



**NORTH CAROLINA SOCIETY  
OF CERTIFIED PUBLIC MANAGERS  
CONSTITUTION AND BYLAWS**

*Adapted from the  
October 17, 2012 AACPM's  
Constitution and Bylaws*

*Adopted by NCSCPM on October 8, 2013*

NCSCPM  
CONSTITUTION AND BYLAWS

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## ***Article I. NAME AND PURPOSE***

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### ***Section 1.01 PREAMBLE***

*The North Carolina Society of Certified Public Managers, Inc. exists to promote fellowship and cooperation in public service, to provide expertise for conducting research and special problem investigations, to provide training for the advancement of managerial abilities, to establish standards of performance for managers in public service, to encourage recognition of public management, and to assist agencies in public and private service. The Constitution and Bylaws shall be honored faithfully at all times.*

### ***Section 1.02 NAME***

*This organization shall be known as the “North Carolina Society of Certified Public Managers, Inc.” It shall be a body incorporated under the laws of the State of North Carolina, and hereinafter referred to as the “Society” or “NCSCPM.” The registered office of the Society shall be 101 West Peace Street, Raleigh, North Carolina 27603 (MSC 1333) or at such other places that the membership or Board of Directors may establish.*

### ***Section 1.03 PHILOSOPHY AND PURPOSES***

*(a) Philosophy: The Society believes that managers in the public sector have a responsibility to uphold the public trust; to provide service consistent with efficient and effective management practices; to pursue continuing*

*educational opportunities; and to exercise enlightened leadership, demonstrating vision and competence in professional management.*

*(b) The objectives of the Society shall be*

- (i) To promote development and improvement of the Certified Public Manager® Program of North Carolina*
  - (ii) To improve communication, cooperation and coordination among state agencies*
  - (iii) To provide opportunities for professional growth of Society members through continuing education*
  - (iv) To promote the development of professionally trained managers as a resource for state government*
  - (v) To promote efficiency and productivity in state government*
  - (vi) To promote on the part of its members a standard of behavior which demonstrates a high level of ethical responsibility in the performance of official duties and that responsibility shall be set forth in the Society Canons of Professional Responsibility*
- (c) The Society shall be nonpartisan and shall not endorse candidates for public office.*
- (d) The Society's philosophy and objectives shall align with the purposes of the American Academy of Certified Public Managers (hereinafter "AACPM"), a section of the American Society for Pubic Administration (hereinafter*

*“ASPA”). The activities of the Society shall comply with all legal codes, both state and federal.*

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## ***Article II. ACTIVITIES***

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### ***Section 2.01 RIGHTS AND RESPONSIBILITIES***

- (a) All members of the Society shall be entitled to attend and participate in all activities of the Society.*
- (b) 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 honor the confidentiality of all discussions and business transacted by the Society. Members shall serve on committees and perform other duties as charged by the officers, Society Board of Directors or membership of the Society. Members shall actively support the Society by attending meetings, voicing opinions, voting, and promptly paying dues to ASPA.*

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## ***Article III. MEMBERSHIP***

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### ***Section 3.01 MEMBERSHIP***

*Membership in the Society shall be through association with the AACPM Section of ASPA and who pay the annual dues set by ASPA. Membership ceases upon written notice of cancellation or non-payment of dues to ASPA.*

### ***Section 3.02 CERTIFICATION OF MEMBERSHIP***

- (a) An AACPM Section membership packet shall be issued by the AACPM upon receipt of AACPM Section dues from ASPA. This confirms membership into the Society.*
- (b) All members of the Society shall be entitled to use the designation “Member of the North Carolina Society of Certified Public Managers®.” All Society members shall have the right to vote for elective officers, to receive Section publications, to participate in all Section activities, and to receive*

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*other benefits and opportunities as appropriate. All members shall comply with the Society's Code of Ethics.*

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## **Article IV. OFFICERS AND RESPONSIBILITIES**

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### **Section 4.01 OFFICERS OF THE SOCIETY**

- (a) Elective Officers.** *The elected officers of the Society will be the President-Elect, Secretary, and Treasurer. Other officers may be authorized by two-thirds majority vote of the membership of the Society. All officers of the Society shall be elected by a vote of the members.*
- (b) Non-Elective Officers.** *The non-elective officers of the Society will be the President and Immediate Past-President. The President-Elect will automatically succeed to the office of President upon completion of his/her term as President-Elect. The President will automatically succeed to the office of Immediate Past-President upon completion of his/her term as President.*
- (c) Society Term of Office:** *The officers of the Society are installed at the annual meeting and shall hold office for the membership years for which they were elected. The President and the President-Elect may not serve consecutive terms in the same office, unless approved by majority vote of the Society membership. The Secretary and Treasurer shall not serve more than three consecutive terms.*
- (d) Removal:** *Any officer of the Society shall be removed for valid and just cause by a majority of votes cast by the membership. The removal procedure shall be outlined in the Society's Standard Operations and Procedures Manual.*
- (e) Vacancies:** *If any office becomes vacant during a term of office for any reason, the office may be filled by majority vote of the Society's Board of Directors.*
- (f) Society President:** *The President shall be the chief executive officer of the Society and represent the Society to outside organizations and public agencies including the AACPM Section. The President shall be responsible for the administration of all the affairs of the Society excluding those assigned to the Chair of the Society Board of Directors. The President shall preside at all general membership meetings of the Society, and shall have no vote therein except in the event of a tie vote when the President shall*

*have the deciding vote. The President shall have the authority to call or cancel regular and special meetings of the Society. The President shall preserve order and enforce the Society's Constitution and Bylaws. The President shall appoint Chairs of each committee as prescribed in this Constitution and Bylaws. The President shall regularly communicate with committee Chairs to make sure the committees are functioning and meeting their objectives. The President is authorized to establish customs and procedures or as instructed by the Society's Board of Directors or the membership, including preparation of appropriate planning documents. The President, along with the Board, shall schedule speakers and plan programs for the annual educational conference and business meeting.*

- (g) Society President-Elect: The President-Elect shall perform such duties as the President may delegate or the Society may prescribe. In the absence of the President, the President-Elect shall perform the duties of the President. Should the President vacate that office for any reason, the President-Elect shall assume the office of President, with all its privileges and responsibilities until the office is otherwise filled. The President-Elect shall be the Society parliamentarian and serve as Education and Outreach Committee Chair. The President-Elect will assume the office of President following the completion of the term as President-Elect. The President-Elect's term of office as President-Elect will be the one calendar year following election at the annual meeting.*
- (h) Society Immediate Past-President: The Immediate Past-President shall serve as a member of the Board of Directors to create continuity in the year-to-year business of the Board. The Immediate Past-President shall serve a one-year term as a Board member to coincide with his/her succession to that role. The Immediate Past-President shall serve as the Co-Chair of the Operations Committee, as shown in Section 6.01'(c). The Immediate Past-President shall serve as advisor to the President and as mentor to a new Board member. The Immediate Past-President shall serve as the Archivist for a one-year period, to coincide with his/her succession to Past President.*
- (i) Society Secretary: The Secretary shall maintain attendance records for Society Board members. The Secretary shall keep the minutes of all meetings of the Society and the Society's Board of Directors. The Secretary shall be the custodian of all current records of the Society and deliver these records to the successor Secretary promptly upon completion of the term of office. The Secretary shall be the custodian of the official seal of the Society.*

*The Secretary's term of office will be the two calendar years following election at the annual meeting.*

- (j) Society Treasurer: The Treasurer shall collect, receive, and have charge of all funds of the Society including existing funds in the Society account and funds received from the AACPM Section of ASPA. These funds shall be placed in a financial institution as directed by the President or the Board of Directors. The books of the Society shall be open at all times. The Treasurer shall make the books available for audit as directed by the President or the Board of Directors. The Treasurer shall deliver all records to perform other duties as delegated by the President, the Society Board of Directors, or the membership. The Treasurer's term of office will be the two calendar years following election at the annual meeting.*
- (k) Bonding: Any requirement of bonding of officers shall be determined by the Society Board of Directors*
- (l) Auditing: The Operations Committee shall conduct a financial audit each year. A copy of this audit shall be presented to the Society Board of Directors for approval. No current officer, Board member or immediate past Treasurer shall serve as a member of the Audit Team.*

#### **Section 4.02 THE SOCIETY'S BOARD OF DIRECTORS**

- (a) Authority and Responsibilities: The Society Board of Directors shall be the governing body of the Society. The Board shall exercise powers vested in it by the membership to manage the property, affairs, and activities of the Society. The Board shall be responsible for reviewing and insuring that all activities of the Society are in accordance with the policies, and the direction of the membership. The Chair of the Board will preside and call meetings of the Board as necessary to conduct the business of the Society and is authorized to cancel called meetings of the Board as necessary. The Chair of the Board is responsible for the administrative duties of the Board, including preparing an agenda and notifying Board members of the meeting date, time, and place. The Board is authorized to adopt policies, rules and regulations to assure efficient and economical operation of the Society. The Board shall publish minutes of all meetings. The Board shall not be authorized to hold meetings that are closed to the membership.*
- (b) Number: The Board of Directors shall consist of the President, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer, and six members elected by the membership. The director of*



*the Certified Public Manager® Program, or his or her designee, shall serve as a non-voting ex-officio member of the Board.*

- (c) Term: The term of office for elected directors shall be two years. No director of the Board can serve more than three consecutive terms. The term for directors added to the Board shall be adjusted as necessary so that approximately one-half of the Board retires in each calendar year. At least three directors of the Board shall be elected each year. Vacancies on the Board occurring for reasons other than expiration of the term of office shall be filled by the Board of Directors for the remainder of the unexpired term. Any director who ceases for whatever cause, to be a paid member, also ceases to be a director.*
- (d) Voting and Quorum: Each member of the Board shall have one vote. A quorum shall consist of six of the members of the Board. When a quorum is present, a majority of the Board members at the meeting shall prevail on all issues. Proxy voting by members shall not be permissible. Any action taken by the Board outside an official meeting must be documented and presented to the full Board at its next meeting.*
- (e) Meetings: The Board shall meet following the election of new Board fellows to elect a Chair from among the six elected fellows. The Chair shall preside at all Board meetings. The Board shall have at least one meeting each quarter. Special meetings may be held upon the request of the President, Chair or upon the written request of three members of the Board, or a vote of the membership.*
- (f) Notice of Meetings: Members of the Board shall be given at least ten days' notice of regular Board meetings by the Board Chair. 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. The President shall perform this function if the Board Chair is unable to do so.*
- (g) Cancellation of Meetings: In case of emergency or due to unforeseen circumstances, a meeting may be cancelled by the Chair of the Board or the President without prior notice, provided personal contact is made with all Board members to the extent practical.*
- (h) Removal: A Board member may be removed from office for unethical or illegal conduct by a majority vote of the Board or the membership. Three*

*consecutive absences from meetings of the Board shall constitute forfeiture of Board membership.*

- (i) Delegates to the American Academy of Certified Public Managers: Each state is allowed one delegate to the American Academy's House of Delegates, which is the governing body of the Academy. The Society President, will serve as the delegate from the North Carolina Society. If the President cannot attend a particular meeting of the American Academy, then the Board will elect alternates, either from the Board or the general membership, to represent the Society at the particular meeting.*
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## **Article V. ELECTIONS**

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### **Section 5.01 SOCIETY ELECTIONS**

- (a) Annual Elections: The Society shall conduct an annual election for all officers and Board of Directors as prescribed by this Constitution and Bylaws. The elections shall be held in advance of the designated annual meeting so that the results of the election can be finalized at that time.*
- (b) All members of the Society have the right to be nominated to serve in the Society's elective offices of Treasurer and Secretary. Only members who have completed a program accredited by the National Certified Public Manager® Consortium shall be eligible to be nominated to serve as President-Elect.*
- (c) Nominations: See Section 6.01, Paragraph (c).*
- (d) Ballots: Ballots shall be prepared and distributed to all members. At least ten days shall be provided for returning marked ballots. The ballots shall contain thereon the name of each candidate for each office, a space for write-in votes for each office, instructions for completing the ballot, and a notice of the last date that ballots will be accepted. Ballots shall be transmitted to all members at least thirty days prior to the annual meeting by facsimile, cablegram, electronic mail, or by mail sent to the current address as recorded in the books of the Society.*
- (e) Counting of Votes: The ballots will be certified and counted by the Operations Committee. The candidate with the highest number of votes shall be declared elected. It will not be necessary to conduct a run-off election if a single candidate does not receive a majority of the votes cast. In the event of a tie vote, the Society's Board of Directors shall determine*

*which candidate shall be declared elected. The Society President shall certify elections results.*

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## **Article VI. COMMITTEES**

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### **Section 6.01 SOCIETY COMMITTEES**

- (a) General: The Society shall have permanent committees as provided by the Constitution and Bylaws. The President or the Board of Directors shall establish special committees as deemed necessary to facilitate the operation of the Society. The President shall appoint the Chairs of each committee from the membership.*
- (b) Permanent Committees: The permanent committees of the Society shall be: Operations, Communications, Education & Outreach, and Rewards & Recognition. No later than January 31 following the annual meeting of the Society, the incoming President will name the Chairs of all permanent committees. No later than one month following January 31, all committee Chairs will have named their committee members, and will have submitted a proposed budget to the incoming President and Treasurer for the next fiscal year. Committee members may be appointed to serve more than one year. All committees will develop administrative guidelines specific to that particular committee which will be utilized in running the committee from year to year, including written records of meetings.*
- (c) Operations Committee: The Operations Committee shall be responsible for the operations functions of the Society ensuring the Board has adequate support. These functions include, but not limited to preparing the Society's annual budget, coordinating the audit of the Society's books, maintaining inventory of Society merchandise, researching and recommending new ideas and/or merchandise for the Society to the Board for approval and adoption; proposing changes or amendments to the Society's Constitution, Bylaws, Code of Ethics, and Standard Operating Procedures, and conducting investigations of alleged misconduct of members and recommending action, including disciplinary if warranted to the Board; This committee shall be led by a Chair and Co-Chair. The Treasurer shall serve in one of two leadership roles of this committee. The Treasurer shall not chair or co-chair the subcommittee with the audit function.*
- (d) Education & Outreach Committee: This committee shall coordinate the membership function, including serving as liaison to the AACPM Section*

*and ASPA, and maintaining a current roster of Society members. This committee shall plan and coordinate member development. This includes coordinating all logistics for the annual conference, speakers, etc. Additionally, this committee coordinates the Society's outreach and volunteer efforts. This committee works closely with the Communications Committee to develop marketing materials for the Society events. The President-Elect shall chair this committee.*

- (e) Communications Committee: This committee shall oversee the Society's communications efforts including reviewing publication of the Society's newsletter, maintenance of the website, using and controlling the Society's social media accounts, and to assist Board members and committee Chairs in communications with the membership.*
- (f) Rewards and Recognition Committee: This committee shall coordinate the annual selection of the Henning Award nominee and the Margaret J. Bailey recipient. This committee shall work with the Society's President in the recognition of members at the Society's meeting.*
- (g) Special Committees: Special committees shall be established by the Board of Directors as required to meet the needs of the Society.*

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## **Article VII. FINANCES AND ADMINISTRATION**

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### **Section 7.01 ACCOUNTING MODELS**

- (a) ASPA shall collect membership dues directly from members and disseminate to the AACPM Section quarterly. The AACPM Section shall disseminate the Society's portion of membership dues once received from ASPA. The Society can collect and retain registration fees for locally sponsored programs and activities as allowed by ASPA guidelines.*

### **Section 7.02 SOCIETY FINANCES**

- (a) Society dues are determined by the AACPM Section of ASPA.*
- (b) Budget: The Society Budget Committee shall present a proposed budget for discussion and approval by the Society Board of Directors. The Board of Directors can modify or adjust the budget as deemed necessary. Officers*

*and Society Board members shall not be authorized to obligate the Society for any expenditure that exceeds the current fund balance.*

*(c) Fiscal Year: The fiscal year of the Society shall be the calendar year— January 1 - December 31.*

*(d) Financial Reviews: It shall be the responsibility of the Society Board of Directors to review the financial conditions of the Society and implement necessary changes and modifications consistent with the provisions of this Constitution and Bylaws. It shall be the responsibility of the Treasurer to prepare statements of income and expenses for presentation at each meeting of the Society. The Treasurer shall also be responsible for maintaining the financial records of the Society in accordance with accepted accounting principles.*

*(e) Compensation: The Society shall not be operated for pecuniary gain or profit. No part of the income of the Society shall be used to compensate its officers or members, except for reimbursement of expenses for Society business. The Society shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Society and to make payments and distributions in furtherance of the purposes set forth in this document.*

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## **Article VIII. AMENDMENTS**

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### **Section 8.01 SOCIETY AMENDMENTS**

*(a) Proposals: Any member may propose amendments to the Constitution and Bylaws. All proposed amendments will be submitted to the Society Board of Directors for study and recommendation.*

*(b) Notification: All proposed amendments must be presented in writing to the membership prior to the time of the meeting at which they will be voted on.*

*(c) Voting: The Constitution and Bylaws may be amended by a two-thirds majority vote of the membership present at a duly called meeting. The Society Board may amend the Constitution and Bylaws to correct any error or inconsistency in typing, or reproduction. Furthermore, the Board may approve amendments required to bring documents into compliance with*

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*applicable federal and state laws or State Personnel Commission policy. The Board will notify the membership of such changes within 30 days.*

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**Article IX. MISCELLANEOUS**

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**Section 9.01 SOCIETY'S GENERAL PROVISIONS**

- (a) Liability and Indemnification: There shall be no liability on the part of any Society Member for any of its debts or obligations, either contractual or otherwise. Each director and officer of the Society, whether in office or not, shall be indemnified by the Society against all costs and expenses reasonably incurred by, or imposed on, such member by reason of such member having served as a director or an officer.*
- (b) Parliamentary Procedure: The rules contained in the current edition of Robert's Rules of Order shall govern all meetings of the membership, the Board, committee meetings, and any other official meetings of the Society.*
- (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 Society Board or the membership. The Society shall devote itself to the support of broad fundamental principles and policies vital to the promotion of the purposes of the Society and those that are in the best interest of its members and those whom it serves.*
- (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 be construed to be personal notice, but such notice may be given by either personal notice or by telephone, facsimile, cablegram, electronic mail, or by mail sent to the current address as recorded in the*

*books of the Society. Notice shall be deemed given at the time the notice is sent or mailed.*

- (e) Dissolution: In the event of dissolution, all residual assets of the Society shall be distributed to similar organizations as directed by the Society Board or the membership.*

**Section 9.02      SOCIETY OPERATING PROCEDURES**

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

**Section 9.03      CANONS OF PROFESSIONAL RESPONSIBILITY FOR SOCIETY MEMBERS**

- (a) I support public service to the people of North Carolina either through my interest in promoting good government or through professional association with state government managers.*
- (b) I will conduct myself in such manner as to bring respect to public servants and credit to the North Carolina Society of Certified Public Managers.*
- (c) I will perform all duties with which I am charged to the best of my ability and in the most effective and efficient manner possible.*
- (d) I acknowledge responsibility to my employing agency, and I will do my best to assure that its goals and legal responsibilities are met.*
- (e) I acknowledge responsibility to any employees under my supervision. I will endeavor to provide them with a work environment conducive to their professional growth. I will treat them with respect and evaluate them solely upon objective appraisal of relevant work criteria.*
- (f) By accepting employment in the public sector, I understand that I accept a position of public trust. I will continue to study principles of public management and attempt to continuously improve my skills for the benefit of those whom I serve.*
- (g) I will continue to support public service and uphold the principles of good management whether or not currently employed by the State of North Carolina.*