



COMMONWEALTH MANAGERS ASSOCIATION (CMA) BY-LAWS

ARTICLE I

Name of the Association

The name of the association is the Commonwealth Managers Association (CMA) (hereafter called the Association).

ARTICLE II

Purpose of the Association

The purpose of the Association is:

- To aid and promote the Commonwealth Management Institute (CMI) and its work;
- To enhance communication and cooperative efforts among managers in all branches of government;
- To perpetuate and foster the goals and principles of managerial education as espoused by the Commonwealth Management Institute and the Commonwealth Managers Association; and
- To develop, strengthen and utilize the bonds existing between the Institute and members of CMA and among CMA members themselves.

ARTICLE III

Membership of the Association

Membership in the Association is extended to all graduates of the management training programs of the Commonwealth Management Institute. Members shall have the right to vote and to hold office and the obligation to pay dues, if any, imposed by the Association's Board of Directors.

Section 1. MEMBERSHIP YEAR: The membership year of the Association will begin July first and end on June thirtieth of each year.

Section 2. HONORARY MEMBERSHIP: The Board may admit persons to honorary membership. Honorary members shall not have the right to vote or to hold office, nor shall they pay dues.

Section 3. MEMBERSHIP REMOVAL: The Board may remove members from active membership if they are not in good standing with the Association for non-payment of CMA event fees Members shall not be eligible to register for future CMA events until good standing is restored with the Association.

ARTICLE IV

Board of Directors

Section 1. COMPOSITION: The Board of Directors shall be composed of at least seven (7), but not more than eleven (11) Association members to serve a two-year term beginning July 1. A majority of those currently filled Board positions shall constitute a quorum. The Manager of the Commonwealth Management Institute and the Director of the Performance Management Group at Virginia Commonwealth University (VCU) shall serve as ex-officio members of the Board of Directors, without a vote.

Section 2. ELECTION OF DIRECTORS: Elections of Board Members shall be held at regular annual meetings of the Association. Vacancies of the Board may be filled at any special meeting of members convened under Article V. All nominees must have indicated that they will serve if elected.

Section 3. HONORARY BOARD MEMBERS. The Board of Directors may appoint Honorary Board Members for terms up to two years ending June 30 to serve in an advisory capacity, without a board vote. An Honorary Board seat does not count towards the board composition.

Section 4: ATTENDANCE OF DIRECTORS: The Board of Directors will meet no less than six meetings each fiscal year. An elected officer or board of director maybe removed after the third consecutive absence or third non-excused absence per fiscal year from scheduled board meetings.

Section 5. REMOVAL OF A BOARD MEMBER: Procedures for the removal of a Board of Directors member from the Board shall include:

I. Voluntary

a. Board members who are not able to be active and participate in meetings and committees may notify the Board President in writing that they would like to remove themselves from the Board. Upon such notice, the Board President will notify the other Board members and the separation will be noted at the next meeting of the Board. The board minutes would indicate

that the member has voluntarily separated and is in good standing to return to the Board if they so desire and are re-elected by the membership.

- b. The Board is authorized to appoint an interim replacement member for the affected member until general elections are held.

II. Involuntary

- a. Written notice to the affected Board member by the Board President (or Vice President if action is brought against the President) of the issues precipitating the action; and
- b. Allowance to the affected Board member of an opportunity to address the Board prior to further actions; and
- c. The Board members shall, by majority vote, dismiss the affected member, and the Board President shall notify the affected member in writing of the resulting vote; and
- d. The Board is authorized to appoint an interim replacement member for the affected member until general elections are held.

Removal procedures against Board members shall be made after alternatives have been explored. The President, or Vice President when appropriate, shall be the spokesperson for the Board in these proceedings.

Section 1. OFFICERS: The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The Officers shall be elected by the Board of Directors as soon as convenient after the annual meeting by a plurality of voice votes, and each shall serve a term of one year. The Officers shall serve for the ensuing year or until such time as their successors are duly elected. However, no Officer shall be eligible to serve in the same capacity for more than two successive terms. If any Officer cannot complete his/her term, a replacement will be elected by the Board. Six (6) voting members of the Board shall constitute a quorum at any meeting of the Board.

Section 2. PRESIDENT: The President shall preside at all meetings and provide general supervision over the business affairs of the Association. The President or his/her designee will attend CMI orientations and CMI graduations to welcome participants and share information about the Association.

Section 3. VICE PRESIDENT: The Vice President shall, in the absence of the President, preside at all meetings and temporarily assume the responsibilities of that office. In the event the President cannot complete his/her term, the Vice President will serve the remainder of that term.

Section 4. SECRETARY: The Secretary shall keep the minutes of all meetings, coordinate any proposed changes to the By-Laws, and perform such other duties as assigned by the President, and in the absence of the President and Vice President, preside at all meetings.

Section 5. TREASURER: The Treasurer shall have custody of all funds of the Association and shall deposit these in such banking facility as the Board may elect. The Treasurer is authorized to draw checks or drafts on behalf of the Association. The incoming treasurer shall obtain records of all financial documents from the previous treasurer and go over these records with him/her if possible, prepare an annual budget for the upcoming year. The President shall be authorized to act in the absence of the Treasurer.

Section 6. COMMITTEES: The President of the Association may appoint committees to fulfill functions as needed. Committees will include, but are not limited to, a Membership, Social media, and a Program committee. Duties are as follows:

- MEMBERSHIP committee will coordinate with VCU to maintain an up-to-date list of members and their status, attend (CMI graduations to share CMA membership information with graduates, verify members' status for event attendance, and other duties as assigned by the President.
- Social Media committee will coordinate with VCU to maintain website information on PMG's webpage, LinkedIn, and Facebook pages. Promote CMI events through social media outlets and other duties assigned by the President.
- PROGRAM committee will either be assigned to individual events or serve a year long term as determined by the Board at the beginning of the year. Duties include, but are not limited to, the following:
 - Speakers
 - Location
 - Catering
 - Parking
 - Registration
 - Speaker Gifts and Thank You Letters
 - A/V Equipment
 - CMA Banner
 - Nametags

- Handouts
- Attendance Certificates

All duties assigned to the Program committee are assumed to be their responsibility; however, it is fitting for these tasks to be delegated by the Program committee to other Board members or CMA members. In the event that a Committee is unable to carry out their duties, the President will appoint an alternate.

ARTICLE V

Meeting of the Association

At any duly called meeting of members held in person or electronically, at least fifteen (15) members must be present to constitute a quorum and to vote. Unless otherwise provided by these By-Laws, the affirmative vote of a majority of the members entitled to vote, represented in person or by votes received electronically, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted on by the members.

Section 1. ANNUAL MEETING: The annual meeting of the Association shall be held in the spring of each year on such date and at such time as may be specified by the Board of Directors. Each annual meeting shall:

- a. Report on the work for the year with pertinent recommendations, if any, shall be made by the President;
- b. Elect board Members, when required; and
- c. Be conducted under Robert's Rules of Order.

Section 2. SPECIAL MEETINGS: Special meetings may be called by any two active members of the Board of Directors. A two weeks' notice should be given when calling a special meeting. The meeting shall be facilitated by the President of the Board or his/her designee in the President's absence.

Section 3. MINUTES: Minutes shall be taken at regular, special and emergency meetings. The minutes shall indicate date of the meeting and place, attendance, whether the minutes of the last meeting were approved or approved with amendments, all main motions, including the name of the person introducing the motion. Minutes shall be sent to Board Members and posted on the PMG website a location where minutes can be accessed. Minutes shall record amendments to the bylaws, or standing rules.

ARTICLE VI

FINANCIAL MANAGEMENT

Section 1: Fiscal Year: The fiscal year of the Association will begin July 1 through June 30.

Section 2: Annual Budget: The annual budget for the next fiscal year shall be approved by the Board no later than the last Board meeting of the current fiscal year if possible.

Section 3: Dues: Annual Membership Dues, if any, will be established by the board and reviewed on an annual basis during the annual meeting of the Association for each membership year. The amount and dates of payment of dues to the Commonwealth Managers Association will be effective July 1 of each year.

Section 4: Income and Expenditures. The Board shall establish orderly procedures for collection of all income. Authority for approval of all expenditures shall be defined by the Board.

Section 5: Auditing. The Board shall appoint an independent person from the board to audit the Association's fiscal records annually. This individual shall report its findings no later than the end of the first quarter of the next fiscal year. In the event of a vacancy in the office of Treasurer, a special audit shall be made before the new Treasurer assumes office.

ARTICLE VII

By-Law Amendments

By-Law Amendments shall become effective immediately upon approval of a majority vote at the first convenient meeting after changes are proposed. The CMA membership will be notified of the proposed amendments in advance and will be allowed to vote on amendments at the next convenient meeting.

ARTICLE VIII

Dissolution of the Association

The Association may be dissolved and its affairs terminated, either:

- 1) voluntarily, in accordance with Article V, Meeting of the Association, if the meeting notice stated that dissolution would be discussed. The Board of Directors, by a two thirds majority vote, shall first adopt a resolution recommending dissolution and submit it to the members, stating the reasons why termination of the affairs of the Association is deemed advisable, and the time by which it should be accomplished; or
- 2) involuntarily, by other acts.

If the Association is terminated, the Board shall name the Treasurer, ex-officio, and one other member of the association to act as trustees, who shall have full power to do all things necessary in liquidation and termination of the affairs of the association within a 30-day period of the termination date. The powers of all remaining Board of Directors shall cease and the persons appointed shall proceed to terminate the affairs of the Association, pay its debts, and transfer the remaining money to the Performance Management Group at VCU.

Upon completion of liquidation and termination of the affairs of the Association, and distribution of all moneys, the said Association shall be deemed dissolved.