

GOVERNMENT ACCOUNTANTS
of New York, Inc.

NEW YORK CHAPTER (037)

BY-LAWS

EFFECTIVE MAY 26,1953

REVISED AND AMENDED:

3/02/64,10/31/68,1/21/81
6/02/81, 1988,3/19/92
4/27/95,8/04/95,5/15/96
7/24/96,2/20/97,11/2/31/99
11/01/15

I affirm that this is an updated version as of November 1, 2015
representing the current by-laws for the New York Chapter (037) of the Association
of Government

Accountants.

Respectfully,

Douglas A. Scantlebury,

President 2015-2016

TABLE OF CONTENTS

ARTICLE I- NAME AND OBJECTIVES	1
SECTION 1. ORGANIZATION AND NAME	1
ARTICLE II- ASSOCIATION PURPOSE AND <i>OBJECTNES</i>	1
SECTION 1. PURPOSE	1
SECTION 2. OBJECTNES	1
SECTION 3. FURTHERANCE OF OBJECTIVES	2
ARTICLE III - CODE OF ETHICS	.2
SECTION 1. PURPOSE	2
ARTICLE IV - MEMBERSHIP	3
SECTION 1. MEMBERS	3
SECTION 2. FULL MEMBERS	.4
SECTION 3. EARLY CAREERMENBERS	.4
SECTION 4. SPECIAL EARLY CAREER MEMBERS	.4
SECTION 5. RETIRED MEMBERS	.4
SECTION 6. LIFETIME MEMBERS	.4
SECTION 7. HONORARY MEMBERS	.4
SECTION 8. CORPORATE MEMBERS	4
SECTION 9. MEMBERSHIP PROCEDURES	.4
SECTION 10. DUTIES OF MEMBERS	5
SECTION 11. RESIGNATION OF MEMBERS	5
SECTION 12. REMOVAL OF MEMBERS	5
SECTION 13. REINSTATEMENT	5
ARTICLE V -MEETINGS OF MEMBERS	6
SECTION 1. CALLS TO MEETINGS	6
SECTION 2. SPECIAL MEETINGSS	6
SECTION 3. QUORUM	6
SECTION 4. SYMPOSIUM MEETING	6
SECTION 5. RULES GOVERNING MEETINGS	6
SECTION 6. VOTING RIGHTS	6
SECTION 7. VOTING ACTIONS	7
ARTICLE VI - RELATIONSHIP WITH THE ASSOCIATION	7
SECTION 1. AUTHORITY TO CREATE INDEBTEDNESS	7
SECTION 2. GUIDANCE OF ASSOCIATION	7
SECTION 3. BENEFITS OF ASSOCIATION	7

ARTICLE VII - CHAPTER GOVERNANCE	.7
SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)	7
SECTION 2. TERM OF OFFICE	9
SECTION 3. MAXIMUM TERM OF OFFICE	9
 ARTICLE VIII - CHAPTER OFFICERS AND DIRECTORS	 9
SECTION 1. CHAPTER OFFICERS	9
SECTION 2. DUTIES OF CHAPTER OFFICERS	9
SECTION 3. CHAPTER DIRECTORS	11
SECTION 4. APPOINTMENT OF DIRECTORS TO POSITIONS	11
SECTION 5. REMOVAL OF CHAPTER OFFICERS AND/OR DIRECTORS	11
SECTION 6. VOTES REQUIRED TO ELECT	11
SECTION 7. ELECTION TELLERS	12
SECTION 8. ELECTION RESULTS	12
SECTION 9. FILLING OF VACANCIES	12
 ARTICLE IX - NOMINATION, ELECTION AND FILLING VACANCIES FOR OFFICERS AND DIRECTORS	 12
SECTION 1. DATE OF ELECTION	12
SECTION 2. NOMINATING COMMITTEE	13
SECTION 3. NOMINATIONS BY PETITION	13
SECTION 4. CAMPAIGNING	13
SECTION 5. BALLOTING	13
 ARTICLE X - COMMITTEES, SUB-COMMITTEES AND TASK FORCES	 13
SECTION 1. FORMATION	13
SECTION 2. MEMBERSHIP	14
SECTION 3. TERMS OF OFFICE	14
SECTION 4. RESPONSIBILITIES	14
 ARTICLE XI - FISCAL, MEMBERSHIP, AND PROGRAM YEARS	 15
SECTION 1. FISCAL YEAR	15
SECTION 2. MEMBERSHIP AND RECOGNITION YEAR	15
SECTION 3. PROGRAM YEAR	15
 ARTICLE XII - FINANCIAL RESPONSIBILITIES	 15
SECTION 1. AUTHORITY	15
SECTION 2. COMPOSITION OF THE FINANCE COMMITTEE	15
SECTION 3. DUTIES	15
SECTION 4. BUDGET PREPARATION	16
SECTION 5. BUDGET APPROVAL	16
SECTION 6. AUDITOR OR AUDIT COMMITTEE	17

ARTICLE XIII - DUES	17
SECTION 1. DUES	17
SECTION 2. DUES PAYMENT	.17
SECTION 3. WAIVER OF DUES-MILITARY DUES	.17
ARTICLE XIV - AMENDMENTS TO THE BY-LAWS	18
SECTION 1. GENERAL	18
SECTION 2. ORGANIZATION OF BY-LAWS AND POLICIES AND PROCEDURES AMENDMENTS	18
SECTION 3. PROCESSING PROCEDURES	18
SECTION 4. VOTE ON ASSOCIATION BY-LAWS AMENDMENTS	.18
SECTION 5. APPROVED BY-LAWS AMENDMENTS OF ASSOCIATION	18
ARTICLE XV - DISSOLUTION	19
ARTICLE XVI - PARLIAMENTARY AUTHORITY	19
ARTICLE XVII - LIABILITY OF OFFICERS AND INDEMNIFICATION	19
SECTION 1. LIMITATION ON LIABILITY	19
SECTION 2. INDEMNIFICATION	19

ASSOCIATION OF GOVERNMENT ACCOUNTANTS
NEW YORK CHAPTER, INC.

JAN
2003ne

BY-LAWS

ARTICLE I: NAME AND OBJECTIVES:

SECTION 1. ORGANIZATION AND NAME

The name of this organization is the Association of Government Accountants - New York Chapter (herein referred to as the "Chapter"). This Chapter is part of the Association of Government Accounts (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 education 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 general meetings, technical sessions, seminars, symposiums and round table discussions.

- b. Periodically publish a review of matters of interest to the Chapter membership.
- c. Undertake to cooperate with other professional societies in matters of mutual interest.
- d. Undertake to cooperate with interested educational institutions on the subjects of accounting and financial management within the Government.
- e. Undertake to cooperate with all agencies concerned with the development and improvement of financial management in Government through the utilization of accounting.

ARTICLE III: CODE OF ETHICS

SECTION 1. PURPOSE

- a. 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 *lor* CGFMs are expected to abide by the Association's Code of Ethics. The Chapter has adopted the Association's Code of Ethics.
- b. Where reference is made to a member in this Section, it is intended to include all classes of membership. Reference as made to employers applies to a government agency as an entity and to a non-government organization to the extent the principle is applicable.
- c. 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 or knowledge of their employer as necessary
 - 3. not purposefully transmit or use confidential information obtained in professional work for personal gain or other advantage, and;
 - 4. adhere to all their employer's Standard of Conduct.
- c. With respect to professional competence and performance, members shall:

1. Strive to fulfill all work-related responsibilities and supervise work of subordinates with the highest degree of professional care
 2. Continually seek to increase their professional knowledge and skills to improve service to employees, associates, and fellow members.
 3. Render opinions, observations or 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 the responsibility to disclose and all improprieties that may come to their attention; and,
 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.
- d. With respect to responsibilities to others, members shall:
1. In the performance of any assignment
 - a. consider the public interest to be paramount; and,
 - b. not engage in any activity or relationship which creates or gives the appearance of a conflict with their employer-related responsibilities.
 2. In speaking engagements or writing for publication, identify personal opinions which may differ from official positions of their employers.

ARTICLE IV: 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.

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 and operational, administrative and/or supervisory 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 objectives as the Association, or who have made a contribution towards 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 full time college/university students. This class of membership is not available to individuals who have been employed in the financial field for one (1) year or more.

SECTION 5. RETIRED MEMBERS

This class of membership is available to individuals who have retired from full-time employment 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 distinguish service to the Association and/or exemplary contributions 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/venture (e.g., company, corporation, partnership, and sole-proprietor) that are actively engaged in and support AGA's purpose and objectives.

SECTION 9. MEMBERSHIP PROCEDURES

- a. A signed application form should be submitted to the Chairperson of the Chapter Membership Committee for consideration and recommendation to the Association Membership Committee. The latter will determine whether the applicant shall be admitted and will advise the applicant through the Chapter.
- b. Any full member, early career member, special early career member, retired member, or lifetime member of the Association and Chapter who subsequently leaves employment in financial related profession may elect to retain membership in the Association and Chapter.
- c. Every member of the Chapter shall be furnished with a certificate of membership by the Association.

SECTION 10. DUTIES OF MEMBERS

It is the responsibility of members to:

- a. Endorse the purpose and objectives of the Association and the Chapter.
- b. Uphold and be guided in their professional conduct by the Association's and Chapter's Code of Ethics; and,

- c. Cooperate with AGA's Professional Ethics Board in any investigation 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 a violation of the Association's and/or Chapter's Code of Ethics.

SECTION 12. REMOVAL OF MEMBERS

- a. Membership may be revoked or suspended by the Association only.
- b. 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 By-Laws, violated the Code of Ethics of the Association and/or the Chapter, they shall furnish the Association's Membership Committee with the complete details of the situation.
- c. Disciplining of members is performed by the Association under the terms of the AGA By-Laws and as provided in the Association's Policies and Procedures.
- d. 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.
- e. The National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.

SECTION 13. REINSTATEMENT

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

ARTICLE V: MEETINGS OF MEMBERS

SECTION 1. CALLS TO MEETINGS

General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as may be designated by the Chapter President. Chapter members shall receive notice of each meeting of the Chapter by FRIDAY of the week before the meeting date.

SECTION 2. SPECIAL MEETINGS

- a. Special meetings of the Chapter may be called by the President or by the Chapter Executive Committee. At Special meetings, no business other than that stated in the call shall be conducted.
- b. Special meetings may be called by members having at least twenty percent (20%) of the votes entitled to be cast at such meeting.
- c. Notice of a Special membership meeting must be provided to each member of the Chapter at least ten (10) days before the date of the meeting. Notice of Special meetings of the Chapter Executive Committee shall be given at least five (5) days before the date of the meeting.

SECTION 3. QUORUM

Twenty percent (20%) of the members or four (4) members, whichever is less, shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership or the Chapter Executive Committee.

SECTION 4. SYMPOSIUM MEETING

The annual symposium meeting of the Chapter shall be held at a time and place as shall be designated by the Chapter Executive Committee.

SECTION 5. RULES GOVERNING MEETINGS

The rules of parliamentary procedure as contained in Roberts "Rules of Order", Newly Revised, shall govern all meetings of the Chapter and the Chapter Executive Committee unless otherwise provided by statute, the Articles of Incorporation of the Chapter or by these By-Laws.

SECTION 6. VOTING RIGHTS

All members shall have the right to vote on Association and Chapter matters. Every member of the Chapter shall be entitled to attend all meetings of the Chapter and the Association; but, the Chapter reserves the right to vote on Association matters and Chapter Officers and Directors to all active Chapter members. 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 representatives to the Association's National Board of Directors.

SECTION 7. VOTING ACTIONS

Matters requiring vote by the Chapter (and the Chapter Executive Committee) 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 By-Laws, 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.

IF PERMITTED BY STATE LAW: Written Ballots: The Chapter members 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 ballots 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: RELATIONSHIP WITH THE ASSOCIATION

SECTION 1. AUTHORITY TO CREATE INDEBTEDNESS

The official of this Chapter are neither authorized to create indebtedness in the name of the Association, except within this Chapter's resource, nor to commit the Association in any matters of program policy.

SECTION 2. GUIDANCE OF ASSOCIATION

The By-Laws of the Chapter shall be consistent with the By-Laws of the Association, and the Chapter shall be subject to the general guidance of the Association.

SECTION 3. BENEFITS OF ASSOCIATION

The members of this Chapter shall be entitled to receive all publications and to share in the benefits of all activities of the Association. They shall be entitled to all other privileges of membership in the Association as provided by its By-Laws.

ARTICLE VII: CHAPTER GOVERNANCE

SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)

- a. The affairs of the Chapter shall be under the governance and supervision of a Chapter Executive Committee composed of Officers and Assistants, Directors and Associates, Past Presidents, and Appointed Committee Chairpersons. All members of the Chapter Executive Committee shall be members in good standing. This includes the Chapter President (Chair), Chapter President-elect (Vice-Chair), Immediate Past President, Chapter Secretary, Chapter Treasurer, Chapter Treasurer-elect (with or without vote) and Chapter Directors.
- b. The Officers and Directors shall be elected to the office by the voting members of the Chapter; Assistant Officers and Associate Directors shall be appointed by the President to assist Officers Director in the performance of their respective duties. Special Committee Chairpersons shall be appointed by the President when required. Voting rights may be exercised by the Assistant Officers and Associate Directors.
- c. CEC Meetings: The CEC shall meet preferably monthly at the call of the Chapter President at a time and place designated by him or her. Special meetings of the Chapter Executive Committee may be called by either the President or five (5) elected Committee members. Meetings during June, July and August shall not be mandatory.

- d. Reasonable notice shall be given for all meetings of the Chapter Executive Committee, except in an emergency.
- e. Quorum: At any Chapter meeting, twenty percent (20%) or four (4) members of the Chapter Executive Committee shall constitute a quorum.
- f. CEC Voting Action: Matters requiring a vote by the CEC shall be approved by a PLURALITY of those present and voting.
- g. 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, Treasurer, and Treasurer-elect.
- h. In lieu of a meeting, the Chapter President may call for a vote (via mail, e-mail or phone) on matters requiring a CEC vote. For poll votes, a PLURALITY of the CEC members is required to approve a matter presented.
- 1. Unless precluded by other sections of the By-Laws and without limitations regarding other manners, 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 (10%) 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, 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. TERM OF OFFICE

The term of office of each elected member or appointed member of the Chapter Executive Committee shall be for one year, coinciding with the Chapter's fiscal year, or until his/her successor is elected or appointed and qualified. This shall be in addition to any period in which he/she filled a vacancy in that office.

SECTION 3. MAXIMUM TERM OF OFFICE

All members of the Chapter Executive Committee can be elected to serve no more than three successive terms in the same office, subject to the following exceptions: Any member of the Chapter

Executive Committee, upon nomination by the Nominating Committee, affirmed by the Board of Directors and elected by the membership, shall be eligible to serve more than three successive terms in the same office. Upon nomination by the Nominating Committee and election by the membership, the President may succeed himself in the same office for more than one consecutive term. Immediate Past Presidents shall serve as ex-officio members of the Chapter Executive Committee. In the event that the Nominating Committee is unable to nominate an individual willing to serve as President, the nominating Committee shall nominate a committee of five (5) Past Presidents and/or Members of the Board of Directors to serve as "President" of the Chapter.

ARTICLE VIII: CHAPTER OFFICERS AND DIRECTORS

SECTION 1. CHAPTER OFFICERS

- a. The Chapter Officers shall be the President, President-elect. Immediate Past President, Secretary, Treasurer, and Treasurer-elect (optional). There shall also be no more Directors than is deemed necessary to achieve to promote and achieve the goals and objectives of the Chapter.
- b. The President-elect, Treasurer-elect and Secretary shall be elected annually for a one-year term as provided in Article VIII.
- c. 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. The Treasurer shall be the prior year's Treasurer-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 Treasurer.

SECTION 2. DUTIES OF CHAPTER OFFICERS

- a. The President shall call the meetings and preside at all Chapter meetings and Chapter Executive Committee meetings and shall perform such other duties as are usually incident to the office of the President. He/she shall be ex-officio member of all Committees. The President or his/her designated representative shall serve as a member of the Association Executive Committee and provide direct liaison between the Chapter and the governing body of the Association including the Regional Vice President. The President may also attend bimonthly meetings of the National Policy Advisory Board. In the absence of the Treasurer, the President shall have signatory authority, In the absence of the President, the officer to preside shall be determined in the following secession: President-elect, Immediate Past President, Secretary and Treasurer.
- b. In the event the office of the President is composed of a committee of Past Presidents, the Committee shall select one member of the Committee to have signatory authority, in the absence of the Treasurer, to execute checks drawn on the Chapter's depository.
- c. The President-elect shall assist the President in the execution of his/her duties and perform the duties of the President during his/her absence or incapacity. The President-elect shall

also assist the President on the basis of specific designations by the President in the coordination of the Chapter Officers and Directors.

d. It shall be the duty of the Secretary:

1. To give due notice at all general meetings of the Chapter to the membership, and all Chapter Executive Committee meetings to the Chapter Executive Committee.
2. To attend the meetings of the Chapter and the Chapter Executive Committee and to keep a record of the proceedings of each meeting.
3. To transmit the report of the Nominating Committee to the Chapter membership and to the Association at least two weeks before the date of the annual election.
4. To perform all other duties usually pertaining to this office or as may be assigned by the Chapter Executive Committee.

e. It shall be the duty of the Treasurer:

1. To act as custodian for funds of the Chapter, to receive and disburse such funds, to keep suitable books of accounts and to render periodic reports. All funds shall be deposited in the Chapter-designated banks and all records shall be made available upon demand of the properly designated auditor.
2. To act as ex-officio member of the Finance Committee.
3. To sign all checks of the Chapter drawn on its depository, to pay or reimburse expenditures for the Chapter.
4. To work in coordination with the Finance Committee in the preparing and submitting a fiscal year budget to the Chapter Executive Committee for approval.
5. To submit all bill for payment to the Chapter Executive Committee for approval, except that prior approval is not required for the disbursement of one hundred dollars (\$100) or less.
6. To collect all receipts for meals at general meetings of the Chapter and deposit these receipts in the Chapter-designated banks.
7. To make reports of financial activities of the Chapter.
8. To issue Quarterly Financial Reports for submission to the Finance Committee on the following basis:

May-July	August-	by August 15 th .
October		by November 15 th .
November-January		by February 15 th .

February- April

by May 15"

- 9, To close the Chapter's financial records for the fiscal year as of April 30th for their submission to the Finance Committee by May 15".

SECTION 3. CHAPTER DIRECTORS

- a. The Chapter Directors shall include at least the following positions:

Director of By-Laws and Procedures
Director of Communications (Newsletter/website, etc.)
Director of Community Service
Director of Early Careers
Director of Education
Director of Membership
Director of Professional Certification
Director of Programs/Technical Meetings

- b. Directors shall be elected annually for two (2) year terms. Half of the Directors will be elected in odd number years, and the other half of the Directors will be elected in even number years.

SECTION 4. APPOINTMENT OF DIRECTORS TO POSITIONS

The newly elected Chapter President shall be responsible for appointing the elected Directors to Chapter Executive Committee position that has been deemed necessary by the Chapter to promote and achieve the goals and objectives of the Chapter.

SECTION 5. REMOVAL OF CHAPTER OFFICERS AND/OR DIRECTORS

- a. The responsibility of Chapter Officers and/or Directors are set forth in the Chapter's policies and procedure manual. Chapter Officers and *lor* Directors are expected to perform those duties. The Chapter Executive Committee may remove any Chapter Officer and/or Director by a majority vote, if the applicable Chapter Officer and/or Director is not meeting the stated responsibilities.
- b. The President, with the advice and consent of the voting members of the Chapter Executive Committee may declare a vacancy in the case of any member who absents him/herself from three successive meetings of the Committee without just cause.

SECTION 6. VOTES REQUIRED TO ELECT

Each member entitled to vote may vote for not more than one of the candidates nominated for President, President-elect, Treasurer, Secretary, and not more than the required candidates for Directors on the Chapter Executive Committee. Election of the President, President-elect, President-elect, Treasurer and Secretary shall be decided by plurality. The individuals receiving the highest number of votes for Directors on the Chapter Executive Committee shall be considered to be elected to that Committee. The ballots shall be transmitted to the Secretary. Any ballots received after the election date set by the Chapter Executive Committee shall be null and void.

SECTION 7. ELECTION TELLERS

The incumbent President shall designate two or more Chapter members not currently holding or nominated for office as election tellers. After counting all valid ballots, the tellers shall certify the results to the Chapter President. Any ties shall be resolved by lot.

SECTION 8. ELECTION RESULTS

Results of elections shall be tabulated as designated by the Chapter's By-Laws and Procedure Committee, which shall certify the results to the Chapter President no later than MAY 15TH. When there is not a contest for an elective office, the By-Laws and Procedure Committee shall certify the election to the Chapter President without ballot.

SECTION 9. FILLING OF VACANCIES

- a. In the event of a vacancy occurring in the office of the President, the President-elect will succeed. In the event of a vacancy occurring in the office of Treasurer, the Treasurer-elect will succeed to the office of Treasurer. In the event of a vacancy occurring in the offices of President-elect, and/or Treasurer-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 procedure promulgated by the Chapter Executive Committee. Such procedure shall allow for an independent nomination and a special election, if necessary.
- b. The nominee for the vacant position will be subject to the approval of the remaining voting members of the Chapter Executive Committee and then appointed to the office by the President.
- c. 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 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 Secretary or Director position, and the appointment shall be ratified by the CEC.
- d. The President, with the advice and consent of the voting members of the Chapter Executive Committee may declare a vacancy in the case of any member who absents him/herself from three successive meetings of the Chapter Executive Committee without just cause.

ARTICLE IX: NOMINATION, ELECTION AND FILLING VACANCIES FOR OFFICERS AND DIRECTORS

SECTION 1. DATE OF ELECTION

The President, the President-elect, Secretary, Treasurer and Directors of the Chapter Executive Committee shall be elected annually in APRIL and in such time as will permit the tabulation of results before the annual symposium.

SECTION 2. NOMINATING COMMITTEE

- a. The Nominating Committee shall consist of the President-elect, one (1) Past President appointed by the Chapter President, including the Immediate Past Chapter President; the Immediate Past Chapter Treasurer; and five (5) Chapter members selected by the CEC. All

members shall be members in good standing. The Chapter President shall appoint the Chairperson of the Committee from among its members. Eligible to Chair this Committee is the immediate Past Chapter President and the Chapter President-elect. Chapter members seeking a Chapter Office are ineligible to serve on the Nominating Committee ..

- b. The Nominating 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-elect, Secretary and a sufficient number of candidates for Directorships, not later than JANUARY 15th of each year. The Nominating Committee shall make a report to the membership at the regular January meeting of the Chapter.
- c. The Chapter Nominating Committee shall ensure that the professional background of the President-elect, Treasurer, Secretary and Directors are commensurate with the duties of these positions. The Nominating Committee must determine whether nominees are members in good standing and are willing to serve if elected.

SECTION 3. NOMINATIONS BY PETITION

At least twenty-five (25) members in good standing may, by submitting a signed petition, make an independent nomination for President-elect, Treasurer-elect, Secretary or Director. Such petition must be filed with the Chapter President-elect by February 15th of any year.

SECTION 4. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 5. BALLOTING

- a. When there is a contest for an elective office, ballots will be prepared in such form as the Chapter's By-Laws and Procedures Committee may designate.
- b. If an election for the Chapter President-elect, Chapter Treasurer-elect, Secretary or a Director is required, The Chapter members shall cast the votes after FEBRUARY 15th and not later than APRIL 30th.
- c. At least ten calendar days prior to the established election date, the Secretary shall mail to each voting member a ballot containing the names of those nominated.

ARTICLE X: COMMITTEES, SUB-COMMITTEES AND TASK FORCES

SECTION 1. FORMATION

There shall be at least three standing committees - Executive, Nominating and By-Laws 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 operations of the Chapter.

SECTION 2. MEMBERSHIP

- a. The number of members comprising Committees and Task Forces shall be determined by the scope of responsibility and work assigned.
- b. The Chapter President shall, in consultation with 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 President-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. **NOMINATING COMMITTEE:** The Nominating Committee shall consist of: the President-elect, one (1) Past Chapter President appointed by the Chapter President, including the Immediate Past President; the Immediate Past Chapter Treasurer; and five (5) Chapter members selected by the CEC. All members shall be members in good standing. The Chapter President shall appoint the Chairperson of the Committee from among its members. Eligible to Chair this Committee are the Immediate Past Chapter President and the Chapter President-elect. 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 two (2) year term. To encourage multi-year terms, one half (1/2) of the membership shall be appointed each year. Members may be re-appointed for an additional term.
- b. Nominating Committee members will serve one-year terms, which may 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, Sub-Committees, and Task Forces shall be specified in these By-Laws and/or stated in the Policies and Procedures adopted by the Chapter Executive Committee.

ARTICLE XI: FISCAL, MEMBERSHIP, AND PROGRAM YEARS

SECTION 1. FISCAL YEAR

The fiscal year activities of the Chapter shall be on the first day of MAY of each year and shall close on the 30th day of the following APRIL.

SECTION 2. MEMBERSHIP AND RECOGNITION YEAR

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

ARTICLE XII: 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 Chapter.

SECTION 2. COMPOSITION OF THE FINANCE COMMITTEE

The financial affairs of the Chapter shall be administered by a Finance Committee. By JANUARY 31st of each fiscal year, the Chapter Executive Committee shall appoint a Finance Committee composed of a Chapter Director (the Chairperson) and one or more active Chapter members. The Current Chapter President can not be a member of the Committee although he/she is an ex-officio member.

SECTION 3. DUTIES

- a. The function of the Finance Committee is to administer the Chapter's financial affairs. This responsibility shall be accomplished by requesting and reviewing budgets of estimated receipts and expenditures for the Chapter's activities from all Chapter Executive Committee members and from other Committee Chairpersons. They shall consolidate all budgets into an annual budget for the Treasurer, who shall report results of budget reviews to the Chapter Executive Committee for approval.
- b. The Finance Committee will review the Quarterly Financial Reports received from the Treasurer. The Committee will submit these reports to the Chapter Executive Committee under the following schedule:

May-June	August-	by August 31 st
October		by November 30 th
November-January		by February 28 th
February-April		by May 31 st
- c. The Financial Committee will ensure that the Chapter's financial records are closed for the fiscal year as of APRIL 30th and that these records are received from the Treasurer by MAY 15th.
- d. The Financial Committee will ensure that an annual audit of the Chapter's financial records is performed each year.

- e. Financial Committee will review the annual audit report received from the Auditor or Audit Committee. The Financial Committee will ensure that it receives the report in sufficient time so it can be submitted to the Chapter Executive Committee within 120 calendar days after the close of the fiscal year.
- f. Within 90 calendar days after each seminar, the Finance Committee will prepare a Statement of Cash Flow and a Statement of Income (on the accrual basis) for presentation to the Chapter Executive Committee.
- f. The Finance Committee will monitor and follow-up on the Chapter's accounts receivable.
- g. The Finance Committee will ensure that the Chapter's accounts payable will be paid within 30 calendar days of billing.

SECTION 4. BUDGET PREPARATION

- a. Required Chapter affairs budgets shall be prepared by the Finance Committee.
- b. Symposium budget of receipts and disbursements shall be prepared by the Symposium Committee and shall be submitted to the Chapter Finance Committee for review.

SECTION 5. BUDGET APPROVAL

- a. All budgets of the Chapter are to be approved by the Chapter Executive Committee.
- b. Approval of the budgets shall:
 - 1. Constitute authorization 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 10 percent (10%), unless this expense has the advance approval of the Chapter Executive Committee.
 - 2. Constitute authorization to the Treasurer for the disbursement of the Chapter funds for purposes and within the limits of the amounts approved for the several categories of expense.

SECTION 6. AUDITOR OR AUDIT COMMITTEE

- a. An Auditor or an Audit Committee shall be appointed by the Chapter Executive Committee to audit all Chapter financial transactions not less frequently than once a year.
- b. The Auditor or Audit Committee shall submit a copy of its annual audit report to the Financial Committee in sufficient time for its review and subsequent submission to the

Chapter's Executive Committee within 120 calendar days after the close of the Chapter's fiscal years.

- c. The original of the annual audit report shall be furnished to the newly elected Chapter President for his/her review as he/she deems necessary, following which, the original shall be filed with the Chapter's permanent records.
- d. The results of the Audit shall be made available to Chapter members.

ARTICLE XIII: 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-third (2/3) vote of the CEC. (See Article VII, Section 1 (i)(3))
- b. Any member who has been appropriately invoiced and who fails to pay his/her dues 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.
- c. The National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.
- d. The Chapter Membership Committee may recommend reinstatement of a member whose membership had been forfeited for nonpayment of dues.

SECTION 2. DUES PAYMENT

Dues are owed and are payable to the Association upon the receipt of a bill from the Association. These bills are issued on an annual basis using the date of membership acceptance as the anniversary date.

SECTION 3. 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 services.

ARTICLE XIV: AMENDMENTS TO THE BY-LAWS

SECTION 1. GENERAL

The power to make, alter, amend or repeal the By-Laws 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. An affirmative vote by two-thirds (2/3) of the Chapter Executive

Committee members, is required, provided at least a quorum is present, to adopt a proposed change. Such action of the Chapter Executive Committee can be overturned by a two-thirds (2/3) vote of the Chapter membership.

SECTION 2. ORIGATION OF BY-LAWS AND POLICIES AND PROCEDURES AMENDMENTS

Proposed changes in these by-laws and the Policies and procedures of the Chapter shall be submitted in the following manner

- a. By a Committee on By-Laws appointed by the Chapter President.
- b. By the Chapter Executive Committee in its regular business meetings.
- c. By proposal, in writing, to the President-elect, or President if the President-elect position is vacant, from:
 1. any Chapter Committee or the National Office.
 2. twenty-five percent (25%) of the membership in good standing; or
 3. twenty (20) members, in good standing, of the Chapter, which ever is less.

SECTION 3. PROCESSING PROCEDURES

The Chapter By-Laws cannot contradict nor contain ambiguity in relation to the AGA National By-Laws. Proposals shall be submitted to the Chapter's By-Laws and Procedures Committee. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the CEC who shall notify the Chapter membership, by mail, of the By-Laws changes at least 15 days prior to the date of the vote on the proposal by the CEC. (An affirmative vote by two-thirds (2/3) of those Chapter members present and voting is required for approval.) After ratification by the Chapter membership the amendments to the Chapter By-Laws should be provided to the AGA National Office. Modification o\to the Policy and Procedures Manual shall become effective upon approval by a PLURALITY of the CEC.

SECTION 4. VOTE ON ASSOCIATION BY-LAWS AMENDMENTS

The Chapter membership shall vote on proposed Amendments to the Association's By-Laws by the method provided in Section 1 and 3 above. On the basis of the results of this vote, the Chapter Executive Committee shall cast the Chapter's units votes with the Association.

SECTION 5. APPROVED BY-LAWS AMENDMENTS OF ASSOCIATION

Approved amendments to Association By-Laws which affect the Chapter, shall automatically be incorporated in the Chapter's By-Laws without further action by the Chapter.

ARTICLE XV: 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 oflaw, the Chapter Executive Committee shall, after

paying or making provision 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 manner as the Chapter Executive Committee shall determine. Any assets not so distributed shall be disposed of by the Supreme Court of the State of New York exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

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

ARTICLE XVII: 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 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 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.
- h. 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 that he or she is entitled to be indemnified by the Chapter as authorized herein.
- c. The indemnification provided herein 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 By-Law, 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.

THE END