

**ASSOCIATION OF  
GOVERNMENT  
ACCOUNTANTS**

**NEW ORLEANS CHAPTER  
BY-LAWS**

**JANUARY 1, 2003**

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**Association of Government Accountants  
New Orleans Chapter  
BYLAWS**

**Article 1**

**Name**

The name of this organization is the Association of Government Accountants – New Orleans 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**

**Association 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 Association shall serve its members by providing or sponsoring appropriate educational programs, encouraging professional development, influencing government financial management policies and practices, and serving as an advocate for the profession. The Association shall serve government officials and the public by sponsoring efforts to ensure full and fair accountability for all public monies and by providing a variety of pro bono services throughout the United States and its territories that support that end.

**SECTION 2. OBJECTIVES**

The Association 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.

### **SECTION 3. FURTHERANCE OF OBJECTIVES**

In order to further its objectives, the Chapter shall:

- (a) Hold technical and general meetings, seminars, symposia, and other group discussions.
- (b) Periodically publish matters of interest to the membership, including selected papers presented at technical meetings.
- (c) Cooperate with other professional organizations in matters of mutual interest.
- (d) Promote the interchange of ideas with other professional organizations in matters of mutual interest.
- (e) Cooperate with interested educational institutions with respect to curricula requirements and training materials for government financial managers.
- (f) Cooperate with interested government agencies in the recognition of financial management as a professional career and the development of programs for personnel selection, training, and advancement in the government service.
- (g) Cooperate with all government agencies in the development and improvement of financial management in their operations.
- (h) Give formal recognition to persons who have made outstanding contributions to the achievement of the Chapter's objectives.

- (i) Periodically reviews the Code of Ethics for continued applicability.
- (j) Sponsor educational programs for its members involving on-the-job classroom, and / or home-study.

## **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 (CGFM's), and for the information of their employers. AGA members and/or CGFM's are expected to abide by the Association's Code of Ethics and the Chapter has adopted the AGA Code of Ethics.

In instances where reference is made to a member in the section, it is intended to include all classes of membership. Where reference is made to an employer, it is intended to apply to a government agency as an entity and to a non-government organization to the extent the principle is considered applicable.

(a) With respect to personal behavior members shall:

- (1) Not engage in acts or be associated with activities, which are contrary to the public interest or bring discredit to the Chapter or the Association.
- (2) Not engage in private employment or act as an independent practitioner for remuneration except with the consent of their employer.
- (3) Not purposefully transmit or use confidential information obtained in professional work for personal gain or other advantage.

(b) With respect to professional competence and performance, members shall:

- (1) Strive to fulfill all work-related responsibilities and supervise the work of subordinates with the highest degree of professional care.
- (2) Continually seek to increase their professional knowledge and skills to improve service to employers, associates, and fellow members.
- (3) Render opinions, observations, and conclusions for official purposes only after appropriate professional consideration of the pertinent facts.

(4) Exercise diligence, objectivity and honesty in their professional activities and beware of their responsibility to disclose any and all improprieties that may come to their attention.

(5) Be aware of and strive to apply work-related requirements and standards prescribed by authorized public agencies and employers which may be applicable to their work.

(C) With respect to responsibility to others, members shall:

(1) Consider the public interest to be paramount in the performance of any assignment.

(2) Not engage in any activity or relationship which creates or gives the appearance of a conflict with their employer-related activities.

(3) Identify personal opinions which may differ from official positions of employers, while participating in speaking engagements or writing for publications.

## **Article IV**

### **Membership**

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

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.

#### **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 operational, administrative and/or supervisory capacity. This class is also available to individuals outside the government who are engaged in educational or private sector activities having the same objectives as the Association, or who have made a contribution toward the improvement of government financial management.

#### **SECTION 3. EARLY CAREER MEMBERS**

This class of membership is available to individuals whose experience does not meet the quantitative (i.e. 6 or more years) and/or qualitative requirements for full membership.

#### **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 (1) year or more.

#### **SECTION 5. 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 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 a member's distinguished service to the Association and/or exemplary contributions to government financial management. Only highly noteworthy nationally recognized individuals who can not 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, corporate, 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 Association's Code of Ethics.
- (c) Cooperate with AGA's Professional Ethics Board in any Investigations of the Code of Ethics.



## **SECTION 10. RESIGNATION OF MEMBERS**

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

## **SECTION 11. REMOVAL OF MEMBERS**

- (a) Disciplining of members is performed by the Association under terms of the AGA Bylaws and is provided in the Association's Policies and Procedures.
- (b) A member who has been appropriately invoiced and has failed to pay his or her membership dues for a period of two months after the due date shall be suspended automatically as a member of the Association. Suspended members who continue to fail to pay their membership dues, shall be removed automatically from the rolls of the Association four months after the suspension date.
- (c) The National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.

## **SECTION 12. REINSTATEMENT**

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

### **Article V**

#### **Meetings of Members**

### **SECTION 1. CALLS TO MEETING**

General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as may be designated by the Chapter President. Special membership meetings may be called by members having at least **10** of the votes entitled to be cast at such meeting.

### **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 3 days prior to the meeting. Notice of a special membership meeting must be provided to each member at least **3** days before the date of the meeting.

### **SECTION 3. QUORUM**

Twenty percent of the members or 15 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 Association and Chapter matters. The usual occurrence will be the voting for National Officers and Chapter Officers and Directors. Each chapter member, through the member's right to vote on chapter matters, elects the representative to the Association's National Board of Directors.

### **SECTION 5. VOTING ACTIONS**

Matters requiring a vote by the Chapter members shall be approved by a plurality (i.e. most votes) of the members present at a meeting at which a quorum is present. Exceptions to the plurality rule are: changes in the Chapter's Bylaws, and the reversal of action of the Chapter Executive Committee (CEC) in regard to formal policies and procedures of the Chapter, which require approval of two-thirds (2/3) of those Chapter members. (See Article XII, Section 1.a and Article XV, Section 1. and 3.)

**IF PERMITTED BY STATE LAW:** Written ballots: The Chapter may act by written ballot, providing ballots, together with a brief description and rationale of the matter to be voted on are sent to each Chapter member. Ballots not returned within the period provided in the notice accompanying that such ballot should be counted as abstentions. The number of ballots returned must equal at least the number of Chapter members necessary for a quorum for an in person meeting, and that the ballots cast in favor of the particular matter is equal to at least a majority of the quorum.

## **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 President
  - Chapter Secretary
  - Chapter Treasurer
  - Chapter Directors

- (b) CEC meetings and Quorum: The CEC shall meet preferably monthly at the call of the Chapter President or 10 of the members of the CEC. a quorum for the CEC meetings is 5 persons.
- (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, e-mail or phone) on matters requiring a CEC vote. For all 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 matters:
  - (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 Chapter 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 and Sub-committees and Task Forces. The CEC may require a Committee, Sub-committee or Task Force to appear before it at appropriate times.

## **SECTION 2. Committees, Sub-Committees and Task Forces**

- (a) There shall be three standing Committees, Nominating and Executive and Bylaws and Procedures committees. 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 operations of the Chapter.
- (b) The Nominating Committee shall consist of the current President, the

President-elect, and the immediate past President.

### **SECTION 3. Terms of Office**

- (a) Members of Committees shall be appointed for one year.
- (b) Members of Sub-committees and Task Forces shall be appointed for the duration of the Sub-committee or Task Force.

### **SECTION 4. Removal of Chapter Officers And/Or Directors**

The responsibilities of Chapter Officers and/or Directors are set forth in the chapter's policies and procedures manual. Chapter Officers and/or Directors are expected to perform those duties. The Chapter Executive Committee may remove any Chapter Officer and/or Director by a majority vote, if applicable Chapter Officer and/or Director is not meeting the stated responsibilities

## **Article VII**

### **Chapter Officers and Directors**

#### **SECTION 1. CHAPTER OFFICERS**

- (a) The Chapter Officers shall be President, President-Elect, Immediate Past President, Secretary, and Treasurer. There shall be 9 Directors.
- (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, Secretary, and all Directors shall be elected annually for one-year terms as provided in Article VIII.

#### **SECTION 2. CHAPTER DIRECTORS**

The Chapter Directors shall include the following positions:

- Director of Membership
- Director of Communications (Newsletter, Website, etc.)
- Director of Education
- Director of Programs
- Director of Meetings
- Director of Research
- Director of History
- Director of Publicity

Director of Public Service

If any function is co-directed by more than one person, the number of Directors shall automatically be increased to allow all co-directors to also serve as a Director of this Chapter.

**Article VIII**

**Nominations, Election and Filling  
Vacancies for Officers and Directors**

**SECTION 1. Nominations**

- (a) The Nomination Committee shall select from the names submitted to it by the chapter membership, including a member of the Nominating Committee, one candidate each for the offices of President-elect, Treasurer, and Secretary, and a sufficient number of candidates, preferably two for each of the other positions, from among the active membership of the Chapter only. The Committee shall make its report to the membership at the March meeting of the Chapter. It shall be the duty of the Nomination committee to determine in advance whether the individual nominated are willing to serve in the positions for which they have been nominated. The Nomination Committee shall not be considered as a regular or special committee as provided for elsewhere in these bylaws and shall cease to exist when it has performed the foregoing duties.
- (b) Nominations may also be made from the floor at any regular membership meeting after the Nominating Committee has presented its slate of candidates and prior to the announced election. Nominees must be willing to serve in the positions for which they are nominated.
- (c) In the event there are no additional nominations from the floor, the list of candidates presented by the Nominating Committee shall be considered elected and will be installed as incoming officers at the May meeting.
- (d) In the event there are additional nominations from the floor, the President shall request that ballots be cast for those contested positions. The President shall designate two or more members not currently holding or nominated for office as election tellers. After counting all valid ballots, they shall certify the results to the Secretary, who shall forthwith notify the membership. Any ties shall be resolved by the Chapter Executive Committee/
- (e) Election of the President-elect, Treasurer, Secretary, and the 9 committee Directors shall be decided by plurality.
- (f) No member of the Chapter Executive Committee, except the Secretary, shall

be elected to serve more than three successive terms. An Immediate Past President shall serve as an Ex Officio member even though he may have already served three terms, provided, however, that at least one year shall elapse before he/she is again eligible to hold office. The President may not succeed himself/herself as President.

- (g) To be eligible for office as President-elect, Treasurer, Secretary or Director in the Chapter, a candidate must be a member in good standing.
- (h) The Chapter Nominating Committee shall ensure that the professional background of the President-elect, Treasurer, Secretary, and Directors are commensurate with the duties of those positions.

## **SECTION 2. Campaigning**

Campaigning by candidates for elective office is **not** permitted.

## **SECTION 3. Balloting**

- (a) Where there is a contest for an elective office, ballots will be prepared in such form as the Chapter's Bylaws and Procedures Committee may designate.
- (b) If an election for the Chapter President-elect, Chapter Treasurer, Secretary or a Director is required, the Chapter members shall vote after **February 15th** and not later than **April 30th**.

## **SECTION 4. Election Results**

Results of the election shall be tabulated as designated by the Chapter's Bylaws and Procedures Committee, which shall certify the results to the Chapter President no later than **May 15<sup>th</sup>**. When there is not a contest for elective office, the Bylaws and Procedures Committee shall certify the election to the Chapter President without a ballot.

## **SECTION 5. Filling 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 in the President-elect, and such vacancy occurs prior to November 1, then the current Nominating Committee shall convene and select a nominee for the vacant position under procedures promulgated by the Chapter Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.
- (b) In the event of a vacancy occurring in the office of Secretary or Director before the term is completed, a Chapter member will be appointed to serve the un-expired term. The current Nominating Committee will select a candidate from among the most current candidates for office, and names

submitted to it by the chapter membership, and will make its recommendation to the Chapter President. The President shall appoint the individual to fill the vacant position, and the appointment shall be ratified by the CEC.

## **Article IX**

### **Committees, Sub-Committees and Task Forces**

#### **SECTION 1. Formation**

There shall be at least three standing committees, Executive, Nominating, and Bylaws and Procedures. In addition, 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 and the Chapter President in carrying out the programs and operation of the Chapter.

#### **SECTION 2. Membership**

- (a) The number of members comprising Committee and Task Forces shall be determined by the scope of responsibility and work assigned.
- (b) The Chapter President shall, in consultation with the Chapter President-elect, appoint the Committee and Task Force Chairs. The chair may serve more than one year. The Chapter Executive Committee shall ratify chair assignments.
- (c) The Chapter President shall appoint the members of each Committee or Task Force in consultation with the Chapter-elect and the Committee and Task Force Chair, 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 the Association and Chapter.
- (e) The Nomination committee shall consist of: the President-elect who chairs the committee, the Immediate Past Chapter President, and any other Past Presidents appointed by the President, the Immediate Past Treasurer, and (2) chapter members selected by the CEC. Chapter members seeking a Chapter office are ineligible to serve on the Nominating Committee.

#### **SECTION 3. Terms of Office**

- (a) Members of Committees shall be appointed for a (1) year term.

- (b) Nominating Committee members will serve one-year terms, which can be renewed.
- (c) Members of Sub-committees and Task Forces shall be appointed for the duration of the Sub-committee or Task Force.

#### **SECTION 4. Responsibilities**

The responsibilities of the Committees, and Task Forces shall be specified in these Bylaws and/or stated in the Policies and Procedures adopted by the Chapter Executive Committee.

### **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 30<sup>th</sup> day of June of each year. **NOTE: The Association's 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.



## **SECTION 2. Budget**

Approval of the budget by the Executive Committee shall constitute authority for the 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 this expense has the advance approval of the Chapter Executive Committee.

## **Article XII**

### **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 a two-thirds (2/3) vote of the CEC. **(See Article VI, Section 1, (e)(3)).**
- (b) A member who has been appropriately invoiced and who fails to pay his or Her 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.
- (c) The National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.

## **SECTION 2. Waiver of Dues – Military Dues**

Any civilian member who is required to serve an initial tour of duty with the United States Armed Forces or who, as a reservist, is called upon to perform extended active duty shall be granted a leave of absence from the 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 service.

## **Article XIII**

### **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 Association or organization as shall at the time qualify as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Law), in such a manner as the Chapter Executive Committee shall determine. Any assets not so distributed shall be disposed of by the United States Eastern District Court for the State of Louisiana exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

## **Article XIV**

### **Parliamentary Authority**

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

## **Article XV**

### **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 Chapter Executive Committee, provided that any such action of the Chapter Executive Committee 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 Policies and Procedures of the Chapter 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 Chapter Committee or the National Office.
- (b) By Proposal, in writing, to the President-Elect signed by 20 percent of the membership or 15 members of the Chapter, whichever is less.

### **SECTION 3. Processing Procedures**

Proposals shall be submitted to the Chapter's 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 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. Modifications to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

## **Article XVI**

### **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.

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 director, 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. 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 of the action, suit or proceeding, or is such a

quorum is not obtainable, or even if it is 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 chapter officer or director of the Chapter to repay such amount unless it shall ultimately be determined the 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 chapter officer or director of the Chapter 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 is or was a chapter officer or director 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 provisions herein.

