice of proposed termination to the member.

ARTICLE IV - FINANCES

Section 1. Fiscal Year

The fiscal year shall be the calendar year unless otherwise established by the Board of Directors.

Section 2. Society Dues

- A. Annual membership dues shall be established by a majority vote of the membership casting valid votes at any duly noticed election.
- B. Dues may be adjusted by the Board of Directors without a membership vote to offset

a corresponding dues increase passed down from the American Academy (AACPM), and/or to coincide with an increase in the Consumer Product Index (CPI). In either case the dues increase shall not exceed the amount caused by the AACPM or CPI increase without a membership vote.

- C. Dues are payable upon initial membership and thereafter on an annual basis to coincide with the Society's fiscal year. Dues waivers or incentives may be set by the Board of Directors. Ex-Officio and Honorary members do not pay dues, Retiree members pay Academy dues only.
- D. The Treasurer shall notify the Board of Directors of each member whose dues have been delinquent for more than thirty (30) days. The membership of any member whose dues becomes more than sixty (60) days delinquent may be suspended by the Board of Directors.
- E. A special assessment may be imposed upon the general membership only pursuant to a majority vote of members casting valid votes at any duly noticed election.
- F. A Chapter established by at least ten (10) members and authorized by the Board of Directors shall receive at least 30% of the dues paid by the members of that Chapter. The Board of Directors shall establish the exact percentage annually.

ARTICLE V - ORGANIZATION AND STRUCTURE

Section 1. The Board of Directors

- A. The business and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall meet at least semi-annually at such time and place as it may determine. At such meetings, a quorum must be present to conduct business coming before the Board. A majority of the Board of Directors shall constitute a quorum for transactions of all business. Meetings shall be conducted under the rules contained in Robert's Rules of Order, Revised, except where the rules are in conflict with these Bylaws, the Bylaws shall govern.
- B. The Board of Directors shall consist of at least seven (7) voting members.
- C. Each Director will be elected by a majority of the voting membership participating in a duly noticed election. Only regular, voting members of the organization are eligible to be elected as a Director. Each Director shall be elected to a two (2) year term, with three Directors elected in odd numbered years and four Directors elected in even numbered years, to maintain the Director's staggered terms of office.
- D. The President shall appoint an Elections Committee each year that is composed of voting members to solicit a slate of candidates for the Board of Directors. The Elections Committee shall submit the slate of candidates to the qualified voting membership by official ballot.

- E. Elections shall be by vote of the qualified voting members casting valid votes at a duly noticed election and by all official ballots properly received by the Elections committee by the prescribed date, with a majority of votes cast needed to elect, blank ballots not counted.
- F. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, and any Director so chosen shall hold office until the completion of the remainder of the two year term of the vacant Directorship.

Section 2. Chapters

- A. A Chapter may be established by at least ten (10) members submitting a request to the Board of Directors, and the Board of Director authorizing a formation of a Chapter. The Board of Directors may revoke its authorization for good cause.
- B. The Chapter shall adopt Bylaws consistent with the Bylaws and Rules of Procedure adopted by the Society.
- C. The Chapter may elect officers, assess additional dues, hold meetings not in date conflict with the general meetings of the Society, and perform other activities consistent with the purpose of the Chapter and the Society.
- D. One of the Chapter members shall be designated by the Chapter as the financial officer for the Chapter. The financial officer will work under the supervision of the Treasurer and be responsible for the Chapter's finances.
- E. In the event of dissolution of a Chapter, any assets of the Chapter shall be contributed in total to the Society upon settlement of all debts, liabilities and obligations.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. Officers

The officers of the Society shall be the President, Vice-President, Secretary, Treasurer, and three (3) Members-at-Large who shall each serve as Chair of one of the standing committees. All officers are eligible to serve consecutive terms in the same position.

- A. The President shall be the chief executive officer of the Society and shall be responsible for the management of its operation, and shall supervise the administration of the Society, including the implementation of policies and procedures adopted by the Board of Directors and the Academy.
- B. The Vice-President shall be an aide to the President and shall temporarily perform the duties of the President in the absence or disability of the President. The Vice-President shall serve as the primary point of contact for new chapters, shall chair the

Mentoring Committee and the Bylaws and Ethics Committee, and shall perform other duties as directed by the President.

- C. The Secretary shall record the minutes of the meetings of the Society, shall serve as the custodian of the Bylaws and Rules of Procedure, Standard Operating Procedures, records and files of the Society, shall notify the Board of Directors and general membership of all meetings, and shall perform other duties as directed by the President.
- D. The Treasurer shall assume responsibility for the financial affairs of the Society, shall receive and maintain receipts including dues, shall make disbursements for duly authorized purposes, shall Chair the Finance Committee, shall make recommendations concerning financial matters to the Board of Directors, and shall perform other duties as directed by the President.
- E. The Members-at-Large shall perform the duties related to the specific Standing Committee which they Chair (see Section 3), and shall perform other duties as directed by the President.

Section 2. Appointment of Officers

- A. Each officer shall be elected by the Board of Directors by a majority vote of the Directors. Each officer will serve a one (1) year term. Any member of the Board of Directors shall be eligible for election to any office.
- B. Any office which becomes vacant shall be filled in the following manner:
 - 1. President vacancy - Election from members of the Board of Directors by a majority vote of quorum of the Board.
 - 2. Other vacancies - Filled by appointment by the President to serve the remainder of the unexpired term.

Section 3. Standing Committees

- A. General. The chair of each Standing Committee shall be a voting member of the Board of Directors. The Committees' primary responsibilities will be to assist and advise the Directors and members in conducting the business of the Society.
- B. The Membership & Benefits Committee Chair shall be responsible for activities related to membership recruitment, retention and development of benefits directly attributable to membership in the Society, shall act as an advocate for the membership, and shall perform other duties as directed by the President.
- C. The Program and Publicity Committee Chair shall be responsible for activities related to promotion of Society activities to the members, shall develop, arrange details for and notify the members about general membership meetings, shall oversee official Society communications including newsletter submissions to the

Academy, web site updates and providing publicity materials to outside entities, and shall perform other duties as directed by the President.

- D. The Education & Scholarship Committee Chair shall be responsible for activities related to planning and implementing educational opportunities for the membership, shall administer the scholarship program, and shall perform other duties as directed by the President.

Section 4. Immediate Past President

- A. The Immediate Past President shall be an ex-officio member of the Board of Directors, serving in a non-voting capacity. The Immediate Past President shall assist and advise the Directors and members in conducting the business of the Society, shall assist in documentation related to their term as President, and shall perform other duties as directed by the President.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1. Purpose

Meetings of the membership shall be held for the purpose of receiving updates about the governance and affairs of the Society, to participate in presentations from experts on subjects relevant to the membership, and to transact such other business as may properly come before such meetings. The President shall preside over these meetings.

Section 2. Time and Location

The Board of Directors will determine the frequency and location of all necessary general meetings, however, an annual meeting shall be held in the last quarter of each year to conduct the business of the Society. All members in good standing shall be notified of the date and location of each meeting at least ten (10) days in advance of the date selected.

Section 3. Quorum

The attendance of ten percent (10%) of the regular voting members shall constitute a quorum for the transaction of business at a general membership meeting.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the qualified voting members casting valid votes at any duly noticed election of the Society, provided that written notice of the proposed amendments has been given to all qualified voting members at least ten (10)

days prior to the election.

ARTICLE IX - EFFECTIVE DATE

The Bylaws and Rules of Procedure shall become effective on the date approved by the voting membership.

ARTICLE X - DISSOLUTION

In the event that this organization, by action of the Board of Directors or otherwise, ceases to function or exist for its intended purpose as previously described in these Bylaws, Articles of Dissolution will be prepared to stipulate the following:

"In accordance with the laws of the State of Arizona, and upon payments of all debt, liabilities, and obligations of the corporation or adequate provision therefore any remaining assets will be contributed in total to the Certified Public Manager[®] Education Foundation which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954."