

# **ASSOCIATION OF GOVERNMENT ACCOUNTANTS**

**IDAHO CENTENNIAL CHAPTER**

**BYLAWS**

**September 18, 2003**

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**Association of Government Accountants**  
Idaho Centennial Chapter

**BYLAWS**

*Article I*  
*Name*

The name of this organization is the Association of Government Accountants — Idaho Centennial 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*  
*Chapter Purpose and Objectives*

**SECTION 1. PURPOSE**

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

The purpose of the Association and Chapter is to be a professional organization dedicated to the advancement of government financial management. 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 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 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 non-government financial managers.
- (c) To contribute to the advancement of financial management principles and standards and through educational events promote appropriate utilization of financial management methods and techniques to improve management control and accountability to the public.
- (d) To bring together professional financial managers in 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 AGA Code of Ethics has been developed as guidance for the members of the Association, certified government financial managers (CGFMs), and for the information of their employers. AGA members and/or CGFMs are expected to abide by the Association's Code of Ethics and the Chapter has adopted the AGA Code of Ethics.

*Article IV  
Membership*

**SECTION 1. DUTIES OF MEMBERS**

It is the duty and responsibility of members to:

- (a) Endorse the purpose and objectives of the Chapter and the Association;
- (b) Uphold and be guided in their professional conduct by the Association's Code of Ethics; and
- (c) Cooperate with AGA's Professional Ethics Board in any investigations of violations of the Code of Ethics.

**SECTION 2. RESIGNATION OF MEMBERS**

Members may resign at any time, except that no member shall be permitted to resign while under investigation for a violation of the Association's Code of Ethics.

**SECTION 3. REMOVAL OF MEMBERS**

- (a) Disciplining of members is performed by the Chapter under the terms of the AGA 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.

*Article V  
Meetings of Members*

**SECTION 1. CALLS TO MEETING**

General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as may be designated by the Chapter President.

## **SECTION 2. NOTICE OF MEETINGS**

Notice of each general membership meeting of the Chapter must be provided to each member of the Chapter at least 7 days prior to the meeting.

## **SECTION 3. QUORUM**

Twenty percent of the members or **35** 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 Chapter matters.

## **SECTION 5. VOTING ACTIONS**

Matters requiring a vote by the Chapter members shall be approved by most votes of the members present at a meeting at which a quorum is present.

### *Article VI* *Chapter Governance*

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

- (a) The governing body of the Chapter shall be the CEC consisting of the following:
  - Chapter President (Chair of the CEC)
  - Chapter President-elect (Vice-Chair of the CEC)
  - Immediate Past Chapter President
  - Chapter Secretary
  - Chapter Treasurer
  - Committee Chairs
- (b) CEC Meetings and Quorum: The CEC shall meet preferably monthly at the call of the Chapter President. A quorum for the CEC meetings is **5** members.
- (c) CEC Voting Action: 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 absence of the President, 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 majority of the CEC members is required to approve a matter presented.
- (e) Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following matters:
  - (1) Promulgate the policies and programs of the Association and Chapter.
  - (2) Establish Chapter dues.
  - (3) Review all actions and programs of the Chapters Committees, Sub-committees, and Task Forces. The CEC may require a Committee, Sub-committee or Task Force to appear before it at appropriate times.

*Article VII*  
*Chapter Officers and Committee Chairs*

**SECTION 1. CHAPTER OFFICERS**

- (a) The Chapter Officers shall be the President, President-elect, Immediate Past President, Secretary, and Treasurer.
- (b) The President shall be the prior year's President-elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of President.
- (c) The President-elect, Treasurer, and Secretary shall be elected annually for a one-year term as provided in Article VIII.

**SECTION 2. COMMITTEE CHAIRS**

- (a) The Committee Chairs shall include as needed the following positions:
  - Bylaws and Procedures
  - Communications (Newsletter/website, etc.)
  - Community Service
  - Early Careers
  - Education
  - Membership
  - Professional Certification
  - Programs/Technical Meetings
- (b) The Chapter President shall appoint committee chairs every year.

**SECTION 3. REMOVAL OF CHAPTER OFFICERS AND/OR COMMITTEE CHAIRS**

The Chapter Executive Committee may remove any Chapter Officer and/or Committee Chair by a majority vote, if the applicable Chapter Officer and/or Committee Chair is not meeting his/her responsibilities.

*Article VIII*  
*Nomination, Election and Filling Vacancies for Officers and Committee Chairs*

**SECTION 1. NOMINATIONS**

The President-Elect shall submit the names of the candidates received from the chapter membership for the offices of President-elect, Treasurer and Secretary at the last meeting of the program year (typically the May meeting).

- (a) To be eligible for office as President-elect, Treasurer, Secretary or Committee Chair in the Chapter, a member must be a member in good standing.

**SECTION 2. ELECTIONS**

Members will vote on candidates for President, President-elect, Treasurer and Secretary.

**SECTION 3. FILLING OF 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 office of President-elect, the President shall select a nominee for the vacant position.
- (b) In the event of a vacancy occurring in the office of Secretary, Treasurer or Committee Chair before the term is completed, the President will appoint a Chapter member to serve the unexpired term. Such appointments shall be ratified by the CEC.

*Article IX*  
**Committees, Sub-Committees and Task Forces**

**SECTION 1. FORMATION**

Committees, sub-committees and task forces shall be formed on an as needed basis.

**Article X**  
**Fiscal, Membership, and Program Years**

**SECTION 1. FISCAL YEAR**

The fiscal year of the Chapter shall end at the close of business on the *30th* day of *June of each year*. **NOTE: The Association fiscal year ends on March 31<sup>st</sup>.**

**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 the 30<sup>th</sup> day of June of each year.

*Article XI*  
**Financial Responsibilities**

**SECTION 1. AUTHORITY**

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

***Article XII***  
***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 to the National AGA Office for the purpose of the Chapter or to such Association or organization as shall at the time qualify as exempt under Section 501©(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.

***Article XIII***  
***Parliamentary Authority***

Robert’s Rules of Order, Newly Revised, shall govern all meetings of the Chapter unless otherwise provided by statute, or these Bylaws.

***Article XIV***  
***Amendments***

**SECTION 1. GENERAL**

The power to make, alter, amend or repeal the Bylaws shall be vested in the Chapter membership.

**SECTION 2. ORIGINATION OF BYLAWS AMENDMENTS**

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

- (a) By proposal, in writing, to the President, from any Chapter Committee or the National Office.

**SECTION 3. PROCESSING PROCEDURES**

Proposals shall be submitted to the Chapter’s President. 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 the analysis shall be submitted to the CEC who shall submit Bylaws changes to the Chapter membership for a vote. An affirmative vote by two-thirds of those Chapter members present 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.

*Article XV*  
*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 committee chair, 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 committee chair 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 committee chairs 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 committee chair of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such person.