



# ASSOCIATION OF GOVERNMENT ACCOUNTANTS

## NATIONAL BYLAWS

Approved by the NBD July 22, 2018

These Bylaws will be replaced by a new Bylaws document July 1, 2019, outlining a new governance structure for AGA. 2018-19 is a transition year to the new structure. Articles VII and VIII below begin the transition to the new structure, establishing a Leadership Development Committee (LDC) and outlining a process to select the members of the new National Governing Board (NGB). The NGB, its directors, and the National Council of Chapters referred to in Articles VII and VIII will replace the NBD and NEC effective July 1, 2019.

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# Association of Government Accountants

The Association of Government Accountants was founded on September 14, 1950.  
The Articles of Incorporation are dated May 17, 1951, pursuant to Title 29, Chapter 7 of the Code of District of Columbia.

## BYLAWS

### Article I

#### NAME

The name of the organization is the Association of Government Accountants (hereinafter referred to as the “Association” or “AGA”).

### Article II

#### ASSOCIATION VISION, MISSION, VALUES

##### SECTION 1. VISION, MISSION, VALUES

VISION: To be the premier association for advancing government accountability.

MISSION: AGA is a professional association advancing accountability, transparency, and leadership by promoting education, certification, innovation and collaboration across all levels of government and to stakeholders.

VALUES: Service, Accountability, Integrity, Leadership

##### SECTION 2. GOALS AND OBJECTIVES

The Association’s goals and objectives are detailed in its strategic plan which is published via the AGA website.

### Article III

#### CODE OF ETHICS

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, the 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. Amendments to the Code of Ethics shall be approved by the National Board of Directors (NBD) in accordance with Article V,

Section 1(c)(3) of the Bylaws. The Code of Ethics shall be published via the AGA website to the membership and CGFMs.

## Article IV

### MEMBERSHIP

#### SECTION 1. CATEGORIES

The members of the Association shall consist of Government Members, Private Sector Members, Young Professional Members, Student Members, Retired Members, Lifetime Members, Honorary Members, Corporate Members and Group Members.

- (a) **GOVERNMENT MEMBERS** – This category of membership is available to government employees. It is also available to individuals with government financial management experience outside the government, such as academia and nonprofit entities, who are engaged in educational activities having the same objectives of the association, or who have made a contribution toward advancing government accountability.
- (b) **PRIVATE SECTOR MEMBERS** – This category of membership is available to individuals working for commercial enterprises or ventures [e.g., see paragraph (h) below] that are actively engaged in and support AGA’s vision, mission, values, goals and objectives.
- (c) **YOUNG PROFESSIONAL MEMBERS** – This category of membership is available to individuals with fewer than three years of experience.
- (d) **STUDENT MEMBERS** – This category of membership is available to full-time college and university students. This category of membership is not available to individuals who have been employed in the financial management field for one (1) year or more or to individuals attending a college or university part-time.
- (e) **RETIRED MEMBERS** – This category of membership is available to individuals who have permanently retired from government, academia, nonprofit or commercial enterprise or ventures.
- (f) **LIFETIME MEMBERS** – This category 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 category 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 advancing government accountability. Only highly noteworthy nationally recognized individuals who cannot

meet the requirements for government, private sector or retired member will be considered.

- (h) **CORPORATE MEMBERS** – This category of membership is available to commercial enterprises or ventures (e.g., company, corporation, partnership, sole proprietor) that are actively engaged in and support AGA’s vision, mission, values, goals and objectives.
- (i) **GROUP MEMBERS** – This category of membership is available to government, academia or nonprofit entities whose employees meet the requirements for Government Membership under paragraph (a) above.

## **SECTION 2. DUTIES OF MEMBERS**

It is the duty and responsibility of members to:

- (a) Endorse the vision, mission, values, goals and objectives of the Association;
- (b) Uphold and be guided in their professional conduct by the Association’s Code of Ethics;
- (c) Cooperate with the Professional Ethics Board in any investigations of alleged violations of the Code of Ethics; and
- (d) Maintain current membership.

## **SECTION 3. REMOVAL OF NATIONAL OFFICERS AND NBD MEMBERS**

An appointed or voting member of the NBD may be removed with cause by vote of two-thirds (2/3) of the voting NBD members at a meeting for which a quorum of the NBD has been established, provided that the meeting notice includes reference to the proposed removal. “Cause” under this Section 3 shall be defined to include violations of AGA’s Code of Ethics as determined by the Ethics Committee and as provided by law and in the Association’s Policies and Procedures.

## **SECTION 4. DISCIPLINE AND SUSPENSION OF MEMBERS**

- (a) Disciplining of members is performed by the Association under the terms of these Bylaws and as provided in the Association’s Policies and Procedures.
- (b) A member who has been properly invoiced and 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.
- (c) Membership in the Association may be suspended by the National Executive Committee as provided for in the Association’s Policies and Procedures.

## **SECTION 5. RESIGNATION OF MEMBERS**

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

## **SECTION 6. REINSTATEMENT**

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

## **SECTION 7. COMMUNICATIONS**

AGA communications to members may be disseminated in writing or electronically (e.g., website, email, type and form which the recipient is able to retrieve the communication).

# **Article V**

## **ASSOCIATION GOVERNANCE**

### **SECTION 1. NATIONAL BOARD OF DIRECTORS (NBD)**

- (a) The governing body of the Association shall be the NBD consisting of the following members:
- The National President (Chair of the NBD)
  - The National President-Elect (Vice-Chair of the NBD)
  - The National Treasurer
  - The National Treasurer-Elect
  - The Senior Vice Presidents (SVPs)
  - The Regional Vice Presidents (RVPs)
  - The Chapter Presidents
  - The Five Immediate Past National Presidents
  - The Five Immediate Past National Treasurers
  - The Student Chapter Presidents [ex officio without vote]
  - The Remaining Past National Presidents [ex officio without vote]
  - The Remaining Past National Treasurers [ex officio without vote]
  - The Regional Vice Presidents-Elect [ex officio without vote]
  - The Immediate Past Regional Vice Presidents [ex officio without vote]
  - The Chair of the Professional Certification Board [ex officio without vote]
  - The Chair of the Corporate Partner Advisory Group [ex officio without vote]
  - The Chief Executive Officer [ex officio without vote]
- (1) If the National President is absent from the NBD meeting, the officer to preside shall be determined in the following succession: National President-Elect,

Immediate Past National President, or an elected Senior Vice President selected by the National Executive Committee.

If the National President, National President-Elect or Immediate Past National President is absent from the NBD meeting, they may appoint a proxy that must be another NBD member to vote on their behalf.

- (2) If the Regional Vice President (RVP) is absent from the NBD meeting, the Regional Vice President may appoint their proxy for voting to be the RVP-Elect. In the absence of both the RVP and RVP-Elect, the RVP may appoint as their proxy for voting to the Immediate Past RVP.
- (3) If the National Treasurer is absent from the NBD meeting, the National Treasurer may appoint their proxy for voting to the National Treasurer-Elect. In the absence of both the National Treasurer and National Treasurer-Elect, the National Treasurer may appoint their proxy for voting to the Immediate Past National Treasurer.
- (4) If the Chapter President is absent from the NBD meeting, the Chapter President may appoint their proxy for voting to the Chapter President-Elect. In the absence of both the Chapter President and Chapter President-Elect, the Chapter President may appoint their proxy that must be another NBD member for voting.

(b) NBD Meetings and Notices

Meetings of the NBD shall be held at least annually on such date and at such time and manner as may be designated by the National President. Notice of each NBD meeting must be communicated to each NBD member not fewer than thirty (30) days but no more than fifty (50) days prior to the meeting.

(c) NBD Quorum and Voting Action

- (1) A quorum for a NBD meeting is at least one-third (1/3) of the voting members of the NBD. Non-voting NBD members (ex officio without vote) and inactive chapters shall not be counted in calculating any quorum. A NBD member may appoint a proxy for voting purposes as provided within this Article, Section 1(a) above which shall be counted in calculating a quorum. Also see paragraph (c)(5) below for One Person One Vote.
- (2) Matters requiring a vote by the NBD shall be approved by the majority of the voting NBD members present for which a quorum is present.



- (3) Exceptions to the majority rule which require approval of two-thirds (2/3) of the voting NBD members present for which a quorum is present are:
    - Changes in the Bylaws
    - Changes in the Code of Ethics
    - Dues increases, except a CPI adjustment as outlined in Article XIV, Section 1.
    - Rejection of the National Executive Committee Budget
    - Reversing NEC approved changes to the Association's formal Policies and procedures
    - Removal of a NBD member for cause.
  - (4) The NBD may act by ballot, communicating such ballots, together with a brief description and rationale of the matter to be voted on, to each NBD member. Ballots not returned within the period requested in the notice of communication accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of NBD members necessary for a quorum, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.
  - (5) One Person One Vote: An AGA member who holds more than one (1) position on the NBD may only vote once on matters requiring a vote by the NBD. If the voting member is absent and has appointed a proxy that must be another NBD member, the proxy can vote on their behalf by signing an appointment form in the form of a record.
- (d) Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the NBD shall have responsibility for the following matters, based on voting as prescribed in this Article:
- (1) Promulgate the policies and programs of the Association.
  - (2) Review the NEC approved budget to ascertain that it is not a deficit budget and that a dues increase is not required in the current or next succeeding year. If either condition exists, the NBD may overturn the NEC budget by a two-thirds (2/3) vote of the voting NBD.
  - (3) Establish dues schedules for all categories of members, except for the corporate and group members and for a CPI dues rate change as outlined in Article XIV, Section 1.
  - (4) Establish membership categories.
  - (5) Adopt amendments of these Bylaws.

- (6) When required, elect the National President-Elect, the National Treasurer-Elect and the variously nominated members of the National Executive Committee, as appropriate.

## **SECTION 2. NATIONAL EXECUTIVE COMMITTEE (NEC)**

- (a) The National Executive Committee (NEC) acts for the National Board of Directors in implementing Association policy and procedures. The NEC consists of the following members:
- The National President (Chair of the NEC)
  - The National President-Elect (Vice-Chair of the NEC)
  - The Immediate Past National President
  - The National Treasurer
  - The National Treasurer-Elect
  - The Immediate Past National Treasurer
  - Nine (9) Senior Vice Presidents (SVPs) as provided in (b) below
  - The Chair of the Professional Certification Board [ex officio without vote]
  - The Chair of the Corporate Partner Advisory Group [ex officio without vote]
  - The Chief Executive Officer [ex officio without vote]
- (b) Nine (9) Senior Vice Presidents (SVPs):
- Four (4) of the Senior Vice Presidents (SVPs) serve as section representatives. Two (2) SVPs serve at-large. These six (6) shall be nominated by the Leadership Development Committee and elected. Each position shall serve a three (3) year term but the terms will be staggered so that one (1) SVP section representative and one (1) SVP at-large will be nominated and elected in the first year followed by a different one (1) SVP section representative and a different one (1) SVP at-large being nominated and elected followed by two (2) SVPs section representatives being nominated and elected.
  - Three (3) of the Senior Vice Presidents (SVPs) are appointed by the National President-Elect for a three (3) year term. The National President-Elect should give consideration to the geographic and demographic profile of the membership in making an appointment. Each year the incoming National President-Elect shall appoint one (1) person for a three (3) year term.
- (c) The National President and National Treasurer may not be a member of the NEC in another capacity.
- (d) NEC Meetings and Quorum: The NEC shall meet at least quarterly at the call of the National President or a majority of the voting members of the NEC. A majority and quorum for the NEC meetings is eight (8) voting members. The NEC shall meet on such date and at such time and manner as may be designated by the National President.

- (e) The National President shall preside at duly convened meetings of the NEC. In the absence of the National President, the officer to preside shall be determined in the following succession: National President-Elect; the Immediate Past National President.
- (f) NEC Voting Action
  - (1) Matters requiring a vote by the NEC shall be approved by a majority of the voting members present and voting.
  - (2) The NEC may act by ballot, communicating such ballots, together with a brief description and rationale of the matter to be voted on, to each NEC member. Ballots not returned within the period requested in the notice of communication accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of NEC members necessary for a quorum, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.
- (g) The NEC acts for the NBD to implement policies of an operational nature. Modifications to the Policy and Procedures Manual are approved by the NEC and shall be reported to the NBD.
- (h) The NEC shall review all actions and programs of National Boards, Committees, Councils and Task Forces. The NEC may require a National Board, Committee, Council or Task Force representative to appear before it at appropriate times.
- (i) The NEC shall appoint the Chief Executive Officer (CEO) and approve the job description and compensation.
- (j) The NEC shall approve the Association's annual budget recommended by the CEO and the National Finance and Budget Committee and any revisions thereof in excess of ten (10) percent of any major budget category.
- (k) The NEC shall set and approve the corporate and group member dues and may make annual CPI dues rate adjustments as outlined in Article XIV, Section I.
- (l) If the National President is not in favor of a decision of the NEC, the National President may appeal it to the NBD.

### SECTION 3. CHAPTER GOVERNANCE

- (a) Each chapter shall adopt its own bylaws and establish its governing body. While some flexibility is envisioned, chapter bylaws should follow generally the basic precepts prescribed in the National Bylaws.
- (b) A chapter that participates in the Association's federal group tax exemption is subject to the National Bylaws as well as their own. Also see Article IX, Section 2(b) and (c).
- (c) Chapters should ensure that a copy of their current bylaws is on file at the AGA National Office. Any amendments to chapter bylaws should be provided to the AGA National Office as soon as possible after ratification by the chapter membership.
- (d) Each chapter member has the right to vote on selecting the Chapter President who represents the chapter on the National Board of Directors.

## Article VI

### OFFICERS AND PROFESSIONAL PERSONNEL

#### SECTION 1. NATIONAL OFFICERS

The National Officers of the Association shall be the National President, the National President-Elect, the Immediate Past National President, the National Treasurer, the National Treasurer-Elect, the Immediate Past National Treasurer, the Senior Vice Presidents, the Regional Vice Presidents, the Regional Vice Presidents-Elect and the Immediate Past Regional Vice Presidents.

- (a) The National President shall be the prior year's National 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 National Treasurer shall be the prior year's National Treasurer-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 National Treasurer.

A Regional Vice President shall be the previous year's Regional Vice 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 Regional Vice President.

- (b) The National President-Elect, National Treasurer-Elect and Regional Vice Presidents-Elect shall be elected annually for a one-year term as provided in this article.
- (c) The Senior Vice Presidents shall serve a three (3) year term, but the terms will be staggered.

- (d) There shall be one Regional Vice President, one Regional Vice President-Elect and one Immediate Past Regional Vice President for each region.
- (e) Persons serving as National President, National President-Elect, National Treasurer, National Treasurer-Elect, Senior Vice President, and Regional Vice President may not serve concurrently in any other elective office of the Association, except the NEC.
- (f) In the National Presidential succession (Immediate Past National President, National President and National President-Elect) the National President may not be from the same AGA region more than two (2) successive years. This limitation, under the constraints of the Bylaws, automatically extends to the offices of Immediate Past National President and National President-Elect.
- (g) The National Treasurer will not be a part of the succession to the National Presidency. The Treasurer will serve as Chair of the Finance and Budget Committee. The Treasurer-Elect will serve as Vice-Chair of the Finance and Budget Committee.
- (h) The AGA National President is the Chair of the National Board of Directors and the Chair of the National Executive Committee

## **SECTION 2. PROFESSIONAL PERSONNEL**

- (a) There shall be a full-time Chief Executive Officer (CEO) appointed by the NEC. The Chief Executive Officer leads the day-to-day operations of the Association and the other professional staff hired by the CEO. The CEO shall perform all operations and duties that meet the Association's vision, mission, values, goals and objectives in advancing government accountability. The CEO reports to the National Executive Committee and the National President.
- (b) The National Office, under the direction of the National President, shall produce and distribute an annual Performance and Accountability Report, which records the history and progress made by the Association, in addition to reporting on AGA's performance measures.
- (c) The National Office shall communicate the Association's summary financial information within 30 days after the end of each quarter.

# **Article VII**

## **NOMINATION, ELECTION AND FILLING OF VACANCIES FOR OFFICERS**

### **SECTION 1. NOMINATIONS**

- (a) The Leadership Development Committee shall select from the names submitted to it, one candidate each for the offices of National President-Elect, National Treasurer-Elect and Director (At-Large) not later than February 15 of each year; one Director (At-Large) will be selected each year.<sup>1</sup>
- (b) The Leadership Development Committee shall select from the names submitted to it, four candidates for the office of Director (for Chapters) not later than May 1 of each year; half of the representatives from the National Council of Chapters' eight geographical areas will be selected each year.<sup>2</sup>
- (c) To be eligible for National President-Elect in the Association, a candidate must be a member in good standing and have served as a voting member of the National Executive Committee, or as chair of a National Board, Committee, Council or Task Force or as a chapter president for at least one complete year at the date of nomination. The National President may not succeed himself/herself by election, unless such person is filling the unexpired term of another duly elected officer.
- (d) To be eligible for office as National Treasurer-Elect in the Association, a candidate must be a member in good standing and have served as a member of the Finance and Budget Committee, or as a voting member of the National Executive Committee, or as an officer or director in a chapter for at least one complete year at the date of nomination. The National Treasurer may not succeed himself/herself by election, unless such a person is filling the unexpired term of another duly elected officer.
- (e) To be eligible for office as Director in the Association, a member must be a member in good standing.
  - (1) To be eligible for office as a Director (for Chapters) the individual must serve concurrently as chapter representative on the National Council of Chapters.
  - (2) To be eligible for office as a Director (At-Large) the individual must have served as an officer or director in a chapter or as chair of a National Board, Committee, Council or Task Force for at least one complete year at the date of nomination or

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<sup>1</sup> In 2018-2019 only, the Leadership Development Committee shall select for the first NGB (beginning July 1, 2019) two Directors (At-Large) who are the current SVP Appointed Members of the NEC whose terms expire after June 30, 2019, one for a one-year term, and one for a two-year term to allow for continuity and to stagger the terms.

<sup>2</sup> In 2018-2019 only, the Leadership Development Committee shall select eight Directors (for Chapters) for the first NGB. Two shall be the current Senior Vice Presidents serving as section representatives on the NEC whose terms expire after June 30, 2020, one for a one-year term, and one for a two-year term to allow for continuity and to stagger the terms. Those two shall represent their chapters on the first National Council of Chapters. The remaining six Directors (for Chapters) on the first NGB will be selected from the six geographical areas of the Council, not represented by the two. Three will be elected for a one-year term and three for a two-year term. Special preference will be given to 2018-2019 RVP-Elects who wish to serve.

have served as an executive in federal, state, or local governments, academia or the private sector.

No person who has served as a Director (for Chapters) or a Director (At-Large) may serve another term in that same position until a period of at least two years following the end of their most recent term has passed.

- (f) The Leadership Development Committee shall ensure that the professional background of the National President-Elect, National Treasurer-Elect and Directors are commensurate with the duties of these positions and give consideration to the geographic and demographic profile of the membership in making selections.
- (g) The National Office, under the direction of the CEO, shall produce and communicate to the membership the annual nomination information seeking qualified members to serve on the NGB.

## **SECTION 2. CAMPAIGNING**

Campaigning by candidates for elective office is not permitted.

## **SECTION 3. ELECTION**

The NEC will review and approve the Leadership Development Committee's selections for all positions. If the NEC does not approve any candidate, the Leadership Development Committee will select a replacement, who also will be submitted for the review and approval of the NEC. The Directors will be elected by a majority vote of the NEC.

## **SECTION 4. FILLING OF VACANCIES**

- (a) In the event of a vacancy occurring in the office of National President, the National President-Elect will succeed, followed by a non-presidential appointed Senior Vice President. The current Leadership Development Committee will select a candidate from among the six (6) non-presidential appointed Senior Vice Presidents and will make its recommendation to the NEC who will fill the vacant position by its majority vote.
- (b) In the event of a vacancy occurring in the office of National Treasurer, the National Treasurer-Elect will succeed to the office of National Treasurer. In the event of a vacancy occurring in the offices of National President-Elect, and/or National Treasurer-Elect, and such vacancy occurs prior to November 1, then the current Leadership Development Committee shall convene and select a nominee for the vacant position under procedures promulgated by the National Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.

- (c) In the event of a vacancy occurring in the office of Regional Vice President (RVP), the Regional Vice President-Elect will succeed. In the event of a vacancy in the office of a Regional Vice President-Elect, the current Leadership Development Committee will select a candidate from among the most current candidates for RVP-Elect in that region, names submitted to it by the chapters in the region or an individual Association member and will make its recommendation to the National President. The National President shall appoint the individual to fill the vacant RVP-Elect position and the appointment shall be ratified by the Chapter Presidents in that Region.
  
- (d) In the event of a vacancy occurring in the office of Senior Vice President before the three-year term is completed, a member will be appointed to serve the unexpired term.
  - (1) If the vacancy is a Senior Vice President Sectional Representative, the current Leadership Development Committee will select a candidate from among the past RVPs from each region within the section that has a vacancy and will make its recommendation to the NEC who will fill the vacant position with an individual from the same section.
  
  - (2) If the vacancy is an at-large non-presidential appointed Senior Vice President, the current Leadership Development Committee will select a candidate from among the most current candidates for Senior Vice President, names submitted to it by the chapters or an individual Association member and will make its recommendation to the NEC who will fill the vacant position.
  
  - (3) If the vacancy is a Presidential-nominated Senior Vice President, the National President or National President-Elect who originally nominated the Senior Vice President shall make a recommendation to the NEC who will fill the vacant position.

## Article VIII

### BOARDS, COMMITTEES, COUNCILS AND TASK FORCES

#### SECTION 1. FORMATION

The National President, upon ratification by the National Executive Committee, may establish such Boards, Committees, Councils and Task Forces as may be needed to assist the National Board of Directors, the National Executive Committee and the National President in carrying out the programs and operations of the Association.



## SECTION 2. MEMBERSHIP

- (a) The number of members comprising Boards, Committees, Councils and Task Forces shall be determined by the scope of responsibility and work assigned.
- (b) The National President shall, in consultation with the National President- Elect, appoint the Committee and Task Force Chairs, except the Audit Committee. The chair may serve more than one year. The National President-Elect and the National Treasurer-Elect will serve as ex-officio members of the Governance Committee. The National Treasurer will be designated as the Chair, and the National Treasurer-Elect the Vice Chair, of the Finance and Budget Committee. Chair assignments shall be ratified by the National Executive Committee.
- (c) The National President shall appoint the members of each Committee or Task Force in consultation with the National President-Elect and the Committee and Task Force Chair, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Association membership. Also see paragraph (h) below for the Audit Committee.
- (d) The National President shall, in consultation with the National President- Elect, appoint the Chairs, Vice Chairs and members of all Association Boards, ensuring that the Boards, taken as a whole, are representative of the Association membership, and the mission and responsibilities of the particular Board. (See Board charters for member composition.). The Chair and Vice Chair will serve a one-year term, but can be appointed to serve additional terms. All Board appointments shall be ratified by the National Executive Committee.
- (e) Senior Advisory Council members and a council chair shall be appointed by the National President, in consultation with the National Executive Committee, to address emerging Association issues. Council members do not have to be members of the Association. The Chief Executive Officer shall not chair a council involving the potential formation of Association policy. Council chair and member appointments shall be ratified by the National Executive Committee.
- (f) All members of Boards, Committees or Task Forces, except the Audit Committee, Conference Committees and Senior Advisory Council, must be members in good standing of the Association.
- (g) Leadership Development Committee: The Leadership Development Committee shall be comprised as follows:
  - The Immediate Past National President, Committee Co-Chair
  - The Immediate Past National Treasurer, Committee Co-Chair
  - One federal government representative
  - One state government representative

- One local government representative
  - One private sector representative
  - One academic representative
  - One young professional
  - CEO (non-voting)
- (1) The members shall be selected by the Immediate Past National President and Immediate Past National Treasurer and approved by the NEC. Consideration shall be given to the geographic and demographic profile of the membership in making selections.
  - (2) In the event that the Immediate Past National President or Immediate Past National Treasurer is unable to serve, the NEC will appoint a replacement.
  - (3) AGA members seeking a position on the NGB are ineligible to serve on the Leadership Development Committee.
  - (4) Committee Co-Chairs will serve one-year terms. Committee members shall be appointed to two-year terms. Members may be reappointed for an additional two-year term. Terms of membership will be staggered to facilitate transition and provide for continuity of knowledge and experience.
- (h) Audit Committee: The Audit Committee shall be comprised of five members. The National President shall, in consultation with the National President-Elect, appoint the members of the Audit Committee
- (1) At least three of the five members shall be a Certified Government Financial Manager, Certified Public Accountant, or Certified Internal Auditor.
  - (2) The members of the Audit Committee shall elect a member to serve as Chair, a member to serve as Vice Chair with the authority to act in the absence of the Chair, a member to serve as Secretary responsible for preparing the minutes of each meeting, and the remaining two members are general members of the committee.
  - (3) All Audit Committee appointments will be ratified by the National Executive Committee.
  - (4) The audit committee members shall be appointed to three-year terms. Members may be reappointed for an additional three-year term. Terms of membership will be staggered to facilitate transition and provide for continuity of knowledge and experience so that two members will be appointed in one year, two members will be appointed in the next year, and one member will be appointed the following year.

### **SECTION 3. TERMS OF OFFICE**

- (a) Members of Boards and Committees, except the Leadership Development Committee and Conference Committees, shall be appointed for a three-year term. The terms shall be such that one-third (1/3) of the board or committee membership shall be appointed each year. Members may be reappointed for an additional three-year term.
- (b) Each member of a Board, Committee, Council or Task Force shall be reconfirmed annually and receive a letter from the National President, or the National President's designee confirming their continued appointment.
- (c) Members of Councils and Task Forces shall be appointed for the duration of the Council or Task Force.

### **SECTION 4. RESPONSIBILITIES**

- (a) The responsibilities of the Boards and Committees shall be specified in these Bylaws and/or stated in the Policies and Procedures approved by the National Executive Committee.
- (b) The National Office, under the direction of the Chief Executive Officer, shall communicate an annual request for member interest seeking qualified members to serve on Boards and Committees.

## **Article IX**

### **CHAPTERS**

#### **SECTION 1. ORGANIZATION OF NEW CHAPTERS**

- (a) Local Association chapters are established by a charter conferred by the National Executive Committee.
- (b) Any group of individuals including at least 20 persons who qualify for membership, as provided in these Bylaws, who work or reside in any location of the world not conveniently served by an existing chapter, may petition the appropriate National Officer or Committee for a charter to form a new chapter.
- (c) Any group of individuals including at least 10 persons who qualify for student membership, as provided in these Bylaws, and have a designated faculty advisor, may petition the appropriate National Officer or Committee for a charter to form a new affiliate (student) chapter.

- (d) Upon review and recommendation of the appropriate National Officers and/or Committee, and approval by the National Executive Committee, a charter may be granted to the new chapter.

## **SECTION 2. CHARTER REVOCATION**

The National Executive Committee, upon the recommendation of the appropriate National Officers and/or Committee, shall have the right to revoke the charter of any Chapter under the following conditions:

- (a) If active membership in the Chapter falls below ten.
- (b) If Chapter activities do not conform to the objectives of the Association, as set forth by these Bylaws.
- (c) If Chapter Bylaws are not consistent with these Bylaws.
- (d) If the Chapter becomes inactive.
- (e) If three-quarters (3/4) of the Chapter's members request such action.

## **SECTION 3. CHAPTER REQUIREMENTS**

Chapter requirements are set forth in the Policies and Procedures of the Association.

## **SECTION 4. GOVERNANCE**

Each Chapter shall adopt its own Bylaws and establish its governing body, consistent with the precepts prescribed in these Bylaws. The National Office has issued Chapter Prototype Bylaws, which a Chapter may adopt. Chapter Bylaw provisions that are inconsistent with these Bylaws and are not changed upon notification from the appropriate National Committee or the National Executive Committee shall subject the Chapter to the revocation of its charter. Also see Article V, Section 3.

# **Article X**

## **REGIONS**

Association Chapters are clustered geographically into organizational units called Regions. Each Region is represented by a Regional Vice President. The size and geographic boundaries of the various Regions will be established by the NEC and become effective at the beginning of the Association's program year [i.e., July first (1st)].

## Article XI

### SECTIONS

Association Regions are clustered geographically into organizational units called Sections. Each Section is represented by a Senior Vice President. The size and geographic boundaries of the various Sections will be established by the NEC and become effective at the beginning of the Association's program year [i.e., July first (1st)].

## Article XII

### FISCAL YEAR

The fiscal year of the Association shall end at the close of business on the thirty-first day of March of each year.

## Article XIII

### FINANCIAL RESPONSIBILITIES

#### SECTION 1. AUTHORITY

The National Executive Committee shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Association.

#### SECTION 2. BUDGET

- (a) The Chief Executive Officer has the responsibility to manage and execute the Association's Budget.
- (b) Approval of the budget by the National Executive Committee shall constitute authority for the Chief Executive Officer to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category expense in the budget to be exceeded by more than 10 percent (10%), unless this expense has the advance approval of the National Executive Committee. In the event an unbudgeted commitment that exceeds 10 percent is requested, the Chief Executive Officer shall request approval before any commitment or payment is made by requesting AGA's budget be reprogrammed/amended by the Finance and Budget Committee. The Finance and Budget Committee shall report any request for reprogramming/amending caused by an unbudgeted commitment to the NEC.

## Article XIV

### DUES

#### SECTION 1. DUES RATES

Annual dues rates for each category of membership may be adjusted by a two-thirds (2/3) vote of the NEC based on a ten-year average of the Consumer Price Index (CPI) as of December 31, rounded up to the nearest dollar and not to exceed 3% of the previous calendar year's dues. Any increase above 3% shall be set by a two-thirds (2/3) vote of the NBD. The exception is for corporate and group member dues which shall be set and approved by the NEC.

#### 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 Association while performing such military duty. Upon request, the member's dues shall be waived 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 XV

### DISSOLUTION

In the event of liquidation, dissolution or winding up of the business and affairs of the Association, whether voluntary or involuntary or by operation of law, the National Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, dispose of all assets exclusively for the purpose of the Association 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 National Board of Directors shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the District of Columbia exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

## Article XVI

### PARLIAMENTARY AUTHORITY

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

## Article XVII

### AMENDMENTS

#### SECTION 1. GENERAL

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

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

Proposed changes in these Bylaws and the Policies and Procedures of the Association shall be submitted in the following manner:

- (a) By proposal, in writing, to the Chief Executive Officer from any National Committee.
- (b) By proposal, in writing, to the Chief Executive Officer signed by thirty-five members of the National Board of Directors.
- (c) By proposal, in writing, to the Chief Executive Officer from a Chapter as a unit.

## Article XVIII

### LIABILITY OF OFFICERS AND INDEMNIFICATION

#### SECTION 1. LIMITATION ON LIABILITY

Notwithstanding any provision to the contrary, the real and personal property of the national officers and employees of the Association shall not be available to satisfy any of the Association's corporate debts to any extent whatever.

National officers shall include those elected and appointed officers of the Association, members of the Association's National Board of Directors and those elected and appointed members of the Association's duly constituted National Boards, Committees and Task Forces.

#### SECTION 2. INDEMNIFICATION

- (a) AGA may indemnify any current or former director, current or former officer, or any person who may have served at AGA'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, if such person

acted in good faith and, in the case of conduct in an official capacity was in the best interests of AGA, or in all other cases, that his or her conduct was not opposed to the best interests of AGA. In the case of any criminal proceeding, an eligible seeking indemnification must have had no reasonable cause to believe his or her conduct was unlawful.

- (b) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit or proceeding as authorized by the National Executive Committee in the specific case, upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct for indemnification and a written commitment to repay any funds advanced if it is ultimately determined by a court of law or AGA's Ethics Committee that the individual has not met the relevant standard of conduct.
- (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 Association or disinterested directors 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 national officer or employee of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.
- (d) The Association may purchase and maintain insurance on behalf of any person who is or was a national officer or employee of the Association, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions herein.