



AGA

BOSTON CHAPTER BYLAWS

Voted and approved by Chapter Membership on **October 9, 2025**

TABLE OF CONTENTS

1. **Article I – Name**
2. **Article II – Authority, Mission and Objectives**
 - Section 1. Authority
 - Section 2. Vision, Mission, Core Values
 - Section 3. Goals and Objectives
3. **Article III – Code of Ethics**
4. **Article IV – Membership**
 - Section 1. Members
 - Section 2. Duties of Members
 - Section 3. Discipline and Suspension of Members
 - Section 4. Removal of Chapter Officers and Chapter Chairs
 - Section 5. Discipline, Suspension, and Removal of Members
 - Section 6. Resignation of Members
 - Section 7. Reinstatement
 - Section 8. Communications
 - Section 9. Voting Members and Non-Voting Members
5. **Article V – Meetings of Members**
 - Section 1. Calls to Meetings
 - Section 2. Notice of Meetings
 - Section 3. Conducting Meetings
 - Section 4. Quorum
 - Section 5. Voting Action
6. **Article VI – Chapter Officers and Chairs**
 - Section 1. Chapter Officers
 - Section 2. Chairs
 - Section 3. Volunteer Services
 - Section 4. Removal of Chapter Officers and Chairs
7. **Article VII – Chapter Executive Committee**
 - Section 1. Chapter Executive Committee (CEC)
 - Section 2. CEC Meetings
 - Section 3. CEC Quorum and Voting Action
 - Section 4. CEC Duties and Responsibilities
8. **Article VIII – Nomination and Election of Chapter Officers**
 - Section 1. Nominations
 - Section 2. Campaigning
 - Section 3. Balloting
 - Section 4. Election Results
 - Section 5. Filling of Vacancies
9. **Article IX – Committees**
10. **Article X – Fiscal Year**
11. **Article XI – Financial Responsibilities**
 - Section 1. Authority
 - Section 2. Budget
 - Section 3. Controls/Transparency
 - Section 4. Internal Revenue Service and Commonwealth of Massachusetts Filings
12. **Article XII – Dues**
 - Section 1. Waiver of Dues - Military Dues
13. **Article XIII – Dissolution**
14. **Article XIV – Parliamentary Authority**
15. **Article XV – Amendments**

- Section 1. General
- Section 2. Origination of Bylaws and Policies and Procedures Amendments
- Section 3. Processing Procedures

16. Article XVI – Liability of Officers and Indemnification

- Section 1. Limitation on Liability
- Section 2. Indemnification

AGA – Boston Chapter

The Boston Chapter of the AGA received its charter from National AGA on March 6, 1954.

BYLAWS

Article I

NAME

The name of the organization is Advance. Grow. Accelerate., known as AGA – Boston 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 the 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, CORE 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. The Chapter’s mission is to serve government accountability professionals by providing quality education at a reasonable cost, supporting professional certifications, promoting professional interaction, networking, recognizing professional and academic achievement and assisting the less fortunate in our local community.

CORE VALUES:

1. **Service** - Attending to the needs of our members, the government accountability sector and community.
2. **Accountability** - Maintaining and advancing sound fiscal and operational practices.
3. **Integrity** - Fostering the highest professional standards of ethical conduct and behavior.
4. **Leadership** - Being proactive and innovative in directing our activities.
5. **Excellence** - Striving for the highest level of professional performance and continuous improvement.
6. **Respect** - Treating everyone fairly and with dignity.

SECTION 3. GOALS AND OBJECTIVES

The Chapter aligns its goals and objectives to AGA’s goals and objectives. AGA’s goals and objectives are detailed in its strategic plan, published on its website (<http://www.agacgfm.org>).

The Chapter has the following objectives:

1. Primarily to instruct, train, and inform government financial management professionals in the field of

accounting, auditing, budgeting, financial management, and related management information systems. This continuing education process will provide for the professional development of government financial managers so that they may better serve the public.

2. To encourage and provide educational events for the interchange of ideals among financial management professionals in government service and among government and non-government financial managers.
3. 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.
4. To bring together financial management professionals in the government and community for educational and other constructive endeavors.
5. To promote the observance of professional standards, such as those released by the Governmental Accounting Standards Board (GASB), and the Federal Accounting Standards Advisory Board (FASAB), as applicable. This also includes adhering to ethics in accomplishment of government financial management activities established within the AGA's Code of Ethics.
6. To recognize the unique skills and knowledge required of professionals who specialize in government financial management by sponsoring AGA's professional certification program.

In addition, the Chapter shall follow its Strategic Plan in fulfilling its mission, vision, and values, as well as its goals and related strategies.

Article III

CODE OF ETHICS

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 and is published via the AGA website to the membership and Certified Government Financial Managers (CGFMs).

Article IV

MEMBERSHIP

SECTION 1. MEMBERS

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.

1. **GOVERNMENT MEMBERS** – This category of membership is available to government employees. It is also available to individuals with government financial management experience outside the government, such as academia and nonprofit entities, who are engaged in educational activities having the same objectives of the Association, or who have contributed toward advancing government accountability.
2. **PRIVATE SECTOR MEMBERS** – This category of membership is available to individuals working for commercial enterprises or ventures actively engaged in and support AGA's vision, mission, values, goals, and objectives.
3. **YOUNG PROFESSIONAL MEMBERS** – This category of membership is available to individuals with fewer than three years of experience.

4. **STUDENT MEMBERS** – This category of membership is available to full-time college and 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 or university part-time.
5. **RETIRED MEMBERS** – This category of membership is available to individuals who have permanently retired from government, academia, nonprofit or commercial enterprise or ventures.
6. **LIFETIME MEMBERS** – This category of membership is to be designated at the discretion of the majority of the Chapter Executive Committee to recognize a member’s distinguished service to the Chapter over a sustained period.
7. **HONORARY MEMBERS** – This category of membership is to be designated at the discretion of the majority of the Chapter Executive Committee to recognize distinguished service to the Chapter and/or exemplary contributions to advancing government accountability. Only highly noteworthy nationally recognized individuals who cannot meet the requirements for government, private sector, or retired member will be considered.
8. **CORPORATE MEMBERS** – This category of membership is available to commercial enterprises or ventures (e.g., company, corporation, partnership, sole proprietor) that are actively engaged in and support AGA’s vision, mission, values, goals, and objectives.
9. **GROUP MEMBERS** – This category of membership is available to government, academia, or nonprofit entities whose employees meet the requirements for “Government Members,” explained above.

SECTION 2. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

1. Endorse the vision, mission, values, goals, and objectives of the Association.
2. Uphold and be guided in their professional conduct by the Association’s Code of Ethics.
3. Cooperate with the Association’s Professional Ethics Board (PEB), in any investigations of alleged violations of the Code of Ethics. Failure to cooperate with the PEB may result in termination, subject to the PEB appeals process.
4. Maintain current membership in accordance with Association and Chapter requirements. And,
5. 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.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND CHAPTER CHAIRS

An appointed or voting member of the Chapter Executive Committee (CEC) may be removed with cause by vote of two-thirds (2/3) of the voting CEC members at a meeting for which a quorum of CEC has been established, provided that the meeting notice includes reference to the proposed removal. In addition, any officer appointed or elected by vote of the membership (or by a particular group of the membership) may be removed with cause by the person making the appointment or by vote of the membership (or, if voting in their election was limited only to a particular group of the membership, then removal shall be only by that group at a meeting called for such purpose).

“Cause” under this Section shall be defined to include violations of AGA’s Code of Ethics as determined by the Ethics Board and as provided by law and in the Association’s Policies and Procedures.

SECTION 5. DISCIPLINE, SUSPENSION AND REMOVAL OF MEMBERS

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

2. 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 AGA. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the AGA four months after the suspension date.
3. The National Governing Board (NGB), as provided in the AGA's Policies and Procedures, may suspend a member's membership in AGA.

SECTION 6. 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 a disciplinary complaint has been filed against him or her by the PEB, but before a final determination on the complaint by the PEB has been made, that member shall not be eligible for renewal of membership with the AGA unless authorized by the NGB. Such a member shall be given the status of "not eligible for membership" in AGA records.

SECTION 7. REINSTATEMENT

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

SECTION 8. COMMUNICATIONS

AGA communications to members may be disseminated in writing or electronically (e.g., website, email, or other type and form which the recipient is able to retrieve the communication).

SECTION 9. VOTING MEMBERS AND NON-VOTING MEMBERS

Voting members are those individuals who have the authority to vote on certain matters and have met their duties and responsibilities in this Article IV, Section 2. Ex-officio members may serve on a Board or Committee in a non-voting capacity in an advisory role to the Chapter and do not have the authority to vote.

Article V

MEETINGS

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 membership 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 can 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 shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

SECTION 5. VOTING ACTION

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. The exception to the majority rule which requires approval of 2/3 of the voting members present at a meeting for which a quorum is present is Changes to these Bylaws (see Article XV).

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 CHAIRS

SECTION 1. CHAPTER OFFICERS

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

- a. The President-Elect, the Secretary-Elect, and Treasurer-Elect shall succeed the President, Secretary, and Treasurer, respectively.
- b. Each Chapter Officer shall be elected annually for a one-year term.
- c. After serving as Chapter President, Secretary, or Treasurer, those members formerly in such roles shall serve in an advisory capacity to the current Chapter Officers.

SECTION 2. CHAIRS

- a. The Chapter has Chairs, of which the Titles are synonymous and without hierarchy. These include the following positions:
 - Membership
 - Education
 - Programs / Technical Meetings
 - Accountability (CCR)
 - Community Service

- Young Professionals
- Awards and Scholarships
- ACE Reporting
- Sponsorship
- Professional Certification
- Communications (newsletter, website, etc.)
- Bylaws and Procedures Committee
- Nominating Committee
- National Council of Chapters Representative
- Webmaster

b. The President shall select these positions to serve for one-year terms.

SECTION 3. VOLUNTEER SERVICES

All Chapter Officers shall serve in these positions on a voluntary basis without compensation by the Chapter. Volunteer status 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 and acknowledged that it would not be in violation of the AGA Code of Ethics.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND CHAIRS

The responsibilities of Chapter Officers and Chairs are set forth in the Chapter’s policies and procedures manual. Chapter Officers and Chairs are expected to perform those duties.

A member of the Chapter Executive Committee (CEC) may be removed with cause, by vote of two-thirds (2/3) of the voting CEC members. “Cause” under this Section 3 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)

The governing body of the Chapter shall be the CEC which will consist of the Chapter Officers, National Council of Chapters Representative and Chairs. Each of these members shall have one vote and all Officers will be voting members. In addition, there can be Ex-Officio (without vote) members who assist the CEC.

If the Chapter President is absent from the CEC meeting, the officer to preside shall be determined in the following succession: Chapter President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect.

SECTION 2. CEC MEETINGS

Meetings of the CEC are to be held on such date and time and manner as may be designated by the Chapter President or any three (3) voting members of the CEC.

SECTION 3. CEC QUORUM AND VOTING ACTION

A quorum for a CEC meeting is at least half of the voting members of the CEC.

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 members, are removal of Chapter officers and Chairs (see Article VI, Section 3) and setting the annual Chapter dues rate (see Article XII).

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 non-unanimous vote must be resubmitted to the CEC at its next meeting for ratification. Voting members may abstain from voting but it must be a voting abstention, not a non-reply.

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.

SECTION 4. CEC DUTIES AND RESPONSIBILITIES

The primary duties and responsibilities of the CEC include, but are not limited to:

- a. Promulgate the policies and programs of the Association and the Chapter.
- b. Adopt an Annual Budget and approve revisions thereof more than ten percent of budgeted expenditures.
- c. Establish a Chapter dues schedule for all classes of Chapter members.
- d. Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all changes in the manual.
- e. 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.
- f. Appoint the Chapter's Representative to the National Council of Chapters.

Article VIII

NOMINATION AND ELECTION OF CHAPTER OFFICERS

SECTION 1. NOMINATIONS

Candidates for Officers will be put forward by the Nominating Committee as set forth in the Bylaws.

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

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

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

SECTION 4. ELECTION RESULTS

Results of elections shall be tabulated as designated by the Chapter Bylaws and Procedures Committee, which shall certify the results to the Chapter President. When there is no contest for an elective office, the Chair of Chapter Bylaws and Procedures 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 Chair position, the position will be filled as set forth in the Chapter Policies and Procedures.

Article IX

COMMITTEES

Boston Chapter maintains 15 standing committees, listed in Article VI. In addition, the chapter organizes a Nominating Committee at least once per year for future planning.

The Nominating Committee shall be comprised of the Immediate Past President, the current President, the President-elect, Secretary, and Treasurer.

In addition, the Chapter President, upon ratification by the CEC, may establish such additional Committees as may be needed 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 those chairs. These Chairs will not become members of the CEC.

Committee membership, terms, and responsibilities will be as set forth in the Chapter policies.

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 assure adequate budgetary and financial controls for the Chapter.

SECTION 2. BUDGET

Approval of the budget by the CEC shall constitute authority for the responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than 10 percent (10%), unless this expense has the advance approval of the CEC.

SECTION 3. CONTROLS AND TRANSPARENCY

The CEC requires that the Treasurer distribute the financial and bank statements to the CEC every month. The Treasurer shall create a financial report for each CEC meeting which summarizes all financial transactions from the prior month. An annual audit will be conducted.

SECTION 4. INTERNAL REVENUE SERVICE AND COMMONWEALTH OF MASSACHUSETTS FILINGS

The Treasurer is responsible for completing and mailing the necessary federal and Commonwealth tax forms by the required due date to maintain the Chapter's tax-exempt status. A copy should be retained in the Treasurer's records and a copy should be sent to the Secretary to be included with the chapter's official records. Any notices from federal and Commonwealth entities shall be communicated to the CEC upon receipt. The CEC will then call a meeting to determine a response to said notices and if counsel will need engaging.

Article XII

DUES

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 1. 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 waived 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 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 the 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 CEC 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 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. ORIGATION 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 CEC member or the AGA National Office.
- b. By proposal, in writing to the President or President-Elect, signed by 10 percent (10%) of the membership or 20 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, Chairs and Committee 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 Chair, current or former officer, or any person who may have served at AGA's request as a Chair 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 Chair or officer, if such person acted in a manner required by the laws of the Commonwealth of Massachusetts 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 Chapter Executive Committee 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 Chairs 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 Chair 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 an Officer, against any liability asserted against the Officer and incurred by the Officer's status as such, whether the Chapter would have the power to indemnify the Officer against such liability under the provisions herein.