



Albuquerque  
Chapter

# ALBUQUERQUE CHAPTER BYLAWS

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# **Association of Government Accountants Albuquerque Chapter**

## **BYLAWS**

### **ARTICLE I**

#### **NAME**

The name of this organization is “AGA, Albuquerque Chapter,” hereinafter referred to as “Chapter.” This Chapter is part of the National AGA, hereinafter referred to as “Association.”

### **ARTICLE II**

#### **CHAPTER PURPOSE AND OBJECTIVES**

##### **Section 1. Vision, Mission, Values**

Vision: To be the premier association for advancing government accountability.

Mission: AGA is a professional association advancing accountability, transparency, and leadership by promoting education, certification, innovation and collaboration across all levels of government and to stakeholders.

Values: Service, accountability, integrity and leadership.

##### **Section 2. Goals and Objectives**

The Chapter’s goals and objectives shall be consistent with those of the Association. The Association’s goals and objections are detailed in its strategic plan which is published via the AGA website (<https://www.agacgfm.org/About/Strategic-Goals.aspx>).

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

## **ARTICLE IV**

### **MEMBERSHIP**

#### **Section 1. Members**

As established in the Bylaws of the Association, the members of the Chapter shall consist of government members, private sector members, young professional members, student members, retired members, lifetime members, honorary members, corporate members and group members.

## **Section 2. Government Members**

This category of membership is available to government employees. It is also available to individuals with government financial management experience outside of government, such as academia and nonprofit entities, who are engaged in educational activities having the same objectives as the Association, or who have made a contribution toward advancing government accountability.

## **Section 3. Private Sectors Members**

This category of membership is available to individuals working for commercial enterprises or ventures (e.g., see Section 9 below) that are actively engaged in and support AGA's vision, mission, values, goals and objectives.

## **Section 4. Young Professional Members**

This category of membership is available to individuals with fewer than three years of experience.

## **Section 5. Student Members**

This category of membership is available to full-time college/university students. This category of membership is not available to individuals who have been employed in the financial management field for one (1) year or more or to individuals attending a college/university part-time.

## **Section 6. Retired Members**

This category of membership is available to individuals who have permanently retired from government, academia, nonprofit or commercial enterprise or ventures.

## **Section 7. Lifetime Members**

This category of membership is to be designated at the discretion of the National Governing Board (NGB) to recognize a member's distinguished service to the Association over a sustained period.

## **Section 8. Honorary Members**

This category of membership is to be designated at the discretion of the NGB to recognize distinguished service to the Association and/or exemplary contributions to advancing governmental accountability. Only highly noteworthy nationally

recognized individuals who cannot meet the requirements for government, private sector or retired member will be considered.

### **Section 9. Corporate Members**

This category of membership is available to commercial enterprises/ventures (e.g., company, corporation, partnership, sole proprietor) that are actively engaged in and support AGA's vision, mission, values, goals and objectives.

### **Section 10. Group Members**

This category of membership is available to government, academia or nonprofit entities whose employees meet the requirements for government memberships under Section 2 above.

### **Section 11. Duties of Members**

It is the duty and responsibility of members to:

- a. Endorse the vision, mission, values, goals and objectives of the Chapter and of the Association;
- b. Uphold and be guided in their professional conduct by the Chapter's and the Association's Code of Ethics;
- c. Cooperate with the Professional Ethics Board in any in any investigations of alleged violations of the Code of Ethics. Failure to cooperate with the Professional Ethics Board may result in termination of membership, subject to the Professional Ethics Board Appeals process; and
- d. Maintain current membership.

### **Section 12. Discipline and Suspension of Members**

- a. Disciplining of members is performed by the Chapter and/or Association under the terms of these Bylaws and as provided in the Chapter's or Association's Policies and Procedures.
- b. A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two months after the due date shall be suspended automatically as a member of the Chapter and Association.

- c. Membership in the Chapter and Association may be suspended by the Association's NGB as provided for in the Association's Policies and Procedures.
- d. The Chapter Executive Committee (CEC) can sanction members for violations of the Chapter's Bylaws and Policies and Procedures. The CEC may refer the findings of the determination to the Association for appropriate action.

### **Section 13. Resignation of Members**

Members may resign at any time, except that in the event a member resigns or allows his or her membership to expire after a formal notice of disciplinary complaint has been filed against him or her by the Professional Ethics Board (PEB, but before final determination on the complaint by the PEB has been made, that member shall not be eligible for renewal of membership with AGA unless authorized by the NGB. Such a member shall be given the status of "not eligible for membership" in AGA records.

### **Section 14. Immediate Termination and Suspension of Membership**

If a member is found guilty by a court of competent jurisdiction of a crime punishable by imprisonment of more than one year, a felony, or any crime involving moral turpitude, the Association's PEB may determine a sanction of termination without the need for further investigation.

### **Section 15. Reinstatement**

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

### **Section 16. Communications**

The Chapter communications to members may be dissemination in writing or electronically (e.g., website, email).

## **ARTICLE V**

### **MEETING OF MEMBERS**

#### **Section 1. Calls to Meetings**

Meetings of members to advance the purpose and objectives of the Chapter may be called on such dates, times, and places as designated by the Chapter President. Special membership meetings may be called by the Chapter President.

#### **Section 2. Notice of Meetings**

Notice of each meeting of the Chapter shall be given to each member of the Chapter at least five (5) days before the date of such meeting.

### **Section 3. Meeting Procedure**

In transacting official business at a Members' meeting, the President or highest ranking Chapter Officer present shall preside over the order of business and all chapter actions on matters recognized. In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email or phone) on matters requiring the CEC vote. For poll votes, passing of motions will have the same requirements as a live meeting and will be documented as such.

### **Section 4. Quorum**

Twenty percent (20%) of the Chapter members or twelve (12) members (whichever is less) shall constitute a quorum for the transaction of official business presented at any meeting of Chapter membership.

### **Section 5. Voting Rights**

All members shall have the right to vote on Association and Chapter matters.

## **Section 6. Voting Actions**

Matters requiring a vote by the Chapter shall be approved by a plurality (i.e. the most votes) of the members present at a meeting at which a quorum is present. Exceptions to the plurality rule are: bylaws changes and Chapter dues increases (See Article IX, Section 3.a and Article XII, Section 1 and Section 3).

# **ARTICLE VI**

## **CHAPTER ORGANIZATION**

### **Section 1. Governance**

The Chapter shall be organized and registered as a chapter through the AGA. As a participating Chapter, the Chapter shall follow the AGA bylaws, rules and regulations.

### **Section 2. Chapter Executive Committee and Chairs**

- a. The Chapter Executive Committee (CEC) shall be the governing body of the Chapter and shall be comprised of the following:
  - President
  - President Elect
  - Immediate Past President
  - Vice President
  - Treasurer
  - Secretary
  - Historian
  - Chairs
- b. Meetings of the CEC shall be held preferably monthly at the call of the President or any two (2) members of the CEC. A quorum shall be four (4) CEC members.
- c. The President shall preside at all meetings. In his/her absence, the officer to preside shall be determined in the following succession: President Elect, Immediate Past President and Vice President.
- d. CEC voting action matters requiring a vote by the CEC shall be approved by a majority of those present and voting. The Chapter President may call for a poll vote (via mail, email or phone) on matters requiring the CEC vote. For poll votes, a majority of the CEC members is required to approve a matter presented. For matters in which there is not a majority vote, the President's vote shall count as two (2) votes.

- e. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have these duties and responsibilities:
  - (1) Promulgate the policies and programs of the Association and of the Chapter.
  - (2) Adopt an annual budget and approve revisions in excess of ten percent (10%) thereof.
  - (3) Establish a Chapter dues schedule for all categories of members.
  - (4) Develop and publish a Policy and Procedures Manual, and approve all changes to it.
  - (5) Review all action and programs of the Chapter's committees. The CEC may request these groups or their chairpersons to appear before it if necessary.
  - (6) Attend at least one half of the monthly trainings/events promoted by the Chapter.

### **Section 3. Officers**

- a. The Chapter officers shall be President, President Elect, Vice President, Secretary, and Treasurer.
- b. The President shall be the prior year's President-Elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of President.
- c. The officers must be full members in the Chapter, and shall be determined by an annual election process as described in Article 7.
- d. The President Elect is encouraged to be a Certified Government Financial Manager (CGFM). This is not a requirement to seek the office of President.

### **Section 4. Terms of Office**

- a. The President, President Elect and Vice President may serve for a term of one (1) year. The Secretary and Treasurer may serve for a term of two (2) years, providing they win the majority vote each year of the term.
- b. Officers and members of the committees shall be appointed for one (1) year. Appointments may be renewed at the option of the CEC and the agreement of the members.

### **Section 5. Chapter Committee Chairs**

- a. The Executive Committee, as described in Section 2 above.
- b. Chapter shall include the following permanent committee chairs:

- Education Chair
  - Certification Chair (CGFM)
  - Communications Chair
  - Membership Chair
  - Community Services Chair
  - Awards Chair/ACE Director
  - Young Professional Chair
  - Accountability Chair
- c. The President shall appoint the Chairperson of a Committee.
- d. For projects outside the scope of the permanent committees, the CEC may establish task forces to assist in carrying out the programs and operations of the Chapter. Their existence shall be recognized by the CEC for the duration of the project as defined by the CEC.

### **Section 6. Duties of Chapter Chairs**

- a. The duties of the Chapter Chairs are as follows:
- b. Each Chapter Chair plans and carries out arrangements for all Chapter activities as scheduled by the CEC.
- c. Chairs may be split between individuals. However, only two of the individuals serving as chair may attend the monthly CEC meeting at any one time.
- d. The responsibilities of Chapter Officers, CEC and/or Chairs are set forth in the AGA's Leadership Handbook for National, Regional, and Chapter Leaders. These individuals are expected to perform those duties. The Chapter Executive Committee may remove a Chapter Officer, CEC Member and/or Committee Chair by a majority vote, if the applicable individual is not meeting the stated responsibilities.

## **ARTICLE VII**

### **NOMINATION, ELECTION, AND FILLING OF VACANCIES**

#### **Section 1. Nominations**

- a. The CEC shall select from the names it receives from the membership at least one candidate for the office of President Elect, Vice President, Secretary, and Treasurer no later than May 15th each year. All nominees must indicate their willingness to serve if elected by submitting a letter of interest to the President of the CEC by the specified date.

- b. Any Chapter member may submit an independent nomination for open CEC positions. Such nominations must reflect the willingness of the individual to serve and be filed with the CEC. This nomination must be sent in to the President as a letter of interest. Letter is to include:  
Members AGA history, position interested in, members plans and goals for that position, how much time you plan to devote to the position.
- c. To be eligible for office in the Chapter, a member must be a full member in good standing.
- d. The CEC shall ensure that the professional background of the President-Elect, Vice-President, Treasurer, Secretary, and Chairs commensurate with the duties of these positions. Members are favored if they are CGFMs but not required to seek to be President-Elect. Officer positions are eligible for reimbursement of cost for one sitting of the CGFM exam.

## **Section 2. Balloting**

- a. Only the President-Elect, Vice-President, Treasurer, and Secretary are elected positions. (The President-Elect becomes the President, and the President becomes the Immediate Past President in subsequent years).
- b. Balloting will be needed if there are two or more individuals desiring the same position. Ballots will be distributed either electronically and/or in paper. The results will be tabulated by the CEC. The new officer(s) assume their positions on June 1. Where there is no contest for an elective office, the President shall certify the election without ballot.

## **Section 3. Results**

Results of elections shall be tabulated as designated by the Chapter's Bylaws and CEC, which shall certify the results to the Chapter President no later than May 15<sup>th</sup>. Where there is no contest for an elective office, the President shall certify the election without ballot.

## **Section 4. Campaigning**

Campaigning by candidates for elective office is not permitted.

## **Section 5. Filling Vacancies**

In the event of a vacancy occurring in the offices of the President, the President Elect will succeed. In the event of a vacancy in the office of the President Elect, the office will remain vacant until the CEC shall convene and select an individual for the position. In

the case of a vacancy in any other officer position, the President shall make an appointment to fill the vacancy and the appointment shall be ratified by the CEC.

## **ARTICLE VIII**

### **FISCAL, MEMBERSHIP, AND PROGRAM YEARS**

#### **Section 1. Fiscal Year**

The fiscal year of the Chapter will begin on May 1 and close on April 30 of the following year.

#### **Section 2. Program Year**

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

#### **Section 3. Membership and Recognition Year**

The membership and recognition year of the Chapter shall end at the close of business on the 30<sup>th</sup> day of June of each year.

## **ARTICLE IX**

### **FINANCIAL RESPONSIBILITIES**

#### **Section 1. Authority**

The CEC shall have the authority to prescribe such procedures as it deems appropriate to assure budgetary and financial controls for the Chapter. The Chapter President or their designee shall have the authority to sign all agreements on behalf of the Chapter.

#### **Section 2. Budget**

Approval of the budget by the CEC shall constitute authority for responsible officials of the Chapter to obligate funds 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 the expense has the advance approval by the CEC.

#### **Section 3. Dues**

- a. Matters requiring a vote by the Chapter shall be approved by a plurality (i.e. the most votes) of the members present at a meeting at which a quorum is present. Exceptions to the plurality rule are: Chapter dues increases and bylaws changes.

- b. Any member who is delinquent in the payment of dues for over two months from the billing date shall be suspended automatically. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the Association and Chapter four months after the suspension date and cease to be a member of the Association and of the Chapter.

#### **Section 4. 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.

#### **Section 5. Examination of Financial Records**

The Treasurer shall prepare financial statements and submit them to the CEC at the close of the fiscal year of the Chapter.

### **ARTICLE X**

#### **DISSOLUTION**

##### **Section 1. 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 CEC shall, after paying or making provisions for payment of all liabilities of the Chapter, dispose of all assets exclusively for the purpose of the Chapter or to such organization as shall at the time qualify as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future Internal Revenue Law), in such manner as the CEC shall determine. Any money or other assets not so distributed shall be disposed of by the United States District Court for Albuquerque, New Mexico exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

### **ARTICLE XI**

#### **PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XII:**

### **AMENDMENTS TO BYLAWS AND POLICY AND PROCEDURES MANUALS**

#### **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 Amendments**

Proposed changes to these Bylaws and the Policy and Procedures Manual of the Chapter shall be submitted in writing, to the CEC.

#### **Section 3. Processing Procedures**

Proposals shall be submitted in writing to the Chapter President. The Chapter bylaws cannot contradict nor contain any ambiguity in relation to the AGA National Bylaws. After review and coordination with the initiator, proposed changes along with any supporting details and/or analysis shall be submitted to the CEC who shall submit bylaws changes to the CEC for a vote. An affirmative vote by two-thirds (2/3) of those Chapter members present and voting is required for approval. After ratification, the modification to the Chapter bylaws shall be provided to the AGA National Office.

## **ARTICLE XIII**

### **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 whatsoever.
- b. Chapter officers as defined herein shall include those elected and appointed officers of the Chapter, Chairs, members of the CEC and those elected and appointed members of the Chapter's duly constituted boards, committees and task forces.

## Section 2. Indemnification

- a. General indemnification: The Chapter may indemnify any current or former officer, or any person who may have served at the Chapter's request as an officer or chair 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 officer or chair, if such person acted in good faith and, in the case of conduct in an official capacity, was in the best interests of AGA, or in all other cases, that his or her conduct was not opposed to the best interests of AGA. In the case of any criminal proceeding, an eligible seeking indemnification must have had no reasonable cause to believe his or her conduct was unlawful.
- b. Expenses, including attorneys' 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 a written affirmation of his or her good faith believe that he or she has met the relevant standard of conduct for indemnification and a written commitment to repay any funds advanced if it is ultimately determined by a court of law or the CEC that the individual has not met the relevant standard of conduct.
- 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 CEC members of the Chapter or disinterested officers 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 CEC member 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 CEC member of the Chapter, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provision herein.