

# Association of Government Accountants

## New York Capital Chapter Bylaws

*Amended: June 2010*

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Association of Government Accountants  
New York Capital Chapter

**BYLAWS**

**ARTICLE I  
NAME**

The name of this organization is the Association of Government Accountants - New York Capital 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 MISSION, PURPOSE AND OBJECTIVES**

**SECTION 1. MISSION AND PURPOSE**

AGA serves government accountability professionals by providing quality education, fostering professional development and certification, providing networking opportunities and supporting standards and research to advance government accountability.

The purpose of the Association and Chapter is to be a professional organization dedicated to the advancement of government financial management. The Association shall serve its members by providing or sponsoring appropriate educational programs, encouraging professional development, providing networking opportunities and serving as an advocate for the profession. The Association shall serve government officials and the public by sponsoring efforts to ensure full and fair accountability for all public monies and by providing a variety of pro bono services throughout the United States and its territories that support that end.

**SECTION 2. OBJECTIVES**

The Association and Chapter shall have the following objectives:

- (a) Primarily to instruct, train and inform government accountability professionals in the fields of accounting, auditing, budgeting, systems, and financial management. This continuing education process will provide for the professional development of government accountability professionals so that they may better serve the public.

- (b) To encourage and provide educational events for the interchange of ideas among accountability professionals in government service, not-for-profits and private industry.
- (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 accountability professionals in the government and the community for educational, networking 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 and working with employers to promote and recognize the certification in hiring, job specifications, performance evaluations and promotional exam announcements.

In addition, the Chapter shall follow its Strategic Plan in fulfilling its mission, vision and values, as well as its goals and related strategies.

### SECTION 3. LEGISLATIVE CLAUSE

The Chapter President or designee may inform government officials of the Chapter's position or viewpoint on matters pending before them which are of concern to the Chapter. However, Chapter members are prohibited from representing the Chapter or the AGA:

- (a) In any lobbying effort; and
- (b) By intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## 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 ([www.agacgfm.org/about/codeofethics.aspx](http://www.agacgfm.org/about/codeofethics.aspx)) 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. MEMBERS**

As established in the Bylaws of the Association, the members of the Chapter 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.

### **SECTION 2. FULL GOVERNMENT MEMBERS**

This class 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 administrative, supervisory and/or operational capacity. This class is also available to individuals with similar experience outside the government who are engaged in educational or private sector activities having the same objectives as the AGA, or who have made a contribution toward the improvement of government financial management.

### **SECTION 3. PRIVATE SECTOR MEMBERS**

This class of membership is available to individuals working for commercial activities/ventures (e.g., see Section 9 below) that are actively engaged in and support AGA's purpose and objectives.

### **SECTION 4. EARLY CAREER MEMBERS**

This class of membership is available to individuals with less than three years experience.

### **SECTION 5. STUDENT MEMBERS**

This class of membership is available to college/university students. This class of membership is not available to individuals who have been employed in the financial management field for one (1) year or more.

#### SECTION 6. RETIRED MEMBERS

This class of membership is available to individuals who have retired from and are no longer substantially working in the government financial management community.

#### SECTION 7. LIFETIME MEMBERS

This class 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.

#### SECTION 8. HONORARY MEMBERS

This class 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 governmental financial management. Only highly-noteworthy, nationally recognized individuals who cannot meet the requirements for a full government, private sector or retired member will be considered.

#### SECTION 9. CORPORATE MEMBERS

This class of membership is available to commercial activities/ventures (e.g., company, corporation, partnership, and sole-proprietor) that are actively engaged in and support AGA's purpose and objectives.

#### SECTION 10. GROUP MEMBERS

This class of membership is available to government entities under the Advantage program whose employees meet the requirements for Full Government Membership under Section 2 above.

#### SECTION 11. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

- (a) Endorse the purpose and objectives of the Chapter and the AGA;
- (b) Uphold and be guided in their professional conduct by the AGA's Code of Ethics; and
- (c) Cooperate with AGA's Professional Ethics Board in any investigation of alleged violation of the Code of Ethics.
- (d) Actively participate in the Chapter to the extent possible.

**SECTION 12. 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 AGA's Code of Ethics.

**SECTION 13. REMOVAL OF MEMBERS**

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

**SECTION 14. REINSTATEMENT**

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

**ARTICLE V  
MEETING 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 20 percent of the Chapter members, or 30 members, whichever is less, of the votes entitled to be cast at such meeting.

**SECTION 2. NOTICE OF MEETINGS**

Notice of each general or special membership meeting of the Chapter must be provided to each member of the Chapter at least 10 days prior to the meeting.

**SECTION 3. QUORUM**

Twenty percent of the members, or 30 members, whichever is less, shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

**SECTION 4. VOTING RIGHTS**

All members shall have the right to vote on AGA and Chapter matters requiring a Chapter vote. The usual occurrence will be the voting for National Officers and Chapter Officers and Directors. Each chapter member, through the member's right to vote on chapter matters, elects the representatives to the Association's National Board of Directors.

**SECTION 5. VOTING ACTIONS**

Matters requiring a Chapter vote shall be approved by a plurality (i.e., most votes) of those voting at a meeting when 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 XII, Section 1(a) and Article XV, Section 1 and 3).

**ARTICLE VI  
CHAPTER GOVERNANCE**

**SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)**

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

Chapter President (Chair of the CEC)  
Chapter President-Elect (Vice-Chair of the CEC)  
Immediate Past Chapter President  
Six Chapter Vice-Presidents  
Chapter Secretary  
Chapter Treasurer  
Chapter Web Coordinator  
Ten Chapter Directors

- (b) CEC meetings shall be held at the call of the President or any seven (7) members of the CEC. A quorum is ten (10) CEC members, including at least four Directors. Matters requiring a vote by the CEC shall be approved by a majority of those present and voting.

- (c) The President shall preside at all meetings. In the President's absence, the officer to preside shall be determined in the following succession: President-Elect, Immediate Past President, Secretary and Treasurer.
- (d) 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 quorum is necessary to approve a matter presented. Such decisions must be formally ratified at the next CEC meeting.
- (e) Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following:
  - (1) Establish Chapter programs.
  - (2) Adopt an annual operating plan and budget and approve revisions thereof according to Chapter policies and procedures.
  - (3) Establish Chapter dues for all classes of members.
  - (4) Promulgate and maintain a Policy and Procedures Manual for the Chapter and see that it is implemented and kept current. Approve all changes to the Manual.
  - (5) Review Chapter Committee, Sub-Committee and Task Force actions and programs and request those groups to appear before the CEC at appropriate times.
  - (6) Maintain the Chapter's Strategic Plan.

## ARTICLE VII CHAPTER OFFICERS AND DIRECTORS

### SECTION 1. CHAPTER OFFICERS AND DIRECTORS

- (a) The Chapter Officers shall be the President, President-Elect, Immediate Past President, six Vice Presidents, Secretary, Treasurer, and Web Coordinator. There shall also be ten (10) Directors,
- (b) The Chapter President shall be the prior year's Chapter President-Elect and shall serve for one year in addition to

any period necessary to fill a vacancy in the office of President.

- (c) The Chapter President-Elect, Secretary, Treasurer, Web Coordinator and six Vice Presidents, shall be elected annually for one-year terms as provided in Article VIII. There shall be ten (10) Directors elected for two-year terms. Five (5) Directors shall be elected each year.

**SECTION 2. REMOVAL OR RESIGNATION OF CHAPTER OFFICERS AND/OR DIRECTORS**

- (a) The responsibilities of Chapter Officers and/or Directors are set forth in the Chapter's Policies and Procedures Manual. Chapter Officers and/or Directors are expected to perform those duties. The Chapter Executive Committee may remove any Chapter Officer and/or Director by a majority vote, if the applicable Chapter Officer and/or Director cannot meet the stated responsibilities. Chapter Officers and/or Directors may resign their positions with written notification to the Chapter President.

**ARTICLE VIII  
NOMINATION, ELECTION AND FILLING 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 candidate for the offices of President-Elect, Secretary, Treasurer, Web Coordinator, six (6) Vice Presidents, and not less than five (5) candidates for Director no later than January 1<sup>st</sup> of each year. All nominees must indicate their willingness to serve if elected.
- (b) Twenty (20) percent of the Chapter members, or thirty (30) members, (whichever is less) may submit an independent nomination for any Officer or Director position (except President). 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 February 15<sup>th</sup> of any year or 45 days from the date the slate is announced to the membership in writing.

- (c) To be eligible for the Chapter Executive Committee, the candidate must be a member in good standing. The President or President-Elect may not succeed himself/herself by election, unless such a person is filling the unexpired term of another duly elected Officer. A member may not be a Director more than two consecutive terms.
- (d) The Chapter Nominating Committee shall ensure that the professional background and experience of the President-Elect, Secretary, Treasurer and other Officers 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 prepared and distributed in such form as the Strategic Direction and Bylaws Committee may designate.
- (b) Ballots shall be completed and returned to the Strategic Direction and Bylaws Committee as determined by that committee.

## SECTION 4. ELECTION RESULTS

Election results shall be tabulated as designated by the Strategic Direction and Bylaws Committee, which shall certify the results to the Chapter President no later than May 15<sup>th</sup>. When there is no contest for an elective office, the Strategic Direction and Bylaws Committee shall certify the election to the Chapter President without ballot by May 15<sup>th</sup>.

## SECTION 5. FILLING 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 offices of President-Elect and/or Treasurer, then 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 Secretary, Vice President, Web Coordinator or Director 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 member to fill the vacant Secretary, Vice President, Web Coordinator, or Director position. The appointment shall be ratified by the CEC.

## **ARTICLE IX COMMITTEES, SUBCOMMITTEES AND TASK FORCES**

### **SECTION 1. FORMATION**

There shall be at least five standing committees, Executive, Nominating, Strategic Direction and Bylaws, Budget and Finance, and Audit. In addition, the Chapter President, after ratification by the CEC, may establish Committees, Sub-Committees and Task Forces to assist in carrying out Chapter programs and operations.

### **SECTION 2. MEMBERSHIP**

- (a) The number of members comprising the Committees shall be determined by the amount of responsibility and work assigned.
- (b) The Chapter President shall, in consultation with the Chapter President-Elect, appoint the Committee and Task Force Chairs. The chair may serve more than one year. The Chapter Executive Committee shall ratify chair assignments unless specifically identified in these Bylaws.
- (c) The Chapter President shall appoint the members of each Committee or Task Force in consultation with the Chapter President-Elect and the Committee and Task Force Chair, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Chapter membership.
- (d) All members of a Committee or Task Force shall be Chapter members in good standing. The Chapter President and President-Elect shall be considered ex-

officio members of all committees, unless already identified as a member of a specific committee.

- (e) The Nominating Committee shall consist of the President-Elect (as Committee Chair), current Chapter President, one or more Past Chapter Presidents (when available) and one or more member(s) nominated by the President-Elect and approved by the Chapter President.
- (f) The Strategic Direction and Bylaws Committee shall consist of the Immediate Past Chapter President (as Committee Chair) and at least three members selected by the Chapter President. Because of their broad view and experience, other Past Presidents should be considered for this committee.
- (g) The Budget and Finance Committee shall consist of at least two Directors on the CEC and the Chapter Treasurer. The President shall appoint one of the Directors to be Committee Chair.
- (h) The Audit Committee shall consist of at least three members; one Director on the CEC, who shall serve as Chair, and two Chapter members at-large. No Audit Committee member shall be a member of the Budget and Finance Committee or the current or Immediate Past Treasurer.

### SECTION 3. TERMS OF OFFICE

Committee members shall be appointed for one year. Members of the Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.

### SECTION 4. RESPONSIBILITIES

The duties assigned to the Committees, Sub-Committees and Task Forces shall be defined by the CEC.

## **ARTICLE X FISCAL, MEMBERSHIP AND PROGRAM YEARS**

### SECTION 1. FISCAL YEAR

The Chapter fiscal year shall be from July 1 to June 30.

**SECTION 2. MEMBERSHIP AND RECOGNITION YEAR**

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

**SECTION 3. PROGRAM YEAR**

The program year of the Association shall end at the close of business on June 30<sup>th</sup> of each year.

**ARTICLE XI  
FINANCIAL RESPONSIBILITIES**

**SECTION 1. AUTHORITY**

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

**SECTION 2. BUDGET**

Approval of the budget by the CEC shall constitute authority for responsible Chapter officials to obligate funds as provided in the budget. However, changes to individual functional budgets must be made in accordance with Chapter Policies and Procedures. (See Article VI, Section 1(e)(2)).

**ARTICLE XII  
DUES**

**SECTION 1. DUES**

- (a) The Chapter portion of the annual dues 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.(e)(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. (See Article IV, Section 13. (b)).

- (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 a 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. Any assets not so distributed shall be disposed of by the United States District Court for the third judicial district exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

## ARTICLE XIV PARLIAMENTARY AUTHORITY

To transact official business at Chapter meetings, the rules of parliamentary procedure contained in the most recent edition of Robert's "Rules of Order" ([www.robertsrules.com](http://www.robertsrules.com)) shall govern.

## 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 made in one of the following manners:

- (a) By proposal, in writing from any Chapter committee, a CEC member or National Office to the Chapter President-Elect, or Chapter President if the President-Elect position is vacant.
- (b) By proposal, in writing to the Chapter President-Elect, or the Chapter President if the Chapter President-Elect position is vacant, signed by 20 percent of the Membership or 30 members of the Chapter, whichever is less.

## SECTION 3. PROCESSING PROCEDURES

Proposals shall be submitted to the Chapter's Strategic Direction and Bylaws 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 Bylaw changes to the Chapter membership for a vote. An affirmative vote by two-thirds of those 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 Chapter's 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 Task Forces.

## 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, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.
- (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 an undertaking by or on behalf of the chapter officer or director of the Chapter to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chapter as authorized herein.
- (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.

(Amended: June 2010)