

ARKANSAS SOCIETY OF CERTIFIED PUBLIC MANAGERS® BYLAWS AND RULES OF PROCEDURE

ARTICLE I: Name, Purpose & Goals

Section 1. Name: The name of this organization shall be the "Arkansas Society of Certified Public Managers®," hereinafter called the "Society."

Section 2. Purpose: The purpose of the Society is to promote high standards of performance for managers in public service, to be recognized as leaders in excellent government management practices, and to provide professional and personal development opportunities through ongoing education and networking of government employees.

Section 3. Goals: The goals of the Society are to:

- A. Promote Continuing Management Training and Education for Public Agency Managers.
The Society should advocate management excellence through support of the Arkansas Certified Public Managers® Program (ACPM). The Society will also work closely with Arkansas Public Administration Consortium (APAC) in an advisory capacity to assist in recruitment and development of curriculum for ACPM undergraduates and graduates.
- B. Encourage Recognition of the ACPM Designation.
The Society should promote the concept of ACPM expertise and worth to the legislature, federal and state agencies, local governments, and to the public.
- C. Enhance the Public's Image of Government Employees.
The Society should provide information to the public regarding the functions and services performed by government employees.
- D. Advocate Policies Which Improve the Operation of Government.
The Society should provide a forum for managers to express concerns and share ideas.
- E. Become Actively Involved in Issues Important to Government Employees.
The Society should provide a mechanism for input into public policy issues by establishing lines of communication with the Governor's Office, Legislators, Agency Directors and Government Officials. The Society should strive to make a difference by improving communication, cooperation and coordination among all government agencies on all levels.

ARTICLE II: Incorporation

The Society shall be incorporated as a non-profit organization under the laws of the State of Arkansas. The Society shall maintain its status as a non-profit organization in accordance with the guidelines established by the U.S. Department of the Treasury, Internal Revenue Service.

ARTICLE III: Definitions

Section1: Definitions. In all matters pertaining to the Society and its activities, the term:

- A. **Fiscal year** shall mean a calendar year, January 1 through December 31;
- B. **Board of Directors** shall mean the offices of President, President-elect, Immediate Past-President, Treasurer, Recording Secretary, Parliamentarian, Directors at Large, and any Chapter Presidents. Also, the APAC Administrator or designee will be an ex-officio member of the Board; and
- C. **Member** shall mean any person in any membership level in good standing in the Arkansas Society of Certified Public Managers®.

ARTICLE IV: Membership

Section 1. Membership: The Society will have the following levels of membership:

- A. **Regular** membership will be offered to those who have attained national certification as Certified Public Manager[®] (CPM) and to those who have attained the Arkansas Governmental Manager (AGM) designation and have paid membership dues as required.
- B. **Associate** membership will be offered to current participants in the Arkansas Certified Public Managers[®] program who have paid membership dues as required. An associate membership may be upgraded to a regular membership upon attaining the AGM designation and paying the AACPM dues for that calendar year. The Board may approve others for associate membership. Associate members pay reduced membership dues.
- C. **Honorary** membership shall be individuals elected to such class of membership of the Arkansas Society of Certified Public Managers by a majority vote of the Board of Directors. Honorary membership does not include membership to the American Academy of Certified Public Managers and membership dues are not required.

Section 2. Voting Rights: Regular members who are current in the payment of annual dues are eligible to vote on matters coming before the Society. Voting members will have the right to cast one vote for the Board of Directors or any issue brought before the membership. All members of the Society who qualify shall become members of the American Academy of Certified Public Managers[®] (AACPM). Associate members will not have voting rights. Honorary members shall not have voting rights and shall not serve on the Board of Directors.

Section 3. Responsibilities of Members:

Members of the Society shall conduct business in a professional and ethical manner, upholding the principles and Bylaws of the Society at all times. Members shall actively support the Society through attendance at meetings, voicing opinions, voting, and promptly paying membership dues or assessments. Members may serve on committees and perform other duties as charged by the Officers, Board of Directors, or membership of the Society.

Section 4. Membership Termination:

A member may resign from the Society by submitting a written resignation. A member will lose membership in the Society upon failing to pay annual membership dues or to meet any other requirements agreed upon by the membership, unless the Board of Directors determines that such members are not required to pay annual membership dues or complete the agreed upon requirements.

Section 5. Reinstatement: A member terminated due to nonpayment of dues or other monetary obligations shall be reinstated upon payment of the unpaid obligations to the Society. A member who has forfeited all rights and privileges of membership must reapply for membership.

ARTICLE V: Meetings

Section 1. Meetings: Society meetings shall be held for the purpose of receiving committee reports and transacting other business as may properly come before such meetings. The Board of Directors shall meet periodically to consider the actions and direction of the Society to ensure that they are consistent with the Society's stated purposes and goals.

Section 2. Annual Meeting: An Annual Meeting of the members shall be held at a time and place to be designated by the Board.

Section 3. Regular Membership Meetings: Meetings of the membership shall be held no less than once each quarter.

Section 4. Special Meetings: Special meetings may be called by the President or his/her designee or by two or more members by petitioning the President or his/her designee.

Section 5. Meetings of the Board of Directors: Meetings of the Board of Directors may be called by a majority of the Directors or at the request of the President. The person or persons authorized to call meetings of the Board may choose a place for holding meetings of the Board. An agenda shall be provided before the meeting.

Section 6. Action without a Meeting: Any action of the Board of Directors may be taken without a meeting, to allow voting by electronic communication. Written notice must be given to all Board Members, setting forth the action to be taken and must be approved by a majority of the Board Members.

Section 7. Notice of Meeting: All Board Members shall be notified of the date and location of each Board of Directors meeting with reasonable advance time. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto in writing or electronically. The purpose of any regular or special meeting of the Board shall be specified in the notice. Notice of the meeting time and place for quarterly general membership meetings shall be provided at the Society's web site, and in the quarterly membership newsletter.

Section 8. Quorum: Members present at a duly noticed membership meeting shall constitute a quorum, provided that a majority of the Board of Directors is also present.

ARTICLE VI: Board of Directors

Section 1. General Powers: The business and affairs of the Society shall be managed by the Board of Directors. Board members shall receive no compensation for their services. The Board of Directors may adopt rules consistent with the Bylaws. The Board of Directors is responsible to see that all offices are filled according to the Bylaws and that Society members meet the qualifications specified. The Board of Directors may propose policies, rules and regulations, and standard operating procedures for adoption by the membership.

Section 2. Number, Tenure, and Qualifications: The Board shall consist of the officers, plus a minimum of two nor more than four Directors elected at-large. All Board Members shall be regular members in good standing, and shall be elected by a majority vote of the members present at the Annual Meeting. The President, President-elect, Recording Secretary, and Parliamentarian shall serve a term of one year beginning January 1st. The Treasurer and at-large members will serve two-year terms. Directors may, thereafter, be increased or decreased by amendment of these Bylaws, but in no event shall the number of directors be fewer than seven.

Section 3. Voting and Quorum of the Board: Each director shall have one vote. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 4. Manner of Acting: The act of the majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

Section 5. Vacancies: Any vacancy occurring on the Board of Directors shall be filled at any duly convened meeting, and the person filling the vacant position shall serve the remainder of the predecessor's term.

Section 6. Voluntary Retirement: Any Director may retire at any time by written notification to the President or the Recording Secretary. Such retirement shall take place at the time specified in the notice.

Section 7. Attendance: Any or all Directors may participate in any meeting of the Board of Directors, including the Executive Committee, by any means of communication by which all persons participating in the meeting are able to hear one another and such participation shall constitute presence in person at the meeting.

Section 8. Executive Committee: There shall be an Executive Committee composed of the President, the President-elect, the Recording Secretary, the Treasurer, and the Parliamentarian. The Executive Committee shall, except otherwise provided by law, have and exercise all the powers of the Board of Directors during intervals between the meetings of the Board, and shall fix its own rules of procedure, provided, however, that the Executive Committee shall not be permitted to obligate funds in excess of \$100.00 without the prior approval of the Board of Directors. The Executive Committee shall keep a record of its proceedings, which shall be reported to the Board of Directors.

Section 9. Committees: The President may create committees to perform necessary functions of the Society. These committees may be created, combined, or dissolved as deemed necessary. Any regular or associate member may volunteer or be asked to serve on any committee. These committees may include, but are not limited to:

- A. Membership & Promotion Committee (Chair – President);
- B. Nominating Committee (Chair – President Elect);
- C. Communications & Newsletter Committee (Chair – Recording Secretary);
- D. Program & Professional Development Committee (Chair – Any Board Member);
- E. Seminars Committee (Chair – Any Board Member);
- F. Bylaws Committee (Chair – Parliamentarian);
- G. Public Relations Committee (Chair – President);
- H. Education & Scholarship Committee (Chair – Any Board Member);
- I. Finance/Audit Committee (Chair – Immediate Past President);
- J. Henning Award Committee (Chair – Any Board Member).

Section 10. Advisors to the Society: The Board of Directors may elect or appoint any person or persons to act in any advisory capacity to the Society or in an honorary capacity with respect to the Society, with or without compensation.

Section 11. AACPM Delegates: When possible, the President, President-Elect, and Immediate Past-President will be the Society's delegates to the annual AACPM national conference. In the event that one or more cannot attend, the Board of Directors will elect alternate delegates who must be AACPM Fellows in good standing in accordance with the SOP's of the American Academy of Certified Public Managers. Preference shall be given to an Officer running for AACPM office.

ARTICLE VII: Finances

Section 1. Fiscal Year: The fiscal year shall be the calendar year unless otherwise established by the Board of Directors. The fiscal year shall begin on January 1 and end on December 31.

Section 2. Membership Dues: Dues, waivers or incentives shall be set by the Board of Directors. Membership dues are payable upon initial membership and thereafter on an annual basis to coincide with the Society's fiscal year. ASCPM dues are to be paid by January 31 for the current year.

Section 3. Disbursement: All orders for the payment of money or indebtedness in excess of \$100 issued in the name of the Society shall be approved in writing by one of the following positions: President, Immediate Past President, or President Elect..

Section 4. Deposits: All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies or other depositories as selected by the Board of Directors.

Section 5. Compensation: The Society shall not be operated for pecuniary gain or profit. No portion of the revenue of the Society shall be used to compensate its officers or members, except for approved reimbursement of expenses for Society business.

ARTICLE VIII: Organization and Structure

Section 1. The Board of Directors:

- A. The Board of Directors shall meet at least semi-annually at such time and place as it may elect. A quorum must be present to conduct business. A majority of the Board of Directors shall constitute a quorum for transaction of business.
- B. Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters not specifically covered in these Bylaws.
- C. Each Director will be elected by a majority of the voting membership participating in a duly scheduled election. Only regular ASCPM members are eligible to be elected as a Director.
- D. Each year, the President-elect shall appoint a nominating committee to select a slate of candidates for the Board of Directors. The nominating committee shall submit the slate of candidates to the voting membership. The slate of candidates may be supplemented by nominations from the floor or write-in votes on an official ballot.
- E. Elections shall be by vote of the regular members at the annual meeting.

Section 2. Chapter: A Chapter shall be the most basic organizational unit of the Society. A chapter shall be a component part of the ASCPM. Each Chapter shall act interdependently with the whole governed by the ASCPM Board. A chapter may be established by at minimum of ten (10) members and may be organized based on geographic location of members or on other criteria as approved by the Board.

- A. **Application:** Members desiring a Chapter organization shall make written application to the President and Board of Directors specifying the following information:
 - 1. Purpose for the Chapter.
 - 2. Names of Chapter members as of date of application.
 - 3. Name of Chapter President.
- B. **Chapter President:** Each Chapter will select a President, who will act as a member of the ASCPM Board of Directors with voting rights. Chapter Presidents will organize regular opportunities for members to network and enhance their management training

as desired within the Chapter and funded by the ASCPM Board. Chapter Presidents shall make recommendations to the ASCPM Board for any expenditures of a Chapter.

- C. **Operations**: The Chapter shall adopt Bylaws consistent with the Bylaws adopted by the Society.
 - 1. The Chapter may elect officers, assess additional membership 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.
 - 2. 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 direction of the Society Treasurer and be responsible for the Chapter's finances.
- D. **Funding**: Upon establishing a new Chapter, the Society Board of Directors and the new Chapter President and chapter officers shall jointly determine the division of revenues from membership dues paid by the Chapter members. Each Chapter organized under this article shall be funded as governed by the ASCPM Board.
- E. **Representative on ASCPM Board**: The Chapter President or his/her designee shall represent the Chapter at all meetings of the ASCPM Board of Directors.
- F. **Revocation of Chapter**: The Board of Directors may revoke its authorization for a Chapter.

Section 3. Society web site: The Society may maintain a publicly-accessible Internet World Wide Web site (the "website"), which should include information about the Society, dates of scheduled meetings, links and information on supporting organizations, and other items of interest to Society members.

ARTICLE IX: Officers of the Society

Section 1. Officers: The officers of the Society shall be President, President-elect, Recording Secretary, Treasurer, Parliamentarian and Immediate Past-President, with each to have duties or functions as provided by these Bylaws and as the Board of Directors may determine. Officers must be chosen from among the regular members of the Society. The Board of Directors may elect such additional officers or assistant officers as it may determine to serve on an interim basis until the next Annual Meeting of the members.

Section 2. Election and Term of Office: The initial officers shall serve until the first annual meeting of the Society. Thereafter, the officers shall be elected by a majority vote of members present at the annual meeting and shall begin service on January 1 following the annual meeting. Vacancies may be filled or new offices created and filled, on an interim basis, until such time as the members elect a successor. Each officer shall hold office until his/her successor has been duly elected and qualified.

Section 3. Removal of Officers: Any officer elected by the members of the Society may be removed by the members when, in their judgment, the Society's best interests would be served thereby. Such removal may occur only at a duly convened regular or special meeting and shall require a two-thirds vote of those present.

Section 4. Resignations: Any officer may resign at any time by giving written notice to the Board of Directors, or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or other circumstance may be filled by the Board of Directors on an interim basis subject to Article VI, Section 5.

ARTICLE X: Duties of Officers

Section 1. President: The President shall be the principal operating officer of the Society and shall, in general, supervise the Society's affairs, subject to the control of the Board of Directors. The President shall be a Fellow in good standing in accordance with the SOP's of the AACPM, and shall serve as a delegate to the annual AACPM conference; serve as the Chair of the Membership/Promotion Committee; and serve as a Society representative of the APAC Advisory Board. The President shall have the authority to appoint any necessary committees and shall perform such duties as are provided in these Bylaws. Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the Society, the President shall hire, direct and discharge all agents and employees and fix their salaries subject to the approval of the Board of Directors. The President shall perform such other duties as shall be required by the Board of Directors. At such times as the post of President remains unfilled, the President-Elect may assume or delegate the duties of that position.

The **President** shall:

- A. Preside at all Society meetings.
- B. Appoint committees.
- C. Be an ex-officio member of all committees.
- D. Make provision for the temporary discharge of the duties of absent or suspended officers or other Society members.
- E. Prepare and issue notice of meetings and agendas.
- F. Represent the Society under appropriate circumstances.
- G. See that the Society's rules of procedure are sustained.
- H. Perform such other duties as customarily pertain to the Office of President.

Section 2. President-Elect: The President-Elect shall meet all of the qualifications of the president and shall serve as a delegate to the AACPM annual conference. The President-Elect shall have all of the duties and responsibilities of the President at such times as the post of President remains unfilled or the President is unavailable. When so acting, the President-Elect shall have all the powers of, and be subject to, all of the restrictions on the post of President. The President-Elect shall serve as the chair of the nominations committee. The President-Elect shall succeed to the office of President upon the expiration of the President's term.

The **President-elect** shall:

- A. Be an aide to the President.
- B. Perform the duties temporarily of the President in the absence or disability of the President.
- C. Gather, evaluate and distribute as appropriate, the Society's incoming mail, generally biweekly.
- D. Perform other duties to organize, coordinate and lead activities of the Society as approved by the Board of Directors.

Section 3. Treasurer: The Treasurer's term of office shall be **two years**. He/she shall have charge and custody and be responsible for all funds and securities of the Society from any source, whatsoever, and shall deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and, in general, perform the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors. In addition to quarterly financial reports prepared for membership meetings, the Treasurer shall prepare an annual financial report to be submitted to the Annual Meeting of the members.

The **Treasurer** shall:

- A. Be responsible for the Society's treasury in accordance with these Bylaws and rules of procedure.
- B. Reimburse Society officers or members for approved and reasonable expenses incurred in carrying out their responsibilities.
- C. Report to the Society Board of Directors all receipts and disbursements on a regular basis, generally quarterly.
- D. Maintain the Society's membership database and prepare and distribute annual invoices for membership renewal.
- E. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.

Section 4. Recording Secretary: The Recording Secretary shall keep a permanent record of the minutes of the meetings of the Board of Directors and Society meetings, and of committees having any of the authority of the Board of Directors; see that all notices are duly given in accordance with these Bylaws or as required by law; have charge of records, property and daily activities of the Society and shall report regularly thereon to the Board and the Executive Committee; and in general, perform all duties incident to the office of Recording Secretary and such other duties as may be assigned by the President or by the Board of Directors.

The **Recording Secretary** shall:

- A. Supervise the keeping of a record of the procedures of all meetings of the Society and be responsible for the distribution of such records to all members and to others with an interest in such proceedings.
- B. Be responsible for maintaining the Society's official records.
- C. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.

Section 5. Immediate Past President: The Immediate Past President's primary responsibility will be to assist and advise the Directors in conducting the Society's business. The Immediate Past-President shall serve as chair of the Finance/Audit Committee; a Society representative on the APAC Advisory Board; and a delegate to the annual AACPM conference. Should there be a vacancy in both the President and President-Elect positions simultaneously, the Immediate Past-President may assume or delegate the duties of the President.

The **Immediate Past President** shall:

- A. Assist in the preparation of the Society's Annual Report, for the year of their Presidency, for submittal to the AACPM.
- B. Act as Chair of the Past President's Committee if said committee is activated by the President.
- C. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.

Section 6. Parliamentarian: The Parliamentarian shall be present at all regular meetings of the Society and the Board of Directors, and shall be familiar with the rules of procedure designated to be followed by the Board of Directors. The Parliamentarian shall assist the President or presiding officer in adhering to the rules of procedure during regular meetings. In the event of a parliamentary dispute, the Parliamentarian shall be the final arbiter and his/her edict on parliamentary procedure shall be strictly adhered to unless overturned by a majority vote of the members present. The Parliamentarian shall serve as the chair of the Bylaws Committee and shall exercise all other duties of the office as authorized by the Board of Directors.

Section 7. Directors at Large: The Directors at Large shall assist the President in developing the program and conducting the business of the Society.

Section 8. Duties of Standing Committees: The duties of each Standing Committee are outlined below:

- 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 Society's business.
- B. The **Membership & Promotion Committee Chair** shall:
 - 1. Actively solicit prospective members.
 - 2. Review membership applications and recommend action on each application to the Board of Directors.
 - 3. Receive all requests for membership and assure their proper review and disposition, notifying the applicant of such disposition.
 - 4. Pursue strategic partnerships and opportunities to develop and expand the benefits available to Society members.
 - 5. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.
- C. The **Communications & Newsletter Committee Chair** shall:
 - 1. Oversee development, content, publications, and maintenance of the Society's brochures, newsletter and web site.
 - 2. Coordinate communications of Society meeting notices and news items with other members of the Board of Directors as appropriate.
 - 3. Promote the Society's activities to members and to the general public, and prepare promotional materials for distribution.
 - 4. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.
- D. The **Program & Professional Development Committee Chair** shall:
 - 1. Arrange for appropriate speakers to discuss timely topics, coordinate material and logistical support for meeting sites, and provide audio-visual aids for general meetings.
 - 2. Review membership feedback on presentations and seminars and recommend action to the Board of Directors.
 - 3. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.
- E. The **Education & Scholarship Committee Chair** shall:
 - 1. Organize and implement programs, workshops, seminars, and training sessions to enhance educational opportunities for the professional development of Society members.
 - 2. Solicit applicants and select recipients for Society sponsored Certified Public Manager Program scholarships.
 - 3. Coordinate the annual scholarship award program.
 - 4. Perform other duties to organize, coordinate and lead Society activities as approved by the Board of Directors.

ARTICLE XI: Books and Records

Section 1. Books and Records: The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep a record giving the names and addresses of the Board of Directors. All books and records of the Society may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

Article XII: Annual Audit

Section 1. Annual Audit: The Society may provide for an annual audit of the accounts by a certified public accountant or other designated person(s) to be chosen by the Board of Directors.

Article XIII: Amendments to the Bylaws

Section 1. Amendments: Any member may propose amendments to the Bylaws. All proposed amendments to the Bylaws shall be submitted to the Board of Directors for study and recommendation. All proposed amendments shall be presented in writing or electronically to the active members of record at least thirty (30) days prior to the date of an annual or other membership meeting. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the active members present at a duly noticed meeting, provided that the initial Bylaws adopted by the Society shall be in effect until such alterations may occur. Amendments to the Bylaws will become effective immediately after the votes are tallied and the Board of Directors announces the results. Notwithstanding the provisions of this Article, the operating rules governing the Annual Meeting or any regularly scheduled meeting of the members of the Society may be suspended by a majority vote of the members of the Society present at the meeting.

ARTICLE XIV: Indemnification

Section 1. Indemnification: There shall be no liability on the part of any Director, Officer, or member of the Society for any of its debts or obligations, either contractual or otherwise. Each current and past member of the Board of Directors and Executive Officer of the Society shall be indemnified by the Society against all costs and expenses reasonably incurred by or imposed upon him/her in connection with the defense of any action, suit or proceeding to which he/she is made a party by reason of being or having been a Director, Officer, or member, except in relations to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XV: Dissolution

Section 1. Dissolution: Upon dissolution of the Society, no Members, Officers, or Directors, shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchise of the Society, and all funds or other assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the APAC program of UALR for one or more exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the Treasury of the State of Arkansas for a public purpose.

Approved: June 3, 2010