

ASSOCIATION OF GOVERNMENT ACCOUNTANTS

CHAPTER BYLAWS PROTOTYPE

Approved by the Chapter Membership on March 17, 2021

TABLE OF CONTENTS

1 ARTICLE I – NAME

1 ARTICLE II – AUTHORITY, MISSION AND OBJECTIVES
1 Section 1. Authority
1 Section 2. Vision, Mission, Values
1 Section 3. Goals and Objectives

2 ARTICLE III – CODE OF ETHICS

2 ARTICLE IV – MEMBERSHIP
2 Section 1. Members
2 Section 2. Duties of Members
2 Section 3. Discipline and Suspension of Members

2 ARTICLE V – MEETINGS OF MEMBERS
3 Section 1. Calls to Meetings
3 Section 2. Notice of Meetings
3 Section 3. Conducting Meetings
3 Section 4. Quorum
3 Section 5. Voting Action

3 ARTICLE VI – CHAPTER OFFICERS AND DIRECTORS
3 Section 1. Chapter Officers
4 Section 2. Chapter Directors
4 Section 3. Volunteer Services
5 Section 4. Removal of Chapter Officers and Directors

5 ARTICLE VII – CHAPTER EXECUTIVE COMMITTEE
5 Section 1. Chapter Executive Committee (CEC)
5 Section 2. CEC Meetings
5 Section 3. CEC Quorum and Voting Action

6 ARTICLE VIII – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS
6 Section 1. Nominations
6 Section 2. Campaigning
6 Section 3. Balloting
7 Section 4. Election Results
7 Section 5. Filling of Vacancies

TABLE OF CONTENTS

7 ARTICLE IX – COMMITTEES AND TASK FORCES

7 ARTICLE X – FISCAL YEAR

7 ARTICLE XI – FINANCIAL RESPONSIBLITIES
7 Section 1. Authority
8 Section 2. Budget

8 ARTICLE XII – DUES

8 ARTICLE XIII – DISSOLUTION

8 ARTICLE XIV – PARLIAMENTARY AUTHORITY

8 ARTICLE XV – AMENDMENTS
8 Section 1. General
9 Section 2. Origination of Bylaws and Policies and Procedures Amendments
9 Section 3. Processing Procedures

9 ARTICLE XVI – LIABILITY OF OFFICERS AND INDEMINIFICATION
9 Section 1. Limitation on Liability
9 Section 2. Indemnification

Association of Government Accountants – Mid-Missouri Chapter

The Mid-Missouri Chapter of the Association of Government Accountants received its charter from National AGA on July 11, 1973. The Association of Government Accountants Mid-Missouri Chapter was founded on January 5, 1981 and the Articles of Incorporation are dated December 31, 1980, pursuant to Title XXIII, Chapter 351 of Corporations, Associations and Partnerships.

BYLAWS

Article I

NAME

The name of the organization is the Association of Government Accountants – Mid-Missouri Chapter (hereinafter referred to as the "Chapter").

Article II

AUTHORITY, MISSION AND OBJECTIVES

SECTION 1. AUTHORITY

This Chapter derives its name and authority from and is chartered by the Association of Government Accountants, and is subject to the official "National Bylaws" and "Policies and Procedures" of the Association of Government Accountants (hereinafter referred to as the "Association" or "AGA").

SECTION 2. VISION, MISSION, VALUES

VISION: To represent the premier association for advancing government accountability in our community.

MISSION: AGA is a professional association advancing accountability, transparency, and leadership by promoting education, certification, innovation and collaboration across all levels of government and to stakeholders.

VALUES: Service, Accountability, Integrity, Leadership

SECTION 3. GOALS AND OBJECTIVES

The Association's goals and objectives are detailed in its strategic plan, which is published via the AGA website (agacgfm.org).

Additionally, the Chapter shall has the following objectives:

(a) Provide continuing education opportunities for governmental financial managers in related topic areas with the goal of better services to the public.
(b) Contribute to the advancement of financial management principles and standards to improve management control and accountability to the public.
(c) Foster opportunities that bring government financial managers and the community together for education and community endeavors.
(d) Promote the observance of professional standards and ethics in the accomplishment of government financial management activities.
(e) Promote the unique skills and knowledge required by government financial management professionals though the Certified Government Financial Manager Certification Program.

Article III

CODE OF ETHICS

In order 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 in the Association's National Bylaws, 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. Each member is a voting member of the Chapter, having one vote.

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 Chapter and 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.

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 members having at least twenty (20) percent 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 seven (7) days prior to the meeting. Notice of a special membership meeting must be communicated to each member of the Chapter at least three (3) 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 (20) percent of the voting members or fifteen (15) 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 ACTION

Except as otherwise provided in these Bylaws or by law, membership matters requiring a vote must be approved by a majority vote of the voting members present at any meeting at which there is a quorum. The exception to the majority rule, which requires approval of two-thirds (2/3) of the voting members present at a meeting for which a quorum is present, is Changes to these Bylaws (see Article XV).

In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email, or phone) on matters requiring a membership vote.

Article VI

CHAPTER OFFICERS AND DIRECTORS

SECTION 1. CHAPTER OFFICERS

The Officers of the Chapter shall be the Chapter President, the Chapter President-Elect, the Immediate Past President, the Secretary, and the 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-Elect, Treasurer and Secretary shall be elected annually for a one-year term as provided in Article VIII.

(c) The Immediate Past-President shall be the prior year's President and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of Immediate Past-President.

SECTION 2. CHAPTER DIRECTORS

(a) The Chapter Directors include the following positions:

- Membership
- Education
- Accountability (CCR)
- Community Service
- Professional Certification (CGFM)
- Communications
- National Council of Chapters Representative

(b) Chapter Directors will be elected annually for one-year terms as provided for in Article VIII.

SECTION 3. VOLUNTEER SERVICES

All Chapter Officers and Directors 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 and Directors consistent with the policies as stated in the Chapter Policies and Procedures manual.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND DIRECTORS

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

A member of the Chapter Executive Committee may be removed with cause, by vote of two-thirds (2/3) of the voting CEC members. "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 directors, each member 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, Immediate Past Chapter President, Secretary, or 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. CEC QUORUM AND VOTING ACTION

(a) A quorum for a CEC meeting is at least one-third 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 (2/3) of the voting members, are removal of Chapter officers and directors (see Article VI, Section 3) and setting the annual Chapter dues rate (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 resubmitted to the CEC at its next meeting for ratification.

(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 thereof in excess of 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. Also, approve all changes in the manual.

(5) Review all actions and programs of the Chapter's Committees and Task Forces. The CEC may require Committees or Task Forces to appear before it at appropriate times.

Article VIII

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

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

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

When there is a contest for an Officer or Director 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. 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

In the event of a vacancy occurring in an Officer or Director position, the position will be filled as set forth in the Chapter Policies and Procedures.

Article IX

COMMITTEES AND TASK FORCES

There shall be at least nine (9) standing committees: Membership, Nominating, Bylaws and Procedures, Finance, Education, Community Service, Communication, Accountability, and Professional Certification. The chairs of the standing committees are nominated and elected as Officers or Directors of the CEC per Article VIII above.

In addition, the Chapter President, upon ratification by the CEC, may establish such 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. The Chapter President shall, in consultation with the Chapter President-Elect, appoint those chairs.

Committee membership, terms and responsibilities will be as set forth in the Chapter policies.

Article X

FISCAL YEAR

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

Article XI

FINANCIAL RESPONSIBLITIES

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 ten percent (10%), unless this expense has the advance approval of the Chapter Executive Committee.

Article XII

DUES

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].

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, all assets shall, after payment or making provisions for payment of all liabilities of the Chapter, be distributed exclusively to the Association of Government Accountants, 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 XIV

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.

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 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 twenty (20) percent of the membership or fifty (50) 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 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 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, Directors and Committee 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 director, current or former officer, 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 or director and shall inure to the benefit of the heirs, executors and administrators of such person.