

# American Academy of Certified Public Managers®



## Constitution and Bylaws

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Current Version: October 2011

# AMERICAN ACADEMY OF CERTIFIED PUBLIC MANAGERS® CONSTITUTION AND BYLAWS

## Article 1. Name and Purpose

**1.1 Name.** The name of this organization shall be the American Academy of Certified Public Managers® (Academy).

**1.2 Purpose.** The purpose of the Academy shall be to unite Certified Public Managers®; to encourage the acceptance of management in government as a profession established upon an underlying body of knowledge; to promote high professional, educational and ethical standards in public management; to improve communication, cooperation and coordination among public entities; to foster leadership through example and innovation; and to facilitate positive changes which enhance the delivery of public service.

## Article 2. Definitions and General Provisions

**2.1 Definitions.** In all matters pertaining to the Academy and its activities, the term:

**Academy year** shall mean a calendar year.

**Annual meeting** shall mean the yearly convocation of the members of the Academy. The annual meeting dates shall be proposed by the Host Society. Recommendations for the annual meeting dates will be made by the Conference Committee. The Board will approve the final dates of the annual meeting.

**Board of Directors** shall mean the offices of President, President-Elect, Immediate Past-President, Secretary, Treasurer, and two Members-at-Large.

**Member** shall mean any person in any membership classification in good standing in the American Academy of Certified Public Managers®.

**Society** shall mean an organization chartered by the American Academy of Certified Public Managers®, and composed of Certified Public Managers® and/or other categories of members so designated by the Society.

**2.2 Notifications.** All members shall be notified in writing or electronically. Member notifications can be made by special mailing or through any publication of the Academy. In these cases, notice is given upon deposit in the mail. Electronic notification can be made by sending of electronic mail (e-mail). Members without electronic capability will receive written notification. The Academy shall verify receipt of electronic notifications on actions that require a delegate vote.

**2.3 Dissolution.** Upon dissolution of the American Academy of Certified Public Managers®, all of the organization's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Societies of Certified Public Managers® or other organizations that qualify under state tax regulations. None of the assets will be distributed to any member, officer, or trustee of the dissolved organization.

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### Article 3. Memberships

**3.1 Members.** The classes of members shall be Fellow, Members-at-Large, Associates, Consortium Members and Honorary Fellows.

**Fellows** are individuals who have completed a program accredited by the National Certified Public Manager® Consortium, are members in good standing in a Society, and have been admitted under guidelines adopted by the Board of Directors.

**Members-at-Large** are individuals who have completed a program accredited by the National Certified Public Manager® Consortium, are members in good standing with the Academy, and have been admitted under guidelines adopted by the Board of Directors.

**Associate Members** are individuals with whom affiliation is considered to be in the best interest of the Academy.

**Consortium Members** of the Academy are local Consortium Members who are admitted under guidelines adopted by the Board of Directors.

**Honorary Fellows** are individuals who have performed notable service to or support for the American Academy of Certified Public Managers®. They shall be elected to this class of membership by a three-fourths majority vote of the Board of Directors and the approval of a majority vote of the current House of Delegates.

**3.2 Certification of Membership.** Upon initial admission and receipt of dues, a membership packet shall be issued designating membership in the Academy.

**3.3 Rights and Responsibilities of Members.** A member of the Academy shall be entitled to use the designation “Member of the American Academy of Certified Public Managers®.”

**3.4 Suspension of Membership.** A member may resign from the Academy by submitting a written resignation. Any membership shall be suspended for the following reasons:

- Default in the payment of dues or other monetary obligation to the Academy.
- Failure to remain a “member in good standing” of a member Society.

A member may be suspended for cause provided that:

- A charge of improper conduct or conduct unbecoming a member has been made.
- A confidential investigation has been made by the Bylaws and Ethics Committee of all allegations made against the member.
- The committee finds substance to the allegations and prepares a resolution preferring specific charges. (In the event the Committee finds no validity to the allegations, a resolution shall be prepared exonerating the member.)

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- The Ethics Committee provides written notification to the accused of all charges and provides for the presentment of the resolution of charges and rebuttal by the accused before a closed meeting of the Academy's Board of Directors.
- The Board of Directors shall decide, by majority vote, upon both the question of guilt and the penalty to be imposed.
- The decision of the Board of Directors shall be final.

**3.5 Expulsion of a Member.** A member whose personal conduct or fitness is such as to make further affiliation with the Academy undesirable may be expelled from membership. The same process applicable to the suspension of a member for cause shall be followed.

**3.6 Reinstatement.** A member suspended due to resignation from the Academy may be reinstated upon becoming a member in good standing of a member Society and payment of all dues and monetary obligations due the Academy.

- A member suspended due to nonpayment of dues or other monetary obligations shall be reinstated upon payment to the Academy.
- A member suspended or expelled from the Academy for cause may be reinstated upon written application to the President of the Academy, review and recommendation for reinstatement by a majority vote of the membership of the Bylaws and Ethics Committee, and approved by a majority vote of the Board of Directors.

### Article 4. Officers

**4.1 Officers.** The officers of the Academy shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, and two Members-at-Large. All officers shall be Fellows in the Academy.

**4.2 The President** shall be the chief executive officer of the Academy and shall be responsible for the management of its operation. The President shall supervise the administration of the Academy, including the implementation of policies adopted by the Board of Directors and the House of Delegates. The President may not seek election to another Academy Board position whose term begins earlier than two years following the end of the term for which they were elected as President.

**4.3 The President-Elect** shall succeed to the office of President upon expiration of the President's term. The President-Elect shall chair the Finance and the Conference Committee; and perform other duties as directed by the President.

**4.4 The Secretary** shall record the minutes of meetings of the Academy; serve as custodian of the Constitution and Bylaws, records and files of the Academy; notify the respective Boards of meetings; coordinate the functioning of the House of Delegates; and perform other duties as directed by the President.

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**4.5 The Treasurer** shall assume responsibility for the financial affairs of the Academy; receive and maintain receipts including dues; make necessary disbursements for duly authorized purposes; serve as a member of the Finance Committee; make recommendations concerning the Academy's financial affairs to the President; and perform other duties as directed by the President.

**4.6 The Immediate Past President** shall chair the Board of Elections and the Bylaws and Ethics Committee, and perform other duties as directed by the President.

**4.7 The Member-at-Large for Membership** shall perform duties directly related to the Academy membership; shall act as an advocate for the membership; shall be the point of Board contact with most of the membership; and perform other duties as assigned by the President.

**4.8 The Member-at-Large for Communications** shall perform duties related to various Academy publications, communications and social media, and perform other duties as assigned by the President.

**4.9 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. If the office of President-Elect becomes vacant, the House of Delegates shall elect a successor. If any other elective office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the unexpired term. Service in an office for an unexpired term does not make that officer ineligible for nomination or election to an office.

**4.10 Removal of an Officer.** Any officer of the Academy may be removed from office for cause, that is, misconduct or neglect of duty in office. The procedure to be followed shall be outlined in the Standard Operating Procedures under the section covering the "Responsibilities & Restrictions of the Board of Directors, Removal of an Officer."

### Article 5. Procedure

**5.1 Attendance at Meetings.** Every member is entitled to attend all meetings of the Academy.

**5.2 Voting Rights.** All members of the House of Delegates are entitled to vote in person upon all questions brought before duly called meetings of the Academy, or by mail or electronic means selected by the Academy at all other times. Vote counts shall not be disclosed for officer elections.

**5.3 Residence for Voting Purposes.** A member may only vote from one Society affiliation.

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### Article 6. Academy Meetings

**6.1 Annual Meetings.** The Academy shall hold at least one meeting each Academy year at a time and place prescribed by the Board of Directors. Notice of the meeting shall be given to members of the Academy at least three months prior to the meeting.

**6.2 Other Meetings.** In addition to the annual meeting, the Academy may hold such meetings, including special meetings, as the Board of Directors may prescribe.

### Article 7. The House of Delegates

**7.1 House of Delegates.** The governing body of the Academy is the House of Delegates. Only Academy Fellows may serve as Delegates.

**7.2 Powers and Function.** The House of Delegates governs the Academy with all powers necessary to perform this function. It may adopt rules consistent with the Constitution and Bylaws. It is the judge of the election and of the qualifications of its members.

**7.3 Composition.** The House of Delegates shall be composed of three Delegates from each Society, all current Academy officers, and the four preceding past presidents.

**7.4 Society Delegates.** Delegates shall be Fellows in good standing of the Academy and shall be selected by Academy members of their Societies. A Society Delegate elected as a member of the Board of Directors ceases to be a Society Delegate at the beginning of his or her term of office on the Board of Directors. In such event, a Society Delegate will be appointed to complete the unexpired term in accordance with the individual Society bylaws.

**7.5 Certification of Delegates.** The term of the House of Delegates shall start at the beginning of the annual Academy conference and end at the beginning of the next year's annual conference. Each Society shall certify to the Board of Directors the names and addresses of its delegates prior to the start of the meeting of the House of Delegates or at such other times that a Society may amend the names of its delegates in accordance with its own bylaws. The Treasurer shall certify that all members of the House of Delegates have paid their current dues.

**7.6 Meetings of the House of Delegates.** The House of Delegates shall meet during the annual meeting of the Academy and at such other times and places as the Board of Directors may prescribe. Each Delegate has one vote. A quorum shall consist of seated Delegates from at least half the current member Societies of the Academy and four (4) members of the Board of Directors.

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### Article 8. The Board of Directors

**8.1 Powers and Functions.** Between meetings of the House of Delegates, the Board of Directors may perform, consistent with any action taken by the House, the functions that the House itself might perform. The Board shall develop methods and specify plans for making the Academy and its activities useful to its members in their professional work.

**8.2 Composition.** The Board of Directors shall be composed of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and the Members-at-Large.

**8.3 Election and Term.** The following method of election and terms shall apply:

The President-Elect, Secretary, Treasurer, and two Members-at-Large shall be elected by vote of the House of Delegates from the slate of nominees presented by the Board of Elections. When possible, the slate should include a minimum of two names per office. The Academy President and President-Elect shall serve for one year, beginning January 1 and ending December 31 of the same year. The Academy Secretary shall serve two consecutive years. Effective in 1998, the term of the Academy Treasurer shall be two years. The Secretary is elected in odd numbered years and the Treasurer is elected in even numbered years. Effective in 2000, the Academy President shall nominate two Members-at-Large from different Societies to serve through 2001. These nominees must be approved by the Board of Directors prior to taking office. Beginning in 2002, the Members-at-Large shall be elected by vote of the House of Delegates with one serving a one-year term and one serving a two-year term. Thereafter, one Member-at-Large shall be elected in odd-numbered years and the other Member-at-Large shall be elected in even-numbered years. Members-at-Large cannot be from the same Society.

**8.4 Meeting of the Board.** The Board of Directors shall meet at the annual conference and at least one other time each Academy year. Special meetings of the Board may be held on call of the President, or at the request of three (3) or more members of the Board. Four (4) members of the Board constitute a quorum.

### Article 9. Committees

**9.1 Board of Elections.** The Board of Elections is an empowered committee responsible for conducting nominations, elections and all referenda for the Academy. The Immediate Past President shall chair the Board of Elections, which shall consist of two (2) additional Academy Fellows appointed by the immediate Past President who are not members of the Board of Directors, and where possible, Societies that do not have candidates seeking election to the Academy Board of Directors.

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**9.2 Bylaws and Ethics Committee.** The Bylaws and Ethics Committee shall be responsible for proposing changes or amendments to the Constitution and Bylaws of the Academy and the Code of Ethics. The Immediate Past President shall chair the committee, which shall consist of six (6) additional Academy Fellows from different Societies appointed by the Immediate Past President and approved by the Board.

**9.3 Finance Committee.** The Finance Committee shall be responsible for preparation of the Academy's annual budget, ensuring completion of financial records reviews, and for implementation and oversight of financial recommendations approved by the House of Delegates or the Board. The President-Elect shall chair the committee, which shall consist of the Treasurer, and at least three (3) additional Academy Fellows appointed by the Chair and approved by the Board.

**9.4 Henning Award Committee.** The Henning Award Committee is an empowered committee responsible annually for selecting the Henning Award recipient and coordinating the presentation of the award at the Academy's annual meeting. The last Henning Award recipient shall chair the committee, which shall consist of the last Henning Award recipient and one Academy Fellow from each of four (4) additional member Societies appointed by the Chair and approved by the Board.

**9.5 Communications Committee.** The Communications Committee shall be responsible to review Academy publications to ensure they represent the national view, to oversee Academy communications efforts including the publication of Academy newsletter, the maintenance of the Academy web site, and the use and control of Academy social media accounts. The Member at Large for Communications shall chair the committee, which shall consist of a minimum of two (2) additional Academy Fellows appointed by the Chair and approved by the Board.

**9.6 Scholarship Committee.** The Scholarship Committee shall be responsible annually for selecting the Wilkinson Scholarship recipient(s) and coordinating the presentation of the award at the Academy's annual meeting. Whenever possible a previous Wilkinson Scholarship recipient shall chair the committee, which shall be composed of five (5) additional Academy Fellows from different Societies appointed by the President and approved by the Board.

**9.7 Conference Committee.** The Conference Committee shall be responsible for planning, coordinating and administering the annual Academy Conference. The President-Elect shall chair the committee, which shall be composed of the President-Elect, representatives from the current Host Society, the next three (3) Host Societies, and the two (2) most recent past Host Societies.

**9.8 Committees of the Board.** The Board of Directors may establish such committees as it considers desirable to carry out its function.

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## Article 10. Dues and Assessments

**10.1 Dues and Fees.** The House of Delegates shall determine the annual dues and assessment fee. All fully certified CPMs who are members of a Society chartered by the American Academy of Certified Public Managers® are members of the national organization, requiring payment of local and national dues. The dues are collected by the Society, with the national dues forwarded by the Society to the Academy on the members' behalf.

An initial payment of annual dues is due and payable to the Academy between January 1<sup>st</sup> and March 31<sup>st</sup> of each year. Then, as the membership grows during the course of the year, Society Treasurers must submit additional membership dues payments on at least a quarterly basis to the Academy in order to keep their rosters current with the Academy.

Each Society that is a member of the Academy shall be assessed an annual fee due and payable to the Academy by January 31<sup>st</sup>.

**10.2 Academy Year.** For the purpose of annual dues and assessments, the Academy year is established as the annual membership period. A delinquent fee as determined by the House of Delegates may be assessed to member Societies which do not remit dues or assessments in a timely manner.

**10.3 Honorary Membership.** Honorary Fellows do not pay dues.

## Article 11. Constitution and Bylaws

**11.1 Adoption and Amendment.** The House of Delegates shall adopt a Constitution and Bylaws consistent with the purpose of the Academy. The Constitution and Bylaws may be amended at any annual meeting by a majority of voting delegates. Not later than two (2) months before the annual meeting, any proposed amendments shall be filed with the Secretary. Thirty (30) days notice of any proposed Bylaws change shall be given to members of the House of Delegates. Unless otherwise prohibited, an amendment is effective upon adjournment of the meeting at which it is adopted.

**11.2 Correction.** Upon adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if the correction does not change the meaning.

## Article 12. Rules of Order

**12.1** All questions of procedures not covered by the Academy's Constitution and Bylaws shall be determined in accordance with "Robert's Rules of Order Newly Revised".