

# Constitution and Bylaws

## Article I. Name

The name of this Association is Maryland Government Finance Officers Association, which in these bylaws shall be referred to as the "Association". The Association shall be incorporated under the laws of Maryland as a corporation not for profit.

## Article II. Purpose and Objectives

### Section 1. Purpose

The purpose of this Association is to promote through education the professional practice of government financial management, including: accounting, auditing, financial reporting, cash management and investments, debt management, operating and capital budgeting, pensions and benefits, risk management, procurement, and other matters of mutual interest to the members.

### Section 2. Objectives

The objectives of the Association are:

- a. To provide for the professional development of government financial managers and to assist individuals in seeking a career in government financial management;
- b. To identify issues of governmental fiscal policy and to provide an information network to assist State and local governments with such issues;
- c. To encourage the use of uniform standards and procedures of government financial management through education and training;
- d. To encourage the exchange of information regarding the principles and precepts of government financial management through conferences, seminars, affinity groups, publications, and other educational and training opportunities; and,
- e. To create awareness of the latest trends and developments in business and industry serving State and local governments in the advancement of government financial management.

## Article III. Membership

### Section 1. Classes of Membership

There are five classes of membership in the Association:

#### Active

Active membership may be held by any employee of a governmental entity in Maryland or Delaware who is employed in government financial management.

#### Associate

Associate membership may be held by any other person not eligible for active membership, but who is interested in promoting the practice of government financial management, and furthering the purpose and objectives of the Association.

#### Retired

Retired membership may be held by a former active or associate member who desires to maintain a relationship with the Association upon retirement.

#### Honorary

Honorary membership may be bestowed by the Board of Directors on any individual whose record of professional accomplishment in the field of government financial management warrants the recognition. Such membership shall be conferred at the annual business meeting. Not more than one honorary membership shall be conferred in any one year, except that, upon retirement, any former President of the Association shall automatically become an honorary member.

#### Student

Student membership may be held by a full-time college or university student enrolled in a field of study related to financial management.

### Section 2. Rejection of Members

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

### Article IV. Dues

Dues for the classes of membership shall be established annually by the Board of Directors, except that no dues or fees of any kind shall be required of honorary members. Dues are delinquent if unpaid 30 days following the due date. Membership shall be suspended for an individual whose dues are delinquent. In the event membership dues have been paid by the employer by which such member is employed and the Association is notified of the retirement or vacancy by such member, the employee successor shall be eligible for membership and shall replace the former member upon notification to the Association by the employer. Upon written notification to the former member of the membership transfer, membership of the former member shall be automatically continued for a period not to exceed 30 days, after which if such member shall not be eligible for membership, such membership shall be terminated.

### Article V. Officers

#### Section 1. Election and Term

The Officers of the Association shall be a President, a President-elect, a Secretary and a Treasurer. The President-elect, the Secretary, and the Treasurer shall be elected from among the Association's active members at the Annual Business Meeting. The term of office shall commence at the Annual Business Meeting and shall conclude at the succeeding Annual Business Meeting or until the officer's successor is elected. The President-elect automatically succeeds to the office of President of the year following the term as President-elect. An officer may serve for four consecutive years but not more than two years in the same office, in addition to the term for Directors in Section 6 of Article VI. No two officers from the same entity may represent the same active members as represented under Article VI, Section 2.

## Section 2. Duties

The duties of the Officers shall be those customarily associated with these offices, those described in the parliamentary authority of the Association, and those that may be conferred upon them from time to time by the Board of Directors.

## Section 3. Vacancies

The President-elect shall succeed to the office of President in the event of a vacancy in the office of President occurring between the annual business meetings of the Association and shall serve until the next annual election. Vacancies in the offices of President-elect, Secretary, and Treasurer occurring between the annual business meetings of the Association shall be filled by a majority vote of the Board of Directors. The person selected in this manner shall fulfill the unexpired portion of the term of the vacant position and the time served shall not count under the term limitation of Section 1 of this article. In the event of simultaneous vacancies in the office of President and President-elect, the most recent Past-President who is an active member shall be Acting President to serve until the next annual election.

## Article VI. Board of Directors

### Section 1. Management

The management of the affairs of the Association shall be vested in a Board of Directors, which shall exercise the customary powers of directors of a business corporation. The Board may adopt any policies and procedures that it deems necessary or proper for the orderly conduct of the affairs of the Association.

### Section 2. Composition and Representation

The Board of Directors of the Association shall be composed of 22 Directors having broad representation from both the private and public sectors, including the State and local governments from all Maryland regions as specified in this section, with the exception of Section 2.I. below. The Board shall consist of the Officers of the Association and 18 Directors, including the immediate Past-President who remains an active member, the Government Finance Officers Association (GFOA) Representative, and 16 elected Directors who shall represent associate and active members within their respective area of employment as follows:

- a. Four associate members with no more than two of them employed in the same industry
- b. One State Agency representative
- c. One County Government representative
- d. One Municipal Government representative
- e. One Public Education representative
- f. Three at large representatives employed from a related governmental entity
- g. One Central region representing Baltimore, Carroll, Harford Counties and Baltimore City;
- h. One Washington Metropolitan region representing Montgomery, Howard and Prince George's Counties;

- i. One Southern region representing Anne Arundel, Calvert, Charles, and St. Mary's Counties;
- j. One Eastern region representing Caroline, Cecil, Dorchester, Kent, Queen Anne's, Somerset, Talbot, Wicomico, and Worcester Counties;
- k. One Western region representing Allegany, Frederick, Garrett, and Washington Counties; and
- l. Delaware.

Elected Directors from the Maryland regional areas (G thru K) shall be employed from Municipal, County or related governmental entities.

### Section 3. Election and Term

Of the 16 elected Directors, no more than seven nor less than four Directors shall be elected each year at the annual business meeting for a term of three years, which term shall commence upon election at the annual business meeting. The GFOA Representative shall be recommended by the President of the Association and shall be appointed by the President of the GFOA for a term of two years, which term shall commence upon appointment by the GFOA President. Upon the completion of the Representative's two-year term, there shall be automatic rotation, unless reappointed by the GFOA President.

### Section 4. Quorum

Twelve members of the Board of Directors shall constitute a quorum for the transaction of business.

### Section 5. Vacancies

A vacancy in the position of an elected Director occurring prior to the expiration of the three-year term shall be filled by a majority vote of the Board of Directors. A person selected to fill a vacancy in this manner shall represent the same associate or active members under Article VI, Section 2 as the person whose vacancy is being filled. The person selected in this manner shall fulfill the unexpired portion of the term of the vacant position and the time served does not count under the term limitation of Section 6 of this Article.

### Section 6. Term Limitations

Elected Directors may serve on the Board of Directors for a maximum of two consecutive three-year terms. Upon the expiration of the first three-year term, elected Directors may serve a second consecutive three-year term if nominated by the nominating committee and elected at the succeeding annual business meeting. A Director who serves as the GFOA representative may serve a maximum of two consecutive two-year terms if recommended by the President of the Maryland GFOA and appointed by the GFOA President. A Director who has served two consecutive three-year terms or two consecutive two-year terms may be elected to the Board after one year, except that a Director may be elected as an officer of the Association without regard to the term limitations under this Section.

### Section 7. Meetings

The Board of Directors shall hold at least one regular meeting in each calendar quarter at such time and place, as the President shall determine. Special meetings of the Board shall be held on the call of the President or upon the request of any five members of the Board. No less than 10 or more than 60 days notice of the time, place and purpose of all meetings of the Board shall be given to each board member. Such notice may be given in person, by telephone, mail, telegram, facsimile or other electronic means sent to each board member's last known address of record.

#### Section 8. Attendance

Elected Director's terms are conditioned upon attendance of at least 50% of the regular Board of Directors meetings and regular meetings of the membership held in any fiscal year during the elected Director's term, and attendance at two of the three annual business meetings held during the elected Director's term. The GFOA Representative's terms are conditioned upon attendance of at least 50% of GFOA annual conferences held during the Representative's term, and at least 50% of the Association's regular Board of Directors meetings, regular meetings of the membership and annual business meetings held during the Representative's term.

#### Section 9. Standing Committees

The Board of Directors may establish those standing committees that will benefit the purpose and objectives of the Association. The Board will establish those policies necessary to govern the activities and objectives of such standing committees. The President shall appoint the chair and all members of standing committees who shall serve at the President's pleasure. Membership of each standing committee shall include at least one Board member. The establishment of any standing committee shall not relieve the Board of Directors of its responsibilities and powers as established by these bylaws.

### Article VII. Election of Officers and Directors

#### Section 1. Nominating Committee

No later than 90 days prior to each annual business meeting, the President shall appoint a Nominating Committee consisting of three active members. One of the members shall be the immediate Past-President who will serve as chair of the committee. In the event the immediate Past-President is unable to serve, the President shall appoint an active member who shall serve as chair of the committee. The committee shall nominate a candidate for President-elect, Secretary, Treasurer, and each vacant elected Director position to be filled at the annual business meeting.

#### Section 2. Elections

The Nominating Committee shall notify the membership of their nominations no less than 10 or more than 60 days prior to the Annual Business Meeting. Such notice may be given in person, by telephone, mail, telegram, facsimile or other electronic means sent to each member's last known address of record. Additional nominations for officers and elected Directors may be made, with the consent of the nominee, from the floor, provided that the nominee is eligible for the office or position for which the nomination is made in accordance with Article V, Section 1 and Article VI, Section 2. 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 a tie vote, the office or position shall be determined by lot. The Board of Directors shall establish rules for the conduct of the election.

## Article VIII. Membership Meetings

### Section 1. Regular Meetings

Regular meetings of the membership may be held periodically for the purpose of discussing subjects of mutual interest.

### Section 2. Annual Business Meeting

An Annual Business Meeting shall be held for the purpose of electing Officers, Directors and other matters. Failure to hold an annual meeting shall not invalidate elections or other corporate actions otherwise properly conducted.

### Section 3. Special Meetings

Special meetings may be called by the President or by a majority vote of the Board of Directors. Only those matters specified in the call may be considered at special meetings.

### Section 4. Notice

The Board of Directors shall give notice to each member no less than 10 or more than 60 days of the place, date and time of each regular, annual or special meeting. Such notice may be given in person, by telephone, mail, telegram, facsimile or other electronic means sent to each member's last known address of record.

## Article IX. Voting Rights

Active members whose membership has not been suspended under Article IV may vote at the membership meetings provided for in Sections 1, 2, and 3 of Article VIII. Proxy voting shall not be authorized.

## Article X. Finances

The Board of Directors shall adopt policies and procedures governing the finances of the Association including but not limited to establishment of the Association's fiscal year; the receipt, disbursement, investment of, and accounting for the funds of the Association; the procurement of products and services; periodic reporting; periodic auditing; and fiduciary security.

## Article XI. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the proceedings of membership meetings and meetings of the Board of Directors and in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

## Article XII. Dissolution

*June 19, 2020*

Upon the dissolution or final liquidation of the Association's affairs, or upon the abandonment of the Association's activities due to their impracticable or inexpedient nature, the assets of the Association, after paying or making provision for the payment of all lawful debts and liabilities of the Association, shall be transferred to a nonprofit organization as designated by the Board of Directors that has similar aims and objectives as the Association and is exempt under 501(c) 3 or, in lieu of the Board's making the designation, to the Government Finance Officers Association of the United States and Canada, or its successor, provided that such organization is exempt under 501(c)3.

#### Article XIII. Amendment of Constitution and By-Laws

This Constitution and By-Laws may be amended at any membership meeting of the Association by two-thirds vote of the eligible voting members present, providing that notice of the proposed amendment has been given to all eligible voting members no less than 10 or more than 60 days before meeting. Such notice may be given in person, by telephone, mail, telegram, facsimile or other electronic means sent to each member's last known address of record. Eligible voting members shall be those members having the right to vote under Article IX.