

**THE CERTIFIED PUBLIC MANAGERS SOCIETY OF NEW JERSEY, INC.
BY-LAWS**

ARTICLE I: MEMBERSHIP

1.1 Any individual holding a valid, not revoked, Certified Public Managers certificate from any State or Certified Supervisory Manager or equivalent certification from any State shall be eligible for membership in the appropriate class of the Society upon payment of dues as set forth in Article VII of these by-laws and submission of a completed application on the prescribed form to the Chairman of the Membership Committee.

1.2 All members of the Society shall be entitled to attend all meetings of the Society. Members not including Honorary Fellows shall be entitled to vote by mail ballots for the election of the Board of Trustees in accordance with Article III of these by-laws.

1.3 All Fellows of the Society not including Honorary Fellows shall be entitled to vote in person upon all questions brought before duly called meetings of the Society. The Fellowship shall be entitled to enact resolutions consistent with the Constitution of the Society and these by-laws, which shall be binding upon the Society, its membership, and its Board of Trustees.

1.4 Upon admission to the Society, each member shall be entitled to receive a certificate reflecting the status of the member as a Fellow or Associate of the Society; however, no certificate shall be issued prior to the receipt of dues from the member for the current year.

1.5 All Fellows and Honorary Fellows of the Society shall be entitled to use the designation "Fellow of the Certified Public Managers Society of New Jersey, Inc." All Associates shall be entitled to use the designation "Associate of the Certified Public Managers Society of New Jersey, Inc."

1.6 The Fellowship shall have the power to expel from the Society any member whose conduct has been injurious to the purposes, interests or welfare of the Society, and upon such expulsion, such member shall forfeit all membership and rights. Expulsion shall require a two-thirds majority vote by written ballot of Fellows present at any duly called meeting.

1.7 Any member of the Society may resign membership by submitting written notification to the Secretary.

ARTICLE II: OFFICERS

2.1 The officers of the Society shall be President, President-Elect, First Vice-President, Second Vice-President, Secretary and Treasurer, each of whom shall be a Fellow of the Society.

~~2.2 With the exception of the President, the officers of the Society shall be elected by mail ballot issued by the Secretary at least thirty (30) calendar days prior to the annual meeting and counted at the opening session of the annual meeting of the Society. The terms of all officers shall be two years beginning on January 1 following their election. They shall hold office until their successors shall have been elected and qualified.~~

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---Article 2.2 was amended on September 15, 2005

2.3 The President shall be the chief executive officer of the Society and shall have general management responsibilities for its operation. The President shall supervise the administration of the Society, including the implementation of policies adopted by the Fellowship or the Board of Trustees. The President shall preside at meetings of the Society and of its Board of Trustees, appoint committee members other than those determined in these by-laws, serve ex officio as a member of all committees and perform such other duties as the Board of Trustees may direct. In the event of the absence, death or resignation of the President, the President-Elect will assume the duties of the President.

2.4 The President-Elect shall succeed to the office of President without election upon expiration of the President's term. In the event of the absence, death, or resignation of the President-Elect, the first Vice President will assume the duties of President-Elect with the exception of succession to the Presidency. A special election will be called by the Executive Committee and conducted by the Nomination Chairperson within one month to select a new President-Elect. If this occurs within the last month before the normal election, the special election will be made part of the regular election of officers for the following year.

The President-Elect shall perform such duties as may be requested or delegated by the President, shall serve as Chairman of the Nominations Committee and shall serve on the Finance Committee.

2.5 The First Vice-President shall serve as Chairman of the Certification Committee.

2.6 The Second Vice-President shall serve as Chairman of the Professional Ethics and By-laws Committee.

2.7 The Secretary shall keep accurate minutes of the meetings of the Society and its Board of Trustees, receive and act as custodian of the Seal, Constitution, By-laws, records and files of the Society, maintain a record of projects assigned to the Committees of the Society, notify the membership and Trustees of meetings as may be appropriate, and perform other duties as may be requested or delegated by the President.

2.8 The Treasurer shall be charged with the management of the financial affairs of the Society; receive and care for receipts, including dues; make disbursements from Society funds for duly authorized purposes; serve as a member of the Finance Committee; make recommendations concerning the Society's financial affairs to the President; and perform other duties as may be requested or delegated by the President.

ARTICLE III: BOARD OF TRUSTEES

3.1 The Board of Trustees shall consist of the six officers of the Society, the immediate Past President of the Society, one Trustee elected by the Fellows of each chapter, one Trustee elected by the Associates of each chapter of the Society, and the Chief Administrator of the New Jersey Certified Public Managers Program, ex officio. No more than three Trustees shall be from any one department at the State, County, or municipal level.

3.2 The Secretary shall mail a ballot to all members of the Society at least thirty (30) calendar days prior to the annual meeting for the election of officers and Trustees. Each ballot shall contain an announcement that the votes will be counted only if received by the Secretary prior to the opening session of the meeting. Ballots will be certified, unsealed, and counted at the opening session of the annual meeting by the Nominations Committee.

3.3 At the annual meeting of the Society for elections, there shall be elected in accordance with Section 3.1 of these by-laws one Fellow and one Associate to hold office on the Board of Trustees for a three year term and such additional Fellows and Associates as may be necessary to fill vacancies, if any, to hold office for the unexpired terms of the predecessors.

The terms of all Trustees shall begin January 1 following their election, and they shall hold office until their successors shall have been elected and qualified.

3.4 A majority of the Fellows on the Board shall constitute a quorum at any meeting of the Board.

3.5 The President of the Society shall serve as Chairman of the Board of Trustees and shall preside at all meetings of the Board. The Secretary of the Society shall serve as Secretary of the Board of Trustees.

3.6 At the first meeting of the Board following January 1st, the President shall appoint a vice-chairman of the Board of Trustees. The vice-chairman shall be familiar with the duties of the Chairman, shall preside at meetings of the Board in the absence of the Chairman, and shall perform such duties as are assigned by the Chairman.

3.7 The Board of Trustees shall meet at least quarterly at such times and places as may be designated by the Chairman. Special meetings of the Board may be held at the call of the Chairman or upon the written request of three Trustees with ten days notice to the Chairman.

3.8 Any officer of the Board who shall be absent without good cause from three consecutive Board meetings shall forfeit office. In such event, the Board of Trustees may appoint a temporary successor until the next election.

3.9 The Board of Trustees shall determine what policies best further the aims of the Society.

3.10 In addition to the standing committees provided for in these by-laws, the Board of Trustees, by resolution, may provide for any and all other committees necessary for the proper conduct of the affairs of the Society, and the Fellows of such committee(s) shall be appointed in a manner determined by the Board.

ARTICLE IV: EXECUTIVE COMMITTEE

4.1 The Executive Committee of the Society shall consist of the President of the Society, the President-Elect, the Secretary, the Treasurer, a Trustee elected by the Fellows, and a Trustee elected by the Associates of the Society. The President shall serve as Chairman of the Executive Committee. Conflicts for representation will be resolved by (1) seniority on the Board of Trustees or (2) failing that, appointment of one of the parties by the President.

4.2 The Executive Committee shall be empowered to transact all business of the Society between quarterly Board meetings including the solicitation, receipt and disbursement of Society funds within the approved annual budget and shall report all actions and decisions to the Board at the next meeting of the Board of Trustees.

4.3 Executive Committee action may be taken on simple majority vote taken by mail or other means if a meeting is not practical.

ARTICLE V: COMMITTEES

5.1 The standing committees of the Society shall be the Certification Committee, the Finance Committee, the Membership Committee, the Nominations Committee, the Professional Ethics and By-laws Committee, the Program Committee, and the Publicity Committee.

5.1.A The Certification Committee shall consist of two members from each duly recognized chapter appointed by the respective chapter president and shall be chaired by the First Vice-President. The members shall serve staggered two year terms with one half of the members appointed in odd numbered years and one half the members appointed in even numbered years.

It shall be the responsibility of the Certification Committee to review the Certified Public Manager and the Support Specialist Programs and to propose improvements to the Board which will make recommendations to the Department of Personnel and Rutgers University.

5.1.B The Finance Committee shall consist of the Treasurer, the President, the President-Elect, the Past President, and the treasurer or designee from each duly recognized chapter and shall be chaired by the Treasurer. The members will serve a one-year term.

The Finance Committee shall become familiar with financial policies, investment policies, and the accounting procedures, controls, and financial reporting of the Society, and shall advise the President on such matters. The Finance Committee shall also

perform such other related duties as may be assigned to it by the Executive Committee or the President.

The Finance Committee shall prepare the Society's Annual Budget and projection of revenues and expenditures for the succeeding year in time for review, modification if necessary, and adoption by the Board of Trustees before commencement of the fiscal year.

The Finance Committee shall prepare and provide financial records for independent audit by a contractor no less than once every three years. It will be the responsibility of the Treasurer to coordinate this contract.

5.1.C The Membership Committee shall consist of three representative from each duly recognized chapter appointed by the respective chapter president to serve staggered three year terms and shall be chaired by a Trustee designated by the President. The Membership Committee may designate additional representatives from the State Departments and local government.

It shall be the responsibility of the Membership Committee to ensure that the chapters contact all potential members and encouraged them to join the Society; to develop a form of application for membership; to make and maintain a roster of all members of the Society showing the name and present address of each, class of membership, and date of certification and chapter affiliation.

5.1.D The Nominations Committee shall consist of two Fellows and one Associate of the Society appointed by the President and shall be chaired by the President-Elect. Members of the Nominations Committee shall serve staggered three-year terms, with one member being appointed each year.

It shall be the responsibility of the Nominations Committee to make nominations for the Board of Trustees, and for the President- Elect, Vice-Presidents, Secretary, and Treasurer of the Society. In the event of a vacancy in the office of President-Elect, the Nominations Committee shall nominate a candidate for the office of President. This committee shall provide professional profiles on all nominees to be contained on the ballot.

No Fellow of the Nominations Committee shall seek elective office in the Society.

A report of the Nominations Committee shall be filed with the Secretary at least sixty (60) days prior to the Annual Meeting. Such report shall thereafter be made available for inspection by any member of the Society.

Any ten (10) Fellows of the Society may nominate Officers or Trustees by filing a petition, in writing, with the Secretary at

least forty 40) days prior to the Annual Meeting. Any ten (10) Associates may so nominate candidates for Associate representatives on the Board of Trustees.

5.1.E The Professional Ethics and By-laws Committee shall consist of two Fellows or one Fellow and one Associate from each duly recognized chapter appointed by the respective chapter president and shall be chaired by the Second Vice-President. The members shall serve staggered two-year terms with one half of the members being appointed in odd numbered years and one half of the members appointed in even numbered years.

It shall be the responsibility of the Professional Ethics and By-laws Committee to ensure that chapter policies and procedures are not inconsistent with those of the Society; recommend procedures governing investigation of potential disciplinary matters involving Fellows or Associates of the Society; propose changes or amendments to the Code of Professional Ethics and/or By-laws; report any evidence it has concerning violation of the Code of Professional Ethics to the Board of Trustees; and perform such related functions as the Board may prescribe.

5.1.F The Program Committee shall consist of four Fellows and two Associates appointed by the President and chaired by a Trustee designated by the President. The members shall serve staggered two year terms with one half of the members appointed in odd numbered years and one half of the members appointed in even numbered years.

It shall be the responsibility of the Program Committee to develop programs and activities for the Society consistent with its goals and objectives, including conferences, seminars, and other activities designed to foster continuing professional education and training for public managers.

5.1.G The Publicity Committee shall consist of six Fellows or Associates appointed by the President and shall be chaired by a Trustee designated by the President. The members shall serve staggered two-year terms with one half of the members appointed in odd numbered years and one half of the members appointed in even numbered years.

It shall be the responsibility of the Publicity Committee to disseminate information to the membership and public which shall include but not be limited to a quarterly journal to the membership, correspondence, and speaking engagements, and coordinate publicity activities of each chapter.

ARTICLE VI: MEETINGS OF THE SOCIETY

6.1 The Society shall conduct its Annual Meeting during the month of September at a time and place designated by the Board of Trustees.

6.2 Special meetings of the Society may be called by a majority vote of the Board at any of its official meetings.

6.3 Those Fellows present at any annual or special meeting of the Society may constitute a quorum for all purposes.

6.4 Notice of all meetings of the Society, regular and special, shall be mailed to all members at their mailing address as shown on the official records of the Society at least thirty (30) days prior to the date of such meeting.

ARTICLE VII: DUES AND ASSESSMENTS

7.1 The Board of Trustees shall determine the annual dues which may vary according to the classification of the membership. Dues shall be payable on or before the first day in each fiscal year of the Society or in such other manner as the Board may prescribe. Complimentary membership shall be extended to new Fellows and Associates accepted in October, November, or December for the remainder of the fiscal year with dues payable at the beginning of the first complete fiscal year as defined by the Society.

7.2 The Board of Trustees shall terminate by letter the membership of any member who fails to pay dues or any other obligation to the Society within three months after the debt becomes due. Any member whose membership has terminated may apply for reinstatement by tendering payment of all outstanding dues plus a reinstatement fee of \$25.00. The Board of Trustees shall review recommendation of the Professional Ethics and By-laws Committee and may waive the reinstatement fee at its discretion.

7.3 The Society may levy upon the membership a uniform assessment for special emergencies, but no assessment except dues shall be levied upon the membership without the approval of a two-thirds majority of the Board of Trustees.

7.4 The Society fiscal year shall commence on January 1 of each year and shall end on the following December 31.

ARTICLE VIII

8.1 The Society supports and endorses the Affirmative Action and Equal Employment Opportunity policies adopted by the New Jersey Certified Public Manager Program.

ARTICLE IX: CHAPTERS

9.1 Regional segments will be referred to as "chapters" of the Society. Charter membership applications will require 100 members or more.

9.2 The purpose of this chapter shall be to implement goals and objectives of the Society; to coordinate and encourage activities of constituents; to utilize and promote the Society; to encourage free and open discussion of matters affecting any level of the Society.

9.3 Fellows and Associates are eligible for election to chapter offices of President or President-Elect, and Secretary-Treasurer. Other officers and delegates will be elected by the chapter membership or appointed by the President of the chapter as needed. Officers may serve a maximum of two consecutive terms in the same office. They can concurrently serve in all Board positions with the exception of Society President and President-Elect. The President of a chapter shall preside at meetings, appoint officers, delegates or representatives, serve ex officio as a member of all committees and perform other duties as the Board of Trustees of Society may direct. In the absence of the chapter president, the next officer in succession shall assume the duties of the President until the Board can conduct an election for the remainder of the year.

The officer specified in the chapter by-laws shall keep accurate minutes of the meetings of the chapter, receive and act as custodian of records and files, maintain a record of projects of the chapter, receive and care for all receipts, fees and dues of the chapter, prepare and produce financial records, disburse funds as needed and perform other duties as delegated by the chapter President. Other officers, as needed and deemed appropriate by original charter applicants, will be defined and included in charter application. Upon approval, these will become part of the chapter by-laws.

9.4 Each chapter will adopt and be governed by by-laws which are not in conflict with the Society by-laws as may be determined by the Professional Ethics and By-laws Committee of the Society; accept the Society Code of Ethics as approved by the general

membership; amend chapter by-laws as needed within 30 days of amendment of the Society by-laws. Amendments to chapter by-laws are subject to (a) review and approval of the Society Board of Trustees; and (b) 2/3 majority approval of chapter membership at a previously announced meeting or by mail ballot of said chapter in response to prior notification.

9.5 Application for charter will be through the completion of a Society chapter application form. Successful application will require 2/3 majority approval of the Board of Trustees. Disapproval may be appealed by a minimum 40% of original charter applicants. Appeal will be filed with the Certification Committee, which will uphold the decision of the Board or instruct the Secretary to conduct a general membership vote to confirm or override the decision of the Board. The First Vice-President will tally these ballots and take appropriate action.

The Certification Committee will assign a number and develop a charter by December 1 of the year preceding the year of establishment of the chapter.

9.6 Representation shall be equal for all chapters to (a) the Trustee officer through nomination and election in accordance with the Society by-laws; (b) statewide committees and delegations by appointment of chapter president(s).

9.7 Each chapter shall meet at least quarterly for business meetings and must have at least one general meeting of chapter membership each year. All notifications for meetings must conform to provisions in the Society by-laws.

A quorum for all meetings shall consist of the members present.

9.8 Each chapter will be responsible for collection and maintenance of monies collected from all approved fundraisers, distribution of Society funds to chapter needs, and maintenance and disclosure of financial records to the Treasurer of the Society upon request and no less often than semi-annually.

The Society Treasurer will receive all dues and forward membership applications to the membership committee chairman, who will record the new member's chapter affiliation and other pertinent information. Once each quarter the Society Treasurer will secure a list of new members from the Society data base and forward an appropriate share of the respective chapter members dues to the chapter checking account(s), in a proportion to be determined by the finance committee and approved and recorded by the Board of Trustees.

Approved assessments shall be transmitted to the Society account by the chapter Treasurer within ten (10) days of notification by the Society Treasurer.

9.9 A chapter may forfeit its charter by exerting undue influence to solicit membership from another chapter, falsification of records, establishment of unapproved by-laws, or failure to maintain minimum membership for six consecutive months. Revocation of charter and return of unspent funds will take place at the end of the aforementioned six-month period. Reapplication will not be accepted for 12 months following revocation.

ARTICLE X: AMENDMENTS

10.1 These by-laws may be amended, altered or repealed by a vote of two-thirds of the Board of Trustees at any regularly scheduled meeting without previous notice or at any special meeting, providing notice of the proposed change or amendment is given in the announcement of that special meeting.

10.2 These by-laws may be amended, altered or repealed by a vote of two-thirds of the Fellows at any regularly scheduled meeting without previous notice or at any special meeting, providing notice of the proposed change or amendment is given in the announcement of that special meeting.

ARTICLE XI: RULES OF ORDER

11.1 All questions of procedure not covered by these by-laws shall be determined in accordance with Robert's Rules of Order.