



**ASSOCIATION OF  
GOVERNMENT ACCOUNTANTS**

# **NATIONAL BYLAWS**

**June 27, 2004**

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# Association of Government Accountants<sup>\*</sup>

## BYLAWS

### Article I

#### Name

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

### Article II

#### Association Mission, Purpose and Objectives

##### SECTION 1. MISSION AND PURPOSE

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

The purpose of the Association 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, influencing governmental financial management policies and practices 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 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.

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<sup>\*</sup> Founded on September 14, 1950. Articles of Incorporation dated May 17, 1951, pursuant to Title 29, Chapter 7, of the Code of District of Columbia.

- (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.

## **Article III**

### **Code of Ethics**

#### **SECTION 1. PURPOSE**

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, the Code of Ethics has been developed as guidance for the members of the Association, certified government financial managers (CGFMs), and for the information of their employers. AGA members and/or CGFMs are expected to abide by the Association's Code of Ethics. Amendments to the Code of Ethics shall be approved by the National Board of Directors (NBD) in accordance with Article VI, Section 1.(c)(1) of the Bylaws. The Code of Ethics shall be published and distributed to the membership and CGFMs.

## **Article IV**

### **Membership**

#### **SECTION 1. MEMBERS**

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.

#### **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 operational, administrative and/or supervisory capacity. This class is also available to individuals with similar experience outside the government who are engaged in educational activities having the same objectives as the Association, 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 government employees 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, 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 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 Association;
- (b) Uphold and be guided in their professional conduct by the Association's Code of Ethics; and
- (c) Cooperate with the Professional Ethics Board in any investigations of alleged violations of the Code of Ethics.

#### 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 Association's Code of Ethics.

#### SECTION 13. REMOVAL OF MEMBERS

- (a) Disciplining of members is performed by the Association under the terms of these Bylaws and as provided in the Association's Policies and Procedures.
- (b) A member who has been 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) Membership in the Association may be suspended by the National Executive Committee as provided in the Association's Policies and Procedures.

#### SECTION 14. REINSTATEMENT

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 MEETING

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

#### SECTION 2. NOTICE OF MEETINGS

Notice of each general membership meeting of the Association must be provided to each member of the Association not less than thirty (30) days but no more than fifty (50) days prior to the meeting. Notice of a special membership meeting must be provided to each member of the Association at least 3 days before the date of the meeting.

#### SECTION 3. QUORUM

Twenty percent of the members or one hundred (100) members, whichever is less, shall constitute a quorum for the transaction of official business presented at any national meeting of the Association membership.

#### SECTION 4. VOTING RIGHTS

Each chapter member, through the member's right to vote on chapter matters, elects the representatives to the National Board of Directors.

## Article VI

### Association Governance

#### SECTION 1. NATIONAL BOARD OF DIRECTORS (NBD)

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

The National President (Chair of the NBD)  
The National President-elect (Vice-Chair of the NBD)  
The National Treasurer  
The Nine (9) Senior Vice Presidents (Sr.VPs):  
    4 Sr.VPs serve as section representatives, and  
    5 Sr. VPs at-large (3 presidential and 2 non-presidential appointees)  
The Regional Vice Presidents (RVPs)  
The Chapter Presidents  
The Student Chapter Presidents (Ex-officio without vote)  
The Five Immediate Past National Presidents  
The Remaining Past National Presidents (Ex-officio without vote)  
The Five Immediate Past National Treasurers  
The Remaining Past National Treasurers (Ex-officio without vote)  
The National Treasurer-elect (Ex-officio without vote)  
The Regional Vice Presidents-elect (Ex-officio without vote)  
The Immediate Past RVPs (Ex-officio without vote), and  
The Executive Director (Ex-officio without vote)

- (1) If the Regional Vice President is absent, the Regional Vice President-elect sits in his/her place and may vote. In the absence of both the RVP and the RVP-elect, the Immediate Past RVP sits in the RVPs place and may vote.
- (2) If the National Treasurer is absent, the National Treasurer-elect sits in his/her place and may vote. In the absence of both the National Treasurer and National Treasurer-elect, the Immediate Past National Treasurer sits in his/her place and may vote.
- (3) If the Chapter President is absent, the Chapter President-elect sits in his/her place and may vote. In the absence of both the Chapter President and the Chapter President-elect, the Chapter President may designate in writing the delegate for the chapter.

- (b) NBD Meetings and Quorum: Meetings of the NBD shall be held at least annually on such date and at such time and place as may be designated by the National President. Notice of each NBD meeting must be provided to each NBD member not less than thirty (30) days but no more than fifty (50) days prior to the meeting. A quorum for an NBD meeting is at least one-third (1/3) of the number of directors. Non-voting NBD members and inactive chapters shall not be counted in calculating any quorum. Also see paragraph (c)(3) below for One Person One Vote. In the absence of the



National President, the officer to preside shall be determined in the following succession: National President-elect, Immediate Past National President, or a non-presidential appointed Senior Vice President selected by the NEC.

(c) NBD Voting Action

(1) Matters requiring a vote by the National Board of Directors (NBD) shall be approved by the majority of the directors present at a meeting at which a quorum is present. Exceptions to the majority rule are: changes in the Bylaws; changes in the Code of Ethics; dues increases; rejection of the National Executive Committee budget; and removal of a member of the Board for cause, which require approval of two-thirds (2/3) of those members of the National Board of Directors (NBD) present and voting. The reversal of action of the National Executive Committee (NEC) in regard to formal Policies and Procedures of the Association can be taken by two-thirds vote of the NBD.

(2) Written Ballots: The National Board of Directors 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 member of the Board. Ballots not returned within the period provided in the notice accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of directors necessary for a quorum for an in-person meeting, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.

(3) One Person One Vote: An AGA member who holds more than one (1) position on the NBD may only vote once on matters requiring a vote by the NBD. A NBD member currently employed by or under contract with the Association may not vote on any matters requiring a vote by the NBD. In these situations the quorum calculation for a NBD meeting shall be adjusted.

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

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

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

(3) Establish dues schedules for all classes of members, except for the corporate and group members, and special rates for categories within each.

- (4) Adopt amendments of these Bylaws.
- (5) When required, elect the National President-elect, the National Treasurer-elect and the variously nominated members of the National Executive Committee, as appropriate.

SECTION 2. NATIONAL EXECUTIVE COMMITTEE (NEC)

- (a) The NEC acts for the NBD in implementing Association policy. It consists of the following:

The National President (Chair of the NEC)  
 The National President-elect (Vice-Chair of the NEC)  
 The National Treasurer  
 The Immediate Past National President  
 Nine (9) Senior Vice Presidents  
 The National Treasurer-elect (Ex-officio, without vote)  
 The Immediate Past National Treasurer (Ex-officio, without vote), and  
 The Executive Director (Ex-officio, without vote)

- (b) Senior Vice Presidents and National Treasurer: Four of the nine Senior Vice Presidents (Sr.VP) serve as section representatives and the remaining five serve at-large.

Three of the nine Senior Vice Presidents (Sr.VP) are nominated by the National President-elect for a three-year term. The National President-elect should give consideration to the geographic and demographic profile of the membership in making a nomination. Each year the incoming National President-elect shall nominate one person for a three year term.

Six of the nine Senior Vice Presidents (Sr.VP) shall be nominated by the Nominating Committee. Each position is for three years, but the terms will be staggered so that one section (e.g., section 2) and one at-large Sr.VP will be nominated one year, another section (e.g. section 3) and one at-large Sr.VP will be nominated the next year, and the remaining two section Sr.VPs (e.g., sections 1 and 4) will each be nominated the following year.

The National Treasurer may not be a member of the NEC in another capacity.

- (c) NEC Meetings and Quorum: The NEC shall meet at least quarterly at the call of the National President or a majority (seven) of the members of the NEC. A quorum for the NEC meetings is seven persons.

- (d) NEC Voting Action

- (1) Matters requiring a vote by the National Executive Committee (NEC) shall be approved by a majority of those present and voting.

- (2) Written Ballots: The National Executive Committee (NEC) may act by written ballot, providing ballots, together with a brief description and matter to be voted on, are sent to each member of

the Committee. Ballots not returned within the period provided in the notice accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of NEC members necessary for a quorum for an in-person meeting, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.

- (e) The National President shall preside at duly convened meetings of the NEC. In the absence of the National President the officer to preside shall be determined in the following succession: National President-elect and the Immediate Past National President.
- (f) The NEC acts for the NBD to implement policies of an operational nature. Modifications to the Policy and Procedures Manual are approved by the NEC and shall be reported to the NBD.
- (g) The NEC shall review all actions and programs of National Boards, Committees, Councils and Task Forces. The NEC may require a National Board, Committee, Council or Task Force to appear before it at appropriate times.
- (h) The NEC shall appoint the Executive Director, authorize the size and function of staff, and determine salary and benefits of the paid staff of the Association.
- (i) The NEC shall approve the annual budget and any revisions thereof in excess of 10 percent of any major budget category.
- (j) If the National President is not in favor of a decision of the NEC, the National President may appeal it to the NBD.
- (k) The National Office, under the direction of the National President, shall produce and distribute an annual Performance and Accountability Report, which records the history and progress made by the Association, in addition to reporting on AGA's performance measures.
- (l) The NEC shall set and approve the corporate and group member dues.

### SECTION 3. VICE PRESIDENTS VOTING ACTION

- (a) Matters requiring a vote by the Senior Vice Presidents, Immediate Past Regional Vice Presidents, Regional Vice Presidents, and/or Regional Vice Presidents-elect shall be approved by a majority of those present and voting.
- (b) Written Ballots: The Senior Vice Presidents, Immediate Past Regional Vice Presidents, Regional Vice Presidents, and/or Regional Vice Presidents elect 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 Senior Vice President, Immediate Past Regional Vice President, Regional

Vice President, and/or Regional Vice President-elect. Ballots not returned within the period provided in the notice accompanying such ballot shall be counted as abstentions. The number of ballots returned must equal at least the number of Senior Vice Presidents, Immediate Past RVPs, RVPs and/or RVPs elect necessary for a quorum for an in-person meeting, and that the ballots cast in favor of the particular matter be equal to at least a majority of the quorum.

#### SECTION 4. CHAPTER GOVERNANCE

Each chapter shall adopt its own bylaws and establish its governing body. While some flexibility is envisioned, chapter bylaws should follow generally the basic precepts prescribed in the National Bylaws. A chapter that participates in the Association's federal group tax exemption is subject to the AGA National Bylaws as well as their own. Chapter bylaws cannot contradict nor contain any ambiguity in relation to AGA National Bylaws. Also see Article X, Section 2.(b) and (c). Chapters should ensure that a copy of their current bylaws is on file at the AGA National Office. Any amendments to chapter bylaws should be provided to the AGA National Office as soon as possible after ratification by the chapter membership.

## **Article VII**

### **Officers and Professional Personnel**

#### SECTION 1. NATIONAL OFFICERS

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

- (a) The National President shall be the prior year's National President-elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of President. The National Treasurer shall be the prior year's National Treasurer-elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of National Treasurer. A Regional Vice President shall be the previous year's Regional Vice 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 Regional Vice President.
- (b) The National President-elect, National Treasurer-elect and Regional Vice Presidents-elect shall be elected annually for a one-year term as provided in this article.
- (c) The Senior Vice Presidents shall serve a three (3) year term, but the terms will be staggered.
- (d) There shall be one Regional Vice President, one Regional Vice President-elect and one Immediate Past Regional Vice President for each region.

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

**SECTION 2. PROFESSIONAL PERSONNEL**

There shall be a full-time Executive Director appointed by the NEC. The Executive Director shall act as executive officer of the Association and shall perform all administrative and management duties for the Association.

**Article VIII**

**Nomination, Election and Filling of  
Vacancies for Officers**

**SECTION 1. NOMINATIONS**

- (a) The Nominating Committee shall select from the names submitted to it by the chapters or an individual Association member, including a member of the Nominating Committee, one candidate each for the offices of National President-elect, National Treasurer-elect and Regional Vice President-elect in each region not later than January 1 of each year.
- (b) The Nominating Committee shall select from the names submitted to it by the chapters or an individual Association member, including a member of the Nominating Committee, a candidate for the office of Senior Vice President At-Large (non-presidential appointed) not later than January 1 of the appropriate year.
- (c) The Nominating Committee shall select from among the past three (3) Regional Vice Presidents from each region within the section a candidate for the office of Senior Vice President serving as Section Representative not later than January 1 of the appropriate year.
- (d) Any 350 voting members of the Association (with at least 50 from any seven regions) may submit an independent nomination for President-elect,

Treasurer-elect or the at-large non-presidential appointed Senior Vice President. One tenth or 50 (whichever is less) of the voting members of a region may submit an independent nomination for Regional Vice President-elect, providing that there are at least five members from each of at least three chapters in the region. One tenth or 100 (whichever is less) of the voting members of a section may submit an independent nomination for Senior Vice President serving as the Section Representative, providing that there are at least ten members from each of at least three chapters in the section. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and be filed with the Executive Director by February 15 of any year.

- (e) To be eligible for office as National President-elect in the Association, a member must be a member in good standing and have held elective office as Regional Vice President or as an officer or director in a chapter for at least one complete year at the date of nomination. Further, to be eligible for National President-elect of the Association, a member must have served as a voting member on the National Board of Directors for one complete year at the date of nomination. The National President may not succeed him/herself by election, unless such a person is filling the unexpired term of another duly elected officer.
- (f) To be eligible for office as National Treasurer-elect in the Association, a member must be a member in good standing and have served as a member of the Finance and Budget Committee, or the National Executive Committee, or as a Regional Vice President, or as an officer or director in a chapter for at least one complete year at the date of nomination. The National Treasurer may not succeed himself/herself by election, unless such a person is filling the unexpired term of another duly elected officer.
- (g) To be eligible for office as Senior Vice President in the Association, a member must be a member in good standing. In addition, to be eligible for office as Senior Vice President (Section Representative) the individual must have held elective office as Regional Vice President for at least one complete year at the date of nomination. The Senior Vice President may not succeed him/herself by election.
- (h) To be eligible for office as Regional Vice President-elect in the Association, a member must be a member in good standing and have held elective office as an officer or director in a chapter for at least one complete year at the date of nomination. A Regional Vice President shall not hold office more than two consecutive terms.
- (i) The National Nominating Committee shall ensure that the professional background of the National President-elect, National Treasurer-elect, Senior Vice Presidents and the Regional Vice Presidents-elect are commensurate with the duties of these positions.

- (j) The National Office, under the direction of the Executive Director, shall produce and distribute an annual nomination brochure seeking qualified members to serve as national officers.

## SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

## SECTION 3. BALLOTING

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

## SECTION 4. ELECTION RESULTS

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

## SECTION 5. FILLING OF VACANCIES

- (a) In the event of a vacancy occurring in the office of National President, the National President-elect will succeed, followed by a non-presidential appointed Senior Vice President. The current Nominating Committee will select a candidate from among the six (6) non-presidential appointed Senior Vice Presidents, and will make its recommendation to the NEC who will fill the vacant position by its majority vote. In the event of a vacancy occurring in the office of National Treasurer, the National Treasurer-elect will succeed to the office of National Treasurer. In the event of a vacancy occurring in the offices of National President-elect, and/or National Treasurer-elect, and such vacancy occurs prior to November 1, then the current Nominating Committee shall convene and select a nominee for the vacant position under procedures promulgated by the National Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.
- (b) In the event of a vacancy occurring in the office of Regional Vice President (RVP), the Regional Vice President-elect will succeed. In the event of a vacancy in the office of a Regional Vice President-elect, the current Nominating Committee will select a candidate from among the most current candidates for RVP-elect in that region, names submitted to it by the

chapters in the region or an individual Association member, and will make its recommendation to the National President. The National President shall appoint the individual to fill the vacant RVP-elect position and the appointment shall be ratified by the Chapter Presidents in that Region.

- (c) In the event of a vacancy occurring in the office of Senior Vice President before the three-year term is completed, a member will be appointed to serve the unexpired term. If the vacancy is a Senior Vice President Sectional Representative, the current Nominating Committee will select a candidate from among the most current past three (3) RVPs from each region within the section that has a vacancy, and will make its recommendation to the NEC who will fill the vacant position with an individual from the same section. If the vacancy is an at-large non-presidential appointed Senior Vice President, the current Nominating Committee will select a candidate from among the most current candidates for Senior Vice President, names submitted to it by the chapters or an individual Association member, and will make its recommendation to the NEC who will fill the vacant position. If the vacancy is a Presidential nominated Senior Vice President, the National President or National President-elect who originally nominated the Senior Vice President shall make a recommendation to the NEC who will fill the vacant position.

## **Article IX**

### **Boards, Committees, Councils and Task Forces**

#### **SECTION 1. FORMATION**

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

#### **SECTION 2. MEMBERSHIP**

- (a) The number of members comprising Boards, Committees, Councils and Task Forces shall be determined by the scope of responsibility and work assigned.
- (b) The National President shall, in consultation with the National President-Elect, appoint the Committee and Task Force Chairs, except the Audit Committee. The chair may serve more than one year. The National President-Elect and the National Treasurer-Elect will serve as ex-officio members of the Long Range Strategic Planning Committee. The National Treasurer will be designated as the Chair, and the National Treasurer-Elect the Vice Chair, of the Finance and Budget Committee. Chair assignments shall be ratified by the National Executive Committee.
- (c) The National President shall appoint the members of each Committee or Task Force in consultation with the National President-Elect and the



Committee and Task Force Chair, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Association membership. Also see paragraph (h) below for the Audit Committee.

- (d) The National President shall, in consultation with the National President-Elect, appoint the Chairs, Vice Chairs and members of all Association Boards, ensuring that the Boards, taken as a whole, are representative of the Association membership, and the mission and responsibilities of the particular Board. (See Board charters' for member composition.). The Chair and Vice Chair will serve a one-year term, but can be appointed to serve additional terms. All Board appointments shall be ratified by the National Executive Committee.
- (e) Senior Advisory Council members and a council chair shall be appointed by the National President, in consultation with the National Executive Committee, to address emerging Association issues. Council members do not have to be members of the Association. The Executive Director shall not chair a council involving the potential formation of Association policy. Council chair and member appointments shall be ratified by the National Executive Committee.
- (f) All members of Boards, Committees or Task Forces, except the Audit Committee and Senior Advisory Council, must be members in good standing of the Association.
- (g) Nominating Committee: The Immediate Past National President shall chair the Nominating Committee. The Nominating Committee shall consist of: three Past National Presidents, including the Immediate Past National President; the Immediate Past National Treasurer; a Past Sectional Senior Vice President; and the Immediate Past Regional Vice Presidents, from each of the AGA Sections.
  - (1) The National President shall appoint the two Past National Presidents who are not the Immediate Past National President to serve on the Nominating Committee.
  - (2) The Current Sectional Senior Vice Presidents for each AGA Section shall select from among the pool of the two (2) Past Senior Vice Presidents from each AGA Section, one member of the Nominating Committee.
  - (3) The Immediate Past Regional Vice Presidents in each AGA Section shall select from among their number one member of the Nominating Committee.
  - (4) AGA members seeking an AGA National Office are ineligible to serve on the Nominating Committee.
- (h) Audit Committee: The National President shall, in consultation with the National President-Elect, appoint the members of the Audit Committee. The

Audit Committee shall be comprised of three (3) members: one member shall be a past National Treasurer who has not served on the Finance and Budget Committee for at least two years; and two at-large members. The members of the Audit Committee shall elect a member to serve as Chair. Members are not eligible to serve more than 2 full terms on the Audit Committee. All Audit Committee appointments shall be ratified by the National Executive Committee.

### SECTION 3. TERMS OF OFFICE

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

### SECTION 4. RESPONSIBILITIES

- (a) The responsibilities of the Boards and Committees shall be specified in these Bylaws and/or stated in the Policies and Procedures adopted by the National Executive Committee.
- (b) The National Office, under the direction of the Executive Director, shall produce and distribute an annual request for member interest seeking qualified members to serve on Boards and Committees.

## **Article X**

### **Chapters**

#### SECTION 1. ORGANIZATION OF NEW CHAPTERS

- (a) Local Association chapters are established by a charter conferred by the National Executive Committee.
- (b) Any group of individuals including at least 20 persons who qualify for full membership, as provided in these Bylaws, who work or reside in any location of the world not conveniently served by an existing chapter, may petition the appropriate National Officer or Committee for a charter to form a new chapter.

- (c) Any group of individuals including at least 10 persons who qualify for special early career membership as students, as provided in these Bylaws, and have a designated faculty advisor, may petition the appropriate National Officer or Committee for a charter to form a new affiliate (student) chapter.
- (d) Upon review and recommendation of the appropriate National Officers and/or Committee, and approval by the National Executive Committee, a charter may be granted to the new chapter.

## SECTION 2. CHARTER REVOCATION

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

- (a) If active membership in the Chapter falls below ten (10).
- (b) If Chapter activities do not conform to the objectives of the Association, as set forth by these Bylaws.
- (c) If Chapter Bylaws are not consistent with these Bylaws.
- (d) If the Chapter becomes inactive.
- (e) If three-quarters (3/4) of the Chapter's members request such action.

## SECTION 3. CHAPTER REQUIREMENTS

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

## SECTION 4. GOVERNANCE

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

# Article XI

## Regions

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

## **Article XII**

### **Sections**

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

## **Article XIII**

### **Fiscal Year**

#### **SECTION 1. FISCAL YEAR**

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

## **Article XIV**

### **Financial Responsibilities**

#### **SECTION 1. AUTHORITY**

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

#### **SECTION 2. BUDGET**

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

## **Article XV**

### **Dues**

#### **SECTION 1. DUES RATES**

The annual dues rates for the different classes and categories of membership shall be set by a two-thirds (2/3) vote of the NBD, except for the corporate members. The NEC shall set and approve the corporate member dues.

#### **SECTION 2. WAIVER OF DUES - MILITARY DUES**

Any civilian member who is required to serve an initial tour of duty with the United States Armed Forces or who, as a reservist, is called upon to perform extended active duty shall be granted a leave of absence from the Association while performing such military duty. Upon request, the member's dues shall be 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 XVI**

### **Dissolution**

In the event of liquidation, dissolution or winding up of the business and affairs of the Association, whether voluntary or involuntary or by operation of law, the National Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, dispose of all assets exclusively for the purpose of the Association or to such Association or organization as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Law), in such manner as the National Board of Directors shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the District of Columbia exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

## **Article XVII**

### **Parliamentary Authority**

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

## **Article XVIII**

### **Amendments**

#### **SECTION 1. GENERAL**

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

#### **SECTION 2. ORIGINATION OF BYLAWS AND POLICIES AND PROCEDURES AMENDMENTS**

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

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

## **Article XIX**

### **Liability of Officers and Indemnification**

#### **SECTION 1. LIMITATION ON LIABILITY**

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

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

#### **SECTION 2. INDEMNIFICATION**

- (a) AGA may indemnify any current or former director, current or former officer, or any person who may have served at AGA's request as a director or officer of another Corporation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, 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 Association in advance of the final disposition of the action, suit or proceeding as authorized by the National Executive Committee in the specific case, upon receipt of an undertaking by or on behalf of the national officer or employee of the Association to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association 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 Association or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a national officer or employee of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.
- (d) The Association may purchase and maintain insurance on behalf of any person who is or was a national officer or employee of the Association, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions herein.