

Bylaws
Government Finance Officers Association
of the United States and Canada

May 2017

1. GENERAL

1.1 GENERAL; Name

The name of the Association shall be the Government Finance Officers Association of the United States and Canada, which in these Bylaws shall be referred to as the "Association." The Association shall be incorporated under the laws of the State of Illinois as a corporation not for profit.

1.2 GENERAL; Objectives

The objectives of the Association shall be:

1. To identify principles of economy and efficiency in state, provincial, and local government.
2. To develop and encourage the use of uniform standards and procedures of governmental finance management.
3. To provide for the professional development of public finance managers and to assist individuals in seeking a governmental finance career.
4. To identify issues of governmental fiscal policy and to inform those persons interested in such issues.
5. To develop, improve, and publish a body of knowledge in governmental finance management.
6. To extend cooperation and assistance to other associations and professional organizations concerned with governmental finance management.

1.3 GENERAL; Seal

The official seal of the Association shall bear "The Corporate Seal" and the name of the Association and the year 1906, in which the Association was organized.

2. MEMBERS

2.1 MEMBERS; Classes

There shall be three classifications of membership in the Association as follows:

1. Active members: Persons eligible for active membership shall be those officials having responsibility in any aspect or function of public finance as well as all other elected or appointed public officials of any unit of local government, or state and provincial government, or Federal government, of the United States and Canada. The Executive Board may distinguish between various types of active members for establishing appropriate membership fees and other purposes.
2. Associate members: All persons interested in public finance and furthering the purposes of the Association and not eligible for active membership shall be eligible for associate membership. The Executive Board may distinguish between the various types of associate members for establishing membership fees and other purposes.
3. Honorary members: Persons who, in the opinion of the Executive Board have made an outstanding contribution to the advancement of governmental finance or accounting so that their efforts deserve public recognition, shall be eligible to election as honorary members. No dues or fees of any kind shall be required of honorary members. Not more than three honorary memberships shall be conferred in any one year and the total number shall not exceed one honorary member per 1,000 of total GFOA members at any one time. Such memberships may be voted by the Association at its annual conference on recommendation of the Executive Board. The Executive Board may distinguish between various types of honorary memberships.

2.2 MEMBERS; Membership fees

The Executive Board shall establish by resolution the rate of mem-

bership service fees for the Association and by what means the membership service fees shall be paid. The Executive Board may authorize division among the active and associate membership classifications for the purpose of establishing different membership service fees which are reasonable and appropriate. Compliance with membership service fee requirements of the Association shall be a condition for membership.

2.3 MEMBERS; Voting Rights

The right to vote shall be limited to active members of the Association. Proxy voting shall not be authorized.

2.4 MEMBERS; Confirmation of Standing

Active members shall be entitled to voting and other privileges of membership so long as the current membership is evidenced by membership service fee receipt and membership designation on the records of the Association.

2.5 MEMBERS; Rejection of Members

The right to reject any application for membership or the renewal of any membership is hereby reserved to the Executive Board.

2.6 MEMBERS; Delinquent Membership Service Fees

All membership service fees shall be payable annually in advance. Any member delinquent in the payment of fees for a period of six months may be suspended from receiving Association services and voting privileges where applicable.

2.7 MEMBERS; Transfers

In the event the membership service fee of an active member has been paid by the governmental unit by which such member is employed and the Association is notified of the retirement or vacation of office by such member, his or her successor in office shall

be eligible for active membership and shall replace the former member upon notification to the Association by the governmental unit.

In the event an active member leaves office with the intention of seeking employment by a different governmental unit and such member shall not be immediately re-employed, the membership of such member shall be continued automatically for a period not to exceed six months, upon notice by the member after which if such member shall not be eligible for active membership as set out above, such active membership shall terminate.

2.8 MEMBERS; Meetings

The Executive Board shall call an annual meeting of the members in each calendar year, but failure to hold an annual meeting shall not invalidate elections or other corporate action otherwise properly conducted. The Executive Board shall determine the place, date, and time of each annual or special meeting. No less than five nor more than 40 days' notice shall be given of the place, date, and time of each meeting.

2.9 MEMBERS; Rules of Order

Robert's Rules of Order, in the latest published edition, shall govern the proceedings of annual meetings of the members.

3. OFFICERS AND THE EXECUTIVE BOARD

3.1 OFFICERS AND THE EXECUTIVE BOARD; Right to Hold Office

The right to hold office and to be elected to the Executive Board is reserved for active members.

3.1 OFFICERS AND THE EXECUTIVE BOARD; Officers

The officers of the Association shall be a president, a president-

elect, and a secretary-treasurer who shall be the executive director. The appointment of a person as executive director shall be considered his or her appointment as secretary-treasurer of the Association.

3.3 OFFICERS AND THE EXECUTIVE BOARD; Executive Board

The Executive Board shall consist of 18 persons, including the president and president-elect, the most recent immediate past president who remains an active member, and fifteen members elected at large, five of whom shall be elected each year for a term of three years.

The president-elect shall be elected each year and shall automatically become president of the year following his or her term as president-elect.

3.4 OFFICERS AND THE EXECUTIVE BOARD; Powers and Duties

The Executive Board shall constitute the Board of Trustees whenever under the laws of the State of Illinois action by a Board of Trustees may be required. The Board shall supervise and control the affairs of the Association. It shall have power to pass any resolutions necessary to accomplish the purposes of the Association that are not in conflict with any of the provision of the Bylaws and the laws of the State of Illinois.

3.5 OFFICERS AND THE EXECUTIVE BOARD; Financial Responsibility

It shall be the duty of the Executive Board to prescribe by resolution the proper manner of receiving and disbursing funds belonging to, or coming into the possession of, the Association. The Executive Board shall establish a fiscal year for the Association and shall provide for an annual audit of the accounts of the Association by an independent certified public accountant selected

by the Executive Board. Also, the treasurer and any other officer, agent, or employee of the Association who may be designated by the Executive Board shall furnish a bond in such amount and with such sureties as the Executive Board approves. The cost of such bonds shall be paid by the Association.

3.6 OFFICERS AND THE EXECUTIVE BOARD; Vacancies

When vacancies occur in the membership of the Executive Board or the office of the president-elect between the annual meetings of the Association, the remaining members of the Executive Board may fill or may call on the membership by mail ballot to fill the vacancy for the duration of the vacant term, except, that if the office of president becomes vacant between annual meetings because of death, resignation, or disqualification of the incumbent, the president-elect shall automatically become the president to serve until the next election. Finally, in the event of simultaneous vacancies in the office of president and president-elect, the immediate past president who is an active member shall be acting president to serve until the next annual election.

3.7 OFFICERS AND THE EXECUTIVE BOARD; Regular Meetings

The Executive Board shall hold at least one regular meeting in each calendar year at such time and place as the Executive Board shall determine. Special meetings of the Executive Board shall be held on the call of the president or on written request of any five members of the Board.

3.8 OFFICERS AND THE EXECUTIVE BOARD; Notice of Board Meetings

At least five days' notice of the time, place, and purpose of all meetings of the Board shall be given to each member of the Board by the secretary. Such notice may be given in person, by telephone, or by mail or other electronic medium sent to each member's last known address. Any member of the Executive Board

may waive notice of any meeting, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.9 OFFICERS AND THE EXECUTIVE BOARD; Quorum

For the purpose of transacting official business, a quorum of the Executive Board shall consist of 10 members.

3.10 OFFICERS AND THE EXECUTIVE BOARD; Standing Committees

The Executive Board may establish those standing committees which will benefit the purposes of the Association. The Executive Board will establish those policies necessary to govern the activities and objectives of such standing committees. The president shall appoint all members of standing committees who will serve at the president's pleasure. The establishment of any standing committee shall not relieve the Executive Board of its responsibilities and powers as established by these Bylaws.

3.11 OFFICERS AND THE EXECUTIVE BOARD; State/Provincial Representatives

The Executive Board may require the appointment of one or more individuals in each state or province to serve as the Association's representative in that state or province. The Executive Board may

establish policies specifying the responsibilities and activities of such representatives. The president shall appoint all representatives who will serve at his/her pleasure. The president-elect shall act as the chair during all called meetings of the representatives.

4. ELECTIONS

4.1 ELECTIONS; Nominating Committee

The nominating committee shall consist of nine active members of the Association. One of the members shall be the immediate past president who shall act as chair of the committee. The remaining eight members shall include three individuals who have either served as past president or as a members of a GFOA Executive Board and five individuals selected from the active membership of the Association. The president shall appoint nominating committee members for three-year staggered terms. The nominating committee shall select one active member as candidate for the office of president-elect and shall select one active member for each vacant position on the Executive Board to be filled by the annual election.

4.2 ELECTIONS; Election Procedures

The manner of holding elections including the forms to be used, the methods of voting, the counting of ballots, and the rules of procedures pertaining thereto shall be prescribed by the Executive Board and shall be made known to the Association membership.

4.3 ELECTIONS; Election of Executive Board

The election of the president-elect and the Executive Board members shall be at the annual business meeting of the Association. The nominating committee shall present at the annual business meeting a slate of candidates for the offices of president-elect and vacant at-large positions on the Executive Board. Additional nominations for

at-large positions may be made, with the consent of the nominee, from the floor and voting shall be according to procedures established under section 4.2 of these Bylaws. The person receiving the largest number of votes cast for each office or position to be filled shall be declared elected. In the case of tie vote, the office or position will be determined by lot.

5. EXECUTIVE DIRECTOR AND STAFF

5.1 EXECUTIVE DIRECTOR AND STAFF; Appointment of Executive Director

The Executive Director shall be appointed by a majority vote of the Executive Board and his or her tenure of office and compensation shall be determined by the Board.

5.2 EXECUTIVE DIRECTOR AND STAFF; Executive Director Responsibilities

The Executive Director shall be charged with the general administration of the affairs of the Association, subject to the provisions of the Bylaws and such regulations as may be adopted by the Executive Board. He or she shall prepare a budget for the Association, and upon its approval by the Executive Board, shall have the authority to spend the sum appropriated. He or she shall be responsible for any monies of the Association coming into her or her possession; and keeping of the accounting records; and the preparation of financial statements in such form and in accordance with such procedures as may be required by the Executive Board. He or she may appoint and discharge any employees or subordinates, prescribe their duties, and fix their compensation within the limits provided in the approved budget, and may enter into such agreements and contracts on behalf of the Association as will permit him or her to carry out the duties entrusted to him or her.

1. INTERASSOCIATION RELATIONSHIPS

6.1 INTERASSOCIATION RELATIONSHIPS; State/Provincial Associations

The Association shall encourage the advancement of state/provincial and other local associations of finance officials and shall offer its services upon request to assist in the development of general program, exchange of information, and training activities of these associations. It shall first actively seek advice from these associations as to its service and policy programs, as well as the appointments of various members to activities of the Association.

6.2 INTERASSOCIATION RELATIONSHIPS; Others

Whenever and to the extent that the Executive Board may determine, the Association may enter in cooperative arrangements and working relationships with other organizations which the Board has designated as cooperative organizations.

7. AMENDMENTS OF THE BYLAWS

7.1 AMENDMENT OF THE BYLAWS; Association Bylaws

The Bylaws of the Association may be amended at the annual meeting of the members by a majority vote of the votes cast by eligible voting members or by mail or email ballot by a 2/3 vote of the votes cast. Amendments to be made at the annual meeting of the members may be proposed either by resolution of the Executive Board or by initiatory petition signed by not less than 10 percent of the eligible voting membership as it exists 60 days prior to the date of filing such petition. Notice of such petition or resolution shall be mailed to all eligible voting members not less than 30 days prior to the annual meeting at which such proposed amendment or amendments will be voted on. In the case of a mail ballot, not less than 30 days shall elapse after mailing of ballots to all active members before the ballots are canvassed by two members of the Executive Board, and such amendments if carried shall be effective 10 days after the counting of ballots.

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