



ASSOCIATION OF GOVERNMENT ACCOUNTANTS

HAWAII CHAPTER BYLAWS

Revised

June 22, 2004

June 22, 2016

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Association of Government Accountants of Hawaii

BYLAWS

The Association of Government Accountants of Hawaii was founded in August 1976. The Articles of Incorporation were filed with the Department of Commerce and Consumer Affairs of the State of Hawaii on October 13, 1977.

ARTICLE I NAME

The name of this organization is the Association of Government Accountants of Hawaii (hereinafter referred to as the "Chapter"). This Chapter is a part of the Association of Government Accountants (hereinafter referred to as the "the Association" or "AGA").

ARTICLE II ASSOCIATION MISSION, PURPOSE AND OBJECTIVES

SECTION 1. VISION, MISSION, CORE VALUES, PURPOSE

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

MISSION: AGA fosters learning, certification, leadership and collaboration for professionals and stakeholders committed to advancing government accountability.

CORE VALUES: Service, Accountability, Integrity, Leadership

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

SECTION 2. GOALS AND OBJECTIVES

The Association's goals and objectives are detailed in its strategic plan which is published via the AGA website (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, Certified Government Financial Managers (CGFMs), and for the information of their employers. AGA members and/or CGFMs are expected to abide by the Association's Code of Ethics and the Chapter has adopted the AGA Code of Ethics. The Code of Ethics is published via the AGA web site to the membership and CGFMs.

ARTICLE IV MEMBERSHIP

SECTION 1. CATEGORIES

As established in the Bylaws of the Association, the members of the Chapter shall consist of Full Government Members, Private Sector Members, Early Career Members, Student Members, Retired

Members, Lifetime Members, Honorary Members, Corporate Members and Group Members, and as such are voting members of the Chapter.

- (a) **Full 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) **Early Career Members** - This category of membership is available to government employees 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 alleged violations of the Code of Ethics.
- (d) Maintain current membership.

SECTION 3. DISCIPLINE AND SUSPENSION OF MEMBERS

- (a) Disciplining of members is performed by the Association under the terms of the AGA Bylaws and as provided in the Association's Policies and Procedures.
- (b) A member who has been 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. Suspended members who continue to fail to pay their membership dues shall automatically be removed from the rolls of the Association four months after the suspension date.
- (c) Membership in the Association may be suspended by the National Executive Committee as provided for in the Association's Policies and Procedures.
- (d) Discipline, suspension or termination of a member by the Association shall automatically result in the discipline, suspension or termination of a member in the Chapter.

SECTION 4. RESIGNATION OF MEMBERS

Members may resign at any time, except that resignation shall not relieve the member from any obligations the member may have to the Chapter accruing prior to the date of resignation.

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).

**ARTICLE V
MEETING 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 or the CEC. Special membership

meetings may be called by the Chapter President, the CEC or members having at least twenty percent (20%) 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 communicated to each member of the Chapter not less than ten (10) business days prior to the meeting. Notice of a special membership meeting must be communicated to each member of the Chapter at least five (5) business days before the date of the meeting. The notice shall include a description of any matter or matters that must be approved by the members and, in the case of a special meeting, a description of the purpose or purposes of the meeting. Notice shall be delivered in person, by telephone or other form of wire or wireless communication, by mail or private carrier, by electronic transmission, or as part of a newsletter, magazine or other publication regularly sent to members. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of the Chapter as of the record date. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the member has consented to receive notice, (ii) when directed to a facsimile number at which the member has consented to receive notice, (iii) when posted on an electronic network together with separate notice to the specific posting given to the member, and (iv) when directed to the member if transmitted by any other form of electronic transmission. If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment.

SECTION 3. CONDUCTING MEETINGS

Annual and special membership meetings can be held at a geographic location or by means of the Internet, teleconference 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 (20%) of the voting members or twenty-five (25) 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 who represents the chapter on the National Board of Directors.

Each chapter member who has met their duties and responsibilities in Article IV, Section 2 shall have the right to vote on chapter matters brought to a vote of the members. The concurring vote of a majority of the members constituting a quorum shall be valid and binding upon the Chapter, except as otherwise provided by law, these Bylaws, or the Articles of Incorporation of the Chapter.

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing or transmitted by facsimile or electronic transmission by the member or by the member's authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if members representing at least eighty percent (80%) of the voting power entitled to vote (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken, which electronic transmission contains information from which the

Chapter may determine that the electronic transmission was transmitted by the member and the date on which the member transmitted the electronic transmission.

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if the Chapter delivers a ballot to every member entitled to vote on the matter. The Chapter may deliver and accept ballots by electronic transmission. A ballot may be either in written form or in the form of an electronic transmission and shall set forth each proposed action. In the case of an election of directors or officers, the ballot shall provide an opportunity to vote for or withhold a vote for each candidate or, in the case of any other proposed action, the ballot shall provide an opportunity to vote for or against each proposed action. Approval by ballot shall be valid only if (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action; and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each action, and specify the time by which a ballot shall be received by the Chapter in order to be counted. A ballot may not be revoked following delivery to the Chapter.

ARTICLE VI CHAPTER GOVERNANCE

SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)

(a) The governing body of the Chapter shall be the CEC which may consist of the following members:

- Chapter President (Chair of the CEC)
- Chapter President-Elect (Vice-Chair of the CEC)
- Immediate Past Chapter President
- Chapter Secretary
- Chapter Treasurer
- Chapter Directors

(1) If the Chapter President is absent from the CEC meeting, the officer to preside shall be determined in the following succession: Chapter President-Elect, Immediate Past Chapter President, Secretary or Treasurer.

(b) CEC Meetings

Meetings of the CEC are recommended to be held at least monthly on such date and at such time and manner as may be designated by the Chapter President.

(c) Notice of Meetings

Regular meetings of the CEC may be held without notice of the date, time, place, or purpose of the meeting. Special meetings shall be preceded by at least five (5) days' notice of the date, time, and place of meeting. Notice shall be delivered to each CEC member in person, by telephone or other form of wire or wireless communication, by mail or private carrier, or by electronic transmission. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered at the earliest of the following (i) when received, (ii) five (5) days after its deposit with the U.S. Postal Service, or (iii) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested. Notice given by electronic transmission shall be deemed

given (i) when directed to an electronic mail address at which the CEC member has consented to receive notice, (ii) when directed to a facsimile number at which the CEC member has consented to receive notice, (iii) when posted on an electronic network together with separate notice to the specific posting given to the CEC member, and (iv) when directed to the CEC member if transmitted by any other form of electronic transmission.

(d) CEC Quorum and Voting Action

- (1) A quorum for a CEC meeting is at least one-third (1/3) of the voting members of the CEC.
- (2) Matters requiring a vote by the CEC shall be approved by the majority of the voting CEC members present for which a quorum is present.
- (3) Any action required or permitted to be taken by the CEC at a meeting may be taken without a meeting if all CEC members (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken, which electronic transmission contains information from which the Chapter may determine that the electronic transmission was authorized by the CEC member who sent the electronic transmission.
- (4) Voting by proxy shall not be permitted at any meeting of the CEC. .

(d) Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have responsibility for the following matters, based on voting as prescribed in this Article:

- (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 (10%) or \$500, whichever is greater, of budgeted expenditures.
- (3) Establish a Chapter dues schedule for all classes of Chapter members.
- (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 VII
CHAPTER OFFICERS AND DIRECTORS**

SECTION 1. CHAPTER OFFICERS

The Chapter Officers shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer.

- (a) 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.
- (b) The President automatically becomes the Immediate Past President the following year and shall serve for a one-year term.
- (c) The President-elect, Treasurer, and Secretary shall be elected annually for a one-year term as provided in Article VIII.

SECTION 2. CHAPTER DIRECTORS

There shall be no less than six (6) Directors and no more than twelve (12) Directors.

- (a) Directors shall be elected annually for two (2) year terms in accordance with Article VIII. Half of the Directors will be elected in odd number years, and the other half of the Directors will be elected in even number years.

SECTION 3. RESPONSIBILITIES OF CHAPTER OFFICERS AND/OR DIRECTORS

The responsibilities of Chapter Officers and/or Directors are set forth in the Chapter's policies and procedures manual. Chapter Officers and/or Directors are expected to perform those duties.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND/OR DIRECTORS

Any Chapter Officer and/or Director may be removed from office, with or without cause, by a majority vote of the members at a meeting called for that purpose.

**ARTICLE VIII
NOMINATION, ELECTION AND FILLING OF VACANCIES**

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, and not more than six (6) candidates for Directors, not later than January 1st of each year. All nominees must indicate their willingness to serve if elected.
- (b) Ten percent (10%) of the Chapter members or 20 members (whichever is less) may submit an independent nomination for President-elect, Treasurer, Secretary or Director. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and be filed with the Chapter President-Elect by February 15th of any year.

- (c) To be eligible for office as President-elect, Treasurer, Secretary or Director in the Chapter, a member must be a member in good standing. The President and Treasurer may not succeed him/herself by election, unless such a person is filling the unexpired term of another duly elected officer.
- (d) The Chapter Nominating Committee shall ensure that the professional background of the President-elect, Treasurer, Secretary, and Directors are commensurate with the duties of these positions.

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 communicated in such form as the Chapter's Nominating Committee may designate.
- (b) If an election for the Chapter President-elect, Treasurer, Secretary or a Director 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 Nominating Committee, which shall certify the results to the Chapter President no later than May 15. When there is not a contest for an elective office, the Chair of the Nominating 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 and such vacancy occurs prior to November 1, then the current Nominating Committee shall convene and select a nominee for the vacant position under procedures promulgated by the Chapter Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.
- (b) In the event of a vacancy occurring in the office of Treasurer, Secretary or Director 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 vacant Treasurer, Secretary or Director 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 Policies. 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 Chapter Executive Committee 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: the President-Elect; at least one (1) Past Chapter President, including the Immediate Past Chapter President; at least one (1) Chapter Director; and 2 or 3 Chapter members selected by the CEC. The Chapter President shall appoint the Chairperson of the Committee from among its members. Chapter members seeking a Chapter Officer or Chapter Director position 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 Chapter Executive Committee; provided, however, that the Committees, Sub-Committees, and Task Forces shall have no authority to act on behalf of the Chapter.

**ARTICLE X
FISCAL, MEMBERSHIP AND PROGRAM YEAR**

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 Chapter Executive Committee 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 Chapter Executive Committee shall constitute authority for the responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than 10 percent (10%) or \$500, whichever is greater, unless this expense has the advance approval of the Chapter Executive Committee

**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 (d)(3)).
- 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

In the event of liquidation, dissolution or winding up of the business and affairs of the Chapter, whether voluntary or involuntary or by operation of law, the Chapter Executive Committee shall, after paying or making provisions for payment of all liabilities of the Chapter, dispose of all assets exclusively for the purpose of the Chapter or to such Association or organization as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future Internal Revenue Law), in such manner as the Chapter Executive Committee shall determine. Any assets not so distributed shall be disposed of by any United States District 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 Chapter Executive Committee, provided that any such action of the Chapter Executive Committee can be overturned by a two-thirds (2/3) vote of the Chapter membership.

SECTION 2. ORIGINATION OF BYLAWS AND POLICIES AND PROCEDURES AMENDMENTS

Proposed changes in these Bylaws and the Policies and Procedures of the Chapter shall be submitted in 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 (10%) of the membership or twenty (20) members of the Chapter, whichever is less.

SECTION 3. PROCESSING PROCEDURES

Proposals shall be submitted to the Chapter's Bylaws and Policies 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 who shall submit Bylaws changes to the Chapter membership for a vote. An affirmative vote by two-thirds of those Chapter members present and voting is required for approval. After ratification by the chapter membership the amendments to the chapter bylaws should be provided to the AGA National Office. Modifications to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

ARTICLE XIV LIABILITY OF OFFICERS AND DIRECTORS AND INDEMNIFICATION

SECTION 1. LIMITATION ON LIABILITY

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

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


SECTION 2. INDEMNIFICATION

- (a) To the fullest extent permitted by Hawaii law, the Chapter shall 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 Hawaii law in order to be eligible for indemnification.
- (b) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the Chapter Executive Committee in the specific case, upon receipt of 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.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected, qualified and acting Secretary of the Association of Government Accountants of Hawaii (the "Chapter"), does hereby certify that the Bylaws attached hereto were duly adopted by the members of the Chapter at a meeting held on June 22, 2016 and are in full force and effect as of the date hereof.

Dated: June 22, 2016


Robert Hatanaka
Secretary