

**Idaho Society of Certified Public Managers  
Bylaws**

**These Bylaws were adopted on February 12, 2004.  
Amended June 17, 2005**

**Index**

<b>Article I.</b>	<b>Name and Registered Office</b>
<b>Article II.</b>	<b>Purpose</b>
<b>Article III.</b>	<b>Definitions</b>
<b>Article IV.</b>	<b>Membership</b>
<b>Article V.</b>	<b>Finances</b>
<b>Article VI.</b>	<b>Board of Directors</b>
<b>Article VII.</b>	<b>Meetings</b>
<b>Article VIII.</b>	<b>Election of Officers</b>
<b>Article IX.</b>	<b>Board Members Duties</b>
<b>Article X.</b>	<b>Committees</b>
<b>Article XI.</b>	<b>Parliamentary Procedure</b>
<b>Article XII.</b>	<b>Amendments</b>
<b>Article XIII.</b>	<b>Regional Chapters</b>

**Appendix - Dues**

**Idaho Society of Certified Public Managers  
Bylaws**

**Article I. Name and Registered Office**

The name of this organization shall be the Idaho Society of Certified Public Managers, Inc. The registered –mailing address of the corporation is P.O. Box 9061, Boise, Idaho, 83707, and at such other places as the Board of directors may establish.

**Article II. Purpose**

The purpose of the Society is to provide members the opportunity to be recognized as leaders in excellent government management practices. The Society mission is to provide professional and personal development opportunities, through on-going education and networking; to promote national accredited professional certification for government managers, through cooperation and assistance to the CPM program in Idaho; and to act as a catalyst for change and a resource to Society members and to government, through promotion of continued improvement in job performance and leadership.

**Article III. Definitions**

In all matters pertaining to the Society and its activities, the terms:

*Board of Directors* shall mean the offices of President, President-Elect, Immediate Past President, Secretary, Treasurer, any Regional Chapter Presidents, and two at-large Directors. Other officers may be authorized by a vote of the membership of the society.

*Member* shall mean any person in good standing in any membership classification in the Idaho Society of Certified Public Managers. A member is in good standing, when all dues for the current year are paid to the Society Treasurer.

**Article IV. Membership**

Individuals who support the Vision, Mission and Goals of the society, including member conduct standards listed in section 4.04, and who meet the criteria of one of the Categories of Membership are eligible for membership.

**Section 4.01 Categories of Membership** All members must meet the criteria of one of these categories of membership.

- (a) **Fellow:** 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. A fellow shall have all the privileges of membership, including holding executive office.
- (b) **Associate Member:** Any person currently enrolled in an accredited Certified Public Manager program. An Associate member shall have all the privileges of active membership, except holding executive office.

**Idaho Society of Certified Public Managers  
Bylaws**

- (c) **Honorary Fellow:** Honorary membership is established to recognize outstanding support of either the Certified Public Manager program or the Society, but is not eligible for Fellow or Associate membership. An individual is elected to such category of membership by a majority vote of the members present at an annual meeting of the Society. An Honorary Fellow shall meet the criteria set by the board and shall exemplify the objectives set forth in these bylaws. Honorary members shall be entitled to all rights and privileges of membership, except the eligibility to hold office or vote on the business of the Society. No dues will be assessed for Honorary membership.

**Section 4.02 Certification of Membership** Upon initial admission to the Society and by receipt or waiver of dues, the Membership Committee shall provide a certificate to the member designating membership in the Society.

**Section 4.03 Rights of Members** All members in good standing shall be afforded the rights listed.

- (a) All members of the Society shall be entitled to attend and participate in all activities of the Society. However, only Fellows shall be eligible to hold elective office. Voting on matters before the Society is reserved for Fellows and Associate Members. Voting may be done in person or by mail ballot.
- (b) All members of the Society in good standing shall be entitled to use the designation “Member of the Idaho Society of Certified Public Managers.”

**Section 4.04 Member Conduct** All members in good standing shall be accountable to conduct themselves in the accordance with the behavior listed below.

- (a) Members shall conduct all business in a professional and ethical manner; upholding the principles, rules, and regulations of the Society at all times.
- (b) Members shall honor the confidentiality of all discussions and business transacted by the Society.
- (c) Members shall serve on committees and perform other duties as charged by the officers, Board of Directors or membership of the Society.
- (d) Members shall actively support the Society by attending meetings, voicing opinions, voting, and promptly paying dues and assessments.

**Article V. Finances**

The financial business of the society will be managed with the terms set out in this section.

**Section 5.01 Budget** The President with the help of the Treasurer shall present a proposed budget for the upcoming Society year for discussion and approval of the Board

**Idaho Society of Certified Public Managers  
Bylaws**

of Directors. The budget will be approved through a majority vote of the Board of Directors. The President may modify the budget by approval of the majority of the Board of directors. Officers of the Society shall not be authorized to obligate the Society for any expenditure that is not fully funded.

**Section 5.02 *Fiscal Responsibility*** It shall be the responsibility of the Board of Directors to review the financial condition of the Society at least quarterly and implement needed budget modifications consistent with the provisions of the Bylaws.

**Section 5.03 *Fiscal Year*** The fiscal year shall be based upon the calendar year, January 1 through December 31.

**Section 5.04 *Bonding & Auditing*** The Treasurer shall be bonded and there will be a yearly audit conducted by the Audit Committee.

**Section 5.05 *Compensation*** The Society shall not be operated for pecuniary gain or profit.

- (a) Income or benefits of the Society shall not be used as compensation for Society members or officers, except as compensation for official encumbered Society expenses.
- (b) Reimbursement of expenses by Society members or officers shall be made through a submission of a claim to the Board of Directors, which will review the claim and grant compensation, when appropriate.

**Section 5.06 *Disbursements*** The Board of Directors shall approve all expenditures.

- (a) Approvals shall be reflected in the official minutes of the meetings of the Board of Directors, or of the other official meetings of the Society.
- (b) All disbursements shall be signed either by both the Treasurer and the President or President Elect in the absence of the President.

**Section 5.07 *Membership Dues*** Members must keep dues current in order to keep membership in good standing.

- (a) Dues shall be paid to the Treasurer annually.
- (b) Society dues and any changes thereto, as recommended by the Board of Directors, shall be approved by a simple majority vote of the members in good standing of the Society who are present at the annual meeting.
- (c) Any change in the amount of dues shall be effective on January 1 of the following fiscal year.
- (d) Dues shall be payable on application for membership in the Society and thereafter on January 15.

**Idaho Society of Certified Public Managers  
Bylaws**

- (e) Membership dues will be paid to the American Academy for Certified Public Managers for each member.
- (f) The Treasurer shall notify the Board of Directors of each member whose dues have been delinquent for a period of more than 30 days. The membership of any member whose dues become more than 60 days delinquent shall be terminated, until reinstated by payment of dues and approval of the Board of Directors.

**Article VI. Board of Directors**

**Section 6.01 Authority And Responsibilities** The Board of Directors shall be the governing body of the Society.

- (a) The Board shall exercise powers vested in it by the membership to manage the property, affairs, and activities of the Society.
- (b) The Board is authorized to adopt policies, rules, and regulations to assure efficient and economical operation 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.
- (c) A quorum shall consist of three of the directors of the Board. When a quorum is present, a majority of the Board members at the meeting shall prevail on all issues. Each director shall have one vote. Proxy voting by directors shall not be permissible. Any action taken by the Board outside an official meeting shall be documented and presented to the full Board at its next meeting.

**Section 6.02 Term of Office** The Board of Directors shall hold office for the fiscal year for which they were elected and until their respective successors have been selected and installed in office. The exceptions are the Secretary and Treasurer who will serve alternating two-year terms. Any Board member who ceases to be a Society Member, whatever the cause, also ceases to be a member of the Board. The President and the President-Elect may not serve consecutive terms in the same office. The Secretary and Treasurer shall not serve more than two consecutive terms.

**Section 6.03 Removal from Office** Any Board member shall be removed for valid and just cause by a majority of votes cast by the membership.

- (a) Absence from three consecutive duly called meetings of the Board shall constitute automatic forfeiture of office.
- (b) Just cause can include, but is not limited to: non-performance of duties, actions contrary to the purpose of the Society or injurious to the members of the Idaho Society of Certified Public Managers, conviction of or adjudication withheld for a felony or misdemeanor involving dishonesty or moral turpitude.

**Idaho Society of Certified Public Managers  
Bylaws**

**Section 6.04** *Vacancies* If any office, other than President, becomes vacant during a term of office for any reason, the office may be filled by vote of the Board of Directors. If the President vacates the position, the President Elect will assume the position.

**Article VII. Meetings**

**Section 7.01 Board Meetings**

- (a) The President shall preside at all Board meetings. The President-Elect shall at all times be familiar with the business of the Board and shall preside at meetings in the absence of the President. In the event of the absence of the President and President-Elect at any meeting, the Secretary shall act as President and shall appoint another member to act as Secretary.
- (b) The Board shall have at least one meeting each quarter. The Board shall publish minutes of all meetings.
- (c) Special Called Meetings may be called by a majority of the board.
- (d) 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 hours notice, provided personal contact is made with all Board members to the extent practical.

**Section 7.02 Society Meetings**

- (a) The society shall hold at least one meeting yearly in November or December, near the end of the fiscal year.
- (b) The time and place of the meeting will be announced in the Winter Newsletter distributed by the Communications Committee.
- (c) Other meetings and or educational workshops may be conducted as decided by the Board of Directors.

**Article VIII. Election of Officers**

**Section 8.01 Nomination Committee**

- (a) The President of the Society shall appoint a Nominations Committee to be chaired by the Immediate Past President.
  - (i) The Nominating Committee will send a blank Nominations Form to each member of the Society.

**Idaho Society of Certified Public Managers  
Bylaws**

- (ii) Forms must be disseminated by September 1.
- (iii) The nomination forms must be returned to the Immediate Past President by October 1.

**Section 8.02 *Election Process***

- (a) The Immediate Past President will preside over the election at the Annual meeting of the Society.
- (b) The Immediate Past President will make a report of those nominated for vacant offices.
- (c) The Immediate Past President will call for nominations from the floor for each open position, following Roberts Rules of Order. This will be done one position at a time, starting with the highest-ranking open position.
- (d) Voting will be one position at a time starting with the highest-ranking open position.
  - (i) Fellows will vote by secret ballot for each of the offices open.
  - (ii) No member shall have more than one vote.
- (e) The Nominations Committee will count the ballots. Each candidate for office will be entitled to have an observer present during the counting of the ballots.

**Section 8.03 *Installation Of The New Officers*** The new officers will be installed at the banquet held at the close of the Annual meeting.

**Article IX. Board Members Duties**

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

**Section 9.01 *President*** The President shall be responsible for the administration of the affairs of the Society.

- (a) The President shall have the authority to call regular and special meetings of the Society, and determine the location of such meetings.
- (b) The President shall work with the Secretary to have a written agenda sent to each Board of Directors at least thirty-days prior to the meeting.
- (c) The President shall have no vote on Board issues. The exception is in the event of a tie vote, when the President shall have the deciding vote.

**Idaho Society of Certified Public Managers  
Bylaws**

- (d) The President shall be an ex-officio member of all committees, except the Nominating Committee.
- (e) The President shall appoint members to committees as prescribed in these Bylaws, and appoint a parliamentarian (generally the Past President).
- (f) The President shall approve all disbursements from funds of the Society before the Treasurer makes such disbursements. The President shall be authorized to countersign checks.
- (g) The President shall serve as a communications liaison between the State Society and the American Academy of Certified Public Managers.
- (h) The President shall represent the Society at the annual AACPM Conference as a delegate. The President is entitled to payment by the Society for Conference travel expenses.
- (i) The President shall determine a recipient for the Annual President's Award for service to the Society. The Award will be presented at the annual society meeting near the end of the President's term.
- (j) The President shall keep the President - Elect informed on all Society activities.
- (k) Subject to the direction of the incoming President, the President shall be responsible for the completion of unfinished business through December 31 following their term of office, or one month following the installation of a new President.
- (l) The President shall deliver to the President - Elect, all files, papers and other property belonging to the Society immediately upon retiring from office.

**Section 9.02 *President-Elect*** The President-Elect shall assist the President and shall automatically succeed to the office of President in the following fiscal year.

- (a) The President-Elect shall perform the duties of the President in the President's absence or inability to serve.
- (b) The President-Elect shall succeed to the presidency and shall serve until the next regular election of officers, in the event the President cannot serve the full, appointed term,
- (c) The President-Elect shall serve as liaison to the Standing and Special committees; serve as ex-officio without vote on all committees; chair the Education Committee; and submit a quarterly report summarizing the activities of each committee to the Board of Directors.

**Section 9.03 *Secretary*** The Secretary shall be the custodian of the Bylaws and official files of the Society.

**Idaho Society of Certified Public Managers  
Bylaws**

- (a) The Secretary shall have Bylaws available for each regular meeting of the Society.
- (b) The Secretary shall notify each member of the time and place of each meeting, and record the official minutes of each meeting.
- (c) The Secretary shall furnish the Officers and the Board of Directors with copies of the minutes of all their meetings within thirty-days of the meeting.
- (d) The Secretary shall maintain appropriate files, records, and correspondence, and shall assure that permanent records of the organization are maintained.
- (e) The Secretary shall deliver to successor all files, papers and other property belonging to the Society immediately upon retiring from office.

**Section 9.04 *Treasurer*** The Treasurer shall be responsible for and account for all monies of the Society.

- (a) The Treasurer must be capable of being bonded. Any bonding fee shall be paid by the Society.
- (b) The Treasurer shall be authorized to countersign checks.
- (c) The Treasurer shall receive and deposit all funds belonging to the Society in depositories selected by the Officers with the agreement of the Board of Directors.
- (d) The Treasurer shall disburse funds necessary to conduct the business of the Society, only upon receipt of original bills and properly executed vouchers that have been approved by the President.
- (e) The Treasurer shall collect dues and keep a list of all members of the Society showing their names, current addresses, employing agency, date of receipt of certification or designation, and status of membership.
- (f) The Treasurer shall distribute written Treasurer's reports at all regular meetings of the Society and the Board of Directors, and at such other times as may be required by the Board of Directors.
- (g) The Treasurer shall make the books of the Society open to Society members at all times and for the annual audit, as directed by the President or the Board of Directors.
- (h) The Treasurer shall deliver to the successor all funds, securities and records of the Society immediately after the close of the fiscal year.

**Section 9.05 *Immediate Past President*** The Immediate Past President shall chair the Nominations Committee and perform other duties as directed by the President.

**Idaho Society of Certified Public Managers  
Bylaws**

**Section 9.06 *Members at Large*** Two Members at Large shall be elected, and shall provide advice on issues coming before the Board of Directors.

- (a) One Member at Large shall serve as Chair of the Membership Committee.
- (b) The other shall chair the Communications Committee and serve as the Editor of the Society newsletter.

**Article X. Committees**

The standing committees of the Idaho Society of Certified Public Managers shall be: Nominations, Membership, Education, Communications, Awards, and Audit.

**Section 10.01** The President with the agreement of the Board of Directors shall appoint all Committee Chairs and committee members.

- (a) All Committee appointments will be for a period of one (1) year.
- (b) Members may be reappointed.
- (c) No member shall serve more than two (2) consecutive terms as chair of the same committee.
- (d) Only members in good standing shall be eligible to serve on Standing or Special Committees.
- (e) Special Committees (Ad hoc Committees) may be appointed as deemed necessary.

**Section 10.02 *Nominations Committee***

- (a) The Nominations Committee shall be composed of four members of the Society and the Immediate Past President.
- (b) The Committee is responsible for the development and dissemination of Candidate Nomination Forms.
- (c) The Committee is also responsible for tallying the ballots sent to the Immediate Past President by the voting members of the Society or ballots cast at the annual meeting.

**Section 10.03 *Membership Committee***

- (a) The Membership Committee shall be composed of the Chair and at least three members.
- (b) The Membership Committee purpose is to promote, expand, stabilize, and orient the membership.

**Idaho Society of Certified Public Managers  
Bylaws**

- (c) The Membership Committee will work to identify potential members and to promote the formation of Regional Chapters, if deemed needed in outlying areas.

**Section 10.04 *Education Committee***

- (a) The Education Committee shall be composed of at least three members, in addition to the President – Elect, who is the chair.
- (b) The Education Committee will coordinate ongoing training and educational opportunities.

**Section 10.05 *Communications Committee***

- (a) The Communications Committee shall be composed of the Chair and at least two members.
- (b) The Communications Committee shall be responsible for disseminating all important news of the Society.
- (c) The Communications Committee shall publish a Society Newsletter two times per year.

**Section 10.06 *Awards Committee***

- (a) The Awards Committee shall be composed of the Chair and at least three members.
- (b) The Awards Committee is responsible for coordinating the Certified Public Manager of the Year Award, the Henning Award nomination to the American Academy of Certified Public managers, the development of a CPM Scholarship Award, and other awards and recognition as deemed necessary.

**Section 10.07 *Audit Committee***

- (a) The Audit Committee shall be composed of the Chair and at least two members.
- (b) The Audit Committee shall conduct a yearly audit of the records of the treasurer and make a report to the Board on the findings.

**Article XI. 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 Society, the Board of Directors, the Executive Committee and any Regional Chapters, subject to such special rules as have been or may be adopted.

**Idaho Society of Certified Public Managers  
Bylaws**

**Article XII. Amendments**

**Section 12.01** These bylaws may be amended, altered or repealed by a two-thirds vote of the members ballots received by mail or by two-thirds vote of members at an advertised statewide meeting.

**Section 12.02** All amendments to these bylaws shall be in compliance with the Bylaws for the American Academy of Certified Public managers. Any conflict shall be resolved in accordance with the American Academy policy and procedure.

**Article XIII. Regional Chapters**

Regional Chapters may be formed in outlying areas of the state. Chapter boundaries shall be set by action of the Board of Directors.

**Section 13.01 *Purpose of Regional Chapters***

- (a) The Regional Chapter shall promote the goals and objectives of the Society.
- (b) The Regional Chapter shall promote membership in the society.
- (c) The Regional Chapter shall provide leadership development training and networking opportunities for the members of the Regional Chapter.
- (d) The Regional Chapter shall provide personal and professional development opportunities for Regional Chapter members.

**Section 13.02 *Regional Chapter Eligibility*** A Regional Chapter is eligible for admission to the Society if it meets these guidelines.

- (a) The Regional Chapter has Provisional Officers.
- (b) The Regional Chapter submits regional Bylaws that are in compliance with the Bylaws of the Society and the Bylaws of the American Academy of Certified Public Managers.
- (c) The Regional Chapter submits a completed new Regional Chapter information packet to the Membership Committee.
- (d) The Regional Chapter is approved by majority vote of the Board of Directors.

**Section 13.03 *Regional Chapter Activities***

- (a) The Regional Chapter shall meet at least semi-annually, within the geographic area they represent.

**Idaho Society of Certified Public Managers  
Bylaws**

- (b) The Regional Chapter shall establish annual goals, objectives and action plans. A copy of this information shall be sent to the President of the Society for review by February 1st of each year.

**Section 13.04 *Chapters Officers*** The Regional Chapter shall have Officers elected from the membership of their region.

- (a) The Regional Chapter President and Vice President must be Certified Public Managers. Fellows or Associate members may fill other offices.
- (b) Fellows and Associate Members in good standing are eligible to vote.
- (c) Officers of the Regional Chapters shall be President, President – Elect, Secretary, Treasurer, and Immediate Past Chapter President.
- (d) Other officers may be elected as deemed necessary by the members of the Regional Chapter.
- (e) 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.
- (f) 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.
- (g) The duties of the officers shall be such as are implied by their respective titles and as specified in their Chapter bylaws.
- (h) The Regional Chapter president shall serve as a member of the Society Board of Directors. The Regional Chapter President may not concurrently hold office as an Officer of the Society.
- (i) The Regional Chapter President shall make Chapter reports at Board meetings.
- (j) The Chapter Officers shall conduct business in accord with ethical and legal standards. Actions must also comply with the Idaho society of Certified Public Managers Bylaws and the American Academy of Certified Public Managers Bylaws.
- (k) 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.

**Idaho Society of Certified Public Managers  
Bylaws**

**Appendix - Dues**

The annual dues for Fellow and Associate members for Society membership shall be \$35 per year. There are no dues for Honorary Members. The annual dues are to be distributed \$15.00 to the American Academy, and \$20 to the State Society.

Regional Chapter dues may also be collected, as set by the Regional Board and approved by the membership.

The Dues Appendix is not a formal part of the Bylaws and may be revised by the Board of Directors, after approval by the membership.