

**ASSOCIATION OF GOVERNMENT ACCOUNTANTS
CHICAGO CHAPTER**

BYLAWS

EFFECTIVE January 5, 1998

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ASSOCIATION OF GOVERNMENT ACCOUNTANTS
CHICAGO CHAPTER

BYLAWS

ARTICLE I
NAME AND OBJECTIVES

SECTION 1. NAME

The name of this organization shall be the Association of Government Accountants - Chicago Chapter (hereinafter referred to as "the Chapter"). This Chapter is part of the Association of Government Accountants (hereinafter referred to as "the Association").

SECTION 2. PURPOSE

The purpose of the Association is to be an international, professional organization dedicated to the enhancement of public financial management. The Association shall serve its members by providing or sponsoring appropriate educational programs, encouraging professional development, influencing governmental financial management policies and practices, and serving as an advocate 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 3. RELATIONSHIP TO ASSOCIATION

The Chapter's relationship with the Association will be as follows:

- a. This Chapter is subject to the Association's general supervision and guidance
- b. The Chapter Bylaws shall conform to the Association's and incorporate by reference the objectives and Code of Ethics of the Association.
- c. The Chapter's Officers and Directors are not authorized to create indebtedness in the corporate Association's name, except within the Chapter's resources, nor to commit the Association in any program policy matters.
- d. In the event this Chapter is deactivated, all net assets shall be disposed of in accordance with Article VI, Section 6.
- e. The appropriate officers and directors will submit such reports to the Association as may be required.

SECTION 4. OBJECTIVES

The Association shall have the following objectives:

- a. Primarily to instruct, train and inform government financial managers in the fields of accounting, auditing, budgeting, 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 nongovernment 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 activities.

SECTION 5. CODE OF ETHICS

- a. In order to foster the highest professional standards and behavior as well as to promote exemplary service to the government, the Chapter has adopted the Association's Code of ethics to guide members and to inform their employers.
- 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 nongovernment 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 of the Association;
 - (2) not engage in private employment or act as an independent practitioner for remuneration except with the consent of their employer;
 - (3) not purposefully transmit or use confidential information obtained in professional work for personal gain or other advantage; and
 - (4) adhere to all their employer's Standards of Conduct.
- d. With respect to professional competence and performance, members shall:
 - (1) strive to fulfill all work-related responsibilities and supervise the work of subordinates with the highest degree of professional care.
 - (2) continually seek to increase their professional knowledge and skills to improve service to employers, associates and fellow members;
 - (3) render opinions, observations or conclusions for official purposes only after appropriate professional consideration of the pertinent fact,

- (4) exercise diligence, objectivity and honesty in their professional activities and be aware of the responsibility to disclose any 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.
- e. With respect to responsibility 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.
 - (c) In speaking engagements or writing for publication, identify personal opinions which may differ from official positions of their employers.

ARTICLE II **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 and Retired Members.

SECTION 2. FULL MEMBERS

This class of membership requires six or more years of government experience acceptable to the Membership Committee, involving the professional performance of financial management activities in an administrative, supervisory and/or operational 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 objective as the Association, or who have made a contribution toward the improvement of financial management in government.

SECTION 3. EARLY CAREER MEMBERS

This class of membership is available to individuals whose experience does not meet the qualitative and/or quantitative requirements for full membership. Full-time students interested in public sector financial management are eligible to be Special Early Career Members of the Association as are individuals in their first year of employment.

SECTION 4. RETIRED MEMBERS

A full member upon retirement from full-time employment may become a Retired Member.

SECTION 5. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

- a. Endorse the purpose and objectives of the Chapter and the Association;
- b. Uphold and be guided in their professional conduct by the Chapter's and the Association's Codes of Ethics; and
- c. Cooperate with the appropriate authority in any investigation of violations of the Code Ethics.
- d. Promptly notify the Chapter and the Association of address changes, and provide such information as the Chapter and the Association may require for their membership records; and
- e. Pay Chapter and Association dues timely.

SECTION 6. 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 code of Ethics.

SECTION 7. REMOVAL OF MEMBERS

Membership may be revoked or suspended by the Association only. 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 Bylaws, or violated the Code of Ethics of the Association, they shall furnish the Association's Membership Committee with the complete details of the situation. Membership may also be revoked for non-payment of dues. (See Article VI, Section 1.b)

SECTION 8. REMOVAL OF OFFICERS AND DIRECTORS

Officers and directors can be removed from office due to the revocation of membership by the Association (Article II, Section 7) or due to failure to perform the duties prescribed in Article IV, Section 2. Officers of Directors whose membership is revoked by the Association are ineligible to complete their term of office. Officers and directors who fail to attend two CEC meetings without providing prior notification or who do not perform required functions of their position and do not arrange for necessary substitutes to perform those functions are subject to impeachment by a two thirds majority vote of the remaining members of the CEC. The officer or director being impeached may present any extenuating circumstances to the CEC, but may not participate in the vote on the matter.

SECTION 9. REINSTATEMENT

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

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. CALL TO MEETINGS

- a. Meeting of members 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 President.
- b. Special meetings may be called by the Chapter president. Notice of a special Chapter meeting shall be mailed to each member at least 10 days before the meeting date and shall include the date, time, place, and purpose of the meeting.

SECTION 2. NOTICE OF MEETING

Notice of each meeting of the Chapter shall be given to each member of the Chapter at least 7 days before the date of such meeting. The notice shall cite the nature of the official Chapter business to be conducted at the meeting.

SECTION 3. MEETING PROCEDURE

In transacting official business, the rules of parliamentary procedure contained in the most recent revision of Robert's "Rules of Order" shall govern all meetings of the Chapter.

SECTION 4. QUORUM

Twenty percent of the members in good standing or 50 members in good standing, whichever is less, shall constitute a quorum for the transaction of official business duly presented at any Chapter meeting.

SECTION 5. VOTING RIGHTS

All members in good standing shall have the right to vote on Chapter and Association matters. The usual occurrence will be the voting for National President-Elect, Regional Vice President-Elect, and Chapter Officers and Directors.

SECTION 6. VOTING ACTIONS

- a. Matters requiring votes by the Chapter shall be approved by a plurality (i.e., most votes) of those voting except for Bylaws changes and Chapter dues increases. (See Article VII, Section 2 and Article VI, Section 1 a)
- b. CEC matters decided by telephone or mail vote will require a two-thirds vote of the membership of the CEC and the vote must be documented in the minutes of the next CEC meeting.
- c. The President is a non-voting member of the CEC, except that he/she shall cast the deciding vote in the event of a tie.
- d. The immediate Past President is a non-voting member of the CEC, except that he/she shall cast the deciding vote in the event of a tie when the president is absent.

ARTICLE IV
CHAPTER ORGANIZATION

SECTION 1. OFFICERS AND DIRECTORS

The Chapter Officers shall be the President, President-Elect, Secretary and Treasurer. There shall be no more than 9 Directors.

- 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 President-Elect, Secretary, Treasurer and Directors shall be elected annually for 1-year terms as provided in Article V.

SECTION 2. CHAPTER EXECUTIVE COMMITTEE (CEC)

- a. The CEC shall be the governing body of the Chapter and shall be comprised of the following:

The President	The President-Elect
The Immediate Past President	The Secretary
The Treasurer	The Directors

- b. Unless precluded by other sections of the Bylaws and without limitations regarding other matters, the CEC shall have among its responsibilities the following:
 - (1) Promulgate the policies and programs of the Association and Chapter
 - (2) Adopt an Annual Budget and approve revisions thereof in excess of ten percent of budgeted expenditures.
 - (3) Establish a Chapter dues schedule for all classes of members.
 - (4) Develop a Policy and Procedures manual for the Chapter, see that it is implemented, and approve all changes in the manual.
 - (5) Review all actions and programs of the Chapter's Committees, Subcommittees and Task Forces and Request those groups to appear before the CEC at appropriate times.
- c. The President shall preside at all meetings. In the absence of the president, the officer to preside shall be determined in the following succession: President-Elect, Immediate Past President, Secretary and Treasurer.
- d. The President-Elect shall serve in the President's absence, shall preside over the Nominating Committee as provided in Article V, Section 1.a., and shall preside over the Awards Committee as provided in Article VIII, Section 1. The incoming President shall appoint an auditor prior to the close of the Chapter's fiscal year to ensure that the books and records were properly maintained and that the financial statements of the Chapter fairly present its operations for the period consistent with CEC policies and directives. The resident-Elect shall

also coordinate the Chapter's Point Recognition Program, maintain required records and submit reports to the Association.

- e. The Immediate Past President shall be the institutional memory of the CEC. He/she shall identify problems with past Chapter practices and recommend needed changes.
- f. The Secretary shall:
 - (1) prepare minutes of all meetings, and maintain a file of the Chapter minutes, correspondence, and related historical documents;
 - (2) maintain a permanent file of corporate resolutions and minutes, in compliance with statutory requirements of the State of Illinois;
 - (3) record attendance of the Officers, and Directors at each CEC meeting;
 - (4) serve as parliamentarian at CEC meetings to assure adherence to Robert's Rules of Order;
 - (5) be responsible for periodically reviewing the Chapter bylaws, reviewing any member's suggested changes to the Bylaws, and recommending revisions by way of motions before the CEC; and
 - (6) retain Chapter records in accordance with the Chapter retention policy.
- g. The Treasurer shall:
 - (1) maintain the Chapter's financial account(s) in accordance with the Association's Accounting Manual;
 - (2) receive all dues and payments;
 - (3) coordinate with the Membership Director to assure that the Association has forwarded the chapter's portion of dues it collects;
 - (4) settle all accounts payable;
 - (5) present financial reports at periodic CEC meetings; and
 - (6) maintain a general ledger to provide continuing evidence of the Chapter's eligibility for tax exempt status
 - (7) maintain a permanent file of requests for tax information from authorized taxing authorities
- h. The Membership Director shall:
 - (1) coordinate recruiting and retention efforts;
 - (2) maintain and update the Chapter's membership database;
 - (3) generate mailing labels for the newsletter and other purposes as required;
 - (4) update and publish the Chapter's recruitment brochure and membership directory at least annually;

- (5) generate attendance rosters and name badges for all Chapter meetings and training events;
 - (6) assure that new members receive their membership certificates in a timely manner;
 - (7) notify the CEC of all members who become delinquent in the payment of dues; and
 - (8) maintain an up to date list of all members in good standing.
- i. The Education Director shall coordinate with individuals or organizations to arrange training in matters of general interest to the membership and will coordinate with other organizations for joint education programs. The Director will also assure that records required by the Illinois Department of Registration are maintained to support CPE credit for training coordinated through the Chapter.
 - j. The Job Referral Director shall coordinate with the Association, Federal; State and local government agencies, and other related parties in informing members of employment opportunities suited to their interests.
 - k. The Meetings Director shall handle arrangements for all scheduled meetings and maintain attendance records.
 - l. The Program Director shall arrange for guest speakers of interest to the membership, confirm arrangements made, obtain biographical material, and introduce the speakers at scheduled meetings.
 - m. The Newsletter Editor shall be responsible for the editing and the timely publication of the monthly Chapter newsletter, Observations.
 - n. The Newsletter Publisher shall coordinate the printing and distributing of the monthly Chapter newsletter, Observations.
 - o. The Community Services Director will organize community service functions that will benefit local or national charitable or nonprofit organizations.

SECTION 3. CHAPTER EXECUTIVE COMMITTEE MEETINGS

- a. Meetings of the CEC shall be held monthly in a downtown Chicago location at the call of the President or any 7 members of the CEC. A quorum is 7 persons.
- b. Committee members shall be notified of CEC meetings at least 5 days prior to such meetings.
- c. The Chapter Secretary shall prepare a transcript of the minutes for each CEC meeting and forward copies to each committee member within 30 days after such meeting but at least one week prior to the meeting.
- d. In lieu of calling a special CEC meeting, the President may submit any question to the Committee for a mail or telephone vote. (See Article III Section 6 b.)
- e. After January of each year, any CEC member is subject to removal by a majority of the CEC if that member has not attended a combination of 40 percent of the Chapter meetings and CEC meetings for the Chapter year.

- f. The President shall preside at all meetings. In the absence of the President, the following order of succession shall apply: President-Elect, Immediate Past President, Secretary and Treasurer.

SECTION 4. COMMITTEES, SUB-COMMITTEES AND TASK FORCES

- a. There shall be two standing Committees, Nominating and Executive; in addition, the President, after ratification by the CEC, may establish committees, Sub-committees and Task Forces to assist in carrying out the program and operation of the Chapter.
- b. The Nominating Committee shall consist of the President-Elect, 2 Past Chapter Presidents appointed by the President, and three Chapter members selected by the CEC. The President shall appoint the chairpersons of the Committee from among its members.

SECTION 5. TERMS OF OFFICE

- a. Members of committees shall be appointed for one year from July 1 to June 30.
- b. Members of Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.

SECTION 6 DUTIES OF COMMITTEES, SUB-COMMITTEES AND TASK FORCES

The duties assigned to the Committees, Sub-committees, and Task Forces other than those cited in Article IV Section 4, and in Article VIII will be defined by the CECs as needed.

ARTICLE V NOMINATION, ELECTION AND FILLING OF VACANCIES FOR OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

- a. The Chapter President-Elect will chair a Nominating Committee (see Article IV, Section 2.d.) The names of the nominating committee members and their phone numbers will be published in the February edition of the Chapter's newsletter, Observations, with an open invitation for the self nomination of any interested members. The Nominating Committee will confirm the nomination of any volunteers and will seek out additional persons willing to accept nomination. While confirming nominations, the Committee shall acquire a very brief summary of background data form each candidate and verify that the candidate is a member in good standing. A report and list of nominees with background data will be presented to the Newsletter Editor no later than March 15 for publication along with a ballot in the April edition of the Chapter's newsletter, Observations.
- b. The Nominating Committee shall select from the names it obtains from the Chapter membership at least one candidate for the offices of President-Elect, Secretary, Treasurer and not more than 3 candidates for each Director position, not later than March 1 of each

year. All nominees must indicate their commitment to fully carry out their duties if elected. (See Article IV, Section 2.)

- c. Ten percent of the Chapter members or 20 members (whichever is less) may submit an independent nomination for the above named offices. Such nominations, whichever will be included on the ballot, must reflect the willingness of the individual to serve and shall be filled with the President-Elect by March 1 of any year.
- d. To be eligible for office in the Chapter, a member must be a full or associate member in good standing, except that a retiring member will be allowed to serve out the term to which elected. The President or President-Elect may not succeed himself/herself by election, unless such person is filling the unexpired term of another duly elected officer.

SECTION 2. BALLOTING

- a. Ballots will be prepared in such form as the Nominating Committee may designate to assure the integrity of the process. The April newsletter will include a ballot. Members may return sealed ballots at the April chapter meeting or by mail to the Chapter post office box. All ballots received by the Chapter by April 30 will be counted. Ballots received thereafter are void and will not be counted. Write in votes for members in good standing not otherwise nominated will be accepted.
- b. If there is only one candidate for each office, it is not necessary to hold an election.

SECTION 3. ELECTION RESULTS

Results of elections shall be tabulated in accordance with procedures established by the Nominating Committee. Where there is no contest for an elective office, the Nominating Committee shall certify the election to the President without ballot.

The President shall designate two or more members not currently holding, or nominated for office as election tellers. After counting all valid ballots, they shall certify the results to the Secretary and Newsletter Editor no later than May 5.

The Secretary will annotate the results of the elections as an addendum to the minutes of the preceding CEC meeting to be approved and accepted at the next meeting.

The Newsletter Editor will announce the election results in the May edition of the Chapter's newsletter, Observations.

Any ties will be resolved by secret vote of the current Chapter officers. An officer may not vote on ties for a position for which he or she is a nominee.

The terms of office for all CEC members will run from July 1 to June 30.

SECTION 4. FILLING VACANCIES

In the event of a vacancy occurring in the office of President, the President-Elect will succeed. In the event of a vacancy in the office of President-Elect, the office will remain vacant until a special or regular election is held. In the case of a vacancy in any other officer or director position, the CEC will fill the vacancy by a two-thirds majority vote.

ARTICLE VI
FINANCIAL ADMINISTRATION

SECTION 1. DUES

- a. The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by two-thirds of the CEC. (See Article III, Section 6.)
- 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 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 Membership Director may recommend reinstatement of a member whose membership had been forfeited for nonpayment of dues.

SECTION 2. FINANCIAL RESPONSIBILITIES

- a. The CEC shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter. This shall include determining the effective application of the Chapter's funds and supervising the investment of these funds by the Treasurer.
- b. The CEC members shall submit to the Treasurer income and expenditure estimates for the Chapter activities under their respective jurisdiction no later than July 30. The Treasurer shall then prepare a budget for the fiscal year, which shall begin the first day of July, and present it for approval to the CEC no later than August 31. Expenditures in excess of budget category limits shall be addressed as provided in Article VI, Section 3.

SECTION 3. AUTHORIZATION FOR DISBURSEMENTS

- a. The Treasurer shall present a proposed budget to the Chapter membership in an edition of the Chapter's newsletter, Observation, to be published before the September Chapter meeting.
- b. The CEC shall approve the Chapter budget after the September Chapter meeting, but no later than September 30, after considering Chapter members' comments.
- c. The CEC authorizes the Treasurer to disburse the Chapter's funds for the purposes and within the limits approved for the several expense categories, except as specified in d. below
- d. No commitment or expenditures shall be made that exceeds the amount budgeted for an expense category by more than 10 percent or \$50, whichever is greater, unless it has the approval of the CEC in advance. Expenses that exceed an expense category by 100 percent or \$100, whichever is greater, must be ratified by the Chapter membership at the next regularly scheduled meeting before payment is made.

- e. New expense categories cannot be added to the budget after the CEC has formally approved the year's budget without ratification by the Chapter membership at the next regularly scheduled meeting.
- f. The CEC may authorize expenditures before formal approval of the budget up to the expense category limits in the prior year's approved budget.
- g. Approval of the budget by the CEC shall constitute authority for responsible officials of the Chapter to obligate funds as provided in the budget. Approval of requests to expend funds that exceed budget category limits shall constitute authority for responsible officials of the Chapter to obligate funds. (See Article VI Section 3.d.)

SECTION 4. DESIGNATION OF AUTHORIZED SIGNATURES

- a. CEC either generally or in Checks, draft, contracts, reports, and other instruments may be executed by the officer(s) designated by the specific instances.
- b. Authorized signatures on the Chapter's money market account shall be those of full members in good standing designated by the CEC. Withdrawals from the money market account will be transferred directly to the Chapter's checking account for disbursement solely by the Treasurer. The Treasurer shall review the list of signatories and reaffirm each of those on the list or select new signatories.

SECTION 5. FINANCIAL REPORTING

The Treasurer shall make reports of receipts and disbursements to the CEC. The Treasurer's reports shall show a comparison of actual versus budgeted expense categories for the fall and winter quarters. The reports shall show the transactions for the period and year-to-date, the budget for the year, and such other information as the CEC may request. Further, those reports shall be published in the December and March issues of the Chapter's newsletter, Observations.

SECTION 6. DISSOLUTION

In the event of liquidation, dissolution or winding up of the business and affairs of the Chapter, whether voluntary 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 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 United States District Court for the Northern District of Illinois exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

SECTION 7. FISCAL YEAR AND ANNUAL AUDIT

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

The President-Elect shall appoint, not later than June 30, a Chapter auditor who will be responsible for auditing the Chapter financial transactions, statements, and operations. The

results will be reported to the CEC by September 30. The audited financial statements shall be published in the Chapter's newsletter, Observations, after review by the CEC.

ARTICLE VII **AMENDMENTS TO BYLAWS**

SECTION 1. ORIGINATION OF AMENDMENTS

Proposed bylaws shall be consistent with the Association's bylaws. Proposed changes in these Bylaws 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 Committee, officer, or director.
- b. By proposal in writing to the President-Elect signed by 3 members of the Chapter in good standing.

SECTION 2. PROCESSING PROCEDURES

Proposals shall be submitted to the Bylaws and Procedures Committee. 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 vote. An affirmative vote by two-thirds of those voting is required for approval.

ARTICLE VIII **AWARDS**

SECTION 1. AWARDS COMMITTEE

The President-Elect will chair the Chapter Awards Committee. The President will appoint two other members to serve on the Committee from past or present CECs.

SECTION 2. NOMINATIONS

The Chapter Awards Committee will entertain nominations through the Chapter's newsletter, Observations, for the following Chapter Awards:

- a. Special Achievement Award: For notable contributions toward improving government financial management, accounting or auditing in government during the year.
- b. Chapter Service Award: Conferred on individuals who are active members of the Association for consistently important contribution to the development and enhancement of the Chicago Chapter during the year in nomination, and/or for distinguished or spectacular contributions to the Chicago Chapter during the year in nomination.

SECTION 3. CASH AWARD LIMITATION

Chapter officers and directors are not eligible for any monetary Chapter awards to recognize CEC, Chapter, or Association activities during their terms of office.

SECTION 4. SCHOLARSHIPS

The Chapter will award scholarships at its discretion in accordance with criteria established by the CEC and approved by meeting of members held as provided in Article III. The meeting at which the criteria will be discussed will be announced in the Chapter's newsletter, Observations, which will also publish the proposed criteria.

ARTICLE IX
LIABILITY OF OFFICERS AND
INDEMNIFICATION

SECTION 1. LIMITATION ON LIABILITY

Notwithstanding any provision to the contrary, the real and personal property of the Chapter officers shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

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 Boards, Committees and Task Forces.

SECTION 2. INDEMNIFICATION

- a. asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power
- General indemnification: Any person who, by reason the fact he or she is or was an officer or director or member of a duly constituted board, committee, or task force, as defined in Section 1, is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, shall be indemnified by the Chapter, provided, however, he or she acted in good faith within the scope of his or her Chapter responsibilities and in a manner he or she reasonably believed to be in the best interests of the Chapter and provided that with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Such indemnification shall be provided for expenses, including attorney's fees, judgment, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding; provided, however, that with respect to an action or suit by or in the name of the Chapter, such indemnification shall be only for expenses, including attorney's fees, and in such indemnification shall be only for expenses, including any claim, issue or matter as to which such person shall have been adjudged to be her duty to the Association, unless so ordered by a court of competent jurisdiction. To the extent that such officer or official of the Chapter has been successful on the merits or otherwise in defense of any claim issue or matter therein, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonable incurred by him or her in connection with the action, suit or proceeding.

Any other indemnification hereunder, unless ordered by a court, shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the officer or official of the Chapter is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. The determination shall be made by the Chapter Executive Committee by a majority vote of a quorum consisting of Chapter Executive Committee members who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested Chapter Executive committee members so directs, by independent legal counsel in a written opinion, or by the members of the Chapter. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Chapter, or with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

- b. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of the action suit or proceeding as authorized by the Chapter Executive Committee in the specific case, upon receipt of an undertaking by or on behalf of the officer or official 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 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 national officer or employee of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

The Chapter may purchase and maintain insurance on behalf of any person who is or was an officer or official 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.

Robert K. Bronatung
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Marilyn Kook
President-Elect

Voluntas N. Kickey
Secretary

Kristen Yehell
Treasurer

Chas. M. Miller
Past President

Margaret E. Faurleau
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Job Referral

Anthony A. Lemick
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Paul H. Ury
Education Director

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Community Services Director

Wendell Reid
Points Recognition Director

1/5/98
Date