



## **Constitution and Bylaws**

### **TENNESSEE GOVERNMENT FINANCE OFFICERS ASSOCIATION CONSTITUTION and BYLAWS**

#### **ARTICLE I: NAME**

The name of this association shall be Tennessee Government Finance Officers Association (TGFOA).

#### **ARTICLE II: PURPOSES**

The purpose of this Association shall be to promote the interests of governmental finance professionals of state, county, municipal, school, utility, and other governmental entities of the State of Tennessee and the respective entities they represent by:

1. Developing a closer relationship and understanding among public officials whose responsibilities and duties involve state and local financial issues and the discussion, analysis and solutions of such challenges under the laws existing in Tennessee;
2. Extending the movement for adequate procedures of accounting, budgeting, planning and financial reporting by state and local governments;
3. Developing and promoting general principles of economy and efficiency in the operations of state and local governments;
4. Promoting continuing educational programs for public finance officials and employees; and promoting other governmental certification programs;
5. Supporting the Government Finance Officers Association of the United States and Canada, to promote and encourage a closer relationship among those engaged in finance in the municipal, state and federal service.
6. Promoting professional contact through the meetings of this Association.

#### **ARTICLE III: MEMBERSHIP AND QUALIFICATIONS**

##### **A. Governmental Members (Voting)**

Governmental membership may be held by any public finance official, including finance officers, city and county managers or administrators, accountants, clerks, recorders, treasurers or auditors, whether elected or appointed, and officials and employees of the State of Tennessee, the Municipal Technical Advisory Service (MTAS), and the County Technical Assistance Service (CTAS).

**B. Associate Members (Non-Voting)**

Associate membership may be held in the Association by any other person not eligible for governmental membership, but who is interested in the principles and practices of governmental finance and who subscribes to the purposes of the Association. Associate members are not eligible to hold an office or chair a committee and have no vote in the affairs of the Association. **Student Members (Non-Voting)**

- C.** Student membership may be held by any person enrolled full time at an accredited college or university who intends to enter public service as a career. Student are not eligible to hold an office or chair a committee and have no vote in the affairs of the Association.

**D. Retired Members (Voting)**

Retired membership may be held by any former governmental member in good standing who has permanently retired from public employment. A retired member who re-enters public employment will automatically resume governmental membership status enjoying all the same rights and privileges of the governmental members with the exception that are not eligible to hold an office.

**E. Honorary Lifetime Members (Non-Voting)**

A governmental member in good standing who has had twenty (20) years of continuous membership and who has permanently retired from public employment is eligible for honorary lifetime membership upon majority vote and approval of the Executive Board. Presentation by means of a suitable certificate will be made to honorary lifetime members at the annual meeting of the Association. An honorary lifetime member who re-enters public employment will automatically resume governmental membership status.

**ARTICLE IV: DUES**

Annual dues, payable in advance, shall be fixed for each of the various classes of membership by a majority vote of the Executive Board. Membership will lapse for nonpayment of dues. Membership is on a calendar year from January through December.

**ARTICLE V: OFFICERS AND DUTIES**

All officers of the TGFOA shall be elected from nominees among the governmental members. The elected officers shall consist of a Past President, President, First Vice President, Second Vice President, Secretary, Treasurer, and Second Treasurer, who shall serve for a period of one year from January 1 through December 31, or until their successors have been duly qualified. Two At-Large Officers to be elected in 2025 will join the elected officers and serve for a period of one year beginning January 1, 2026.

Officers are responsible for continued operations and leadership of the organization throughout their term. This includes assisting with committee engagements, finding new talent for leadership, mentoring emerging leaders, and staying active in the on-going leadership of the organization. Personal interaction with committee chairs and members, as well as visible representation at meetings are essential to developing the talent and growth of the association. Officer duties are listed below with additional information outlined in the Association's handbook.

**A. Past President**

- Serves on Executive Board and Nominating Committee as a voting member
- Provides leadership continuity
- Presents the nominations at the annual meeting

**B. President**

- Serves as voting Chair of the Executive Board and a voting member of the Nominating Committee
- Prepares the agenda and presides at all meetings of the Association and of the Executive Board.
- Appoints standing committees and special committees as deemed appropriate by the Executive Board.

**C. First Vice-President**

- Serves on the Executive and Nominating Committees as a voting member
- Performs all the duties of the President in the absence or disability of the President
- Coordinates, recommends, and procures all standing committees

**D. Second Vice-President**

- Serves on the Executive and Nominating Committees as a voting member
- Performs all the duties of the President in the absence or disability of both the President and First Vice-President
- Determines and recommends registrant gifts at the annual fall conference to the Executive Board

**E. Secretary**

- Serves on the Executive Board as a voting member
- Takes minutes of the Annual Meeting, Executive Board meetings, and all special meetings
- Maintains membership rolls of the Association
- Maintains official records of the Association and creates an annual report on the status of those records to be shared at the annual meeting
- Reviews and updates the Association's records retention policy every five years for approval by the Executive Board
- Schedules Executive Board meetings
- May be elected Treasurer

**F. Treasurer**

- Serves on the Executive Board as a voting member
- Maintains custody of the funds of the Association
- Accounts for all transactions
- Reports the financial condition of the Association to the Executive Board at all meetings and at the Annual Meeting.
- Prepares the annual budget and advises the Executive Board on all fiscal matters

**G. Second Treasurer**

- Serves on the Executive Board as a voting member
- Performs the duties of an Internal Auditor
- Reconciles the bank statements of the organization on a monthly basis
- Provides assurance to the Executive Board at its meetings and to the membership at its Annual Meeting that all financial transactions have been properly recorded on the financial books of the organization.
- Independently investigates any instance of fraud or abuses reported to the Second Treasurer and provide the results of such investigation to the Executive Board

**H. At-Large Officers (Two)**

- Serve on the Executive Board as a voting member
- Serve no more than two (2) consecutive terms in office
- Carries out assignments assigned by the Executive Board

**ARTICLE VI: LIAISONS**

The Liaisons of the Association will be:

**A. GFOA Liaison**

- The GFOA liaison shall be a governmental member or the Executive Director, as elected by the Executive Board.
- Organizes the gathering of Tennessee members at the Government Finance Officers Association annual meeting.
- The primary responsibility of the liaison shall be to attend the GFOA annual meeting for State representatives and to report matters of the GFOA to the Executive Board.

**B. Legislation Liaisons**

- A legislative liaison and alternate shall be governmental members and/or the Executive Director, elected by the Executive Board.
- The primary responsibility of the liaisons will be to represent TGFOA at the Comptroller legislative meetings, review pending legislation, and report items of interest to the Executive Board.

### **C. State Liaisons**

- The ex officio state liaisons shall be as follows:
  - CTAS Liaison, appointed by CTAS
  - MTAS Liaison, appointed by MTAS
  - State of Tennessee employee Liaison, appointed by the State
- The primary responsibility of the state liaisons will be to serve as non-voting members of the Executive Board and carry out assignments of the Board.

### **ARTICLE VII: VACANCIES**

In the event of a vacancy of any office, the Executive Board shall fill the vacancy by appointment except for a vacancy in the office of President for the unexpired term. The First Vice-President, if eligible, shall assume the office of the President for the unexpired term, otherwise the Second Vice-President shall assume the office of the President.

### **ARTICLE VIII: RESIGNATION AND REINSTATEMENT**

Members may resign from TGFOA at any time by giving written notice to either the President of the Executive Board or the Chief Staff Officer. Such resignation shall in no way release the resigning member from any financial responsibility to TGFOA for any membership service fees, assessments, or other financial commitments accrued during the term of membership or notice period and due or owing to TGFOA. Such resignation shall not automatically entitle resigning members to the return of any membership service fees, assessments, or other fees paid to TGFOA prior to the effective date of such withdrawal. The Executive Board may from time to time adopt additional rules governing resignation and may adopt rules governing potential reinstatement of members who have resigned or been terminated for non-payment of fees or assessments.

### **ARTICLE IX: REMOVAL**

An officer may be removed from office with or without cause by a vote of not less than two-thirds of the remaining members of the Executive Board. A vote for removal shall be after the officer has been made aware of and given the opportunity to address deficiencies and failed to do so after deliberation of the remaining members of the Executive Board.

### **ARTICLE X: EXECUTIVE DIRECTOR**

An Executive Director after being duly nominated by the President and approved by the Executive Board will meet contractual responsibilities. The Executive Director may:

- Participate in meetings of the organization but will not be permitted to vote on any issue brought before the Executive Board or the general membership.
- Serve as a member or chair to the Program, Hospitality, Communication/Technology and any Special Committees, as GFOA Liaison, as Legislative Liaison, or as Alternate Legislative Liaison.

## **ARTICLE XI: EXECUTIVE BOARD AND STANDING COMMITTEES**

The Executive Board may, from time-to-time, create standing or special committees and appoint liaisons, in addition to those set forth below, to advise and assist them in carrying out their duties. The standing committees will meet at the discretion of the chair. The Executive Board will provide additional direction as to the expectations and responsibilities for committees and liaisons in the Association's handbook.

The standing committees of the Association will be:

### **A. Executive Board**

An Executive Board consisting of:

Voting Members:

1. Elective officers heretofore designated

Ex Officio, Non-Voting Members:

2. CTAS Liaison
3. MTAS Liaison
4. State of Tennessee employee Liaison

A quorum of the Executive Board shall consist of a majority of the serving voting members. The Executive Board shall transact the business of the Association, study all matters referred to it by the Association and its committees, review and approve the annual financial statements presented by the Treasurer, and perform other duties pertaining to the Association not delegated to another committee or officer. All members of the Executive Board are expected to attend all board meetings unless excused by the President. The Executive Board may remove a member from their position after two or more absences in a calendar year.

### **B. Nominating Committee**

A Nominating Committee consisting of the immediate Past President, President, First Vice President and Second Vice President. The Nominating Committee will report to the membership at the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting by any governmental member.

### **C. Program Committee**

A Program Committee will consist of not less than three (3), but no more than five (5) governmental members and the Executive Director. The chairman of the Committee will be either a governmental member or Executive Director and will report to the Executive Board. A majority of the serving members shall constitute a quorum. The primary responsibility of the Committee is to create an educational program for members by selecting topics and speakers for the spring and fall conferences as well as other educational offerings. The Committee shall assign CPE credits in coordination with the TN Comptroller. The Committee shall with the help of the Executive Committee assist speakers with travel needs.

**D. Communications/Technology Committee**

A Communications/Technology Committee consisting of not less than three (3), but no more than five (5) members and the Executive Director. The chairman will be either a governmental member or Executive Director and will report to the Executive Board. A majority of the serving members shall constitute a quorum. The primary responsibility of the Committee is to coordinate audio-visual support for internet-based training, monitor website content for relevancy and report to the Executive Board concerning any needed updates, changes, revamps, etc. The Executive Director will be the point of contact for any inquiries regarding email blasts to members or website postings.

**E. Hospitality Committee**

A Hospitality Committee consisting of not less than three (3), but no more than five (5) members and the Executive Director. The chairman will be either a governmental member or Executive Director and will report to the Executive Board. A majority of the serving members shall constitute a quorum. The primary responsibility of the Committee is to plan the networking events for the fall and spring conferences. The Committee will report the ideas to the Executive Board to approve of the event.

- F. Scholarship Committee**
- A Scholarship Committee consisting of not less than three (3), but no more than five (5) members and the Executive Director. The chairman will be either a governmental member or Executive Director and will report to the Executive Board. A majority of the serving members shall constitute a quorum. The primary responsibility of the Committee is to promote the profession of government finance through scholarships. The Committee will promote scholarships, receive and review applications for the scholarships and report their choice of awards to the Executive Board who will vote on awarding the scholarship.

**ARTICLE XII: MEETINGS**

**A. Annual Meeting**

The Annual Meeting shall be held during the last one-third (1/3) of the calendar year at a time and place recommended by the Program Committee and approved by the Executive Board.

**B. Special Meetings**

Special meetings may be held at a time and place determined by the President and a majority vote of the Executive Board. Notice of the special meeting shall be e-mailed to the membership at least (15) calendar days prior to the date of the meeting and shall state the purpose of the meeting.

**C. Quorum**

The presence in person of not less than one hundred (100) of the Voting Members shall constitute a quorum at any meeting of the members, provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice.

### **ARTICLE XIII: ETHICS AND DISCIPLINE**

- A. Code of Ethics.** TGFOA has adopted the Government Finance Officers Association of the United States and Canada's Code of Professional Ethics.
- B. Grounds for Discipline.** A member may be disciplined for any of the following reasons:
1. failure to comply with these Bylaws or any other written rules, policies or regulations of TGFOA;
  2. conviction of a felony or a crime related to, or arising out of, the member's fiduciary duties and responsibilities or involving moral turpitude;
  3. unauthorized use of TGFOA's name, logo, or other trademarks on stationary, publications, symposia advertisements, printed material, or in any other manner; and
  4. immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interest of, or inconsistent with, the purposes of TGFOA
- C. Procedures.** Discipline may include, but is not limited to, censure, suspension, probation, or expulsion. Disciplinary action may be taken against a member by a majority vote of the Executive Board, provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least thirty (30) days before final action is to be taken. Such statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by TGFOA. Such disciplinary actions will be reviewed by the Executive Board. Any action to expel a member shall address whether or not the individual is eligible for reinstatement and the conditions of such reinstatement, if applicable.

### **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

- A.** The President may appoint a Parliamentarian.
- B.** Robert's Rules of Order shall prevail as to parliamentary procedures and conduct of meetings.

### **ARTICLE XV: AMENDMENTS**

A notice of proposed changes in the Constitution and Bylaws shall be sent to all members at least fifteen (15) calendar days prior to the date of balloting. This notice shall state whether the balloting will be by electronic means, mail or at the Annual Meeting or at a special meeting. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the ballots cast.

#### **Revisions approved:**

- **10.01.2021 Annual Business Meeting**
- **09.22.2023 Annual Business Meeting**
- **10.04.2024 Annual Business Meeting**