



AGA RICHMOND CHAPTER BYLAWS

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The AGA Richmond Chapter received its charter from National AGA in 1975.

BYLAWS

Article I

NAME

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

Article II

AUTHORITY, MISSION AND OBJECTIVES

SECTION 1. AUTHORITY

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

SECTION 2. VISION, MISSION & VALUES OF THE ASSOCIATION

VISION: AGA endeavors 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: AGA's core values include Service, Accountability, Integrity, and Leadership.

SECTION 3. STRATEGIC GOALS AND OBJECTIVES OF THE ASSOCIATION

AGA aims to attain the following goals and objectives:

- Serve as the catalyst for innovation and thought leadership in government financial management.
 - Invest in leading and emerging issues.
 - Provide valued input on standards and to policymakers.
- Educate and empower professionals to advance government accountability.
 - Expand participation and the reach of educational events through multiple delivery channels.
 - Offer timely and relevant events, courses, and tools.
 - Promote careers in government financial management.
- Advance Certified Government Financial Manager® (CGFM®) as the certification for government accountability professionals.
 - Promote the relevance and value of the CGFM to individuals, employers, and educators.

- Increase the number of CGFMs.
- Continuously update certification processes and materials for relevancy.
- Facilitate collaboration among multiple disciplines, sectors, and levels of government.
 - Provide forums for dialogue and information-sharing.
 - Engage with government leaders and professional organizations to build partnerships and trust.
 - Develop and promote tools to address intergovernmental challenges.
- Maximize member value.
 - Empower chapters and support their activities.
 - Expand opportunities for leadership development.
 - Increase the number and diversity of members.
 - Create experiences that increase member engagement.
 - Engage and mentor young professionals.
- Enhance the public’s perception of government financial management.
 - Utilize multiple forms of media to highlight significant achievements of government financial managers.
 - Promote citizen-friendly reporting of governments’ finances, accomplishments, and challenges.
 - Communicate the value of public service.
 - Highlight the importance of financial management in decision-making.

Article III

CODE OF ETHICS

To foster the highest professional standards and behavior, and exemplary service to all levels of government, Chapter members are expected to abide by the Association’s Code of Ethics which has been developed by the national organization and is published via the AGA website to the membership and CGFMs.

Article IV

MEMBERSHIP

SECTION 1. MEMBERS

As defined by the Association, the members of the Chapter shall consist of the following Member types:

- (a) GROUP – A government agency that has five or more individuals interested in joining AGA.
- (b) GOVERNMENT – Individuals who work directly for government, academia and not-for-profit organizations. Individuals employed by a private entity as a contractor for a government agency, even if they report to a government-owned property, are considered Private Sector professionals for AGA membership.

- (c) PRIVATE SECTOR – Sole proprietors and individuals who work for private companies, corporations or partnerships.
- (d) EARLY CAREER – Young professionals with fewer than three years of ANY work experience.
- (e) STUDENT – Full-time college or university students who are not gainfully employed.
- (f) PROFESSORS – FREE professor membership is available to academicians who are not current AGA members.
- (g) RETIRED – Current AGA members who have permanently retired from government, academia, not-for-profit or commercial enterprises or ventures.
- (h) LIFETIME – Lifetime membership is bestowed upon individuals who have maintained active member status for 40 consecutive years, to recognize their distinguished service to AGA. Lifetime memberships are awarded each January.

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 Association’s Professional Ethics Board in any investigations of alleged 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. 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.

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.

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.

Article V

MEETINGS OF MEMBERS

SECTION 1. CALLS TO MEETINGS

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 the President through the attendance of at least one half (50%) of the current voting members of the Chapter CEC.

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 thirty (30) days prior to the meeting. Notice of a special membership meeting must be communicated to each member of the Chapter at least five (5) days before the date of the meeting, unless immediate or urgent action must be taken due to unforeseen circumstances.

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 can 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

One half (50%) of the voting members of the Chapter CEC shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

SECTION 5. NON-VOTING MEMBERS

Non-Voting Members have the following rights:

- (a) Can attend meetings established by the Chapter Executive Committee of the Chapter.
- (b) Can give advice or opinion on a particular topic or matter of interest, drawing on knowledge or experience to give such advice.

- (c) Does not have any voting rights, cannot make motions, can speak during debate about a topic under consideration during the meeting amongst voting members currently in attendance at the discretion of the Committee Chair.

Article VI

CHAPTER OFFICERS AND COMMITTEES

SECTION 1. CHAPTER OFFICERS

The Officers of the Chapter shall be the Chapter President, the Chapter President-Elect, the Immediate Past President, the Secretary, the Treasurer, Parliamentarian (non-voting), and Chapter Chairs.

- (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) All other officers shall be elected annually for a one-year term in addition to any period in which he/she filled a vacancy.

SECTION 2. CHAPTER COMMITTEES

- (a) The following Chapter Committees have been established and may include Chair and Vice Chair positions:

- Accountability
- Awards
- Bylaws & Procedures
- CGFM
- Communication
- Community Service
- Membership
- Programs & Education
- Registration
- Sponsorship
- Young Professionals

- (b) The National Council of Chapters Representative will also serve on the Chapter CEC in a non-voting position.

SECTION 3. VOLUNTEER SERVICES

All Chapter Officers, Chairs and Vice Chairs shall serve in these positions on a voluntary basis without compensation by the Chapter. This shall not, however, prevent the Chapter from reducing or waiving fees or charges for Officers, Chairs and Vice Chairs participating in Chapter activities or offerings, or

from compensating any Officer, Chair and Vice Chair for services to the Chapter independent of the functions of an Officer, Chair and Vice Chair, provided that any such adjustment in fees or charges, or any such arrangement for compensated services, shall be adequately disclosed to the Chapter membership prior to its occurrence.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND CHAIRS/VICE CHAIRS

The responsibilities of Chapter Officers, Chairs and Vice Chairs are set forth in the Chapter's policies and procedures manual. Chapter Officers, Chairs and Vice Chairs are expected to perform those duties.

An appointed or voting member of the Chapter Executive Committee 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. The meeting notice must include the proposed removal. "Cause" under this Section 3 shall be defined to include not meeting the position's stated responsibilities, 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 EXECUTIVE COMMITTEE

SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)

- (a) The governing body of the Chapter shall be the CEC which will consist of the officers and Chairs/Vice Chairs, each officer and committee having one vote.
- (b) If the Chapter President is absent from the CEC meeting, the officer to preside shall be determined in the following succession: Chapter President-Elect, Past Chapter President, Secretary, and Treasurer.

SECTION 2. CEC MEETINGS

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

SECTION 3. VOTING ACTION

- (a) Any matter of interest that requires a vote can be presented by a member having voting rights as an Officer or Committee Chair/Vice Chair of the CEC (as outlined in the CEC Roster presented by the Secretary at the onset of the meeting or voting action to be taken). A quorum for a CEC meeting is at least one half (50%) of the voting members of the CEC.
- (b) Except as otherwise provided in these Bylaws, matters requiring a vote by the CEC shall be

approved by a majority of voting members present for which a quorum is present, the exceptions to the majority rule, which require approval of two thirds of the voting members, are removal of Chapter officers and chairs/vice chairs (see Article VI, Section 4) setting the annual Chapter dues rate and changes to these Bylaws (see Article XII).

- (c) In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email, or phone) on matters requiring a CEC vote. Any vote taken in this manner that is not unanimous must be reviewed by the CEC at its next meeting for ratification and documentation in the meeting minutes. *NOTE: Poll Votes should mainly be used to discuss a topic or subject that requires immediate action on the part of the CEC and for no other purpose.*
- (d) Unless precluded by other sections of these 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 the Chapter.
 - (2) Adopt an Annual Budget and approve revisions more than ten percent 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 and any changes approved.
 - (5) Review all actions and programs of the Chapter's Committees.
 - (6) Appoint the Chapter's Representative to the National Council of Chapters.

Article VIII

NOMINATION AND ELECTION OF OFFICERS AND CHAIRS/VICE CHAIRS

SECTION 1. NOMINATIONS

Candidates for Officers and Chairs/Vice Chairs will be put forward by the Nominating Committee as set forth in the Chapter Policies and Procedures.

- (a) The Nominations Committee shall consist of the President-Elect, a voting CEC member, and a non-voting CEC member.
- (b) The CEC shall select from the names submitted to it by the Nominating Committee, to include submissions by chapter membership, one candidate each for officers not later than April 1st of each year. All nominees must indicate their willingness to serve prior to being elected.

- (c) To be eligible as an Officer, Chair or Vice Chair in the Chapter, a member must be a member in good standing.
- (d) The Chapter Nominating Committee shall ensure that the professional background of the Officers, Chairs or Vice Chairs are commensurate with the duties of these positions.

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

When there is a contest for an Officer or Chair/Vice Chair position:

- (a) Ballots will be communicated in such form as the Chapter Bylaws and Procedures Committee may designate.
- (b) The Chapter membership shall cast votes in a time frame outlined in the Chapter Policies and Procedures or determined by the Chapter Bylaws and Procedures Committee.

SECTION 4. ELECTION RESULTS

Results of elections shall be tabulated as designated by the Chapter Bylaws and Procedures Committee, which shall certify the results to the Chapter President no later than July 1st. When there is no contest for an elective office, the Chair of Chapter 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.
- (b) In the event of a vacancy occurring by an Officer, Chair or Vice Chair before the term is completed, a Chapter member may be voted in 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 bring forward the candidate to the CEC for a vote, so long as the individual nominated formally accepts the vacated position and assumes full responsibility for the role.

Article VIII

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.

Article X

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%), unless this expense has the advance approval of the Chapter Executive Committee.

Article XI

DUES

SECTION 1. DUES AND SUSPENSION

The Chapter portion of the annual dues rates for the different categories of membership shall be set by a two-thirds (2/3) vote of the CEC. [See Article VII, Section 3].

- (a) 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.
- (b) The Association may suspend membership.

SECTION 2. WAIVER OF 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 XII

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, all assets shall, after payment or making provisions for payment of all liabilities of the Chapter, be distributed exclusively to the Association, provided that the Association 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. If at that time the Association is no longer exempt under Section 501(c)(3), the CEC shall 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), in such manner as the Chapter Executive Committee shall determine.

Article XIII

PARLIAMENTARY AUTHORITY

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

Duties and rights of the Parliamentarian are as follows:

- (a) To assist in drafting and recommending changes to the By-Laws and Policies and Procedures.
- (b) An advisor to the presiding officers, calling attention to errors in procedures.
- (c) Ensure the meeting is conducted within established guidelines or those binding by Robert's Rules of Order or some other practice in which formal meetings are carried on.
- (d) Has rights as established by other non-voting members (see Article V, Section 6: Non- Voting Members).

Article XIII

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 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 Bylaws and Procedures Committee Chair and President, from any Chapter Committee or the AGA National Office.
- (b) By proposal, in writing to the Bylaws and Procedures Committee Chair and President, signed by (five) percent of the membership or (10) members of the Chapter, whichever is less.

SECTION 3. PROCESSING PROCEDURES

Proposals shall be submitted to the Chapter's Bylaws and Procedures Committee, which will evaluate and analyze for final revision to be sent to the CEC for voting purposes. The Chapter Bylaws cannot contradict nor contain any ambiguity in relation to AGA's 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 Chapter members present is required for approval. After ratification by the membership, the amendments to the Chapter Bylaws should be provided to the AGA National Office. Modifications to the Policies and Procedures shall become effective upon approval by a majority of the CEC.

Article XV

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, Chairs and Vice Chairs and Task Force members shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

SECTION 2. INDEMNIFICATION

- (a) The Chapter may indemnify any current or former Officer, Chair or Vice Chair, 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 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 Chapter Executive Committee in the specific case, upon receipt a written 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 is ultimately determined by a court of law or AGA's Ethics Committee that the individual who 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, Chair or Vice Chair, and shall inure to the benefit of the heirs, executors and administrators of such person.