

# City Management Association of Oklahoma Constitution

## **Article I. Name**

Section 1. The name of the organization shall be the CITY MANAGEMENT ASSOCIATION OF OKLAHOMA (CMAO).

## **Article II. Object**

Section 1. The purpose of this Association, operating as a nonprofit corporation under Section 501(c)(6) of the Internal Revenue Code, shall be to promote proficiency of city managers, county managers and other municipal administrators, aid the improvement of municipal administration in general, to provide information on matters of interest or concern to all municipal governments.

## **Article III. Board of Directors**

Section 1. The Board of Directors of this Association shall consist of the following: Four officers consisting of a President, Vice-President, Secretary-Treasurer, Immediate Past President; seven district representatives; a designated Assistant City Manager representative; a Student Representative; and up to two at-large positions. The Assistant City Manager representative shall hold full membership as defined in Article VII, Section 1 and the Student Representative shall meet and hold a student membership as defined in Article VII Section 4.

Officers shall serve a four year term. The four officers shall serve as the Executive Committee. To be eligible to be an officer, a member must be serving as a representative on the Board of Directors and shall be a Full Member of CMAO.

CMAO shall be divided into seven districts, with each district being proportionally divided. All district representatives shall be nominated from their respective district and elected at-large. In the event that there is no member interested in representing their respective district, a CMAO member from another district may be nominated and elected at-large. The director representing the Assistant City Manager or student position will be nominated and elected at-large.

The At-Large positions shall be left unfilled unless there arises an instance where an existing member of the Board of Directors moves to another position in the state of Oklahoma that takes them out of the district or position they are representing. In this instance, the board member will vacate their existing seat and complete the remainder of their original term on the Board in the At-large Position. Individuals filling either of the at-large positions at the expiration of their original term shall be eligible for nomination and election to any of the District seats or Officer seats. They may not be re-elected to an at-large seat.

The District and Assistant City Management representatives of the Board of Directors shall be elected to staggered 2 Year Terms. Terms in Districts one, three, five, and seven shall be complete

during odd years and Districts two, four, six, and the Assistant City Management Position shall be complete during even years. The student representative shall serve a one year term.

Section 2. Any vacancy resulting during the term of office of a board member shall be filled by a majority vote of the remaining Board of Directors. Such officers shall be permitted to finish the balance of the term of office left in that particular seat. If the Immediate Past President is ineligible to continue on the Board, the vacancy shall be filled by the next most Immediate Past President consenting to serve. If a board member moves from their respective district and continues employment, in accordance with the constitution, then they shall continue to serve on the Board of Directors as an At-Large representative provided that there is an At-Large spot available. During the next regular business meeting of the CMAO membership (Summer or Winter Conference) the Board of Directors will seek nominations of members from the district to fulfill the length of the original term. If no member from the district is interested in serving, a CMAO member from another district may be nominated and elected at-large. If a board member terminates employment and is not re-employed within a 6-month period or does not continue to seek employment in the profession, then that board position shall be considered vacant until the next regular business meeting of the CMAO membership, at which time the board member shall be elected as outlined above.

Members of the Board of Directors are required to attend at least fifty (50) percent of regularly scheduled Board Meetings and at least one of the yearly conferences.

#### **Article IV. Affiliation with ICMA and OML**

Section 1. The City Management Association of Oklahoma may be affiliated with the International City/County Management Association (ICMA) as outlined by ICMA regulations. However, individual members of CMAO shall not be required to be members of ICMA.

Section 2. CMAO may be affiliated with the Oklahoma Municipal League (OML) as outlined in any agreement approved by the Board of Directors and ratified by the members of the Association. However, individual members of CMAO shall not be required to be members of the Oklahoma Municipal League.

#### **Article V. Committees**

Section 1. The President shall appoint such standing and special committees as may be deemed advisable to promote the efficiency of the Association. All committees shall serve at the pleasure of the President.

#### **Article VI. Nominations and Elections**

Section 1. At each winter meeting, the Board of Directors shall elect an eligible Officer. Each Officer will begin as the Secretary-Treasurer and at one year intervals, move up to Vice-President, then President, and finally to Past President. At the end of the one year term as Past President, the member will no longer be an Officer of CMAO, except as provided for in Article III, Section 2,

but will be eligible for election to the Board of Directors as a representative. At the summer meeting, the elected Officer(s) from the winter meeting shall begin their respective term of office. The open Board of Director positions shall be elected during the summer meeting and those so elected shall begin their term of office immediately.

Section 2. The President shall appoint a nominating committee, composed of three former officers of the Association, who shall nominate members for vacant Board of Director positions. Nominations may also be made following parliamentary procedure, from the floor by active members in good standing, and the method of voting shall be written or oral ballot. The nominee receiving the greater number of votes shall be declared elected.

## **Article VII. - Membership**

Section 1. Full Membership. The members of this Association shall be active administrators. Any person, who is the administrative head of a municipality or county, may be admitted to membership in this Association upon the recommendation of any active member. Members may also be assistants working in a direct subordinate capacity to the City Manager. Such assistants may be admitted to membership in this Association upon the recommendation of their manager or administrator. Only Full members shall have voting privileges and serve as officers of the Association.

Section 2. Cooperating Membership. To qualify for Cooperating Membership in the organization, the prospective members shall apply on a form furnished by the association, which shall bear the endorsement of the administrative employer and any active members of the Association. Such membership shall be open to all who desire to affiliate with this Association; such as department heads, COG directors and staff, university professors, researchers and others.

Section 3. Affiliate Membership. Affiliate Membership is a membership classification available to any individual or corporation.

Section 4. Student Membership. Student memberships may be granted to any enrollee in an accredited college or university in Oklahoma by virtue of a declaration of preparing for administrative work and enrollment in a school which would be considered proper training for this type of work such as: Engineering, Political Science, Business Administration, Public Administration or any other course acceptable to the Board of Directors. Student members shall make application on a form furnished by the Association and the application will be accepted upon the endorsement of their professor and/or a city manager.

Section 5. All membership applications shall be submitted to the Board for approval. The Board shall take action it deems appropriate regarding the application based on comment received or lack thereof in regards to any current sanctions or ethical violations. This review process may be accomplished via email.

Section 6. Honorary Retiree Membership. Honorary members may be chosen because of distinguished service to the management profession. No dues shall be assessed against honorary members.

Section 7. Inactive Membership. Former administrators in good standing in the organization, who wish to continue their membership in this Association, may be classified as inactive members. Former administrators are required to pay dues to the Association of \$25.00 per year. They will have no voting privileges nor may they hold office. Former administrators under this classification will be subject to review and approval by the Board of Directors every two years.

### **Article VIII. Code of Ethics**

Section 1. CMAO hereby adopts the ICMA Code of Ethics, latest revision, as the official Code of Ethics of CMAO. Each member of CMAO shall abide by the ICMA Code of Ethics as a condition of membership in CMAO.

Section 2. The CMAO President shall appoint the CMAO Ethics Committee. The CMAO President may also designate less than the full Ethics Committee to carryout an investigation of a member.

Section 3. Whenever an allegation of ethics violation has been made against a member of CMAO who is also a member of ICMA, such member shall be subject to the ICMA Code of Ethics: Rules of Procedure for Enforcement, latest revision, and any such complaint shall be made under the provisions of the ICMA Code of Ethics including sanctions. The CMAO Ethics Committee or a subcommittee thereof shall serve as the fact-finding committee as provided in the ICMA Code of Ethics: Rules of Procedure for Enforcement.

Section 4. Whenever an allegation of ethics violation has been made against a member of CMAO who is not a member of ICMA, the CMAO shall investigate the complaint in accordance with the procedures adopted by ICMA as provided in ICMA Code of Ethics: Rules of Procedure for Enforcement. However, such ICMA procedures shall be amended to conform with the organizational structure of CMAO as follows:

- a. The CMAO Board shall have the authority and responsibility of the ICMA Executive Board.
- b. The CMAO Ethics Committee or a subcommittee thereof shall have the authority and responsibility of both the ICMA Committee on Professional Conduct and the fact-finding committee, which dual role shall be carried out at the same time.
- c. The CMAO President shall have the authority and responsibility of the ICMA Executive Director.
- d. Sanctions that may be imposed by the CMAO shall follow the same guidelines established by the ICMA Code of Ethics: Rules of Procedure for Enforcement.

Section 5. Any member may resign from membership, by written notice, to the Secretary-Treasurer of the Association. In order to resign in good standing with the Association, a member

must, at the time of resignation, (1) have all dues paid and (2) not be under an ethics investigation. If, at the time of resignation, a member is under an ethics investigation but is later cleared, the resignation shall be shown as in good standing; provided, the member has satisfied the dues requirement. If, at the time of resignation, a member is found to have committed an ethics violation, then the member is barred from reapplying for membership in the Association for a period of one year from the date of resignation or completion of the investigation, whichever is longer.

### **Article IX. Annual Budget**

Section 1. For purposes of establishing an annual budget, the CMAO fiscal year shall be from July 1 to June 30 of each year.

Section 2. The CMAO annual budget process shall consist of, first, the Executive Board preparing the proposed annual budget no later than sixty (60) days prior to the end of the fiscal year. Second, the Full Board shall review the proposed annual budget and approve it. Then, third, the Full Board shall submit the proposed annual budget to the general membership in attendance at the Summer Conference Business Meeting for approval.

Section 3. The annual budget shall be in a format, as approved by the Full Board, which, at a minimum, shall include the prior two years actual and current year estimate.

Section 4. The adopted annual budget should consider the recommended fund balance of one year's operating expenses. This recommendation does not preclude the Board from establishing Special Fund Projects, which are not to be used or calculated in meeting the minimum fund balance recommendation mentioned in this Section.

### **Article X. Convention**

Section 1. Conventions of this Association shall be held semi-annually by the membership on a date selected by the Board. Quarterly and regional meetings may also be conducted.

### **Article XI. Amendments**

Section 1. This Constitution may be amended or repealed by a majority vote of the members of the Association present at each semi-annual meeting or fifteen active members of this Association may by petition to the Board of Directors, initiate a desired change which shall become effective upon ratification by majority of all members present at any convention, or by a majority of active members voting thereon by letter ballot; such letter ballot to be canvassed by two members of the Board of Directors on the sixteenth day after the same is mailed by the Secretary-Treasurer.

### **Article XII. Adoption**

Section 1. This Constitution shall be in full force and effect from and after its approval by a majority of the present active members voting thereon.

(Approved July 17, 2015)