

**MISSISSIPPI SOCIETY
OF
CERTIFIED PUBLIC MANAGERS, INC.**

CONSTITUTION AND BYLAWS

ARTICLE ONE

NAME

The name of this organization shall be "Mississippi Society of Certified Public Managers, Inc." It shall be a body incorporated under the laws of the State of Mississippi, and hereinafter referred to as the Society or MSCPM. The registered office of the Society shall be Post Office Box 3366, Jackson, Mississippi 39207-3366, or at such other places that the membership may establish.

ARTICLE TWO

PHILOSOPHY, PURPOSE, AND OBJECTIVES

2.1 Philosophy: The society believes that the managers in the public sector have a responsibility to uphold the public trust; to provide service consistent with efficient and effective management practices to exercise enlightened leadership demonstrating vision and competence in professional management; and to pursue continuing education opportunities.

2.2 Purpose: The Society exists to promote membership and cooperation in public service, 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 service.

2.3 Objectives: The objectives of the Society shall be:

1. 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 which responsibility shall be set forth in the Society Canons of Professional Responsibility.
2. To promote efficiency and productivity in state government and lead by example and innovation.
3. To improve communication, cooperation, and coordination among state agencies.

4. To pioneer professional works and facilitate positive changes which enhance the delivery of public services.
5. To promote the development of professionally trained managers as a resource for state government,
6. To provide opportunities for professional growth of Society members through continuing education.
7. To promote development and improvement of the Certified Public Manager Program of Mississippi.

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.

The Society shall not become affiliated in any way with any labor organization. The Society shall be nonpartisan and shall not endorse candidates for public office.

ARTICLE THREE

MEMBERSHIP

3.1 Classification: The membership of the Society shall consist of Active Members, Associate Members, Retired Members and other classes of membership as may be established by the membership or the Board of Directors.

3.1.1. Active Members: Any person having a valid certification as a Certified Public Manager (CPM) or Certificate in Supervisory Management (CSM) issued by any program accredited by the National Certified Public Manager Consortium shall be eligible for Active Membership in the Society. Membership application for the Society shall be presented to all Mississippi program graduates. The Board of Directors shall establish standards for continuing membership as an Active Member.

3.1.2. Associate Members: Any person who is interested or enrolled in the Certified Public Manager Program is eligible for membership as an Associate Member. An Associate member is a voting member but cannot hold office in the Society.

3.1.3. Retired Members: Any person retired from state government interested in the purpose and objectives of the Society as stated in the Constitution and Bylaws may become a retired member. A retired member is a nonvoting member and cannot hold office in the Society. Retired members pay reduced Society dues.

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 Board of Directors for reasons of unethical or illegal conduct.

3.3 Membership Year: The membership year for the Society shall be the calendar year.

ARTICLE FOUR FINANCES

4.1 Dues: Society dues as recommended by the Board of Directors shall be approved by a majority vote of the membership. Dues shall be payable on November 1 for the upcoming membership year. A member shall be considered delinquent if dues are not paid by December 1, and will be notified of the delinquency. If dues are not paid by January 1, the member will be considered inactive, and his or her name shall be dropped from the active mailing list. Active member status can be reinstated upon payment of dues anytime during the membership year. Dues are payable on the date of a new member's admission to the Society, but shall not be pro-rated based on when they are paid. Dues are \$35 for Active and Associate Members and \$15 for Retired Members.

4.2 Budget: The President-Elect shall present a prepared budget for the upcoming year for discussion and approval by the last meeting of the Board of Directors before the end of the current year. Officers of the Society shall not be authorized to obligate the Society for any expenditure that is not fully funded.

4.3 Fiscal Year: The fiscal year for the Society shall be the calendar year.

4.4 Financial Reviews: It shall be the responsibility of the Board of Directors to review the financial condition of the Society and implement necessary changes and modifications consistent with the provisions of this Constitution and Bylaws. The Board of Directors shall also be responsible for securing an annual audit to be conducted by an audit committee selected by a vote of the Board. 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. The President may modify the budget by approval of the Board of Directors.

4.5 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 its officers except for reimbursement of expenses for Society business.

ARTICLE FIVE

RIGHTS AND RESPONSIBILITIES

5.1 Rights of Members: All Members of the Society shall be entitled to attend and participate in all activities of the Society. However, only Active Members shall be eligible to hold elective office, and only Active and Associate Members shall be able to vote on matters before the Society. All members may serve on committees but only Active members may chair Committees. Voting may be done in person or by mail ballot.

5.2 Resolutions and Operating Procedures: Active/Associate Members may enact resolutions and operating procedures, consistent with the Constitution and Bylaws, which shall be binding upon the membership and Board of Directors of the Society. A majority of the membership or the Board of Directors shall approve the operating procedures before they become binding. A majority of the membership shall approve resolutions.

5.3 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 honor committees and perform other duties as charged by the Board of Directors or membership of the Society. Members shall actively support the Society by attending meetings, voicing opinions, voting, and promptly paying dues and assessments.

ARTICLE SIX

BOARD OF DIRECTORS

6.1 Board Members: The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, and three Members at Large (Membership, Training, and Marketing/Publications). Other officers may be authorized by a vote of the membership of the society. All members of the Board of Directors shall be Active Members and elected by a vote of the membership. The President-Elect, Secretary, and Treasurer shall be CPMs. The three Members at Large shall be CPMs or CSMs.

6.2 Term: The Board of Directors shall hold office for two year terms until their respective successors have been selected and installed in office. The President-Elect will be on the ballot every year. The Secretary, Member at Large Membership, and Member at Large Marketing/Publications will be on the ballot to serve starting in the even numbered years. The Treasurer and Member at Large Training will be on the ballot to serve starting in the odd numbered years. Any Board member, who ceases, for whatever cause, to be a Society Member, also ceases to be a member of the Board. The President and the President-Elect may not serve consecutive terms in the same office.

6.3 Removal: Any Board member shall be removed for valid and just cause by a majority of votes cast by the membership. Absence from three consecutive duly called meetings of the Board shall constitute forfeiture of office.

6.4 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. (See 6.6 for vacancy of Presidency.)

6.5 President: The President shall be responsible for the administration of the affairs of the Society. The President shall preside at all 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 be an ex-officio member of all committees except the Nominating Committee. 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 members to committees as prescribed in this Constitution and Bylaws.

6.6 President-Elect: The President-Elect shall assist the President, shall preside in the absence of the President, and shall automatically succeed to the office of President in the following fiscal year, in the event the President cannot serve the full, appointed term, the President-Elect shall succeed to the presidency and shall serve until the next regular election of officers. The President-Elect shall chair the Program Committee.

6.7 Secretary: The Secretary shall receive and care for all documents belonging to the Society, notify each member of the time and place of each meeting, record the minutes of each meeting, be custodian of these Bylaws and have them available for each regular meeting of the Society, maintain appropriate files, records, and correspondence, and assure that permanent records of the organization are maintained. 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.

6.8 Treasurer: The Treasurer shall receive and account for all funds belonging to the Society, collect dues and dispense any monies necessary to conduct the business of the Society, provide an annual financial statement to the Board and the membership, 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. The books of the Society shall be open at all times. The Treasurer shall make the books for audit as directed by the President or the Board of Directors.

6.9 Members at Large: Three Members at Large shall be elected, and shall provide advice on issues coming before the Board of Directors. One Member at Large shall serve as Chair of the Membership Committee, one shall chair the Publications committee as editor of the Society newsletter and chair the Marketing Committee, and the other shall assist the President-Elect with the Society's educational conferences as Co-Chair of the Program Committee.

6.10 Immediate Past President: The Immediate Past President shall chair the Nominations Committee and perform other duties as directed by the president.

6.11 Bonding & Auditing: Any requirement of bonding and auditing of officers shall be determined by the Board of Directors.

6.12 Authority and Responsibilities: The 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 President shall call meetings of the Board as necessary to conduct the business of the society. 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.

6.13 Voting and Quorum: Each director shall have one vote. 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. 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.

6.14 Meetings: 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. The Board shall have at least one meeting each quarter. Special meetings may be held upon the request of the President or on the written request of three members of the Board, or a majority vote of the membership.

6.15 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 hours' notice, provided personal contact is made with all Board members to the extent practical.

6.16 Ex-Officio Member(s): The Mississippi CPM Program Director shall be invited to serve as an ex-officio member of the Board of Directors. The CPM Program Director shall provide any pertinent information concerning the CPM Program to the Board. Only Ex-Officio members who are also Active or Associate members of the society may vote.

ARTICLE SEVEN

GENERAL PROVISIONS

7.1 Liability and Indemnification: There shall be no liability on the part of any member of the Society 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.

7.2 Parliamentary Procedure: The rules contained in Robert's Rules of Order, Revised shall govern all meetings of the membership, the Board, committee meetings, and any other official meetings of the Society.

7.3 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 board or the membership. The Society shall devote itself to the support of 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.

7.4 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 not be construed to be personal notice, but such notice may be given by either personal notice or by telephone, telefax, telegraph, cable-gram, 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.

7.5 Dissolution: In the event of dissolution, all residual assets of the Society shall be distributed to similar organizations as directed by the Board or the membership,

ARTICLE EIGHT

MEETINGS

8.1 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. The Board of Directors shall be governed by instructions given at these meetings,

8.2 Notices: Members shall be given 30 days advance written notice of the annual meeting.

8.3 Voting: Each Active and Associate Member shall have one vote on matters brought before the membership. Only Active and Associate Members may vote. 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.

8.4 Ballot: The President shall determine the method of voting.

8.5 Quorum: The members present at an authorized meeting shall constitute a quorum.

ARTICLE NINE

COMMITTEES

9.1 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.

9.2 Permanent Committees: The permanent committees of the Society shall be: Nominations and Elections, Membership, Program, Finance, Publications and marketing. Except as otherwise noted, the terms for committee members shall be for a year to run concurrently with the term of the Board of Directors. Committee members may be appointed to serve more than one term.

9.2.1 Nominations and Elections Committee: The Nominating Committee shall be chaired by the Immediate Past President. The remainder of the committee will consist of two Society members selected by the Board of Directors to serve a two year term. Members of the Board of Directors shall not be eligible for committee membership. The Committee shall nominate persons for each of the elective offices of the Society which includes President-Elect, Secretary, Treasurer, and three members at large or other elective officers as may be established. This committee shall be responsible for conducting 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 members shall be provided the privilege of casting secret ballots. No member of this committee shall seek elective office during his/her term on the committee.

9.2.2 Membership Committee: This committee shall consist of the Member at Large elected to serve as Chair, and at least three members appointed by the President. This committee shall assure that appropriate candidates for membership are invited to join the Society. It shall be the responsibility of this committee to develop a membership application/brochure. This committee shall be responsible for monitoring the qualifications of members to maintain active status and for recertifying the qualifications of members. This committee is also

responsible for promoting a code of professional ethics for members and making proposed changes to the code of professional ethics.

9.2.3 Program Committee: This Committee shall consist of at least three members. The Chair of the Program Committee shall be the President-Elect of the Society who shall appoint members of the Committee. The Member at Large for Training shall Co-Chair the committee. The Committee shall schedule speakers and plan programs for the annual meeting and any other meetings and seminars sponsored by the Society. Programs for the Society shall be consistent with the society's goals and objectives.

9.2.4 Finance Committee: This committee shall consist of at least two members appointed by the Board of Directors. It is the duty of the Finance Committee to aid and assist the Society Treasurer in collection of membership fees, raising funds for special Society programs and events, preparing information to justify the expenditure of Society funds and preparation of information and records to present the annual financial statement to the Board of Directors of the Society at annual meetings, and facilitate any audit of the Society financial standing as directed by the President and the Board of Directors.

9.2.5 Publications Committee: This committee shall consist of at least four members. The Chair of the Publications Committee shall be the Member at Large elected to serve as Editor of the Society newsletter. Other committee members shall be appointed by the President. It is the duty of the Publications Committee to publish a quarterly newsletter for the membership which shall promote Society sponsored events, encourage the recognition of public management, improve communication, and advance the goals and objectives of the Society. This committee shall develop and maintain the Society web page, and work closely with other committees to ensure the coordination of publication. The Board of Directors shall approve all publications.

9.2.6 Marketing Committee: This committee shall consist of the Member At Large elected to serve as Chair, and at least four members appointed by that Chair. The committee shall coordinate community public relations; work with other committees to promote Society membership and Society-sponsored events, and select and market Society merchandise.

9.3 Special Committees: Special committees shall be established as required to meet the needs of the Society. Any Board Member may request that the Board establish special committees for specific purposes and for limited periods of time. The President shall appoint the Chair of special committees, and the chair shall appoint members.

ARTICLE TEN

ELECTIONS

10.1 Annual Election: The Society shall conduct an annual election for all officers prescribed as by this Constitution and Bylaws.

10.2 Nominations: Email nomination form to all Active/Associate members 60 days prior to election. Nomination forms shall be returned 45 days prior to election. Check nomination forms for correctness. One nominee per office is acceptable. Any MSCPM member can nominate an Active Member in good standing. The nominee must sign the form indicating commitment to the responsibility and obligations of that office.

10.3 Ballots: Ballots shall be prepared and distributed by mail to all Active/Associate 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 shall be accepted. Each ballot should contain the official Society seal to prevent duplication and aid in certifying ballots. The official ballot, the biographical information on each candidate, a return envelope, and duties of each office shall be mailed to all Active/Associate Members at least thirty days prior to the election.

10.4 Counting of Votes: The ballots shall be unsealed, certified, and counted by the Nominations and Elections Committee. The candidate with the highest number of votes shall be declared elected. It shall 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 of Directors shall determine which candidate shall be declared elected. Election results shall be certified by the president of the Board.

ARTICLE ELEVEN

AMENDMENTS

11.1 Proposals: Any Active/Associate Member may propose amendments to the Constitution and Bylaws. All proposed amendments shall be submitted to the Board of Directors for study and recommendation.

11.2 Notification: All proposed amendments shall be presented in writing to the Active/Associate Members prior to the time of the meeting, at which it will be voted on.

11.3 Voting: The Constitution and Bylaws may be amended by a two-thirds majority vote of the Active and Associate members present at a duly called meeting or by a two-thirds majority vote of the members responding via online voting.

ARTICLE TWELVE
OPERATING PROCEDURES

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

ARTICLE THIRTEEN
CANONS OF PROFESSIONAL RESPONSIBILITY FOR MEMBERS
IN PUBLIC SERVICE

13.1 The Canons of Professional Responsibility: The Canons of Professional Responsibility represent standards of conduct appropriate to persons employed in public service, particularly to Public Managers. Each Canon addresses an area of concern dealing either with the responsibility to refrain from actions not deemed to be ethical or the positive responsibility to undertake actions deemed to be beneficial to public servants, to the employing agency, or to the people of Mississippi. Each Canon may be expanded to designate specific prohibited activities or to advise the membership of activities beneficial to the organization, the employing agency, or the people for whom public service is performed.

13.2 Changes: The Canons may be adopted or changed in the manner provided for the amendment of the Bylaws of the Society.

CANONS OF PROFESSIONAL RESPONSIBILITY FOR MEMBERS
IN PUBLIC SERVICE

I am a Public Servant employed by the people of Mississippi; to that employer I owe my primary professional responsibility.

I will not use my position for personal gain nor for my private interest.

I will conduct myself in the performance of my official duties, in such manner as to bring respect to Public Servants and credit to the Mississippi Society of Certified Public Managers.

I will perform the duties which I am charged to perform to the best of my ability and in the most effective, efficient, and expeditious manner possible.

I acknowledge responsibility to the people under my supervision. I will assure, so far as I am able to do so, that they are treated with respect, that their work is made rewarding,

and that personnel actions which I take or which I recommend will be based solely upon objective appraisal of relevant, work-related criteria and relative merit.

I occupy a position of public trust; to remain worthy of that trust, I will continue to study principles of public management and to improve my skills for the benefit of both the people that I supervise and the people of the state who are my employers.