

**Golden West Council (GWC)
of the Institute of Management Accountants
By-laws**

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Change History

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Article I - Charter and Name

Section 1 - Charter and Name

The name of this organization shall be Golden West Council of the Institute of Management Accountants, Inc. The Golden West Council (GWC) exists by way of the Resolution and Charter adopted by the Board of Directors of the Institute of Management Accountants (IMA), pursuant to Article 16, Section 8 of the IMA By-laws.

Article II - Purpose

Section 1 - Goals

The goals of this organization shall be:

- (a) To further the purposes and objectives of the IMA.
- (b) To promote and facilitate cooperation and communication between individual IMA members, member chapters and the National organization.
- (c) To provide a means through which resources may be pooled to assist the member chapters in achieving their purposes within the GWC region.
- (d) To provide a forum in which Chapter Leadership Teams can develop their leadership skills.
- (e) To conduct, sponsor, and/or participate in activities, as deemed desirable or necessary in accomplishing the foregoing purposes.
- (f) To assist in the orderly establishment of new chapters in the region, the maintenance of effective continuity of existing chapters, or any merging or dissolution of chapters as requested by chapters or the national organization.

Section 2 - Political Limitation

No part of the activities of the GWC shall consist of carrying of propaganda, or otherwise attempting to influence legislation, or of participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3 - Conformance with IMA By-laws

The GWC is chartered by the IMA and shall conduct its affairs in accordance with the Constitution and By-laws of the IMA, and any resolution of the Board of Directors of the IMA that may now, or in the future, be put into effect.

Individual members of the GWC shall abide by the Standards of Ethical Conduct for Members as stated in Article III of the IMA By-laws. Members shall not commit acts contrary to these standards nor shall they condone the commission of such acts by others within their organizations.

Section 4 - Governance

The property, business, and affairs of the GWC shall be governed and managed by a Board of Directors which shall consist of Elected Officials, Directors, and Chapter Named Delegates.

Article III - Membership

Membership of the GWC shall be limited to the duly chartered chapters of the IMA within the region specified by the IMA National Board of Directors. All such chapters shall be admitted as members upon their request.

Article IV - Elective Officers and Directors

Section 1 - Qualifications

Qualifications and duties of elective officers and representatives of council, as well as the qualifications, positions, and duties of GWC directors, committee chairs, and other positions, shall be included in the publication "GWC Board Policies" and shall be incorporated in their entirety as part of these By-laws by reference. The qualifications and duties as described in the publication may be revised as needed, without mandating a change to these By-laws.

Section 2 - Elections and Appointments

The Nominating Committee shall determine the slate of Elected Officials and Directors in accordance to Article VII, Section 3, Subsections 3 and 4 and the GWC Board Policies. This slate will be presented at the third regular meeting of the GWC. The Elected Officers and Directors shall be elected by a majority of votes at the fourth regular meeting of the GWC fiscal year.

Each Elected Officer and Director so elected shall hold the office for a minimum one year term.

In the case of a vacancy, for any cause, in any office or directorship, the Nominating Committee responsible for that slate shall propose a successor to the position and the Board of Directors will ratify. The GWC President may appoint a temporary successor until the Nominating Committee has selected the permanent successor. All nominations or subsequent nominations must be ratified by the GWC Board of Directors.

Section 3 - Termination of Membership

It is expected that Elected Officers and Directors shall conduct themselves in an appropriate and ethical manner when representing GWC and the IMA. Inappropriate and unethical behaviors and actions will not be tolerated and may be cause for the removal of the elected Officer / Director from GWC functions. Any recommendation for removal must be approved by two-thirds of the GWC Board of Directors prior to removal. All actions shall be consistent with GWC Policies.

If the membership of any Elected Officer / Director for any reason (resignation, or imposition on a new position, or termination due to non-performance, or lapse of membership) is terminated, that office of Elected Officer / Director shall automatically become vacant.

Article V - Chapter Representation

Section 1 - Named Delegates

Each member chapter shall be represented to the GWC by Named Delegates (2) that are members of the IMA in good standing, elected or named by their chapter and duly reported to the GWC and IMA national office.

Section 2 - Termination of Membership

It is expected that Named Delegates shall conduct themselves in an appropriate and ethical manner when representing GWC and the IMA. Inappropriate and unethical behaviors and actions will not be tolerated and may be cause for the removal of the Named Delegate from GWC functions. Subversive behavior and actions which hinder the progress of the council will also not be tolerated. Any recommendation for removal must be approved by two-thirds of the GWC Board of Directors prior to removal. All actions shall be consistent with GWC Policies.

In the case of Named Delegate removal from the GWC Council, Chapters will need to elect or appoint a new replacement representation.

Section 3 – Official Notice Distribution

Named Delegates are the delegates who will receive official notices of GWC activities and meetings.

Article VI- Voting

Section 1 - Chapter

Each chapter shall be limited to two (2) votes on any issue duly brought before the GWC. Any chapter member in good standing may represent their chapter as a voting delegate in the absence of Named Delegates with **prior notice** to the President and Secretary of the GWC.

Section 2 - Elected Officials and Directors

All Elected Officials and Directors shall have one (1) vote on any issue duly brought before the GWC with the exclusion of the GWC President who shall only vote in the event of a deadlock, as a tiebreaker.

Section 3 - Committees

Any IMA member in good standing that has been elected or appointed to serve on a GWC committee shall have the appropriate voting rights for that committee with the exclusion of the Regional Vice-President on the Governance Committee.

Article VII - Committees

Section 1 - Governance Committee

The President shall chair the Governance Committee. The Governance Committee shall exist in order to handle emergencies and confidential matters. It shall consist of:

- (a) President
- (b) President - Elect
- (c) President Emeritus, and
- (d) Regional Vice-President (Advisory Position)

Section 2 - Strategic Planning Committee

Subsection 1 - Composition

The President-Elect shall chair the Strategic Planning Committee.

The Strategic Planning Committee shall be comprised of selected past GWC Presidents who are active in the GWC, the current Regional Vice-President and other members as selected by the Committee Chair that represent the region served by the GWC.

Subsection 2 - Responsibility

The Committee is charged with the responsibility of conferring with the GWC President and Elected Officers in order to pursue the implementation of long range planning of the GWC's Vision and Mission.

The Committee is responsible for the creation and maintenance of the GWC Strategic and Tactical Plans. It is also the responsibility of the Committee to maintain the GWC By-laws and Board Policies.

Section 3 - Nominating Committee

Subsection 1 - Composition

The President Emeritus shall chair the Nominating Committee.

The Nominating Committee shall be comprised of at least five (5) individual IMA members in good standing from the region served by the GWC. The Committee shall include the current GWC Regional Vice-President and other Past Presidents who are active in the GWC.

Subsection 2 - Responsibility

The Committee is charged with the selection of the nomination slate, consistent with Board Policies, for the following:

- (a) Representatives to the IMA National Organization
- (b) Elected Officials, and
- (c) Directors and Committee Chairs

Once the Nominating Committee has selected the GWC President for the upcoming term, that person shall become a member of the Committee in order to be a part of selection process for the balance of the nominations that will serve in their administration.

Subsection 3 - Nominations of Representatives to the IMA National Organization

The Nominating Committee shall develop the slate for the following position(s) which represent the GWC and its Member Chapters to the National Organization.

- (a) Regional Vice-President

Other GWC Individual Members may be appointed by the National Organization to National Committees, but are not to be considered the official representatives of the GWC to the National Organization.

Subsection 4 - Nominations of Elected Officers

The Nominating Committee shall develop the slate of the following GWC Elected Officers:

- (a) President
- (b) President-Elect
- (c) Vice-President - Administration
- (d) Secretary (Reports thru the Vice-President – Administration)
- (e) Treasurer (Reports thru the Vice-President – Administration)
- (f) Vice-President - Professional Development and Education
- (g) Vice-President – Membership, Marketing, and Public Relations, and
- (h) Vice-President - Communications

Subsection 5 - Nominations of Directors and Committee Chairs

The Nominating Committee shall also develop the slate of Regional Directors and Committee Chairs. The Strategic Planning Committee in concert may establish other council positions and Committees as needed. The GWC President may appoint ad hoc committee chairs.

Subsection 6 - Nominations from the Floor

Any five (5) concurring member Named Delegates, representing at least two (2) member chapters, may make an additional nominations for an Elected Officer or Director position from the floor at any GWC election proceeding.

Any GWC individual member may make a nomination from the floor for a vacant Elected Officer or Director position where the Nominating Committee was unable to provide a selection.

Subsection 7 - Elections

The slate of the Nominating Committee shall be presented to the GWC Membership for election at the third regular meeting of the fiscal year. The officers, representatives, directors and committee chairs shall be elected by a majority of votes at the fourth regular meeting of the GWC fiscal year.

Subsection 8 - Term of Office

The term of the Nominating Committee shall be consistent with the term of Elected Officials and Directors.

Article VIII - Meetings

Section 1 - Regular Meetings

The GWC shall hold four (4) regular meetings at a time and place approved by the GWC Board of Directors. Written notice of such meetings shall be sent, in accordance with Article VIII, Section 3, no less than three (3) weeks in advance of the scheduled meeting date.

Section 2 - Special Meetings

Special meetings of the GWC may be called by the GWC President, or by any six (6) Member Chapters of the GWC. Written notice must be given, in accordance with Article VIII, Section 3, at least ten (10) days in advance of the selected meeting date, and stating the purpose for the meeting to be called.

Section 3 - Sending of Notices

Notice of all meetings shall be sent to:

- Current Elected Officers, Directors and Named Delegates of the GWC
- GWC member Chapter Presidents
- GWC named Regional VP and Regional Directors.
- National Office of the IMA
- Current National Officers and known National Committee Members from the region served by the GWC
- GWC Committee Members
- IMA members who request the Secretary of the GWC to send such notices
- All Past Presidents of the GWC

Section 4 - Quorums

Regularly Scheduled Meetings - The quorum for transacting business shall one-half of the Elected Officers and Directors. For the benefit of a quorum, the President of the GWC shall be included, if present. Any act of a majority of those voting at any duly constituted meeting of the GWC shall be the official act of the GWC (except when in conflict with law or the GWC By-laws). The GWC Secretary shall monitor arrivals and departures of delegates to assure that a quorum continues to exist for transacting business.

Special Meetings - The quorum for transacting business shall be one-half of the Elected Officers and Directors. For the benefit of a quorum, the President of the GWC shall be included, if present. Any act of a majority of those voting at any duly constituted meeting of the GWC shall be the official act of the GWC (except when in conflict with law or the GWC By-laws). The GWC Secretary shall monitor arrivals and departures of delegates to assure that a quorum continues to exist for transacting business.

Governance Committee Meetings - The quorum for transacting business shall be two (2) voting members.

Strategic Planning Committee Meetings - The quorum for transacting business shall be greater than one-half of the designated Strategic Planning Committee members.

Nominating Committee Meetings - The quorum for transacting business shall be the greater than one-half of the designated Nominating Committee members.

Section 5 - Open Meetings

All meetings shall be open to any individual member of the IMA in good standing.

Section 6 - Conduct of Meetings

Meetings shall be conducted in accordance with the GWC By-laws, GWC Board Policies and the current edition of *Robert's Rules of Order Newly Revised*.

Article XI - Operations and Finances

Section 1 - Fiscal and Operating Year

The fiscal and operating year of the GWC shall run from July 1 to June 30.

Section 2 - Obligations

The GWC shall not assess nor shall it indirectly incur any financial obligations for, or on behalf of, any of its members or member chapters without the prior approval by a majority vote of the delegates and other designated voting members.

Section 3 - Bank Checks

The President, Vice-President – Administration, and the Treasurer of the GWC shall be authorized individually to sign bank checks on the operating fund bank accounts. The depository bank shall be instructed to send monthly statements and cancelled checks to the Treasurer.

Section 4 - Budget

A budget for the annual incoming and disbursed funds shall be presented to the board for approval at the first fiscal meeting of the GWC. Any line item not covered by the above budget shall require the individual approval vote of the GWC. Amendments and budget variations may be presented for approval at subsequent GWC meetings.

The Strategic Planning Committee shall have direct input into the development of the GWC Budget.

Section 5 - Dissolution

In the event the GWC shall be dissolved, any assets remaining after all other obligations of the GWC shall have been paid or otherwise adequately provided for, shall be sold and the net proceeds there from shall be distributed as follows:

- (a) First, to the member Chapters of the GWC, but if those Chapters do not qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as stated above,
- (b) Then to the IMA provided that it qualifies as an exempt organization under section 501(c) (3) of the Internal Revenue Code.
- (c) If neither of those organizations shall be qualified under Section 501(c) (3) of the Internal Revenue Code and the regulations there under, as the same now exist or as they may be amended from time to time, then proceeds shall be distributed for purposes related to the GWC and which do qualify as exempt purposes or organizations under Section 501(c) (3) of the Internal Revenue Code and regulations there under as the same now exist or as they may be amended from time to time.

Article XII - Amendments

Section 1 - Amendments

The Bylaws may be amended, repealed, or added to in the following manner only:

- (a) Fifty percent of the Named Delegates of the GWC or any four members of the Board of Directors in a writing signed by them and addressed to the President may at any time propose an amendment or repeal of any existing provision of, or the addition of any new provision to, the Bylaws.

- (b) The GWC Strategic Committee by a majority vote at any properly convened meeting may at any time propose an amendment or repeal of any existing provision of, or the addition of any new provision to, the Bylaws.
- (c) The President shall present such proposed amendment, repeal, or addition at the next regular meeting of the Board of Directors, and shall incorporate in the notice of that meeting a statement that such proposed amendment, repeal, or addition shall be considered. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Board of Directors, unless such notice has been given to each member of the Board of Directors not less than 30 days prior to the meeting.
- (d) At the meeting of the Board of Directors referred to in paragraph (c), the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the members present.

If, at this meeting, a majority of the entire Board of Directors votes in favor of such proposed amendment, repeal, or addition, it shall be considered as approved by the Board.

If, at this meeting, a majority of the entire Board of Directors votes against such proposed amendment, repeal, or addition, it shall be considered as rejected by the Board of Directors.

End