Association of Government Accountants

BOSTON CHAPTER

BYLAWS
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Association of Government Accountants

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 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 AGA is to be a professional organization dedicated to the advancement of government financial management. The AGA 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 AGA 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: 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 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 area served by chapter members

SECTION 3: AFFILIATE CHAPTER MISSION AND PURPOSE.

When deemed appropriate the Chapter may propose to establish an Affiliate Chapter for
the purpose of accommodating current and/or potential members whose participation in chapter activities is restricted due to geographic distance. The Affiliate Chapter shall adhere to all sections of these by-laws. Special attention to the affiliate is noted in Article VI Governance.

SECTION 4: 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 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 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 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 (Attachment I) 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 shall be accepted by the Chapter. The Code of Ethics shall be published and distributed to the membership by AGA.

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, and Corporate Members.
SECTION 2. FULL GOVERNMENT MEMBERS:
This class of membership requires three (3) or more years of government experience acceptable to the AGA 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 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 AGA 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 AGA 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. **DUTIES OF MEMBERS:**
It is the duty and responsibility of members to:

a. Endorse the purpose and objectives of the Chapter and AGA

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 11. **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 12. **REMOVAL OF MEMBERS:**
Members may be removed by AGA as follows:

a. Disciplining of members is performed by AGA under the terms of the AGA Bylaws and as provided in AGA’s Policies and Procedures.

b. A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two (2) months after the due date shall be suspended automatically as a member of AGA and the Chapter. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of AGA and the Chapter four (4) months after the suspension date.

c. The National Executive Committee as provided in AGA’s Policies and Procedures may suspend membership in AGA.

SECTION 13. **REINSTATEMENT:**
AGA’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 given to each member of the Chapter at least 10 days before the date of such meeting. Notice of a special membership meeting must be provided 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.

SECTION 4. QUORUM:
Twenty percent (20%) of the 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 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. (See Article XII, Section 1 and 3.)

ARTICLE VI
CHAPTER GOVERNANCE

SECTION 1. CHAPTER OFFICERS:
The Chapter Officers shall consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, and Assistant Treasurer. In addition, there may be up to five (5) 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.
b. The President-Elect, Secretary, Treasurer, and Assistant Treasurer shall be elected annually for one (1) year terms as provided in Article VII.
c. Vice-President for Education and Programs and Vice President for Planning shall be elected annually for one (1) year terms as provided in Article VII. The President-Elect may nominate two (2) additional Vice Presidents to be elected for one (1) year terms to be served during his/her term as Chapter President as provided in Article VII.
d. A Vice-President for Affiliate Operations shall be elected annually for one (1) year terms as provided in Article VII and perform the duties of the Affiliate Chapter President for any purpose specific to the affiliate chapter.
e. The President shall select Chapter Directors to serve for one (1) year terms as provided in Article VII.
f. In the event the President resigns, the order of succession to assuming the President’s duties will be President-Elect, Immediate Past President, Secretary
SECTION 2. CHAPTER DIRECTORS:
The Chapter Directors shall include at least the following positions:
  a. Director of Bylaws and Procedures.
  b. Director of Communications (Newsletter/website, etc.).
  c. Director of Community Service.
  d. Director of Early Careers.
  e. Director of Membership.
  f. Director of Professional Certification.
  g. Director of Registration.
  h. Director of Scholarships and Awards.

SECTION 3. AFFILIATE DIRECTORS:
The Affiliate Chapter Directors shall include at least the following positions:
  a. Director of Communications (Newsletter/website, etc.).
  b. Director of Membership.
  c. Director of Planning.
  d. Director of Registration.
  e. Director of Education.

SECTION 4. 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
     • Assistant Treasurer
     • Vice-Presidents (including Affiliate Operations)
     Directors (excluding affiliate directors who will participate as CED members for the affiliate chapter in accordance with section 5.
  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 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 approval a matter presented.
  g. Affiliate Chapter Directors are non voting members but may attend any meeting.
  h. 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.

SECTION 5. AFFILIATE CHAPTER EXECUTIVE COMMITTEE (AEC)

The Affiliate CEC shall be comprised of the following:
• Chapter President (Vice-Chairperson of the AEC)
  ___ Vice President of Affiliate Operations (Chairperson of the AEC)
  ___ Chapter President-Elect
  ___ Chapter Secretary
  ___ Chapter Treasurer
  ___ Assistant Treasurer
  ___ Directors of Affiliate Chapter

i. Meetings of the AEC shall be held at the call of the Vice President of Affiliate Operations or any three (3) members of the AEC. A quorum is a majority of the AEC.

j. AEC Voting Action: Matters requiring a vote by the AEC shall be approved by a majority of those present and voting.

k. The Vice President of Affiliate Operations shall preside at all meetings. In his/her absence, the Chapter President shall preside at the meeting.

l. In lieu of a meeting, or when a quorum is not present, the Chairperson may call for a poll vote (via mail, e-mail, or phone) on matters requiring an AEC vote. For poll votes, a majority of all the AEC members is required to approval a matter presented.

m. Other Chapter Officers and Directors are not official members but may attend any meeting.

n. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the AEC shall have among its responsibilities the following:
  • Adhere to 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;
  • Develop a Policy and Procedures Manual for the Affiliate Chapter and see that is and all changes to it are approved; and
  • Review all actions and programs of the Affiliate Chapter’s Committees, Sub-Committees, and Task Forces and request those groups to appear before the AEC 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, Membership, Bylaws and Procedures, and Training 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 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. (See Appendix II)

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, Assistant Treasurer, and not more than five (5) candidates for Vice President. One of these candidates shall be the Vice President for Affiliate Operations. 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 15th.

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 if 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. BALLOTTING:
Ballots will be prepared in such form as the Bylaws and Procedure’s Committee may designate and shall be submitted to the membership after March 1st and no later than April 30.

SECTION 4. ELECTION RESULTS:
Results of elections shall be tabulated as designed by the Bylaws and Procedures Committee, which will certify results to the President no later than May 15. Where there is no contest for an elective office, the Bylaws and Procedures Committee 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.f. 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 the 30th of June each year.

SECTION 2. MEMBERSHIP AND RECOGNITION YEAR:
The membership and recognition year of AGA shall end at the close of business on the 30th day of May each year.

SECTION 3. PROGRAM YEAR:
The program year of AGA shall end at the close of business on the 30th of May 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. (See Article V, Section 3.g)
b. Chapter dues shall be the same for the Affiliate Chapter.
c. 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 AGA and the Chapter. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of AGA and the Chapter four (4) months after the suspension date. (See Article IV, Section 12.b)
d. The Membership Committee may recommend reinstatement of a member whose membership had been forfeited for nonpayment of dues.
e. The National Executive Committee (NEC) as provided in AGA’s Policies and Procedures may suspend membership in AGA 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 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 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.

SECTION 3. AFFILIATE FINANCIAL RESPONSIBILITIES.
Dues for members in the Affiliate Chapter as well as revenue and expenses for programs solely collected on behalf of the Affiliate Chapter shall be held by the Chapter and used to satisfy obligations incurred by the Affiliate Chapter. The Treasurer and Assistant Treasurer shall collaborate to present a separate accounting for Affiliate financial activity.

ARTICLE XII

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, 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 any corporation, fund or foundation is one which is organized and operated exclusively for scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual. The receiving organization must be founded exclusively for social welfare, education and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Laws and for making of distributions to organizations that qualify as exempt organizations under aforementioned laws.

SECTION 2. AFFILIATE 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 this Chapter, 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 any corporation, fund or foundation is one which is organized and operated exclusively for scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual. The receiving organization must be founded exclusively for social welfare, education and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Laws and for making of distributions to organizations that qualify as exempt organizations under aforementioned laws.

SECTION 3. AFFILIATE CHAPTER BECOMES FULL CHAPTER
In the event that the Affiliate Chapter becomes strong enough to support its own operation, its members may with a majority of members in attendance vote to form its own chapter and separate from the original chapter. In this case all references in these bylaws relevant
to the Affiliate Chapter shall be null and void. When this occurs any funds held by the
Chapter held for the Affiliate Chapter will be transferred to the Affiliate Chapter.

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 AGA National Bylaws. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the CEC who shall submit Bylaw changes to the Chapter membership for 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 AGA 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:

a. The Chapter may indemnify any current or former director, current or former officer, or any person who may have served at the Chapter’s request as a director of 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, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to the 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 CEC 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 applicable statute as amended from time to time, any bylaw, agreement, vote of the members of the Chapter or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Chapter officer or director of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such person.