



**ASSOCIATION OF  
GOVERNMENT  
ACCOUNTANTS**

# **NATIONAL BYLAWS**

Approved by the NGB September 2021

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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 Governing Board (NGB) in accordance with Article V,

Section 3(b)(2) 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 Governing Board to recognize a member’s distinguished service to the Association over a sustained period.
- (g) **HONORARY MEMBERS** – This category of membership is to be designated at the discretion of the National Governing Board 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. Failure to cooperate with the Professional Ethics Board may result in termination of membership, subject to the Professional Ethics Board appeals process; and
- (d) Maintain current membership.

## **SECTION 3. DISCIPLINE AND SUSPENSION OF MEMBERS**

- (a) Disciplining of members by the Association will adhere to 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 NGB as provided for in the Association’s Policies and Procedures.

## **SECTION 4. RESIGNATION OF MEMBERS**

Members may resign at any time, except that in the event a member resigns or allows his or her membership to expire after a formal notice of a disciplinary complaint has been filed against him or her by the Professional Ethics Board (PEB), but before a final determination on the complaint by the PEB has been made, that member shall not be eligible for renewal of membership with the AGA unless authorized by the NGB. Such a member shall be given the status of “not eligible for membership” in AGA records.

## **SECTION 5. IMMEDIATE TERMINATION AND SUSPENSION OF MEMBERSHIP**

If a member is found guilty by a court of competent jurisdiction of a crime punishable by imprisonment of more than one year, a felony, or any crime involving moral turpitude, the PEB may determine a sanction of termination without the need for further investigation.

## **SECTION 6. REINSTATEMENT**

The Association's NGB 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).

# **Article V**

## **NATIONAL GOVERNING BOARD**

### **SECTION 1. MEMBERS OF THE BOARD**

- (a) The governing body of the Association shall be the National Governing Board (NGB) consisting of the following members:
- The National President
  - The National President-Elect
  - The National Treasurer
  - The National Treasurer-Elect
  - Ten (10) Directors as provided in (1) below
  - The Chair of the Professional Certification Board
  - The Chair of the Corporate Partner Advisory Group
  - The Chief Executive Officer [without vote]
- (1) Ten (10) Directors:
- Eight (8) of the Directors serve as representatives of the National Council of Chapters, one from each of the Council's eight geographical areas as outlined in Article VIII, Section 2.
  - Two (2) Directors serve At-Large.

- (2) If the National President is absent from the NGB meeting, the officer to preside shall be determined in the following succession: National President-Elect, followed by the National Treasurer.
- (b) No person may hold more than one position on the NGB at the same time.
- (c) Members of the NGB shall also be referred to in these Bylaws as Directors.

## **SECTION 2. TERMS**

- (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.

- (b) The National President-Elect and National Treasurer-Elect shall be elected annually for a one-year term as provided in Article VII.
- (c) The eight (8) Directors (for Chapters) shall be nominated and elected as provided in Article VII. Each position shall serve a two (2) year term, but the terms will be staggered so that four will be elected each year to facilitate transition and provide for continuity of knowledge and experience.
- (d) The two (2) Directors (At-Large) shall be nominated and elected as provided in Article VII. Each position shall serve a two (2) year term, but the terms will be staggered so that one will be elected each year to facilitate transition and provide for continuity of knowledge and experience.
- (e) The Chair of the Professional Certification Board's term shall be as provided in Article VIII.
- (f) The Corporate Partner Advisory Group shall appoint their Chair and that position will assume their voting role on the National Governing Board.

## **SECTION 3. MEETINGS**

- (a) NGB Meetings and Quorum

The NGB shall meet at least quarterly at the call of the National President or a majority of the voting members of the NGB. A quorum for the NGB meetings is nine (9) voting members. The NGB shall meet on such date and at such time and manner as may be designated by the National President. Reasonable notice of NGB meetings shall be provided.



(b) NGB Voting Action

- (1) Except as otherwise provided in these Bylaws or by law, actions of the NGB must be approved by a majority of the voting NGB members present at any meeting at which there is a quorum. NGB members may not vote by proxy.
- (2) Exceptions to the majority rule which require approval of two-thirds (2/3) of the voting NGB members present at a meeting for which a quorum is established are:
  - Changes in the Bylaws
  - Changes in the Code of Ethics
  - Adoption of the Association's annual budget
  - Approval of any changes to the adopted annual budget in excess of ten (10) percent of any major budget category
  - Dues increases
  - Removal of an NGB member for cause
- (3) The NGB may act by ballot, communicating such ballots, together with a brief description and rationale of the matter to be voted on, to each NGB member. For such action to be approved, each director must return the ballot consenting to the proposed action.

#### **SECTION 4. RESPONSIBILITIES**

Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the NGB shall have responsibility for the following matters, based on voting as prescribed in this Article.

- (a) Set strategic direction for the Association.
- (b) Determine Association policies and procedures.
- (c) Promulgate the policies and programs of the Association.
- (d) Appoint the Chief Executive Officer (CEO) and approve the job description and compensation.
- (e) 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, ascertaining that it is not a deficit budget.
- (f) Establish dues for all categories of members.
- (g) Elect Directors of the National Governing Board (except those serving ex officio).
- (h) Establish membership categories.
- (i) Review all actions and programs of National Boards, Committees, Councils and Task Forces. The NGB may require a National Board, Committee, Council or Task Force representative to appear before it at appropriate times.

- (j) Make changes to the Association’s Code of Ethics.
- (k) Adopt amendments of these Bylaws.
- (l) Remove any NGB member for cause.

The NGB shall seek input from the National Council of Chapters as appropriate on major Association governance decisions.

## **SECTION 5. REMOVAL**

A voting member of the NGB may be removed with cause by vote of two-thirds (2/3) of the voting NGB members at a meeting for which a quorum of the NGB has been established, provided that the meeting notice includes reference to the proposed removal. “Cause” under this Section 5 shall be defined to include violations of AGA’s Code of Ethics as determined by the Ethics Board and as provided by law and in the Association’s Policies and Procedures.

# **Article VI**

## **OFFICERS AND PROFESSIONAL PERSONNEL**

### **SECTION 1. NATIONAL OFFICERS**

The National Officers of the Association shall be the National President, National President-Elect, National Treasurer and National Treasurer-Elect.

### **SECTION 2. PROFESSIONAL PERSONNEL**

- (a) There shall be a full-time Chief Executive Officer (CEO) appointed by the National Governing Board. 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 Governing Board and the National President.
- (b) The National Office, under the direction of the National President, shall produce and distribute an annual 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 DIRECTORS

#### 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.
- (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.
- (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 Governing Board<sup>1</sup>, 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 Governing Board, 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 have served as an executive in federal, state, or local governments, academia or the private sector.

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<sup>1</sup> National Executive Committee experience qualifies as NGB experience in items (c) and (d).

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 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 NGB will review and approve the Leadership Development Committee's selections for all positions. If the NGB 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 NGB. The directors will be elected by a majority vote of the NGB.

## **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 member of the NGB to be selected by a majority vote of the NGB.
- (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.
- (c) In the event of a vacancy occurring in the offices of National President-Elect, and/or National Treasurer-Elect, the current Leadership Development Committee shall select a nominee for the vacant position under procedures promulgated by the National Governing Board.
- (d) In the event of a vacancy occurring in the offices of Director (for Chapters) or Director (At-Large), a member will be appointed to serve the unexpired term.
  - (1) If the vacancy is a Director (for Chapters), the current Leadership Development Committee will select a candidate from current chapter representatives on the National Council of Chapters within the area that has a vacancy and will make its recommendation to the NGB who will fill the vacant position.

- (2) If the vacancy is a Director (At-Large), the current Leadership Development Committee will select a candidate from among the most current candidates for Director (At-Large) or names submitted to it and will make its recommendation to the NGB who will fill the vacant position.
- (e) In the event of a vacancy occurring in the Chair of the Professional Certification Board the National President shall, in consultation with the National President-Elect, appoint a Committee Chair, who will fill the vacant position and will be appointed to serve the unexpired term subject to ratification by the National Governing Board.
- (f) In the event of a vacancy occurring in the Chair of the Corporate Partner Advisory Group that Group will appoint a new Chair, who will fill the vacant position and will serve the unexpired term on the National Governing Board.

## Article VIII

### BOARDS, COMMITTEES, COUNCILS AND TASK FORCES

#### SECTION 1. FORMATION

The National President, upon ratification by the National Governing Board, may establish such Boards, Committees, Councils and Task Forces as may be needed to assist the National Governing Board 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, Council 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. The Immediate Past National President and Immediate Past National Treasurer will be designated as Co-Chairs of the Leadership Development Committee. Chair assignments shall be ratified by the NGB.
- (c) The National President shall appoint the members of each Committee, Council or Task Force, except the Leadership Development Committee, 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 Governing Board.
- (e) All members of Boards, Committees, Councils or Task Forces, except the Audit Committee and Conference Committees must be members in good standing of the Association.
- (f) 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 NGB. 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 NGB 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.
- (g) 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) The National Governing Board will ratify all Audit Committee appointments.
  - (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.
- (h) National Council of Chapters: The National Council of Chapters shall be comprised of one representative per each active chapter, the representative to be determined by the chapter. It will serve as an advisory body to the NGB.
- (1) The Council will be chaired by the National President-Elect.
  - (2) Members will serve a one-year term on the Council and may be reappointed for two terms. After a person's third term as a Council representative, they cannot be reappointed or re-elected by a chapter until a period of at least two years has passed (unless an exception is made by the Leadership Development Committee).
  - (3) Chapters represented on the Council will be clustered geographically into 8 areas established by the NGB for the purpose of selecting representatives to serve as Directors (for Chapters) on the NGB.
- (i) PNP/PNT Council: The PNP/PNT Council shall be comprised of Past National Presidents and Past National Treasurers. The Council will serve as an advisory body to the NGB and will be co-chaired by the Immediate Past National President and the Immediate Past National Treasurer.

### **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, Committees and Councils shall be specified in these Bylaws and/or stated in the Policies and Procedures approved by the National Governing Board.
- (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 Governing Board.
- (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 Governing Board, a charter may be granted to the new chapter.

#### **SECTION 2. CHARTER REVOCATION**

The National Governing Board, 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**

- (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. 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 Governing Board shall subject the Chapter to the revocation of its charter.
- (b) A chapter that participates in the Association's federal group tax exemption is subject to the National Bylaws as well as their own.
- (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 has the right to select their representative to the Association's National Council of Chapters.

## **Article X**

### **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 XI**

### **FINANCIAL RESPONSIBILITIES**

#### **SECTION 1. AUTHORITY**

The National Governing Board 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 Governing Board 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 Governing Board. 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 NGB.

## **Article XII**

### **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 National Governing Board at a meeting for which a quorum is established.

#### **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 XIII**

### **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 Governing Board 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 1986 (or corresponding provisions of any future Internal Revenue Law), in such manner as the National Governing Board 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 XIV

### 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 XV

### AMENDMENTS

#### SECTION 1. GENERAL

The power to make, alter, amend, or repeal the Bylaws or Policies and Procedures shall be vested in the National Governing Board.

#### 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, Board, Council or Task Force.
- (b) By proposal, in writing, to the Chief Executive Officer from a Chapter as a unit.
- (c) By the National Governing Board.

## Article XVI

### LIABILITY OF DIRECTORS AND INDEMNIFICATION

#### SECTION 1. LIMITATION ON LIABILITY

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

#### SECTION 2. INDEMNIFICATION

- (a) AGA may indemnify any current or former director 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 Governing Board 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 director 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 director 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.