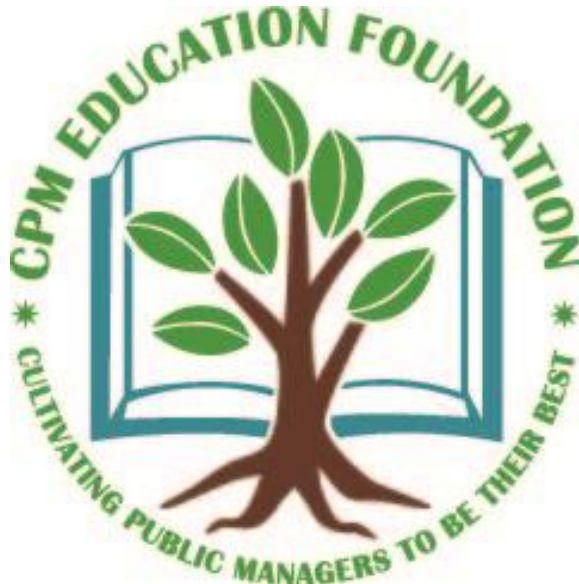


BYLAWS



CERTIFIED PUBLIC MANAGER® EDUCATION FOUNDATION

ADOPTED: June 9, 2008
AMENDED: October 30, 2013

CERTIFIED PUBLIC MANAGER® EDUCATION FOUNDATION

BYLAWS

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CERTIFIED PUBLIC MANAGER® EDUCATION FOUNDATION

BYLAWS

ARTICLE I – NAME AND REGISTERED OFFICE

SECTION 1:

The name of the organization shall be the CERTIFIED PUBLIC MANAGER® EDUCATION FOUNDATION (CPMEF).

SECTION 2:

The Certified Public Manager® Education Foundation is a New Hampshire nonprofit corporation formed October 3, 2007. The Foundation was established under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292 and filed with the New Hampshire Department of State, Corporation Division, 107 North Main Street, Concord, NH 03301-4989.

SECTION 3:

The Federal Identification Number for the Certified Public Manager® Education Foundation is 26-2744860.

ARTICLE II – PURPOSE

SECTION 1:

The purpose of this organization shall be to help provide for professional training, development and education opportunities for those who have completed, or are actively enrolled in, Certified Public Manager® (CPM) programs. The CPMEF shall support CPM training and continuing education, including CPM Professional Development Conferences. The CPMEF shall seek financial support and contributions to provide financial resources for scholarship programs. The Foundation shall also accept in-kind gifts from donors that will assist CPM educational activities.

The CPMEF shall maintain relationships with the American Academy of Certified Public Managers®, a Section of the American Society for Public Administration (AACPM/ASPA), the Certified Public Manager® Consortium, Certified Public Manager® Training Programs, and other Certified Public Manager® organizations that maintain an organizational membership of at least 60% CPM's.

ARTICLE III – MEMBERSHIP

SECTION 1:

The Certified Public Manager® Education Foundation board membership shall consist of a five (5) member Board of Directors and two (2) alternate (non-voting) members.

SECTION 2:

The membership of the Board of Directors shall be five elected members. The five At-Large seats shall be filled by Certified Public Managers® who are members in good standing of a professional organization with a membership that is at least 60% Certified Public Managers®. The At-Large members shall be elected to staggered two-year terms by an electorate consisting of the AACPM/ASPA Section Officers, The National CPM Consortium Executive Committee, and Presidents of Certified Public Manager® organizations recognized by the CPMEF. Two board members shall be elected in even numbered years and three in odd years.

The election of the At-Large members shall be conducted by ballot on an annual each fall so that elected members shall be ready to assume office on January 1 of each year.

During the 2013 year of board member transition the existing CPMEF Board shall fill vacant positions for the 2014 board by appointment by a majority vote of the remaining sitting Board of Directors, and thereafter shall establish staggered terms for all directors.

SECTION 3:

Alternate members shall be appointed by the Board of Directors of the Certified Public Manager® Education Foundation for differing staggered terms of office. The appointment of Alternate members shall be for a two-year term, with reappointment allowed for a maximum of three (3) terms. Alternate Members may be chosen for specific skill sets needed by the foundation and shall be non-voting members of the board.

SECTION 4:

When a vacancy occurs in an At-Large member or Alternate member position, the vacancy shall be filled for the remainder of the unexpired term of office by appointment by a majority vote of the remaining sitting Board of Directors.

ARTICLE IV – OFFICERS

SECTION 1:

The Officers of this organization shall consist of:

EXECUTIVE DIRECTOR
SECRETARY
TREASURER
DIRECTOR OF COMMUNICATIONS
DIRECTOR OF FUND RAISING

The Executive Director position is determined by a majority vote of the five elected members at the beginning of each calendar year. The remaining roles are assigned by the Executive Director in consultation with the board.

SECTION 2:

The annual election of officers shall take place during the fall of each year to fill two year terms which shall begin on January 1st of the following year. Elected board members may not serve more than three (3) consecutive terms. Any Certified Public Manager® is eligible to be nominated.

ARTICLE V – DUTIES

SECTION 1:

The Executive Director shall be the Chief Executive Officer of the organization. He/she shall preside over all meetings of the organization; shall be charged with the general oversight, care and management of the affairs of the organization; shall sign all orders drawn on the Treasury; shall call meetings when necessary and shall assume other duties incumbent upon the Chief Officer of such an organization.

SECTION 2:

The SECRETARY shall keep a record of the proceedings of all the meetings of the organization; shall issue, by direction of the Executive Director, all notices of meetings and other business of the organization; shall keep a record of all correspondence to and from the organization. The Secretary shall perform the duties of the Executive Director in his/her absence.

SECTION 3:

The TREASURER shall have custody of all monies and property of the organization, shall collect all donations and deposit the same in such bank or place as the organization may designate; shall keep proper books of account in the name and form of the organization; shall arrange for a review of the organization's financial accounts by a Certified Public Accountant (CPA) approved by the Board every two years, or whenever there is a change in treasurer. The report shall be presented to the Executive Director and the Board of Directors.

SECTION 4:

The DIRECTOR OF COMMUNICATIONS shall ensure all information on the web site is current and will maintain contacts lists for CPM organizations and potential donors. This director shall also facilitate and coordinate news releases and any communications using Social Media methods

SECTION 5:

The DIRECTOR OF FUND RAISING shall coordinate fund raising and the disposition of all monetary and in-kind donations or grants in support of educational activities by CPM organizations that utilize the CPMEF as a funding source.

ARTICLE VI – OPERATING PROCEDURES

SECTION 1:

The Board of Directors shall be responsible for developing and adopting the policies and procedures that are applicable to the operation of the Certified Public Manager® Education Foundation. These policies and procedures shall serve the membership by providing criteria, guidelines, and procedures necessary to carry out the CPMEF's programs and operations, including deadlines and disbursement methods. These policies and procedures should be a dynamic document that should reflect continued changes and improvements in the organization.

SECTION 2:

The Board of Directors shall establish designated funds in support of major initiatives. When considering the establishment of new funds the Board shall evaluate purpose and mission of the CPMEF as well as sustainability of a fund. Donors may designate their gift to a specific CPMEF fund. The board shall honor

the designation unless the donor agrees to a change suggested by the Board. Undesignated donations shall be managed by the board in support of the purpose of the CPMEF and authorized Funds. The initial funds established in 2013 are as follows:

1. General/Administrative Fund: This fund will support all administrative expenses of the CPMEF and will be the repository of all undesignated donations.
2. Wilkinson Scholarship Fund: This fund shall provide funding support for the Fran L. Wilkinson Scholarship established by AACPM/ASPA.
3. CPM Continuation Education Fund; this fund will include cash and in-kind donations for CPM Continuing Education programs and activities.
4. CPM Program and Student Support Fund: This Fund shall support National CPM Consortium Programs and their enrolled students with both cash and in-kind donations.

ARTICLE VII – MEETINGS

SECTION 1:

The Board of Directors will meet at least once per quarter and as called by the Executive Director to conduct the business of the organization. Each member shall be notified by mail, telephone or by e-mail a minimum of one (1) week prior to the quarterly Meeting. Meetings may be either in-person or by electronic conferencing means.

SECTION 2:

The Executive Director may call for a special meeting to discuss items of possible concern to the organization at any time. Members shall be notified by telephone or by e-mail a minimum of three (3) days before a special meeting is held via electronic means (i.e. – telephone conference call, chat room, formal e-mail exchange, etc.).

SECTION 3:

A quorum of the Board of Directors is established as three voting-members. A quorum of the Board needs to be present in order to hold an official meeting to conduct business of the organization.

SECTION 4:

As needed, the Board of Directors may hold an “electronic meeting” via a telephone conference call; e-mail exchange or other similar means. A quorum of the Board of Directors is required to participate in such meetings in order to conduct business of the organization, and a record of “electronic meetings” will be kept in the same manner as a regular meeting.

ARTICLE VIII – FISCAL YEAR

SECTION 1:

The fiscal year for the Certified Public Manager® Education Foundation is established as a calendar year of January 1st through December 31st.

ARTICLE IX – AMENDMENTS TO BY-LAWS

SECTION 1:

Revisions of amendments to these by-laws must be proposed at a meeting of the Board of Directors. The Secretary shall then give written notice to all members of the organization that at the next meeting, a vote will be taken to revise or amend the by-laws. The proposed revision or amendment must receive four-fifths- vote to be incorporated into the by-laws.

SECTION 2:

Upon adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if the correction does not change the meaning or intent.

ARTICLE X – RULES OF ORDER

SECTION 1:

All questions of procedures not covered by the organization’s Bylaws shall be determined in accordance with “Robert’s Rules of Order Newly Revised”.

ARTICLE XI – DISCLAIMER OF ENDORSEMENTS

SECTION 1:

No individual Certified Public Manager® Education Foundation Board member shall have the authority to endorse or recommend any product or service in the name of the organization.

ARTICLE XII – DISCLAIMER OF DISCRIMINATION

SECTION 1:

Membership on the Board of Directors of the Certified Public Manager® Education Foundation is provided without discrimination due to race, color, religion, sex, national origin, ancestry, marital status, age, physical disability, sexual orientation or membership in the military.

ARTICLE XIII – DISSOLUTION

Section 1:

Upon dissolution of the Certified Public Manager® Education Foundation, all of the organization’s assets remaining after payment of all costs and expenses of such dissolution shall be distributed to another organization that supports the purpose of the Certified Public Manager® Education Foundation and qualifies under state and federal tax regulations. None of the assets will be distributed to any member, officer or trustee of the dissolved organization.

ARTICLE XIV – SEPARABILTY

Section 1:

If any Article or Section of these By-Laws should be held to be invalid by competent authority, the remainder shall not be affected thereby.

APPENDIX A

Certified Public Manager® Education Foundation Conflict of Interest Policy

Article I - Purpose:

The purpose of the conflict of interest policy is to protect the Certified Public Manager® Education Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations, for the functions of the Certified Public Manager® Education Foundation.

Article II – Definitions:

1. Interested Person: Any director, principal, officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment of family:
 - a. An ownership or investment interest in any entity with which the Certified Public Manager® Education Foundation has a transaction or arrangement.
 - b. A compensation arrangement with the Certified Public Manager® Education Foundation or with any entity or individual with which the Certified Public Manager® Education Foundation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Certified Public Manager® Education Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing body or committee decides that a conflict of interest exists.

Article III – Procedures:

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while a determination of conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Executive Director of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board shall determine whether the Certified Public Manager® Education Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangements is in the Certified Public Manager® Education Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy:
 - a. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings:

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation:

- a. Directors shall receive no compensation

Article VI – Annual Statements:

Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the Certified Public Manager® Education Foundation conflict of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Certified Public Manager® Education Foundation is a charitable organization and, in order to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews:

To ensure the Certified Public Manager® Education Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures and arrangements with management organizations conform to the Certified Public Manager® Education Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c. When conducting the periodic reviews as provided for in Article VII, the Certified Public Manager® Education Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

CERTIFIED PUBLIC MANAGER[®] EDUCATION FOUNDATION
Annual Conflict of Interest Policy Acknowledgement

To: Board of Directors
Certified Public Manager[®] Education Foundation

From: _____

As a director, principal officer or member of a committee with board-delegated powers associated with the Certified Public Manager[®] Education Foundation, I am affirming that I have:

- a. Received a copy of the Certified Public Manager[®] Education Foundation conflict of interest policy.
- b. Read and understand the policy.
- c. Agreed to comply with the policy, and
- d. Understand the Certified Public Manager[®] Education Foundation is a charitable organization and, in order to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(Signature)

(Print Name)

(Foundation Position)

(Date)