

KENTUCKY SOCIETY OF CERTIFIED PUBLIC MANAGERS® CONSTITUTION AND BYLAWS

ARTICLE I: NAME

The name of this organization shall be the Kentucky Society of Certified Public Managers®.

ARTICLE II: MISSION AND OBJECTIVES

Section A. Mission. The mission of the Society is to establish, promote, enhance, and recognize management in government as a profession through comprehensive training, networking, professional growth, and ethical standards of behavior to promote service consistent with efficient and effective management practices; and to demonstrate vision and competence in professional management.

Section B. Objectives. The objectives of the Society shall be:

1. To promote improvement and employee development in the Kentucky Certified Public Managers® Program.
2. To improve communication, cooperation, and coordination among state agencies.
3. To provide opportunities for professional growth of Society members through continuing education.
4. To promote the development of professionally trained managers as a resource for state government.
5. To promote quality, efficiency, and productivity in state government.
6. To promote a standard of behavior that demonstrates a high level of ethical responsibility in the performance of official duties as set forth in the Society Canons of Professional Responsibility.
7. To facilitate positive change which enhances the delivery of public service.
8. To serve the interests of its membership.
9. To associate with professional public managers on both a local and national level.
10. To enhance the understanding and performance of public management in Kentucky.

ARTICLE III. MEMBERSHIP

Section A. Membership. The membership of the Society shall consist of Certified, Associate, Affiliate, Honorary, Life and Charter, and other classifications of membership as may be established by the Board of Directors.

1. Certified Member. Any person having a valid certification as public manager issued by any program accredited by the National Certified Public Manager® Consortium may become a certified member with all the privileges of active membership. Membership application for the Society shall be presented to all Kentucky program graduates.
2. Associate Member. Any person currently enrolled in the Kentucky Certified Public Manager® (KCPM) program who is a Certificate of Management Fundamentals Recipient or who has completed at least 50 hours toward the certificate may become an accredited member. Associate members have all the privileges of membership except holding executive office.
3. Affiliate Member. Any faculty or administrators actively affiliated with the KCPM program may become an affiliate member of the Society. An affiliate member shall enjoy all the privileges of active membership except holding office or voting.

4. Honorary Member. Any person nominated by a voting member and affirmed by a vote of two-thirds of the voting members present at any duly called meeting may become an honorary member of the Society. An honorary member shall enjoy all the privileges of membership except holding office or voting. Honorary members do not pay Society dues.
5. Life Member. Any person who has retired from state or local government, and who was a voting member at the time of retirement, shall be granted a lifetime membership of the Society. A lifetime membership shall enjoy all the privileges of active membership subject to the privileges of the Constitution and Bylaws. Dues are waived for life members.
6. Charter Member. For the purpose of establishing the Kentucky Society of Certified Public Managers® and writing its Constitution and Bylaws, affiliation with the Society as a charter member was provided. Any person who was interested in the mission, the objectives, and the charter activities of the Society and who was eligible for any type membership was welcomed as a charter member. Eligibility to join the Kentucky Society of Certified Public Managers® as a charter member ended December 31, 1991.

Section B. Termination of Membership. Membership in the Society shall terminate upon failure to meet membership requirements. Termination for unethical or illegal conduct will require recommendation of the board and a majority vote of the members present. No termination action shall take place without 30 days' prior written notice of proposed termination to the member.

ARTICLE IV: FINANCES

Section A. Fiscal Year. The fiscal year shall be January 1st through December 31st, unless otherwise established by the Board of Directors.

Section B. Membership Dues.

1. Society dues as recommended by the Board of Directors shall be approved by a majority vote of the Society members present at the annual meeting.
2. Any change in the amount of dues shall be effective on January 1 of the next fiscal year.
3. Payment of membership dues shall be made to the Treasurer annually.
4. Dues shall be payable upon initial membership and thereafter as set by the Board of Directors.
5. The Treasurer shall notify the Secretary of each member whose dues have been delinquent for more than 30 days. The membership of any member whose dues become more than 60 days delinquent shall be terminated until reinstated by payment of dues.
6. Annual dues collected from Society members shall include those for both the society and the American Academy of Certified Public Managers, where required.

Section C. Budget.

1. The Board shall recommend the budget to the membership for approval at the annual meeting.
2. Officers of the Society shall not be authorized to obligate the Society for any expenditure that is not fully funded.
3. The President may modify the budget by approval of the Board of Directors.

Section D. Financial Reviews. The Board of Directors shall review the financial condition of the Society and report to the membership and may recommend changes at the annual meeting.

Section E. Compensation.

1. The Society shall not be operated for pecuniary gain or profit. Income or benefits to the Society shall not be used as compensation for Society members or officers, except as compensation for official encumbered Society expenses.
2. Reimbursement of expenses by Society members or officers shall be made through a submission of a claim to the Board of Directors, which will review the claim and grant compensation when appropriate.

Section F. Disbursements. The Board shall approve all expenditures. All disbursements shall be signed by the Treasurer and the President or President-Elect.

Section G. Prohibitions. Officers, Board of Directors, or members will not be authorized to create any financial liability of obligation for the Society other than those duly approved in advance and in accordance with the Constitution and Bylaws and authorized through official meeting of the Board of Directors and the membership of the Society.

ARTICLE V: RIGHTS AND RESPONSIBILITIES

Section A. Rights of Members. All members of the Society shall be entitled to attend and participate in all activities of the Society, including serving on committees. Only Certified members shall be eligible to hold executive office. Voting may be done in person or by mail ballot. All members who qualify may become members of the American Academy of Certified Public Managers®.

Section B. Responsibilities of Members. Members shall conduct all business in a professional and ethical manner, upholding the principles, rules, and regulations of the Society at all times. Members shall 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, voicing opinions, and promptly paying dues.

Section C. Certificates. Upon admission to the Society, members shall be provided a certificate recognizing their membership in the Society.

ARTICLE VI: MEETINGS

Section A. Purpose. Meetings shall be held for the purpose of receiving committee reports and transacting other business as may properly come before the membership. The President shall preside over these meetings.

Section B. Number. Meetings shall be held at a time and place designated by the President and approved by the Board. The Board shall be governed by instructions voted upon at these meetings. An annual meeting shall be held in the fall of each year.

Section C. Notice. All members shall be notified of the date and location of each meeting at least ten days prior to the meeting.

Section D. Voting. Each member in good standing shall have one vote on matters brought before the membership. "Majority" shall mean simple majority in voting actions unless the Constitution and Bylaws of the Society specify otherwise. Motions shall be approved by a majority vote of the members present at a duly called meeting.

Section E. Quorum. The voting members present at a duly called meeting shall constitute a quorum.

Section F. Rules. Meetings shall be conducted under the rules contained in Robert's Rules of Order, New Revised, except where the rules are in conflict with the Constitution and Bylaws, when the Constitution and Bylaws shall govern.

ARTICLE VII: BOARD OF DIRECTORS

Section A. Authority and Responsibilities. The Board of Directors shall:

1. Be the governing body of the Society.
2. Exercise powers vested by the membership to manage the property, affairs, and activities of the Society.
3. Be responsible for reviewing and proposing plans of action for the Society, both short and long term, in accordance with the Constitution and Bylaws and the direction of the membership.
4. Propose policies, rules, and regulations to ensure efficient and economical operation of the Society.
5. Publish minutes of all meetings.
6. Not be authorized to hold meetings that are closed to the membership.

Section B. Composition. The Board of Directors shall consist of up to eleven members: the current officers, the chairpersons of the permanent committees, and a representative of the Office for Employee & Organizational Development (OEOD), who is at least an Affiliate Member and who, in this capacity, shall have voting rights. The OEOD representative shall be appointed by the Executive Director (or the director's designee).

Section C. Term of Office. Each member of the Board shall serve concurrently with their elective or appointed term.

Section D. Voting and Quorum. Each director shall have one vote. A quorum shall consist of six of the directors of the Board. When a quorum is present, a majority of the Board at the meeting shall prevail on all issues.

Section E. Meetings. The newly elected officers shall meet following the election to determine chairs of the permanent committees. The President shall be the Chairperson of the Board and shall preside at all Board meetings. The President-elect shall at all times be familiar with the business of the Board and shall preside at meetings in the absence of the President. The Board shall have regular meetings at least quarterly. Special meetings may be held upon the request of the chairperson or upon written request of six members of the Board.

Section F. Notice of Meetings. Members of 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.

Section G. Removal. A Board member may be removed from office for unethical or illegal conduct by a majority vote of the membership. Absence from three consecutive duly called meetings of the Board may constitute forfeiture of office subject to vote of the membership.

Section H. Delegates to the American Academy of Certified Managers®. Each state is allowed three delegates to the American Academy's House of Delegates, which is the governing body of the Academy.

1. The President, the President-Elect, and one member elected by the Board will serve as the delegates from the Kentucky Society.
2. If one or more of these delegates cannot attend a particular meeting of the American Academy, the Board will elect alternates, either from the Board or the general membership to represent the Society.
3. Length of term as a Kentucky delegate to the American Academy shall be determined by eligibility as specified in this article and not by any rule or bylaw of the American Academy.

ARTICLE VIII: OFFICERS

Section A. Officers. The officers of the Society shall be President, President-Elect, Secretary, and Treasurer. Other officers may be authorized by a vote of the membership of the Society. All officers of the Society shall be elected by a vote of the membership and must be members of the Society in good standing.

Section B. Term of Office. The officers of the Society shall hold office for the fiscal year for which they are elected and until their respective successors are selected and assume their official duties. The Secretary and Treasurer shall not serve more than five consecutive terms in the same office. New officers shall take office at the beginning of the fiscal year.

Section C. Vacancies. In the event of the absence, death, or resignation of the:

- **President:** The President-Elect shall become President and assume responsibility for the functions of the President, completing the unexpired term and assuming the office of President on January 1 of the year for which they were originally elected.
- **President-Elect:** When a vacancy occurs in this office not as a result of the President-Elect assuming the office of the President, the President shall notify Society members of the vacancy in the widespread manner practical. The Elections Committee shall solicit names of eligible members who may be interested in this position and shall conduct an election in a manner approved by the Board and as expeditiously as possible.
- **Secretary or Treasurer:** The Board shall solicit names of eligible members who may be interested and appoint an eligible member to fill the office for the unexpired term.

Section D. Duties.

1. President. The President shall:
 - a. Be the chief executive officer of the Society.
 - b. Be responsible for the administration of all the affairs of the Society.
 - c. Preside over all meetings of the Society.
 - d. Have no vote except in the event of a tie vote when the President shall have the deciding vote.
 - e. Be Chairperson of the Board of Directors.
 - f. Be a nonvoting member of all Society committees.
 - g. Have the authority to call regular and special meetings of the Society.
 - h. Preserve order and enforce the Constitution and Bylaws.
 - i. Appoint members to special committees as prescribed in this Constitution and Bylaws.
 - j. Perform such other duties as customarily pertain to the office of President.

2. President-elect. The President-elect shall:
 - a. Perform such duties as the President may delegate or the Society may prescribe.
 - b. Perform the duties of the President in the absence of the President.
 - c. Assume the office of President, with all its privileges and responsibilities, until the office is otherwise filled, should the President vacate that office for any reason.
 - d. Be the Society parliamentarian.
 - e. Assume the office of President following the completion of the term as President-Elect, except as noted in Article VIII, Section C.
 - f. Coordinate the activities of all committees.
 - g. Direct the preparation of the Society's annual budget.

3. Secretary. The Secretary shall:
 - a. Keep the minutes of all meetings of the Society.
 - b. Be the custodian of records of the Society.
 - c. Be the custodian of the official seal of the Society.
 - d. Process all certificates of membership.
 - e. Maintain accurate and timely rosters of the members of the Society and of any permanent or special committees.
 - f. Deliver an annual report to the Board of Directors on the activities of the Society at the annual meeting.
 - g. Deliver all records to the next elected/appointed Secretary promptly upon completion of the term of office or upon removal or forfeiture from office.
 - h. Perform other duties as prescribed by the President of the Society.

4. Treasurer. The Treasurer shall:
 - a. Collect and manage all funds of the Society.
 - b. Place these funds in a financial institution as directed by the Board of Directors.
 - c. Make the books of the Society open at all times.
 - d. Make the financial records available for audit upon direction of the Board of Directors.
 - e. Deliver an annual financial statement to the Board of Directors at the annual meeting.
 - f. Deliver the records to the next elected/appointed Treasurer promptly upon completion of the term of office or upon removal or forfeiture from office.
 - g. Perform other duties as prescribed by the Board of Directors.

ARTICLE IX: COMMITTEES

Section A. Committees. The Society shall have permanent and special committees as provided by the Constitution and Bylaws. The President shall appoint such committee chairs of special committees as necessary to advance the purposes of the Society.

Section B. Duties of the Committees. The Committees' primary responsibility will be to assist and advise the Directors in conducting the business of the Society. They shall determine the need for and, if necessary, appoint subcommittees. The duties of each Committee are outlined below.

Section C. Permanent Committees. The permanent committees of the Society shall be: Election, Membership, Program, Publications and Publicity, Awards, and Finance. Committee members may be appointed to serve more than one term.

1. Election Committee. This committee shall consist of the chairperson, at least one other member from the Board, and at least one member from the membership at large as appointed by the Board of Directors. The committee shall:
 - a. Accept nominations from any voting member for all elective offices.
 - b. Make an effort to ensure that the slate of nominees includes representation from outside of Frankfort.
 - c. Be responsible for the conducting of elections including preparation and distribution of ballots, receipt and protection of voted ballots, counting and certification of the vote, and announcement of the tabulation of the vote.
 - d. Provide professional profiles of all nominees to be shown on the ballot.
 - e. Be responsible for conducting other voting in person or by mail.

2. Membership Committee. This committee shall consist of at least three members. The committee shall:
 - a. Actively solicit prospective members.
 - b. Review membership applications and recommend action on each application to the Board of Directors.
 - c. Be responsible for monitoring the qualifications of members to maintain active status and for re-certifying the qualifications of members.
 - d. Develop and maintain orientation and promotional materials for new and prospective members.
 - e. Develop a membership directory.

3. Program Committee. This committee shall consist of at least three members. The committee shall:
 - a. Develop programs for general membership meetings and recommend them to the Board of Directors.
 - b. Coordinate material and logistical support for meeting sites.
 - c. Arrange for appropriate speakers.
 - d. Provide audio/visual aids for general meetings.

4. Publications and Publicity Committee. This committee shall consist of at least three members. The Chair of this committee will assume the responsibility of editing and publishing a regularly distributed newsletter for the Society. The committee shall:
 - a. Be responsible for publication and distribution of Society publications.
 - b. Develop and manage marketing efforts to promote the Society as deemed appropriate by the Board of Directors.
 - c. Coordinate the mailing and publication of meeting and election notices with respective committees.
 - d. Promote the activity to its members and the general public.
 - e. Provide publicity for general meetings.

5. Finance Committee. This committee shall consist of at least three members with the Treasurer being a nonvoting member. The committee shall:
 - a. Aid and assist the Treasurer in collecting membership fees and in raising funds for special Society programs and events.
 - b. Prepare information to justify the expenditure of Society funds.
 - c. Conduct an annual audit of the Society's financial standing following the annual meeting prior to January 1.
 - d. Conduct any special audits as directed by the Board.

- e. Establish the process for fiscal operations for Board approval.
6. **Awards Committee.** This committee shall consist of at least three members with the Immediate Past President as Chair. If the Past President is unable to serve for any reason, the President shall appoint a Chair in accordance with Section A of this Article. The committee shall:
 - a. Coordinate with OEOD for review of CPM program projects from which to select the Kentucky Askew Award winner for the year.
 - b. Be responsible for the distribution of nomination forms for the Gene W. Childress Leadership Award and the Charlotte Glaser Certificate of Merit, receipt and protection of completed nominations, and selection and announcement of the winner of each Award at the Society's Annual Meeting.
 - c. Be responsible for other Society awards in a like manner, if created.

Section D. Special Committees. Special committees shall be established as required to meet the needs of the Society.

ARTICLE X: GENERAL PROVISIONS

Section A. Liability and Indemnification. There shall be no liability on the part of any member of the Society for any of its debts or obligations, either contractual or otherwise. Each current and past director and officer of the Society shall be indemnified by the Society against all costs and expenses reasonable incurred by, or imposed on, such member by reason of such member having served as a director or an office.

Section B. Parliamentary Procedure. The rules contained in Robert's Rules of Order, Newly Revised shall govern all meetings of the membership, the Board, committee meetings, and any other official meetings of the Society.

Section C. Prohibitions. No officer, director, or 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.

Section D. 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 not be construed to be personal notice, but such notice may be given by either personal notice, or by telephone, e-mail, fax, or by mail sent to the current address as recorded in the books of the Society. Notice shall be deemed given at the time of the notice is sent or mailed and shall adhere to established time frames.

Section E. Dissolution. In the event of dissolution, all residual assets of the Society shall be distributed to the American Academy upon approval by the membership.

ARTICLE XI: AMENDMENTS

Section A. Proposals. Any voting member may propose amendments to the Constitution and Bylaws. All proposed amendments shall be submitted to the Board of Directors for study and recommendation.

Section B. Notification. All proposed amendments must be presented in writing to the voting members at least two weeks prior to the annual meeting.

Section C. Voting. The Constitution and Bylaws may be amended by a two-thirds majority vote of the voting members present at the annual meeting.

Section D. Corrections. Corrections in spelling, format, etc., which do not alter the meaning may be approved by the Board of Directors.

ARTICLE XII: OPERATING PROCEDURES

Operating procedures for Society activities may be adopted or amended by a majority of the Board or the membership in a duly called meeting in accordance with provisions of the Constitution and Bylaws.

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