



AGA ATLANTA CHAPTER BYLAWS

Approved by the Chapter Executive Committee on 12/14/2023

Approved by the Chapter Membership on **XX/XX/XXXX**

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AGA ATLANTA CHAPTER

The AGA Atlanta Chapter received its charter from National AGA in 1954. The Articles of Incorporation are dated September 2, 2016, pursuant to Title 14, Chapter 3 of the Code of Georgia.

BYLAWS

Article I

NAME

The name of the organization is the AGA Atlanta Chapter (hereinafter referred to as the “Chapter”).

Article II

AUTHORITY, MISSION, AND OBJECTIVES

SECTION 1. AUTHORITY

This Chapter derives its name and authority from and is chartered by AGA and is subject to the official "National Bylaws" and "Policies and Procedures" of AGA (hereinafter referred to as the "Association" or "AGA").

SECTION 2. VISION, MISSION, VALUES

VISION: To represent the premier association for advancing government accountability in our community.

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, Leadership

SECTION 3. GOALS AND OBJECTIVES

To promote the Association’s goals and objectives which are detailed in the Association’s strategic plan is published via the AGA website (agacgfm.org).

The Chapter’s Strategic Goals and Plans are published each year on our website ([Strategic Goals and Plans](#)).

Article III

CODE OF ETHICS

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, Chapter members are expected to abide by the Association's Code of Ethics which has been developed by the national organization. The Code of Ethics is published via the AGA website to the AGA membership and CGFMs ([Code of Ethics](#)).

Article IV

MEMBERSHIP

SECTION 1. MEMBERS

As defined in the Association's National Bylaws, the members of the Chapter shall consist of Government Members, Private Sector Members, Early Career Members, Student Members, Retired Members, Lifetime Members, Honorary Members, Corporate Members, and Group Members. Each member is a voting member of the Chapter, having one vote.

SECTION 2. 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 the Association.
- (b) Uphold and be guided in their professional conduct by the Association's Code of Ethics.
- (c) Cooperate with the Association's Professional Ethics Board in any investigations of alleged violations of the Code of Ethics.
- (d) Maintain current membership in accordance with Association and Chapter requirements.
- (e) Vote on matters submitted to the Chapter membership for a vote.

SECTION 3. DISCIPLINE AND SUSPENSION OF MEMBERS

Discipline and suspension of members will be as set forth in the Association's National Bylaws.

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 designated by the Chapter President. Special membership meetings may be called by members having at least twenty (20) percent of the votes entitled to be cast at such meeting.

SECTION 2. NOTICE OF MEETINGS

Notice of each general meeting of the Chapter must be communicated to each member of the Chapter not less than thirty (30) days prior to the meeting. Notice of a special membership meeting must be communicated to each member of the Chapter at least three (3) days before the date of the meeting.

SECTION 3. CONDUCTING MEETINGS

Annual and special membership meetings can be held at a geographic location or by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to substantially read or hear the proceedings concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

SECTION 4. QUORUM

Twenty (20) percent of the voting members or seven (7) members, whichever is less, shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

SECTION 5. VOTING ACTION

- (a) Except as otherwise provided in these Bylaws or by law, membership matters requiring a vote must be approved by a majority vote of the voting members present at any meeting at which there is a quorum. Changes to these Bylaws (see Article XV) is an exception which requires approval of 2/3 of a quorum of membership in attendance.
- (b) In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email, or phone) on matters requiring a membership vote.

Article VI

CHAPTER OFFICERS AND DIRECTORS

SECTION 1. CHAPTER OFFICERS

The Officers of the Chapter shall be the Chapter President, the Chapter President-Elect, the Immediate Past President, the Secretary, the Treasurer, and Treasurer-Elect.

- (a) 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.
- (b) 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.
- (c) The President-Elect, Treasurer-Elect, and Secretary shall be elected annually for a one-year term as provided in Article VIII.

SECTION 2. CHAPTER DIRECTORS

- (a) There shall be no more than 15 Chapter Officers and Directors. The at-large directors and committee members are not Chapter Officers or Directors. There is no limit on the number of at-large directors or committee members that can be selected to assist the Chapter Officers and Directors.
- (b) The Chapter Directors include the following positions:
 - Accountability
 - ACE Reporting
 - CGFM and Professional Certification
 - Community Service
 - Communications
 - Early Careers and Students
 - Membership
 - National Council of Chapters Representative
 - Programs & Education
 - Webmaster
- (c) Chapter Officers and Directors will be elected annually for one-year terms as provided for in Article VIII.

SECTION 3. VOLUNTEER SERVICES

All Chapter Officers and Directors shall serve in these positions on a voluntary basis without compensation by the Chapter. This shall not, however, prevent the Chapter from reducing or waiving fees or charges for Officers and Directors participating in Chapter activities or offerings, or from compensating any Officer or Director for services to the Chapter independent of the functions of an Officer or Director, provided that any such adjustment in fees or charges, or any such arrangement for compensated services, shall be adequately disclosed to the Chapter membership prior to its occurrence.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND DIRECTORS

The responsibilities of Chapter Officers and Directors are set forth in the Chapter's Policies and Procedures Manual. Chapter Officers and Directors are expected to perform those duties.

A member of the CEC may be removed with cause, by vote of two-thirds (2/3) of the voting CEC members. "Cause" under this Section 4 shall be defined to include not meeting the position's stated responsibilities, violations of AGA's Code of Ethics as determined by the Ethics Committee, and as provided by law and in the Association's Policies and Procedures.

Article VII

CHAPTER EXECUTIVE COMMITTEE

SECTION 1. CHAPTER EXECUTIVE COMMITTEE (CEC)

- (a) The governing body of the Chapter shall be the CEC which will consist of the Officers and Directors, each member having one vote.
- (b) If the Chapter President is absent from the CEC meeting, the officer to preside shall be determined in the following succession: Chapter President-Elect, Immediate Past Chapter President, Secretary, Treasurer or Treasurer-Elect.

SECTION 2. CEC MEETINGS

Meetings of the CEC are strongly recommended to be held at least monthly on such date and time and manner as may be designated by the Chapter President.

SECTION 3. CEC QUORUM AND VOTING ACTION

- (a) A quorum for a CEC meeting is at least one-third of the voting members of the CEC.

- (b) Except as otherwise provided in these Bylaws, matters requiring a vote by the CEC shall be approved by a majority of voting members present for which a quorum is present. The exceptions to the majority rule, which require approval of 2/3 of the voting CEC members, are removal of Chapter officers and directors (see Article VI, Section 4) and setting the annual Chapter dues rate (see Article XII).
- (c) In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email, or phone) on matters requiring a CEC vote. Any vote taken in this manner that is not unanimous must be resubmitted to the CEC at its next meeting for ratification.
- (d) Unless precluded by other sections of these Bylaws and without limitations regarding other matters, the CEC shall have responsibility for the following matters based on voting as prescribed in this Article.
 - 1. Set strategic direction for the Chapter.
 - 2. Promulgate the policies and programs of the Chapter.
 - 3. Adopt an annual budget and approve revisions thereof in excess of ten percent of budgeted expenditures.
 - 4. Establish Chapter dues schedule for all categories of members.
 - 5. Develop a Policy and Procedures Manual for the Chapter and see that it is implemented as well as approve all changes to the manual.
 - 6. Review all actions and programs of the Chapter's Committees and Task Forces. The CEC may require Committees or Task Forces to appear before it at appropriate times.

Article VIII

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

Candidates for Officers and Directors will be put forward by the Nominating Committee as set forth in the Chapter Policies and Procedures Manual.

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

When there is a contest for an Officer or Director position:

- (a) Ballots will be communicated in such form as the Nominating Committee may designate.
- (b) The Chapter membership shall cast votes in a time frame outlined in the Chapter Policies and Procedures Manual or determined by the Nominating Committee.

SECTION 4. ELECTION RESULTS

Results of elections shall be tabulated as designated by the Nominating Committee which shall certify the results to the Chapter President. When there is no contest for an elective office, the Chair of the Nominating Committee shall certify the election to the Chapter President without ballot.

SECTION 5. FILLING OF VACANCIES

In the event of a vacancy occurring in an Officer or Director position, the position will be filled as set forth in the Chapter Policies and Procedures Manual.

Article IX

COMMITTEES AND TASK FORCES

There shall be at least five standing committees:

- Executive Committee
- Nominating Committee
- Bylaws and Procedures Committee
- Finance & Budget Committee
- Awards and Scholarship Committee.

The chairs of the selected committees are nominated and elected as Chapter Officers or Directors per Article VIII.

In addition, the Chapter President, upon ratification by the CEC, may establish such Committees and Task Forces as deemed necessary to assist the CEC and the Chapter President in carrying out the programs and operations of the Chapter. The Chapter President shall, in consultation with the Chapter President-Elect, appoint the Committee and Task Force chairs.

Committee membership, terms and responsibilities will be as set forth in the Chapter Policies and Procedures Manual.

Article X

FISCAL YEAR

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

Article XI

FINANCIAL RESPONSIBILITIES

SECTION 1. AUTHORITY

The CEC shall have authority to prescribe such procedures as it deems appropriate to ensure adequate budgetary and financial controls for the Chapter.

SECTION 2. BUDGET

An annual budget shall be established by the Chapter President, in consultation with the Finance and Budget Committee, as set forth in the Chapter Finance and Budget Policies and Procedures ([Financial and Budget Policies and Procedures](#)). The budget shall provide an estimated list of expenses for the program year and the sources that will support it. Approval of the budget by the majority of the CEC shall constitute authority for the responsible officials of the Chapter to obligate funds as provided in the budget.

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 CEC. Modifications to the budget shall become effective upon approval by a majority of the CEC.

Article XII

DUES

SECTION 1. DUES RATES

The Chapter portion of the annual dues rates for the different categories of membership shall be set by a two-thirds (2/3) vote of the CEC (See Article VII, Section 3).

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 duty. Upon request, the member's dues shall be waived for each fiscal year in which the tour occurs without any loss of rights and privileges to which the member was entitled to prior to entering the military services.

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, all assets shall, after payment or making provisions for payment of all liabilities of the Chapter, be distributed exclusively to AGA, provided that the Association shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future Internal Revenue Law. If at that time the Association is no longer exempt under Section 501(c)(3), the CEC shall 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), in such manner as the Chapter Executive Committee shall determine.

Article XIV

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 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 Manual is vested in the CEC, provided that any such action of the CEC can be overturned by a two-thirds 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 AGA National Office.
- (b) By proposal, in writing to the President-Elect signed by (20%) percent of the membership or seven (7) 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 AGA's 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 Chapter members present is required for approval. After ratification by the membership, the amendments to the Chapter Bylaws should be provided to the AGA National Office. Modifications to the Policies and Procedures 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, Directors and Committee and Task Force members shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

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 AGA'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, if such person acted in a manner required by the law of the Chapter's state of incorporation in order to be eligible for indemnification.
- (b) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the CEC in the specific case, upon receipt a written of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct for indemnification and a written commitment to repay any funds advanced if is ultimately determined by a court of law or AGA's Ethics Committee that the individual who 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 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 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, vice president, Committee or Task Force member, 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.

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