

**THE UTAH SOCIETY OF
CERTIFIED PUBLIC MANAGERS**

(UTAH SOCIETY OF CERTIFIED PUBLIC MANAGERS)

BY-LAWS

Amended October 14, *2009*

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**BY-LAWS of the
UTAH SOCIETY OF CERTIFIED PUBLIC MANAGERS
(USCPM)**

**ARTICLE ONE
Name and Purpose**

- 1.1 **Name:** The name of this organization shall be the Certified Public Managers (CPM) Society of Utah, also known as the Utah Society of Certified Public Managers (USCPM), hereinafter referred to as the Society.
- 1.2 **Purpose:** The purpose of the Society shall be to promote the quality of government through public management and instruction on improved methods of operations in the public sector. The mission of the Society is to: be recognized as leaders in excellent government management practices; provide professional and personal development opportunities through on-going education and networking; promote national accredited professional certification for government managers; and to act as a catalyst for change and as a resource to Society members and to government.

**ARTICLE TWO
Definitions**

- 2.1 **Definitions:** In all matters pertaining to the Society and its activities, the terms:
- Board of Directors* shall mean the offices of President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer- Elect and Directors.
- Fiscal year* shall mean a calendar year.
- Member* shall mean any person in any membership classification in good standing in the Certified Public Managers Society of Utah.

**ARTICLE THREE
Memberships**

- 3.1 **Members:** The classes of members shall be CPM, Associate, Affiliate, Honorary, and Contributory:
- CPM Members* are persons who have a valid certification as a public manager issued by any state program accredited by the National Certified Public Manager Consortium, made application to the Society, and paid dues for the current year.

Associate Members are those persons who have a valid certification(s) as a public Supervisor, Manager, or Consultant issued by any state program accredited by the National Certified Public Manager Consortium, made application to the Society and paid dues for the current year. These members have yet to complete all of the courses required to obtain the Certified Public Manager (CPM) designation.

Affiliate Members are faculty, staff, contract faculty, or consultants actively affiliated with the Certified Public Manager program of the Utah Department of Human Resource Management in public or private service or other categories of members with whom affiliation is considered to be in the best interest of the Society who have made application and paid dues for the current year. Affiliate members shall enjoy all of the privileges of active membership but shall not be entitled to hold office or vote on the business of the Society.

Honorary Members are individuals elected to such class of membership by a majority vote of the Board of Directors. They shall meet the criteria set by the board and exemplify the objectives set forth in these By-Laws. Honorary membership is established to recognize outstanding support of either the Certified Public Manager program or the Society by those who are not eligible for CPM, Associate or Affiliate membership. Honorary members shall be entitled to all rights and privileges of membership except eligibility to hold office or vote on the business of the Society. No dues will be assessed for Honorary membership. The Board of Directors shall review the list of Honorary Members annually and vote on the Honorary membership.

Contributory Memberships will be granted to individuals elected to such class of membership by a majority vote of the Board of Directors that have served a full term and fulfilled the duties of President of the Utah Society of Certified Public Managers. Contributory memberships can also be granted by a majority vote of the Board of Directors for individual members that have performed exceptional service to the Society for a significant period of time. Contributory Members will have the same rights as CPM Members. No dues will be assessed for Contributory memberships. The Board of Directors shall review the list of Contributory Members annually and vote on the Contributory membership.

- 3.2 **Rights:** All members of the Society shall be entitled to attend and participate in all activities of the Society, however, **only CPM, Associate and Contributory members shall be eligible to hold elective office or vote on matters brought before the Society.**
- 3.3 **Responsibilities:** All members of the Society shall conduct business in a professional and ethical manner, upholding the By-Laws of the Society at all times; and actively support the Society through attendance at meetings, voicing opinions, voting, and promptly paying 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.
- 3.4 **Certification of Membership:** Upon initial admission to the Society and receipt or waiver of dues, the Treasurer or the Treasurer-Elect shall provide a receipt to the member

designating membership in the Society.

- 3.5 **Voting:** Each CPM, Associate, and Contributory member shall have one vote on all elective matters and positions brought before the membership of the Society.
- 3.6 **Suspension of Membership:** A member may resign from the Society by submitting a written resignation. A member shall be suspended for default in the payment of any assessed dues or other monetary obligation to the Society and/or failure to remain a member in good standing.
- 3.7 **Dues:** Membership dues shall be determined by the Board of Directors, subject to approval by a majority of members voting either by mail, fax, or e-mail or at an annual meeting providing notice of changes have been provided to all members at least thirty (30) days prior to the vote. Initial membership dues will be charged on a pro-rated basis for the fiscal year. Renewal dues shall be payable annually to the Treasurer on or before the first day of the fiscal year.
- 3.8 **Delinquency:** Any member of the Society who is delinquent in dues for a period of thirty (30) days shall forfeit all rights and privileges of membership. The Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member with good cause shown.
- 3.9 **Reinstatement:** A member suspended 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 FOUR Elected Officials

- 4.1 **Officers:** The officers of the Society shall be the President (who is also the chairman of the board), President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect, six (6) Directors at Large, and Chapter Coordinators. Other officers may be authorized by a vote of the membership of the Society.
- 4.2 **Terms of Office:** Newly elected officers shall begin their terms immediately following the Annual Meeting or on the first day of the calendar year for which they have been elected. The President, President-Elect, Immediate Past President, and Treasurer-Elect shall hold office for the calendar year for which they are elected and until their respective successors are selected and have assumed their official duties. The Secretary, Treasurer and Directors at Large shall hold office for two calendar years. Officers may not serve more than two (2) consecutive terms in the same office.
- 4.3 **Qualifications:** The President and President-Elect must be CPM Members, and should have previous Board experience. Any member in good standing other than an Honorary or Affiliate member may fill the other offices.

4.4 **Vacancies:** A vacancy occurring in the office of President shall be filled by the President-Elect for the balance of the un-expired term and the full term as President. A vacancy occurring in the office of President-Elect or Treasurer-Elect shall be filled by a special election. If any other elective office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the un-expired term. Service in an office for an un-expired term does not make that officer ineligible for nomination or election to an office.

4.5 **Removal from Office:** Any officer of the Society may be removed from office for cause, that is, misconduct or neglect of duty in office, by a majority vote of the Board of Directors.

4.6 **Powers and Duties of Officers:**

4.6.a. **President:** The President (who is also the chairman of the board) shall be the chief executive officer of the Society and shall be responsible for the management of its operation. Said officer shall perform such duties as customarily pertain to the office of President, and supervise the administration of the Society, including implementation of all policies and resolutions of the Board of Directors.

4.6.b. **President-Elect:** The President-Elect shall succeed to the office of President upon expiration of the President's term. In the absence of the President, the President-Elect shall perform the duties and exercise the powers of the President, and shall generally assist the President. The President-Elect shall chair the Managers' Conference Committee for the conference to be held in the year they serve as President, and perform such other duties as prescribed by the President and the Board of Directors.

4.6.c. **Secretary:** The Secretary shall record all votes and proceedings of meetings of the Society and the Board of Directors. Said officer shall serve as custodian of the By-Laws, records, and files of the Society. The Secretary shall give notice of all meetings of the membership and the Board of Directors, shall compose the annual report and perform other duties as may be prescribed by the President or the Board of Directors.

4.6.d. **Treasurer:** The Treasurer shall assume responsibility for the financial affairs of the Society, receive and maintain receipts including dues, make necessary disbursements for duly authorized purposes, make recommendations concerning the Society's financial affairs to the President, and perform other duties as directed by the President or the Board of Directors.

4.6.e. **Treasurer-Elect:** The Treasurer-Elect shall succeed to the office of Treasurer upon expiration of the Treasurer's term. In the absence of the Treasurer, the Treasurer-Elect shall perform the duties and exercise the powers of the Treasurer, and shall generally assist the Treasurer and use this time to learn the responsibilities of serving as the Treasurer during the ensuing term. The Treasurer-Elect will assume responsibilities for monies received and disbursed related to the Annual Managers Conference under the direction of the Treasurer and will assist the Treasurer with financial affairs of the Society, with specific duties agreed upon by the Treasurer and Treasurer-Elect as needed.

4.6.f. **Directors at Large:** The Directors at Large shall assist the President in developing the program and conducting the business of the Society. A Director at Large shall serve as the chairperson of each of the following committees:

- **By-Laws**
- **Governor's Award for Excellence**
- **Membership**
- **Newsletter/Public Information**
- **Program**
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The Directors at Large shall encourage member participation on standing and special committees.

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4.6.g. **Immediate Past President:** The Immediate Past President shall serve on the Board of Directors, advise the President and the Board of Directors on Society business, chair the Nominating Committee, and perform other duties as directed by the President or the Board of Directors.

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ARTICLE FIVE Board of Directors

5.1 **General Powers:** The governing body of the Society shall be the Board of Directors, whose members shall receive no salaries for their services. The business and affairs of the Society shall be managed by the Board of Directors, which may exercise all powers of the Society and perform all lawful acts. The Board shall serve in an advisory capacity to the Certified Public Manager program staff. The Board of Directors may adopt rules consistent with the By-Laws. The Board of Directors is responsible to see that all offices are filled according to the By-Laws and that its members meet the qualifications specified.

5.2 **Functions:** The Board of Directors shall develop methods and specify plans for making the Society and its activities useful to its members in their professional work.

5.3 **Composition:** The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the Treasurer-Elect, *five* Directors at Large, and Chapter Coordinators. The Board of Directors shall be elected by the membership of the Society, in accordance with the provisions of Article Nine, or, in the case of Chapter Coordinators, as selected by the Chapter in accordance with the provisions of article 14.1.b.

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5.4 **Directors' Term of Office:** Directors shall serve a term of two years. Directors shall not serve more than two consecutive terms in the same assignment. New Directors shall take office immediately following the Annual Meeting or on the first day of the calendar year for which they have been elected.

5.5 **Meetings of the Board:** The Board shall meet at least quarterly. Special meetings of the Board may be held on the call of the President, on written request of four or more members of the Board, or a two-thirds (2/3) vote of the membership. Voting of the Board of Directors may be submitted in writing, verbally, or through electronic means. Seven (7)

members of the Board constitute a quorum. All meetings will be open to the membership.

- 5.6 **Meeting by Telephone or Similar Communication:** Except as otherwise required by the By-Laws, a Board member may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

ARTICLE SIX Society Meetings

- 6.1 **Purpose:** Society meetings shall be held for the purpose of receiving committee reports and transacting other business as may properly come before such meetings.
- 6.2 **Annual Meeting:** An annual meeting shall be held each year at a time and place to be designated by the Board of Directors.
- 6.3 **Other Meetings:** In addition to the annual meeting, the Society may hold such meetings, including special meetings, as the Board of Directors may prescribe.
- 6.4 **Notice:** All members shall be notified of the date and location of each meeting with reasonable advance time.
- 6.5 **Quorum:** CPM and Associate members, which are voting members, present at a duly noticed meeting shall constitute a quorum.

ARTICLE SEVEN Finances

- 7.1 **Budget:** The President with the help of the Treasurer shall present a proposed budget for the upcoming Society year for discussion and approval of the Board of Directors. The budget will be approved through a majority vote of the Board of Directors. Officers of the Society shall not be authorized to obligate the Society for any expenditure that is not fully funded.
- 7.2 **Fiscal Responsibility:** It shall be the responsibility of the Board of Directors to review the financial condition of the Society at least quarterly and implement needed budget modifications consistent with the provisions of the By-Laws.
- 7.3 **Fiscal Year:** The fiscal year shall begin on January 1 and end on December 31.
- 7.4 **Compensation:** The Society shall not be operated for pecuniary gain or profit. No portion of the income of the Society shall be used to compensate its officers or members, except for reimbursement of expenses for Society business.

ARTICLE EIGHT Committees

8.1 **Standing Committees:** The standing committees of the Society shall include the following: **By-Laws Committee, Managers' Conference Committee, Governor's Award for Excellence, Membership Committee, Nominating Committee, Newsletter/Public Information Committee, and the Program Committee.**

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8.1.a. **By-Laws Committee:** The Chair of the By-Laws Committee shall be a Director appointed by the President. The By-Laws Committee will review the By-Laws of the Society each year and propose changes that are in the best interests of the Society. The chair will be responsible for the Board and Society's adherence to the By-Laws.

8.1.b. **Managers' Conference Committee:** The President-Elect shall chair the Managers' Conference Committee and see to all Society interests connected with the Managers' Conference.

8.1.c. **Governor's Award for Excellence Committee:** A Director, appointed by the President, shall co-chair the Governor's Award for Excellence Committee with DHRM co-chair(s). The Governor's Award for Excellence Committee will participate in the selection of the Governor's Award for Excellence, through a process that is devised, outlined and implemented by the Governor's Award of Excellence selection Committee(s).

8.1.d. **Membership Committee:** The chair of the Membership Committee shall be a Director, appointed by the President. The committee will ensure that appropriate candidates for membership are invited to join the Society and that guests are made welcome.

8.1.e. **Newsletter /Public Information Committee:** The Newsletter/Public Information Committee shall be chaired by a Director, appointed by the President. The committee shall be responsible for the public relations of the Society to include editing the newsletter and publicizing Society events.

8.1.f. **Nominating Committee:** The Nominating Committee shall be chaired by the Immediate Past President and include all Past Presidents. The Committee shall: identify offices to be filled, request nominees for the offices to be filled from the membership, review all nominations to ensure nominees meet eligibility requirements, and provide a slate of candidates to the Board of Directors and Membership for purposes of voting.

8.1.g. **Program Committee:** A Director, appointed by the President, shall be the Chair of the Program Committee. The Committee shall schedule speakers, plan programs, events and continuing education seminars sponsored by the Society.

8.2 **Special Committees:** Any Board member may request that the Board establish special committees for specific purposes and for limited periods of time. The President shall

appoint the Chair of Special Committees and the Chair shall notify the membership of the committee and request participation. If the Committee chair and/or the President determine that the committee is no longer needed, the Board of Directors must approve to discontinue the committee. *An example of a Special Committee is the AACPM Annual Conference Committee when appropriate.*

- 8.3 **Committee Membership:** The Chair of each committee may recruit the members of that committee, as the needs of committee dictate. Committee membership is open, and is not limited to rules of Society membership.

ARTICLE NINE

Elections

- 9.1 **Annual Elections:** The Society shall conduct annual elections of Officers and Directors at Large as prescribed by the By-Laws. When vacancies in the offices occur, refer to ARTICLE FOUR Section 4.4 of the By-Laws.
- 9.2 **Nominations:** Any CPM or Associate member may be nominated for office. All candidates nominated for office shall be certified for eligibility to run for that office by the Nominating Committee. Nominations for Society offices shall be opened at least sixty (60) days prior to the Annual Meeting date. The Nominating Committee will contact certified, nominated members to assess interest in running for the position. A slate of candidates will be presented to the Board of Directors for approval.
- 9.3 **Ballots:** Ballots will be printed by the Nominating Committee Chair with the certified candidates listed randomly, by office. Ballots shall be provided by mail or electronically to the Society voting membership no later than fifteen (15) days prior to the annual meeting. Ballots shall be returned to the Chair of the Nominating Committee in person, by mail, fax, or electronically prior to the annual meeting date. The Chair shall receive and count the ballots and report the results of the election to the current President prior to the annual meeting. The Chair shall retain a record of all ballots for a period of one year.

ARTICLE TEN

Amendments and Review

- 10.1 **Amendments to the By-Laws:** Any CPM or Associate member may propose amendments to the Constitution and By-Laws. All proposed amendments to the By-Laws shall be submitted to the Board of Directors for study and recommendation. The By-Laws may be amended by the affirmative vote of a majority of the active members present at a duly noticed meeting. All proposed amendments must be presented in writing or electronically to the active members of record not more than thirty (30) days nor less than ten (10) days prior to the date of an annual or other member meeting. Amendments to the By-Laws will become effective immediately after the votes are tallied and the Board of Directors will announce the results.
- 10.2 **Review of By-Laws:** These By-Laws shall be reviewed no less often than annually by the

By-Laws Committee. A report of the review shall be made to the Board of Directors.

ARTICLE ELEVEN

Delegates to the American Academy of Certified Public Managers (AACPM)

- 11.1 **Purpose:** Each member state of the American Academy of Certified Public Managers shall have three (3) delegates to the Academy House of Delegates. The House of Delegates shall meet during the annual meeting of the Academy.
- 11.2 **Delegates:** When possible the Society President, President-Elect, and one additional Officer, selected by the Board of Directors, should represent the Society as delegates at the House of Delegates meeting and the annual AACPM conference.
- 11.2.a. **Selection:** The Board of Directors will use the following criteria when selecting an Officer to serve as delegate: an Officer must agree to attend meetings and present a statement demonstrating how attendance at the meeting will benefit the Officer and the Society. Preference shall be given to an Officer running for Academy office.
- 11.3 **Annual Meeting Expenses:** The registration fee, per diem, and travel expenses shall be paid by the Society, in accordance with State travel reimbursement guidelines, as long as there are funds available. The delegates will attend on their own time and will not be reimbursed for leave taken or compensation used while absent from work.

ARTICLE TWELVE

Parliamentary Authority

- 12.1 **Questions of Procedure:** All questions of procedures not covered by the Society's By-Laws shall be determined in accordance with "**Robert's Rules of Order, Newly Revised.**"

ARTICLE THIRTEEN

Indemnification

- 13.1 **Indemnification:** Every member of the Board of Directors may be indemnified by the Society against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon such member of the Board of Directors or Officers in connection with any threatened, pending, or completed action, suit or proceeding to which the Directors or Officers may become involved by reason of being or having been a member of the Board or officer of the Society, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of the elected duties. In the event of a settlement the indemnification herein shall apply only when the Society's Board of Directors approves such settlement and reimbursement as being in the best interest of the Society. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board or officer is entitled.

ARTICLE FOURTEEN

Organizational Units

14.1 Chapter: A Chapter shall be the most basic organizational unit of the Society. Each Chapter shall be a component part of the USCPM. Each Chapter shall act interdependently with the whole governed by the USCPM board. Each Chapter shall have a minimum of ten (10) members and may be organized based on geographic location of members or any other criteria as approved by the Board.

14.1.a. Application: Members desiring a Chapter organization shall make application to the President and Board of Directors specifying the following information, excluding the Salt Lake Chapter, which was formed prior to this article:

1. Purpose for the Chapter.
2. Names of Chapter members as of date of application.
3. Name of Chapter Coordinator

14.1.b. Chapter Coordinator: Each chapter will select a coordinator who will act as a member of the USCPM board with voting rights for a period no more than two-years. Chapter Coordinators will coordinate regular opportunities for members to network and enhance their management training as desired within the Chapter and funded by the USCPM board. Chapter Coordinators shall make recommendations to the USCPM board for any expenditures of a Chapter and accept any board decisions.

14.2 Funding: Each Chapter, organized under this article, shall be funded as governed by the USCPM board through Chapter Coordinator acting as a board member.

Addendum:

The following Code of Ethics of the American Academy of Certified Public Managers was unanimously adopted as an addendum to the USCPM By-Laws by the members in attendance at the December 2003 Utah Society of Certified Public Managers Annual Business Meeting.

Code of Ethics, American Academy of Certified Public Managers

Members shall:

- Perform their professional duties with honesty and fairness.
- Contribute to the advancement of the dignity and integrity of the public management profession.
- Respect the sensitivity of information obtained in the course of their professional activities and not disclose any information that is deemed confidential.
- Uphold the rights of others in all of their personal and professional activities.
- Use neither their position with the Academy nor their public employment to secure privileges or advantages for themselves or others.
- 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.
- Seek to maintain the highest degree of professionalism.
- Maintain and advance their knowledge of the public management field and contribute to the growth of the profession.
- Work to raise the standards of excellence of the profession and to facilitate professional development of all practitioners.