

Association of Government Accountants

BOSTON CHAPTER

BYLAWS

TABLE OF CONTENTS

ARTICLE I - NAME	4
ARTICLE II - ASSOCIATION MISSION, PURPOSE AND OBJECTIVE	4
SECTION 1. NATIONAL MISSION AND PURPOSE	4
SECTION 2. CHAPTER MISSION AND PURPOSE	4
SECTION 3. OBJECTIVES	4
ARTICLE III - CODE OF ETHICS	5
ARTICLE IV - MEMBERSHIP	5
SECTION 1. MEMBERS	5
SECTION 2. FULL GOVERNMENT MEMBERS	5
SECTION 3. PRIVATE SECTOR MEMBERS	6
SECTION 4. EARLY CAREER MEMBERS	6
SECTION 5. STUDENT MEMBERS	6
SECTION 6. RETIRED MEMBERS	6
SECTION 7. LIFETIME MEMBERS	6
SECTION 8. HONORARY MEMBERS	6
SECTION 9. CORPORATE MEMBERS	6
SECTION 10. GROUP MEMBERS	6
SECTION 11. DUTIES OF MEMBERS	6
SECTION 12. RESIGNATION OF MEMBERS	7
SECTION 13. REMOVAL OF MEMBERS	7
SECTION 14. REINSTATEMENT	7
ARTICLE V - MEETINGS OF MEMBERS	7
SECTION 1. CALLS TO MEETINGS	7
SECTION 2. NOTICE OF MEETINGS	7
SECTION 3. MEETING PROCEDURE	7
SECTION 4. QUORUM	8
SECTION 5. VOTING RIGHTS	8
SECTION 6. VOTING ACTIONS	8
ARTICLE VI - CHAPTER GOVERNANCE	8
SECTION 1. CHAPTER OFFICERS	8
SECTION 2. CHAPTER DIRECTORS	9
SECTION 4. CHAPTER EXECUTIVE COMMITTEE	9
ARTICLE VII – COMMITTEES, SUB-COMMITTEES AND TASK FORCES	10
SECTION 1. FORMATION	10
SECTION 2. MEMBERSHIP	10
SECTION 3. TERMS IN OFFICE	10
SECTION 4. DUTIES	10
ARTICLE VIII – NOMINATION, ELECTION AND FILLING OF VACANCIES	
OFFICERS AND DIRECTORS	10
SECTION 1. NOMINATIONS	10
SECTION 2. CAMPAIGNING	11
SECTION 3. BALLOTING	11
SECTION 4. ELECTION RESULTS	11
SECTION 5. FILLING VACANCIES	11

TABLE OF CONTENTS (CONTINUED)

ARTICLE IX – FISCAL, MEMBERSHIP, AND PROGRAM YEARS	11
SECTION 1. FISCAL YEAR	11
SECTION 2. MEMBERSHIP AND RECOGNITION YEAR	11
SECTION 3. PROGRAM YEAR	11
ARTICLE X – DUES	12
SECTION 1. DUES	12
SECTION 2. WAIVER OF DUES – MILITARY DUTY	12
ARTICLE XI – FINANCIAL RESPONSIBILITIES	12
SECTION 1. AUTHORITY	12
SECTION 2. BUDGET	12
ARTICLE XII – DISSOLUTION	13
SECTION 1. CHAPTER DISSOLUTION	13
ARTICLE XIII – AMENDMENTS	13
SECTION 1. GENERAL	13
SECTION 2. ORIGINATION OF BYLAWS & POLICIES & PROCEDURES	13
SECTION 3. PROCESSING PROCEDURES	13
ARTICLE XIV – LIABILITY OF OFFICERS AND INDEMNIFICATION	14
SECTION 1. LIMITATION OF LIABILITY	14
SECTION 2. INDEMNIFICATION	14

Association of Government Accountants

BOSTON CHAPTER BYLAWS

ARTICLE I

Name

The name of this organization shall be the Association of Government Accountants – Boston Chapter (hereinafter referred to as “the Chapter”). This Chapter is part of the Association of Government Accountants (Hereinafter referred to as “AGA”).

ARTICLE II

Association Mission, Purpose and Objectives

SECTION 1: NATIONAL MISSION AND PURPOSE:

AGA fosters learning, certification, leadership and collaboration for professionals and stakeholders committed to advancing government accountability.

AGA is the member organization for government accountability professionals and the thought leader in government financial management.

SECTION 2: CHAPTER MISSION AND PURPOSE:

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

The purpose of the Chapter is to be a professional organization dedicated to advancing government accountability. The Chapter 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 Chapter 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 area served by chapter members

SECTION 3: OBJECTIVES:

The Chapter shall have the following objectives:

- a. Primarily to instruct, train and inform government financial managers in the field of accounting, auditing, budgeting, financial management, governmental accountability and related management information systems. This continuing education process will provide for the professional development of government financial managers so that they may better serve the public.
- b. To encourage and provide educational events for the interchange of ideas among

- financial managers in government service and among government and non-government financial managers.
- c. To contribute to the advancement of government accountability 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 community for educational and other constructive endeavors.
 - e. To promote the observance of professional standards and ethics in 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 AGA's professional certification program.

ARTICLE III

CODE OF ETHICS

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, the Chapter Code of Ethics has been developed as guidance for the members of the Chapter and for information of their employers. Chapter members are expected to abide by the Association of Government Accountants Code of Ethics which the Chapter has adopted. Amendments to the Code of Ethics shall be approved by the National Board of Directors (NBD). Changes made by the NBD in accordance with Article VI, Section 1(c) (3) of the Bylaws, shall be accepted by the Chapter. The Code of Ethics shall be published via the AGA website to the membership and Certified Governmental Financial Managers (CGFM).

ARTICLE IV

MEMBERSHIP

SECTION 1: MEMBERS:

As established by the Bylaws of AGA, the members of the Chapter shall consist of: Full Government 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 (3) 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 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/vendors (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 (3) years experience.

SECTION 5. STUDENT MEMBERS:

This class of membership is available to full time 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 or to individuals attending a college or university part-time while working

SECTION 6. RETIRED MEMBERS:

This class of membership is available to individuals who have permanently retired from government, academia, nonprofit or commercial enterprise or ventures.

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 advancing government accountability. Only highly noteworthy nationally recognized individuals who cannot meet the requirements for a full government, private sector or retired member will be considered.

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 vision, mission, core values, purpose, goals and objectives.

SECTION 10. 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 (2) above.

SECTION 11. DUTIES OF MEMBERS:

It is the duty and responsibility of members to:

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

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 violation of AGA's Code of Ethics.

SECTION 13. REMOVAL OF MEMBERS:

Members may be removed by AGA as follows:

- a. Disciplining of members is performed by the Association under the terms of the National 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 (2) 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 and the Chapter four (4) months after the suspension date.
- c. Lack of cooperation with the Professional Ethics Board in any investigations of alleged violations of the Code of Ethics.
- d. Maintain current membership

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 MEETINGS:

General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as may be designated by the Chapter President. Ten (10) percent or 20 members, whichever is less, who have "voting rights", may call for special membership meetings. When necessary in the circumstances, special meetings may include virtual meetings carried out by teleconference, video conference, or E-mail.

SECTION 2. NOTICE OF MEETINGS:

Notice of each meeting of the Chapter shall be communicated to each member of the Chapter at least 10 days before the date of such meeting. Notice of a special membership meeting must be communicated to each member of the Chapter at least 14 days before the date of the meeting.

SECTION 3. MEETING PROCEDURE:

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

Annual and special membership meetings can be held at a geographic location or by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to substantially read or hear the proceedings concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

SECTION 4. QUORUM:

Twenty percent (20%) of the voting members or 20 members, whichever is less, shall constitute a quorum for the transaction of official business duty presented at any Chapter meeting.

SECTION 5. VOTING RIGHTS:

All active Chapter members shall have the right to vote on AGA and Chapter matters. The usual occurrence will be the voting for Chapter Officers and matters brought forward to the membership by the Chapter Executive Committee.

SECTION 6. VOTING ACTIONS:

Matters requiring votes by the Chapter membership shall be approved by a simple majority of those voting, except for changes to Bylaws, increases to dues, and reversal of action taken by the Chapter Executive Committee (CEC) in regard to formal policies and procedures of the Chapter, which requires approval of two-thirds (2/3) of those Chapter members voting.

ARTICLE VI

CHAPTER GOVERNANCE

SECTION 1. CHAPTER OFFICERS:

The Chapter's Elected Officers shall consist of a President, President-Elect, Immediate Past President, Secretary, and Treasurer. In addition, there may be up to five (5) Elected Vice-President positions. There shall also be no more than 15 Directors.

- a. The President shall be the prior year's President-Elect and shall serve for a one-year (1) term in addition to any period in which he/she filled a vacancy in the Office of President. The Immediate Past President shall be the outgoing President and shall serve for a one-year (1) term.
- b. The President-Elect, Secretary, and Treasurer shall be elected annually for one (1) year terms as provided in Article VII.
- c. Up to five (5) Vice-President positions shall be elected annually for one (1) year terms as provided in Article VII. The President shall select Chapter Directors to serve for one (1) year terms as provided in Article VII
- d. In the event the President resigns, the order of succession to assuming the President's duties will be President-Elect, Immediate Past President, Secretary and Treasurer.

SECTION 2. CHAPTER DIRECTORS:

The Chapter Directors shall include at least the following positions:

- a. Director of Bylaws and Procedures.
- b. Director of Community Service.
- c. Director of Professional Certification.
- d. Director of Registration.
- e. Director of Scholarships and Awards.
- f. Director of Accountability

SECTION 3. CHAPTER EXECUTIVE COMMITTEE (CEC):

- a. The CEC shall be the governing body of the Chapter and shall be comprised of the following:
 - President (Chairperson of the CEC)
 - President-Elect (Vice-Chairperson of the CEC)
 - Immediate Past President
 - Secretary
 - Treasurer
 - Vice-Presidents
 - Directors
- b. Meetings of the CEC shall be held at the call of the President or any three (3) members of the CEC. A quorum is a majority of the CEC.
- c. CEC Voting Action: Matters requiring a vote by the CEC shall be approved by a majority of those present and voting.
- d. The President shall preside at all meetings. In the absence of the President, the President Elect shall preside at the meeting.
- e. In the absence of the President and the President-Elect, the officer to preside shall be determined in the following succession: Immediate Past-President, Secretary, and Treasurer.
- f. In lieu of a physical meeting, or when a quorum is not present, the President may call for a poll vote (via mail, e-mail, or phone) on matters requiring a CEC vote. For poll votes, a majority of all the CEC members is required to approve a matter presented.
- g. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following:
 - Promulgate the policies and programs of AGA and the Chapter;
 - Adopt an Annual Budget and approve revisions thereof in excess of ten (10) percent of budgeted expenses;
 - Establish a Chapter dues schedule for all classes of members;
 - Develop a Policy and Procedures Manual for the Chapter; and
 - Review all actions and programs of the Chapter's Committees, Sub-Committees, and Task Forces and request those groups to appear before the CEC at the appropriate times.

ARTICLE VII

COMMITTEES, SUB-COMMITTEES AND TASK FORCES

SECTION 1. FORMATION:

The Chapter President, upon ratification by the CEC, may establish such Committees, Sub-Committees and Task Forces as may be needed to assist the CEC in carrying out the programs and operations of the Chapter. There shall be five (5) standing Committees: Nominating, Executive, Community Service, Scholarships and Awards and Education Committees. In addition, the President may establish other Committees, Sub-Committees and Task Forces.

SECTION 2. MEMBERSHIP:

- a. The number of members comprising Committees, Sub-Committees and Task Forces shall be determined by the scope of the responsibility and work assigned.
- b. The President shall, in consultation of the Chapter President-Elect appoint the Committee and Task Force Chairperson. The Chairpersons may serve more than one (1) year. The CEC shall ratify Chairperson assignments.
- c. The President shall, in consultation with the Chapter President-Elect and the Committee and Task Force Chairpersons, appoint the members of each Committee or Task Force, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Chapter membership.
- d. All members of Committees or Task Forces must be members in good standing of AGA and the Chapter.
- e. The Nominating Committee shall consist of the President-Elect, two (2) Past-Presidents appointed by the President and up to three (3) Chapter members selected by the CEC. The President-Elect shall be the Chairperson of the Committee.

SECTION 3. TERMS IN OFFICE:

- a. Members of Committees shall be appointed for one (1) year. Members may be reappointed for additional terms.
- b. Members of Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.

SECTION 4. DUTIES:

The duties assigned to the Committees, Sub-Committees and Task Forces are to be set forth in the Policy and Procedures Manual.

ARTICLE VIII

NOMINATION, ELECTION AND FILLING OF VACANCIES, OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS:

- a. By no later than March 1 of each year, the Nominating Committee shall select from the names it obtains from the Chapter membership at least one (1) candidate for the offices of the President-Elect, Secretary, Treasurer, and not more than five

- (5) candidates for Vice President. All nominees must indicate their willingness to serve if elected.
- b. Ten (10) percent of the Chapter members or 20 members (whichever is less) may submit an independent nomination for the aforementioned offices. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and shall be filed with the President-Elect by February 15'th.
 - c. To be eligible for office in the Chapter, a member must be a Full Government, Private Sector Member or a retired member in good standing. The President or President-Elect may not succeed himself/herself by election, unless such person is filling the unexpired term of another duly elected officer.
 - d. The Chapter Nominating Committee shall ensure that the professional backgrounds of officer and director candidates are commensurate with the duties of these positions.

SECTION 2. CAMPAIGNING:

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING:

When there is a contest for an elective office, ballots will be communicated in such form as the Bylaws and Procedures Director may designate.

SECTION 4. ELECTION RESULTS:

Results of elections shall be tabulated as designed by the Bylaws and Procedures Director and the Chapter Executive Committee, which will certify results to the President no later than April 15. Where there is no contest for an elective office, the Bylaws and Procedures Director shall certify the election to the President without ballot.

SECTION 5. FILLING VACANCIES:

In the event of a vacancy occurring in the office of President, the order of succession is listed in Article VI, Section 1.d. In the case of a vacancy in any other officer position, the CEC shall fill the vacancy.

ARTICLE IX

FISCAL, MEMBERSHIP AND PROGRAM YEARS

SECTION 1. FISCAL YEAR:

The fiscal year of the Chapter shall end at the close of business on June 30'th of each year.

SECTION 2. MEMBERSHIP AND RECOGNITION YEAR:

The membership and recognition year of AGA shall end at the close of business on May 31'st of each year.

SECTION 3. PROGRAM YEAR:

The program year of AGA shall end at the close of business on May 31'st of each year.

ARTICLE X

DUES

SECTION 1. DUES:

- a. The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by two-thirds (2/3) vote of the CEC.
- b. A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two (2) 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 and the Chapter four (4) months after the suspension date.
- c. The CEC may recommend reinstatement of a member whose membership had been forfeited for nonpayment of dues.
- d. The National Executive Committee (NEC) as provided in the Association's Policies and Procedures may suspend membership in the Association and the Chapter.

SECTION 2. WAIVER OF DUES-MILITARY DUTY:

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 XI

FINANCIAL RESPONSIBILITIES

SECTION 1. AUTHORITY:

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

SECTION 2. BUDGET: Approval of the budget by the CEC shall constitute authority for responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than ten percent (10%) unless it has advance approval by the CEC.

ARTICLE XII

CHAPTER DISSOLUTION

SECTION 1. CHAPTER DISSOLUTION

The periods of the existence and duration of the Chapter shall be perpetual. In the event of the liquidation, dissolution or winding-up of the Chapter whether voluntary or involuntary or by operation of law, none of the property of the Chapter or any proceeds thereof shall be distributed among the members of the Chapter. However, after payment of, or after making provision for all debts and liabilities of the Chapter, all remaining assets and property of every nature and description whatsoever shall be paid over and transferred to the Association or to organizations 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 CEC shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the Commonwealth of Massachusetts exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

ARTICLE XIII

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 CEC, provided that any such action of the CEC 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 Policy and Procedures Manual shall be submitted in the following:

- a. By proposal in writing to the President-Elect, or President if the President-Elect position is vacant, from any Chapter Committee or the National Office.
- b. By proposal in writing to the President-Elect signed by ten percent (10%) of the membership or 20 members of the Chapter, whichever is less.

SECTION 3. PROCESSING PROCEDURES:

Proposals shall be submitted to the Bylaws and Procedures Committee. The Chapter Bylaws cannot contradict nor contain any ambiguity in relation to the Association's 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 vote. An affirmative vote by two-thirds (2/3) of those voting is required for approval. After ratification by the Chapter membership, the amendments to the Chapter Bylaws should be forwarded to the Association's National

Office. Modification to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

- a. Notwithstanding any provision to the contrary, the real and personal property of the Chapter officers shall not be available to satisfy any Chapter's debts to any extent whatever.
- b. Chapter officers shall include those elected and appointed officers and directors of the Chapter, members of the CEC and those elected and appointed members of the Chapter's duly constituted Committees and Task Forces.

ARTICLE XIV

LIABILITY OF OFFICERS AND INDEMNIFICATION

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 debts to any extent whatever.
- b. Chapter officers shall include those elected and appointed officers and directors of the Chapter, members of the CEC and those elected and appointed members of the Chapter duly constituted Committees and Task Forces.

SECTION 2. INDEMNIFICATION:

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 or 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 party by reason of being or have been such director or officer, if such person acted in good faith and, in the case of conduct in an official capacity was in the best interests of AGA, or in all other cases, that his or her conduct was not opposed to the best interests of AGA. In the case of any criminal proceeding, an eligible seeking indemnification must have had no reasonable cause to believe his or conduct was unlawful.

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 a 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.

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 persons.