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# **BALTIMORE CHAPTER BYLAWS**

## AGA BALTIMORE CHAPTER

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## ARTICLE I - NAME

The name of this organization is the AGA– Baltimore Chapter (hereinafter referred to as the “Chapter”). This Chapter is a part of AGA National.

## ARTICLE II – AUTHORITY, VISION, MISSION, VALUES AND PURPOSE

### *Section 1: Authority*

The Chapter derives its name and authority from and is chartered by AGA, and is subject to the official “National Bylaws” and “Policies and Procedures” of AGA.

### *Section 2: Vision, Mission, Values and Purpose*

**VISION:** AGA is the premier association for advancing government accountability in our community. AGA defines government accountability as a government’s obligation to the people for its actions and use of resources.

**MISSION:** AGA is a professional association advancing accountability, transparency, and leadership by fostering learning, certification, innovation, and collaboration for all levels of government and to stakeholders.

**VALUES:** Service, Accountability, Integrity, Leadership

**PURPOSE:** AGA is the member organization for government accountability professionals and a thought leader in government financial management.

### *Section 3: Goals and Objectives*

The Association and Chapter’s goals and objectives are detailed in its strategic plan, which is published via the AGA website ([agacgfm.org](http://agacgfm.org)).

## ARTICLE III – CODE OF ETHICS

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, the AGA Code of Ethics has been developed as guidance for the members of the Association, for Certified Government Financial Managers (CGFMs), and for the information of their employers. AGA members and CGFMs are expected to abide by the Association’s Code of Ethics. Therefore, this Chapter has adopted the AGA Code of Ethics.

## ARTICLE IV – MEMBERSHIP

### *Section 1: Categories*

As established in the National Bylaws of the Association, the members of the Chapter shall consist of Government Members, Private Sector Members, Young Professional Members, Student Members, Retired Members, Lifetime Members, Honorary Members, Corporate

Members and Group Members, and as such are voting members of the Chapter. Each member is a voting member of the Chapter, having one vote.

- a. **Government Members** - This category of membership requires three or more years of government experience acceptable to the Membership Committee, involving the professional performance of financial management activities in an operational, administrative and/or supervisory capacity. This category is also available to individuals with similar experience outside the government, such as academia and nonprofit entities, who are engaged in educational activities having the same objectives as 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 (h) below) that are actively engaged in and support AGA's vision, mission, core values, purpose, goals and objectives.
- c. **Young Professional Members** - This category of membership is available to professionals with less 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 while working.
- 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 (NEC) 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 a full 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, and sole-proprietor) that are actively engaged in and support AGA's vision, mission, core values, purpose, goals and objectives.
- i. **Group Members** – This category of membership is available to government, academia or nonprofit entities whose employees meet the requirements for full government membership under item (a) above.

## *Section 2: Duties of Members*

It is the duty and responsibility of members to:

- a. Endorse the vision, mission, core values, purpose, goals and objectives of the Chapter and the Association.
- b. Uphold and be guided in their professional conduct by the Association's Code of Ethics.
- c. Cooperate with AGA's Professional Ethics Board in any investigations of violations of the Code of Ethics.
- d. Maintain current membership in accordance with Association and Chapter requirements.
- e. Vote on matters submitted to the Chapter membership for a vote.

### *Section 3: Discipline and Suspension of Members*

Discipline and suspension of members will be as set forth in the Association's National Bylaws.

### *Section 4: 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 5: Reinstatement*

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

### *Section 6: Communications*

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

### *Section 7: Voting Members and Non-Voting Members*

Voting members are those individuals who have the authority to vote on certain matters and have met their duties and responsibilities in this Article IV, Section 2. Ex-officio members may serve on a Board or Committee in a non-voting capacity and do not have the authority to vote as a member of the Board or Committee.

## **ARTICLE V – MEETINGS OF MEMBERS**

### *Section 1: Calls to Meeting*

General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as designated by the Chapter President. Special membership meetings may be called by members having at least (twenty percent) or twenty-five, whichever is lower, of the votes entitled to be cast at such meeting.

## *Section 2: Notice of Meetings*

Notice of each general membership meeting of the Chapter must be provided to each member of the Chapter at least (seven) days prior to the meeting. Notice of a special membership meeting must be provided to each member of the Chapter at least (three) days before the date of the meeting.

## *Section 3: Conducting Meetings*

Annual and special membership meetings can be held at a geographic location or by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to substantially read or hear the proceedings concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments.

## *Section 4: Quorum*

Twenty percent of the members or (twenty five) members, whichever is less, shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

## *Section 5: Voting Rights*

Each chapter member, through the member's right to vote on chapter matters, has the right to vote on selecting the Chapter President and the Chapter's National Council of Chapters (NCC) representative, who represents the chapter on the National Board of Directors.

## *Section 6: Voting Actions*

Matters requiring a vote by the Chapter members shall be approved by (the majority) of the members present at a meeting at which a quorum is present. Alternately if a meeting is not called, members may vote by mail, e-mail, or phone (including the use of a poll vote via these previously mentioned methods) provided that a quorum of the membership votes. Exceptions to the majority rule are: changes in the Chapter's Bylaws, and the reversal of action of the Chapter Executive Committee (CEC) (as defined in Article VII) in regard to formal policies and procedures of the Chapter, which require approval of two-thirds (2/3) of those Chapter members. (See Article XV, Section 1. and 3).

# ARTICLE VI – CHAPTER OFFICERS AND DIRECTORS

## *Section 1: Chapter Officers*

- a. The Chapter Officers shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, and Committee Directors.
- 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 shall be the prior year's Treasurer-elect (if applicable) and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of Treasurer.

- c. The President-elect, Treasurer and Secretary shall be elected annually for a one-year term as provided in Article VIII. Each officer can serve more than one term, if elected.

## *Section 2: Chapter Directors*

The Chapter Directors shall include at least the following positions:

- Director of Activities
- Director of Awards
- Director of CGFM
- Director of Community Services
- Director of Young Professionals
- Director of Education and Programs
- Director of Meetings
- Director of Membership
- Director of Newsletter
- Director of Publicity/Editorial (including Social Media)
- Director of Sponsorships
- Webmaster
- Director of By-Laws
- NCC Representative

Directors shall be appointed annually for (one) year terms as provided in Article VIII. Each director can serve more than one term.

## *Section 3: Removal of Chapter Officers and Chapter Directors*

An appointed or voting member of the CEC may be removed with cause by vote of two-thirds (2/3) of the voting CEC members at a meeting for which a quorum of CEC has been established,



provided that the meeting notice includes reference to the proposed removal. In addition, any officer appointed or elected by vote of the membership (or by a particular group of the membership) may be removed with cause by the person making the appointment or by vote of the membership (or, if voting in their election was limited only to a particular group of the membership, then removal shall be only by that group at a meeting called for such purpose). “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.

## ARTICLE VII – CHAPTER GOVERNANCE

### *Section 1: Chapter Executive Committee (CEC)*

- a. The governing body of the Chapter shall be the CEC consisting of the following Members:
  - (1) Chapter President (Chair of the CEC)
  - (2) Chapter President-Elect (Vice-Chair of the CEC)
  - (3) Immediate Past Chapter President
  - (4) Chapter Secretary
  - (5) Chapter Treasurer
  - (6) Chapter Treasurer-Elect, optional
  - (7) Chapter Directors/Vice-Presidents/Chairs
  - (8) Chapter Board Members
  - (9) Nominating Committee Director/Chair
- b. CEC Meetings: The CEC shall meet preferably monthly at the call of the Chapter President or ten percent of the members of the CEC.
- c. CEC Quorum and Voting Action:
  - (1) A quorum for the CEC meetings is at least one-third (1/3) of the CEC membership. Matters requiring a vote by the CEC shall be approved by a majority of those present and voting, provided there is a quorum, except that a 2/3 vote is required for amendments to by-laws and dues. (See Article XII 1.A and Article XV Section 3)
  - (2) 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, and Treasurer.
  - (3) In lieu of a CEC meeting, the chapter President may call for a poll vote (via mail, email or phone) on matters requiring a CEC vote. For poll votes, a majority of the

CEC members is required to approve a matter presented, except that a 2/3 vote is required for amendments to by-laws and dues. (See Article XII 1.A and Article XV Section 3)

- (4) The President shall be the prior year's President-Elect and shall serve for a one-year term.
  - (5) The President-Elect, Secretary, and Treasurer, shall be nominated by the Nominating Committee. If there is more than one nomination for a particular office, the association will hold an election. The above positions shall serve for a one-year term, however, if elected may serve more than one term.
- d. 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
  - (2) Adopt an Annual Budget and approve revisions thereof in excess of ten percent of budgeted expenditures.
  - (3) Establish a Chapter dues schedule for all classes of Chapter members, in accordance with National's policies.
  - (4) Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all changes in the manual.
  - (5) Review all actions and programs of the Chapter's Committees, Sub-committees, and Task Forces. The CEC may require a Committee, Sub-committee or Task Force to appear before it at appropriate times.

## **ARTICLE VIII – NOMINATION, ELECTION AND FILLING VACANCIES FOR OFFICERS AND DIRECTORS**

### ***Section 1: Nominations***

- a. The Nominating Committee shall select from the names submitted to it by the chapter membership, including a member of the Nominating Committee, one candidate each for the offices of President-elect, Treasurer and Secretary, not later than February 1st of each year. All nominees must indicate their willingness to serve if elected.
- b. Ten percent of the Chapter members or ten members (whichever is less) may submit an independent nomination for President-elect, Treasurer, or Secretary. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and shall be filed with the Secretary by February 15<sup>th</sup> of any year.
- c. Directors shall be nominated by the President. Such nominations must reflect the willingness of the individual to serve. The nominations shall be ratified by the CEC.

- d. To be eligible for office as President-elect, Treasurer, Secretary, or Director in the Chapter, a member must be a member in good standing.
- e. The Chapter Nominating Committee shall ensure that the professional background of the President-elect, Treasurer, and Secretary are commensurate with the duties of these positions. Further, the President-Elect shall be nominated from: Social Security Administration, the City of Baltimore, Social Security Office of the Inspector General, or any other active group that supports AGA, on a rotating basis.
- f. An election is not needed in the event that only one candidate is nominated for a position.

## *Section 2: Campaigning*

Campaigning by candidates for elective office is not permitted.

## *Section 3: Balloting*

- a. When there is a contest for an elective office, ballots will be prepared in such form as the Chapter's Bylaws and Procedures Committee may designate.
- b. If an election for the Chapter President-elect, Chapter Treasurer, or Secretary is required, the Chapter members shall cast the votes after February 15th and not later than April 30th.

## *Section 4: Election Results*

Results of elections shall be tabulated as designated by the Chapter's Bylaws and Procedures Committee, which shall certify the results to the Chapter President no later than May 15th. When there is not a contest for an elective office, the Bylaws and Procedures Committee shall certify the election to the Chapter President without ballot.

## *Section 5: 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 President-elect, Treasurer, or Secretary, and such vacancy occurs prior to November 1, the current Nominating Committee shall convene and select a nominee for the vacant position under procedures promulgated by the CEC. Such procedures shall allow for an independent nomination and a special election, if necessary.
- b. In the event of a vacancy occurring in the CEC after November 1, and before the term is completed, a Chapter member will be appointed to serve the unexpired term. The current Nominating Committee will select a candidate from among the most current candidates for office, and names submitted to it by the chapter membership, and will make its recommendation to the Chapter President. The President shall appoint the individual to fill the position, and the appointment shall be ratified by the CEC.

# ARTICLE IX – COMMITTEES, SUB-COMMITTEES AND TASK FORCES

## *Section 1: Formation*

There shall be at least three standing committees, Executive, Nominating and Bylaws and Procedures. In addition, the Chapter President, upon ratification by the CEC, may establish such Committees, Sub-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 and Task Forces shall be determined by the scope of responsibility and work assigned.
- b. The Chapter President shall, in consultation with the Chapter President-Elect, appoint the Committee and Task Force Chairs. The chair may serve more than one year. The CEC shall ratify chair assignments.
- c. The Chapter President shall appoint the members of each Committee or Task Force in consultation with the Chapter President-Elect and the Committee and Task Force Chair, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Chapter membership.
- d. All members of Committees or Task Forces must be members in good standing of the Association and Chapter.
- e. Nominating Committee: The Nominating Committee shall consist of five active members: the President-Elect, at least one Past Chapter President, and other active members selected by the CEC. The Chapter President-Elect shall chair the Nominating Committee. Chapter members seeking a Chapter Office are ineligible to serve on the Nominating Committee.

## *Section 3: Terms of Office*

- a. Members of Committees shall be appointed for a (one)-year term. Members may be re-appointed for an additional term(s).
- b. Nominating Committee members will serve one-year terms, which may be renewed.
- c. Members of Sub-committees and Task Forces shall be appointed for the duration of the Sub-committee or Task Force.

## *Section 4: Responsibilities*

The responsibilities of the Committees, Sub-Committees, and Task Forces shall be specified in these Bylaws and/or stated in the Policies and Procedures adopted by the CEC.

## 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 30th day of (June) of each year. NOTE: The Association fiscal year ends on March 31st.

### *Section 2: Membership and Recognition Year*

The membership and recognition year of the Association shall end at the close of business on the 30th day of April of each year.

### *Section 3: Program Year*

The program year of the Association shall end at the close of business on the 30th day of June of each year.

## ARTICLE XI – FINANCIAL RESPONSIBILITIES

### *Section 1: Authority*

The CEC shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter.

### *Section 2: Budget*

Approval of the budget by the CEC 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 pertinent category of expense in the budget to be exceeded by more than 10 percent (10%), unless this expense has the advance approval of 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.H).
- b. A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two months after the due date shall be suspended automatically as a member of the Association and the Chapter. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the Association 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.

## *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 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**

An appropriate statement without reference to the Articles of Incorporation such as: “In the event of liquidation, dissolution or winding up of the business and affairs of the Chapter, whether voluntary or involuntary or by operation of law, the CEC shall, after paying or making provisions for payment of all liabilities of the Chapter, dispose of all assets exclusively for the purpose of the Chapter or to such Association or organization as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Law), in such manner as the CEC shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the (enter name of court) 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 Bylaws shall be vested in the Chapter membership. The power to make, alter, amend or repeal the Policies and Procedures is vested in the CEC, provided that any such action of the CEC can be overturned by a two-thirds (2/3) vote of the Chapter membership.

### *Section 2: Origination of Bylaws and Policies and Procedures Amendments*

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

- a. By proposal, in writing, to the President-Elect, or President if the President-Elect position is vacant, from any Chapter Committee or the AGA National Office.
- b. By proposal, in writing to the President-Elect signed by (ten) percent of the membership or (ten) members of the Chapter, whichever is less.

### *Section 3: Processing Procedures*

Proposals shall be submitted to the Chapter's Bylaws and Procedures Committee. The Chapter bylaws cannot contradict nor contain any ambiguity in relation to the AGA National Bylaws. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the CEC for a vote. An affirmative vote by two-thirds of the CEC members present at any CEC meeting, provided that a quorum is present, and provided further that all members of the CEC shall have been notified by mail, of the proposed change at least ten days prior thereto.

Once approved by the CEC, a vote for the proposed amendments to the by-laws will be taken by the chapter membership, provided that all members of the Chapter shall have been notified by mail or e-mail 30 days prior thereto. All proposed amendments to the by-laws shall be approved by a 2/3 vote of the Chapter members present and voting, provided there is a quorum. Alternately if a meeting is not called, members may approve the by-laws by mail or e-mail, provided that a quorum of the membership votes. The effective date of the amendment will be the date the new by-laws were ratified by the Chapter.

After ratification by the chapter membership the amendments to the chapter bylaws should be provided to the AGA National Office.

## **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 officers shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

Chapter officers shall include those elected and appointed officers of the Chapter, members of the CEC and those elected and appointed members of the Chapter's duly constituted Committees and Task Forces.

### *Section 2: Indemnification*

- a. The Chapter may indemnify any current or former director, current or former officer, or any Chapter member 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 a manner required by the law of the Chapter's state of incorporation in order to be eligible for indemnification.
- 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 CEC in the specific case, upon receipt of 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 Chapter 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 chapter officer or director of the Chapter 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 officer or director of the Chapter, 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.