



## BYLAWS

### The Academy for Government Accountability

#### ARTICLE I: MISSION

The Academy for Government Accountability (the Academy) will support research and education initiatives and advance thought leadership in bringing transparency and accountability to government financial management, and will forge relationships among government, business and academia to further such goals.

#### ARTICLE II: PURPOSE

The foundation of a stable democracy is trust in government by those governed. The Academy will strengthen that foundation by developing and advancing principles and processes for enabling citizen-centric, responsive leadership; ethical and accountable stewardship of public resources; and transparency in the assessment of government performance and results.

#### ARTICLE III: OFFICES

The Academy shall have and continuously maintain in the Commonwealth of Virginia a registered office and registered agent whose offices are identical with such registered office, and may have such other offices within or without the Commonwealth of Virginia as the Board of Trustees may from time to time determine.

#### ARTICLE IV: MEMBERS

*Section 1. The Members.* The Membership of the Academy shall consist of the Board of Trustees.

*Section 2. Meetings.* The annual meeting of the Members shall be held at such place and on such dates as may be determined by the Board.

#### ARTICLE V: BOARD OF TRUSTEES

*Section 1. General Powers.* The affairs of the Academy shall be managed by its Board of Trustees.

*Section 2. Number, Tenure, and Elections.* The number of voting members shall be at least 8 but no more than 24 and new members shall be elected by the Board for a term of three years, but may be reappointed for one additional three-year term. Members may return to the Board thereafter following an absence of at least one year. Trustees must be members in good standing of the Association of Government Accountants (AGA). The National Executive Committee of the AGA shall approve the initial Board of Trustees. Thereafter, any new Trustee will be selected by the Board.

**Section 3. Removal of Members.** The Board of Trustees may remove any member by majority vote. Upon request of the Trustees, the AGA Ethics Board will review any issues or concerns related to the members' actions and provide a recommendation to the Board of Trustees.

**Section 4. Regular Meetings.** The Board shall meet at least annually at such times and places as it may elect.

**Section 5. Special Meetings.** Special meetings of the Board may be called by or at the request of the Chairman of the Academy or one-third of its members.

**Section 6. Notice.** Notice of the meetings of the Board shall be announced by electronic means or as the Board may otherwise direct, at least thirty days prior to each regular meeting or ten days prior to each special meeting.

**Section 7. Quorum.** A majority of the Board must be in attendance either in person or by telephone to constitute a quorum for the transaction of business at any meeting of the Board, provided, that if fewer than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting to another time.

**Section 8. Vacancies.** Any vacancy occurring in the Board may be filled by appointment of the Chairman of the Trustees with approval from a majority of the members and the appointee shall serve three years, but may be reappointed for an additional three years.

**Section 9. Compensation.** Members as such shall not receive any compensation for their services but may be reimbursed for their meeting expenses.

**Section 10. AGA Representation.** One Trustee shall represent the National Executive Committee of the AGA and shall be nominated for a term to be determined by the National Executive Committee. Such representative on the Board of Trustees shall be an AGA member in good standing. The executive director and legal counsel of the AGA shall serve as non-voting, ex-officio members of the Board of Trustees.

## **ARTICLE VI: OFFICERS**

**Section 1. Elected Officers.** The officers of the Academy shall be a Chairman, Vice-Chairman, Secretary and Treasurer.

**Section 2. Election, Qualifications and Term of Office.** Officers of the Academy shall be selected by the Board of Trustees. The officers shall take office upon election and shall hold office for the term to which appointed unless their terms of office shall terminate or be terminated as provided elsewhere in these Bylaws. Officers must be members of the Board of Trustees prior to their selection as an officer.

**Section 3. Duties of Officers.** The duties of the officers shall be such as usually attached to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Trustees. The Chairman, or in his or her absence, the Vice-Chairman shall serve as the presiding officer at any meeting of the Board of Trustees.

**Section 4. Bonding of Treasurer and other Officers.** The Board of Trustees may require the treasurer and other officers to be bonded.

## **ARTICLE VII           ADVISORY COUNCIL**

**Section 1. General Powers.** The Advisory Council shall recommend to the Board of Trustees projects for funding from the Academy.

**Section 2. Number, Tenure and Elections.** The Advisory Council is composed of Advisors. The number of Advisors shall not exceed twenty-five. Advisors shall be appointed by the Board of Trustees who shall also appoint a chairman. Advisors shall serve a term of three years. Advisors may be reappointed for one additional term. Advisors may return to the Council thereafter following an absence of at least one year. The Advisors must be members in good standing of the Association of Government Accountants.

**Section 3. Removal of Advisors.** The Board of Trustees may remove any Advisor by majority vote. Upon request of the Trustees, the AGA Ethics Board will review any issues or concerns related to Advisors' actions and provide a recommendation to the Board of Trustees.

**Section 4. Regular Meetings.** The Advisory Council shall meet at least annually at such times and places as it may elect.

**Section 5. Special Meetings.** Special meetings of the Advisory Council may be called by or at the request of the Chairman of the Board of Trustees or one third of the Advisors.

**Section 6. Notice.** Notice of the meetings of the Advisory Council shall be announced by electronic means by the Secretary of the Board of Trustees at least thirty days prior to each regular meeting or ten days prior to each special meeting.

**Section 7. Quorum.** A majority of the Advisory Council must be in attendance either in person or by telephone to constitute a quorum at any meeting of the Advisory Council, provided that, if fewer than a majority of the Advisory Council are present at said meeting, a majority of the Advisory Council present may adjourn the meeting from time to time without further notice.

## **ARTICLE VIII:           CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

**Section 1. Contracts.** The Board may authorize any officer or officers, agent or agents of the Academy, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy and such authority may be general or confined to specific instances.

**Section 2. Property.** The Board may authorize any officer or officers, agent or agents of the Academy to convey, sell, give or otherwise, dispose of property held by the Academy and to invest, reinvest, administer and deal with the same in such a manner as will best promote the interest of the Academy. Such authority may be general or confined to specific instance.

**Section 3. Checks, Drafts, Etc.** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer or officers,

agents or agents of the Academy and in such manner as shall from time to time be determined by resolution of the Board.

*Section 4. Deposits.* All funds of the Academy shall be deposited to the credit of the Academy in such banks, trust companies or other depositories as the Board may select.

*Section 5. Gifts.* The Board may accept on behalf of the Academy any contribution, gift, bequest or device for the general purpose or for any special purpose of the Academy.

## **ARTICLE IX: BOOKS AND RECORDS**

*Section 1. Records.* The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Academy may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

*Section 2. Audit Committee.* Per agreement with the AGA, the AGA Audit Committee shall also be the Audit Committee of the Academy.

*Section 3. Fiscal Year.* The fiscal year of the Academy shall end at the close of business on the thirty-first day of March of each year.

## **ARTICLE X AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted on approval by a majority vote of the Board at a regular or special meeting provided that at least thirty days written notice be given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

## **ARTICLE XI INDEMNIFICATION**

The Academy will provide for indemnification of any person against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of their status as a present or former member, or officer of the Academy, if such person acted in good faith and at all relevant times believed that his or her conduct was in the best interests of the Academy, or, in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

## **ARTICLE XII RULES OF PROCEDURES AT MEETINGS**

The rules of procedures at meetings of the Board of Trustees shall be in accordance with Robert's Rules of Order (Newly Revised) so far as applicable and when not inconsistent with these Bylaws.