

**THE NEW ENGLAND STATES GOVERNMENT FINANCE
OFFICERS' ASSOCIATION, INC.**
BYLAWS

Article I

NAME OF THE ASSOCIATION

The name of this Association shall be The New England States Government Finance Officers' Association, Inc.

It shall be incorporated under the laws of the States of Connecticut under the provisions of the Nonstock Corporate Act.

The organization shall have a seal which shall be in the following form:



Article II

MISSION & OBJECTIVES

The Association's mission shall be to improve the methods of the state and municipal finance, including:

1. To develop a closer relationship and understanding among public officials whose responsibilities and duties involve state and municipal financial problems and the discussion, analysis and solutions of such problems under the laws existing in the New England states;
2. To extend the movement for adequate procedures of accounting, budgeting, planning and financial reporting by municipal, state and federal governmental units;
3. To promote and secure uniformity and improvement in state and municipal accounting and reporting;
4. To develop and promote general principles of economy and efficiency in federal, state and municipal government administration;
5. To bring about the enlistment and training of qualified public officials and employees; to promote continuing educational programs for public finance officials and employees;

6. To cooperate with the Government Finance Officers' Association of the United States and Canada, the six New England State Associations and other similar organizations, in order to promote and encourage a closer relationship among those engaged in finance in the municipal, state and federal service.

Article III

MEMBERS

There shall be six (6) classes of membership; active governmental unit (voting); active individual (non-voting); associate (non-voting); honorary (non-voting); honorary retired members (voting) and student (non-voting).

Section 1. Active Members (Voting)

Governmental units of any city, town, state or federal divisions or bureau within the states of Connecticut, Rhode Island, Massachusetts, New Hampshire, Maine and Vermont shall constitute the active membership.

A public official or employee, elected or appointed, engaged by a city, town, state department or division, or a local federal bureau in any position relating to financing, accounting, auditing, budgeting, reporting, assessing, collecting, purchasing, or any other fiscal capacity, shall be eligible to represent a member governmental unit and thereby shall be classified as an active member.

Official active member representatives will include persons having, but not limited to, such titles as treasurer, controller, auditor, budget officer, director of finance, purchasing agent, collector, assessor, accountant, accounting clerk or secretary, or other accounting, budgetary or fiscal positions of member states, cities, towns and other local governments, officials of the state and of the local federal bureaus, and political subdivisions and agencies thereof.

Section 2. Active Individual Membership (Non-Voting)

A person who is an active member as described in Article III, Section 1, or as stated below, upon leaving public employment, or who is no longer designated as representatives by their governmental unit, may continue their membership, provided that such membership is taken within one year after leaving public employment or loss of designation.

Persons who are not eligible for membership under Article III, Section 1, may hold an individual membership, provided that the Board of Directors is satisfied that they meet with all qualifications in Article III, Section 1, with the exception of not being qualified by virtue of governmental unit membership.

Section 3. Associate Membership (Non-Voting)

Any person interested in the principles or practices of governmental accounting, auditing, budgeting, assessing, collecting, purchasing, personnel, planning, reporting and other phases of finance or any person interested in extending the progress of finance administration and who cares to aid in supporting or furthering the program of this Association and who subscribes to the objectives of the Association, shall be eligible to become an associate member with the privilege of voice but not of vote.

Active and associate members may be suspended or dropped from the records of the Association upon recommendation of the Board of Directors and a two-thirds majority vote of the members in attendance at any regular meeting of the Board of Directors.

Section 4. Honorary Members (Non-Voting)

Honorary membership in the Association may be held by former active members who, after written request to the secretary, are so approved of by the Board of Directors and any person recommended by the Board of Directors and specifically voted honorary membership by the Association.

Anyone designated as an Honorary Member may be suspended or dropped from the records of the Association by the Board of Directors.

Section 5. Honorary Retired Members (Voting)

Honorary retired membership in the Association shall be granted to any active member in good standing who has had twenty (20) years of continuous membership and has permanently retired from public employment. Should he/she re-enter public employment, an honorary retired member shall automatically be placed on the active membership roll. An honorary retired member shall enjoy all rights of active members with the exception of holding office and shall not be assessed association dues. Honorary retired membership shall be conferred by vote of the Board of Directors. Presentation of honorary retired memberships shall be made at the annual meeting of the Association. A suitable certificate shall be presented to each honorary retired member.

Section 6. Student Membership (Non-Voting)

Students attending any college or university in the New England states, or who are residents of New England and who intend to enter public service as a career, or persons employed in internship or comparable programs shall be eligible for election as student members. Eligibility for student membership shall be determined by the Board of Directors. Student members shall have the privilege of the floor, but shall have no vote. Dues shall be determined in accordance with Article VII, Subsection 3 of the Bylaws of the Association.

Section 7. Classification of Members

The Board of Directors shall have the sole power to determine which classification of membership shall apply to any applicant. Any person primarily engaged in private employment and only incidentally engaged as a public official or employee shall be ineligible for active membership.

Section 8. Classification of Members (Corporate)

There shall be no private membership in the Association and all such memberships shall be held by individual persons.

Section 9. Rejection of Members

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

Article IV

OFFICERS AND ELECTIONS

Section 1. Right to Hold Office

The right to hold office and to vote is reserved for active members only.

Section 2. Officers

The Officers of the Association shall consist of five (5) persons who shall be chosen from among the active members.

The Officers of the Association shall consist of a President, First Vice-President, Second Vice-President, Treasurer and Secretary, who shall be chosen from among the active members at the annual meeting, to serve until September 1 of the year next following the date of their election or until their successors have been duly elected. All officers shall be public officials and active members at the time of their election to office.

The President shall preside at all meetings of the Association and the Board of Directors. He/she may appoint temporary interim committees and shall supervise the activities thereof. He/she shall present an annual report of the work of the Association at each annual meeting. The President may only vote in the event of a tie vote by the Board of Directors.

The First Vice-President, in case of absence, shall assume the responsibilities of the President. The Second Vice-President, in case of the absence of both the President and First Vice-President, shall assume the duties of the President.

The Secretary shall act as Secretary of meetings of the Association and the Board of Directors and shall carry on the official correspondence pertaining to the Association and the Board of Directors.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/she shall cause to be deposited in a regular business bank or licensed financial institution a sum, which, at his/her discretion, shall be sufficient to meet current obligations and the balance of the funds of the Association shall be deposited in a licensed financial institution. He/she must be the officer who shall sign all checks or drafts of the Association. He/she shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the Association, and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/she shall exercise all duties incident to the office of the Treasurer.

Occasionally, duly elected Officers may not be able to serve their full term. Vacancies in the positions of President, First Vice-President and Second Vice-President will be filled by the respective State that the Officer is from and will require a majority vote of the Board to affirm the replacement.

It is further recognized that the offices of Secretary and Treasurer are critical to the continuing operations of the Association and that any vacancy or inability to perform duties of the office will need to be addressed by the Board. If the Board agrees that a replacement is necessary, the President will propose a replacement, to serve either in an acting capacity or until the next election of Officers and will be affirmed by a majority vote of the Board.

Section 3. Board of Directors

There shall be a Board of Directors consisting of the Secretary and Treasurer who shall serve for one year, and three active members from each state, one of whom may be either the President, Immediate Past President, First Vice-President, Second Vice-President, or the State Representative of the Government Finance Officers' Association of the United States and Canada in each New England state. It shall be the prerogative of each local chapter to appoint or elect such three active members to the Board of Directors to carry on the business of the Association subject to any instructions voted by the Association, to fix the time and place of meetings, to arrange programs, to study all matters referred by the Association and to perform all other duties pertaining to the advancement, welfare and operation of the Association, and to fill vacancies existing in offices and committees by appointing active members to serve for the unexpired term excepting the office of President.

The President of the Association, by virtue of his/her office, shall be Chairman of the Board of Directors.

This Board of Directors shall approve a budget of estimated receipts and expenses for the year and make recommendations to the Association on the assessment of dues and registration fees for meetings.

This Board of Directors shall have the control and management of the affairs and business of the Association. Such Board of Directors shall act in the name of the Association only when it shall be regularly convened by its President after due notice to all directors of such meeting.

Nine (9) members of the Board of Directors shall constitute a quorum, and the meetings of the Board of Directors shall be held at such time and place as called by its President after due notice to all directors of such meeting.

Each director shall have one vote, with the exception of the President as noted under Article IV, Section 2, and such vote may not be made by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 4. Vacancies

When vacancies occur in the membership of the Board of Directors, the State chapter affected by the vacancy shall appoint a representative to fill the unexpired term of its former representative leaving the Board of Directors.

Section 5. Nomination of Officers

The Board of Directors shall submit into nomination at the regular annual meeting a list of active members to be elected as officers. Other nominations may be made from the floor by the active members in attendance at the annual meeting.

Section 6. Elections

The manner of holding elections, including the forms to be used, the methods of voting, the counting of any ballots and the rules of procedure pertaining thereto, shall be prescribed by the Board of Directors.

Article V

COMMITTEES AND THEIR DUTIES

Section 1. Audit Committee

Annually, in July, the President, with the approval of the Board of Directors, shall appoint a committee of three (3) to audit the Treasurer's books within ninety days of the close of the Association's business year. A report of the findings shall be filed with the Board of Directors.

Section 2. All Other Committees

All other committees shall be established by the President as he/she feels necessary to conduct the review of such issues including, but not limited to, planning, membership, program, publicity/public relations, resolutions, bylaws, scholarships and professional development.

Article VI

MEETINGS

Section 1. Business Year

The annual business year shall be from September 1 to August 31.

Section 2. Meetings

- A. The annual membership meeting of the Association shall be held within sixty days of the close of the business year unless otherwise fixed by the Board of Directors. The Secretary shall cause to be mailed to every member in good standing, at his/her address as it appears in the membership roll book of the Association, a notice telling the time and place of such annual meetings. Mailings may be electronic ~~or~~ ~~or~~ hard copy and posted on the NESGFOA website at the discretion of the ~~Executive~~ Board of Directors.
- B. Special meetings of the Association may be called by the president when he/she deems it to be in the best interest of the Association. Notices of such meeting shall be mailed to all members of the Association at the address as it appears in the membership roll book of the Association at least fifteen (15) but not more than twenty (20) days before the scheduled date set for such special meeting. Such notice shall state who called the meeting, the reasons that such meeting has been called and the business to be transacted at such meeting. Mailings may be electronic or hard copy and posted on the NESGFOA website at the discretion of the Board of Directors.

At the request of nine (9) members of the Board of Directors or two-hundred (200) members of the Association, the President shall cause a special meeting to be called, but such request must be made in writing at least twenty (20) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting.

- C. A majority of the active members present for any meeting of the Association or of the Board of Directors and any other committees shall constitute a quorum for the transaction of business. The

annual business meeting, however, must have at least fifty (50) active members present to constitute a quorum.

Article VII

MISCELLANEOUS ITEMS

- 1. No part of the income or net earnings of the Association shall inure to the benefit of or be distributable to any member, director, officer of the Association, or any private individual, except that reimbursement of expenditures made by the officers and directors on behalf of the Association may be paid. No substantial part of the activities of the Association shall be carrying on propaganda or other attempts to influence legislation; the Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.**
- 2. In the event of termination, dissolution or winding up this Association, in any manner for any reason, its remaining assets, if any, shall be distributed to one or more charitable non-profit organizations selected by the Board of Directors.**
- 3. Annual dues shall be recommended by the Board of Directors in conjunction with the annual budget subject to the approval of a majority of the active members voting at the Annual Meeting.**

Article VIII

AMENDING THE BYLAWS

These bylaws may be amended at the annual meeting or any regular meeting or special meeting of the Association by two-thirds (2/3) vote of the active members present, provided that notice of such amendments shall be given in writing to all members at least fifteen (15) days prior to such meeting.

By-Laws adopted September 1947

Amended: October, 2008

Amended: September, 2013

Amended: September, 2016