

# **ASSOCIATION OF GOVERNMENT ACCOUNTANTS**

## **RICHMOND CHAPTER BYLAWS**

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# Association of Government Accountants Richmond Chapter

## BYLAWS

### Article I

#### Name

The name of this organization is the Association of Government Accountants – Richmond 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").

### Article II

#### Association Mission, Purpose and Objectives

##### SECTION 1. 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 Association and Chapter is to be a professional organization dedicated to the advancement of government financial management. The Association shall serve its members by providing or sponsoring appropriate educational programs, encouraging professional development, influencing governmental financial management policies and practices and serving as an advocate for the profession. The Association 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 2. OBJECTIVES

The Association and 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.

- (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.

## Article III Code of Ethics

### SECTION 1. PURPOSE

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 (CGFMs), and for the information of their employers. AGA members and/or CGFMs are expected to abide by the Association's Code of Ethics and the Chapter has adopted the AGA Code of Ethics.

## Article IV Membership

### SECTION 1. MEMBERS

All classifications of membership shall coincide with those established in the Bylaws of the Association, Article IV, Sections 1-10 as in effect on June 27, 2004 and as amended thereafter.

### 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 a 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) 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. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the Association four months after the suspension date.
- (c) The National Executive Committee, as provided in the Association's Policies and Procedures, may suspend membership in the Association.
- (d) The Chapter Executive Committee (CEC) can sanction members for violations of the Chapter's Bylaws and Policies and Procedures. The CEC may refer the findings of the determination to the Association for appropriate action.

### SECTION 5. REINSTATEMENT

The Association's National Executive Committee may prescribe the conditions, policies and procedures under which members may be reinstated. The CEC may prescribe the conditions in which Chapter Sanctions may be removed.

## Article V

### Meetings of Members

#### SECTION 1. CALLS TO MEETING

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.

#### SECTION 2. NOTICE OF MEETINGS

Notice of each meeting of the Chapter must be provided to each member of the Chapter at least 7 days prior to the meeting.



Article VI  
Chapter Governance

SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)

(a) The governing body of the Chapter shall be the CEC consisting of the following 13 positions:

- Five Chapter Officers (See Article VII, Section 1)
- Six Permanent Committee Chairs (See Article VII, Section 2)
- Members-At- Large

Two or more Members-at-Large approved by a majority of the Chapter Officers and Permanent Committee Chairs (above) to constitute a full complement of 13 different CEC members. (An example of needing more than two At-Large CEC Members would be when an individual holds more than one Chapter Officer or Committee Chair position. For instance, the Immediate Past President is also serving as the membership chair.)

(b) CEC Meetings and Quorum: The CEC shall meet at the call of the Chapter President or at the request of other CEC members. A quorum for the CEC meetings is half (7) of the CEC.

(c) CEC Voting Action: Nine (9) CEC members must be present for voting on any action to be valid. 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) In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email or phone) on matters requiring a CEC vote. For poll votes, motions must pass under the same requirements as a live meeting and will be documented by the Chapter Secretary or designee.

(f) Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following matters:

- (1) Promulgate the policies and programs of the Association and Chapter and develop the annual Chapter program and activities.

- (2) Adopt an Annual Budget and approve revisions in accordance with Chapter Policies and Procedures.
- (3) Establish a Chapter dues schedule for all classes of Chapter members.
- (4) Develop, adopt, and amend, as necessary, a Policies and Procedures Manual for the Chapter.
- (5) Review all actions and programs of the Chapter's Committees. The CEC may require a Committee to appear before it at appropriate times.

## Article VII

### Chapter Officers and Committee Chairs

#### SECTION 1. CHAPTER OFFICERS

- (a) The Chapter Officers shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- (b) The President shall be the prior year's President-elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of President. The Treasurer and Secretary shall serve for two-year terms in addition to any period in which he/she completed from a prior vacancy. The Treasurer cannot serve more than two full consecutive terms.
- (c) The President-elect shall be elected annually for a one-year term as provided in Article VIII.

#### SECTION 2. CHAPTER COMMITTEE CHAIRS

- (a) The Chapter Permanent Committee Chairs shall include at least the following positions:

Chair of Programs / Education  
Chair of Professional Certification (CGFM)  
Chair of Communications (Newsletter/website, etc.)  
Chair of Membership  
Chair of Community Service  
Chair of Awards / Scholarships

- (b) Chairs maybe split between individuals. However only one of the individuals serving as chair can serve on the CEC at any one time.

SECTION 3. RESPONSIBILITIES AND REMOVAL OF CHAPTER OFFICERS, COMMITTEE CHAIRS, OR CEC

- (a) The responsibilities of Chapter Officers, CEC and/or Chairs are set forth in the Chapter's Policies and Procedures Manual. These individuals are expected to perform those duties. The Chapter Executive Committee may remove any Chapter Officer, CEC Member and/or Committee Chair by a majority vote, if the applicable individual is not meeting the stated responsibilities.

Article VIII

Nomination, Election and Filling  
Vacancies for Officers and Directors

SECTION 1. NOMINATIONS

- (a) Nominations are the responsibility of the CEC. All nominees must indicate their willingness to serve if elected. All nominations must be received by February 28 of each election year for officers to assume responsibilities on May 1 of that year.
- (b) Any Chapter member may submit an independent nomination for open CEC positions. Such nominations must reflect the willingness of the individual to serve and be filed with the CEC.
- (c) To be eligible for office in a CEC position, a member must be in good standing.
- (d) The CEC shall ensure that the professional background of all CEC Members are commensurate with the duties of these positions.

SECTION 2. FILLING OF VACANCIES

- (a) 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 the office of Treasurer, the Chapter Officers will appoint a successor to complete the term. In the event of a vacancy occurring in the office of President-elect then the CEC shall convene and select a nominee for the vacant position under provisions stated in the Chapter's Policies and Procedures Manual. Such procedures shall allow for an independent nomination.

- (b) In the event of a vacancy occurring in the office of Secretary, Permanent Committee Chair, or Member-at-Large before the term is completed, a Chapter member will be appointed to serve the unexpired term by the President and the appointment shall be ratified by the CEC.

### SECTION 3. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

### SECTION 4. BALLOTING

- (a) Only the President-Elect, Treasurer, and Secretary are elected positions. (The President-Elect becomes the President, and the President becomes the Immediate Past President in subsequent years).
- (b) After nominations are received and there is a contested race, each candidate will submit a one page document by March 10<sup>th</sup> describing why they are best fit for the position. These documents will be distributed to the general membership and/or published in the March edition of the Chapter Newsletter.
- (c) Ballots will be distributed either electronically and/or in paper. The results will be tabulated by the CEC and the new officer(s) assume their positions on May 1<sup>st</sup>.

## Article IX

### Committees and Sub-Committees

#### SECTION 1. FORMATION

In addition to the permanent committees, the Chapter President, upon ratification by the CEC, may establish special purpose committees and task forces as may be needed to assist the CEC and the Chapter President in carrying out the programs and operations of the Chapter.

#### SECTION 2. MEMBERSHIP

- (a) The number of members comprising Committees shall be determined by the scope of responsibility and work assigned.
- (b) The Chapter Officers shall appoint the members of each Committee, including the chair ensuring that the Committees, taken as a whole, are representative of the Chapter membership. The Committee Chair may serve more than one year.
- (c) All members of Committees must be members in good standing of the Association and Chapter.

#### SECTION 3. TERMS OF OFFICE

- (a) Members of Committees shall be appointed by the Committee Chair as needed.

- (b) Members of Sub-committees shall be appointed by the Committee Chair for the duration of the Sub-committee.

#### SECTION 4. RESPONSIBILITIES

The responsibilities of the Committees shall be specified in these Bylaws and/or stated in the Policies and Procedures adopted by the Chapter Executive Committee.

### Article X

#### Fiscal, Membership, and Program Years

##### SECTION 1. FISCAL YEAR

The fiscal year of the Chapter shall end at the close of business on the 30<sup>th</sup> day of April of each year.

##### SECTION 2. MEMBERSHIP AND RECOGNITION YEAR

The membership and recognition year of the Chapter are set by the Association.

##### SECTION 3. PROGRAM YEAR

The program year of the Chapter shall end at the close of business on the 30<sup>th</sup> day of April of each year.

### Article XI

#### Financial Responsibilities

##### SECTION 1. AUTHORITY

The Chapter Executive Committee shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter. The Chapter President shall have the authority to sign all agreements and other legally binding contracts on behalf of the Chapter, but only after the contract has been reviewed and approved in advance by a majority vote of the CEC with a quorum present.

##### SECTION 2. BUDGET

Approval of the budget by the Chapter Executive Committee shall constitute authority for the responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the Chapter Committee expense budget to be exceeded by more than 10 percent (10%), unless this expense has the advance approval of the Chapter Executive Committee.

##### SECTION 3. EXAMINATION OF FINANCIAL RECORDS

The Treasurer shall prepare financial statements and submit them for review within 30 days of the close of the fiscal year of the Chapter. The financial statements along with all financial records of the year will be examined by an accounting or audit professional not serving on the

CEC or performing any committee work for the Chapter. An “Agreed Upon Procedures” examination of the financial records will be performed and reported back to the CEC.

## Article XII Dues

### SECTION 1. DUES

- (a) The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by a two-thirds (2/3) vote of the CEC. *(See Article VI, Section 1.(f)(3)).*
- (b) Refer to Article IV, Section 4, (b) and (c) for non-payment of dues information.

### SECTION 2. WAIVER OF DUES - MILITARY DUES

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.

## Article XIII 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 Chapter Executive Committee 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 Chapter Executive Committee shall determine. Any assets not so distributed shall be disposed of by the United States District Court for Richmond, Virginia exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

## Article XIV Parliamentary Authority

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

## Article XV Amendments

### SECTION 1. GENERAL

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

### SECTION 2. ORIGINATION OF BYLAWS AND POLICIES AND PROCEDURES AMENDMENTS

Proposed changes in these Bylaws and the Policies and Procedures of the Chapter shall be submitted in writing, to the CEC.

### SECTION 3. PROCESSING PROCEDURES

Proposals shall be submitted to the Chapter President. The Chapter bylaws cannot contradict nor contain any ambiguity in relation to the AGA National Bylaws. After review and coordination with the initiator, proposed changes along with any supporting details and/or 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 of those Chapter members present and voting is required for approval. After ratification by the Chapter membership, the amendments to the Chapter bylaws should be provided to the AGA National Office.

Modifications to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

## Article XVI Liability of Officers and Indemnification

### SECTION 1. LIMITATION ON LIABILITY

Notwithstanding any provision to the contrary, the real and personal property of the Chapter Executive Committee and appointed members of the Chapter's duly constituted Committees shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

### SECTION 2. INDEMNIFICATION

- (a) The Chapter may indemnify any current or former officer, or any person who may have served at the Chapter's request as a director or officer 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 director or officer, except in relation to matters as to which he or she shall

be adjudged in 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 proceeding as authorized by the Chapter Executive Committee in the specific case, upon receipt of an undertaking by or on behalf of the Chapter Executive Committee member 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 CEC members 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 a Chapter Executive Committee member and shall inure to the benefit 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 a Chapter Executive Committee member, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions herein.