



ASSOCIATION OF GOVERNMENT ACCOUNTANTS

CHAPTER BYLAWS

Revisions Approved by the CEC: 05-11-2016

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Association of Government Accountants

The National 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.

The Greater Lansing Chapter of the Association of Government Accountants received its charter from the National AGA on September 25, 1979.

BYLAWS

Article I

ORGANIZATION NAME

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

Article II

VISION, MISSION, CORE VALUES, PURPOSE, GOALS AND OBJECTIVES

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 government stakeholders committed to advancing government accountability.

CORE VALUES: Service, Accountability, Integrity, Leadership

PURPOSE: AGA is *the* member organization for government accountability professionals and the though 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 and communicated via the AGA website.

Article III

CODE OF ETHICS

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. The chapter has

adopted AGA's Code of Ethics. The Code of Ethics shall be published and communicated via the AGA website to the membership and CGFMs.

Article IV

MEMBERSHIP

SECTION 1. CATEGORIES

As established by the National Bylaws, 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 item (h) below], that are actively engaged in and support AGA's purpose 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 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 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 item (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 Association.
- (b) Uphold and be guided in their professional conduct by the Association’s Code of Ethics.
- (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 CHAPTER OFFICERS AND DIRECTORS

- (a) An appointed or voting member of the Chapter Executive Committee may be removed with cause by vote of two-thirds of the voting CEC members at a meeting for which a quorum of CEC has been established, provided that the meeting notice includes reference to the proposed removal.
- (b) 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 person making the appointment 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).
- (c) “Cause” under this Section 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 the AGA 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 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, or other 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. Non-voting members may serve on a Board or Committee in an ex-officio 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 Chapter may be called on such dates and at such times and places as may be designated by the Chapter President. Special membership meetings may be called by members having at least twenty percent of the votes entitled to be cast at such a meeting.

SECTION 2. NOTICE OF MEETINGS

Notice of each general membership meeting of the Chapter must be communicated to each member of the Chapter at least ten days prior to the meeting. Notice of a special membership meeting must be communicated to each member of the Association at least three 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 read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

SECTION 4. QUORUM

Twenty percent of the voting members or twenty-five voting members, whichever is less, shall constitute a quorum for the transaction of official business presented at any meeting of the Chapter membership.

SECTION 5. VOTING

Each chapter member has the right to vote on selecting the Chapter President who represents the chapter on the National Board of Directors. In addition, each chapter member has the right to vote on selecting the Chapter Executive Committee members and chapter matters.

Article VI

CHAPTER GOVERNANCE

SECTION 1. CHAPTER EXECUTIVE COMMITTEE

- (a) The Chapter Executive Committee (CEC) shall be the governing body of the chapter.
- (b) The CEC shall be comprised of the President, President-Elect, Immediate Past President, Treasurer, Secretary, and up to ten director positions.
- (c) Meetings of the CEC will generally be held monthly at the call of the President or any three members of the CEC.
- (d) The Chapter 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.
- (e) A quorum is five members of the CEC.
- (f) Matters requiring a vote by the CEC shall be approved by a majority of the CEC members present and voting for which a quorum is present.
- (g) 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 the matter presented before the CEC. A poll vote for approval of the CEC minutes can voted upon only by a majority of the CEC members present at the meeting.
- (h) Unless precluded by other sections of the Chapter Bylaws and without limitations regarding other matters, the CEC shall have responsibility for 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 Chapter members.
- (4) Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Approve all changes in the manual.
- (5) Review all actions and programs of the Chapter's Committees, Subcommittees, and Task Forces. The CEC may require a Committee, Subcommittee or Task Force to appear before it at appropriate times.

SECTION 2. CHAPTER OFFICERS AND DIRECTORS

- (a) The Chapter Officers shall be the President, President-Elect, Secretary, and Treasurer. That shall be no more than ten director positions.
- (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 fills a vacancy in the position for President.
 - (1) In the event the President-Elect position was vacant in the prior year, the Nominating Committee will consider the qualifications of a presidential candidate to serve in the position.
 - (2) A candidate for the President-Elect, or President for the circumstances identified in this Article, Section 2.(b)(1), must be a member in good standing and have at least one year's experience on the Chapter Executive Committee.
- (c) The chapter directors shall include at least the following:
 - (1) Membership
 - (2) Education
 - (3) Programs
 - (4) Community Service
 - (5) Communication (Newsletter and/or Webmaster)
- (d) A director position may be filled by one person, or two persons who act as co-directors.
- (e) When there are co-directors, each person will count towards the ten director limitation noted in this Article, Section 2.(a).
- (f) 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 3. REMOVAL OF CHAPTER OFFICERS AND 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 CEC may remove any chapter officer or director by a majority vote, if the chapter officer or director is not meeting the stated responsibilities.

Article VII

NOMINATION, ELECTION, FILLING VACANCIES FOR OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

- (a) The Nominating Committee shall select names from the Chapter membership for at least one candidate for President-Elect, Treasurer, and Secretary, and up to ten director positions.
- (b) No 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.
- (c) The membership shall be advised of the nominations made by the Nominating Committee.
- (d) To be eligible for office in the Chapter, the nominee shall be a member in good standing of the Association and Chapter.
- (e) Twenty percent of the Chapter members or twenty-five members, whichever is less, may submit an independent nomination for the President-Elect, Treasurer, Secretary, or a director position. 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 each year.
- (e) The Treasurer may not serve more than three consecutive terms.

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 prepared and communicated in such a form as the Chapter Nomination Committee may designate.
- (b) The election of chapter officers and directors will occur annually in the month of May. In balloting for the election of officers and directors, chapter members will have the option of accepting or rejecting the slate of officers presented by the Nominating Committee.

SECTION 4. ELECTION RESULTS

- (a) If the slate of candidates is not accepted by the chapter membership, the Nominating Committee shall reconvene and a special election will be held before September 1 of the same year.

- (b) Results of elections shall be tabulated as designated by the CEC, which shall certify the results to the President-Elect by June 1 each year, except in the case of a special election.

SECTION 5. FILLING VACANCIES

- (a) In the event of a vacancy in the office of President, the President-Elect shall succeed.
- (b) In the event of a vacancy in the office of the President-Elect, the office will remain vacant until a special or regular election is held.
- (c) In the event of any other CEC vacancy, the CEC shall fill the vacancy.

Article VIII

COMMITTEES, SUBCOMMITTEES, TASK FORCES

SECTION 1. FORMATION

- (a) There shall be three standing committees.
 - (1) Executive
 - (2) Nominating
 - (3) Audit
- (b) The Executive Committee, commonly referred to as the CEC, is described in this Article, Section 1.
- (c) The Nominating Committee shall consist of the President, President-Elect, five immediate past Presidents, the Awards and Nominations Director, and up to three chapter members selected by the CEC. The Awards and Nominations Director shall act as the Nominating Committee chairperson.
- (d) The Audit Committee shall consist of the President, President-Elect, 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) The President, after ratification by the CEC, may establish committees, subcommittees, and task forces, as necessary, to assist in the carrying out the programs and operations of the chapter.
- (f) The President shall determine the number of members to be assigned to each committee (except the standing committees), subcommittee, or task force; and, designate the chairperson. The President shall define the scope and objectives of each committee, subcommittee, or task force. The assignments shall be ratified by the CEC.
- (g) All committee, subcommittee, or task force members shall be members in good standing of the Association and Chapter.

SECTION 2. TERMS OF OFFICE

- (a) Members of standing committees shall serve one-year terms.
- (b) Members of committees, subcommittees and task forces shall be appointed for the duration of the project for which the committee, subcommittee, or task force was created.
- (c) If the responsibilities of a committee (other than standing committees), subcommittee, or task force encompass more than the program year in which it was created, the members shall be reconfirmed by the President and ratified by the CEC.

SECTION 3. RESPONSIBILITIES OF COMMITTEES, SUBCOMMITTEES, OR TASK FORCES

The responsibilities of the committees, subcommittees, or task forces shall be specified in these bylaws or the chapter policies and procedures or as set forth by the President.

Article IX

ACTIVITY PERIODS

SECTION 1. FISCAL YEAR

The chapter fiscal year is July 1 through the close of business on June 30.

SECTION 2. PROGRAM YEAR

The program year of the Association is July 1 through the close of business on June 30.

SECTION 3. MEMBERSHIP AND CHAPTER RECOGNITION YEAR

The membership and chapter recognition year of the Association is May 1 through the close of business on April 30.

Article X

FINANCIAL RESPONSIBILITIES

- (a) The CEC shall have the 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 that that will cause the pertinent category of expense in the budget to be exceeded by more than ten 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.

Article XI

DUES

SECTION 1. ESTABLISHMENT AND PAYMENT OF 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 the CEC. [See Article VI, Section 1. (h)(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, per the Association's Policies and Procedures, may suspend membership in the Association.

SECTION 2. WAIVER OF DUES FOR MILITARY

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

Article XII

AMENDMENTS

SECTION 1. GENERAL

The power to make, alter, amend or repeal the Bylaws shall be vested in the Chapter membership. The power to make, alter, amend or repeal the Policies and Procedures is vested in the Chapter Executive Committee, provided that any such action of the Chapter Executive Committee can be overturned by a two-thirds vote of the Chapter membership.

SECTION 2. ORIGINATION OF AMENDMENTS TO THE BYLAWS AND POLICIES AND PROCEDURES

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

- (a) By proposal, in writing, to the President-Elect, or President if the President-Elect position is vacant, from any Chapter Committee or the AGA National Office.
- (b) By proposal, in writing to the President-Elect signed by twenty percent of the membership or twenty-five members of the Chapter, whichever is less.

SECTION 3. PROCESSING PROCEDURES

Proposals shall be submitted in accordance with the provisions of this Article, Section 2. 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 of those Chapter members present at and voting is required for approval at a meeting. When vote is sought through mail or email, an affirmative vote while be required by a quorum as established in Article V, Section 4. 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 XIII

LIABILITIES OF OFFICERS AND INDEMINIFICATION

SECTION 1. LIMITATION ON LIABILITY

- (a) 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.
- (b) 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, Subcommittees, and Task Forces.

SECTION 2. INDEMINIFICATION

- (a) The Chapter may indemnify any current or former director, current or former officer, or any Chapter member who may have served at AGA's request as a director or officer of another Corporation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, if such person acted in a manner required by the law of the Chapter's state of incorporation in order to be eligible for indemnification.
- (b) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the Chapter Executive Committee in the specific case, upon receipt of 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 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.

Article XIV

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. 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.