



**ASSOCIATION OF
GOVERNMENT ACCOUNTANTS**

NATIONAL BYLAWS

Approved by NBD: July 17, 2016

TABLE OF CONTENTS

ARTICLE I – NAME	1
ARTICLE II - ASSOCIATION MISSION, PURPOSE AND OBJECTIVES	1
SECTION 1. Vision, Mission, Core Values, Purpose	1
SECTION 2. Goals and Objectives	1
ARTICLE III - CODE OF ETHICS	2
SECTION 1. Purpose	2
ARTICLE IV – MEMBERSHIP	2
SECTION 1. Categories	2
SECTION 2. Duties of Members	3
SECTION 3. Removal of National Officers and NBD Members	4
SECTION 4. Discipline and Suspension of Members	4
SECTION 5. Resignation of Members	4
SECTION 6. Reinstatement	4
SECTION 7. Communications	5
SECTION 8. Voting Members and Non-Voting Members	5
ARTICLE V - MEETINGS OF MEMBERS	5
SECTION 1. Calls to Meeting	5
SECTION 2. Notice of Meetings	5
SECTION 3. Conducting Meetings	5
SECTION 4. Quorum	5
SECTION 5. Voting Rights	6
ARTICLE VI - ASSOCIATION GOVERNANCE	6
SECTION 1. National Board of Directors (NBD)	6
SECTION 2. National Executive Committee (NEC)	9
SECTION 3. Vice Presidents Voting Action	11
SECTION 4. Chapter Governance	11
ARTICLE VII - OFFICERS AND PROFESSIONAL PERSONNEL	12
SECTION 1. National Officers	12
SECTION 2. Professional Personnel	13
ARTICLE VIII - NOMINATION, ELECTION AND FILLING OF VACANCIES	14
SECTION 1. Nominations	14
SECTION 2. Campaigning	16
SECTION 3. Balloting	16
SECTION 4. Election Results	16
SECTION 5. Filling of Vacancies	16

TABLE OF CONTENTS

ARTICLE IX - BOARDS, COMMITTEES, COUNCILS AND TASK FORCES----- 18

SECTION 1. Formation----- 18

SECTION 2. Membership----- 18

SECTION 3. Terms of Office----- 20

SECTION 4. Responsibilities----- 21

ARTICLE X – CHAPTERS 21

SECTION 1. Organization of New Chapters----- 21

SECTION 2. Charter Revocation----- 21

SECTION 3. Chapter Requirements----- 22

SECTION 4. Governance----- 22

ARTICLE XI – REGIONS----- 22

ARTICLE XII – SECTIONS----- 22

ARTICLE XIII - FISCAL YEAR----- 23

ARTICLE XIV - FINANCIAL RESPONSIBILITIES----- 23

SECTION 1. Authority----- 23

SECTION 2. Budget----- 23

ARTICLE XV – DUES----- 24

SECTION 1. Dues Rates----- 24

SECTION 2. Waiver of Dues - Military Dues----- 24

ARTICLE XVI – DISSOLUTION----- 24

ARTICLE XVII - PARLIAMENTARY AUTHORITY----- 24

ARTICLE XVIII – AMENDMENTS----- 25

SECTION 1. General----- 25

SECTION 2. Origination of Bylaws and Policies and Procedures Amendments----- 25

ARTICLE XIX - LIABILITY OF OFFICERS AND INDEMNIFICATION----- 25

SECTION 1. Limitation on Liability----- 25

SECTION 2. Indemnification----- 26

Association of Government Accountants

The Association of Government Accountants was founded on September 14, 1950. The Articles of Incorporation are dated May 17, 1951, pursuant to Title 29, Chapter 7 of the Code of District of Columbia.

BYLAWS

Article I

Name

The name of the organization is the Association of Government Accountants (hereinafter referred to as "the Association" or "AGA").

Article II

Association Vision, Mission, Core Values, Purpose

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.

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 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. Amendments to the Code of Ethics shall be approved by the National Board of Directors (NBD) in accordance with Article VI, Section 1(c)(3) of the Bylaws. The Code of Ethics shall be published via the AGA website to the membership and CGFMs.

Article IV

Membership

SECTION 1. CATEGORIES

The members of the Association 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 Association.

- (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 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, 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 Section 2 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 Association;
- (b) Uphold and be guided in their professional conduct by the Association's Code of Ethics; and

- (c) Cooperate with the Professional Ethics Board in any investigations of alleged violations of the Code of Ethics.
- (d) Maintain current membership.

SECTION 3. REMOVAL OF NATIONAL OFFICERS AND NBD MEMBERS

An appointed or voting member of the NBD may be removed with cause by vote of two-thirds (2/3) of the voting NBD members at a meeting for which a quorum of NBD has been established, provided that the meeting notice includes reference to the proposed removal. In addition, any officer appointed or elected by vote of the membership (or by a particular group of the membership) may be removed with cause by the appointee or by vote of the membership (or, if voting in their election was limited only to a particular group of the membership, then removal shall be only by that group) at a meeting called for such purpose. "Cause" under this Section 3 shall be defined to include violations of AGA's Code of Ethics as determined by the Ethics Committee and as provided by law and in the Association's Policies and Procedures.

SECTION 4. DISCIPLINE AND SUSPENSION OF MEMBERS

- (a) Disciplining of members is performed by the Association under the terms of these 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 (2) 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.

SECTION 5. 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 Association's Code of Ethics.

SECTION 6. REINSTATEMENT

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

SECTION 7. COMMUNICATIONS

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

SECTION 8. VOTING MEMBERS AND NON-VOTING MEMBERS

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

Article V

Meetings of Members

SECTION 1. CALLS TO MEETING

General membership meetings to advance the objectives of the Association may be called on such dates and at such times and places as may be designated by the National President. Special membership meetings may be called by members having at least (20) percent (1/5) of the votes entitled to be cast at such meeting.

SECTION 2. NOTICE OF MEETINGS

Notice of each general membership meeting of the Association must be communicated to each member of the Association not less than thirty (30) days but no more than fifty (50) days prior to the meeting. Notice of a special membership meeting must be communicated to each member of the Association at least 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 percent (20) of the voting members or one hundred (100) voting members, whichever is less, shall constitute a quorum for the transaction of official business presented at any national meeting of the Association membership.

SECTION 5. VOTING RIGHTS

Each chapter member has the right to vote on selecting the Chapter President who represents the chapter on the National Board of Directors.

Article VI

Association Governance

SECTION 1. NATIONAL BOARD OF DIRECTORS (NBD)

(a) The governing body of the Association shall be the NBD consisting of the following members:

- The National President (Chair of the NBD)
- The National President-Elect (Vice-Chair of the NBD)
- The National Treasurer
- The National Treasurer-Elect
- The Senior Vice Presidents (SVPs)
- The Regional Vice Presidents (RVPs)
- The Chapter Presidents
- The Five Immediate Past National Presidents
- The Five Immediate Past National Treasurers
- The Student Chapter Presidents [ex officio without vote]
- The Remaining Past National Presidents [ex officio without vote]
- The Remaining Past National Treasurers [ex officio without vote]
- The Regional Vice Presidents-Elect [ex officio without vote]
- The Immediate Past Regional Vice Presidents [ex officio without vote]
- The Chief Executive Officer [ex officio without vote]

(1) If the National President is absent from the NBD meeting, the officer to preside shall be determined in the following succession: National President-Elect, Immediate Past National President, or an elected Senior Vice President selected by the National Executive Committee.

If the National President, National President-Elect or Immediate Past National President is absent from the NBD meeting, they may appoint a proxy that must be another NBD member to vote on their behalf.

- (2) If the Regional Vice President (RVP) is absent from the NBD meeting, the Regional Vice President may appoint their proxy for voting to be the RVP-Elect. In the absence of both the RVP and RVP-Elect, the RVP may appoint as their proxy for voting to the Immediate Past RVP.
 - (3) If the National Treasurer is absent from the NBD meeting, the National Treasurer may appoint their proxy for voting to the National Treasurer-Elect. In the absence of both the National Treasurer and National Treasurer-Elect, the National Treasurer may appoint their proxy for voting to the Immediate Past National Treasurer.
 - (4) If the Chapter President is absent from the NBD meeting, the Chapter President may appoint their proxy for voting to the Chapter President-Elect. In the absence of both the Chapter President and Chapter President-Elect, the Chapter President may appoint their proxy that must be another NBD member for voting.
- (b) NBD Meetings and Notices: Meetings of the NBD shall be held at least annually on such date and at such time and manner as may be designated by the National President. Notice of each NBD meeting must be communicated to each NBD member not less than thirty (30) days but no more than fifty (50) days prior to the meeting.
- (c) NBD Quorum and Voting Action:
- (1) A quorum for a NBD meeting is at least one-third (1/3) of the voting members of the NBD. Non-voting NBD members (ex-officio without vote) and inactive chapters shall not be counted in calculating any quorum. A NBD member may appoint a proxy for voting purposes as provided within this Article, Section 1(a) above which shall be counted in calculating a quorum. Also see paragraph (c)(5) below for One (1) Person One (1) Vote.
 - (2) Matters requiring a vote by the NBD shall be approved by the majority of the voting NBD members present for which a quorum is present.

(3) Exceptions to the majority rule which require approval of two-thirds (2/3) of the voting NBD members present for which a quorum is present are:

- Changes in the Bylaws
- Changes in the Code of Ethics
- Dues increases, except a CPI adjustment as outlined in Article XV, Section 1.
- Rejection of the National Executive Committee Budget
- Reversing NEC approved changes to the Association's formal Policies and Procedures
- Removal of a NBD member for cause.

(4) The NBD may act by ballot, communicating such ballots, together with a brief description and rationale of the matter to be voted on, to be each NBD member. Ballots not returned within the period requested in the notice of communication accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of NBD members necessary for a quorum, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.

(5) One (1) Person One (1) Vote: An AGA member who holds more than one (1) position on the NBD may only vote once on matters requiring a vote by the NBD. If the voting member is absent and has appointed a proxy that must be another NBD member, the proxy can vote on their behalf by signing an appointment form in the form of a record.

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

(1) Promulgate the policies and programs of the Association.

(2) Review the NEC approved budget to ascertain that it is not a deficit budget and that a dues increase is not required in the current or next succeeding year. If either condition exists, the NBD may overturn the NEC budget by a two-thirds (2/3) vote of the voting NBD.

- (3) Establish dues schedules for all categories of members, except for the corporate and group members and for a CPI dues rate change as outlined in Article XV, Section 1.
- (4) Establish membership categories.
- (5) Adopt amendments of these Bylaws.
- (6) When required, elect the National President-Elect, the National Treasurer-Elect and the variously nominated members of the National Executive Committee, as appropriate.

SECTION 2. NATIONAL EXECUTIVE COMMITTEE (NEC)

- (a) The National Executive Committee (NEC) acts for the NBD in implementing Association policy and procedures. The NEC consists of the following members:
 - The National President (Chair of the NEC)
 - The National President-Elect (Vice-Chair of the NEC)
 - The Immediate Past National President
 - The National Treasurer
 - The National Treasurer-Elect
 - The Immediate Past National Treasurer
 - Nine (9) Senior Vice Presidents (SVPs) as provided in (b) below
 - The Chair of the Professional Certification Board [ex officio without vote]
 - The Chair of the Corporate Partner Advisory Group [ex officio without vote]
 - The Chief Executive Officer [ex officio without vote]
- (b) Nine (9) Senior Vice Presidents (SVPs):
 - Four (4) of the Senior Vice Presidents (SVPs) serve as section representatives. Two (2) SVPs serve at-large. These six (6) shall be nominated by the Nominating Committee and elected. Each position shall serve a three (3) year term but the terms will be staggered so that one (1) SVP section representative and one (1) SVP at-large will be nominated and elected in the first year followed by a different one (1) SVP section representative and a different one (1) SVP at-large being nominated and elected followed by two (2) SVPs section representatives being nominated and elected.

- Three (3) of the Senior Vice Presidents (SVPs) are appointed by the National President-Elect for a three (3) year term. The National President-Elect should give consideration to the geographic and demographic profile of the membership in making an appointment. Each year the incoming National President-Elect shall appoint one (1) person for a three (3) year term.
- (c) The National President and National Treasurer may not be a member of the NEC in another capacity.
- (d) NEC Meetings and Quorum: The NEC shall meet at least quarterly at the call of the National President or a majority of the voting members of the NEC. A majority and quorum for the NEC meetings is eight (8) voting members. The NEC shall meet on such date and at such time and manner as may be designated by the National President.
- (e) The National President shall preside at duly convened meetings of the NEC. In the absence of the National President the officer to preside shall be determined in the following succession: National President-Elect; the Immediate Past National President.
- (f) NEC Voting Action
- (1) Matters requiring a vote by the NEC shall be approved by a majority of the voting members present and voting.
 - (2) The NEC may act by ballot, communicating such ballots, together with a brief description and rationale of the matter to be voted on, to each NEC member. Ballots not returned within the period requested in the notice of communication accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of NEC members necessary for a quorum, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.
- (g) The NEC acts for the NBD to implement policies of an operational nature. Modifications to the Policy and Procedures Manual are approved by the NEC and shall be reported to the NBD.
- (h) The NEC shall review all actions and programs of National Boards, Committees, Councils and Task Forces. The NEC may require a National Board, Committee, Council or Task Force representative to appear before it at appropriate times.

- (i) The NEC shall appoint the Chief Executive Officer (CEO) and approve the job description and compensation.
- (j) The NEC shall approve the Association's annual budget recommended by the CEO and the National Finance and Budget Committee and any revisions thereof in excess of ten (10) percent of any major budget category.
- (k) The NEC shall set and approve the corporate and group member dues and may make annual CPI dues rate adjustments as outlined in Article XV, Section 1.
- (l) If the National President is not in favor of a decision of the NEC, the National President may appeal it to the NBD.

SECTION 3. VICE PRESIDENTS VOTING ACTION

- (a) Matters requiring a vote by the Senior Vice Presidents, Immediate Past Regional Vice Presidents, Regional Vice Presidents, and/or Regional Vice Presidents-Elect shall be approved by a majority of those present and voting.
- (b) The Senior Vice Presidents, Immediate Past Regional Vice Presidents, Regional Vice Presidents, and/or Regional Vice Presidents-Elect may act by ballot, communicating such ballots, together with a brief description and rationale of the matter to be voted on, are communicated to each Senior Vice President, Immediate Past Regional Vice President, Regional Vice President, and/or Regional Vice President-Elect.
- (c) Ballots not returned within the period and manner provided in the notice accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of Senior Vice Presidents, Immediate Past RVPs, RVPs and/or RVPs elect necessary for a quorum for a meeting, and that the ballots cast in favor of the particular matter are equal to at least a majority of the quorum.

SECTION 4. CHAPTER GOVERNANCE

- (a) Each chapter shall adopt its own bylaws and establish its governing body. While some flexibility is envisioned, chapter bylaws should follow generally the basic precepts prescribed in the National Bylaws.
- (b) A chapter that participates in the Association's federal group tax exemption is subject to the AGA National Bylaws as well as their own. Also see Article X, Section 2(b) and (c).

- (c) Chapters should ensure that a copy of their current bylaws is on file at the AGA National Office. Any amendments to chapter bylaws should be provided to the AGA National Office as soon as possible after ratification by the chapter membership.

Article VII

Officers and Professional Personnel

SECTION 1. NATIONAL OFFICERS

The National Officers of the Association shall be the National President, the National President-elect, the Immediate Past National President, the National Treasurer, the National Treasurer-elect, the Immediate Past National Treasurer, Senior Vice Presidents, the Regional Vice Presidents, the Regional Vice Presidents-elect and the Immediate Past Regional Vice Presidents.

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

The National Treasurer shall be the prior year's National Treasurer-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 National Treasurer.

A Regional Vice President shall be the previous year's Regional Vice PresidentElect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of Regional Vice President.

- (b) The National President-elect, National Treasurer-elect and Regional Vice Presidents-Elect shall be elected annually for a one-year term as provided in this article.
- (c) The Senior Vice Presidents shall serve a three (3) year term, but the terms will be staggered.
- (d) There shall be one (1) Regional Vice President, one (1) Regional Vice President-elect and one (1) Immediate Past Regional Vice President for each region.

- (e) Persons serving as National President, National President-elect, National Treasurer, National Treasurer-elect, Senior Vice President, and Regional Vice President may not serve concurrently in any other elective office of the Association, except the NEC.
- (f) In the National Presidential succession (Immediate Past National President, National President and National President-elect) the National President may not be from the same AGA region more than two (2) successive years. This limitation, under the constraints of the Bylaws, automatically extends to the offices of Immediate Past National President and National President-elect.
- (g) The National Treasurer will not be a part of the succession to the National Presidency. The Treasurer will serve as Chair of the Finance and Budget Committee. The Treasurer-elect will serve as Vice-Chair of the Finance and Budget Committee.
- (h) The AGA National President is the Chair of the National Board of Directors and the Chair of the National Executive Committee.

SECTION 2. PROFESSIONAL PERSONNEL

- (a) There shall be a full-time Chief Executive Officer (CEO) appointed by the NEC. The Chief Executive Officer leads the day-to-day operations of the Association and the other professional staff hired by the CEO. The CEO shall perform all operations and duties that meet the Association's vision, mission, core values, purpose, goals and objectives in advancing government accountability. The CEO reports to the National Executive Committee and the National President.
- (b) The National Office, under the direction of the National President, shall produce and distribute an annual Performance and Accountability Report, which records the history and progress made by the Association, in addition to reporting on AGA's performance measures.
- (c) The National Office shall communicate the Association's summary financial information within 30 days after the end of each quarter.

Nomination, Election and Filling of Vacancies for Officers

SECTION 1. NOMINATIONS

- (a) The Nominating Committee shall select from the names submitted to it by the chapters or individual Association member(s), including a member of the Nominating Committee, one (1) candidate each for the offices of National President-elect, National Treasurer-elect and Regional Vice President-elect in each region not later than January 1 of each year.
- (b) The Nominating Committee shall select from the names submitted to it by the chapters or individual Association member(s), including a member of the Nominating Committee, a candidate for the office of Senior Vice President At-Large (non-presidential appointed) not later than January 1 of the appropriate year.
- (c) The Nominating Committee shall select from among the past Regional Vice Presidents from each region within the section a candidate for the office of Senior Vice President serving as Section Representative not later than January 1 of the appropriate year.
- (d) Any 350 voting members of the Association (with at least 50 from any seven regions) may submit an independent nomination for President-elect, Treasurer-elect or the at-large non-presidential appointed Senior Vice President.
- (e) One tenth or 50 (whichever is less) of the voting members of a region may submit an independent nomination for Regional Vice President-elect, providing that there are at least five members from each of at least three chapters in the region.
- (f) One tenth or 100 (whichever is less) of the voting members of a section may submit an independent nomination for Senior Vice President serving as the Section Representative, providing that there are at least ten (10) members from each of at least three (3) chapters in the section.
- (g) Such nominations provided for in items (d), (e), and (f) of this section, which will be included on the ballot, must reflect the willingness of the individual to serve and be filed with the Chief Executive Officer by February 1 of any year.

- (h) To be eligible for office as National President-elect in the Association, a candidate must be a member in good standing and served as a voting member of the National Executive Committee, or as Regional Vice President or as an officer or director in a chapter for at least one (1) complete year at the date of nomination. Further, to be eligible for National President-Elect of the Association, a candidate must have served as a voting member on the National Board of Directors for one (1) complete year at the date of nomination. The National President may not succeed him/herself by election, unless such a person is filling the unexpired term of another duly elected officer.

- (i) To be eligible for office as National Treasurer-elect in the Association, a candidate must be a member in good standing and have served as a member of the Finance and Budget Committee, or as a voting member of the National Executive Committee, or as a Regional Vice President, or as an officer or director in a chapter for at least one (1) complete year at the date of nomination. The National Treasurer may not succeed himself/herself by election, unless such a person is filling the unexpired term of another duly elected officer.

- (j) To be eligible for office as Senior Vice President in the Association, a member must be a member in good standing. The Senior Vice President may not succeed him/herself by election.
 - (1) To be eligible for office as Senior Vice President (Section Representative) the individual must have held elective office as Regional Vice President for at least one complete year at the date of nomination.
 - (2) To be eligible for office as a Senior Vice President At-Large or Senior Vice President Appointed the individual must have held elective office as a Regional Vice President for at least one complete year at the date of nomination or have served as an executive in federal, state, or local governments, academia, or the private sector.

- (k) To be eligible for office as Regional Vice President-elect in the Association, a member must be a member in good standing and have held elective office as an officer or director in a chapter for at least one (1) complete year at the date of nomination. A Regional Vice President shall not hold office more than two (2) consecutive terms.

- (l) The National Nominating Committee shall ensure that the professional background of the National President-elect, National Treasurer-elect, Senior Vice Presidents and the Regional Vice Presidents-elect are commensurate with the duties of these positions.

- (m) The National Office, under the direction of the CEO, shall produce and communicate to the membership the annual nomination information seeking qualified members to serve as national officers.

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 National Bylaws and Procedures Committee may designate.
- (b) If an election for the National President-elect, National Treasurer-elect or the at-large non-presidential appointed Senior Vice President(s) is required, the voting members of the NBD shall cast the votes.
- (c) If an election for the Regional Vice President(s) is required, or for the Regional Vice President(s)-elect, the voting members of the NBD in that region will cast the votes.
- (d) If an election for the Senior Vice President(s) serving as section representative(s) is required, the voting members of the NBD in that section will cast the votes.

SECTION 4. ELECTION RESULTS

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

SECTION 5. FILLING OF VACANCIES

- (a) In the event of a vacancy occurring in the office of National President, the National President-Elect will succeed, followed by a non-presidential appointed Senior Vice President. The current Nominating Committee will select a candidate from among the six (6) non-presidential appointed Senior Vice Presidents, and will make its recommendation to the NEC who will fill the vacant position by its majority vote.

- (b) In the event of a vacancy occurring in the office of National Treasurer, the National Treasurer-Elect will succeed to the office of National Treasurer. In the event of a vacancy occurring in the offices of National President-Elect, and/or National Treasurer-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 National Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.

- (c) In the event of a vacancy occurring in the office of Regional Vice President (RVP), the Regional Vice President-Elect will succeed. In the event of a vacancy in the office of a Regional Vice President-Elect, the current Nominating Committee will select a candidate from among the most current candidates for RVP-Elect in that region, names submitted to it by the chapters in the region or an individual Association member, and will make its recommendation to the National President. The National President shall appoint the individual to fill the vacant RVP-Elect position and the appointment shall be ratified by the Chapter Presidents in that Region.

- (d) In the event of a vacancy occurring in the office of Senior Vice President before the three-year term is completed, a member will be appointed to serve the unexpired term.
 - (1) If the vacancy is a Senior Vice President Sectional Representative, the current Nominating Committee will select a candidate from among the past RVPs from each region within the section that has a vacancy, and will make its recommendation to the NEC who will fill the vacant position with an individual from the same section.

 - (2) If the vacancy is an at-large non-presidential appointed Senior Vice President, the current Nominating Committee will select a candidate from among the most current candidates for Senior Vice President, names submitted to it by the chapters or an individual Association member, and will make its recommendation to the NEC who will fill the vacant position.

 - (3) If the vacancy is a Presidential nominated Senior Vice President, the National President or National President-elect who originally nominated the Senior Vice President shall make a recommendation to the NEC who will fill the vacant position.

Boards, Committees, Councils and Task Forces

SECTION 1. FORMATION

The National President, upon ratification by the National Executive Committee, may establish such Boards, Committees, Councils and Task Forces as may be needed to assist the National Board of Directors, the National Executive Committee and the National President in carrying out the programs and operations of the Association.

SECTION 2. MEMBERSHIP

- (a) The number of members comprising Boards, Committees, Councils and Task Forces shall be determined by the scope of responsibility and work assigned.
- (b) The National President shall, in consultation with the National President- Elect, appoint the Committee and Task Force Chairs, except the Audit Committee. The chair may serve more than one year. The National President-Elect and the National Treasurer-Elect will serve as ex-officio members of the Governance Committee. The National Treasurer will be designated as the Chair, and the National Treasurer-Elect the Vice Chair, of the Finance and Budget Committee. Chair assignments shall be ratified by the National Executive Committee.
- (c) The National President shall appoint the members of each Committee or Task Force in consultation with the National President-Elect and the Committee and Task Force Chair, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Association membership. Also see paragraph (h) below for the Audit Committee.
- (d) The National President shall, in consultation with the National President- Elect, appoint the Chairs, Vice Chairs and members of all Association Boards, ensuring that the Boards, taken as a whole, are representative of the Association membership, and the mission and responsibilities of the particular Board. (See Board charters' for member composition.). The Chair and Vice Chair will serve a one-year term, but can be appointed to serve additional terms. All Board appointments shall be ratified by the National Executive Committee.

- (e) Senior Advisory Council members and a council chair shall be appointed by the National President, in consultation with the National Executive Committee, to address emerging Association issues. Council members do not have to be members of the Association. The Chief Executive Officer shall not chair a council involving the potential formation of Association policy. Council chair and member appointments shall be ratified by the National Executive Committee.
- (f) All members of Boards, Committees or Task Forces, except the Audit Committee and Senior Advisory Council, must be members in good standing of the Association.
- (g) Nominating Committee: The Nominating Committee shall be comprised as follows:
- The Immediate Past National President, Committee Chair
 - Two (2) Additional Past National Presidents
 - The Immediate Past National Treasurer
 - One (1) Past Sectional Senior Vice President
 - Four (4) Immediate Past Regional Vice Presidents, one (1) from each AGA Section
- (1) The National President shall appoint the two (2) Past National Presidents who are not the Immediate Past National President to serve on the Nominating Committee as voting members.
 - (2) The Chair of the Nominating Committee can select from the past five (5) Immediate Past National Treasurers in the event that the Immediate Past National Treasurer is unable to serve on the Committee.
 - (3) The Current Sectional Senior Vice Presidents for each AGA Section shall select from among the pool of the two (2) Past Senior Vice Presidents from each AGA Section, one member of the Nominating Committee.
 - (4) The Immediate Past Regional Vice Presidents in each AGA Section shall select from among their number, one member of the Nominating Committee.
 - (5) AGA members seeking an AGA National Office are ineligible to serve on the Nominating Committee.
 - (6) The Nominating Committee shall be independent of the National Office.
- (h) Audit Committee: The Audit Committee shall be comprised of five (5) members.

The National President shall, in consultation with the National President-Elect, appoint the members of the Audit Committee.

- (1) At least three (3) of the five (5) members shall be a Certified Government Financial Manager, Certified Public Accountant, or Certified Internal Auditor.
- (2) The members of the Audit Committee shall elect a member to serve as Chair, a member to serve as Vice Chair with the authority to act in the absence of the Chair, a member to serve as Secretary responsible for preparing the minutes of each meeting, and the remaining two members are general members of the committee.
- (3) All Audit Committee appointments will be ratified by the National Executive Committee.
- (4) The audit committee members shall be appointed to three (3) year terms. Members may be reappointed for an additional three-year term. Terms of membership will be staggered to facilitate transition and provide for continuity of knowledge and experience so that two (2) members will be appointed in one (1) year, two (2) members will be appointed in the next year, and one (1) member will be appointed the following year.

SECTION 3. TERMS OF OFFICE

- (a) Members of Boards and Committees, except the Nominating Committee and Conference Committees, shall be appointed for a three-year term. The terms shall be such that one-third (1/3) of the board or committee membership shall be appointed each year. Members may be reappointed for an additional (3) three-year term(s).
- (b) Each member of a Board, Committee, Council or Task Force shall be reconfirmed annually and receive a letter from the National President, or the National President's designee confirming their continued appointment.
- (c) Nominating Committee members will serve (1) one-year terms.
- (d) Members of Councils and Task Forces shall be appointed for the duration of the Council or Task Force.

SECTION 4. RESPONSIBILITIES

- (a) The responsibilities of the Boards and Committees shall be specified in these

Bylaws and/or stated in the Policies and Procedures approved by the National Executive Committee.

- (b) The National Office, under the direction of the Chief Executive Officer, shall communicate an annual request for member interest seeking qualified members to serve on Boards and Committees.

Article X

Chapters

SECTION 1. ORGANIZATION OF NEW CHAPTERS

- (a) Local Association chapters are established by a charter conferred by the National Executive Committee.
- (b) Any group of individuals including at least 20 persons who qualify for membership, as provided in these Bylaws, who work or reside in any location of the world not conveniently served by an existing chapter, may petition the appropriate National Officer or Committee for a charter to form a new chapter.
- (c) Any group of individuals including at least 10 persons who qualify for special early career membership as students, as provided in these Bylaws, and have a designated faculty advisor, may petition the appropriate National Officer or Committee for a charter to form a new affiliate (student) chapter.
- (d) Upon review and recommendation of the appropriate National Officers and/or Committee, and approval by the National Executive Committee, a charter may be granted to the new chapter.

SECTION 2. CHARTER REVOCATION

The National Executive Committee, upon the recommendation of the appropriate National Officers and/or Committee, shall have the right to revoke the charter of any Chapter under the following conditions:

- (a) If active membership in the Chapter falls below ten (10).

- (b) If Chapter activities do not conform to the objectives of the Association, as set forth by these Bylaws.
- (c) If Chapter Bylaws are not consistent with these Bylaws.
- (d) If the Chapter becomes inactive.
- (e) If three-quarters (3/4) of the Chapter's members request such action.

SECTION 3. CHAPTER REQUIREMENTS

Chapter requirements are set forth in the Policies and Procedures of the Association.

SECTION 4. GOVERNANCE

Each Chapter shall adopt its own Bylaws and establish its governing body, consistent with the precepts prescribed in these Bylaws. The National Office has issued Chapter Prototype Bylaws, which a Chapter may adopt. Chapter Bylaw provisions that are inconsistent with these Bylaws and are not changed upon notification from the appropriate National Committee or the National Executive Committee shall subject the Chapter to the revocation of its charter. Also see Article VI, Section 4.

Article XI

Regions

Association Chapters are clustered geographically into organizational units called Regions. Each Region is represented by a Regional Vice President. The size and geographic boundaries of the various Regions will be established by the NEC and become effective at the beginning of the association's program year [i.e., July first (1st)].

Article XII

Sections

Association Regions are clustered geographically into organizational units called Sections. Each Section is represented by a Senior Vice President. The size and geographic boundaries of the various Sections will be established by the NEC and become effective at the beginning of the Association's program year [i.e., July first (1st)].

Article XIII

Fiscal Year

The fiscal year of the Association shall end at the close of business on the thirty-first day of March of each year.

Article XIV

Financial Responsibilities

SECTION 1. AUTHORITY

The National Executive Committee shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Association.

SECTION 2. BUDGET

- (a) The Chief Executive Officer has the responsibility to manage and execute the Association's Budget.
- (b) Approval of the budget, by the National Executive Committee, shall constitute authority for the Chief Executive Officer to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category expense in the budget to be exceeded by more than 10 percent (10%), unless this expense has the advance approval of the National Executive Committee. In the event an unbudgeted commitment that exceeds 10 percent is requested, the Chief Executive Officer shall request approval before any commitment or payment is made by requesting AGA's budget be reprogrammed/amended by the Finance and Budget Committee. The Finance and Budget Committee shall report any request for reprogramming/amending caused by an unbudgeted commitment to the NEC.

Article XV

Dues

SECTION 1. DUES RATES

Annual dues rates for each category of membership may be adjusted by a two-thirds (2/3) vote of the NEC based on a ten-year average of the Consumer Price Index (CPI) as of December 31, rounded up to the nearest dollar and not to exceed 3% of the previous calendar year's dues. Any increase above 3% shall be set by a two-thirds (2/3) vote of the NBD. The exception is for corporate and group member dues which shall be set and approved by the NEC.

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 Association 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 XVI

Dissolution

In the event of liquidation, dissolution or winding up of the business and affairs of the Association, whether voluntary or involuntary or by operation of law, the National Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, dispose of all assets exclusively for the purpose of the Association 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 National Board of Directors shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the District of Columbia exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

Article XVII

Parliamentary Authority

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

Article XVIII

Amendments

SECTION 1. GENERAL

The power to make, alter, amend or repeal the Bylaws shall be vested in the National Board of Directors. The power to make, alter, amend or repeal the Policies and Procedures is vested in the National Executive Committee, provided that any such action of the National Executive Committee can be overturned by a two-thirds (2/3) vote of the National Board of Directors.

SECTION 2. ORIGINATION OF BYLAWS AND POLICIES AND PROCEDURES AMENDMENTS

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

- (a) By proposal, in writing, to the Chief Executive Officer from any National Committee.
- (b) By proposal, in writing, to the Chief Executive Officer signed by thirty-five (35) members of the National Board of Directors.
- (c) By proposal, in writing, to the Chief Executive Officer from a Chapter as a unit.

Article XIX

Liability of Officers and Indemnification

SECTION 1. LIMITATION ON LIABILITY

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

National officers shall include those elected and appointed officers of the Association, members of the Association's National Board of Directors and those elected and appointed members of the Association's duly constituted National Boards, Committees and Task Forces.

SECTION 2. INDEMNIFICATION

- (a) AGA 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 good faith and, in the case of conduct in an official capacity was in the best interests of AGA, or in all other cases, that his or her conduct was not opposed to the best interests of AGA. In the case of any criminal proceeding, an eligible seeking indemnification must have had no reasonable cause to believe his or conduct was unlawful.
- (b) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit or proceeding as authorized by the National Executive Committee in the specific case, upon receipt 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 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 Association 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 national officer or employee of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.
- (d) The Association may purchase and maintain insurance on behalf of any person who is or was a national officer or employee of the Association, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions herein.