

Constitution and Bylaws of the
PROFESSIONAL MANAGERS ASSOCIATION
A Non-Profit Corporation organized under
the District of Columbia Code Ann. § 47-2005(3)(C)

Article I: General

A. Name

The name of this organization is "Professional Managers Association," hereinafter referred to as the Association. The Association is a 501(c)(5), Non-Profit Corporation registered in the District of Columbia.

B. Definitions

The words "Constitution and Bylaws" when used herein, mean the Constitution and Bylaws of the Association.

C. Purpose

The purpose of the Association shall be to carry on any and all activities necessary or beneficial to foster and protect the interests and welfare of its members who now are, or formally were, in Internal Revenue Service (IRS) managerial positions, management officials, non-bargaining unit persons and anyone interested in leadership excellence.

D. Activities

To accomplish its purpose the Association may:

1. Urge, support, and sponsor the passage of legislation and regulations affecting members which will improve productivity, benefits and working conditions of the IRS work force, particularly managers, former managers and management officials.
2. Work with members of the legislative and executive branches of the United States Government regarding pending legislation and/or policy, regulations and executive actions affecting its members.
3. Institute legal action when and where necessary to further promote or protect the interest of its members.
4. Disseminate information in any manner to keep the membership aware and well informed on issues affecting them.
5. Operate as a non-profit organization, and not for monetary gain to itself or to any member thereof.
6. Provide an opportunity for the exchange of information and experiences on mutual problems encountered by its members in their working environments.
7. Conduct meetings, conferences, training sessions, and seminars for mutual education, self-improvement and to conduct any fundraising activities designed to benefit the Association.
8. Levy initiation fees, dues, and assessments upon its members to provide the funds with which to carry on the business and objectives of the Association, including the payment of all expenses, emergency or otherwise.
9. Do any and all other acts consistent with and in furtherance of the policies and purposes herein declared.

10. Conduct all affairs of the Association in a manner that will preclude discrimination based on race, color, national origin, sexual orientation, political affiliation, age, sex, religion, or handicap.

E. Structure

The structure of the Association shall consist of the following:

1. National Board of Directors
2. Officers
3. Executive Director
4. Chapters

F. National Office Location

The location of the National Office of the Association shall be in the Washington, D.C. metropolitan area, unless otherwise determined by a majority vote of the National Board of Directors.

G. Dissolution

1. The Association may be dissolved at any time by three-fourths (3/4) of all the members of the National Board of Directors.
2. In the event of such dissolution, the National Board of Directors or its successors shall have full power to take possession of all funds of the Association and may either distribute said funds, on a pro-rata basis, to the active, dues-paying members on the rolls of the Association on the date of dissolution, or dispose of such funds to a 501(c)(3) charitable nonprofit entity.
3. In the event of the failure, for any reason, of the National Board of Directors or its successors, to take possession and to distribute the funds of the Association at the time of dissolution, the Association shall apply to a court of competent jurisdiction for authority to distribute said funds, in the manner set out in the preceding paragraph.

H. Fiscal Year

The fiscal year of the Association shall be July 1 to June 30.

I. Checks, Notes & Contracts

1. Except as otherwise provided by law, checks, drafts, and promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer, President or any other individual designated by resolution of the National Board of Directors.
2. Any contract, lease, or other document executed in the name of and on behalf of the Association shall be signed by the Secretary, President or any other individual designated by resolution of the National Board of Directors.

J. Amendments to Constitution and Bylaws

The Constitution and Bylaws may be amended, added to, or any part(s) thereof may be repealed by an affirmative two-thirds (2/3) vote of all the member of the National Board of Directors.

K. Parliamentary Law and Rules of Order

At any meeting of members or their elected representatives held under the provisions of this Constitution and Bylaws, all questions of parliamentary law and rules of order not specifically

provided for in the Constitution and Bylaws shall be decided according to the principles laid down in "Robert's Rules of Order, Revised."

L. Expenses

Normal expenses incurred by members of the National Board of Directors or representatives of the Association for the purpose of conducting Association business shall be reimbursed by the Association. Allowable expenses shall include transportation, lodging, meals and incidentals, local mileage, parking, and fees associated with Association networking activities. Written statements detailing expenses must be submitted before reimbursement can be made. All such reimbursements shall be subject to periodic review.

Article II: Membership

A. Eligibility

Persons wishing membership in the Association must submit application to the Association Headquarters Office. Applications must be in writing, dated, and signed by the applicant. Individuals who now are, or formerly were, in Internal Revenue Service (IRS) managerial positions, management officials or are interested in leadership excellence are eligible for membership.

B. Classification of Membership

There shall be three classes of members – active IRS employees, retired IRS employees, and non-IRS employee members on the PMA rolls as of June 11, 2019.

C. Suspension/Expulsion/Termination

1. A member may be suspended or expelled from the Association for any act considered by the National Board to be injurious or prejudicial to the interests of the Association. All recommendations made to the National Board will be in writing, shall state the nature of the complaint, including all details and signed by a minimum of two members in good standing. Suspension or expulsion from the Association will occur when approved by a simple majority vote of the National Board.
2. Membership shall be terminated by expulsion when a member is expelled as provided in Article II, C.1.
3. Membership may be terminated when a member is three (3) months in arrears in dues or assessments.

D. Voting Rights

All active IRS employee members shall have the right to vote.

Article III: National Board of Directors

A. Membership of the National Board

1. The National Board of Directors should consist of at least nine (9) members, all of whom must be active IRS employees and members in good standing of the Association.
2. The number of Directors may be changed to an odd number of not less than five (5) or more than fifteen (15) by resolution of the National Board.
3. No reduction in the number of Directors may be made unless corresponding vacancies exist as a result of deaths, resignations, expiration of terms of office, or other actions provided by this Constitution and these Bylaws.

4. All members of the National Board of Directors shall serve as members of the Association Leadership Committee.

B. Terms of Office

1. Regular terms of office for Directors shall be for periods of two (2) years running from January to December, plus any extension required to elect and install their successors, except that, if a Director cannot complete their term, the regular term of office for their elected replacement shall be the period of time remaining in the uncompleted term of the replaced Director. If a Director is elected to an office of President, their term as a Director shall be extended until the office term is completed, at which time the remaining years as a member of the National Board will be served.
2. Any vacancy on the National Board shall be filled by vote of a majority of the Directors then holding office.

C. Regular and Special Meetings

1. The National Board of Directors shall meet on a monthly basis at a time and location that has been agreed to by a majority of the National Board. To the extent feasible, the National Board will meet at least once annually in person. Notification of such meetings shall be in the form of telephone call, written communications or electronic mail reminder.
2. The President, or in their absence, the Vice President, or in their absence, the Executive Director, may call a special meeting of the National Board at any time.
3. Any action required or permitted to be taken at a meeting of the National Board of Directors may be taken without a meeting if a written consent to the action is given by a majority of the Directors and filed with the minutes of the next meeting. Directors will have forty-eight (48) hours to respond with their consent and/or vote, as applicable. No decision on the action or tally of votes shall be concluded until the forty-eight (48) hours have elapsed.

D. Attendance and Quorum

1. At any meeting of the National Board, a majority of the National Board shall constitute a quorum for the transaction of business, except the amending of this Constitution and Bylaws as provided for in Article I, J.
2. Any member of the Association may submit items to be added to the agenda of the regularly scheduled meetings of the National Board of Directors. The National Board of Directors shall, however, have the discretion to defer any and all subject matter to a later meeting.

E. Authority and Responsibility

1. The National Board of Directors is the governing body of the Association charged by law with the legal and fiduciary responsibility for the organization. The National Board has ultimate responsibility for establishing the policies of the Association.
2. Acceptance of a National Board position (via election) indicates a high level of commitment to the Association. National Board members are expected to bring personal and professional expertise to the National Board, to attend all National Board meetings, and to actively participate in National Board discussions and decision-making. Each National Board member is expected to actively support Association activities through communication sharing with colleagues and by attending Association activities. National Board members are also expected to accept the responsibilities that come with policies established and decisions made by the National Board.

3. The following responsibilities pertain to each National Board member and will be the basis for the National Board's annual evaluation of its performance, individually and collectively:
 - a. Attend all National Board meetings prepared for discussion and decision-making as directed by the agenda.
 - b. Actively and positively promote and support the goals and programs of the Association within and outside the Federal community.
 - c. Participate in Association activities such as workshops, meetings, conferences, luncheons, etc.
 - d. Develop, approve, implement, and evaluate policies and goals of the Association.
 - e. Develop and implement operational plans to implement policies.
 - f. Review and approve annual budgets, the investment and disbursement of Association funds and financial reports.
 - g. Serve on committees or as a committee chair to implement PMA goals and strategies.
 - h. Continuously recruit new members and help to renew previous members.
4. National Board members unable to fulfill the majority of the responsibilities cited under item Article III, E.3. on an ongoing basis will be asked by the President to evaluate their ability to serve on the National Board and may be asked to resign in order to allow others to carry out these duties.
5. In addition to items under Article III. E.3. Above, the National Board of Directors shall have authority to:
 - a. Interpret and amend this Constitution and Bylaws.
 - b. Pursue legal action as necessary when it is in the best interest of the Association and its members.
 - c. Do all things necessary for the proper disposition of any matter that may come before it for consideration.
 - d. Nominate and/or elect officers.
 - e. Develop Association positions on items as defined in Article I, D.
6. A member of the National Board or the Executive Director shall ballot the National Board of Directors on any issue, when instructed by the President or when petitioned by three (3) or more members of the National Board.

F. Termination of Directors

The term of office of a Director may be terminated in any of the following ways:

1. Voluntarily by a Director upon notice to the National Board;
2. Automatically, should the Director's membership lapse or be terminated;
3. For cause (including, but not limited to, failure to attend three consecutive National Board meetings without an acceptable excuse) by the National Board of Directors upon the affirmative vote of two-thirds (2/3) of the voting National Board after the director is provided fair notice of the charges and an opportunity to respond in person or in writing.

G. Voting

1. Decisions on all questions, including the election of officers, brought before the National Board of Directors shall be determined by a majority vote of those present or by proxy unless otherwise specifically stipulated in the Constitution and Bylaws.
2. Members of the National Board of Directors who are unable to attend any regularly scheduled or special meeting of the National Board of Directors may submit a proxy vote on any subject that appears on the pre-scheduled agenda for such meeting. This written proxy shall designate another member of the National Board the authority to vote such proxy. The

proxy presented shall clearly annotate a position by such member and specify how such members vote shall be cast. The proxy will then be recorded with the official meeting minutes of the Association.

H. Manager/Employees

1. The National Board of Directors may employ or appoint an Executive Director and employees. Should the Executive Director be an IRS manager/management official, rather than an employee of the Association, then they shall be a voting member of the National Board of Directors. Only the position of Executive Director, and only if the appointee is an IRS manager/management official, may be a member of the National Board of Directors, and all other employees may not serve on the National Board.
2. The National Board of Directors shall fix the compensation and prescribe the duties of the manager and employees.
3. The Executive Director may be assigned any and all of the operational duties and responsibilities of the Treasurer and Secretary but will not be delegated any governance responsibilities as required by law when the Executive Director is not a current IRS manager or management official.

I. Compensation

1. No compensation shall be received by any member of the National Board of Directors other than for those items described in Article I, L.
2. The Association shall carry Officers and Directors Liability Insurance which shall indemnify such directors, committee chairpersons or its members from any and all litigation costs and/or attorney fees incurred by a Director in defense of their actions as a Director or in a National Board appointed position.

Article IV: Chapters

A. Establishment

A Chapter shall be an aggregation of members of the Association, which has been given recognition by the Association and shall be the basic unit through which the Association functions in an area to promote the purpose and policies of the Association through joint efforts of its members.

B. Organization

The work of the Chapters shall be organized in accordance with the following provisions:

1. Purpose: The Chapters shall participate in the development of the policies and programs of the Association and shall contribute to its growth and advancement.
2. Bylaws: The Chapters shall be governed by the Association Constitution and Bylaws in all of their practices. They may determine local dues and other Chapter charges, but no Chapter shall levy an initiation or admission fee which may constitute an additional requirement for membership. They may adopt Chapter bylaws relating to Chapter affairs, but such bylaws shall not conflict with the Association Constitution and Bylaws.

C. Officers

The officers of each Chapter shall consist of the President, Vice President, Treasurer and Secretary. The President shall be a member of the Association Leadership Committee.

D. Directors

Each Chapter shall have a Board of Directors comprised of the Chapter officers and such other members as are deemed necessary.

E. Chapter Meetings

Chapter meetings shall generally follow the procedures outlined in Article IX of the Constitution and Bylaws.

F. Fiscal Year

The fiscal year of each Chapter shall correspond with that of the Association and shall begin on July 1.

G. Formation and Continuance of Chapters

1. The National Board of Directors shall have the authority to establish Chapters when petitioned by at least ten (10) persons qualified for membership in the Association.
2. A group desiring to form a Chapter shall present to the National Board of Directors its petition, proposed bylaws, and names and addresses of interim officers for review and approval. The National Board of Directors, after approval of the bylaws, will issue official Chapter recognition to the petitioning group.
3. The National Board of Directors shall have authority to give official Chapter recognition to more than one group in the same geographic area if the National Board determines that special circumstances warrant such action.
4. Any Chapter which has ten (10) Association members in good standing and continues to function as a Chapter shall be recognized as a Chapter.

H. Chapter Dissolution

A chapter will notify the National Board of Directors at any point at which its membership is reduced to less than ten (10) members and inform the National Board of Directors of its intent to dissolve or solicit new members. Any chapter in this position shall have six (6) months to regain the minimum membership requirements.

I. Waiver of Numerical Requirement

The National Board of Directors shall have the authority to waive the numerical requirement for the formation and continuance of Chapters in certain instances.

J. Discontinuance of a Chapter

In the event that a Chapter is unable to continue to function, the Chapter President shall notify the Association President. The National Board of Directors shall have final authority as to whether a Chapter charter shall be withdrawn.

K. Property

1. The title of all property, funds and assets of a Chapter, shall at all times be vested in the Chapter for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The Chapter shall have complete control over the acquisition, administration, and disposition of its property without consent of the Association, except that such property shall not be used for any purpose contrary to these Constitution and Bylaws.
2. When a chapter is dissolved, all assets of the Chapter shall revert to the National Board of Directors for holding until a new chapter is formed or for a maximum of one (1) year, at

which time ownership shall either be returned to the Chapter or ownership shall revert to the Association.

L. Association Leadership Committee

The Association Leadership Committee shall be comprised of the members of the National Board of Directors and the Presidents of all Chapters. The National President shall preside over the Association Leadership Committee at any and all meetings.

Article V: National Officers

A. Officers

The Officers of the Association shall be the National President, National Vice President, National Secretary and National Treasurer.

B. Eligibility

All officers are required to be members in good standing currently serving on the National Board of Directors.

C. Election and Term

All officers shall be elected every two years by the members of the National Board of Directors and shall serve a term of two (2) years or until their successors have been elected and assume office.

D. President's Duties

1. The President shall be the chief officer of the Association and shall preside at all officially called meetings of the National Board of Directors.
2. The President is charged with carrying out the policies of the National Board of Directors and the Executive Committee.
3. The President shall administer the fiscal affairs and records of the Association.
4. The President shall ballot the National Board of Directors for any cause the President deems necessary.
5. The President may establish, charge and appoint committees, for service as needed to further the Association's projects.
6. The President, or their designated representative, shall present the policies and opinions of the Association to the media and other organizations.
7. Additionally, the President shall perform any duties mentioned elsewhere in the Constitution and Bylaws.
8. The National President shall not serve more than six (6) years total on an Interagency Personnel Agreement (IPA). The National President may serve additional time as a volunteer upon the affirmative vote of two-thirds (2/3) of the National Board.

E. Vice President's Duties

The Vice President shall perform the duties of the President in their absence, and otherwise assist the President by performing such duties that may be specifically assigned to them by the President.

F. Secretary's Duties

The Secretary shall keep the minutes of all meetings. The Secretary and/or President shall prepare the correspondence and keep the records of the Association. The Secretary shall perform such other duties as the National Board of Directors may from time to time assign.

G. Treasurer's Duties

1. The Treasurer shall be the Fiscal Officer of the Association.
2. The Treasurer shall have responsibility of all funds, including the review and approval of all investments, disbursements and/or movement of such funds, and shall not approve, invest or disburse individual amounts over \$2,500 in such funds without the approval of the National Board of Directors.
3. The Treasurer shall oversee the maintenance of an accounting system that conforms to currently accepted accounting practices.
4. The Treasurer shall pay or ensure that all obligations of the Association are handled in a manner as authorized by the National Board of Directors.
5. The Treasurer shall prepare a budget, listing the previous year's expenditures and the probable expenditures for the next fiscal year, with suitable provisions for contingencies, and present this budget to the National Board of Directors for review and approval before it is implemented.
6. The Treasurer shall be bonded in such amount the National Board of Directors determines.
7. The National Board of Directors may appoint a properly qualified person to see to the administration of the fiscal affairs and records of the Association, and to perform such other duties as assigned by the Treasurer and the President.
8. The Treasurer shall perform such other functions as are assigned from time to time by the President and/or the National Board of Directors.
9. The Treasurer may not select the Association's independent auditor and may at no time serve on any Audit Committee, should such a committee be formed.

I. Vacancies

Any vacant officer position will be filled by majority vote of the National Board of Directors, shall be for the balance of the unexpired term, and shall commence immediately upon election.

J. Termination of Officers

An Officer may be terminated from their role as Officer in any of the following ways:

1. Voluntarily by an Officer upon notice to the National Board;
2. Automatically, should the Officer's membership lapse or be terminated;
3. Any Officer may be removed or suspended from their office and returned to their at-Large role by a two-thirds (2/3) vote of the National Board of Directors with or without cause after a motion is made by any Director and seconded by another Director.

K. Compensation

No compensation should be received by any member of the National Board of Directors, except for actual expenses incurred in the performance of their duties as a representative of the Association. No compensation shall be received by any member of the National Board of Directors other than for those items described in Article I, L.

Article VI: Committees

A. Association Leadership Committee

1. The Association Leadership Committee shall consist of the National Directors and the President of each local Chapter recognized by the Association.
2. The duties of the Association Leadership Committee shall be to recommend as appropriate

to the National Board of Directors, potential directives for adoption and dissemination by the National Board of Directors; to recommend changes in the Bylaws; to bring to the attention of the National Board special concerns of the local Chapters; and to inform local Chapters of National Board actions, requests, and proposals which should be considered or acted upon by the Chapters.

B. Other Committees

1. The National Board of Directors may establish additional committees as deemed necessary. It shall charge the committee, specify the members and determine the method of appointment and recall.
2. Members of all other committees shall serve at the pleasure of the National Board of Directors.

Article VII: Nominations and Elections

A. Nominations Procedures

1. The National Board shall actively seek out interested members and obtain their permission to have their names placed in nomination as candidates.
2. The National Board should, insofar as possible, take into account agency representation of the membership when recommending nominees.
3. The National Board shall also accept additional nominations and ensure that every member in good standing is given the opportunity to nominate or be nominated subject to reasonable qualifications imposed uniformly.
4. All nominations must be in writing and submitted by the deadline to be publicized. All nominations, including those for re-election to an additional term, must include at a minimum, the following:
 - a. New Members of the National Board of Directors -Specific information about what attributes the candidates brings to the National Board (including a biography), what their interests are in serving on the National Board, and sufficient information to determine that they will actively perform the responsibilities outlined in Article III, E.
 - b. Re-election of Current Members of the National Board of Directors - Specific information about personal accomplishments on behalf of the Association while serving on the National Board, aligned with National Board member responsibilities as outlined in Article III, E. and specifically what the National Board members would personally hope to accomplish on behalf of PMA if elected for an additional term.

B. Election Procedures

1. No later than thirty days after the closing of nominations, ballots will be sent to all active members at their last known address (or last known e-mail address for electronic ballots). The final date for return of the ballot shall be clearly shown on each ballot.
2. The results shall be announced to the member as soon as the final tabulation is complete.

Article VIII: Operating Revenues

A. Dues

Dues for members shall be established and approved by the National Board of Directors. A

schedule of dues and the frequency of payment shall be determined by the National Board of Directors annually, such information to be made available to members upon request.

B. Delinquent Dues

Any member who has not paid dues for three (3) months, after notice of such default, shall be deemed a delinquent member. That member shall, for the duration of such period of delinquency, be deprived of all rights to participate in any activities of the Association in any manner whatsoever and that member shall, while in delinquent standing, be denied all rights and privileges of membership in the Association.

C. Other Revenues

The Association will seek and accept as appropriate grants and donations from private, corporate, governmental or other appropriate sources. Such grants and donations will be used for purposes consistent with the aims of the Association set out in Article I.

Article IX: Meetings

A. Agenda

The National President, or their designee, will set the agenda for each National Board meeting.

B. Amending Agendas

The National Board may change each agenda by majority vote after discussion, if needed.

C. Voting

Decisions on all questions brought before the National Board shall be determined by a simple majority vote unless otherwise specified in the Constitution and Bylaws.

D. Actions

The actions taken at each meeting of the National Board shall be compiled and meeting minutes issued to all National Board members no later than the next regular meeting.

APPROVED BY NATIONAL BOARD OF DIRECTORS– 06/29/2020