

**ASSOCIATION OF
GOVERNMENT ACCOUNTANTS**

**MONTGOMERY, ALABAMA
CHAPTER**

BYLAWS

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TABLE OF CONTENTS

ARTICLE I. NAME

ARTICLE II. ASSOCIATION PURPOSE AND OBJECTIVES

SECTION 1. Vision, Mission, Core Values, and Purpose

SECTION 2. Objectives

ARTICLE III. CODE OF ETHICS

SECTION 1. Purpose

ARTICLE IV. MEMBERSHIP

SECTION 1. Categories of Members

SECTION 2. Duties of Members

SECTION 3. Resignation of Members

SECTION 4. Removal of Members

SECTION 5. Reinstatement

SECTION 6. Communications

SECTION 7. Voting and Non-Voting Members

ARTICLE V. MEETINGS OF MEMBERS

SECTION 1. Calls to Meetings

SECTION 2. Notice of Meetings

SECTION 3. Conducting Meetings

SECTION 4. Quorum

SECTION 5. Voting Rights

SECTION 6. Voting Actions

ARTICLE VI. CHAPTER GOVERNANCE

SECTION 1. Chapter Executive Committee (CEC)

ARTICLE VII. CHAPTER OFFICERS AND DIRECTORS

SECTION 1. Chapter Officers

SECTION 2. Chapter Directors

ARTICLE VIII. NOMINATION, ELECTION AND FILLING OF VACANCIES

SECTION 1. Nominations

SECTION 2. Campaigning

SECTION 3. Balloting

SECTION 4. Election Results

SECTION 5. Filling of Vacancies

ARTICLE IX. COMMITTEES, SUB-COMMITTEES AND SPECIAL PROJECT TEAMS

- SECTION 1. Formation
- SECTION 2. Membership
- SECTION 3. Terms of Office
- SECTION 4. Responsibilities

ARTICLE X. FISCAL AND PROGRAM YEAR

- SECTION 1. Fiscal Year
- SECTION 2. Program Year

ARTICLE XI. FINANCIAL RESPONSIBILITIES

- SECTION 1. Authority
- SECTION 2. Budget

ARTICLE XII. DUES

- SECTION 1. Dues
- SECTION 2. Waiver of Dues - Military Dues

ARTICLE XIII. DISSOLUTION

ARTICLE XIV. PARLIAMENTARY AUTHORITY

ARTICLE XV. AMENDMENTS

- SECTION 1. General
- SECTION 2. Origination of Bylaws and Policies and Procedures Amendment
- SECTION 3. Processing Procedures

ARTICLE XVI. LIABILITY OF OFFICERS AND INDEMNIFICATION

- SECTION 1. Limitation on Liability
- SECTION 2. Indemnification

ARTICLE I NAME

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

ARTICLE II ASSOCIATION PURPOSE AND OBJECTIVES

SECTION 1. VISION, MISSION, CORE VALUES, and 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. OBJECTIVES

The Montgomery Chapter shall have the following objectives:

- (a) Primarily to instruct, train and inform government financial managers in the fields of accounting, auditing, budgeting, systems, and financial management. This continuing education process will provide for the professional development of government financial managers so that they may better serve the public.
- (b) To encourage and provide educational events for the interchange of ideas among financial managers in government service and among government and nongovernment financial managers.
- (c) To contribute to the advancement of financial management principles and standards and through educational events promote appropriate utilization of

financial management methods and techniques to improve management control and accountability to the public.

(d) To bring together professional financial managers in the government and the community for educational and other constructive endeavors.

(e) To promote the observance of professional standards and ethics in the accomplishment of government financial management activities.

(f) To recognize the unique skills and knowledge required of professionals who specialize in government financial management by sponsoring a professional certification program.

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 AGA Code of Ethics has been developed as guidance for the members of the Association, Certified Government Financial Managers (CGFMs), and for the information of their employers. AGA members and/or CGFMs are expected to abide by the Association's Code of Ethics and the Chapter has adopted the AGA Code of Ethics.

ARTICLE IV MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERS

The members of the Association shall consist of the following types of memberships 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 professional 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. Corporate membership is handled by the National Association.

(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 1(a) above.

SECTION 2. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

- (a) Endorse the vision, mission, core values, purpose, goals, and objectives of the Chapter and the Association;
- (b) Uphold and be guided in their professional conduct by the Association's Code of Ethics;
- (c) Cooperate with AGA's Professional Ethics Board in any investigation of violations of the Code Ethics; and
- (d) Maintain current membership.

SECTION 3. 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.

SECTION 4. REMOVAL OF MEMBERS

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

SECTION 5. REINSTATEMENT

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

SECTION 6. COMMUNICATIONS

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

SECTION 7. VOTING 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.

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 may be designated by the Chapter President.

SECTION 2. NOTICE OF MEETINGS

Notice of each general membership meeting must be communicated to each member of the Chapter at least five (5) days prior to 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 members or thirty (30) members, whichever is less, shall constitute a quorum for the transaction of official business duly presented at any Chapter meeting of the membership.

SECTION 5. VOTING RIGHTS

All members shall have the right to vote on Association and Chapter matters. The usual occurrence will be the voting for Chapter Officers and Directors.

SECTION 6. VOTING ACTIONS

Matters requiring votes by the Chapter members shall be approved by a plurality (i.e., most votes) of the members present at a meeting at which a quorum is present. Exceptions to the plurality rule are: changes in the Chapter's Bylaws and the reversal of action of the Chapter Executive Committee (CEC) in regard to formal policies and procedures of the Chapter, which require approval of two-thirds (2/3) of those Chapter members. (See Article XV, Sections 1 and 3.)

Written Ballots: The Chapter members may act by written ballot, providing ballots, together with a brief description and rationale of the matter to be voted on, are communicated to each Chapter member. Ballots not returned within the period provided in the notice accompanying that such ballot should be counted as abstentions. The number of ballots returned must equal at least the number of Chapter members necessary for a quorum for an in-person meeting, and that the ballots cast in favor of the particular matter is equal to at least a majority of the quorum.

ARTICLE VI CHAPTER GOVERNANCE

SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)

(a) The CEC shall be the governing body of the Chapter and shall be comprised of the following:

- Chapter President (Chair of the CEC)
- Chapter President-elect (Vice-Chair of the CEC)

Immediate-Past Chapter President
Chapter Secretary
Chapter Financial Secretary
Chapter Treasurer
Chapter Directors

(b) CEC Meetings and Quorum: Meetings of the CEC shall be held monthly at the call of the Chapter President. A quorum for the CEC meetings is three (3) Chapter Officers and five (5) Directors.

(c) CEC Voting Action: Matters requiring a vote by the CEC shall be approved by a majority of those present and voting.

(d) The President shall preside at all meetings. In the absence of the President, the officer to preside shall be determined in the following succession: President-elect, Immediate-Past Chapter President, Secretary, Financial Secretary, and Treasurer.

(e) 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. For poll votes, a majority of the CEC members is required to approve a matter presented.

(f) Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following:

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

(2) Adopt an Annual Budget and approve revisions thereof in excess of ten percent of budgeted expenditures.

(3) Establish a Chapter dues schedule for all classes of members.

(4) Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all changes in the manual.

(5) Review all actions and programs of the Chapter's Committees, Sub-committees, and Special Project Teams. The CEC may require a Committee, Sub-committee or Special Project Team to appear before it at appropriate times.

**ARTICLE VII
CHAPTER OFFICERS AND DIRECTORS**

SECTION 1. CHAPTER OFFICERS

(a) The Chapter Officers shall be the President, President-elect, Immediate-Past President, Secretary, Financial Secretary, and Treasurer. There shall also be no more than twenty (20) Directors.

(b) 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.

(c) The President-elect, Secretary, Financial Secretary, and Treasurer shall be elected annually for one-year terms as provided in Article VIII.

SECTION 2. CHAPTER DIRECTORS

(a) The Chapter Directors shall include at least the following positions:

- Director of Accountability
- Director of Bylaws and Procedures
- Director of Communications (Newsletter/website, etc.)
- Director of Community Service
- Director of Early Careers
- Director of Education
- Director of Membership
- Director of Professional Certification
- Director of Programs/Technical Meetings

(b) Directors shall be elected annually for one-year terms.

**ARTICLE VIII
NOMINATION, ELECTION AND FILLING VACANCIES
FOR OFFICERS AND DIRECTORS**

SECTION 1. NOMINATIONS

(a) The Nominating Committee shall select from the names submitted to it by the chapter membership, including a member of the Nominating Committee, one candidate each for the offices of President-elect, Secretary, Financial Secretary, Treasurer and not more than twenty (20) candidates for Directors, not later than **April 1st** of each year. All nominees must indicate their willingness to serve if elected.

(b) Any member may submit an independent nomination for the above named offices. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and be filed with the Chapter President-elect at the Chapter Meeting held in **April** of each year.

(c) To be eligible for office in the Chapter, a member must be a member in good standing. The President and Treasurer may not succeed him/herself by election, unless such a person is filling the unexpired term of another duly elected officer.

(d) The Chapter Nominating Committee shall ensure that the professional background of the President-elect, Secretary, Financial Secretary, Treasurer and Directors are commensurate with the duties of these positions.

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

(a) When there is a contest for an elective office, ballots will be communicated in such form as the Chapter's Bylaws and Procedures Committee may designate.

(b) If an election for the Chapter President-elect, Secretary, Financial Secretary, Treasurer, or Directors is required, the Chapter members shall cast the votes at the Chapter Meeting held in **April** of each year.

SECTION 4. ELECTION RESULTS

Results of elections shall be tabulated as designated by the Chapter's Bylaws and Procedures Committee, which shall certify the results to the Chapter President no later than **May 1st**. When there is not a contest for an elective office, the 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. In the event of a vacancy occurring in the office of President-elect, the current Nominating Committee shall convene and select a nominee for the vacant position under procedures promulgated by the Chapter Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.

- (b) In the event of a vacancy occurring in the office of Treasurer before the term is completed, the Financial Secretary will assume the duties of the Treasurer, will serve the unexpired term, and will be eligible for nomination for the Treasurer position during the next election.

- (c) In the event of a vacancy occurring in the office of the Secretary, Financial Secretary or a Director position before the term is completed, a Chapter member will be appointed to serve the unexpired term. The current Nominating Committee will select a candidate from among the most current candidates for office, and names submitted to it by the chapter membership, and will make its recommendation to the Chapter President. The President shall appoint the individual to fill the vacant Secretary, Financial Secretary or Director position and the appointment shall be ratified by the CEC.

ARTICLE IX COMMITTEES, SUB-COMMITTEES, AND SPECIAL PROJECT TEAMS

SECTION 1. FORMATION

There shall be at least three standing committees, Executive, Nominating and Bylaws and Procedures. In addition, the Chapter President, upon ratification by the CEC, may establish such Committees, Sub-Committees and Special Project Teams as may be needed to assist the CEC and the Chapter President in carrying out the programs and operations of the Chapter.

SECTION 2. MEMBERSHIP

- (a) The number of members comprising Committees and Special Project Teams shall be determined by the scope of responsibility and work assigned.

- (b) The Chapter President shall, in consultation with the Chapter President-Elect, appoint the Committee and Special Project Team Chairs. The chair may serve

more than one year. The Chapter Executive Committee shall ratify chair assignments.

(c) The Chapter President shall appoint the members of each Committee or Special Project Team in consultation with the Chapter President-Elect and the Committee and Special Project Team Chair, ensuring that the Committees and Special Project Teams, taken as a whole, are representative of the Chapter membership.

(d) All members of Committees or Special Project Teams must be members in good standing with the Association and Chapter.

(e) Nominating Committee: The Nominating Committee shall consist of the President, President-elect, the Immediate Past Chapter President, and at least one (1) Chapter member selected by the CEC. The Chapter President-elect shall chair the Nominating Committee. Chapter members seeking a Chapter Office are ineligible to serve on the Nominating Committee.

SECTION 3. TERMS OF OFFICE

(a) Members of Committees shall be appointed for a one-year term.

(b) Members of Sub-Committees and Special Project Teams shall be appointed for the duration of the Sub-committee or Special Project Team.

SECTION 4. RESPONSIBILITIES

The responsibilities of the Committees, Sub-Committees, and Special Project Teams shall be specified in these Bylaws and/or stated in the Policies and Procedures adopted by the Chapter Executive Committee.

ARTICLE X FISCAL AND PROGRAM YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the Chapter shall end at the close of business on the 31st day of May of each year.

SECTION 2. PROGRAM YEAR

The program year of the Chapter shall begin on June 1st of each year and end at the close of business on the 31st day of May of each year.

ARTICLE XI FINANCIAL RESPONSIBILITIES

SECTION 1. AUTHORITY

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

SECTION 2. BUDGET

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

ARTICLE XII DUES

SECTION 1. DUES

- (a) The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by a two-thirds (2/3) vote of the CEC. *(See Article VI, Section 1. (f)(3).)*

- (b) A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two months after the due date shall be suspended automatically as a member of the Association and the Chapter. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the Association four months after the suspension date.

- (c) The National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.

SECTION 2. WAIVER OF DUES - MILITARY DUES

Any civilian member who is required to serve an initial tour of duty with the United States Armed Forces or who, as a reservist, is called upon to perform extended active duty shall be granted a leave of absence from the Chapter while performing such military duty. Upon request, the member's dues shall be suspended for each fiscal year in which the tour occurs without any loss of rights and privileges to which the member was entitled prior to entering the military services.

ARTICLE XIII DISSOLUTION

In the event of liquidation, dissolution or winding up of the business and affairs of the Chapter, whether voluntary or involuntary or by operation of law, the Chapter Executive Committee shall, after paying or making provisions for payment of all liabilities of the Chapter, dispose of all assets exclusively for the purpose of the Chapter or to such Association or organization as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Law), in such manner as the Chapter Executive Committee shall determine.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Robert's "Rules of Order", Newly Revised, shall govern all meetings of the Chapter unless otherwise provided by statute or these Bylaws.

ARTICLE XV AMENDMENTS

SECTION 1. GENERAL

The power to make, alter, amend or repeal the Bylaws shall be vested in the Chapter membership. The power to make, alter, amend or repeal the Policies and Procedures is vested in the Chapter Executive Committee, provided that any such

action of the Chapter Executive Committee can be overturned by a two-thirds (2/3) vote of the Chapter membership.

SECTION 2. ORIGINATION OF BYLAWS AND POLICIES AND PROCEDURES AMENDMENTS

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

(a) By proposal, in writing, to the President-elect, or President if the President-elect position is vacant, from any Chapter Committee or the National Office.

(b) By proposal, in writing to the President-Elect signed by any member of the Chapter.

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 the AGA National Bylaws. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the CEC who shall submit Bylaws changes to the Chapter membership for a vote. An affirmative vote by two-thirds (2/3) of those Chapter members present and voting is required for approval. After ratification by the chapter membership the amendments to the chapter bylaws should be provided to the AGA National Office. Modifications to the *Policy and Procedures Manual* shall become effective upon approval by a majority of the CEC.

ARTICLE 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 shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

Chapter officers shall include those elected and appointed officers of the Chapter, members of the Chapter Executive Committee and those elected and appointed members of the Chapter's duly constituted Committees and Special Project Teams.

SECTION 2. INDEMNIFICATION

(a) The Chapter may indemnify any current or former director, current or former officer, or any person who may have served at the Chapter's request as a director or officer of another Corporation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer. 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 her 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 Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the Chapter Executive Committee in the specific case, upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct for indemnification. 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 must accompany the written affirmation.

(c) The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any applicable statute as amended from time to time, any bylaw, agreement, vote of the members of the Chapter or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a chapter officer or director of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) The Chapter may purchase and maintain insurance on behalf of any person who is or was a chapter officer or director of the Chapter, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions herein.