

Association of Government Accountants

Northern Virginia Chapter Bylaws

Date of Last Amendment: March 2003

Association of Government Accountants Northern Virginia
Chapter

BYLAWS

ARTICLE I NAME

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

ARTICLE II ASSOCIATION PURPOSE AND OBJECTIVES

SECTION 1. PURPOSE

AGA serves professionals in the government financial management community by providing quality education, fostering professional development and certification, and supporting standards and research to advance government accountability.

The purpose of the Association and Chapter is to be a professional organization dedicated to the advancement of government financial management. The Association shall serve its members by providing or sponsoring appropriate educational programs, encouraging professional development, influencing governmental financial management policies and practices and serving as an advocate for the profession. The Association shall serve government officials and the public by sponsoring efforts to ensure full and fair accountability for all public monies and by providing a variety of pro bono services throughout the United States and its territories that support that end.

SECTION 2. OBJECTIVES

The Association and Chapter shall have the following objectives:

- (a) Primarily to instruct, train and inform government financial managers in the fields of accounting, auditing, budgeting, systems, and financial management. This continuing education process will provide for the professional development of government financial managers so that they may better serve the public.
- (b) To encourage and provide educational events for the interchange of ideas among financial managers in government service and among government and non-government financial managers.
- (c) To contribute to the advancement of financial management principles and standards and, through educational events, promote appropriate utilization of financial management methods and techniques to improve management control and accountability to the public.
- (d) To bring together professional financial managers in the government and the community for educational and other constructive endeavors.
- (e) To promote the observance of professional standards and ethics in the accomplishment of government financial management activities.
- (f) To recognize the unique skills and knowledge required of professional who specialize in government financial management by sponsoring a professional certification program and working with employers to promote and recognize the certification in hiring, job specifications, performance evaluations and promotional exam announcements.

SECTION 3. LEGISLATIVE CLAUSE

The Chapter President or designee may inform government officials of the Chapter's position or viewpoint on matters pending

before them that are of concern to the Chapter. However, Chapter members are prohibited from:

- (a) Representing the Chapter in any lobbying effort and
- (b) Intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III CODE OF ETHICS

SECTION 1. PURPOSE

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.

ARTICLE IV MEMBERSHIP

SECTION 1. MEMBERS

As established in the Bylaws of the Association, the members of the Chapter shall consist of Full Members, Early Career Members, Special Early Career Members, Retired Members, Lifetime Members, Honorary Members and Corporate Members.

SECTION 2. FULL MEMBERS

This class of membership requires six or more years of government experience acceptable to the Membership Committee, involving the professional performance of financial management activities in an administrative, supervisory and/or operational capacity. This class is also available to individuals with similar experience outside the government who are engaged in educational or private sector activities having the same objectives as the AGA, or who have made a contribution toward the improvement of financial management in government.

SECTION 3. EARLY CAREER MEMBERS

This class of membership is available to individuals whose experience does not meet the quantitative (i.e., six or more years) and/or qualitative requirements for full membership.

SECTION 4. SPECIAL EARLY CAREER MEMBERS

This class of membership is available to individuals in their first year of employment and/or college/university students. This class of membership is not available to individuals who have been employed in the financial management field for one (1) year or more.

SECTION 5. RETIRED MEMBERS

This class of membership is available to individuals who have retired from and are no longer substantially working in the government financial management community.

SECTION 6. LIFETIME MEMBERS

This class of membership is to be designated at the discretion of the National Executive Committee to recognize a member's distinguished service to the Association over a sustained period of time.

SECTION 7. HONORARY MEMBERS

This class 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 governmental financial management. Only highly- noteworthy, nationally recognized individuals who cannot meet the requirements for a full or retired member will be considered.

SECTION 8. CORPORATE MEMBERS

This class of membership is available to commercial activities/ventures (e.g., company, corporation, partnership, and sole-proprietor) that are actively engaged in and support AGA's purpose and objectives.

SECTION 9. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

- (a) Endorse the purpose and objectives of the Chapter and the AGA;
- (b) Uphold and be guided in their professional conduct by the AGA's Code of Ethics; and
- (c) Cooperate with AGA's Professional Ethics Board in any investigation of alleged violation of the Code of Ethics.
- (d) Actively participate in the Chapter to the extent possible.

SECTION 10. RESIGNATION OF MEMBERS

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

SECTION 11. REMOVAL OF MEMBERS

- (a) Disciplining of members is performed by the AGA under the terms of these Bylaws and as provided in the AGA's Policies and Procedures.
- (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 AGA. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the AGA four months after the suspension date.
- (c) Membership in the AGA may be suspended by the National Executive Committee as provided in the AGA's Policies and Procedures.

SECTION 12. REINSTATEMENT

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

ARTICLE V MEETING OF MEMBERS

Because of the large Chapter membership (typically several hundred), efficient operation of the Chapter necessitates an expanded role of an Executive Board. Accordingly, members of the Executive Board are an essential component of the Chapter's business. Members will be notified of Executive Board meetings and are encouraged to attend as observers, or when called for comments. These meetings may be called on such dates and at such times and places as may be designated by the President.

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 may be designated by the Chapter President.

SECTION 2. NOTICE OF MEETINGS

Notice of each meeting of the Chapter must be provided to each member of the Chapter at least 7 days prior to the meeting.

SECTION 3. QUORUM

Twenty percent of the members, or 10 members, whichever is less, shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

SECTION 4. VOTING RIGHTS

All members shall have the right to vote on Chapter matters and those AGA matters put to a vote of the entire membership.

SECTION 5. VOTING ACTIONS

Matters requiring a Chapter vote shall be approved by a plurality (i.e., most votes) of those voting, except for Bylaws changes (See Article XIII).

ARTICLE VI CHAPTER GOVERNANCE

SECTION 1. OFFICERS AND DIRECTORS

The Chapter officers shall be the President, Past President, President-Elect, Secretary, and Treasurer. In addition, there will be Directors which serve as Committee Chairpersons, and in other roles designated by the President in consultation with the Executive Board.

- 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 fills a vacancy in the office of the President.
- b. The President-Elect, Secretary, Treasurer, and Directors shall be elected annually for one-year terms as provided in Article VIII.

SECTION 2. Chapter Executive Board

- a. The Executive Board shall be the governing board of the Chapter and shall be comprised of the above described officers and directors.
- b. Meetings of the Executive Board shall be held periodically at the call of the President, or by any five members of the Executive Board. A quorum is 10 persons. 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.
- c. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the Executive Board shall have among its responsibilities the following:
 - Adopt an Annual Budget and approve revisions thereof in excess of ten percent of the line item's budgeted expenditures;
 - Establish a Chapter dues schedule for all classes of members
- d. Promulgate the policies and programs of the Chapter.

--Review all actions and programs of the Chapters' Committees, Sub-Committees and Task Forces.

SECTION 3. ADVISORY BOARD, COMMITTEES, SUB-COMMITTEES, AND TASK FORCES

a. An Advisory Board, appointed by the President, provides periodic advice to the Officers and the Executive Board, but does not have voting rights at Executive Board meetings. A primary function is to assist in the process of nomination for annual awards and elections of Chapter officers.

b. The President, in consultation with the Chapter Executive Board, may establish Committees, Sub-Committees and Task Forces to assist in carrying out the program and operations of the Chapter.

SECTION 4. TERMS OF OFFICE

a. Members of committees and the Advisory Board shall be appointed for one-year terms.

b. Members of Sub-Committees and Task Forces shall be appointed for the duration of the designated purpose.

SECTION 5. REMOVAL 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. The Chapter Executive Board may remove any Chapter Officer and/or Director by a majority vote, if the applicable Chapter Officer and/or Director are not meeting the stated responsibilities.

SECTION 6. DUTIES OF COMMITTEES, SUB-COMMITTEES, AND TASK FORCES

The duties assigned to the Committees, Sub-Committees and Task Forces will be the prerogative of the President, in consultation with the Executive Board.

ARTICLE VII NOMINATIONS, ELECTIONS AND FILLING OF VACANCIES FOR OFFICERS AND DIRECTORS

SECTION 1. NOMINATION

- a. The Advisory Board shall nominate at least one candidate for the office of President-Elect-Select.
- b. The sitting President-Elect shall nominate candidates for Officers and Directors. All nominees must indicate the willingness to serve if elected or selected.
- c. Chapter members will be notified at least 2 weeks before elections of the names of the Advisory Board nominee and the proposed slate of Officers and Directors before elections held by the Executive Board.
- d. Chapter members have the right to object, or provide comments on the Advisory Board's nominee and the proposed slate of Officers and Directors before elections held by the Executive Board.
- e. Five percent of the Chapter members or 25 members, whichever is less, may submit an independent nomination for Chapter Officer or Director positions. Such nominations, which will be included on the ballot submitted to the Executive Board, must reflect the willingness of the individual to serve and shall be filed by May 1.
- f. To be eligible for office in the Chapter, a member must be in good standing. The President or President-Elect may not succeed himself/herself, unless such person is filling the un-expired term of another duly elected officer.

SECTION 2. ELECTIONS

Chapter members will be advised in advance of planned elections and again have a right to provide their views/comments to the Executive Board before the elections. The Executive Board votes on the President –Elect, Officers and Directors. Winning requires a majority of the voting members of the Executive Board.

Election results will be publicized to the Chapter on a timely basis.

SECTION 3. FILLING VACANCIES

In the event of a vacancy occurring in the Office of the President, the President-Elect will succeed. In the event of a vacancy in the Office of the President-Elect, the Advisory Board will be responsible for finding and nominating a candidate. In the case of a vacancy in any other Officer or Director position, the President of Executive Board shall appoint a member to fill the vacancy.

ARTICLE VIII FINANCIAL ADMINISTRATION

SECTION 1. AUTHORITY

a. The Executive Board shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter. A balance of \$10,000 shall be carried over from one administration to the next.

b. Approval of the budget by the Executive Board shall constitute authority for 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 ten percent unless it has advance approval of the Executive Board.

SECTION 2. DUES

a. The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by a quorum vote of the Executive Board. Student members shall have no Chapter dues.

b. A member who has been appropriately invoiced and who fails to pay his/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 Membership Committee may recommend reinstatement of a member whose membership has been forfeited for non-payment of dues.

SECTION 3. 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 suspended 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.

SECTION 4. FISCAL YEAR

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

ARTICLE IX COMMITTEES, SUBCOMMITTEES 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, after ratification by the Executive Board, may establish Committees, Sub-Committees and Task Forces to assist in carrying out Chapter programs and operations.

SECTION 2. MEMBERSHIP

(a) The number of members comprising the Committees shall be determined by the amount 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 Board 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 a Committee or Task Force shall be Chapter members in good standing.

(e) The Nominating Committee shall consist of the President-Elect (as Committee Chair), a Past-Chapter President (when available) and one or more member(s) nominated by the President-Elect and approved by the Executive Board.

(f) The Chair of the Bylaws and Procedures Committee shall be designated by the Chapter President.

SECTION 3. TERMS OF OFFICE

Committee members shall be appointed for one year. Members of the Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.

SECTION 4. RESPONSIBILITIES

The duties assigned to the Committees, Sub-Committees and Task Forces shall be defined by the Executive Board.

ARTICLE X MEMBERSHIP AND PROGRAM YEARS

SECTION 1. 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 2. PROGRAM YEAR

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

ARTICLE XI 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 1954 (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 the United States District Court for the third judicial district exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

ARTICLE XII PARLIAMENTARY AUTHORITY

To transact official business at Chapter meetings, the rules of parliamentary procedure contained in the most recent revision of Robert's "Rules of Order" shall govern.

ARTICLE XIII AMENDMENTS TO BYLAWS

SECTION 1. ORIGINATION OF AMENDMENTS

Proposed changes in these Bylaws shall be submitted in the following manners:

- a. By proposal in writing to the President-Elect, or President if the President-Elect position is vacant, from any committee;
- b. By proposal in writing to the President-Elect signed by five percent of the membership or 25 members, whichever is less;
- c. Members will be advised of proposed changes in an appropriate manner, as deemed by the Executive Board, normally in advance of final approval and will be allowed to comment if they wish.

SECTION 2. PROCESSING PROCEDURES

After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted by the President-Elect to the Executive Board for vote. An affirmative vote by a quorum (twenty percent or 10 members, whichever is less) is required for approval. Members will be advised in an appropriate manner and on a timely basis of approved Bylaws changes.

ARTICLE XIV 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 Chapter Executive Board 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 person who may have served at the Chapter'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, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

(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 Chapter Executive Committee in the specific case, upon receipt of an undertaking by or on behalf of the chapter officer or director of the Chapter to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chapter as authorized herein.

(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 an officer or official of the Chapter, against any liability asserted against him/her and incurred by his/her status as such, whether or not the Chapter would have the power to indemnify him/her against such liability under the provision herein.

(Date of Last Amendment: March 2003)