

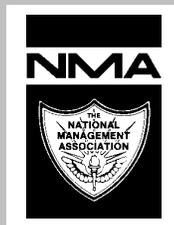


The NCDOT Leadership & Management Development Association

**An Affiliation of
The National Management Association**

BYLAWS

April 16, 2013



BYLAWS

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ARTICLE I

Name

Section 1: Name

- a. The name of this organization shall be the **NCDOT Leadership & Management Development Association**, an affiliation of the National Management Association hereinafter referred to as "the chapter."

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ARTICLE II

Mission, Purposes, and Restrictions

Section 1: Mission Statement

The **NCDOT Leadership and Management Development Association (LMDA)** seeks to provide personal and professional growth to its members through programs and activities designed to foster leadership and management skills development. It will provide members with a peer network for the exchange of information and ideas and will focus on the critical areas of team building and facilitating decision-making.

Section 2: Purposes

The purposes of this Chapter are to:

- A. Develop a professional spirit and understanding of management as a profession.
- B. Provide opportunity for development of leadership and managerial skills through education and experience.
- C. Provide opportunity for exchange of ideas and information on management practices.
- D. Encourage the spirit of unity and cooperation among managers at all levels.
- E. Provide a vehicle to improve service to the citizens of North Carolina by improved management practices.
- F. Interface with managers from other agencies (private, non-profit, other government).
- G. Encourage new Chapters in areas beyond NCDOT where synergy and common goals may exist in order to further promote leadership and management development.

Section 3: Restrictions

The Chapter shall be non-political, non-partisan, non-lobbying and shall not engage in collective bargaining in behalf of its members or others.

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ARTICLE III**Membership****Section 1: Categories of Membership**

- A. Chapter Membership. Chapter members may participate in all chapter activities unless otherwise specifically restricted.
- B. National Membership. National members gain any additional rights and privileges afforded by the National Management Association. All members of the Chapter Board of Directors are required to be members of the NMA. NMA members are also chapter members.

Section 2: Admission to Membership

- A. Any person desiring membership in the chapter or national shall submit to the Board of Directors a properly completed membership application, accompanied by appropriate dues for the current fiscal year and the registration fee when applicable.
- B. Upon approval of the enrollment by the Board of Directors, the Secretary shall notify the individual of such approval.

Section 3: Membership eligibility

- A. Any NCDOT employee who supports the mission and purpose may join this chapter or national as a regular member and hold any office for which he or she qualifies.
- B. Any NC State government employee who supports the mission and purpose may join this chapter or national with all the privileges of regular members including serving on the Board of Directors but excluding elected positions.
- C. Any regular chapter or national member in good standing at the time of retirement may be eligible for a free lifetime membership. These members may serve on the Board of Directors excluding elected positions. Some optional fees for services or products from NMA may be applicable.

Section 4: Termination

- A. Any member who fails to pay his/her dues within 60 days of the beginning of the chapter's new fiscal year shall be suspended for failure to pay dues. Membership will only be reinstated upon payment of dues and any reinstatement fees as established by the Board of Directors.

Section 5: Resignations

- A. Anyone who voluntarily resigns, and reapplies for admission, shall become a member again only upon approval of the Board of Directors, and payment of appropriate dues and any reinstatement fees as established by the Board of

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Directors.

ARTICLE IV

Dues

Section 1: Annual Dues

- A. The Board of Directors shall determine annual dues for each of the two categories of membership. Duesto The National Management Association for all current Board of Directors shall be paid with chapter funds.

Section 2: Schedule of dues upon entry in the chapter shall be as follows:

- A. Members admitted during the first half of the fiscal year shall pay the full yearly amount of dues. New members admitted during the last half of the fiscal year shall pay one-half of the yearly amount of dues.

Section 3: Registration Fee

- A. Each new member joining as a national member shall pay a one-time registration fee to The National Management Association. An individual who has previously been a member of NMA shall be exempt from the NMA registration fee.

Section 4: Dues Credits

- A. Members may accrue credits toward their annual membership dues through attendance of chapter's sponsored professional development events.
- B. Dues credits are not transferable and can only be used for the following fiscal year (Jul – Jun).
- C. All dues credits will be established by the Board of Directors.

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ARTICLE V

Officers

Section 1: President

a. Eligibility

1. Any candidate for this position shall be a member in good standing of the chapter with restrictions identified in Article III Section 3.

b. Duties

1. Be responsible to the Board of Directors for the satisfactory operation of the chapter in accordance with the bylaws established by the board.
2. Establish organizational structure and staff it.
3. Preside at all regular and special membership meetings of the chapter.
4. Preside at all Board of Director Meetings.
5. With the Secretary, sign all written contracts of the chapter as authorized by the Board of Directors.

c. Succession in Office

1. After serving a full twelve-month term, an officer may succeed him/herself in the same office if there are no other candidates. Serving for 2 years is desirable.

d. Vacancy

1. If a vacancy occurs in this office during the administrative year, the Board of Directors shall appoint a qualified member to serve the balance of the year.

Section 2: Vice President

a. Eligibility

1. Any candidate for this position shall be a member in good standing of the chapter with restrictions identified in Article III Section 3.

b. Duties

1. In the absence of the President, perform the duties of the President.
2. Provide leadership and direction to those leaders reporting to him/her.

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3. Serves as chairman of the Nominating Committee.

c. Succession in Office

1. After serving a full twelve-month term, an officer may succeed him/herself in the same office if there are no other candidates. Serving for 2 years is desirable.

d. Vacancy

1. If a vacancy occurs in this office during the administrative year, the Board of Directors shall appoint a qualified member to serve the balance of the year.

Section 3: Secretary

a. Eligibility

1. Any candidate for this position shall be a member in good standing of the chapter with restrictions identified in Article III Section 3.

b. Duties

1. With the President, sign all written contracts as authorized by the Board of Directors.
2. Maintain membership records.
3. Provide leadership and direction to those leaders reporting to him/her.
4. Perform such other duties pertaining to his/her office as may be designated by the President.
5. Act as parliamentarian at Board meetings.

c. Succession in Office

1. After serving a full twelve-month term, an officer may succeed him/herself in the same office if there are no other candidates. Serving for 2 years is desirable.

d. Vacancy

1. If a vacancy occurs in this office during the administrative year, the Board of Directors shall appoint a qualified member to serve the balance of the year.

Section 4: Treasurer

a. Eligibility

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1. Any candidate for this position shall be a member in good standing of the chapter with restrictions identified in Article III Section 3.

b. Duties

1. Assume responsibility for the funds of the chapter and deposit them in a depository approved by the Board of Directors.
2. Pay all bills that fall within the budget, provided the official responsible for the activity approves the invoices.
3. Pay all other bills, which are duly approved by the Board of Directors.
4. Keep books of account of receipts and expenditures, which shall be open at all times for inspection by the Board of Directors.
5. Make such reports as designated by the President.
6. All checks written on the chapter account are required to have the signatures of the Treasurer or the President.

c. Succession in Office

1. After serving a full twelve-month term, an officer may succeed him/herself in the same office if there are no other candidates. Serving for 2 years is desirable.

d. Vacancy

1. If a vacancy occurs in this office during the administrative year, the Board of Directors shall appoint a qualified member to serve the balance of the year.

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ARTICLE VI

Committees

Section 1: Program

a. Method of Selection

1. The Director of Programs shall be nominated by the chapter President and approved by the elected officers.
2. Program committee members shall be selected by Director of Programs with the advice and consent of the chapter President.

b. Duties

1. Under the direction of Director of Programs, this committee shall plan, organize, and execute all phases of programs for each regular membership meeting and special meetings, as may be called by the Board of Directors.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the President nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

Section 2: Membership Development

a. Method of Selection

1. The Director of Membership Development shall be nominated by the chapter President and approved by the elected officers.
2. The Director of Membership Development, with the advice and consent of the chapter President shall select the Membership Development committee members.

b. Duties

1. With the guidance of the Director of Membership Development, this committee shall organize, and conduct a constant program for enlisting new members and promote interest in, and understanding of, the chapter and the NMA to the members. Also plan and execute a new member orientation and training program for its personnel, particularly for member contact.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the President nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

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Section 3: Professional Development**a. Method of Selection**

1. The Director of Professional Development shall be nominated by the chapter Vice President and approved by the elected officers.
2. The Director of Professional Development with the advice and consent of the chapter Vice President shall select the Professional Development committee members.

b. Duties

1. Determine the Professional Development needs of the membership and plan a program of professional development activities aside from, or in conjunction with, the general membership meetings. Regularly consult executive advisors, training director(s), past officers, the board, and the membership.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the Vice President nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

Section 4: Community Involvement**a. Method of Selection**

1. The Director of Community Involvement shall be nominated by the chapter Vice President and approved by the elected officers.
2. The Community Involvement committee members shall be selected by the Director of Community Involvement with the advice and consent of the chapter Vice President.

b. Duties

1. Organize and conduct civic activities as appropriate to serve the needs of residents in the local community.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the Vice President nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

Section 5: Certified Manager Program**a. Method of Selection**

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1. The Director of the Certified Manager Program shall be nominated by the chapter Vice President and approved by the elected officers.
2. The Certified Manager Program committee members shall be selected by the Director of the Certified Manager Program with the advice and consent of the chapter Vice President.

b. Duties

1. Chairs the Certified Manager Program committee meetings
2. Manage the Certified Manager Program.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the Vice President nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

Section 6: Communications**a. Method of Selection**

1. The Director of Communications shall be nominated by the chapter Secretary and approved by the elected officers.
2. The Director of Communications shall select the Communications committee members with the advice and consent of the chapter Secretary.

b. Duties

1. Keep the public informed of the activities of the chapter, and be responsible for publicity and publications.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the Secretary nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

Section 7: Awards**a. Method of Selection**

1. The Director of awards shall be appointed by the chapter Secretary approved by the elected officers.
2. The Director of awards with the advice and consent of the chapter Secretary shall select the Awards' committee members.

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b. Duties

1. Chairs the awards committee meetings
2. Manage the awards program.
3. Submit monthly report on Chapter activities to the National chapter.

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the Secretary nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

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Section 8: Finance**a. Method of Selection**

1. The Director of the finance committee shall be the treasurer who will preside over and conduct finance committee meetings.
2. The finance committee members shall be the Board of Directors.

b. Duties

1. The finance committee has the responsibility for approval of the annual budget. All expenditures within budget are subject to approval of the official responsible. The board must approve any change or transfer of funds or expenditures over budget.

Section 9: Special Committees**a. Method of Selection**

1. The Director of such special committee shall be appointed by the chapter President and report to the Board of Directors.
2. The special committee members shall be selected by the Director of that special committee with the advice and consent of the chapter President.

b. Duties

1. As directed by the Board of Directors

c. Vacancy

1. If a vacancy occurs in this position during the administrative year, the President nominates a qualified member to serve for the balance of the year. The elected officers shall approve the nomination.

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ARTICLE VII

Board of Directors

Section 1: Composition

- a. Board members consist of the four (4) officers, seven (7) standing committee Directors (Program, Membership Development, Professional Development, Community Involvement, Certified Manager Program, Communications, and Awards), and a member of NCDOT senior management who will serve as liaison between the chapter and the Department.

Section 2: Voting

- a. Voting members of the Board of Directors include the four officers, the seven (7) standing committee Directors, and the executive advisor.

Section 3: Duties

- a. Serve as the policy making body of the organization.
- b. Set immediate goals for the current administrative year, and long-range plans and goals for future development.
- c. Appoint a committee for the annual audit of the books.
- d. Serve as an evaluation committee to report on membership meeting programs and other activities.
- e. Continuously monitor activities in the chapter to assure that board policies are being observed.
- f. Has authority to cause the removal of a board member for irregular attendance at board meetings or failure to fulfill his/her responsibilities upon a two-thirds vote of the entire board.

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ARTICLE VIII

Nominations and Elections

Section 1: Nominations

- a. The nominating committee shall nominate candidates for elected positions whose terms are expiring. The list of candidates selected by the nominating committee shall be submitted to the membership at a regular meeting one month in advance of election. Additional nominations may be made from the floor upon recognition from the chair. Such nominees must meet eligibility requirements stated under each office.

Section 2: Election

- a. Election of officers shall be held at a regular general membership meeting two (or three) months in advance of the start of the administrative year. Mail or e-mail ballots may be used but must be returned in time for tabulation at the election meeting. Those received after that date shall be null and void.

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ARTICLE IX**Meetings****Section 1: Membership Meeting**

- a. There shall be a minimum of six (6) general meetings per year. The Board of Directors shall approve the meeting schedule.

Section 2: Annual Meeting

- a. This meeting shall be the last regular meeting of the administrative year. All business needing approval of the membership will be presented at this meeting. All annual reports will be presented.

Section 3: Installation Meeting

- a. This meeting shall be the first meeting of the administrative year, which begins the first day of July.

Section 4: Special Meetings

- a. Special meetings may be called for a specific purpose only. No other business may be transacted at this meeting. The President, a majority of the Board of Directors, or two-thirds of the membership, may call special meetings. The membership must be given ten (10) working days advance notice before the meeting.

Section 5: Board of Directors Meetings

- a. The board will meet on a schedule established by the President. There will be at least ten (10) board meetings a year. Special meeting dates for the board, in lieu of, or in addition to the above, shall be as decided by the board. The Board of Directors shall approve the meeting schedule.

Section 6: Procedures

- a. The rules of procedure contained in *Robert's Rules of Order, Revised* shall be used in the conduct of business of the Chapter in all cases that are not covered in the Chapter bylaws or other special rules of this Chapter.

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ARTICLE X

Amendments

Section 1: Amendments

- a. The bylaws may be amended by a two-thirds majority vote of the Board of Directors. Any proposal for amendments to the bylaws must be presented in writing to the Board of Directors and general membership 30 days in advance.
- b. The general membership will be given an opportunity to provide comments to the Board of Directors through the Secretary, prior to the Board of Directors vote date.

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ARTICLE XI

Dissolution

Section 1: Dissolution

- a. In the event this chapter should desire to vote on disbandment, a two-thirds majority of members is required for disbandment or disaffiliation with The National Management Association Headquarters.

Section 1: Dissolution of Assets

- a. In the event of dissolution, any remaining assets after all financial obligations have been met shall be surrendered to the National Management Association or the non-profit entity as voted upon by the existing Board of Directors at the time of dissolution.