

**ASSOCIATION OF GOVERNMENT ACCOUNTANTS**

**MID-MISSOURI CHAPTER**

**BYLAWS**



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**BYLAWS**

**ARTICLE 1**

***NAME, MISSION, PURPOSE, OBJECTIVES AND CODE OF ETHICS***

SECTION 1. NAME

The name of this organization shall be the Association of Government Accountants, Mid-Missouri Chapter (hereinafter referred to as "the Chapter"). This chapter is a part of the Association of Government Accountants (hereinafter referred to as "the Association" or "AGA").

SECTION 2. MISSION AND PURPOSE

AGA serves government accountability professionals by providing quality education, fostering professional development and certification, and supporting standards and research to advance government accountability.

The purpose of the Chapter is to be a professional organization dedicated to the advancement of government financial management. The Chapter shall serve its members by providing or sponsoring appropriate educational programs, encouraging professional development, influencing government financial management policies and practices and serving as an advocate for the profession. The Chapter shall serve government officials and the public by sponsoring efforts to ensure full and fair accountability for all public monies and by providing a variety of pro bono services throughout the United States and its territories that support that end. .

SECTION 3. OBJECTIVES

The Chapter shall have the following objectives:

- a. Primarily to instruct, train and inform government financial managers in the fields of accounting, auditing, budgeting, systems, and financial management. This continuing education process will provide for the professional development of government financial managers so that they may better serve the public.
- b. To encourage and provide educational events for the interchange of ideas among financial managers in government service and among government and non-government financial managers.

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- c. To contribute to the advancement of financial management principles and standards and through educational events promote appropriate utilization of financial management methods and techniques to improve management control and accountability to the public.
  - d. To bring together professional financial managers in the government and the community for educational and other constructive endeavors.
  - e. To promote the observance of professional standards and ethics in the accomplishment of government financial management activities.
  - f. To recognize the unique skills and knowledge required of professionals who specialize in government financial management by sponsoring a professional certification program.

#### SECTION 4. CODE OF ETHICS

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, the AGA Code of Ethics has been developed as guidance for the members of the Association, certified government financial managers (CGFM), and for the information of their employers. The Chapter has adopted the AGA Code of Ethics. AGA members and CGFMs are expected to abide by the AGA Code of Ethics.

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## **ARTICLE II MEMBERSHIP**

### SECTION 1. REQUIREMENTS FOR MEMBERSHIP

The members of the Chapter shall consist of Full Government Members, Private Sector Members, Early Career Members, Student Members, Retired Members, Lifetime Members, Honorary Members, Corporate Members, and Group Members.

- a. FULL GOVERNMENT MEMBERS – This class of membership requires three or more years of government experience acceptable to the Membership Committee, involving the professional performance of financial management activities in an operational, administrative, and/or supervisory capacity. This class is also available to individuals with similar experience outside the government who are engaged in educational activities having the same objectives as the Association, or who have made a contribution toward the improvement of government financial management.
- b. PRIVATE SECTOR MEMBERS – This class of membership is available to individuals working for commercial activities/ventures that are actively engaged in and support AGA's purpose and objectives.
- c. EARLY CAREER MEMBERS – This class of membership is available to government employees with less than three years experience.
- d. STUDENT MEMBERS – This class of membership is available to college/university students. This class of membership is not available to individuals who have been employed in the financial management field for one (1) year or more.
- e. RETIRED MEMBERS – This class of membership is available to individuals who have retired from and are no longer substantially working in the government financial management community.
- f. LIFETIME MEMBERS – This class of membership is to be designated at the discretion of the National Executive Committee to recognize a member's distinguished service to the Association over a sustained period of time.
- g. HONORARY MEMBERS – This class of membership is to be designated at the discretion of the National Executive Committee to recognize distinguished service to the Association and/or exemplary contributions to governmental financial management. Only highly noteworthy nationally recognized individuals who cannot meet the requirements for full government, private sector, or retired member will be considered.

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- h. CORPORATE MEMBERS – This class of membership is available to commercial activities/ventures (e.g., company, corporation, partnership, sole-proprietor) that are actively engaged in and support AGA’s purpose and objectives.
  - i. GROUP MEMBERS - This class of membership is available to government entities whose employees meet the requirements for Full Government Membership under item a. above.

## SECTION 2. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

- a. Endorse the purpose and objectives of the Chapter and the Association;
- b. Uphold and be guided in their professional conduct by the Association’s Code of Ethics; and
- c. Cooperate with AGA’s Professional Ethics Board in any investigations of violations of the Code of Ethics.

## SECTION 3. RESIGNATION OF MEMBERS

Members may resign at any time, except that no member shall be permitted to resign while under investigation for the violation of the Association’s Code of Ethics.

## SECTION 4. REMOVAL OF MEMBERS

- a. Disciplining of members is performed by the Association under the terms of the AGA Bylaws and as provided in the Association’s Policies and Procedures.
- b. The National Executive Committee as provided in the Association’s Policies and Procedures may suspend membership in the Association.
- c. Membership may be revoked or suspended by the Association only. If the Membership Committee and the CEC determine that any member has acted detrimentally to the objectives of the Association or Chapter, as set forth in the Bylaws or violated the Code of Ethics of the Association, they shall furnish the Association’s Membership Committee with the complete details of the situation.
- d. Membership may also be revoked for non-payment of dues. (See Article VII, Section 1.b.)

## SECTION 5. REINSTATEMENT

The Association’s National Executive Committee may prescribe the conditions, policies and procedures under which members may be reinstated.

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## **ARTICLE III VOTING**

### SECTION 1. VOTING RIGHTS

All members shall have the right to vote on Association and Chapter matters. The usual occurrence will be the voting for National Officers and Chapter Officers and Directors. Each chapter member, through the member's right to vote on chapter matters, elects the representatives to the Association's National Board of Directors.

### SECTION 2. VOTING ACTIONS

Matters requiring a vote by the Chapter members shall be approved by a plurality (i.e., most votes) of the members present at a meeting at which a quorum is present except for changes in the Chapter Bylaws (See Article VIII), and the reversal of action of the CEC in regard to formal policies and procedures of the Chapter, which require approval of two-thirds (2/3) of those voting. Voting action shall not take place unless a quorum is present (See Article IV, Section 1.c.).

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## **ARTICLE IV MEETINGS**

### SECTION 1. MEETINGS OF MEMBERS

- a. CALLS TO MEETING – General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as may be designated by the Chapter President. Special membership meetings may be called by members having at least 50 members in attendance at such meetings.
- b. NOTICE OF MEETING - Notice of each general membership meeting of the Chapter must be provided to each member of the Chapter at their last known address according to the records of the Chapter at least seven (7) days prior to the meeting. Notice of a special membership meeting must be provided to each member of the Chapter at least seven (7) days before the date of the meeting.
- c. QUORUM - Twenty-five percent of the members or 50 members (whichever is less) shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

### SECTION 2. MEETING PROCEDURES

In transacting official business, Robert's Rules of Order, Newly Revised, shall govern all meetings of the Chapter unless otherwise provided by statute or these Bylaws.

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**ARTICLE V**  
**CHAPTER ORGANIZATION**

**SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)**

- a. The governing body of the Chapter shall be the CEC consisting of the following officers and directors:
- President
  - President-elect
  - Immediate Past President
  - Director of Education
  - Director of Membership
  - Director of Communications
  - Director of CGFM Program
  - Director of Community Services
  - Secretary
  - Treasurer
- b. The CEC shall meet at least monthly at the call of the President or any six members of the CEC. A quorum is six persons.
- c. Matters requiring a vote by the CEC shall be approved by a majority of those present and voting.
- d. The President shall preside at all meetings. In the absence of the President, the officer to preside shall be determined in the following succession: President-elect, Immediate Past President, Secretary, Treasurer.
- e. Immediate issues needing CEC approval, the President may call for a poll vote (via mail, email, or phone) on matters requiring a CEC vote. For poll votes, a majority of the CEC members is required to approve a matter presented.
- f. The President shall be the prior year's President-elect and shall serve for a one-year term in addition to any period on which he/she filled a vacancy in the Office of the President.
- g. The President-elect, Secretary, Treasurer, and Directors shall be elected annually for a one-year term as provided in Article VI. The Immediate Past President shall serve a one-year term.
- h. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall be responsible for the following:

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- (1) Promulgate the policies and programs of the Association and Chapter.
  - (2) Adopt an Annual Budget and approve revisions thereof in excess of ten percent of budgeted expenditures.
  - (3) Establish a Chapter dues schedule for all classes of members.
  - (4) Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all revisions in the manual.
  - (5) Provide oversight for the Chapter's Committees, Sub-Committees, and Task Forces, and require those groups to appear before the CEC as necessary.
  - (6) Require an annual review of the Chapter's financial statements to be performed by a Chapter member who is not a member of the CEC.

## SECTION 2. REMOVAL OF CHAPTER OFFICERS AND/OR DIRECTORS

- a. The responsibility of Chapter Officers and/or Directors are set forth in the Chapter's Policy and Procedures Manual. Chapter Officers and/or Directors are expected to perform those duties. The CEC may remove any Chapter Officer and/or Director by a majority vote, if the applicable Chapter Officer and/or Director is not meeting the stated responsibilities.

## SECTION 3. COMMITTEES, SUB-COMMITTEES, AND TASK FORCES

- a. There shall be at least nine standing committees: Executive, Education, Communication, CGFM Program, Community Service, Nominating, Bylaws & Procedures, Elections, and Membership. The President, upon ratification by the CEC, may establish Committees, Sub-Committees, and Task Forces as may be needed to assist the CEC and the President in carrying out the programs and operations of the Chapter.
- b. The President shall determine the number of persons to be assigned to each Committee, Sub-Committee, and Task Force. With the exception of the nine standing committees, the President will designate a Chair to serve a one-year term. These assignments shall be ratified by the CEC.
- c. All members of Committees, Sub-Committees or Task Forces must be members in good standing of the Association and the Chapter.
- d. The Nominating Committee shall consist of the President, President-elect, Immediate Past President, and the Directors of CGFM Program and Membership. The Immediate Past President shall be the Chair.

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- e. The Bylaws and Procedures Committee shall consist of the President-elect, Immediate Past President, and other members as appointed by the President. The Immediate Past President shall be the Chair.
  - f. The Elections Committee shall consist of the Directors of Education, Community Services, and Communication, Secretary, and Treasurer. The Secretary shall be the Chair.
  - g. The Membership Committee shall consist of the Director of Membership, and other members as appointed by the President. The Director of Membership shall be the Chair.
  - h. The Education Committee shall consist of the Director of Education, President-elect, President, and other members as appointed by the President. The Director of Education shall be the Chair.
  - i. The Communication Committee shall consist of the Director of Communication, and other members as appointed by the President. The Director of Communication shall be the Chair.
  - j. The CGFM Program Committee shall consist of the Director of CGFM Program, and other members as appointed by the President. The Director of CGFM Program shall be the Chair.
  - k. The Community Service Committee shall consist of the Director of Community Service, and other members as appointed by the President. The Director of Community Service shall be the Chair.
  - l. Members of Committees shall be appointed for a one-year term.
  - m. Members of Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.
  - n. The responsibilities of the Committees, Sub-Committees, and Task Forces shall be specified in the Policy and Procedures Manual adopted by the CEC.

#### SECTION 4. TERMS OF OFFICE

The term of office for all positions, unless otherwise noted above, begins July 1 and ends June 30 of the following year.

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**ARTICLE VI**  
**NOMINATION, ELECTION AND FILLING OF**  
**VACANCIES FOR OFFICERS AND DIRECTORS**

**SECTION 1. NOMINATIONS**

- a. The Nominating Committee shall select at least one candidate for the offices of President-elect, Director of Membership, Director of Education, Director of Communications, Director of CGFM Program, Director of Community Services, Secretary, and Treasurer, and, no later than January 15 of each year. All nominees must indicate their willingness to serve if elected.
- b. Ten percent of the Chapter members or ten members (whichever is less) may submit an independent nomination for any officer or director position (except President). Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and shall be filed with the Secretary by February 15 of any year.
- c. No member shall be nominated for or serve as an officer or director unless they are a member in good standing.
- d. The Nominating Committee shall ensure that the professional background of the slate of officers is commensurate with the duties of these positions.

**SECTION 2. CAMPAIGNING**

Campaigning by candidates for elective office is not permitted.

**SECTION 3. BALLOTING**

When there is a contest for an elective office, ballots will be prepared in such form as the Elections Committee may designate and submit to the membership for a vote.

**SECTION 4. ELECTION RESULTS**

Results of elections shall be tabulated by the Elections Committee, which shall certify the results to the President no later than March 1. Where there is not a contest for an elective office, the Nominating Committee shall certify the election to the President without ballot.

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**SECTION 5. FILLING VACANCIES**

In the event of a vacancy occurring in the office of President, the President-elect will succeed. In the event of a vacancy occurring in any other Officer or Director position, the CEC may, at its option, appoint a successor or fill the vacancy through a special or regular election.

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**ARTICLE VII**  
**FINANCIAL ADMINISTRATION**

**SECTION 1. DUES**

- a. The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by two-thirds (2/3) vote of the CEC. (See Article V, Section 2.e. (3)).
- b. A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two months after the due date shall be suspended automatically as a member of the Association and the Chapter. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the Association and the Chapter four months after the suspension date.
- c. Any civilian member who is required to serve an initial tour of duty with the United States Armed Forces or who, as a reservist, is called upon to perform extended active duty shall be granted a leave of absence from the Chapter while performing such military duty. Upon request, the member's dues shall be suspended for each fiscal year in which the tour occurs without any loss of rights and privileges to which the member was entitled prior to entering the military services.

**SECTION 2. FINANCIAL RESPONSIBILITIES**

- a. The CEC shall have authority to prescribe such procedures, as it deems appropriate, to assure adequate budgetary and financial controls for the Chapter.
- b. Approval of the budget by the CEC shall constitute authority for responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than ten percent (10%), unless it has advance approval of the CEC.

**SECTION 3. DISSOLUTION**

In the event of liquidation, dissolution or winding up of the business and affairs of the Chapter, whether voluntary or involuntary or by operation of law, the CEC shall, after paying or making provisions for payment of all liabilities of the Chapter, dispose of all assets exclusively for the purpose of the Chapter or to such Association or organization as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Law), in such manner as the CEC shall determine.

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Any assets not so distributed shall be disposed of by the United States District Court for the Western District of Missouri exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

#### SECTION 4. FISCAL YEAR

The fiscal year of the Chapter shall end at the close of business on the thirtieth (30<sup>th</sup>) day of June each year. *Note: The Association's fiscal year ends on March 31.*

#### SECTION 5. MEMBERSHIP AND RECOGNITION YEAR

The membership and recognition year of the Association ends at the close of business on the thirtieth (30<sup>th</sup>) day of April of each year.

#### SECTION 6. PROGRAM YEAR

The program year of the Association ends at the close of business on the thirtieth (30<sup>th</sup>) day of June of each year.

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**ARTICLE VIII  
AMENDMENTS TO BYLAWS**

**SECTION 1. GENERAL**

The power to make, alter, amend or repeal the Bylaws shall be vested in the Chapter membership. The power to make, alter, amend or repeal the Policy and Procedures Manual is vested in the CEC, provided that any such action of the CEC can be overturned by a two-thirds (2/3) vote of the Chapter membership.

**SECTION 2. ORIGINATION OF AMENDMENTS**

Proposed changes in these Bylaws and the Policy and Procedures Manual shall be submitted in the following manner:

- a. By proposal, in writing, to the Immediate Past President from any Committee or the National Office.
- b. By proposal, in writing, to the Immediate Past President from any Chapter member in good standing.

**SECTION 3. PROCESSING PROCEDURE**

The Immediate Past President shall submit proposals to the Bylaws and Procedures Committee. The Chapter Bylaws cannot contradict nor contain ambiguity in relation to the Nation Bylaws. After review and coordination with the initiator, appropriate changes along with the Committee analysis shall be submitted to the CEC who shall submit Bylaws changes to the Chapter membership for a vote. An affirmative vote by two-thirds (2/3) of those voting is required for approval. After ratification by the Chapter Membership the amendments to the Chapter Bylaws shall be provided to the National Office. Modifications to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

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**ARTICLE IX**  
**LIABILITY OF OFFICERS AND**  
**INDEMNIFICATION**

**SECTION 1. LIMITATION ON LIABILITY**

- a. Notwithstanding any provisions to the contrary, the real and personal property of the Chapter officers shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.
- b. Chapter officers shall include those elected and appointed officers of the Chapter, members of the CEC and those elected and appointed members of the Chapter's duly constituted Committees, Sub-Committees, and Task Forces.

**SECTION 2. INDEMNIFICATION**

- a. The Chapter may indemnify any current or former officer or Chapter official, or any person who may have served at the Chapter's request as a officer or Chapter official of another Corporation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such officer or Chapter official, except in relation to matters as to which he or she shall be adjudged is such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.
- b. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of the action suit or proceedings as authorized by the CEC in the specific case, upon receipt of an undertaking by or on behalf of the officer or Chapter official to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chapter as authorized herein.
- c. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any applicable statute as amended from time to time, any bylaw, agreement, vote of the members of the Chapter or disinterested officer or Chapter official or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be an officer or Chapter official and shall inure to the benefits of the heirs, executors and administrators of such person.
- d. The Chapter may purchase and maintain insurance on behalf of any person who is or was an officer or Chapter official, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter

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would have the power to indemnify him or her against such liability under the provision herein.