

**Association of Government Accountants
ROANOKE CHAPTER BYLAWS
April 24, 2001**

**ASSOCIATION OF GOVERNMENT ACCOUNTANTS
(ROANOKE) CHAPTER**

BYLAWS

EFFECTIVE APRIL 24, 2001

Association of Government Accountants
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ARTICLE I
NAME AND OBJECTIVES

SECTION 1. NAME

The name of this organization shall be the Association of Government Accountants - **Roanoke Chapter** (hereinafter referred to as "the Chapter"). This Chapter is a part of the Association of Government Accountants (hereinafter referred to as "the Association").

SECTION 2. 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 enhancement 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 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 3 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, 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.

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- c. To contribute to the advancement of financial management principles and standards and through educational events to 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.

SECTION 4. CODE OF ETHICS

- a. In order to foster the highest professional standards and behavior as well as to promote 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 II
MEMBERSHIP**

SECTION 1. MEMBERS

As established in the Bylaws of the Association, the members of the Chapter shall consist of Full Members, Early Career Members, Special Early Career Members, Retired Members, Lifetime Members, Honorary Members and Corporate Members.

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SECTION 2. FULL MEMBERS

This class of membership requires six 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 objective as the Association, of who have made a contribution toward the improvement of financial management in government.

SECTION 3. EARLY CAREER MEMBERS

This class of membership is available to individuals whose experience does not meet the qualitative requirements for Full membership. Full-time students interested in public sector financial management are eligible to be Special Early Career Members of the Association as are individuals in their first year of employment.

SECTION 4. SPECIAL EARLY CAREER MEMBERS

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

SECTION 5. RETIRED MEMBERS

A Full member upon retirement from full-time employment may become a Retired Member.

SECTION 6. 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 7. 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

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to governmental financial management. Only highly noteworthy nationally recognized individuals who cannot meet the requirements for a full or retired member will be considered.

SECTION 8. 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 9. 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 Chapter's and the Association's Codes of Ethics; and
- c. Cooperate with the appropriate authority in any investigations of violations of the Code Ethics.

SECTION 10. 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 11. REMOVAL OF MEMBERS

Membership may be revoked or suspended by the Association only. If the Chapter membership committee and the Chapter Executive Committee determine that any member has acted detrimentally to the objectives of the Association or Chapter, as set forth in the Bylaws, or violated the Code of Ethics of the Association, they shall furnish the Association's Membership Committee with the complete details of the situation. Membership may also be revoked for non-payment of dues. (See Article VI, Section 1.b)

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SECTION 12. REINSTATEMENT

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

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. CALLS TO MEETING

Meetings of members 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 President. Special membership meetings may be called by members having at least 5 of the votes entitled to be cast at such meeting.

SECTION 2. NOTICE OF MEETING

Notice of each meeting of the Chapter shall be given to each member of the Chapter at least **thirty** days before the date of such meeting. Notice of a special membership meeting must be provided to each member of the Chapter at least **ten** 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.

SECTION 4. QUORUM

Twenty percent of the members or **(4)** members, whichever is less, shall constitute a quorum for the transaction of official business duly presented at any Chapter meeting.

SECTION 5. VOTING RIGHTS

All members shall have the right to vote on Association and Chapter matters. The usual occurrence will be the voting for National President-Elect, Regional Vice President-Elect, and Chapter Officers and Directors.

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SECTION 6. VOTING ACTIONS

Matters requiring votes by the Chapter shall be approved by a plurality (i.e., most votes) of those voting, except for Bylaws changes and Chapter dues increases. (See Article VII, Section 2.a. and Article VI, Section 1.a.)

**ARTICLE IV
CHAPTER ORGANIZATION**

SECTION 1. OFFICERS AND DIRECTORS

The Chapter Officers shall be the President, President-Elect, Secretary and Treasurer. There shall also be no more than **(6)** Directors.

- a. The president shall be the prior's 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.
- b. The President-Elect, Secretary, Treasurer, and Directors shall be elected annually for 1-year terms as provided in Article V.

SECTION 2. CHAPTER EXECUTIVE COMMITTEE (CEC)

- a. The CEC shall be the governing body of the Chapter and shall be comprised of the

Chapter President (Chair of the CEC)
Chapter President-Elect (Vice-Chair of the CEC)
Immediate Past Chapter President
Chapter Secretary
Chapter Treasurer
Chapter Directors

- b. Meetings of the CEC **may** be held monthly **or** at the call of the President or any **(2)** members of the CEC. A quorum is **(4)** persons.

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- 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 officer to preside shall be determined in the following succession: President-Elect, Immediate Past President, Secretary and Treasurer.
- e. In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email or telephone) on matters requiring a CEC vote. For poll votes, a majority of the CEC members is required to approve a matter presented.
- f. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following:
 - (1) Promulgate the policies and programs of the Association and Chapter.
 - (2) Adopt an Annual Budget and approve revisions thereof in excess of ten percent of budgeted expenditures.
 - (3) Establish a Chapter dues schedule for all classes of members.
 - (4) Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all changes in the Manual.
 - (5) Review all actions and programs of the Chapter's Committees, Subcommittees and Task Forces and request those groups to appear before the CEC at appropriate times.

SECTION 3. COMMITTEES, SUB-COMMITTEES AND TASK FORCES

- a. There shall be two standing Committees, Nominating and Executive; In addition, the President, after ratification by the CEC, may establish committees, Sub-Committees and Task Forces to assist in carrying out the program and operation of the Chapter.
- b. The Nominating committee shall consist of the President-Elect, (2) Past-Chapter Presidents appointed by the President, and three Chapter members selected by the CEC. The President shall appoint the chairperson of the Committee from among its members.

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SECTION 4. TERMS OF OFFICE

- a. Members of committees shall be appointed for two-year terms. The terms shall be such that one-third of the membership shall be appointed each year. Members may be re-appointed for an additional term(s).

- b. Members of Sub-Committees and Task Forces shall be appointed for the duration of the Sub-committee or Task Force.

SECTION 5. DUTIES OF COMMITTEES, SUB-COMMITTEES AND TASK FORCES

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

**ARTICLE V
NOMINATION, ELECTION AND FILLING
OF 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 and not more than **(6)** candidates for Directors, not later than (January 1) of each year. All nominees must indicate their willingness to serve if elected.

- b. **(10%)** percent of the Chapter members or 4 members may submit an independent nomination for the above named 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 15th)** of any year.

- c. To be eligible for office in the Chapter, a member must be a full or associate member in good standing, except that a retiring member will be allowed to serve out the term to which elected. The President or President-Elect may not succeed himself/herself by election, unless such person is full-filling the unexpired term of another duly elected officer.

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SECTION 2. BALLOTING

Ballots will be prepared in such form as the Bylaws and Procedures committee may designate and shall be submitted to the membership after (**February 15th**) and not later than (April 1).

SECTION 3. ELECTION RESULTS

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

SECTION 4. FILLING VACANCIES

In the event of a vacancy occurring in the office of President, the President-Elect will succeed.
In

the event of a vacancy in the office of President-Elect, the office will remain vacant until a special or regular election is held. In the case of a vacancy in any other officer of Director position, the CEC shall fill the vacancy.

ARTICLE VI
FINANCIAL ADMINISTRATION

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 vote of the CEC. (See Article III, Section 6.)
- 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.

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- c. The Membership committee may recommend reinstatement of a member whose membership had been forfeited for nonpayment of dues.
- d. 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 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.

SECTION 2. FINANCIAL RESPONSIBILITIES

- a. The CEC shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter.
- b. Approval of the budget by the CEC shall constitute authority for responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than ten percent unless it has advance approval of the CEC.

SECTION 3. 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 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 **(City of Roanoke)** exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose."

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SECTION 4. FISCAL YEAR

The fiscal year of the Chapter shall end at the close of business on the (30th) day of **(June)** each year.

SECTION 5. MEMBERSHIP AND RECOGNITION YEAR

The membership and recognition year of the Chapter shall end at the close of business on the 30th day of April of each year.

SECTION 6. PROGRAM YEAR

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

**ARTICLE VII
AMENDMENTS TO BYLAWS AND
POLICY AND PROCEDURES MANUAL**

SECTION 1. ORIGINATION OF AMENDMENTS

Proposed changes in these Bylaws and the Policy and Procedures Manual shall be submitted in the following manner:

- a. By proposal in writing to the President-Elect, or President if the President-Elect position is vacant, from any Committee.
- b. By proposal in writing to the President-Elect signed by (10%) percent of Membership or (2) members of the Chapter, whichever is less.

SECTION 2. PROCESSING PROCEDURES

- a. Proposals shall be submitted to the Bylaws and Procedures Committee. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the CEC who shall submit Bylaws changes to the Chapter membership for vote. An affirmative vote by two-thirds of those voting is required for approval. Modification to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

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**ARTICLE VIII
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 corporate debts to any extent whatever.
- b. Chapter officers shall include those elected and appointed officers of the Chapter, members of the Chapter Executive Committee and those elected and appointed members of the Chapter's duly constituted Boards, Committees and Task Forces.

SECTION 2. INDEMNIFICATION

- a. General indemnification: Any person who, by reason the fact he or she is or was an officer or director or member of a duly constituted board, committee or task force, as defined in Section 1, is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, shall be indemnified by the Chapter, provided, however, he or she acted in good faith within the scope of his or her Chapter responsibilities and in a manner he or she reasonably believed to be in the best interests of the Chapter and provided that with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Such indemnification shall be provided for expenses, including attorney's fees, judgment, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding; provided, however, that with respect to an action or suit by or in the name of the Chapter, such indemnification shall be only for expenses, including attorney's fees, and in such cases no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for willful or gross negligence or misconduct in the performance of his or her duty to the Association, unless so ordered by a court of competent jurisdiction. To the extent that such officer or official of the Chapter has been successful on the merits or otherwise in defense of any claim issue or matter

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therein, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonable incurred by him or her in connection with the action, suit or proceeding.

Any other indemnification hereunder, unless ordered by a court, shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the officer or official of the Chapter is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. The determination shall be made by the Chapter Executive Committee by a majority vote of a quorum consisting of Chapter Executive Committee members who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested Chapter Executive Committee members so directs, by independent legal counsel in a written opinion, or by the members of the Chapter. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Chapter, or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

- 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 officer or official 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 national officer or employee of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

- d. The Chapter may purchase and maintain insurance on behalf of any person who

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is or was an officer or official of the Chapter, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provision herein.