

# **AGA – CENTRAL INDIANA CHAPTER**

# **CHAPTER BYLAWS**

As Amended by Chapter Membership on August 20, 2024

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# AGA – Central Indiana Chapter

AGA - Central Indiana Chapter received its charter the from National AGA on March 23, 2001.

## BYLAWS

### Article I

#### NAME

The name of the organization is the AGA – Central Indiana 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 the 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 serves government accountability professionals by providing quality education, fostering professional development and certification, and supporting standards and research to advance government accountability.

**VALUES:** Service, Accountability, Integrity, Leadership

##### SECTION 3. GOALS AND OBJECTIVES

The Association shall have the following goals and objectives:

- (a) 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 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 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

The AGA believes that its members first and foremost serve the public interest in accordance with the highest ethical principles. This Code of Ethics is both a standard of behavior to aspire to and a guide for making ethical decisions. The code contains specific language regarding conduct that sets the minimum expected levels of behavior. Violators are subject to disciplinary action. However, the code is not simply a set of rules. It also creates an expectation that the Association's members and/or CGFMs will do the right thing in any given situation.

Ethics ultimately is a matter of personal responsibility. Consistently making ethically correct decisions is not easy. It requires commitment and practice, which require first an awareness and then a motivation to act ethically. This code and the Association provide guidance and support to members and/or CGFMs. The public should reasonably expect that those who serve government are trustworthy. By accepting the opportunity to serve, Association members must also recognize the obligation to be accountable, which includes:

- Becoming familiar with and abiding by the expectations, standards and rules of the position and seeking out necessary information to interpret and apply them.
- Accepting personal responsibility for the foreseeable consequences of actions and inactions.
- Taking into account the long-term interest of the government and its citizens.

AGA members and/or CGFMs are expected to abide by the Association's Code of Ethics. Amendments to the Code of Ethics shall be approved by the National Board of Directors (NBD) in accordance with

Article VI, Section 1.(c)(1) of the Bylaws. The complete Code of Ethics is available on the website, [www.agacgfm.org](http://www.agacgfm.org).

## **SECTION 1. OBJECTIVES**

The code recognizes that the objectives of the government financial management profession are to work at the highest standards of professionalism, to attain the highest levels of performance and generally to meet the public interest requirement set out above. These objectives require that four basic needs be met:

- Credibility -- Society needs credibility in government information and information systems.
- Professionalism -- The public, employers, clients and other interested parties need to easily identify professionals in the government financial management field.
- Quality of Services -- The public needs the assurance that all services obtained from a government financial manager are carried out to the highest standards of performance.
- Confidence -- Users of the services of government financial managers should be able to feel confident that there is a framework of professional ethics that governs the provision of those services.

## **SECTION 2. PRINCIPLES**

In order to achieve the objectives of our profession, government financial managers must observe certain fundamental principles, which are:

- Integrity -- Be straightforward and honest in performing professional services.
- Objectivity -- Be fair and do not allow prejudice or bias, conflict of interest or influence of others to override objectivity.
- Professional Competence and Due Care -- Perform professional services with due care, competence, and diligence. Recognize the continuing duty to maintain professional knowledge and skill at a level required to ensure that an employer or client receives the advantage of competent professional service based on up-to-date developments in practice, legislation and techniques.
- Confidentiality -- Respect the confidentiality of information acquired during the course of performing professional services and do not disclose or use any such information without proper and specific authority or unless there is a legal or professional right or duty to disclose.
- Professional Behavior -- Act in a manner consistent with the good reputation of the profession and refrain from any conduct that might bring discredit to the profession.
- Technical Standards -- Carry out professional services in accordance with the relevant technical and professional standards. Recognize the duty to carry out with care and skill,

the instructions of the employer or client insofar as they are compatible with the requirements of integrity, objectivity, and, where applicable, independence.

### **SECTION 3. PROFESSIONAL CONDUCT**

#### **Personal Behavior**

- (a) Actively promote and encourage the highest level of ethics within the government financial management community.
- (b) Conduct yourself with integrity, dignity and respect for others.
- (c) Transmit or use confidential information obtained in your professional work only for the purpose intended and not for personal gain or other advantage or to the disadvantage of others.
- (d) Adhere to the standards of conduct of your employer and any professional associations or organizations of which you are a member.

#### **Professional Competence and Performance**

- (e) Strive to perform the duties of your position and supervise the work of your subordinates with the highest degree of professional care.
- (f) Continually seek to increase your professional knowledge and skills to improve your service to employers, associates and fellow members.
- (g) Render opinions, observations or conclusions for official purposes only after appropriate consideration of the pertinent facts and after assuring yourself that you have the appropriate expertise and are free from real or perceived conflicts of interest.
- (h) Exercise diligence, objectivity and honesty in your professional activities and be aware of your responsibility to disclose improprieties that come to your attention to the appropriate parties.
- (i) Be aware of and strive to apply work-related requirements and standards prescribed by authorized government agencies and employers.

#### **Responsibilities to Others**

- (j) Consider the public interest to be paramount in carrying out your duties.

- (k) Avoid any activity that creates or gives the appearance of a conflict with your employer related responsibilities.

## Article IV

### MEMBERSHIP

#### SECTION 1. MEMBERS

The members of the Chapter shall consist of Full Government Members, Private Sector Members, Early Career Members, Student Members, Retired Members, Lifetime Members, Honorary Members, Corporate Members, and Group Members. Each member is a voting member of the Chapter, having one vote.

#### SECTION 2. FULL GOVERNMENT MEMBERS

This class of membership requires three or more years of government experience acceptable to the Membership Committee, involving the professional performance of financial management activities in an operational, administrative and/or supervisory capacity. This class is also available to individuals with similar experience outside the government who are engaged in educational activities having the same objectives as the Association, or who have made a contribution toward the improvement of government financial management.

#### SECTION 3. PRIVATE SECTOR MEMBERS

This class of membership is available to individuals working for commercial activities/ventures (e.g., see Section 9 below) that are actively engaged in and support AGA's purpose and objectives.

#### SECTION 4. EARLY CAREER MEMBERS

This class of membership is available to government employees with less than three years of experience.

#### SECTION 5. STUDENT MEMBERS

This class of membership is available to college/university students. This class of membership is not available to individuals who have been employed in the financial management field for one (1) year or more.

#### SECTION 6. RETIRED MEMBERS

This class of membership is available to individuals who have permanently retired from and are

not working in the field of financial management.

#### **SECTION 7. LIFETIME MEMBERS**

This class of membership is to be designated at the discretion of the National Executive Committee to recognize a member's distinguished service to the Association over a sustained period of time.

#### **SECTION 8. HONORARY MEMBERS**

This class of membership is to be designated at the discretion of the National Executive Committee to recognize distinguished service to the Association and/or exemplary contributions to governmental financial management. Only highly noteworthy nationally recognized individuals who cannot meet the requirements for a full government, private sector or retired member will be considered.

#### **SECTION 9. CORPORATE MEMBERS**

This class of membership is available to commercial activities/ventures (e.g., company, corporation, partnership, sole proprietor) that are actively engaged in and support AGA's purpose and objectives.

#### **SECTION 10. GROUP MEMBERS**

This class of membership is available to government entities whose employees meet the requirements for Full Government Membership under Section 2 above.

#### **SECTION 11. 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 Code of Ethics; and
- (c) Cooperate with the appropriate authority 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 12. 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 13. DISCIPLINE AND SUSPENSION OF MEMBERS**

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

### **SECTION 14. REINSTATEMENT**

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

## **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 meeting of the Chapter shall be given to each member of the Chapter at least seven (7) days before the date of such 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**

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 twenty-five (25) 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 RIGHTS**

All members shall have the right to vote on Association and Chapter matters. The usual occurrence will be the voting for Chapter Officers and Directors.

#### **SECTION 6. 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 Chapter Officers shall be the President, President-Elect, Secretary and Treasurer. The Board of Directors shall consist of no more than Five members.

- (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, and Treasurer shall be elected annually for one-year terms as provided in Article VIII.
- (c) The Directors shall be elected for 3-year terms with no more than three Directors' terms expiring in any given year.

(d) All officers must be active chapter members.

## **SECTION 2. VOLUNTEER SERVICES**

All Chapter Officers and Directors/Vice Presidents/Chairs 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 3. REMOVAL OF CHAPTER OFFICERS AND Directors/Vice Presidents/Chairs**

The responsibilities of Chapter Officers and Directors/Vice Presidents/Chairs are set forth in the Chapter's policies and procedures manual. Chapter Officers and Directors/ Vice Presidents /Chairs 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)**

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

- President
- President-Elect
- Immediate Past President
- Secretary
- Treasurer
- Members of the Board of Directors
- Committee members as appointed by the President
- The Regional Vice President or Regional Vice President-Elect when he/she is a member of the Central Indiana Chapter

### **SECTION 2. CEC MEETINGS**

Meetings of the CEC shall be held monthly at the call of the President or any five members of the CEC. 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.

### **SECTION 3. CEC QUORUM AND VOTING ACTION**

- (a) A quorum for voting purposes consists of five members.
  
- (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 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 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.

## **Article VIII**

### **NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

## **SECTION 1. NOMINATIONS**

- (a) The Nominating Committee may select from the names it obtains from the Chapter membership at least one but not more than three candidate(s) for the offices of President-Elect, Secretary, Treasurer and not more than three candidates for Directors, not later than the April meeting of each year. All nominees must indicate their willingness to serve if elected.
- (b) Ten percent of the Chapter members or seven members (whichever is less) may submit an independent nomination for the above-named offices. Such nominations, which will be included on the ballot, must reflect the willingness of the individual to serve and shall be filed with the President-Elect by March 31 of each year.
- (c) To be eligible for office in the Chapter, a member must be in good standing. 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**

Ballots will be prepared in such form as the Bylaws and Procedures Committee may designate and shall be submitted to the membership after March 31 and not later than April 30 of each year.

## **SECTION 3. ELECTION RESULTS**

Results of elections shall be tabulated as designated by the Bylaws and Procedures Committee, which shall certify the results to the President no later than May 15. Where there is no contest for an elective office, the Bylaws and Procedures Committee shall certify the election to the President without ballot.

## **SECTION 4. FILLING OF 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, the CEC shall fill the vacancy.

# **Article IX**

## **COMMITTEES, SUB-COMMITTEES AND TASK FORCES**

### **SECTION 1. Standing Committees – Nominating Committee and Executive Committee**

- (a) The Nominating Committee shall consist of the President-Elect, two Past-Chapter Presidents appointed by the President, and three Chapter members selected by the CEC. The President shall appoint the Chairperson of the Committee from among its members.

(b) The Executive Committee shall consist of the chapter officers.

(c) The President, after ratification by the CEC, may establish Committees, Sub-Committees and Task Forces to assist in carrying out the programs and operation of the Chapter.

## **SECTION 2. TERMS OF OFFICE**

(a) Members of Committees shall be appointed for one year.

(b) Members of Sub-Committees and Task Forces shall be appointed for the duration of the Sub-Committee or Task Force.

## **SECTION 3. DUTIES OF COMMITTEES, SUB-COMMITTEES AND TASK FORCES**

The duties assigned to the Committees, Sub-Committees, and Task Forces are as set forth by the CEC or as set forth in the Policy and Procedures Manual, if one is prepared and approved by the CEC.

# **Article X**

## **FISCAL YEAR**

The fiscal year of the Chapter shall end at the close of business on the (30th) day of (June) 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 two percent (2%), unless this expense has the advance approval of the CEC.

## Article XII

### DUES

#### SECTION 1. DUES RATES

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

#### SECTION 2. WAIVER OF DUES – MILITARY SERVICE

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

## 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 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. ORIGINATION OF 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.
- (b) By proposal, in writing to the President-Elect signed by twenty (20) percent of the membership or twenty (20) members of the Chapter, whichever is less.

## **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. Modification to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

## **SECTION 3. FORMAT AND GRAMMER CHANGE**

When the format or grammar of the Bylaws requires an update, a proposal of changes shall be sent to the CEC for a vote at the next meeting. The CEC by a (2/3) majority vote retains the right to make appropriate grammatical or administrative changes to the Bylaws which do not alter the Bylaws' intent, meaning, or enforcement in any way.

# **Article XVI**

## **LIABILITY OF OFFICERS AND INDEMNIFICATION**

### **SECTION 1. LIMITATION ON LIABILITY**

- (a) Notwithstanding any provision to the contrary, the real personal property of the Chapter officers shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.
- (b) Chapter officers shall include those elected and appointed officers of the Chapter, members of the CEC and those elected and appointed members of the Chapter's duly constituted Boards, Committees, Sub-Committees and Task Forces.

### **SECTION 2. INDEMNIFICATION**

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 Section1, 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 cases no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for willful or gross negligence or misconduct in the performance of his or 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 CEC 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 CEC 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.

Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of the action suit or proceeding as authorized by the CEC in the specific case, upon receipt 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.

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled.