



National Bylaws

Federal Managers Association

Revised March 28, 2018

**BYLAWS OF
FEDERAL MANAGERS ASSOCIATION
EFFECTIVE March 28, 2018**

**ARTICLE I
NAME**

Section 1. Name. The Corporation shall be known as the Federal Managers Association, Incorporated.

**ARTICLE II
PURPOSE**

Section 1. Purpose. The purpose of the Association shall be to advocate excellence in public service.

Section 2. Objectives. The objectives of the Association shall be:

- To position The Federal Managers Association to meet the future.
- Identify key governmental policy concerns/trends and provide a voice of advocacy for our members;
- Ensure best value return for our membership.
- Provide continuous professional development for our membership.
- To establish mutual understanding, respect and working relationships with responsible representatives of the community, city, county, state and Federal Governments;
- To promote, support and defend legislation clearly beneficial to the membership and to the nation;
- To vigorously oppose legislation clearly detrimental to the welfare of the membership and the nation's security.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. The membership of the Corporation shall be comprised of regular members, retired members, members-at-large, associate members, corporate members, and honorary members.

(a) Regular member. This category includes all Federal supervisory or managerial personnel. Regular members may hold any elected or appointed office in the association.

(b) Retired Members. Any retired or retiring member may apply to retain their chapter membership and will be entitled to all rights, benefits and privileges of the members of the Federal Managers Association, Incorporated. Retired members may hold elective office in the local chapters if so authorized by the local chapter bylaws.

(c) Member-at-Large. This category includes any individual qualified to be a regular member who lives in an area or works in an agency without a local chapter. Members-at-large apply for membership directly to the National Office by filling out a membership application and mailing the appropriate dues as specified in Article IX of these bylaws. Members-at-large may hold elected office as National President, National Vice President, National Secretary, National Treasurer, or Region Director in this Association.

Members-at-large shall be entitled to all benefits and services offered by the Association. A member-at-large may become a regular member in a chapter within the area of the applicant's permanent residence, if accepted by that chapter.

(d) Associate Member. This category includes all individuals not otherwise recognized in this Article who profess an interest in the purpose and goals of the Association. Associate members shall be entitled to all benefits and services offered by the Association except they may not hold any elected office above the chapter level in this Association. Associate members may hold elected or appointed office in their local chapter if so authorized by the local chapter bylaws.

(e) Corporate Member. This category includes firms or corporations engaged in selling products or services to the Federal Managers Association and members of the Federal Managers Association. Corporate members may not hold any elected or appointed office in the Association.

(f) Honorary Member. This category includes any person whose extraordinary service or contribution to the Federal Managers Association is deemed worthy of this honor. Honorary members may not hold any elected or appointed office in the Association.

Section 2. Acceptance of Membership. Individual chapters shall accept only those categories of membership listed in Section 1 of this Article.

Section 3. Availability of Membership. The Association shall not discriminate making membership available to all individuals who meet the minimum qualification standards as set forth in Article III, Section 1.

Section 4. Reservation of Rights. The Federal Managers Association, Incorporated, hereby declares its right to suspend or revoke a chapter charter for any neglect or refusal to abide by the National Bylaws of this organization.

ARTICLE IV OFFICERS

Section 1. Officers and Regions. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and four Region Directors. The number of current and potential members shall be used to determine the Regional Area break down. Equal distribution of current members shall be the goal when establishing a Regional Area.

Section 2. The Executive Board shall consist of the National President, National Vice President, National Secretary, National Treasurer and four Region Directors.

Section 3. Term, Removal and Resignation.

(a) Any officer may hold more than one office simultaneously.

(b) Any officer may be removed only for cause at any time by the vote of a majority of all the Executive Board.

(c) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when notice is delivered unless the notice specifies a later effective date.

(d) Vacancies among the officers shall be filled as outlined in Sections 6 and 7 of this Article.

Section 4. Duties of the Officers.

(a) The officers of the Corporation shall have such duties as generally pertain to their respective offices.

(b) It shall be the duty of the President to preside over all meetings of the Corporation and to call special meetings when lawfully requested. He/she shall sign all vouchers drawn on the Treasury, appoint committees not otherwise provided for herein, and determine chapter jurisdictions.

(c) It shall be the duty of the Vice President to preside in the absence of the President and perform such duties as may be required. In the event of a vacancy occurring in the office of President for any reason, the Vice President will advance to President and serve out the remainder of the term.

(d) It shall be the duty of the President or Vice President to serve as the representative of the Executive Board at all conferences.

(e) It shall be the duty of the Secretary to keep records of the Corporation and to receive and answer all correspondence pertaining to said office. He/she shall prepare a report on action(s) taken on all active resolutions adopted at prior National Conventions or Mid-Year Conferences. This report shall be forwarded to all Chapter Presidents, Conference Chairpersons and National Officers not later than ninety (90) days prior to the National Convention or Mid-Year Conference.

(f) It shall be the duty of the Treasurer to receive all funds of the Corporation, giving proper receipt for same. He/she shall deposit the money in any federally insured institution, insured up to the limit, in the official capacity of Treasurer of this Corporation. He/she shall pay out all moneys on vouchers properly signed with the signature of the President. An Annual Statement of Income and Expenditures shall be mailed to each Executive Board Member and Chapter President in January. A statement of Income and Expenditures posted as of the close of each month will be mailed to each Executive Board Member by the fifteenth of the following month.

An Annual Projected Budget will be distributed to each chapter within thirty (30) days after approval by the Executive Board.

(g) *When appointed by the National President*, it shall be the duty of the Sergeant-at-Arms to display the National Colors and to examine the credentials of all delegates. He/she shall assist in preparing for and maintaining order at all meetings of the Corporation, and shall receive and escort guests to the Chair.

(h) A position description for the Region Director shall be established, recorded and updated in the FMA Administrative Manual.

Section 5. Duties of the Executive Board.

(a) When the Executive Board determines that a vacancy exists in the office of Region Director, if the region has a Regional Vice-Director, then the Region Vice-Director will advance to Region Director and serve out the remainder of the term. Otherwise the Executive Board shall appoint an interim Region Director. A special election for Region Director shall be promptly conducted when more than sixty (60) days would elapse between the interim appointment and the next National Convention or Region Conference.

(b) The Executive Board shall have the direction and supervision over any and all conferences. Problems of this Corporation requiring contact with any department or agency of the United States Government shall be coordinated with the Executive Board. This does not require the National President to call all the above Board or any conference. They may be called at the discretion of the National President.

Section 6. Duties of the Executive Board.

(a) The Executive Board shall be vested with the management of all the affairs, property and business of the Corporation.

(b) The Executive Board shall determine who will succeed to the office of National Vice President in the event of a vacancy in that office, until an election can be held at the next National Convention. The winner of the election will complete the remainder of the vacated two year term. If the vacated two year term ends at the next National Convention, the normal election process will occur.

(c) The Executive Board shall determine who will succeed to the office of National Secretary in the event of a vacancy in that office, until an election can be held at the next National Convention. The winner of the election will complete the remainder of the vacated two year term. If the vacated two year term ends at the next National Convention, the normal election process will occur.

(d) The Executive Board shall determine who will succeed to the office of National Treasurer in the event of a vacancy in that office, until an election can be held at the next National Convention. The winner of the election will complete the remainder of the vacated two year

term. If the vacated two year term ends at the next National Convention, the normal election process will occur.

(e) The Executive Board shall establish objectives for the year. These objectives shall be established by reviewing, combining, grouping and setting priorities for the resolutions passed at the National Convention or Mid-Year Conference.

(f) The Executive Board shall approve all Corporate member benefits by 1 October of each year.

(g) The Executive Board shall establish Corporate member dues by 1 October of each year.

(h) The Executive board shall annually determine the amount of bond required for the National Treasurer, the cost of said bond to be borne by the Corporation.

(i) The Executive Board shall perform the responsibilities as outlined in Article X, Section 1-2.

Section 7. Quorum. A quorum at all meetings of the Executive Board shall consist of the presence of seventy-five (75) percent of the entire board. If less than a quorum is present at the meeting, a majority vote of those present may postpone the meeting to a subsequent date. Notice of the new meeting date shall be sent to all board members.

Section 8. Meetings and Notices.

(a) To properly manage the affairs of the association, the Executive Board will meet via teleconference monthly. The EB will also conduct meetings in conjunction with the National and Mid-Year Conventions.

(b) Notice of any such meeting shall be given to all board members at least three (3) days before the meeting. Such notice shall be made by telephone or sent by letter or telegraph to board members at their residence or business address.

(c) Any such notice shall contain the time, date and place of the meeting and the purpose of any meeting.

(d) Meetings may be held without notice if all board members are present or those not present waive notice before or after the meeting.

(e) At the request of a majority of the Executive Board, the President shall be mandated to call for a meeting of the Executive Board within 30 days of said request.

Section 9. Consent. Any action which may be taken by the Executive Board in a meeting may be taken by unanimous written consent of all board members.

Section 10. Election of Officers.

(a) All National Officers will be elected at the National Convention. President, Vice President, Secretary and Treasurer shall be elected by the delegates assembled in General Session.

The President and Secretary shall be elected on even numbered years and the Vice President and Treasurer shall be elected on odd numbered years.

The Region Directors will be elected by the chapters represented in their regions. Regions 1 and 3 Directors shall be elected in even numbered years and Regions 2 and 4 Directors shall be elected in odd numbered years.

The 2010 Election of the four (4) Region Directors will become effective July 1, 2010. The next election will occur with the 2012 National Convention, at which time Region Directors in Regions 1 and 3 will be elected. Region Directors in Regions 2 and 4 will be elected at the 2013 National Convention.

Each board member shall be elected for a two (2) year term. No board member shall serve more than three (3) consecutive terms in a single office.

(b) Nomination Process.

1. At the Mid-Year Conference, *if any, or no later than 30 September of each year*, the National President shall appoint the Chairperson of the Nominating Committee. Nominations will be solicited to insure the Nomination Committee can report to all chapters the names of the approved nominees for each office being considered eight weeks prior to the election date of the National Convention. The Nominating Committee will confirm the credentials of all nominees and confirm their eligibility to the Chapters in their report.
2. The process does not preclude the right of the voting delegates to vote for someone other than a nominee by the practice of a write in vote on the election ballot for any National Officer position.

(c) Prior to the elections, all nominees or a representative of their choice will be given an opportunity to address the delegates, but such time shall not exceed five (5) minutes per speaker. Prior to the election of FMA National Officers, a debate will be held for each office, including all candidates. The debate format will consist of five written questions submitted by the delegates present. Selection of the questions and rotation of the responses will be by draw. Alternating responses by the candidates will be limited to three minutes per candidate. The moderator of the debate will be the President Emeritus, if available or a member agreeable to all candidates. The five minutes currently allowed by the National Bylaws can be used by each candidate for their summation statement.

(d) Unless otherwise specified in this Article, all officers shall be elected by a majority ballot from the nominees for that office. If there is only one nominee for that particular office, the Secretary shall be instructed to cast a unanimous ballot for the nominee and the nominee shall be declared duly elected.

(e) A majority ballot shall be one (1) more than one-half (1/2) of the total votes cast. Votes cast for persons other than nominees as stated by the Chair for the particular office shall be ruled invalid and shall not be used in computing the majority.

(f) When there are more than two (2) nominees for a particular office and none of the nominees receives a majority on the first ballot, the balloting will continue until a nominee receives a majority. After each ballot, the nominee with the least number of votes will be eliminated.

(g) The Sergeant-at-Arms will be appointed by the National President prior to convening the next National Convention or Mid-Year Conference.

(h) The honorary title of President Emeritus may be conferred on a retiring or past President by a three-fourths (3/4) affirmative vote of the voting delegates. Voting shall be by ballot unless, by unanimous consent, the ballot is suspended.

Section 11. Status Reports.

(a) It shall be the duty of the officers of the Corporation to make such reports from time to time as will keep the chapters informed of matters pertaining to their welfare.

(b) The Corporation shall have the records of the National Office and the Treasurer's books audited by a professional auditor for the fiscal year 1 October through 30 September. The audit report shall be ready for distribution prior to the National Convention.

(c) The National Secretary will prepare an Annual Appendix Status Report, which will maintain in current status the history of the Corporation. This report shall be distributed by the National Secretary to each member of the EB on or before February 28 of each year.

(d) The National President will review all resolutions subsequent to the National Secretary submitting a status report on standing resolutions. All active resolutions that are older than two (2) years shall be covered by a "Sunset Clause" and converted to an inactive status and removed from the Active Resolutions Status Report. The National President, at any regular meeting of the EB may identify resolutions considered to be no longer valid, needed, or timely before they become two (2) years old. The "Sunset Clause" does not preclude any resolution that has been deleted from being re-written and introduced at the next National Convention or Mid-Year Conference. The National President shall report to the National Convention and Mid-Year Conference on any resolutions so canceled. Such report is to be made in advance of the report of the Resolutions Committee.

(e) It shall be the duty of the EB member of the Committee to provide and maintain an "Audit Recommendations Tracking Report". All outstanding audit findings will remain on this report until action has been completed, then finding will be moved to the completed section of the report. A copy of the Audit Report shall be provided in the National Convention folder and to each Chapter President by 30 March each year. The Audit Committee will also appoint a EB member to draft any Bylaw Resolution required as an audit finding.

ARTICLE V COMMITTEES

Section 1. Committees. The National President may appoint one or more Committees and appoint members of the Board to serve on them. The National President in accordance with these bylaws shall specify the powers and authorities of the Committees. Committees may not (1) approve any action which requires member approval, (2) fill vacancies on the Board or any other Committees, (3) amend the articles of incorporation, (4) adopt, amend or repeal the bylaws, (5) approve a plan of merger not requiring member approval, or (6) authorize or approve the issuance of memberships or chapter charters, except as authorized by these bylaws. Each Committee shall report its actions in accordance with these bylaws.

Section 2. Membership Committee. There shall be a standing Membership Committee. The National President shall appoint a Membership Chairperson who will provide a report to the National Convention and to the Mid-Year Conference each year. The National President shall also appoint the members to serve on the Membership Committee from the membership.

Section 3. Other Standing Committees. The following committees will be appointed to function during the Corporation's National Convention and/or Mid-Year Conference. Other committees may be appointed by the National President as deemed necessary.

(a) In lieu of an Audit Committee, the National President will annually audit the administrative procedures of the National Office and will report to the Executive Board any recommendations and/or findings no later than December.

(b) The Nominating Committee shall screen all nominees desiring to be nominated for Executive Board offices to confirm their credentials and eligibility and present their recommendations in accordance with the requirements of Article IV, Section 11. (c).

(c) The Bylaws Committee shall screen all resolutions relating to bylaws submitted to the National Convention or Mid-Year Conference and present recommendations to the delegates assembled.

(d) The Legislative Action Committee shall screen all legislative action resolutions submitted to the National Convention or Mid-Year Conference. It shall take into consideration resolutions remaining in effect and, where necessary, consolidate like or similar resolutions and present recommendations to the delegates assembled.

(e) The Resolutions Committee shall screen all other resolutions submitted to the National Convention or Mid-Year Conference. It shall take into consideration resolutions remaining in effect and, where necessary, consolidate like or similar resolutions and present recommendations to the delegates assembled.

Section 4. Committee Chairperson. The Region Directors shall normally chair or co-chair all committees.

ARTICLE VI MEMBERS' MEETINGS

Section 1. National Convention. The National Convention of the members of the Corporation shall be held annually in the greater Washington, D.C. area, as determined by the Executive Board.

Section 2. Mid-Year Conference. The Mid-Year Conference of the members of the Corporation may be held annually at a time and place as determined by a majority vote of the Executive Board.

Section 3. Special Meetings. The time, place and method of calling a Special Meeting of delegates from chapters comprising the National Association may be designated by the National President, subject to the approval of the Executive Board.

Section 4. Notice. All Chapter Presidents shall be notified of the date, and place for the National Convention or Mid-Year Conference. This notification shall occur at least ten (10) days, but not more than sixty (60) days prior to said Convention or Conference. Notification of a members' meeting shall be given not less than twenty-five (25) days nor more than sixty (60) days before the meeting date. A members' meeting may be called to act on an amendment to the articles of incorporation, plan of merger, proposed sales of assets, or dissolution of the Corporation. Only notice of a special meeting must state the purpose or purposes for which the meeting is called. Notice shall be postage prepaid to each Chapter President of record of the Corporation and addressed to the Chapter President's last-known address appearing on the books of the Corporation.

Section 5. Conduct of Meetings. The National President shall preside over all meetings of the members. The National Secretary of the Corporation shall act as Secretary of all the meetings if he/she is present. If he/she is not present, the National President shall appoint a Secretary of the meeting. The National President may appoint one or more election tellers to determine the qualification of voters, the validity of proxies and the qualification of ballots. The election tellers shall be under the direction of the Sergeant-at-Arms.

ARTICLE VII CONVENTION REGULATIONS

Section 1. Election of Delegates. Each chapter in good standing shall elect one (1) voting delegate, and may elect one (1) or more non-voting delegates, to the National Convention or Mid-Year Conference. Each chapter shall identify voting and non-voting delegates on the Convention/Conference registration form. The National Office will forward a copy of each delegate registration form to the National President and National Secretary. No chapter delegate will be seated or recognized as a delegate to the National Convention or Mid-Year Conference unless duly elected by the delegate's chapter. Members-at-Large shall be recognized as delegates upon completion of registration requirements and payment of applicable fees. All National Officers shall be recognized and seated as delegates to the National Convention and Mid-Year Conference during their elected term. The National Secretary shall certify the National Officers.

Section 2. Quorum. A quorum at any National Convention, Mid-Year Conference, or special meeting of members, shall consist of any number of delegates representing members, either in person or by designated proxy. A majority vote cast by the delegates representing members, present or by proxy, shall be necessary for the adoption of any matter, except that amendments to the Bylaws shall require a two-thirds (2/3) majority vote.

Section 3. Duties of Delegates. It shall be the duty of the delegates to represent their respective chapters and members in all business of the Corporation, and to make prompt responses to all questions and inquiries by mail or otherwise.

ARTICLE VIII VOTING

Section 1. Allotted Voting Strength. Chapter voting strength shall be computed by using the average of the active and retired membership paid to the National Office during the four (4) quarters of the previous calendar year. Voting is determined on the basis of two (2) votes for each additional twenty-five (25) members. Chapters chartered since the previous National Convention who are current on their dues shall be allowed a minimum of two (2) votes each. Voting strength applies to all situations.

Section 2. Voting Strength Caps. A chapter's voting strength, including proxies, cannot exceed ten (10) percent of the total voting strength of the Convention or Conference assembled. Voting strength caps apply to all situations.

Section 3. Members-at-Large. Members-at-Large shall carry no votes, but may attend and participate in all meetings and functions of this Corporation.

ARTICLE IX DUES

Section 1. Chapter Dues. Starting October 1, 2018, each chapter shall pay to the National Office on the first day of each quarter (January 1, April 1, July 1, and October 1) a per capita dues of \$26.25 per regular member or associate member and ½ regular member dues for retired member. Dues not received (postmarked) by the 10th of each quarter (January 10, April 10, July 10, and October 10) shall be assessed a one percent (1%) late fee on the original amount due.

Thirty (30) days prior to the start of each quarter the Membership Director shall mail an invoice and alphabetized printout to each chapter listing their members, as per National Office records. Chapter representatives shall review the printout and annotate any corrections, deletions and/or additions. The annotated printout, along with the invoice and appropriate per capita (dues) payment shall be sent to the Membership Director at the National Office.

Section 2. Member-at-Large Dues. Members-at-Large shall pay to the Federal Managers Association, Incorporated annual per capita dues of \$125.00. Members-at-Large are billed once a

year on 1 October. The National Office will be responsible for the necessary notification and depositing all dues received.

Section 3. Retiree Lifetime Dues. Any eligible Retired Federal manager may become a lifetime Member of FMA by paying to the Federal Managers Association Incorporated, a one-time fee of \$250. Retired Lifetime Members may be assessed additional fees if these members wish to be affiliated with local FMA chapter, and therefore, must abide by the Bylaws of the local chapter regarding lifetime membership.

Section 4. Activated Reservists. The Federal Managers Association will waive National membership dues for members in good standing who are activated in the Armed Forces Reserves/National Guard while they are in a non-pay status in their civil service positions upon notification by the member's Chapter or, for member-at-large, by the member. Such waiver of dues shall not exceed one year unless an extension is requested and adequate proof of the extended tour of duty provided.

Section 5. Dues Arrearages.

(a) Any chapter which has not paid its second quarter per capita dues for the current fiscal year will not be reimbursed for their delegate expenses until the dues are paid. Within five (5) working days after the due date of each quarter (January 1, April 1, July 1, and October 1) the Membership Director will determine which chapters are delinquent. A notice will be released to each delinquent chapter requesting immediate payment. If by the last day of the month (Jan., Apr., July and Oct.) payment has not been received the Membership Director will notify the Region Director of the delinquent chapter(s). The Region Director will make a phone or personal contact with the Chapter President and/or Chapter Treasurer. Any chapter in arrears for sixty (60) days from the original due date (January 1, April 1, July 1, and October 1) shall be sent written notification from the National Treasurer. This notification shall be sent to the Chapter President stating that the chapter will be suspended if payment is not received within thirty (30) days from the date of the letter. In addition, the Membership Director will notify each chapter member in writing of the pending suspension. Any chapter so notified which remains in arrears' thirty (30) days after the date of the National Treasurer's notification shall be suspended. The National Secretary, when directed by the National President, will issue the suspension notification letter. A copy of the suspension shall be provided to the National Office for discontinuance of mailings and other relations until the chapter has paid their past due per capita payments. The Executive Board may waive past due per capita fees at the request of an inactive chapter that is being reactivated. Such a waiver can only be granted to chapters that have been inactive or suspended for six (6) months or more.

(b) A chapter officially notified by the Treasurer of being in arrears for two (2) quarters shall forfeit all voting rights until arrears are paid in full. Dues payment must be received in the National Office ten (10) working days prior to the National Convention or Mid-Year Conference (as appropriate) for voting rights to be restored to those Chapters in arrears for two (2) quarters.

(c) Any Member-at-Large in arrears more than sixty (60) days will be suspended until the necessary dues are received.

**ARTICLE X
BUDGET PREPARATION AND APPROVAL**

Section 1. Preparation/Approval. The National Treasurer shall receive written justification and supporting documentation for budget-related requests from all individuals/groups having monetary needs for FMA activities and /or proposed objectives no later than 31 July. The National Treasurer shall prepare a proposed budget, along with an analysis of each account and distribute it to each member of the Executive Board no later than 31 August. The Executive Board shall review, revise, correct or make recommended changes deemed in the best interest of the Association and approve the annual budget on or before 30 September. Approval will be based on a recorded vote of Executive Board members. A majority vote will be required for approval. Any exceptions or unresolved concerns will be maintained by the National Treasurer in the budget record package for that year.

**ARTICLE XI
SEAL**

Section 1. Seal. The seal of the Corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the words "SEAL" and "VIRGINIA."

**ARTICLE XII
CHECKS, NOTES and DRAFTS**

Section 1. Signatures. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Executive Board may authorize. The signature of any such person may be a facsimile when authorized by the Executive Board.

**ARTICLE XIII
FISCAL YEAR**

Section 1. Fiscal Year. The fiscal year of the Corporation is 1 October through 30 September.

**ARTICLE XIV
AMENDMENT OF BYLAWS**

Section 1. Alterations, Amendments or Repeals. Alterations, amendments or repeals of the Bylaws may be made by two-thirds (2/3) vote of the members entitled to vote at the National Convention or Mid-Year Conference. Alterations, amendments or repeal of the Bylaws may be made by referendum vote if the referendum notice contains a copy of the proposed alteration, amendment or repeal. Any amendment to the Bylaws shall become effective on the first day after the close of the National Convention or Mid-Year Conference unless otherwise voted by the delegates assembled at the time of enactment. The action of the delegates shall be considered final, unless a referendum vote is taken to all chapters on the question that is raised. Revisions to the National Bylaws will be published and distributed sixty (60) days following the close of the National Convention or Mid-Year Conference.

ARTICLE XV EXPENSES

Section 1. Expenses. The National Officers of the Association shall be paid an annual fee as follows: National President, \$5,000; National Vice President, National Secretary, National Treasurer, \$2,500 each; and Region Directors, \$2000 each. The Treasurer shall be bonded in an amount to be determined annually by the Executive Board, the cost of the bond to be borne by the Corporation. All salaries may be paid monthly or quarterly.

Section 2. Approved Expenses. The approved expenses of the National Officers will be paid per the schedule established and approved by the Executive Board. Copies of this schedule will be mailed to chapters each time the schedule is changed. Itemized expense statements will be submitted to the National Treasurer on an Expense Report Form. Any officer holding more than one office will be paid only at the annual rate of the office with the highest annual fee.

Section 3. When a National Officer (President, Vice-President, Secretary, Treasurer or Region Director) is newly elected at a National Convention, they will be paid all authorized expenses if not otherwise entitled to be reimbursed for expenses.

Section 4. Chapter Expenses. Each chapter in good standing of this Corporation shall be allowed to defray expenses of one National Convention delegate. The mileage rate for Chapters in Regions 1 and 2 within the continental United States will be **10 cents per mile** based on two-way mileage for the shortest usually traveled route. For all other chapters, the mileage rate will be **10 cents per mile** based on one-way mileage for the shortest usually traveled route. All chapters shall be authorized a **\$9.00 per day travel subsistence**, not to exceed four days. For chapters having members who reside nationwide, the mileage rate shall be paid to the voting delegate based on the Region in which he or she resides. One delegate of each chapter, while in session, will be authorized **\$47.00 per day hotel and subsistence combined**. The total amount of all authorized expenses shall not exceed fifty (50) percent of the per capita dues paid by the chapter represented during the calendar year preceding the convention. The convention delegates must attend all sessions (unless excused by the President) to receive compensation. Itemized expense statements shall be submitted to the National Treasurer on a Convention Credit Memo. This resolution will take effect with the rebate issued for the 2016 National Convention.

Section 5. Pooling Expenses. A maximum of three (3) chapters may pool their expense allowance and select a joint delegate with expense allowance in accordance with Section 4. The expense allowance shall not exceed fifty (50) percent of the combined per capita dues of the chapters represented. Credentials shall indicate chapters being represented by the delegate or delegates from other chapters. Allocated funds for the convention may not be utilized by a chapter executing a proxy.

Section 6. Authorized Expenses. No expense in excess of that provided in this Article shall be paid unless specifically authorized by the Convention assembled.

Section 7. Expense Rebates. Delegate expense rebates shall be given using a credit voucher to be applied against subsequent chapter per capita dues payments. The National Treasurer shall issue such credit vouchers within one week from the close of the Convention. Credit vouchers shall be utilized as payment of chapter dues within the fiscal year in which they were given. Credits not utilized within the respective fiscal year (ending September 30) shall not be applied to dues' obligations in future years. Chapter rebates may also be donated to other FMA activities such as FMA's PAC fund.

ARTICLE XVI CHAPTER REGULATIONS

Section 1. Prohibition of Circumvention of National Officers. No chapter shall bypass the officers of this Corporation in any matter pertaining to or of National scope.

Section 2. Prohibition of Forming PAC's. No chapter or region shall establish a Political Action Committee (PAC) as a stand alone or an affiliated PAC of FMA.

Section 3. Resolutions. All resolutions shall be submitted to the National Office, with a copy to the National Secretary, no later than forty-five (45) days prior to the opening date of the National Convention or Mid-Year Conference. Late resolutions must be received no later than twenty (20) days prior to the National Convention or Mid-Year Conference. Late resolutions will be submitted as unnumbered resolutions utilizing the proper format with one hundred (100) copies to the National Office and a copy to the National Secretary. Late resolutions will be included in the National Convention or Mid-Year Conference book numbered as late resolutions. The assembled body will vote to accept or reject the late resolutions.

Section 4. Affiliations. All associations/organizations desiring affiliation with the National Association shall submit copies of their proposed constitution and/or Bylaws to the National Secretary for approval by the Executive Board prior to a charter being granted. All affiliated associations/organizations shall submit a copy of each change to their current constitution and/or Bylaws to the National Secretary.

Section 5. Updating Chapter Information.

(a) All chapters shall immediately inform the National Office of the election or appointment of the Chapter President, Treasurer, Legislative Action Team Leader, Legislative Action Team Members and Membership Committee Chairperson, including their addresses and telephone numbers, both work and home. Additions, deletions or changes to the chapter membership roster are to be forwarded to the National Office.

(b) The Presidents of "Floating" chapters shall ensure that the appropriate Region Director (gaining and losing) are notified immediately upon their election as a Chapter President.

Section 6. Auxiliaries. Individual chapters may sponsor Auxiliaries at no cost to the National Association. Membership in the Auxiliaries shall be limited to the immediate families (18 years of age or older) of members, in good standing of the sponsoring chapter. The National Secretary

shall furnish a copy of the National Bylaws, which will be used as a guide in the formation and operation of Auxiliaries.

Section 7. Chapter Elections. Each chapter shall have nominations and elections of officers at a date of their choosing and the terms of office shall be at each chapter's discretion.

Section 8. Referendum Votes. If requested in writing by twenty-five (25) percent of the chapters in good standing, the National President shall call for a referendum vote of all chapters. Requests for a referendum vote must clearly indicate the reason for the referendum. Any issue dealing with the Corporate business which does not affect a third-party interest, may be eligible for referendum. The National President shall set a time limit of not less than thirty (30) days but not more than ninety (90) days for all requests to be received. The National Secretary will inform all chapters of the deadline for receipt of ballots. The deadline shall be calculated from the postmarked date on ballots sent out by the National Secretary. Voting will be as calculated for the previous National Convention, except that chapters chartered since the previous National Convention will be allowed a minimum of two (2) votes each. A quorum equal to one-third (1/3) of the chapters in good standing and a majority of two-thirds (2/3) of the vote will be required. Reconsideration will not be allowed except at a National Convention or Mid-Year Conference.

When deemed appropriate, the Executive Board will email to every chapter president, 45 days prior to the vote a resolution for their consideration, notification that a teleconference to discuss the resolution will be held 25 days prior to the vote, the election date and the chapter's voting strength. The Executive Board may amend the resolution based on the feedback from the members. Minutes of the teleconference will be released to all chapter presidents within 5 business days. The Chapter Presidents will submit their vote to the National Secretary by the stated election date. Within 5 business days of the election, the National Secretary shall email each Chapter President the results of the election by listing the votes cast by each chapter in the association.

ARTICLE XVII CONFERENCES WITHIN THE NATIONAL FMA ORGANIZATION

Section 1. Authorization of Conferences. The Federal Managers Association welcomes the establishment of joint collaborative groups (i.e., Conferences) and officially recognizes them as extensions of the Association.

Section 2. Prohibition of Forming PAC's. No conference shall establish a Political Action Committee (PAC) as a stand alone or an affiliated PAC of FMA.

Section 3. Prohibition of Circumvention of National Officers. Conferences shall not bypass the officers of the Corporation in any matter pertaining to or of national scope nor propose any actions contrary to the Association's position.

**ARTICLE XVIII
MID-YEAR CONFERENCE**

Section 1. Conference Procedures. It is established procedure for chapters to meet in a Mid-Year Conference to accomplish the business of the Corporation.

Section 2. Mid-Year Conference.

- (a) The Mid-Year Conference will be national in scope and will be open to members of all chapters in good standing and Members-at-Large.
- (b) All resolutions approved and/or actions taken at the Mid-Year Conference will be considered binding and will be implemented at the close of the Conference.
- (c) Voting will be as calculated for the previous National Convention, except that chapters chartered since the previous National Convention will be allowed a minimum of two (2) votes each.

Section 3. The Mid-Year Conferences, if approved by the Executive Board, will be held annually in the month of August, September or October.

Section 4. Regional Caucuses. The National President shall designate a time and place for each region to caucus during the Conference.

**ARTICLE XIX
SUGGESTED ORDER OF BUSINESS FOR MEETINGS**

1. Invocation
2. Pledge of Allegiance
3. Roll Call of Delegates
4. Report of Credentials Committee
5. Introduction of New Chapters
6. Reading of Unapproved Minutes
7. Communications and Bills
8. Reports of Officers and Chief Operations Officer
9. Reports of Committees
10. Unfinished Business
11. New Business
12. Nominations and Election of Officers
13. Good and Welfare
14. Benediction
15. Adjournment

All questions, unless otherwise provided for in these Bylaws, will be decided by Robert's Rules of Order.

ARTICLE XX OBLIGATIONS CREED

OBLIGATIONS FOR OFFICERS:

I, _____, do solemnly and sincerely promise, on my sacred honor as a member of this Association and Corporation, that I will faithfully discharge the duties of my office, as of this Association. I further promise that I will, to the extent of my ability, enforce the laws of the Federal Managers Association, Incorporated.

OBLIGATION FOR MEMBERS OF CHAPTERS AFFILIATED WITH THE NATIONAL ASSOCIATION:

I, _____, do voluntarily become a member of this Association and Corporation, and pledge myself, upon my sacred honor, before the members here present, to abide by the Constitution, Bylaws and Regulations of this Association. I further pledge myself that I will do all in my power to advance the interests of these United States and the Federal Managers Association, Incorporated.

ARTICLE XXI PRAYERS

Section 1. Invocation.

Almighty God, father of all people and Judge of all nations, we pray Thee to guide our work in this meeting and all our days. Send Thy peace to our Nation and to all Nations; hasten the fulfillment of Thy promise of peace that will have no end. We pray for those who serve the people, and may Thy blessing enable them to discharge their duties honestly and well. Finally, O God of Mercy, we remember lovingly before Thee our departed, who receive with Thee the reward of Life Everlasting. Amen.

Other appropriate invocations may be used.

Section 2. Benediction.

Almighty God, we thank Thee for the wisdom given us this day, and we pray for Thy guidance and protection, so that we can serve Thee throughout our lives. Amen.

Other appropriate benedictions may be used.

ARTICLE XXII PROXY VOTING

Section 1. Proxy Definition. A proxy is a power of attorney given by one person to another person (in the form of an authorization document) to vote for him/her in his/her absence. The authorization document will designate and specify the person, the date or dates, the year, the

meeting (National Convention, Mid-Year Conference, Region Meeting, etc.) for which it is to be utilized. A SAMPLE PROXY document can be found on page 28 of these Bylaws.

Section 2. Proxy Voting For Region Directors. Information on the use of Proxy Voting for electing Region Directors in region caucuses or during the National Convention refer to Article IV, Section 10. (b) of these Bylaws.

Section 3. Proxy Voting For National Conventions or Mid-Year Conferences. Refer to Article VIII, Section 2 of these Bylaws for information on the use of proxies and caps on the use of proxy votes.

Section 4. Use of Proxy Votes by Board Members. Proxy votes will be allowed and honored by Board Members at EB meetings once a quorum has been established.

Section 5. Submission of Proxy Authorization Documents (forms). All proxy authorization documents (forms) must be validated within each region by the respective Region Director of the respective region from which the proxy was initiated prior to the Convention, Conference, or Meeting. All proxy authorization documents (forms) must be in the hands of the presiding officer no less than one (1) hour prior to the convention/conference/meeting for which a proxy vote is to be utilized.

ARTICLE XXIII DISCIPLINARY PROCESS

(a) The Executive Board is empowered to discipline any member, chapter, conference or region when the action(s) of such individual, chapter, conference or region has violated the national Bylaws or jeopardized the association legally or financially.

(b) The National Secretary shall notify the member, chapter, conference or region of the alleged action(s) being investigated by certified mail with a return receipt requested. The member, chapter, conference or region must present their response in writing to the National Secretary within thirty (30) calendar days of receipt of notification.

(c) The Executive Board (EB) shall review the information provided and/or conduct an investigation and recommend to the Executive Board the action to be taken. The EB shall submit this recommendation twenty (20) calendar days after the Secretary receives the response from the member, chapter, conference or region or twenty (20) days after the deadline for a response, if no response is received.

(d) Within twenty (20) calendar days, the Executive Board (EB) will decide by majority vote the appropriate action to be taken. All decisions are final.

(e) If a penalty is warranted, it shall be proportionate to the violation committed. The penalty may be a warning, reprimand, suspension, expulsion or other action deemed appropriate by the EB.

(f) The National Secretary will notify the individual, chapter, conference or region by certified mail of the decision.

(g) The Region Director will notify their chapters of the decision.

**HISTORICAL APPENDIX
TO THE FEDERAL MANAGERS ASSOCIATION'S NATIONAL
BYLAWS**

March 21, 1994

Authority of the National Secretary Relative to Making “Editorial” Changes to the National Bylaws

During the 1994 National Convention, Resolution BL-9-94 was adopted as amended and is stated as adopted.

“The National Secretary shall be authorized to make ‘editorial’ changes (i.e. spelling, grammatical, sentence structure and punctuation changes which will not affect the original intended purpose of the item) without submitting changes through the Bylaws Resolution process.”

August 21, 1995

Registration Fee for Retired Members Attending Conferences/Conventions

During the 1995 Mid-Year Conference, Resolution BL-2-95 Mid-Year was adopted as amended and is stated as adopted. “In order to encourage participation of Retired Members at Conventions/Conferences, the registration fee be reduced by the association’s costs for training of those retirees who do not desire to receive the training offered.”

March 24, 2001

Permanent Relocation of Chapter 186

During the 63rd National Convention, Resolution BL-01-01 was adopted and is stated below. “That Chapter 186 be permanently assigned to Zone 2 and this action be documented in the Historical Appendix of the Federal Managers Association National Bylaws.”

September 8, 2001

Permanent Relocation of Chapter 275

During the 10th Annual Mid-Year Conference and Training Seminar, Resolution BL-02- 01 was adopted and is stated below.

“That Chapter 275 be permanently assigned to Zone 2 and this action be documented in the Historical Appendix of the Federal Managers Association National Bylaws.

September 6, 2003

Permanent Relocation of Chapter 385

During the 12th Annual Mid-Year Conference and Training Seminar, Resolution BL-01- 03 was adopted and is stated below.

“That Chapter 385 be permanently assigned to Zone 2 at the conclusion of the 2003 Mid- Year Conference.

March 24, 2006**Establish the requirement for the Region Director**

During the 68th National Convention, Resolution BL-01-06-NC was adopted and is stated below. Add to the existing bylaw Duties of the Officers, Section 5(h): “A position description for the Region Director shall be established, recorded and updated in the FMA Administrative Manual.”

During the 68th National Convention, Resolution BL-02-06 was adopted and is stated below. The FMA internal audit be conducted every two years instead of annually, with the next audit to take place in 2007 since the last audit was completed in 2005.

March 27, 2007**Election of Interim National Officers**

During the 69th National Convention, Resolution BL-01-07 was adopted and is stated below.

The General Executive Board shall determine who will succeed to the office of (b) Vice President, (c) National Secretary and (d) Treasurer in the event of a vacancy in that office until an election can be held at the next National Convention. The winner of the election will complete the remainder of the vacated two year term. If the vacated two year term ends at the next National Convention, the normal election process will occur.

BL-02-07 FMA National Dues Adjustment

Article IX Section 1 and 2 changed to read per capita dues of \$20.00 per regular member or associate member and ½ regular dues for retired members....Members-at-Large shall pay the Federal Managers Association Incorporated annual per capita dues equal to regular member dues.

BL-03-07 Expense Rebate Change

Article XV was changed to incorporate an increase the mileage rate from 15 cents per mile to 20 cents per mile; increase travel subsistence from \$10.00 per day to \$13.00 per day and hotel and subsistence combined from \$44.00 per day to \$57.00 per day. This resolution will take effect with the rebate issued for the 2007 Nation Convention.

BL-04-07 Relocation of Chapter 275

Article IV Section 4 (d) incorporated that FMA Chapter 275, The ODAR Managers Association, is now a member chapter in Region 4 and will remain in Region 4 until the SSA Conference Chair changes requiring a move to another Region.

March 10, 2008**BL-01-08 Mid-Year Conferences**

Article, VI, Section 2 – The Mid-Year conference of the members of the Corporation may be held annually at a time and place determined by a majority vote of the General Executive Board.

March 15, 2010**BL-01-NC10 FMA National Membership Dues Increase**

NC 2010 approved a per capita quarterly dues of \$23.25 per regular member or associate member and ½ regular member dues for retired members.

BL-02-NC10 Federal Managers Association Restructure

NC 2010 approved the restructure of the Federal Managers Association to include changing eight (8) Zone Presidents to four (4) Region Directors and changing the National and General Executive Board to the Executive Board.

BL-04-NC10 Approved Expenses for Region Director

NC 2010 approved changing the annual salary of Region Director to \$2000.00.

March 14, 2011

BL-01-NC11 – FMA Member-at-Large Dues Adjustment

NC 2011 approved changing the annual per capita dues for Members-at-Large to \$125.00.

March 12, 2014

BL-01-NC14 -- Audit Committee(s)

NC 2014 approved modification of Article V, Section 3 (a) to read that the National President will annually audit the administrative procedures and report to the Executive Board any recommendations and/or findings no later than December. This eliminated the need for an audit committee to review administrative procedures. The requirement for the audit committee to review the financial records of the association was also deleted due to the increased oversight by the Certified Public Accountant, the National Treasurer, the Executive Director and the National President.

BL-02-NC14 – Member-At-Large Eligibility to Hold Office

NC 2014 approved permitting Members-At-Large to hold the office of Region Director in addition to the previously approved offices of National President, National Vice-President, National Secretary, and National Treasurer.

March 9, 2015

BL-01-NC15 – FMA National Membership Dues Increase

NC 2015 approved a per capita quarterly dues of \$25.00 per regular and associate member and ½ regular member dues for retired members.

March 17, 2016

BL-01-NC16 – Conferring Title of “President Emeritus” on Outgoing National President Patricia Niehaus

NC 2016 unanimously elected to confer the title of “President Emeritus” on outgoing National President Patricia Niehaus.

BL-02-NC16 – Reduction of Rate of Rebates to Chapters Attending FMA Conventions

After much discussion and consideration, resolution BL-02-16 was adopted and is stated below. “That a 33 percent reduction be made to the amount rebated to Chapters attending National Conventions. Article XV, Section 4 shall be amended to state: Chapter Expenses will now incorporate the following rates: \$0.10 per mile, \$38 per day hotel, and \$9 per day travel subsistence (\$47 combined).

March 12, 2018

BL-01-NC18 – FMA National Membership Dues Adjustment

NC 2018 approved, by a roll call vote, a per capita quarterly dues of \$26.25 per regular and associate member and ½ regular member dues for retired members.

Federal Managers Association

PROXY FORM

To: FMA National Secretary

From: Chapter # _____

Name of Chapter _____

I, _____ President (or designated chapter officer)

of FMA Chapter # _____, do hereby assign my PROXY to:

_____.

This PROXY is valid for all votes (or is limited to those issues stated in remarks section) arising during the (Convention/Conference/Meeting).

This PROXY shall be invalid immediately upon the close of the (Convention/Conference/Meeting) unless rescinded by me, in writing at an earlier time.

(Signature) (Date)

(Signature of Witness) (Date)

VALIDATION OF PROXY *

(Region Director's Signature) (Date)

* Signature of Region Director validates the correctness of proxy information.

REMARKS SECTION:

BYLAWS INDEX

- A· Activated Reservists · 11
 - Affiliations · 14
 - Association Objectives · 1
- B· Benediction · 17
 - Bylaws · 1, 2, 6, 8, 10, 11, 12, 14, 15, 16, 17, 18, 19
 - alterations · 12
 - amendments · 12
 - repeals · 12
- C· Chapters · 1, 2, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19
 - auxiliaries · 14, 15
 - elections · 15
 - expenses · 13
 - membership · 1, 2
 - prohibition of forming PAC's · 14, 15
 - regulations · 14
 - suspension · 11, 18
- Checks, Notes & Drafts · 12
 - authorized signatures · 12
- Committees · 3, 7, 8
 - appointment of · 8
 - description of · 8
- Conference · 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 14, 15, 16, 18, 19
 - bylaws · 8
 - dates · 9
 - mid-year · 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 14, 15, 16, 17, 18, 19, 20
 - procedures · 16
 - prohibition of forming PAC's · 14, 15
- Convention · 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 18, 19, 20
 - location · 9
 - notice · 9
 - regulations · 9
 - special · 9
- D· Delegates · 4, 6, 7, 8, 9, 10, 12, 13
 - chapter · 9
 - duties of · 10
 - election of · 9
- Disciplinary Process · 18
- Dues · 2, 5, 10, 11, 13, 14
 - amount · 10
 - chapter · 10
 - credit voucher · 14
 - due dates · 10
 - late penalties · 11
 - members-at-large · 10
 - retired members · 10

BYLAWS INDEX

- E· Elections · 6, 15
 - ballots · 6, 7, 9, 15
 - delegates · 9, 10
- Expenses · 13, 14, 20, 21
 - approved · 13, 21
 - authorized · 14
 - chapter · 14
 - convention · 13, 14
- Executive Board · 3, 4, 5, 6, 8, 9, 11, 12, 13, 14, 15, 16, 18, 20, 21
 - consent · 5, 7
 - election of · 6, 7, 11
 - meetings & notices · 7
 - quorum · 5, 10, 15, 18
 - removal · 3
 - term · 3
 - vacancies · 3, 8
- F· Fees · 9, 11, 13, 19
 - retiree convention registration · 19
- Fiscal Year · 7, 11, 12, 14
- H· Historical Appendix · 19, 20, 21
- Honorary Member · 2
- I· Invocation · 17
- L· Legislative Action Committee · 8
- Legislative Action Team Leaders · 14
- M· Meetings · 5, 9, 10, 18
 - suggested order of business · 16
- Membership · 1, 2, 8, 10, 11, 14, 20, 21
 - associate · 2
 - corporate · 2
 - eligibility · 1, 2
 - honorary · 2
 - members-at-large · 2
 - regular · 1
 - restrictions · 2
 - retired · 1
- Mid-Year Conference · 9, 12, 16, 19, 20
- N· National Convention · 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 18, 19, 20
- National Officers · 3, 6, 9, 13, 14, 15, 20
 - newly elected officers · 13
 - pooling · 13
 - reporting · 7
- N· Nominations for Office · 6, 15, 16
- O· Officers · 2, 3, 4, 6, 7, 9, 13, 14, 15, 16, 17, 20
 - chapter · 15
 - duties · 3, 4
 - conference/convention · 3, 4

BYLAWS INDEX

- O**• Officers (cont.)
 - election of · 6, 7, 16
 - expenses · 13, 14, 20, 21
 - national · 3, 6, 9, 13, 14, 15, 20
 - obligations · 17
 - regions · 2, 6
 - removal and resignation · 3
 - term of office · 3, 4, 5, 6
 - vacancies · 3, 8
 - zones · 19, 20, 21
- P**• Prayers · 17
- President · 2, 3, 4, 6, 7, 8, 9, 11, 13, 15, 16, 21
- President Emeritus · 7
- Proxies · 10, 13, 17, 18, 22
- Q**• Quorum · 5, 10, 15, 18
- R**• Rebates · 14, 20
- Referendum Votes · 15
- Regional Caucuses · 16, 18
- Region Directors · 2, 3, 4, 6, 8, 11, 13, 14, 18, 19, 20, 21
- Regulations · 9, 14, 17
- Resolutions · 3, 5, 7, 8, 13, 14, 15, 16, 19, 20
 - adopted · 3, 19, 20
 - approved · 16, 20, 21
 - committee · 8
 - report of action taken · 3
 - priorities · 5
 - screening · 8
 - submission · 14
- Robert's Rules of Order · 16
- S**• Salaries · 13
- Seal · 12
- Secretary · 2, 3, 4, 6, 7, 9, 11, 13, 14, 15, 18, 19, 20, 21, 22
- Sergeant-at-Arms · 4, 7, 9
- Status Reports · 7
- Suspension · 11
- T**• Treasurer · 2, 3, 4, 5, 6, 7, 11, 12, 13, 14, 20, 21
 - audit · 7, 8, 20, 21
 - bonded · 13
- V**• Vice President · 2, 3, 4, 6, 13, 20
- Voting · 6, 7, 10, 11, 15, 16
 - delegates · 6, 7, 9, 13
- Z**• Zones · 19, 20, 21