



# THE WISCONSIN SOCIETY OF CERTIFIED PUBLIC MANAGERS®

## CONSTITUTION AND BY-LAWS

CREATED - OCTOBER 1, 1993  
AMENDED – 11/13/97; 11/12/98; 11/9/99; 02/10/04; 10/05/04;  
12/06/05 (Format Only); 03/25/08

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### ARTICLE ONE NAME

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- 1.1 **NAME.** The name of this organization shall be the Wisconsin Society of Certified Public Managers®.
- 1.2 **ABBREVIATION.** The recognized abbreviation for the Society shall be WSCPM.

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### ARTICLE TWO PURPOSE AND OBJECTIVES

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- 2.1 **PURPOSE.** The purpose of the Society shall be to: improve the quality of managers in the public sector through the promotion of comprehensive training, professional growth, and high ethical standards of behavior; provide service consistent with efficient and effective management practices; and demonstrate vision and competence in professional management.
- 2.2 **OBJECTIVES.** The objectives of the Society shall be:
- (a) To promote quality, efficiency, effectiveness, and productivity in state county and local governments,

- (b) To promote the development of professionally trained public sector managers.
- (c) To provide opportunities for professional growth of society members through continuing education.
- (d) To promote a standard of behavior that demonstrates a high level of ethical responsibility in the performance of public duties.
- (e) To facilitate positive change which enhances public service.
- (f) To associate with professional public managers on both a local and national level.
- (g) To promote fellowship and cooperation in public service.
- (h) To provide expertise for conducting research and special problem investigations.
- (i) To support the Wisconsin Certified Public Managers<sup>®</sup> Program.

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## ARTICLE THREE MEMBERSHIP

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**3.1 CLASSIFICATION.** The membership of the society shall consist of Certified, Associate, Honorary and Charter members, and other classifications of membership as may be established by the Board of Directors.

- (a) Certified Member. Any person designated as a Certified Public Manager<sup>®</sup> by any program accredited by the National Certified Public Manager<sup>®</sup> Consortium may become a certified member with all the privileges of active membership. Membership application for the Society shall be offered to all Wisconsin Certified Public Manager<sup>®</sup> Program graduates.
- (b) Associate Member. Any person currently enrolled in the Wisconsin Certified Public Manager<sup>®</sup> program and who has completed 75 hours of the certification. An associate member is a nonvoting member in the Society.
- (c) Honorary Member. Any person nominated by a voting member and affirmed by a vote of two-thirds of the voting members present at any duly called meeting may become an honorary member of the Society.

An honorary member shall enjoy all the privileges of membership except holding office or voting. Honorary members do not pay Society dues.

- (d) Charter Member, Any person who was interested in the purpose, the objectives and the charter activities of the Society and who was eligible for Certified or Honorary membership, and joined the Society by October 1, 1993.

- 3.2 TERMINATION OF MEMBERSHIP.** Membership in the Society shall terminate upon failure to meet membership requirements. If a member is adjudged to have engaged in unethical conduct in public service, his or her membership is automatically terminated.

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## ARTICLE FOUR FINANCES

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- 4.1 FISCAL YEAR.** The fiscal year for the Society shall be the calendar year.
- 4.2 MEMBERSHIP DUES.** Annual membership dues shall be established by a majority vote of the membership at any duly noticed meeting. Payment of membership dues shall be made to the treasurer annually. Dues are payable upon initial membership and thereafter are set by the Board of Directors. The treasurer shall notify the secretary of each member whose dues have been delinquent for more than 30 days. The treasurer shall send a notice of delinquent dues to the member. The membership of any member whose due become more than 60 days delinquent shall be terminated until reinstated by payment of dues.
- 4.3 BUDGET.** The Board shall recommend the budget to the membership for approval at an annual meeting. Officers of the Society shall not be authorized to obligate the Society for any expenditure that is not fully funded.
- 4.4 FINANCIAL REVIEWS.** The Board of Directors shall review the financial condition of the Society and report to the membership at the fall annual meeting.
- 4.5 COMPENSATION.** The Society shall not be operated for pecuniary gain or profit. Except as provided in Article 12.2 and as compensation for official Society expenses, no part of the income of the Society shall be used to compensate its officers or members.
- 4.6 DISBURSEMENTS.** The Board shall approve all expenditures. All disbursements shall be signed by the treasurer.

- 4.7 PROHIBITIONS.** Officers, Board of Directors or members will not be authorized to create any financial liability or obligation for the Society other than those duly approved in accordance with the Constitution and By-laws and authorized through official meeting of the Board of Directors and the membership of the Society.
- 4.8 AUTHORIZATION TO SIGN CONTRACTS.** The Society President or other person(s) expressly designated by the Society President is authorized to sign business related contracts on behalf of the Society.

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## **ARTICLE FIVE RIGHTS AND RESPONSIBILITIES**

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- 5.1 RIGHTS OF MEMBERS.** Members of the Society shall be entitled to attend and participate in all activities of the Society. Only voting members shall be eligible to hold elective office and vote on matters before the Society. Voting members may enact resolutions and operating procedures consistent with the Constitution and By-laws, which shall become binding upon the membership, the Board of Directors and the officers of the Society. A majority of the voting membership present at a duly noticed meeting must approve the resolutions and operating procedures before they become binding.
- 5.2 RESPONSIBILITIES OF MEMBERS.** 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 actively support the Society by attending meetings, voicing opinions and promptly paying dues and assessments.
- 5.3 CERTIFICATES AND MEMBER PINS.** Upon admission to the Society, members shall be provided a certificate and membership pin recognizing their membership in the Society.

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## **ARTICLE SIX OFFICERS**

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- 6.1 OFFICERS.** The officers of the Society shall be president, president-elect, secretary and treasurer. Other officers may be authorized by a vote of the membership of the Society. All officers of the Society shall be elected by a vote of the membership and must be members of the Society in good standing.

**6.2 TERM OF OFFICE.** The officers of the Society shall hold office for the two (2) calendar year period for which they are elected. New or returning officers shall take office on January 1st of the even numbered years. All Society officers take office on the first day of the calendar year following their election.

**6.3 VACANCIES.** If any office becomes vacant during the term of office for any reason, the office shall be filled by a majority vote of the Board of Directors. The appointed officer shall serve the remaining term of that office until the next regularly scheduled election for that office.

**6.4 PRESIDENT.** The president shall:

- (a) Be the chief executive officer of the Society.
- (b) Be responsible for the administration of all the affairs of the Society.
- (e) Be chairperson of the Board of Directors.
- (d) Have the authority to call regular and special meetings of the Society.
- (e) Preside over all meetings of the Society.
- (f) Preserve order and enforce the Constitution and By-laws.
- (g) Appoint committee chairs for all committees as prescribed by the Constitution and By-laws.
- (h) Perform such other duties as customarily pertain to the office of president.

**6.5 PRESIDENT-ELECT.** The president-elect shall:

- (a) Perform such duties as the president may delegate or the Society may prescribe.
- (b) Perform the duties of the president in the absence of the president.
- (c) Assume the office of president, with all its privileges and responsibilities, until the office is otherwise filled should the president vacate that office for any reason.
- (d) Be the Society parliamentarian.

**6.6 Secretary.** The secretary of the Society shall:

- (a) Keep and distribute the minutes of all meetings of the Society.

- (b) Be the custodian of records (hard copy and electronic copy) of the Society.
- (c) Deliver all records to his or her successor promptly upon completion of a term of office, or upon removal from office.
- (d) Maintain accurate and timely rosters of the members of the Society in hard copy and electronic copy format and of any standing or appointed committees.
- (e) Provide timely notification to each applicant of his or her membership status.
- (f) File all correspondence received and forward copies to the President.
- (g) Update mailing list in hard copy and electronic copy format to keep it accurate and current.
- (h) Write and send notes of thanks to seminar presenters , etc.
- (i) Send bills to the Treasurer for expenses of photocopies, postage, envelopes, stationary, and other supplies necessary for the Secretary to conduct his/her duties.
- (j) Maintain and update the Bylaws of the Society.
- (k) Serve as the Society's designated contact person with the AACPM Treasurer with regard to Society Membership issues.
- (l) Perform other duties as prescribed by the president of the Society or the Board of Directors.

**6.7 TREASURER.** The Treasurer of the Society shall:

- (a) Collect, receive and have custody of all funds received by the Society.
- (b) Place these funds in a financial institution as directed by the Board of Directors.
- (c) Create and maintain an operating account of membership funds for the Society, including receipt and prompt processing of all applications for Society membership. Send out invoices for dues no later than December 1<sup>st</sup> of each calendar.
- (d) Prepare and present to the Board of Directors a draft budget for the upcoming calendar year prior to the annual meeting.

- (e) Make the financial records available for review upon direction of the president or the Board of Directors.
- (f) Deliver an annual financial statement to the President and Board of Directors at the fall annual meeting.
- (g) Deliver the records and remaining funds to the next successor promptly upon completion of the term of office or upon removal from office.
- (h) Supervise the ordering and preparation of the President's Plaque, which is presented to the outgoing President at the annual fall meeting.
- (i) Dispense voucher forms to the membership of the organization as needed.
- (j) Receive signed vouchers from the President, prepare check(s) and distribute money to members of the Society to reimburse their expenses. (Monies may not be released until approved by the President or the Board of Directors.)
- (k) Prepare financial reports upon request of the Board of Directors.
- (l) Perform other duties as prescribed by the President of the Society or the Board of Directors.

**6.8 HISTORIAN.** The Historian of the Society shall:

- (a) Be appointed by the Society President.
- (b) Assemble and retain documents, photographs, brochures and other items of historical significance to the Society.
- (c) Be the custodian of historical archives of the Society.
- (d) Deliver all historical archives of the Society to his or her successor promptly upon completion of a term of office, or upon removal from office.

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## **ARTICLE SEVEN BOARD OF DIRECTORS**

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**7.1 AUTHORITY AND RESPONSIBILITIES.** The Board of Directors shall:

- (a) Be the governing body of the Society.

- (b) Exercise powers vested by the membership to manage the property, affairs and activities of the Society.
- (c) Be responsible for reviewing and approving plans of action for the Society, both short and long term.
- (d) Ensure all activities of the Society are in accordance with the Constitution and By-laws, applicable legal codes and intended direction of the membership.
- (e) Adopt policies, rules and regulations to assure efficient and economical operation of the Society.

**7.2 COMPOSITION.** The Board of Directors shall consist of seven (7) members, including the President, President-elect, Secretary, Treasurer, Immediate Past President, and two At-Large Board Members. In addition, the Historian and the CPM Program Director are ex-officio, non-voting Board Members. The President and President-elect of the Society shall serve as Chair and Vice-Chair of the Board of Directors, respectively. The At-Large members will be elected by a majority of the voting membership of the Society present at the election meeting. Only voting members of the Society are eligible to be elected to the Board.

7.2.1 One person may serve concurrently as the Secretary and Treasurer of the Society.

7.2.2 One At-Large Board Member chairs the Society's Financial Committee and is responsible to work with the Society Treasurer of budget and finance related issues. The Finance At-Large Board Member is responsible to have a financial review of the Society's financial records on a regular basis.

7.2.3 The second At-Large Board Member chairs the Society's Communication Committee and is responsible for the Society's communication related efforts, including the production and distribution of the Society's official publications, including the Newsletter and Society Brochure, and coordinating and meeting the printing needs of the Society.

**7.3 TERM OF OFFICE.** Each member of the Board of Directors, except the Historian and the CPM Program Director, shall be elected for a two-year term. The Historian position is filled by appointment by the Society President. New and returning officers shall take office on January 1st following the fall annual meeting when the election was held.

**7.4 VACANCIES.** If any office becomes vacant during the term of office for any reason, the office may be filled by a majority vote of the Board of Directors. The appointed office shall serve the remaining term of that office until the next regularly scheduled election for that office.

**7.5 VOTING AND QUORUM.** Each Director, except the ex-officio Members, shall have one vote, A quorum shall consist of four (4) Directors of the Board, one of whom must be the President or President-elect. When a quorum is present, a majority of the Board at the meeting shall prevail on all issues.

7.5.1 In the situation where one person is concurrently serving as the Secretary and Treasurer of the Board, that person would have only one vote on items of consideration before the Board.

**7.6 MEETINGS.** The Board shall have regular meetings. Special meetings may be held upon the request of the chairperson or upon written request of three members of the Board, or a vote of the membership.

**7.7 REMOVAL.** If a Board member is adjudged to have engaged in unethical or illegal conduct in public service, his or her membership is automatically terminated. A Board member may be removed from office by a majority vote of the Board or the Society membership. Absence from three consecutive duly called meetings of the Board shall constitute forfeiture of office.

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## ARTICLE EIGHT COMMITTEES

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**8.1 COMMITTEES.** The Society shall have special and standing committees as provided by the constitution and by-laws. The president shall appoint such committee chairs as necessary to advance the purposes of the Society unless the chair position is stipulated by the Constitution and By-laws.

**8.2 STANDING COMMITTEES,** The standing committees of the Society shall be: Election, Membership, Program and Finance.

(a) *Election Committee.* The President is the Chairperson of the Committee. The committee shall:

- (1) Accept nominations from any voting member for elective offices.
- (2) Be responsible for conducting elections, including preparation and distribution of ballots.

- (3) Provide professional profiles of all nominees to be shown on the ballot.
  - (4) Be responsible for conducting other voting in person or by mail.
- (b) Membership Committee. The Secretary is the Chairperson of the Committee. The committee shall:
- (1) Actively solicit prospective members.
  - (2) Review membership applications and recommend action on each application to the Board of Directors.
  - (3) Be responsive for monitoring the qualifications of members to maintain active status.
  - (4) Develop and maintain orientation and promotional materials for new and prospective members.
  - (5) Develop a membership directory.
- (c) Program Committee. The President-elect is the Chairperson of the Committee. The committee shall:
- (1) Develop programs for general membership meetings and recommend them to the Board of Directors.
  - (2) Coordinate material and logistical support for meeting sites.
  - (3) Arrange for appropriate speakers.
  - (4) Provide audio/visual aids for general meetings.
- (d) Finance Committee. The first At-large Board Member is the Chairperson of the Committee. The committee shall:
- (1) Aid and assist the treasurer in collecting membership fees and in raising funds for special Society programs and events.
  - (2) Prepare information to justify the expenditure of Society funds.
  - (3) Prepare an annual report of the Society's financial standing for review by the Board of Directors at the annual fall meeting.
  - (4) Conduct any special reviews as directed by the Board.

- (5) Establish the process for fiscal operations for Board approval.
- (e) Communication Committee. The second At-large Board Member is the Chairperson of the Committee. The committee shall:
- (1) Oversee and coordinate the Society's communication activities.
  - (2) Prepare, edit and distribute the Society's Newsletter
  - (3) Prepare, edit and distribute the Society's Brochure.
  - (4) Coordinate and meet the printing needs of the Society.
  - (5) Serve as the Society's liaison and contact person with the AACPM At-Large Board Member for Conferences and Communication.

**8.3 SPECIAL COMMITTEES.** Special committees shall be established as required to meet the needs of the Society.

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## ARTICLE NINE MEETINGS

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**9.1 PURPOSE.** Meetings shall be held for the purpose of receiving committee reports and transacting other business as may properly come before such meetings. Special meetings may be called at the discretion of the president. The president shall preside over these meetings.

**9.2 NUMBER.** An annual meeting shall be held in the fall of each year at a time and place to be designated by the Board of Directors of the Society.

**9.3 NOTICE.** All members shall be notified of the date and location of each meeting at least ten days prior to meetings other than the annual meeting. Notification of the annual meeting shall be at least six weeks prior to the meeting.

**9.4 VOTING.** Each voting member shall have one vote to cast for each office of the Society. Each voting member shall have one vote on matters brought before the membership. "Majority" shall mean simple majority in voting actions unless the Constitution and By-laws of the Society specify otherwise.

- 9.5 **QUORUM.** The members present at a duly noticed meeting shall constitute a quorum.
- 9.6 **RULES.** Meetings shall be conducted under the rules contained in Roberts Rules of Order, Newly Revised, except where the rules are in conflict with the Constitution and By-laws, the Constitution and By-laws shall govern.

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## ARTICLE TEN ELECTION

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- 10.1 **ANNUAL ELECTIONS.** The Society shall conduct annual elections for officers or board members as prescribed by the Constitution and By-laws. The election shall be at the fall annual meeting in the odd numbered years so that the results of the election can be finalized and announced at that time. The president of the Society will issue official notice that annual elections will take place.
- 10.2 **FILING.** Any voting member may file for an office. All candidates filing for office shall be certified by the Election Committee for placement on the ballot.
- (a) Notice of intent to file for office must be filed with the Election Committee chairperson.
  - (b) Offices not receiving a candidate shall be filled by vote of the membership at the annual meeting with nominations from the floor.
- 10.3 **ELECTION PROCEDURES.** The Election Committee shall establish election procedures at the fall annual meeting held during the even numbered years for the upcoming election.

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## ARTICLE ELEVEN AMENDMENTS

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- 11.1 **AMENDMENTS.** Any voting member may propose amendments to the Constitution and By-laws. All proposed amendments will be submitted to the Board of Directors for study and recommendation. The Constitution and By-laws may be amended by a two-thirds majority vote of the membership present

at a duly noticed meeting. All proposed amendments must be presented in writing to those voting prior to the time of the meeting.

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## **ARTICLE TWELVE OPERATING PROCEDURES**

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**12.1 OPERATING PROCEDURES.** Operating procedures for Society activities may be adopted or amended by a majority of the Board or the membership in a duly called meeting in accordance with the provisions of the Constitution and By-laws.

**12.2 GENERAL REIMBURSEMENT.** Officers of the Society and members of the Society Board of Directors may be reimbursed for actual and reasonable Society-related business expenses incurred as part of their normal and customary duties. Copies of receipts shall be attached to all reimbursement requests for such business-related expenses. Requests for reimbursements should be forwarded for approval to the Society President and then to the Society Treasurer for payment.

12.2.1 In the case where one person is concurrently serving as the Secretary and Treasurer, that person may be reimbursed up to a maximum amount of \$500.00 per calendar year to compensate them for their time and activities while concurrently serving as Secretary and Treasurer.

**12.3 TRAVEL RELATED REIMBURSEMENT.** These guidelines apply to all Board Members and any other person traveling on official Society business. In all cases, the traveler is responsible for obtaining an economical and efficient means of travel.

### 12.3.1 PROCEDURES

- (a) All persons are to first seek travel assistance from their respective employers.
- (b) For all Society-sponsored travel, a written request should be submitted to the Society President for authorization to incur travel expenses.
- (c) The traveler is responsible for all travel arrangements. It is preferred that they make the initial ticket purchases from personal resources. Requests for Society payment for travel shall be submitted to the Society President.
- (d) The Society Board reserves the right to approve other travel related

expenses that are in the best interest of the Society.

#### 12.3.2 TRANSPORTATION.

- (a) In determining the most efficient and economical means of travel, time and transportation costs should be considered. Generally, the following modes of transportation are considered the most cost-efficient.
- (b) Commercial air transportation at coach, business, super saver rates. Travelers electing to fly first class will only be reimbursed for coach or super saver rates, unless otherwise agreed to by the Society President.
- (c) Taxi or airport limousine service to/from hotel and other minimal vicinity travel.
- (d) Rental cars for extensive vicinity travel or when limousine or taxi service is not practical.
- (e) Private automobiles when both efficient and cost effective. The traveler will be reimbursed for approved mileage at a rate using the current General Services Administration (GSA) guidelines. The GSA Guidelines can be found at the following Web Site:

[www.policyworks.gov/org/main/mt/homepage/mtt/perdiem/travel.shtml](http://www.policyworks.gov/org/main/mt/homepage/mtt/perdiem/travel.shtml).

#### 12.3.3 MEALS.

- (a) The maximum meal allowance available to the traveler is reimbursed as specified in the current GSA Guidelines for the specific location. (See Web Site listed under Section 12.3.3.4.)

#### 12.3.4 LODGING.

- (a) Actual expenses for lodging are generally handled on a reimbursement basis; however, when deemed in the best interest of the traveler, the Society may pay for lodging directly. Amount paid per night shall not exceed the conference rate or the standard rate for a single room. Actual expenses for lodging shall be substantiated by paid receipts.

#### 12.3.5 INCIDENTAL TRAVEL EXPENSES.

- (a) Incidental expenses for the purpose of conducting official Society Business while in travel status will be reimbursed when supported by paid receipts. The Society President will first approve expenses claimed without receipt.

#### 12.3.6 CONFERENCE OR CONVENTION REGISTRATION FEES.

- (a) Any person eligible for payment of conference or convention expenses shall have prior approval of the Society Board. When financially feasible, it is the policy of the Society to send its officers or other authorized person(s) to those conferences that are of educational benefit and consistent with the Society's statement of purpose or which related directly to Society duties and responsibilities. Original paid receipts should be forwarded to the Society President for approval for payment.

#### 12.3.7 OTHER REIMBURSABLE EXPENSES.

- (a) Reimbursement of expenses, such as postage, printing, copying, supplies, etc. requires justification of the expense and prior approval from the Society President or Treasurer.

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## **ARTICLE -THIRTEEN DISCLAIMER OF ENDORSEMENTS**

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- 13.1 DISCLAIMER OF ENDORSEMENTS.** No individual members representing the Society shall have the authority to endorse or recommend any product or service in the name of the association.

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## **ARTICLE FOURTEEN DISCLAIMER OF DISCRIMINATION**

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- 14.1 DISCLAIMER OF DISCRIMINATION.** Membership in the society is provided without discrimination because of race, color, religion, sex, national origin, ancestry, marital status, age, physical handicap, sexual orientation, or membership in the military.

File Ref: WSCPM By Laws 120605.doc