

## **FSCPM Bylaws (2013)**

**Note:** The bylaws were initially adopted to establish the Florida Society of Certified Public Managers as Florida's CPM representative organization in 1997. The current version reflects April 2013 revisions to delete references to affiliations with the American Academy of Certified Public Managers (AACPM) and other updates as recommended by the Board.

**Index:** Article I Name and Office, Article II Vision, Mission, Goals, Article III Membership, Article IV Officers, Article V Duties of Officers, Article VI FCPM, Article VII Advisory Board, Article VIII Board of Directors, Article IX Committees, Article X Regional Chapters, Article XI Special Meetings, Article XII Dues, Article XIII, Fiscal Year, Article XIV Parliamentary Procedure, Article XV Amendments, Article XVI Dissolution.

### **Article I -Name and Registered Office**

The name of this organization shall be the Florida Society of Certified Public Managers, Inc. The registered office of the corporation is the Florida Society of Certified Public Managers, Inc., P.O. Box 546, Tallahassee, Florida, 32302, and at such other places as the Board of Directors may establish. The Florida Society of Certified Public Managers, Inc. may be referred to, herein after, in these bylaws as "FSCPM."

### **Article II -Vision, Mission, and Goals**

Section 1. Vision:

Improved organizational and personal performance in Florida Government through the knowledge, commitment, and action of a society of Certified Public Managers.

Section 2. Mission:

To foster and maintain high professional and ethical standards in the practice of public management, further the professional growth of the FSCPM members, and support the Florida CPM program as it recruits and trains current and future professional public managers.

Section 3. Goals:

- a) To support and promote the Certified Public Manager's Program.
- b) To improve communication and cooperation among public managers in all sectors of Florida's government.
- c) To provide opportunities for members to continually increase their knowledge in the field of public management.
- d) To promote growth and recognition of the Florida Certified Public Manager's Program, the CPM Consortium, and the Florida Society of Certified Public Managers (FSCPM).

### **Article III -Membership**

Section 1. Membership shall be held by individuals who meet the requirements below, have submitted a membership application, paid appropriate dues, and support the Vision, Mission, and Goals of the FSCPM.

Grades of Membership shall be:

- a) Fellows - Any person who has obtained a valid certification as a Certified Public Manager (CPM) issued by a program accredited by the National Certified Public Manager Program Consortium shall be an eligible member and shall be entitled to vote in all elections and hold any elected or appointed office at the local and/or state level.

- b) Associate Members - Any person who has completed at least one CPM level and who shares the goals of the FSCPM shall be eligible for associate membership in the FSCPM. Associate Members may vote for all regional chapter offices and state FSCPM offices. Associate Members may be appointed to chair standing and special committees at local and state levels, but cannot hold elected offices at the state level without prior approval from the FSCPM Board.
- c) Honorary Fellows - A person may be elected to honorary membership by a two-thirds vote of the Board of Directors. Honorary Fellows are eligible to vote in all local and state elections. Honorary Fellows may serve in an appointed or elected local office at the discretion of the chapter board of directors but must be a CPM to serve in an elected or appointed state-level position. Honorary Fellows are not required to pay FSCPM dues.
- d) Retired Fellows – A person who has obtain a valid certification as a Certified Public Manager (CPM) issued by a program accredited by the National Certified Public Manager Program Consortium and has retired from full time employment. Retired Fellows are entitled to vote in all elections and hold any elected or appointed office at the local and/or state level.

Section 2. Provisions may be made by the Board of Directors for other classes of membership within the FSCPM.

Section 3.

- a) Only Fellows shall be eligible to serve as the FSCPM President or President-Elect.
- b) All members of the FSCPM shall be entitled to attend all meetings of the FSCPM and speak on any issue before the assembly.

Section 4. All members of the FSCPM in good standing shall be entitled to use the designation “Member of the Florida Society of Certified Public Managers.”

Section 5. The only criteria for membership shall be per Article III, Sections 1 (a,b,c,d), and the payment of appropriate dues as specified in the bylaws (Article XII) and in Appendix 1.

#### **Article IV – Officers**

Section 1. The officers of the FSCPM shall be a President, President Elect, Secretary, Treasurer, the Nominations/Elections Committee Chair, and any members-at-large as deemed necessary and appropriate by the board and elected to the position.

Other officers may be elected as deemed necessary by the FSCPM. All officers must be Fellows in good standing of the FSCPM.

Section 2. The officers shall be nominated and elected by the following process:

- a) FSCPM members may make nominations for FSCPM officers no sooner than September 1, and no later than October 15, for officers to be installed the following January. Nominations may be made by direct electronic mail (or other electronic format approved by the FSCPM Board) to members of the Nominations Committee and/or using the nominations page of the FSCPM web site.
- b) The Nominations Committee shall promote the election season and member participation through available media such as the FSCPM Times and other electronic forms of communication, receive nominations of candidates for available offices, determine the nominees’ qualifications for candidacy, design a ballot form, and distribute the ballot to the FSCPM members by electronic mail no later than October 30, for officers to be installed in the following January.
- c) The ballot form shall include the electronic address of the FSCPM Nominations Committee Chairperson.

- d) The Nominations Committee shall assume that the members and electronic addresses provided by the Treasurer of the FSCPM are qualified voters and the electronic addresses are correct, unless otherwise directed by the President of the FSCPM.
- e) Members shall submit their vote by electronic mail in a format as directed by the Nominations Committee to the FSCPM Nominations Committee Chairperson no later than November 15 for officers to be installed in the following January.
- f) The FSCPM Nominations Committee Chairperson will count the ballots, report the results of the election to the President no later than November 30, and retain a record of the election until the following March 30.
- g) The President shall inform the newly elected officers of their impending installation.
- h) A FSCPM meeting will be held in the following January.
- i) New officers shall be installed at the meeting.
- j) The election schedule may be revised in a particular year by a majority vote of the Board of Directors.

Section 3. A plurality of votes cast for a particular office shall constitute an election.

Section 4. All vacancies in elective offices, except the office of President, shall be filled by appointment of the President, with the approval of the remaining officers, for the unexpired part of the term. In the event of a vacancy in the office of the President, the President Elect shall become President for the unexpired term.

Section 5. The term of office for the President shall be two (2) years following their two (2) year term as President-Elect. With the exception of the President holding office on election of the first President-Elect, the maximum concurrent term of an officer shall be two (2) years as President-Elect and two (2) years as President. The terms of the Secretary and the Treasurer shall be two (2) years following their election or until their successors are installed. The terms of the Secretary and the Treasurer shall overlap. The Secretary shall be elected each year ending with an even number. The Treasurer shall be elected in each year ending with an odd number.

The term of office for the President-Elect shall be two (2) years following their election. After two (2) years they will become President and a new President-Elect will be elected.

Section 6. An officer can be removed for the following reasons:

- a) Non-performance of duties
- b) Actions contrary to the purposes of the FSCPM or are injurious to the Regional Chapters, the FSCPM, or the members of the FSCPM.
- c) Conviction of or adjudication withheld for a felony or misdemeanor involving dishonesty or moral turpitude. To remove any officer(s) from office, a two-thirds (2/3) vote of the remaining Board Members shall be required.

## **Article V -Duties of Officers**

Section 1. The duties of the officers shall be such as are implied by their respective titles and as are specified in these bylaws.

Section 2. The President shall be the principal officer of the FSCPM and shall:

- a) Preside at the meetings of the Board of Directors and the meetings of the FSCPM.
- b) Appoint a parliamentarian (generally the Past President), subject to the approval of the majority of the Board of Directors present at a scheduled meeting.

- c) Appoint a Nominations/Election Chair by June 30 of each year, subject to the approval of the majority of the Board of Directors present at a scheduled meeting.
- d) Fill vacancies in elected or appointed offices, subject to the approval of the majority of the Board of Directors present at a scheduled meeting.
- e) Be a member ex-officio, without a vote, on all committees.
- f) Cause to be sent to each Board of Directors member an advanced notification of the quarterly statewide FSCPM meetings. A written agenda for the meeting shall be included with the call to the meeting. All meeting announcements, agendas, and meeting minutes shall be posted on the FSCPM website (or other electronic media).
- g) Approve all disbursements of FSCPM funds before the Treasurer makes such disbursements. The President shall be authorized to countersign checks.
- h) Subject to the direction of the President-Elect, be responsible for the completion of unfinished business through January 31, following their term of office, or one month following the installation of a new President.
- i) Keep the President-Elect and FSCPM Board informed on all FSCPM activities.
- j) Determine the location of the Board Meetings, with the approval of the majority of the Board Members. (See Article VII, Section 4, for additional information.)
- k) Communicate with each regional chapter to determine how the FSCPM may assist respective chapters.
- l) Work to establish new regional chapters.
- m) Prepare and present to the membership an annual budget by November 1<sup>st</sup> of the preceding year.
- n) Deliver to the incoming President-Elect, all files, papers, and other property belonging to the FSCPM immediately upon retiring from office.
- o) Subject to cost, represent the FSCPM at state and national conferences as deemed appropriate by the board. The President is entitled to payment by the FSCPM for conference travel expenses (subject to approval by the FSCPM Board).
- p) Determine a recipient for the Annual President's Award for service to the FSCPM. The Award will be presented at an appropriate event near the end of the President's term.
- q) Request the Board of Directors of the FCPM, or their designee, to appoint a liaison to the FSCPM.

Section 3. The President-Elect shall:

- a) Perform the duties of the President in the President's absence or inability to serve.
- b) Serve as liaison to Special Committees; serve as ex-officio without vote on all committees; and submit a quarterly report summarizing the activities of each committee to the Board of Directors.
- c) Become President for the unexpired term in the event of death, resignation or removal of the President.
- d) Assist in such other capacities, as the President or Board of Directors shall direct.
- e) Deliver all files, papers, and other property belonging to the FSCPM, immediately upon retiring from office.

Section 4. The Secretary shall:

- a) Keep the minutes of all meetings of the Officers, the Board of Directors, and the FSCPM.
- b) Furnish the Officers and the Board of Directors with copies of the minutes of all their meetings within thirty (30) days of the meeting.
- c) Maintain official copy of all correspondence generated by or received by any member of the Executive committee.

- d) Ensure that all meeting announcements, meeting agendas, approved meeting minutes and organization announcements are posted on the FSCPM website (or other approved electronic media)
- e) Deliver to their successor all files, papers, and other property belonging to the FSCPM immediately upon retiring from office.

Section 5. The Treasurer shall:

- a) Be responsible and account for all monies of the FSCPM. All monies shall be deposited in depositories selected by the officers with the agreement of the Board of Directors.
- b) Be capable of being bonded. Any bonding fee shall be paid by the FSCPM.
- c) Keep complete and accurate account of all receipts and disbursements, which shall be subject at all times to examination by the officers and the chapters.
- d) Prepare a quarterly budget report to be provided at the quarterly FSCPM meetings and posted on the FSCPM website (or other approved electronic media).
- e) Disburse funds only upon receipt of original bills and properly executed vouchers that have been approved by the President.
- f) Shall be authorized to countersign checks.
- g) Have the books reviewed annually, no later than January 31st by a person or an auditing committee approved by the President. The audit expense is to be paid by the FSCPM. The audit report shall be presented to the FSCPM at the next meeting following completion of the audit for adoption and disseminated to each Chapter.
- h) Deliver to their successor all funds, securities, and records of the FSCPM immediately after the close of the fiscal year.

Section 6. The Nominations/Elections Committee Chair shall preside over the nominations and election process as outlined in Appendix 2.

Section 7. Members-At-Large – Members at large will be identified and elected to office as deemed necessary by the board of directors. Depending on the need for and nature of the position, the board may determine the member-at-large tenure to be a minimum of one calendar year but no more than two years. Members-at-large may be re-elected during subsequent years. Members-at-large are board members and eligible to vote on all board matters.

## **Article VI -Center for Public Management Liaison**

Section 1. The liaison appointed by the FCPM and accepted by the President shall be recognized by the FSCPM. The Liaison shall work with the FSCPM to implement the Vision, Mission and Goals of the FSCPM as specified in these bylaws. All activities of the Liaison shall be in compliance with the Agreement between the FCPM and the Liaison.

## **Article VII – Advisory Board**

Section 1. The Advisory Board shall consist exclusively of the current members who are also Past Presidents of the FSCPM.

Section 2. The duties of the Advisory Board shall include advising the incumbent President and the other FSCPM officers.

Section 3. The President may appoint Advisory Board Members individually or as a body to participate in committees, act as a special committee, facilitate, or officiate other FSCPM activities.

## **Article VIII -Board of Directors**

Section 1. The Board of Directors shall consist of the following members:

- a) Officers of the FSCPM
- b) Immediate Past President of the FSCPM
- c) The Regional Chapter Presidents or their designee
- d) Any members-at-Large
- e) A representative from the FCPM Board of Directors
- f) FSCPM State Committee Chairpersons

Section 2. The President of the FSCPM shall serve as Chair of the Board of Directors.

Section 3. A quorum for the Board of Directors shall consist of the one-third of the members of the Board (must include at least one regional chapter President and at least one FSCPM Officer) being personally in attendance, or in communication via teleconferencing or any electronic mode approved by the Board. References to ‘two-thirds’ or ‘majority’ votes shall be of Board of Directors members present.

Section 4. The Board of Directors shall meet at least quarterly. Meetings can take place via teleconference; however the Board is encouraged to have at least one meeting per year in person.

Section 5. The Board of Directors shall have the power to act for the FSCPM. A report of the actions taken by the Board of Directors shall be given at meetings of the FSCPM. The members of the FSCPM shall have the power to change Board of Directors action. A majority vote of the FSCPM members present at a FSCPM meeting or voting via teleconferencing is needed to change any action of the Board of Directors. A written vote of the members of the FSCPM may be taken at the request of the President. Such vote shall have the force and effect of a vote taken at a meeting. Each written response must be forwarded to the Secretary within ten (10) days. Fellows are entitled to one vote each. Voting by proxy shall not be allowed.

## **Article IX – Committees**

Section 1. Due to the on-going need to recruit and elect new board members for the organization’s continued existence at both the local and state level, the Nominations Committee will be a standing committee following the provisions in Appendix 2.

Section 2. All other committees will be ad hoc committees, as established by the Board and/or needed for special projects, following the provision in Appendix 3.

Section 3. The Board of Directors may remove a member from an appointed position for the same reasons it can remove an officer (See Article IV, Section 6, (a), (b), and (c)). The procedure described in Article IV, Section 6, for removing an officer from office, shall be used to remove a member from an appointed position.

## **Article X -Regional Chapters**

Section 1. There shall be regional chapters of the FSCPM

Section 2. A regional chapter is eligible for admission to the FSCPM if:

- a) It has Provisional Officers.
- b) It submits regional bylaws that are in compliance with the bylaws of the FSCPM
- c) The new chapter is approved by majority vote of the Board of Directors.

Section 3. The purpose of the regional chapters is:

- a) To promote the goals and objectives of the FSCPM.

- b) To promote membership in the FSCPM.
- c) To provide leadership development training and networking opportunities for the members.
- d) To provide personal and professional development opportunities for members.

Section 4. The chapters shall meet at least quarterly, within the geographic area they represent.

Section 5. The chapters shall establish annual goals, objectives, and action plans. A copy of this information shall be sent to the President of the FSCPM for review by April 1st of each year.

Section 6. The chapters shall have officers elected from the membership of their region. The Chapter President must be a Certified Public Manager. Fellows or Associate members may fill other offices. Fellows and Associate members in good standing are eligible to vote. Officers of the regional chapters shall be:

- a) President
- b) Vice President/President Elect
- c) Secretary
- d) Treasurer
- e) Immediate Past Chapter President.
- f) Other officers may be elected as deemed necessary by the members of the regional chapter

Section 7. The term of office shall be for one (1) year or until the successor is elected. No officer shall serve more than two (2) consecutive elected terms in the same office unless approved by the members of the chapter.

Section 8. The regional chapter President shall appoint members of the region to fill any vacancies in elective or appointed positions for the unexpired part of the term. A majority vote of the regional officers is needed to approve the appointments.

Section 9. The duties of the officers shall be such as are implied by their respective titles and as specified in their chapter bylaws.

Section 10. The regional chapter President shall serve as a member of the FSCPM Board of Directors and is not eligible to serve concurrently as the FSCPM President. Regional chapter officers other than the President may concurrently hold any office of the FSCPM.

Section 11. The regional chapter President (or their representative) shall make chapter reports at Board meetings.

Section 12. The chapter officers shall conduct business in accord with ethical and legal standards. Actions must also comply with the Florida Society of Certified Public Managers bylaws.

Section 13. The chapter Treasurer shall manage the financial affairs of the chapter. A quarterly financial activity report shall be supplied to the chapter President for inclusion in the report to the Board of Directors. The Treasurer for the region shall be bondable. The chapter shall be responsible for any bonding fee.

## **Article XI -Special Called Meetings**

Section 1. Florida Society of Certified Public Managers special meetings may be called by using one of the following methods:

- a) By the FSCPM President
- b) At the written request of at least four members of the Board of Directors

- c) At the written request of at least two-thirds (2/3) of the regional chapter Presidents. If the special meeting is called as specified in (b) or (c), the written request is to be sent to the President of the FSCPM with a copy to all members of the Board of Directors. The President of the FSCPM will send the official call to the special meeting to all members. Only the matters specified in the call shall be considered at a special meeting. The President shall include an agenda for the meeting in the call to the special meeting.

#### **Article XII – Dues**

The FSCPM Board of Directors shall determine the annual dues for the FSCPM. Dues shall be administered as stated in Appendix 1

#### **Article XIII -Fiscal Year**

The fiscal year for the FSCPM shall begin the first day of January and end on the thirty-first day of December each year.

#### **Article XIV -Parliamentary Procedure**

The rules of parliamentary procedure comprised in the current edition of Robert’s Rules of Order Newly Revised shall govern all procedures of the FSCPM, the Board of Directors, the Executive Committee and the regional chapters, subject to such special rules as have been or may be adopted.

#### **Article XV – Amendments**

These bylaws may be amended, altered, or repealed by a two-thirds vote of the members ballots received by e-mail (or other electronic format) or by two-thirds vote of members at an advertised statewide meeting.

#### **Article XVI – Dissolution**

Dissolution of the Florida Society of Certified Public Mangers, Inc. requires a majority vote of the board. If there are no candidates to form a board of directors, dissolution will automatically take effect 120 days from the last official date of operation by the board.

Should a regional chapter dissolve, any assets that remain after pay-out of all costs and expense shall be transferred to the FSCPM. Should the Florida Society of Certified Public Managers, Inc. dissolve, all of the organization’s assets that remain after payout of all costs and expenses of such dissolution shall be donated to the Florida Center for Public Management. In the case of regional chapter or FSCPM dissolution, none of the assets will be distributed to any member, officer, or trustee of the dissolved organization.



## Appendix 1

### Dues:

Dues shall ordinarily be collected during an annual membership drive in the name of one of the regional chapters. By agreement, dues may be received by the FSCPM Treasurer or by an elected official of a regional chapter. Annual membership dues are as follows:

FSCPM: \$20.00

Regional Chapter: \$20.00

Florida CPM graduating students who join FSCPM during the year they graduate will receive the remaining portion of the current year for free as an Honorary Member in addition to their paid membership, regardless of when during the year their graduation takes place.

New, first-time, paid member who join FSCPM after July 1st will receive the remaining portion of the current year for free as an Honorary Member in addition to their paid membership.

FSCPM and regional chapters may elect to forego all or a portion of the membership fees in cases such as for Honorary Members or other special cases. Members who become members or renew their membership during the annual membership drive may join for two years with a reduced fee of \$70.00 with the regional chapter and FSCPM being awarded \$35.00 each.

Other promotional opportunities as deemed appropriate by the board may be offered.

## **Appendix 2 Committee Charters**

### **Charter of the Nominations/Elections Committee of the Florida Society of Certified Public Managers (FSCPM)**

#### **1. PURPOSE OF THE COMMITTEE:**

The purpose of the Nominations/Elections Committee shall be to facilitate an increase in the participation of the state's CPM members in the Society's board and committee positions and to generate a slate of candidates for each FSCPM election.

Activities should include:

- Solicit volunteers from chapter members and officers for FSCPM board and committee vacancies.
- Produce a slate of candidates for each election.
- Distribution of the ballot by electronic mail for collection and counting by the FSCPM Nominations Committee Chairperson.
- Assure that the FSCPM Nominations Committee Chairperson, by November 30, counts and reports the results of the elections to the President.

#### **2. COMPOSITION OF THE COMMITTEE:**

The Nominations/Elections Committee shall be comprised of a chairperson and co-chair, and members as deemed necessary by the Chair and approved by the FSCPM Board.

Members shall be appointed to serve a period of one calendar year, and may be reappointed during subsequent years. Members may be appointed to this committee at any time during the year as deemed appropriate by the President and Board. It is the responsibility of the committee chair to recruit volunteers for the committee. If the chair needs assistance in recruiting volunteers, the chair can request assistance from the Nominations/Elections Committee members. If there is no chair and/or there are not enough members to assist in recruiting volunteers, the FSCPM Board can request assistance from the FSCPM Chapter Officers.

#### **3. MEETINGS & PROCEDURES OF THE COMMITTEE:**

The Nominations/Elections Committee shall meet (conference call is considered a meeting) at least two (2) times annually or more frequently as circumstances require and as requested by the chairperson. Meeting times and sites/mode will be announced to the committee members by the chairperson. The committee will take minutes during their meetings and the committee chair will submit them to the FSCPM Secretary to be included as the committee report for the FSCPM board meeting following the committee meeting.

The committee chair will submit a committee update/status report noting progress toward goals and future activities one (1) week prior to each FSCPM board meeting (as noted on the FSCPM Web Schedule).

#### **4. EVALUATION OF EFFECTIVENESS OF THE COMMITTEE:**

The Nominations/Elections Committee shall establish measurable goals at the beginning of every year. At least once a year or as frequently as required, the Nominations/Elections Committee shall perform a self-examination to ascertain if the established goals are being met. The committee shall also seek feedback from the FSCPM and chapter members in order to determine the value that the members are deriving from the Nominations/Election Committee.

### **Appendix 3**

#### **Committee Structures**

1. **PURPOSE OF THE COMMITTEE:** The purpose of each committee is to be determined by the Board at the point of establishment.
2. **COMPOSITION OF THE COMMITTEE:** The composition of the committee, as well as tenure of service, will be established and approved by the Board.
3. **MEETINGS & PROCEDURES OF THE COMMITTEE:** The committee chair will submit a committee update/status report noting progress toward goals and future activities one (1) week prior to each FSCPM board meeting (as noted on the FSCPM Web Schedule).
4. The Board will evaluate the effectiveness of the Committee based on its states purpose.