

## **APMM By-Laws**

### **ARTICLE I. NAMES AND OFFICES**

**Section 1.1 NAME:** The name of this organization shall be the Association for Pennsylvania Municipal Management, and it shall be incorporated under the laws of the Commonwealth of Pennsylvania as a nonprofit corporation; and for purposes of convenience, it may be referred to as either "APMM" or the "Association".

**Section 1.2 REGISTERED OFFICE:** The Association shall have, and continuously maintain, in the Commonwealth of Pennsylvania, a registered office, as required by the Pennsylvania Nonprofit Corporation Law. The address of the registered office may be changed from time to time by the Executive Committee.

**Section 1.3 OTHER OFFICES:** The Association may have other offices, either within or without the Commonwealth of Pennsylvania, at such other places as the Executive Committee may require.

### **ARTICLE II. MEMBERSHIP**

**Section 2.1 MEMBERSHIP CATEGORIES:** There shall be two categories of membership in the Association known as Corporate Membership and Non-corporate Membership.

**Section 2.2 CORPORATE MEMBERS:** Corporate members shall be Full Members, Associate Members or Honorary Members. (*Honorary* added May 27, 2004)

**Section 2.3 NON-CORPORATE MEMBERS:** Non-corporate Members shall be either Affiliate or Sponsoring Members.

**Section 2.4 MEMBERSHIP RIGHTS:** All classes of members shall be eligible to receive Association publications, a membership directory and to participate in Association sponsored training activities and programs. Corporate Members shall have the additional right to participate in discussions and debate on Association business, to serve and fully participate on any standing or special committee and to hold appointed positions. Full and Associate Members shall have the privilege to vote on matters before the Association or any of its committees. Only Full Members shall be eligible to hold elective office.

**Section 2.5 FULL MEMBERS:** To be eligible for Full Membership status a person must meet the following requirements:

- A. Be the chief appointed administrative officer of a duly constituted municipality or an assistant thereto.  
For purposes of these bylaws the term duly constituted municipality shall be defined as any borough, city, county, home rule community, town or township incorporated by the state of Pennsylvania or a duly constituted council of governments.**
- B. Agree in writing to adhere to the level of professional conduct as set forth in the International City/County Management Association's (ICMA) Code of Ethics and in the guidelines thereto as interpreted by ICMA from time to time.**
- C. Pay the appropriate annual dues in a timely manner.**
- D. Be employed as the chief administrative officer or assistant thereto of an Authority created by a duly constituted municipality in accordance with the Pennsylvania Municipal Authorities' Act of 1945, as amended. *(Section 2.5.D added May 23, 2000)***

**Section 2.6 ASSOCIATE MEMBERS: To be eligible for Associate Member status a person must meet the following requirements:**

- A. Have previously been a Full Member who no longer qualifies for that level of membership by virtue of not being the chief appointed administrative officer of a municipality.**
- B. Except as may be waived by the Executive Committee, continue to pay the appropriate annual dues in a timely manner without lapses.**
- C. Continues to subscribe to the principles enunciated in ICMA's Code of Ethics.**

**Section 2.7 HONORARY MEMBERS: To be eligible for Honorary Member status one must be chosen by the members on the basis of distinguished service to municipal management. Candidates for Honorary Membership shall be proposed by at least five (5) Full Members and shall be selected to membership upon unanimous recommendation of the Executive Committee and a majority vote of those members present and eligible to vote at the annual meeting of the Association.**

**Section 2.8 AFFILIATE MEMBERS:** To be eligible for Affiliate Member status a person must not qualify for any other membership category, shall pay the appropriate annual dues in a timely manner and shall meet one or more of the following requirements:

- A. Be employed by a municipal government in a position other than that of chief appointed administrative officer or as an assistant thereto.**
- B. Be employed by a state or the federal government, an educational institution or an association related to the municipal management field.**
- C. Be a college student pursuing a course of study leading to a career in municipal management or a recent graduate pursuing a municipal management position.**

**Section 2.9 SPONSORING MEMBERS:** A sponsoring member shall be any individual, business, firm or organization that provides services to local governments.

**Section 2.10 APPLICATION PROCEDURE - FULL MEMBER:** Member status shall complete and sign a membership application form approved by the Executive Committee. Said form shall include a statement attesting that by signing the application the applicant understands the ICMA Code of Ethics and acknowledges his/her responsibility to abide by the Code of Ethics, the guidelines thereto and the APMM Bylaws. Applications for Full Membership shall be endorsed by two Full Members and then submitted to the Secretary/Treasurer, who, upon receipt of the application and the payment of the proper dues, shall approve the application if the applicant meets the criteria set forth in Section 2.5.

Full Member applicants who are employed by a non-recognized municipality shall submit, with their application, copies of any ordinances, resolutions, employment letters or agreements which define their administrative responsibilities. The Secretary/Treasurer shall submit this information to the Executive Committee. The Executive Committee shall have sole authority to make recognition decisions.

**Section 2.11 APPLICANTS FOR AFFILIATE OR SPONSORING MEMBERSHIP:** Application for these membership levels shall be submitted to the Secretary/Treasurer, who, upon receipt of the application and the payment of the proper dues, shall approve the application if the applicant meets the appropriate criteria set forth in Section 2.8 or 2.9.

**Section 2.12 TERMINATION OF MEMBERSHIP:** Termination of membership may take effect in the following circumstances:

- (a) the resignation of a member by written notice to the Secretary/Treasurer, or
- (b) when a member's dues are in arrears for a period of ninety (90) days his/her membership may be suspended by the Executive Committee until the dues are paid, or
- (c) after an appropriate investigation by the Ethics and Professional Conduct Committee and after recommendation by the Ethics and Professional Conduct Committee, the Executive Committee may terminate the membership of any Full or Associate member found to have violated the Code of Ethics.

### **ARTICLE III. MUNICIPAL RECOGNITION**

**Section 3.1 PURPOSE OF RECOGNITION:** Recognition of a municipality's form of government is undertaken to provide professional managers with an opportunity to understand the legal basis for the distribution of powers and duties among the chief administrative officer and the governing body. Recognition is designated as one of the following:

- A. Council-Manager (CM)
- B. General Management (GM), or
- C. Non-Recognized (NR)

**Section 3.2 COUNCIL - MANAGER RECOGNITION CRITERIA: A municipality operating under the Council-Manager form of government having established a manager position, is qualified in accordance with the following criteria:**

- A. Appointment: The manager must be appointed for an indefinite term by a majority of the governing body and be removed by a majority of the governing body.**
- B. Policy Formulation: The position should have direct responsibility for making policy recommendations on overall problems.**
- C. Budget: The manager must be designated by legislation as having responsibility for preparation of the budget presentation to the governing body and direct responsibility for the administration of the approved budget.**
- D. Appointing Authority: The manager must be empowered by legislation with authority for the appointment and removal of at least most of the heads of the principal departments and functions of a municipal government.**
- E. Organizational Relationships: Those department heads whom the manager appoints should be designated by legislation as administratively responsible to the manager.**
- F. External Responsibilities: Responsibilities of the position should not preclude external relationships involving the overall problems of municipal government operations.**
- G. Qualifications Required for Positions: The qualifications for the position should be based on the educational and administrative background of candidates.**

**Section 3.3 GENERAL MANAGEMENT RECOGNITION CRITERIA: A municipality which does not operate under the Council-Manager plan but which provides for overall general management responsibility in a designated position is qualified in accordance with the following criteria:**

- A. Appointment: The position shall be filled by appointment or confirmation of the legislative body or appointment by the chief elected executive and shall be responsible to an elected representative and/or representatives.**

- B. Policy Formulation:** The position should have direct responsibility for making policy recommendations on overall problems.
- C. Budget:** The position must have a major responsibility for preparation and administration of the operating and capital improvement budgets.
- D. Appointing Authority:** The position should exercise significant influence in the appointment of key administrative personnel.
- E. Organizational Relationships:** The position should have continuing, direct relationships with operating department heads on the implementation and administration of programs.
- F. External Responsibilities:** Responsibilities of the position should not preclude external relationships involving the overall problems of municipal government operations.
- G. Qualifications Required For Positions:** The qualifications for the position should be based on the educational and administrative background of candidates.

**Section 3.4 COUNCIL OF GOVERNMENTS:** The review of properly constituted councils of government shall be conducted according to the same criteria and process as set forth above for general management positions.

**Section 3.5 WITHDRAWAL OF RECOGNITION:** The Executive Committee shall conduct a continuing review of all positions recognized under the terms of this Article, and the Committee shall compile and maintain records documenting the positions so recognized.

If, at any time, the Executive Committee determines that a recognized position does not meet the criteria established in this Article, a report indicating the reasons why the criteria are not met shall be filed with the Executive Committee. If approved by a majority vote of the Executive Committee, the Executive Committee shall then inform the appropriate person(s) at the recognized municipal entity of the areas in which the criteria are not being fulfilled. If no notice of any corrective action is received by the Executive Committee within six (6) months of the notification, a second notification will be issued to the person(s) involved, indicating that the Executive Committee will be forced to withdraw recognition of the position unless corrective action is reported within three (3) months of this second notification. If no such corrective action is reported, the Executive Committee shall withdraw recognition of the position and shall so notify the appropriate person(s) at the municipal entity and

**the Executive Director of the International City/County Management Association. Recognition shall be withdrawn by the Executive Committee for any position which has remained vacant for more than one (1) year.**

**Section 3.6 RECOGNITION INFORMATION: It is the duty of members of the Association to submit to the Executive Committee up-to-date copies of any ordinances, resolutions, employment agreements or letters, which define a position's administrative responsibilities. In assessing the merits of any application for recognition the Executive Committee shall give due consideration of these documents.**

#### **ARTICLE IV. OFFICERS**

**Section 4.1 OFFICERS: The corporate officers of the Association shall be: President; First Vice President; Second Vice President; Secretary/Treasurer; six (6) Vice Presidents At-Large and such other officers as may be authorized from time to time by the membership.**

**Section 4.2 QUALIFICATIONS OF OFFICERS: All officers, except Vice President At-Large, shall have been Full Members of the Association for at least two (2) years. A Vice President At-Large shall have been a Full Member for at least one (1) year. The status of an officer as a member of the Executive Committee shall terminate at the completion of his/her term or one (1) year after conclusion of active service with a municipality, whichever comes first, provided that employment outside of the profession has not been accepted.**

**Section 4.3 ADDITIONAL QUALIFICATIONS FOR SECOND VICE PRESIDENT: The following qualifications must be met by members seeking office as Second Vice President.**

***(New Section 4.3 added May 23, 2013)***

- A. The Second Vice President shall have been Chairman of an Annual Conference Committee.**

***(New Section 4.3A added May 23, 2013)***

**Section 4.4 TERM OF OFFICE: The term of office for President, Past President, First Vice President and Second Vice President shall be one (1) year each. Except when filling the remainder of a term, no person may serve as a Vice President At-Large for more than one (1) consecutive two (2) year term.**

**Section 4.5 ROTATION OF OFFICES: Persons elected to the office of Second Vice President shall ascend through the chairs, serving one year as Second Vice**

**President, one year as First Vice President, one year as President and finally, one year as immediate Past President.**

**Section 4.6 GEOGRAPHICAL REPRESENTATION:** At any one time, the offices of President, First Vice President and Second Vice President shall be filled by qualified members employed within the Association's three (3) geographical regions with one each representing the eastern, the central and western region. The offices of Vice President At-Large shall be filled by qualified members employed within the Association's three (3) regions with two each representing the eastern, the central and western region.

**Section 4.7 DUTIES OF OFFICERS:** The duties of the officers of this Association shall be such as by general usage are indicated by the title of the office.

**Section 4.8 DUTIES OF SECRETARY/TREASURER:** The Secretary/ Treasurer shall transact the necessary financial business of the Association, keeping a complete record of all transactions, which shall be submitted for auditing at the annual meeting of the Association. He/she shall give bond in such form and amount as may be determined by the Executive Committee. The Executive Committee may appoint a Secretariat to perform among other duties, those set forth in these bylaws for the Secretary/Treasurer. An appointed Secretariat shall have no vote on Association matters.

**Section 4.9 VACANCIES:** In the event a vacancy occurs in any of the offices of this Association, said office shall be declared vacant and shall be filled by a majority vote of the Executive Committee in the following manner:

- A. If the office of President becomes vacant, the First Vice President shall immediately assume the duties of the Presidency for the remaining term of office without prejudice of election to a full term in the future.**
- B. If the office of First Vice President becomes vacant, the Second Vice President shall immediately assume the duties of the First Vice President for the remaining term of office without prejudice of election to a full term in the future.**
- C. If the office of Second Vice President becomes vacant, said office shall, where practicable, be filled by the Executive Committee with a Full Member for the remainder of the current term of office with a manager**



residing within the same general section of the state as the retiring officer, without prejudice of election for a full term in the future.

- D. If the office of Vice President At-Large becomes vacant, it shall be filled by the Executive Committee for the remainder of the current term of office with a Full Member residing within the same general section of the state as the retiring officer, without prejudice of election for a full term in the future.
- E. If the office of Secretary/Treasurer becomes vacant and the position has not been assumed by the appointment of a Secretariat, the Executive Committee shall fill the vacancy with a qualified Full Member.

## **ARTICLE V. COMMITTEES**

**Section 5.1 EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the corporate officers of this Association and the immediate Past President. The Executive Committee shall act in the capacity of directors and shall supervise and control the affairs of the Association when the Association meeting is not in session.

**Section 5.2 STANDING COMMITTEES:** The following standing committees are created and shall remain in existence and in operation from year to year.  
*(Section 5.2 amended 5/24/2021)*

- A. **(Membership Committee:** The Membership Committee shall be responsible for forwarding member recruitment and retention actions as defined in the association's strategic plan. The membership committee shall recommend to the Executive Committee, the formation of "Engagement Groups" as deemed appropriate; engagement groups will be used to understand and represent varying demographics of the general membership. Engagement Groups will be managed by the membership committee and may be tasked with specific projects. The Membership Committee will meet regularly and report activity to the Association Executive Board.
- B. **Promotion Committee:** The Promotion Committee shall serve as Ambassador for the Municipal Management profession in Pennsylvania as defined in the association's strategic plan. This committee will work on two specific issues as follows:
  - a. Local Government Careers Recruitment Program
  - b. Professionally Run Communities Program

The Promotion Committee will meet regularly and report activity to the Association Executive Board.

- C. **Professional Development Committee:** The Professional Development Committee shall promote professional development and networking activities as defined in the association's strategic plan. The committee shall have equal representation from corporate members in the East, Central and West regions of the association. The committee may include members from Academia and up to two committee members may be ex officio members. The Professional Development Committee will meet regularly and report activity to the Association Executive Board. *(Section 5.2.C added May 27, 2004 to designate the Professional Development Committee to be a Standing Committee.)*
- D. **Conference Committee:** As provided for in Section 5.4 Special Committees, Section A, the Executive Committee shall appoint an annual Conference Committee Chairperson who will subsequently appoint additional committee members as necessary. All committee member's terms will expire at the following APMM Annual Conference. The Conference Committee shall be responsible for planning, development, and presentation of the Annual Association Professional Development Conference. *(Section 5.3 E added May 23, 2013 to designate the Conference Committee to be a Standing Committee.)*

**Section 5.4 SPECIAL COMMITTEES:** Each year the President shall appoint members to serve on all standing and special committees, *with the exception of the Chairperson of the Conference Committee*, and shall designate the chairpersons of each committee. The President shall advise the Executive Committee of all committee appointments and all special committees created. *(Section 5.4 updated May 23, 2013 to note the exception of the Conference Chairperson appointment)*

- A. Each year the First Vice President shall recommend to the Executive Committee a Full Member to serve as Chairperson of the Conference Committee. Said Full Member shall have previous service to the Association as a Vice President At-Large. Upon due consideration, the Executive Committee shall appoint the Chairperson of the Conference Committee. *(Section 5.4A added May 23, 2013 to note the First Vice President's recommendation of upcoming Conference Committee Chair, and Chair requirements.)*

**Section 5.5 APPOINTING AUTHORITY:** Each year the President shall appoint members to serve on all standing and special committees and shall designate the chairpersons of each committee. The President shall advise the Executive Committee of all committee appointments and all special committees created.

## **ARTICLE VI. NOMINATION & ELECTIONS**

**Section 6.1 ELECTIONS:** If at the annual meeting any office has more than one (1) nomination, the Association membership shall vote by secret ballot. The offices to be filled at each annual meeting shall include: a Second Vice President, three (3) Vice Presidents At-Large with one each to be elected from the east, central and west regions, and a Secretary/Treasurer, if the functions of said office are not included in a separate Secretariat Services Agreement. Any candidate receiving a majority of all votes cast for any office shall be declared elected. At each annual meeting, prior to the election of officers, the incumbent First Vice President and the Second Vice President shall automatically move up to the positions of President and First Vice President, respectively.

**Section 6.2 NOMINATIONS:** At least two (2) weeks prior to the opening of each annual meeting, the President shall appoint a Nominating Committee consisting of not less than three (3) Corporate Members. The Nominating Committee shall present its report at the business meeting. The Nominating Committee shall include within its report a recommendation that the Chairperson of the sitting Conference Committee is nominated to serve as Second Vice President. *(Section 6.2 updated May 23, 2013 to expand nomination committee report to include the sitting Conference Committee Chairperson nomination to serve as Second Vice President.)*

Nominations for each office shall not be limited to those proposed by the Nominating Committee. Any Corporate Member may make additional nominations from the floor in good standing.

## **ARTICLE VII. MEETINGS**

**Section 7.1 ANNUAL MEETING:** An annual meeting of the Association membership shall be held between May 1 and June 30 of each year on a day and at a place designated by the Executive Committee. The location of said meeting shall rotate among the western, central and eastern regions.

**Section 7.2 ANNUAL MEETING QUORUM:** A majority of the members registered for the annual meeting shall constitute a quorum for purpose of transacting official business.

**Section 7.3 ORDER OF BUSINESS:** At the annual meeting of the Association, the order of business shall be as follows, but may be suspended by a majority vote of the members present:

- (a) Roll Call
- (b) Approval of Minutes
- (c) Report of the Secretary/Treasurer
- (d) Report of the Executive Committee
- (e) Report of Committees
- (f) Election of Officers

- (g) Unfinished Business**
- (h) New Business**
- (i) Appointment of Committees**
- (j) Adjournment**

**Section 7.4 EXECUTIVE COMMITTEE MEETINGS:** Meetings of the Executive Committee shall be held at the call of the President or upon the written request of any four (4) members of the Committee.

**Section 7.5 EXECUTIVE COMMITTEE QUORUM:** For the purposes of transacting official business, a quorum of the Executive Committee shall consist of a majority of the members of the Committee.

**Section 7.6 VOTING:** Voting by proxy shall not be allowed at either the annual meeting or at any Executive Committee meeting. The Immediate Past-President will cast a vote only in the event of a tie. *(Section 7.6 re: voting practices of the Past President added May 27, 2004.)*

## **ARTICLE VIII. FINANCES**

**Section 8.1 DUES:** The dues for various classes or sub-classes of membership shall be established by the Executive Committee. Dues shall be payable at the first of each year. First time members joining after the first of the calendar year, shall have their dues pro-rated. Honorary members shall be exempt from paying dues. Members in good standing who find themselves in transition shall be exempt from paying dues and annual conference registration fees for up to one year.

**Section 8.2 FISCAL YEAR:** The fiscal year of the Association shall date from the first day of January to the thirty-first day of December.

## **ARTICLE IX. ETHICS**

**Section 9.1 CODE OF ETHICS:** The International City/County Management Association Code of Ethics is hereby adopted by reference as the Code of Ethics for the Association For Pennsylvania Municipal Management. All corporate members are required to comply with the provisions of the Code as a condition of membership.

**Section 9.2 ADVERSE ACTIONS:** The Executive Committee shall have the authority to counsel, reprimand, censure, suspend or expel from membership a member in any category for conduct that violates the Code of Ethics. The Committee may censure and bar from reinstatement as a member, a former

member in any category for conduct which occurred during membership that violates the Code of Ethics.

#### **ARTICLE X. AMENDMENTS**

**Section 10.1 AMENDMENTS:** These bylaws may be amended or repealed by a majority vote of those present and eligible to vote at the Annual Meeting of the Association or by a letter ballot. Any proposed change to these bylaws shall be presented to the Secretary in writing and shall be initiated by the Executive Committee or by means of a petition signed by at least five (5) Corporate Members. The Executive Committee shall determine whether the proposed change shall be voted upon by mail ballot or at the annual meeting. If voting is conducted by mail ballots, said ballots shall be counted and verified by two (2) members of the Executive Committee within forty-five (45) days following the date the ballots were mailed. Members shall be given thirty (30) days, from the date the ballots were mailed, to complete and return their ballots. Any ballots received after the thirtieth day shall be null and void. A majority of ballots mailed must be completed and returned within the thirty (30) day period to make the vote official. The question to be decided by the mail ballot process shall only take a majority of those ballots cast to decide the issue.