



CENTRAL ARKANSAS CHAPTER BYLAWS

Approved by the Chapter Membership on 6/30/2024

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AGA Central Arkansas Chapter

The AGA Central Arkansas Chapter was founded on January 4, 1978. The Articles of Incorporation are dated 12/02/1987, pursuant to Title 4, Chapter 28 Nonprofit organizations of the Arkansas Code unannotated, the State of Arkansas.

BYLAWS

Article I

NAME

The name of the organization is the AGA Central Arkansas 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

The Association's goals and objectives are detailed in its strategic plan which is published via the AGA website (agacgfm.org).

The Central Arkansas Chapter's goals and objectives are:

A. Primarily to instruct, train and inform government financial managers in the fields of accounting, auditing, budgeting, systems, and financial management. This continuing education process

will provide for the professional development of government financial managers so that they may better serve the public.

B. To encourage and provide educational events for the interchange of ideas among financial managers in government service and among government and non-government financial managers.

C. To contribute to the advancement of financial management principles and standards and through educational events promote appropriate utilization of financial management methods and techniques to improve management control and accountability to the public.

D. To bring together professional financial managers in the government and the community for educational and other constructive endeavors.

E. To promote the observance of professional standards and ethics in the accomplishment of government financial management activities.

F. To recognize the unique skills and knowledge required of professionals who specialize in government financial management by sponsoring a professional certification program.

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 and is published via the AGA website to the membership and CGFMs.

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, Young Professional 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.

(a) **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 made a contribution toward advancing government accountability.

(b) **PRIVATE SECTOR MEMBERS** – This category of membership is available to individuals working for commercial enterprises or ventures [e.g., see paragraph (h) below] that are actively engaged in and support AGA's vision, mission, values, goals, and objectives.

(c) **YOUNG PROFESSIONAL MEMBERS** – This category of membership is available to individuals with fewer than three years of experience.

(d) **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.

(e) **RETIRED MEMBERS** – This category of membership is available to individuals who have permanently retired from government, academia, nonprofit or commercial enterprise or ventures.

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

(g) **HONORARY MEMBERS** – This category of membership is to be designated at the discretion of the National Governing Board to recognize distinguished service to the Association 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.

(h) **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.

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(i) **GROUP MEMBERS** – This category of membership is available to government, academia, or nonprofit entities whose employees meet the requirements for Government Membership under paragraph (a) above.

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 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.

SECTION 4. REMOVAL OF CHAPTER OFFICERS AND CHAPTER DIRECTORS

An appointed or voting member of the Chapter Executive Committee 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 3 shall be defined to include 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.

SECTION 5. 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 6. REINSTATEMENT

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

SECTION 7. 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 8. 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 and do not have the authority to vote as a member of the Board or Committee.

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 membership meeting of the Chapter must be communicated to each member of the Chapter not less than four days but not more than fifty (50) 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 20 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. 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).
- (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, and the Treasurer.

- (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.

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.

- (b) 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) The Chapter Directors include the following positions:
- Director of Accountability and Bylaws (odd year term)
 - Director of Communications (Newsletter) (even year term)
 - Director of Community Service (odd year term)
 - Director of Education (even year term)
 - Director of Membership and Early Careers (odd year term)
 - Director of Meetings and Awards (even year term)
 - Director of Professional Certification (CGFM) (odd year term)
 - Director of Programs/Technical Meetings (odd year term)
 - Director of Records (Historian) (even year term)
 - Director of Website Activities (even year term)
- (b) Chapter Directors shall be elected annually for two (2) year terms as provided in Article VIII. Half of the Directors will be elected in odd number election years, and the other half of the Directors will be elected in even number election years.

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 Chapter Executive Committee 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)

- (a) The governing body of the Chapter shall be the CEC which will consist of the following members, each having one vote:
 - a. Chapter President (Chair of the CEC)
 - b. Chapter President-Elect (Vice-Chair of the CEC)
 - c. Immediate Past Chapter President
 - d. Chapter Secretary,
 - e. Chapter Treasurer
 - f. Chapter Board Director (s)

- (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 (1/3) 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 members, are removal of Chapter officers and directors (see Article VI, Section 3) 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) Promulgate the policies and programs of the Association and the 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 Chapter members.
- (4) Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all changes in the manual.
- (5) Review all actions and programs of the Chapter's Committees and Task Forces. The CEC may require Committees or Task Forces to appear before it at appropriate times.
- (6) Appoint the Chapter's Representative to the National Council of Chapters.

Article VIII

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

(a) The Nominating Committee shall select from the names submitted to it by the chapter membership, including a member of the Nominating Committee, one candidate each for the offices of President-elect, Treasurer, and Secretary, and not more than (one) candidates for Directors, not later than February 1st of each year. All nominees must indicate their willingness to serve if elected.

(b) Five (5%) percent of the Chapter members or ten (10) members (whichever is less) may submit an independent nomination for President-elect, Treasurer, Secretary or Director. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and be filed with the Chapter President-Elect by February 15th of any year.

(c) To be eligible for office as President-elect, Treasurer, Secretary or Director in the Chapter, a member must be a member in good standing. The President may not succeed him/herself by election, unless such a person is filling the unexpired term of another duly elected officer.

(d) The Chapter Nominating Committee shall ensure that the professional background of the President-elect, Treasurer, Secretary, and Directors are commensurate with the duties of these positions.

(e) The recommendations of the Nominating Committee of the slate of officers and directors for the upcoming Chapter's fiscal year shall be presented to the Chapter's membership for review by both email and by announcement in a General Meeting prior to any vote to elect the recommendations for Chapter officers and directors. The balloting for these nominations shall not

occur until the next General Meeting after the meeting announcement of recommendations of the Nominating Committee.

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 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

- (a) In the event of a vacancy occurring in the office of President, the President-elect will succeed. In the event of a vacancy occurring in the offices of President-elect, and such vacancy occurs prior to November 1, then the current Nominating Committee shall convene and select a nominee for the vacant position under procedures promulgated by the Chapter Executive Committee. Such procedures shall allow for an independent nomination and a special election, if necessary.
- (c) In the event of a vacancy occurring in the office of Treasurer, Secretary or Director before the term is completed, a Chapter member will be appointed to serve the unexpired term. The current Nominating Committee will select a candidate from among the most current candidates for office, and names submitted to it by the chapter membership, and will make its recommendation to the Chapter President. The President shall appoint the individual to fill the vacant Treasurer, Secretary or Director position, and the appointment shall be ratified by the CEC.

Article IX

COMMITTEES AND TASK FORCES

SECTION 1. FORMATION

There shall be at least 3 standing committees, Executive, Nomination, and Bylaws and Procedures. The chairs of the standing committees are nominated and elected as Directors of the CEC per Article VIII above.

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

SECTION 2. MEMBERSHIP

(a) The number of members comprising Committees and Task Forces shall be determined by the scope of responsibility and work assigned.

(b) The Chapter President shall, in consultation with the Chapter President-Elect, appoint the Committee and Task Force Chairs. The chair may serve more than one year. The Chapter Executive Committee shall ratify chair assignments.

(c) The Chapter President shall appoint the members of each Committee or Task Force in consultation with the Chapter President-Elect and the Committee and Task Force Chair, ensuring that the Committees and Task Forces, taken as a whole, are representative of the Chapter membership.

(d) All members of Committees or Task Forces must be members in good standing of the Association and Chapter.

(e) Nominating Committee: The Nominating Committee shall consist of: the President-Elect; two (2) Past Chapter Presidents appointed by the Chapter President, including the Immediate Past Chapter President; the Immediate Past Chapter Treasurer; and three (3) Chapter members selected by the CEC. The Chapter President-Elect shall chair the Nominating Committee. Chapter members seeking a Chapter Office are ineligible to serve on the Nominating Committee.

SECTION 3. TERMS OF OFFICE

(a) Members of non-standing Committees established by the Chapter President and approved by the Chapter Executive Committee shall be appointed for a two (2)-year term, beginning the first day of the current Fiscal Year when appointed. Members may be re-appointed for an additional term(s).

(b) Nominating Committee members will serve one-year terms, which may be renewed.

(c) Members of Sub-committees and Task Forces shall be appointed for the duration of the Sub-committee or Task Force.

SECTION 4. RESPONSIBILITIES

The responsibilities of the Committees, Sub-Committees, and Task Forces shall be specified in these Bylaws and/or stated in the Policies and Procedures adopted by the Chapter Executive Committee.

Article X

FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the Chapter shall end at the close of business on the 30th day of June of each year. NOTE: The Association fiscal year ends on March 31st.

SECTION 2. MEMBERSHIP AND RECOGNITION YEAR

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

SECTION 3. PROGRAM YEAR

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

Article XI

FINANCIAL RESPONSIBILITIES

SECTION 1. AUTHORITY

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

SECTION 2. BUDGET

Approval of the budget by the Chapter Executive Committee 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 Chapter Executive Committee.

Article XII

DUES

SECTION 1. DUES

- (a) 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].
- (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 National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.

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 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 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 is vested in the Chapter Executive Committee, provided that any such action of the Chapter Executive Committee 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 ten percent 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, 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 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 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 or director of the Chapter, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions herein.

Article XVII

CHAPTER OPPORTUNITIES

SECTION 1. PRIOR PRESIDENT ATTENDANCE AT NATIONAL COUNCIL OF CHAPTERS

For the past President to receive any awards earned from the previous year, the previous President will serve as the first delegate for the National Council of Chapters representative for the Central Arkansas Chapter each year.

SECTION 2. SCHOLARSHIP CANDIDATE

The candidate for the scholarship offered by the Central Arkansas Chapter is not required to be a family member of an AGA member. The candidate can be recommended by an AGA member for review as a possible recipient.