



Greater Lansing Chapter

CHAPTER BYLAWS

2004 Edition

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ASSOCIATION of GOVERNMENT ACCOUNTANTS
Greater Lansing Chapter
BYLAWS

ARTICLE I
CHAPTER NAME

The name of this organization shall be the Association of Government Accountants - Greater Lansing Chapter (hereinafter referred to as "the Chapter"). This Chapter, a non-profit organization in the State of Michigan, is a part of the Association of Government Accountants (hereinafter referred to as "the Association" or "AGA").

ARTICLE II
PURPOSE AND OBJECTIVES

SECTION 1. PURPOSE

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

SECTION 2. OBJECTIVES

The objectives of the Chapter shall be consistent with those of the Association, which are as follows:

- a. To instruct, train and inform government financial managers in the fields of accounting, auditing, budgeting, and financial management. This continuing education process will provide for the professional development of government financial managers so that they may better serve the public.
- b. To encourage and provide educational events for the interchange of ideas among financial managers in government service and among government and non-government financial managers.
- c. To contribute to the advancement of financial management principles and standards and, through educational events, promote appropriate utilization of financial management methods and techniques to improve management control and accountability to the public.
- d. To bring together professional financial managers in 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.

ARTICLE III
CODE OF ETHICS

SECTION 1. PURPOSE

- a. 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.
- b. Where reference is made to a member in this Section, it is intended to include all classes of membership. Reference made to employers applies to a government agency, as an entity, and to a non-government organization to the extent the principle is applicable.
- c. With respect to personal behavior, members shall:
 - 1) Not engage in acts or be associated with activities which are contrary to the public interest or bring discredit to the Chapter or the Association.
 - 2) Not engage in private employment or act as an independent practitioner for remuneration, except with the consent of their employer.
 - 3) Not purposefully transmit or use confidential information obtained in connection with professional work for personal gain or other advantage.
 - 4) Adhere to their employer's Standards of Conduct.
- d. With respect to professional competence and performance, members shall:
 - 1) Strive to fulfill all work-related responsibilities and supervise the work of subordinates with the highest degree of professional care.
 - 2) Continually seek to increase their professional knowledge and skills to improve service to employers, associates, and fellow members.
 - 3) Render opinions, observations or conclusions for official purposes only after appropriate professional consideration of the pertinent facts.
 - 4) Exercise diligence, objectivity and honesty in their professional activities and be aware of the responsibility to disclose any and all improprieties that may come to their attention.
 - 5) Be aware of and strive to apply work-related requirements and standards prescribed by authorized public agencies and employers which may be applicable to their work.
- e. With respect to responsibility to others, members shall:
 - 1) In the performance of any assignment,

- (a) consider the public interest to be paramount; and
 - (b) not engage in any activity or relationship which creates or gives the appearance of a conflict with their employer-related responsibilities.
- 2) In speaking engagements or writing for publication, identify personal opinions which may differ from official positions of their employers.

ARTICLE IV **MEMBERSHIP**

SECTION 1. MEMBERS

Membership categories of the chapter shall be consistent with those categories established by the Association.

SECTION 2. DUTIES OF MEMBERS

It is the duty and responsibility of all members to:

- a. Endorse the purpose and objectives of the Chapter and the Association.
- b. Uphold and be guided in their professional conduct by the Chapter's and the Association's Codes of Ethics.
- c. Cooperate with the appropriate authority in any investigations of violations of the Code of Ethics.

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 for in the Association's Policies and Procedures.
- b. If the Chapter Executive Committee determines that any member has acted detrimentally to the objectives of the Association or Chapter, as set forth in the Bylaws, or violated the Code of Ethics of the Association, it shall furnish the Association's Professional Ethics Board with the complete details of the situation.
- c. 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.
- d. The National Executive Committee, as provided for in the Association's Policies and Procedures, may suspend membership in the Association.

SECTION 5. REINSTATEMENT OF MEMBERSHIP

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

ARTICLE V

MEETINGS OF MEMBERS

SECTION 1. CALLS TO MEETINGS

General meetings of members to advance the objectives of the Chapter shall be called and held 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 of the Chapter shall be provided to each member of the Chapter at least ten (10) days before the date of such meeting.

SECTION 3. MEETING PROCEDURE

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

SECTION 4. QUORUM

Twenty percent of the Chapter members or twenty-five (25) 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 occurrences will be the voting for the National and Chapter Officers and Directors, and other Chapter matters requiring vote of the members.

SECTION 6. VOTING ACTIONS

Matters requiring votes by the Chapter members shall be approved by a plurality (i.e., most votes) of those voting, except for Bylaws changes (See Article IX, Section 2.). The Chapter dues rates shall be established by a two-thirds vote of those serving on the CEC (See Article VIII, Section 1.).

SECTION 7. 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 sent to each Chapter member. Ballots not returned with the period provided in the notice accompanying the 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 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. OFFICERS AND DIRECTORS

The Chapter Officers shall be the President, President-Elect, Secretary and Treasurer. There shall be no more than ten (10) Director positions.

- a. The President shall be the prior year's President-Elect and shall serve for a one-year term in addition to any period in which he/she fills a vacancy in the Office of President. To be elected President-Elect, a candidate must be a member in good standing and have at least one year of previous experience on the Chapter Executive.
- b. The President-Elect, Secretary, Treasurer, and Directors shall be elected annually for one-year terms.
- c. A Director position may be filled by one person, or two persons who act as Co-Directors.
- d. The Chapter Directors shall include at least the following:
 - Community Service
 - Education Programs
 - Membership
 - Communication/Newsletter

SECTION 2. REMOVAL OF CHAPTER OFFICERS/DIRECTORS

The responsibilities of the 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. The Chapter Executive Committee may remove any Chapter Officer or Director by a majority vote, if the applicable Chapter Officer or Director is not meeting the stated responsibilities.

SECTION 3. CHAPTER EXECUTIVE COMMITTEE (CEC)

- a. The CEC shall be the governing body of the Chapter and shall be comprised of the following:

President	Secretary
President-Elect	Treasurer
Immediate Past President	Directors (up to 10 positions)
- b. Any individual serving on the CEC shall be an AGA member in good standing.
- c. Meetings of the CEC shall be held monthly at the call of the President or any three (3) members of the CEC. A quorum is five (5) persons.
- d. Matters requiring a vote by the CEC shall be approved by a majority of those present and voting.
- e. The President shall preside at all CEC meetings. In the absence of the President, the Officer to preside shall be determined in the following succession: President-Elect, Immediate Past President, Secretary, and Treasurer.

In lieu of a meeting, the President may call for a poll vote (via mail, e-mail, or phone) on matters requiring a CEC vote. For poll votes, a majority of the CEC members is required to approve the matter being presented before the CEC.

- f. The President-Elect shall have the following specific responsibilities:
 - 1) Prepare and submit the Chapter recognition reports and other reports designated by the President.
 - 2) Survey the Chapter members to determine persons that are willing to fill vacancies on Chapter and Association Task Forces and Committees.
 - 3) Attend and report to the CEC on the annual regional leadership workshop.
- g. 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 Chapter.
 - 2) Adopt an annual budget for the Chapter and approve revisions thereof in excess of ten (10) 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 Task Forces and request those groups to appear before the CEC, as necessary, at appropriate times.

SECTION 4. COMMITTEES, SUB-COMMITTEES AND TASK FORCES

- a. There shall be two (3) standing Committees, Nominating, Executive, and Audit; in addition, the President, after ratification by the CEC, may establish Committees, Sub-Committees, and Task Forces, as necessary, to assist in carrying out the programs and operations of the Chapter.
- b. The President shall determine the number of members to be assigned to each Committee (other than standing Committees), Sub-Committee, or Task Force, and designate the Chairperson. The President shall also define the scope and objectives of each Committee, Sub-Committee, or Task Force established. These assignments shall be ratified by the CEC.
- c. The Nominating Committee shall consist of the President, President-Elect, the five (5) immediate Past-Chapter Presidents, the Awards and Nominations Director, and up to three (3) Chapter members selected by the CEC. The Awards and Nominations Director shall act as Chairperson of the Committee.
- d. The Audit Committee shall consist of the President, Immediate Past President, and Immediate Past Treasurer. If the Immediate Past President or Immediate Past Treasurer are not able to serve, the President may select a past CEC member who was not active on the CEC for the review period.

- e. All Committees, Sub-Committees, and Task Force members shall be Chapter members.

SECTION 5. TERMS OF OFFICE

- a. Members of Committees, other than the two (2) standing Committees, shall be appointed for the duration of the activities for which they have been appointed.
- b. Members of Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.
- c. If a Committee (other than standing Committees), Sub-Committees, or Task Force responsibilities encompass more than a year, the members shall be reconfirmed by the then President and ratified by the CEC.

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

The duties assigned to the Committees, Sub-Committees, and Task Forces are set forth in the Policy and Procedures Manual, or as set forth by the President, if not so stated in the Policy and Procedures Manual.

ARTICLE VII

NOMINATION, ELECTION AND FILLING OF VACANCIES FOR OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

- a. The Nominating Committee shall select from the names it obtains from the Chapter membership at least one (1) candidate for the offices of President-Elect, Secretary, Treasurer, and not more than ten (10) Directors. Not later than March 1 of each year, the Nominating Committee shall agree upon and submit to the President-Elect a single slate of candidates for the Officer and Director positions. All nominees must indicate their willingness to serve if elected. The membership shall be advised of the nominations made by the Nominating Committee.
- b. Twenty (20) percent of the Chapter members or twenty-five (25) members, whichever is less, 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 shall be filed with the President-Elect by April 1 of any year.
- c. To be eligible for office in the Chapter, a nominee must be a Full Government, Private Sector, or Early Career member in good standing, except that a retiring member will be allowed to serve out the term to which elected. The President or President-Elect may not succeed himself/herself by election, unless such person is filling the unexpired term of another duly elected Officer. The President-Elect must also meet the eligibility requirements specified in Article IV, Section 1, Paragraph a.
- d. A member may not hold the same Officer or Director position for more than three (3) consecutive terms.

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

Ballots will be prepared in such form as the Policy and Procedures Manual or the CEC may designate. Election of Officers and Directors shall occur annually during the month of May. In balloting for the election of Officers and Directors, members will have the option of accepting or rejecting the slate of candidates presented by the Nominating Committee.

SECTION 4. ELECTION RESULTS

Results of elections shall be tabulated as designated by the CEC, which shall certify the results to the President-Elect no later than June 1 each year. If the slate of candidates is not accepted by the membership, the Nominating Committee shall reconvene and a special election will be held before September 1 of the same year.

SECTION 5. FILLING VACANCIES

In the event of a vacancy occurring in the office of President, the President-Elect will succeed. In the event of a vacancy in the office of President-Elect, the office will remain vacant until a special or regular election is held. In the case of a vacancy in any other Officer or Director position, the CEC shall fill the vacancy.

ARTICLE VIII **CHAPTER ADMINISTRATION**

SECTION 1. MEMBERSHIP 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 vote of those serving on the CEC. (See Article V, Section 6.)
- 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 Association may recommend reinstatement of a member whose membership had been forfeited for nonpayment of dues.
- d. Any civilian member who is required to serve an initial tour of duty with the United States Armed Forces, or who, as a reservist, is called upon to perform extended active duty shall be granted a leave of absence from the Chapter while performing such military duty. Upon request, the member's dues shall be suspended for each fiscal year in which the tour occurs without any loss of rights and privileges to which the member was entitled prior to entering the military services.

SECTION 2. FINANCIAL RESPONSIBILITIES

- a. The CEC shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter.
- b. Approval of the budget by the CEC shall constitute authority for responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expenditure in the budget to be exceeded by more than ten (10) percent, unless it has advance approval of the CEC.
- c. The CEC shall ensure a financial review is conducted each year of the Chapter's financial operations, and shall issue financial statements and the results of the review, as appropriate. The review may be conducted by the Audit Committee or by someone appointed by the Audit Committee.

SECTION 3. 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, after paying or making provisions for payment of all liabilities of the Chapter, shall dispose of all assets exclusively for the purpose of the Chapter or to such organization as shall be at the time qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Law), in such manner as the Chapter Executive Committee shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the Michigan Western District exclusively for such purposes, or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

SECTION 4. FISCAL YEAR

The fiscal year of the Chapter shall begin July 1 and end at the close of business on the thirtieth (30) day of June each year.

SECTION 5. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern all meetings of the Chapter unless otherwise provided by statute, The Articles of Incorporation of the Chapter, or these Bylaws.

SECTION 6. MEMBERSHIP AND RECOGNITION YEAR

The membership and recognition of the Association shall end at the close of business on the 30th day of April each year.

SECTION 7. PROGRAM YEAR

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

ARTICLE IX

AMENDMENTS TO THE BYLAWS AND THE POLICY AND PROCEDURES MANUAL

SECTION 1. ORIGATION OF AMENDMENTS

Proposed changes in these Bylaws and the Chapter Policy and Procedures Manual shall be submitted in either of the following methods:

- a. By proposal, in writing, to the President-Elect, or President if the President-Elect position is vacant, from a Committee duly established to review and make recommendations on amendments to the Bylaws or the Manual; or
- b. By proposal, in writing, to the President-Elect signed by (20) percent, or twenty-five (25) of the Chapter members, whichever is less.

SECTION 2. PROCESSING PROCEDURES

Proposals shall be submitted to the CEC by the duly established Committee as described in Section 1.a. After review and coordination with the initiator, appropriate changes along with the Committee's analysis shall be submitted to the CEC. The CEC shall submit Bylaws changes to the Chapter membership for vote. An affirmative vote by two-thirds of those voting is required for approval of amendments to the Bylaws. After ratification by the Chapter Membership, the amendments to the chapter by-laws shall be provided to the Association. Modification to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

ARTICLE X

LIABILITY OF OFFICERS AND INDEMNIFICATION

SECTION 1. LIMITATION OF LIABILITY

- a. Notwithstanding any provision to the contrary, the real and personal property of the Chapter Officers and Directors shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.
- b. For the purposes of this Article, Chapter Officers and Directors shall include those elected and appointed Officers of the Chapter, members of Chapter Executive Committee, and those elected and/or appointed members of the Chapter's duly constituted Committees, Sub-Committees, and Task Forces.

SECTION 2. INDEMNIFICATION

- a. General indemnification: Any person who, by reason of the fact he or she is or was an Officer or Director or member of a duly constituted Committee, Sub-Committee, or Task Force, as defined in Section 1, is or was a party, or is threatened to be made a party, to any threatened, pending, or completed legal action, suit, or proceeding, whether civil, criminal, administrative, or investigative, shall be indemnified by the Chapter, provided, however, he or she acted in good faith within the scope of his or her Chapter responsibilities and in a manner he or she reasonably believed to be in the best interests of the Chapter and provided that with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

Such indemnification shall be provided for expenses, including attorney's fees, judgement, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit, or proceeding; provided, however, that with respect to an action or suit by or in the name of the Chapter, such indemnification shall be only for expenses, including attorney's fees, and in such cases no indemnification shall be made with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for willful or gross negligence or misconduct in the performance of his or her duty to the Association, unless so ordered by a court of competent jurisdiction. To

the extent that such Officer or official of the Chapter has been successful on the merits or otherwise in defense of any claim issue or matter therein, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonable incurred by him or her in connection with the action, suit, or proceeding.

Any other indemnification hereunder, unless ordered by a court, shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the Officer or official of the Chapter is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. The determination shall be made by the Chapter Executive Committee by a majority vote of a quorum consisting of Chapter Executive Committee members who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested Chapter Executive Committee members so directs, by independent legal counsel in a written opinion, or by the members of the Chapter. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Chapter, or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that 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. Payment of such costs may be made in the specific case, upon receipt of an undertaking by or on behalf of the Officer or official of the Chapter to repay such amounts, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chapter as authorized in this Article.
- 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 Officers and 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 Chapter may purchase and maintain insurance to protect the Chapter, and any person who is or was an Officer or Director of the Chapter, against loss from 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.