

# SOUTH CAROLINA SOCIETY OF CERTIFIED PUBLIC MANAGERS

## CONSTITUTION AND BYLAWS

Adopted March 24, 1997

Amended April 1999

Amended June 2000

Amended June 2003

Amended July 2005

Amended June 2006

Amended November 2008

Amended November 2009

Amended November 2012

Amended September 2013

Amended October 2015

### **I. NAME**

The name of this organization shall be “South Carolina Society of Certified Public Managers,” hereinafter referred to as the Society or SCSCPM.

### **II. PHILOSOPHY AND PURPOSES**

- 2.1 **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.
- 2.2 **Objectives:** The objectives of the Society shall be:
1. To promote the development of professionally trained managers as a resource in the public sector.
  2. To promote development and improvement of the Certified Public Manager Program of South Carolina.
  3. To improve communication, cooperation, and coordination among public sector agencies.
  4. To provide opportunities for professional growth of Society members through continuing education.
  5. To promote efficiency and productivity in the public sector.
  6. 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.
- 2.3 **Purpose:** The Society 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, to assist agencies in public and private service, and exclusively for charitable purposes. This Constitution and Bylaws and the Charter of

the Society shall be honored faithfully at all times. The activities of the Society shall comply with all legal codes, both state and federal.

2.4 **Nonpartisan:** The Society shall be nonpartisan and shall not endorse candidates for public office.

### **III. MEMBERSHIP**

3.1 **Classification:** The membership of the Society shall consist of Associate, Retiree and Friend.

3.1.1 **Associate:** Any person having a valid and unrevoked certificate as a certified public manager issued by any program accredited by the National Certified Public Manager Consortium shall be eligible for Active Membership as an Associate of the Society. The Board shall establish standards for continuing membership as an Associate.

3.1.2 **Retiree:** Any person having a valid and unrevoked certificate as a certified public manager issued by any program accredited by the National Certified Public Manager Consortium shall be eligible for Active Membership as a Retiree of the Society providing he/she retired from active service in good standing. The Board shall establish standards for continuing membership as a Retiree.

3.1.3 **Friend:** Any individual who is pursuing accreditation as a candidate in the Certified Public Manager program, an employer or constituent, who agrees to uphold the goals of the society, and is in good standing with SCSCPM, shall be eligible for active membership as a Friend of the Society. The Board shall establish standards for continuing membership as a Friend.

3.2 **Termination of Membership:** Membership in the Society shall terminate upon the failure to meet continuing membership requirements, the failure to pay dues, or by a majority vote of the The Board for reasons of unethical or illegal conduct.

### **IV. AFFILIATION**

4.1 **Classification:** Affiliates of the Society shall consist of Honorary Associates, and other classes of affiliation as may be established by the Board .

4.1.1 **Honorary Associate:** Upon recommendation of the board, a person may be elected as an Honorary Associate of the Society by a subsequent majority vote of the membership. This classification of Associate is established to recognize outstanding support of the Society by those who are not eligible for membership through certification. An Honorary Associate shall be elected for life (with waiver of SCSCPM dues) unless removed for cause by a majority vote of the Board. An Honorary Associate does not have voting privileges.

4.2 **Termination of Affiliation:** Affiliation in the Society shall terminate upon the failure to pay dues or by a majority vote of the Board for reasons of unethical or illegal conduct.

## V. *FINANCES*

- 5.1 **Dues:** Society dues will be determined by the Board. SCSCPM dues may be waived as deemed appropriate by the Board. Dues shall be payable annually or upon approval for membership. Society dues do not include membership in the American Society for Public Administration and members desiring to participate in the American Society for Public Administration must join that organization separately.
- 5.2 **Budget:** The Budget Committee shall present a proposed budget for discussion and approval by the Board. The Board can modify or adjust the budget as deemed necessary. The Board will notify the membership of the proposed budget before final approval. Officers and Board members of the Society shall not be authorized to obligate the Society for any expenditure that exceeds the current fund balance. The president may modify the budget with the approval of the Board.
- 5.3 **Fiscal Year:** The fiscal year of the Society shall be the calendar year.
- 5.4 **Financial Reviews:** It shall be the responsibility of the Board to review the financial conditions of the Society prepared by the audit committee. The Board will 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. A financial audit should be conducted each year. A copy of this audit shall be presented to the Board for review and approval. A report of the financial condition will be given at the Annual Meeting.
- 5.5 **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 any members, except for reimbursement of expenses for Society business. If the Board determines that it is financially feasible, the Society may, upon approval by the Board, pay for registration, transportation and lodging for a member to attend Society business.

## VI. *RIGHTS AND RESPONSIBILITIES*

- 6.1 **Rights of Associates and Retirees:** All members of the Society shall be entitled to attend and participate in all activities of the Society. However, only Associates and Retirees shall be eligible to hold elective office and vote on matters before the Society. Voting may be done in person, electronically or by mail ballot.
- 6.2 **Resolutions and Operating Procedures:** The Board will develop and update an Operations and Procedures Manual as needed. The Manual will be consistent with the Constitution and Bylaws. A majority of the Associates and Retirees or the Board must approve any Resolutions before they become binding.

- 6.3 **Responsibilities of Associates and Retirees:** Associates and Retirees shall conduct all business in a professional and ethical manner, upholding the principles, rules and regulations of the Society at all times. Associates and Retirees shall honor the confidentiality of all discussions and business transacted by the Society. Associates and Retirees shall serve on committees and perform other duties as charged by the officers, the Board or membership of the Society. Associates and Retirees shall actively support the Society by attending meetings, voicing opinions, voting, and promptly paying dues and assessments.
- 6.4 **Continuing Membership:** Associates and Retirees must meet continuing membership requirements as prescribed by the Society's Board.

## **VII. OFFICERS**

- 7.1 **Number of Officers:** The officers of the Society shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President. Upon recommendation of the Board, other officers may be authorized by a majority vote of the membership of the Society. All officers of the Society shall be elected by a vote of the Associates and Retirees. Any requirement for bonding of officers shall be determined by the Board. Payment of required bonding is the responsibility of the Society.
- 7.2 **Term:** 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 the Board approves unanimously. The Secretary and Treasurer shall not serve more than three consecutive terms.
- 7.3 **Removal:** Any officer of the Society shall be removed for valid and just cause by a majority of votes cast by the Associates and Retirees.
- 7.4 **Vacancies:** If any office becomes vacant during a term of office for any reason, the office may be filled by vote of the Board.
- 7.5 **President:** The President shall be the chief executive officer of the Society and represent the Society to outside organizations and public agencies including the American Society for Public Administration. The President shall be responsible for the administration of all the affairs of the Society and shall serve as the chair of the Board. 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 regular and special meetings of the Society. The President shall preserve order and enforce the 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 Board or the membership, including preparation of appropriate planning documents. The term of office as President will begin the fiscal year following the term of office as President-Elect and continue for two consecutive calendar years.
- 7.6 **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 will be the Society Parliamentarian and serve as Program and Events Chair. The President-Elect will assume the office of President following the completion of the term as President-Elect. The term of office as President-Elect will be two consecutive years following election at the annual meeting.

- 7.7 **Immediate Past President:** The Immediate Past President shall perform special duties as prescribed by the Board. The term of office as Immediate Past President will be the fiscal year following the term of office as President.
- 7.8 **Secretary:** The Secretary shall keep the minutes of all meetings of the Society and the Board. The Secretary shall be the custodian of all current records of the Society. The Secretary shall be the custodian of the official seal of the Society. The Secretary shall maintain a current mailing of all Society Associates and Retirees. The Secretary shall deliver all records to the successor promptly upon the end of the term of office. The Secretary shall perform other duties as delegated by the President, the Board, or the membership. The Secretary's term of office will be two consecutive years following election at the annual meeting.
- 7.9 **Treasurer:** The Treasurer shall collect, receive, and have charge of all funds of the Society. These funds shall be placed in a financial institution as directed by the President or the Board. The Treasurer shall also be responsible for maintaining the financial records of the Society in accordance with generally accepted accounting principles. The Treasurer shall deliver all records to the successor promptly upon the end of the term of office. The Treasurer shall perform other duties as delegated by the President, the Board, or the membership. The Treasurer's term of office will be two consecutive years following election at the annual meeting.

## **VIII. THE BOARD**

- 8.1 **Authority and Responsibilities:** The Board 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 President shall serve as the chair of the Board. The Chair of the Board will preside and call meetings of the Board as necessary to conduct the business of the Society. 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 highlights of meeting minutes. The Board shall not be authorized to hold meetings that are closed to the membership except in instances of reviewing whether a member is alleged to have committed illegal or unethical conduct.
- 8.2 **Number:** The Board shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, Treasurer, five Board Members elected by the membership, a Board Member selected by and from the current CPM graduating class, and the Director of the Certified Public Manager Program, or his or her designee. The Board Member from the current CPM graduating class will begin his or her one-year term at the first board meeting of the fiscal year.

- 8.3 **Term:** The term of office for elected Board Members shall be two years with the exception of the Board Member elected by the CPM graduating class who will have a one-year term. No Board Member can serve more than three consecutive terms. The term for Board Members added to the Board shall be adjusted as necessary so that approximately one-half of the Board retires in each year. At least two members 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 for the remainder of the unexpired term. Any Board Member, who ceases, for whatever cause, to be an Associate, also ceases to be a Board Member.
- 8.4 **Voting and Quorum:** Each Board Member, excluding the CPM Class designee, shall have one vote. A quorum shall consist of a majority 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 for ratification at its next meeting.
- 8.5 **Meetings:** The Board shall have at least one meeting each quarter. Special meetings may be held upon the request of the chair or upon the written request of three members of the Board. General membership meetings, meetings that are for purposes other than the Board's execution of its governance or fiduciary responsibilities, whether they are special program, continuing education meetings, or Society meetings, will be held at a time and place to be designated by the President or the Board.
- 8.6 **Notice of Meetings:** Members of the Board shall be given at least ten days notice of regular Board meetings. Special Board meetings may be scheduled on five days' notice. In case of emergency, a special meeting may be called on twenty-four hour notice, provided personal contact is made with all Board members to the extent practical.
- 8.7 **Removal:** A Board member may be removed from office for unethical or illegal conduct by a majority vote of the Board. Three consecutive unexcused absences from meetings of the Board shall constitute forfeiture of Board membership.
- 8.8 **Event Registration:** All Board members shall be exempt from all registration for events as long as the Board member is in good standing with the Society with membership dues paid.

## **IX. GENERAL PROVISIONS**

- 9.1 **Liability and Indemnification:** There shall be no liability on the part of any Associate or Retiree of the Society for any of its debts or obligations, either contractual or otherwise. Each Board Member and officers 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 individual by reason of such individual having served as a Board Member or an officer.
- 9.2 **Parliamentary Procedure:** The rules contained in the current edition of *Robert's Rules of Order Revised* shall be used as a guide for governing all meetings of the membership, the Board, committee meetings, and any other official meetings of the Society.

- 9.3 **Prohibitions:** No officer, Board Member, or Society member shall be authorized to create any financial liability for the Society in any way other than as authorized through official meetings of the Board or the membership. 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 Associates and Retirees and those whom it serves.
- 9.4 **Notices:** Except as otherwise specifically provided in the Constitution and Bylaws, whenever notice is required to be given to any member, officer, or Board Member, 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.
- 9.5 **Dissolution:** Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas or the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## X. *MEETINGS OF THE SOCIETY*

- 10.1 **Number:** Meetings shall be held at a time and place to be designated by the President or the Board. Special meetings may be called at the discretion of the President or the Board. The Society shall hold one of its meetings as the designated annual meeting. Elected officers and Board members shall be installed at this meeting. The Board shall be governed by instructions given at these meetings.
- 10.2 **Voting:** Each Associate or Retiree shall have one vote on matters brought before the membership. Majority shall mean simple majority unless the Bylaws specify two-thirds majority. Motions shall be approved by a majority vote of the membership present at a duly called meeting.
- 10.3 **Ballot:** The President shall determine the method of voting.
- 10.4 **Quorum:** The Associates and Retirees present at an authorized meeting shall constitute a quorum.
- 10.5 **Proxy:** Voting by proxy shall not be allowed.

## XI. *COMMITTEES*

- 11.1 **General:** The Society shall have permanent committees as provided by the Constitution and Bylaws. The President or the Board shall establish special committees as deemed necessary to facilitate the operation of the Society. The President shall appoint the Chairs of each committee

from Associates and Retirees. The Chair of each committee may select members for the committee including Associates and Retirees.

11.2 **Standing Committees:** The standing committees of the Society shall be: Nominations and Election Committee, Membership Committee, Program and Events Committee, Budget Committee, and Audit Committee. No later than one month following the annual meeting of the Society, the incoming President will name the chairs of all standing committees. No later than one month following that date, all committee chairs will have named their committee members, and will have submitted a proposed budget to the incoming President for the next fiscal year. Committee members may be appointed to serve more than one year. The Board may direct committees to develop, for approval, administrative guidelines specific to that particular committee.

11.2.1 **Nominations and Elections Committee:** This committee shall consist of the last three Past Presidents who are active Associates or Retirees of the Society and/or Associates as designated by the Board. The Immediate Past President shall serve as Chair of the committee. It shall be the responsibility of this committee to accept nominations for the Board; the President-Elect, the Secretary, the Treasurer, and other elective officers as may be established. The nominations committee shall make an effort to insure a slate of nominees that reflects the diversity present in the Society. This committee shall be responsible for the conducting of elections, including preparation and distribution of ballots, receipt and protection of voted ballots, counting and certification of the vote, and announcement of the tabulation of the vote. This committee shall provide professional profiles of all nominees to be shown on the ballot. This committee shall also be responsible for conducting other voting by ballot that may be necessary. Voting Associates and Retirees shall be provided the privilege of casting secret ballots.

11.2.2 **Membership Committee:** This committee shall consist of at least three members appointed by the Chair. This committee is responsible for recruiting and promoting membership. This committee will be responsible for the annual membership drive and will focus on membership. This committee shall also be responsible for monitoring the qualifications of Associates and Retirees to maintain active status and for recertifying the qualifications of Associates and Retirees.

11.2.3 **Program & Events Committee:** The committee shall consist of at least three members appointed by the Chair who is the President-Elect of the Society. The committee is responsible for program content and curriculum for all programs, workshops and the annual meeting. Meetings should occur quarterly per section 8.5 of the Constitution and Bylaws.

11.2.4 **Budget Committee:** This Committee shall be composed of three members of the society and the current treasurer. The Committee will present a proposed budget annually to the Board as requested in Section 5 of the Constitution.

11.2.5 **Audit Committee:** The committee shall perform the financial audit review of the Society's records each year. Members of the Committee, appointed by the President, shall not be current members of the Board.

- 11.3 **Special Committees:** Special Committees shall be established as required to meet the needs of the Society.

## ***XII. ELECTIONS***

- 12.1 **Annual Elections:** The Society shall conduct an annual election for all officers 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.
- 12.2 **Nominations:** See Section 11.2.1.
- 12.3 **Ballots:** Ballots shall be prepared and distributed by mail or by a secure electronic ballot to all Associates and Retirees. 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. Each ballot should contain the official Society seal or other approved certification to prevent duplication and aid in authenticating ballots.
- 12.4 **Counting of Votes:** The ballots will be unsealed, certified, and counted by the Nominations and Elections 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 Board shall determine which candidate shall be declared elected. Election results shall be certified by the Society President.

## ***XIII. AMENDMENTS***

- 13.1 **Proposals:** Any Associate or Retiree may propose amendments to the Constitution and Bylaws. All proposed amendments must be submitted in writing accompanied by a brief statement of the rationale in support of the amendment to the Secretary of the Society to be transmitted to the Board for study and recommendation.
- 13.2 **Notification:** All proposed amendments must be presented by the Secretary in writing to the Associates and Retirees prior to the time of the meeting at which they will be voted on.
- 13.3 **Voting:** The Constitution and Bylaws may be amended by a two-thirds majority vote of the Associates and Retirees present at a duly called meeting.

## ***XIV. OPERATING PROCEDURES***

Operating procedures of the Society's 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.

**XV. CANONS OF PROFESSIONAL RESPONSIBILITY FOR FELLOWS AND AFFILIATES OF THE SOCIETY**

*I support public service to the people of South Carolina either through my interest in promoting good government or through professional association with state government managers.*

*I will conduct myself in such a manner as to bring respect to public servants and credit to the South Carolina Society of Certified Public Managers.*

*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.*

*I acknowledge responsibility to my employing agency, and I will do my best to assure that its goals and legal responsibilities are met.*

*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.*

*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.*

*I will continue to support public service and uphold the principles of good management whether or not currently employed by the State of South Carolina.*