

BYLAWS
TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

APPROVED BY:
TXCPA Membership

EFFECTIVE DATE:
March 10, 2026

ARTICLE I - PURPOSE

The Texas Society of Certified Public Accountants (“TXCPA”) dedicates itself to preserving and elevating the public’s trust and respect for the CPA license and accounting profession and the high ethical and moral standards it represents. TXCPA commits leadership and resources to enable its members to provide valued services to the public, employers and clients in a changing and complex world.

TXCPA is a Texas nonprofit corporation and has all the powers, duties, authorizations and responsibilities as provided by the Texas Business Organizations Code (“TBOC”); provided that TXCPA shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a Corporation that is exempt from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

- (1) Membership. The members of TXCPA shall consist of those who have complied with the requirements set forth in this Article, have properly presented themselves for membership in accordance with the procedures determined by the Board of Directors (the “Board”), and have paid all dues and assessments.
- (2) Eligibility, Application, and Admission.
 - a) Voting Members. Voting Members shall be limited to certified public accountants who hold a valid and unrevoked license issued by the Texas State Board of Public Accountancy (“State Board”), any state or territory of the United States, the District of Columbia, or its equivalent (as determined by the State Board) issued by a foreign country.
 - b) Non-Voting Members. The Board of Directors and its delegates may refer to persons associated with the TXCPA who have no voting rights as “members” and adopt policies and procedures for the admission of such persons.
 - c) Application. The requirements for admission to membership shall be prescribed by the Board and set forth in the *TXCPA Policies and Procedures Manual* (“Manual”).
 - d) Membership Categories. Subject to the limitations of the law and these Bylaws, the Board, in its sole discretion, may create certain subcategories of Voting and Non-voting members. The rights and privileges of each subcategory shall be defined in the *Manual*.
- (3) Membership Dues, Fees, and Assessments. Each member must pay, within the time and on the

conditions set by the Board or its designee, the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

(4) Resignation and Removal. Subject to the procedures outlined in the *Manual*, the Board may suspend or expel a member by the affirmative vote of two-thirds (2/3) of the members of the Board if such member does not comply with the TXCPA's Articles of Incorporation, Bylaws, procedures, the Code of Professional Ethics, or if it is determined that the conduct, act or omission of such member violates the purpose, mission and/or values of TXCPA and/or otherwise is prejudicial to the welfare or reputation of TXCPA. A member may be subject to additional disciplinary measures pursuant to the policies and procedures of the Professional Ethics Committee.

Any member may withdraw from membership of TXCPA by providing written notice to the President & CEO. A withdrawing member shall remain liable for payment of any outstanding membership dues owed prior to the date of the member's withdrawal. Failure to maintain qualifications for membership in TXCPA may be determined to be a resignation from TXCPA.

ARTICLE III - LOCAL CHAPTERS

- (1) The State of Texas shall be divided into chapters determined by the Board. The Board of Directors shall set minimum standards for the existence of a chapter provided, however, no more than one chapter may be organized within one county. A chapter, once created, shall remain until changed by the Board.
- (2) A member shall be assigned to a chapter in which the member maintains their principal office unless the member specifies the chapter of their principal residence. A member may become a member of an additional chapter if accepted to membership by action of that chapter. A member whose residence or principal office is out-of-state or out-of-country may maintain membership in TXCPA and will not be assigned to a chapter. Honorary members, or the membership equivalent, may not be assigned to a chapter.
- (3) A properly organized local chapter of TXCPA may exercise customary functions of TXCPA that are not reserved by these Bylaws or the *Manual* to the officers, Board, Leadership Council or TXCPA as a whole, but is without the power by its own actions to bind or obligate TXCPA in any manner.
- (4) Each chapter of TXCPA shall enter into an "Affiliation Agreement" or other operating agreement with TXCPA. This Affiliation Agreement shall specify the obligations and responsibilities of both the chapter and TXCPA during the term of the relationship.
- (5) The bylaws, or other governing instruments, of each chapter shall not conflict with those of TXCPA and any changes therein shall take effect upon approval of the Board of TXCPA.

ARTICLE IV - BOARD OF DIRECTORS

- (1) The Board shall have general charge and control of the affairs, funds and property of TXCPA, and shall carry out the purposes of TXCPA in accordance with these Bylaws.
- (2) The Board shall consist of not less than fifteen (15) and not more than twenty (20) directors,

including the officers of TXCPA and the Immediate Past Chair who shall be an *ex officio*, voting member of the Board. The President shall serve as an *ex officio*, nonvoting member of the Board and shall not count towards quorum. The number of directors shall be set from time to time by the Board in consultation with Nominations and Board Development Committee in a manner not inconsistent with TXCPA's Articles of Incorporation, these Bylaws and the General Laws of Texas, or any successor statute thereto. Directors shall serve a term of three (3) years, with a limit of two (2) full consecutive terms. Upon completion of two consecutive terms of three (3) years, one full year must elapse before a Director shall be eligible for reelection. An individual appointed to fill a vacancy shall still be eligible to serve two (2) full terms on the Board. Such term limits shall not apply in the event a Director is elected to an officer position.

- (3) The resignation of any director shall be effective on the date of receipt. A member of the Board may be removed for cause by a vote of at least two-thirds (2/3) of the members of the Board present at a meeting at which a quorum is present.
- (4) Vacancies, however created, among the directors may be filled by the Board with input from the Nominations and Board Development Committee for the remainder of the unexpired term. In the event the Immediate Past Chair is unwilling or unable to serve, it shall not be deemed a vacancy on the Board.
- (5) Meetings of the Board.
 - (a) Regular Meetings. The Board may hold regular meetings each year as it determines are appropriate. Notices for such regular meetings shall provide the date, time, place of the meeting and be delivered at least five (5) days in advance of the meeting. Notice may be provided in writing, orally or by any other method permissible by law. The Chair shall designate the time, place and agenda for any meeting of the Board.
 - (b) Special Meetings. Special meetings of the Board, if any, shall be called by the Chair or by at least three (3) directors and shall be preceded by at least one (1) days' notice of the date, time, and location of the meeting. Notice may be provided in writing, orally or by any other method permissible by law.
 - (c) Waiver of Notice. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A director may additionally waive any notices required by providing TXCPA, whether before or after the event to which notice was required, a signed and written waiver of notice.
 - (d) Meetings by Remote Communications. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.
 - (e) Quorum. Unless a greater proportion is required by law or these Bylaws, a majority of the directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a

majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

- (f) Voting. Each director shall have one (1) vote. All voting at meetings shall be done personally and no proxy voting shall be permitted.
- (g) Action Without Meeting. Any action to be taken at a meeting of the Board may be taken without holding a meeting, providing prior notice, or taking a vote if a written consent, stating the action to be taken, is signed by the number of directors necessary to take that action at a meeting at which all of the directors are present and voting. The consent must state the date of each Director's signature. The written consents by the directors shall be filed with the minutes of proceedings of the Board. A written consent has the effect of action taken at a meeting of the Board and may be described as such.

ARTICLE V - OFFICERS

- (1) Officers shall be elected by a majority vote of the members. The elected officers of TXCPA shall be members of TXCPA and shall be a Chair, a Chair-Elect, a Treasurer, a Treasurer-Elect, and a Secretary. The elected officers shall perform all duties prescribed in these Bylaws, the *Manual*, and all duties ordinarily pertaining to their office or delegated to them by the Board. In order to be eligible to serve as Chair, an individual must have at least one (1) year previous Board experience.
- (2) Officers shall serve a term of one (1) year or until their successor is duly elected or until they resign, die or are removed from office by the Board. Officers shall not serve more than one consecutive (1) term in the same office unless recommended by the Nominations and Board Development Committee and approved by the Board. The Chair shall serve as Immediate Past Chair on the Board for a term of one (1) year following their term as Chair. Any officer so elected shall not be subject to the term limits of directors and shall be entitled to serve the officer terms to which they are elected.
- (3) The Board shall appoint a President who shall be a full-time employee of TXCPA and who may have the additional title of chief executive officer. The President takes direction from the Board and shall hold such position at the pleasure of the Board. The President shall be an *ex officio*, nonvoting member of the Board. The President with the Board's approval may designate other officers as considered necessary to perform duties for TXCPA. These other officers may be appointed by and will report to and take direction from the President. Appointed officers need not be members of TXCPA.
- (4) An elected officer may be removed for cause by a vote of at least two-thirds (2/3) of the members of the Board.
- (5) If any vacancy shall occur among the officers the Board shall appoint a member of the Board to fill such vacancy.
- (6) The Chair shall serve as Chair of the Board, Executive Committee, and Leadership Council and shall preside at all meetings of the membership, the Board, the Executive Committee and the Leadership Council. In the event the Chair is temporarily unable or unwilling to act, the Chair-Elect shall act in the Chair's stead. In the further event that the Chair and Chair-Elect are both

temporarily unable or unwilling to act, the Board shall select a member of the Executive Committee to act.

- (7) The Treasurer and designated financial staff shall have charge of the funds, accounts and fiscal affairs of TXCPA, subject to direction or review by the Board. The Treasurer and designated financial staff shall furnish reports and statements as directed by the Board. In the event the Treasurer is temporarily unable or unwilling to act, the Treasurer-Elect shall furnish reports and statements as directed by the Board.
- (8) The Secretary, in coordination with the President, shall (i) be responsible for ensuring that an accurate record is kept of all meetings of the Board, Board Committees, and any designated bodies of the Board, (ii) ensure that all notices are duly given in accordance with these Bylaws or as required by law, and (iii) maintain the official records of the organization.

ARTICLE VI – COMMITTEES

- (1) Committees of Directors. The Board, by resolution, adopted by a majority of the directors then in office, may designate and appoint the members of one or more committees, each consisting solely of two or more directors, which committees shall have and exercise the powers of the Board in the governance of TXCPA (“Board Committees”). However, no Board Committee shall have the authority to adopt, amend, or repeal Bylaws; elect, appoint, or remove any director, officer, or Board Committee member; fill vacancies on the Board, in any officer position, or on any Board Committees; adopt a plan of merger or consolidation; authorize the voluntary dissolution of TXCPA; or approve the transfer of any of TXCPA’s assets. Notwithstanding any other provision of these Bylaws, there shall be at least one committee responsible for making recommendations to the Board regarding the annual audit and other financial obligations of TXCPA.
- (2) Executive Committee. The Executive Committee shall consist of the Chair, Chair-Elect, Treasurer, and Secretary. The President shall be an *ex officio*, nonvoting member of the Executive Committee. The Executive Committee shall function for the Board during the period between Board meetings and shall have all of the powers of the Board except for those powers specifically limited by Section 1 of this Article.
- (3) Advisory and Other Committees. The Chair may create and appoint the members of other, non-Board committees as they shall deem appropriate (“Advisory Committees”). Advisory Committee members need not be directors. Advisory Committees may not exercise any powers of the Board but may make non-binding recommendations to it.
- (4) Nominations and Board Development Committee. There shall be a Nominations and Board Development Committee responsible for nominating candidates for the Board, officers and at-large members of the Nominations and Board Development Committee.
- (5) Committee Charters. Each committee of TXCPA shall be subject to a charter adopted by the Board. Such charter shall indicate at minimum, the composition of the committee, terms of committee members, and core duties of such committee.

ARTICLE VII – LEADERSHIP COUNCIL

- (1) The Leadership Council (the “Council”) will serve as an Advisory Committee to the Board.
- (2) The Council shall consist of the following members:
 - a. Chair of the Board who shall serve as chair of the Council;
 - b. all past TXCPA volunteer presidents and chairs may serve at their own election and shall hold a valid, unrevoked and unexpired license with the State Board;
 - c. the members of the Board;
 - d. the president of each chapter;
 - e. 45 members-at-large;
 - f. one extra member elected by each chapter for each complete unit of 200 CPA members of TXCPA with a minimum of one per chapter;
 - g. chair of TXCPA’s Strategic Planning Committee; and
 - h. chair of AcctoFi.

There shall be a Nominations Council that shall prepare a slate of candidates for the members-at-large positions on the Council. Members-at-large of the Council shall be elected by TXCPA members for a term of three (3) years, except as necessary to maintain a general pattern of one-third of the at-large Council member terms expiring each year. Members-at-large should not serve more than three (3) consecutive terms of three (3) years. Upon completion of three (3) consecutive terms, one (1) full year must elapse before a member shall be eligible for reelection as a member-at-large.

Members elected by chapters shall have a term not to exceed three (3) years and may not serve more than nine (9) consecutive years as a chapter elected member. Upon completion of nine (9) consecutive years as a chapter elected member, one (1) full year must elapse before a member shall be eligible for reelection as a chapter elected member.

- (3) The resignation of any Council member shall be effective on the date of receipt. Absence from three consecutive meetings of the Council by any Council member shall terminate their Council membership unless reasonable explanations are submitted by the Council member and are accepted by the Board. A member of the Council may be removed for cause by a vote of at least two-thirds (2/3) of the members of the Board present at a meeting at which a quorum is present.
- (4) Vacancies, however created, among the Council members-at-large may be filled by the Board with input from the Nominations Council for the remainder of the unexpired term. A vacancy among the members elected by the chapters shall be promptly filled for the unexpired term by action of the respective chapter.
- (5) The chair shall designate the time, place and agenda for any meeting of the Council. Written notice stating the purpose of the meeting shall be furnished to all Council members at least five days in advance of every meeting. A majority of the Council members shall constitute a quorum, and a majority vote of the Council members present, and voting shall constitute a vote of the Council. The Council shall keep a record of its proceedings which shall be available for inspection by any member of TXCPA at all reasonable times.

ARTICLE VIII – PROFESSIONAL ETHICS COMMITTEE

- (1) TXCPA may enter into an agreement with AICPA to adjudicate disciplinary charges against members of TXCPA pursuant to these Bylaws, the Manual, and the Professional Ethic Committee’s jurisdiction. No member of the Professional Ethics Committee shall serve simultaneously as a member of the Trial Board, a member of the AICPA Professional Ethics Division, or a member of the State Board.
- (2) There shall be a Professional Ethics Committee which shall be charged with investigating professional ethics cases and the disposition decisions involving members. The Professional Ethics Committee shall report to the Board. No member of the Professional Ethics Committee shall serve simultaneously as a member of the State Board.

ARTICLE IX - NOMINATIONS AND ELECTIONS

- (1) The Nominations and Board Development Committee (“NBDC”) shall nominate a slate of candidates for the Board equal to the number of open Board member positions to be filled at the next Board election. In addition, the NBDC shall certify by a report filed with the President each year its nominations for members-at-large of the NBDC, as well as nominees selected by the Nominations Council for the at-large members on the Council and the Nominations Council. Eligible members of TXCPA may self-nominate for any open elective positions pursuant to the election procedures adopted by the Board.
- (2) In selecting candidates for the Board, the NBDC shall be guided by a Board-approved vetting process that includes a Board profile listing both the required and the desired candidate qualifications. Members of the NBDC may not be nominees.

ARTICLE X – MEETINGS OF MEMBERS

- (1) An annual meeting of members of TXCPA shall be held at such time and place as may be designated by the Chair. Notice of the time and place of the meeting shall be disseminated by or at the direction of the Chair, president or their designee not less than 30 days before the meeting date.
- (2) Special meetings of TXCPA members may be called at any time by the Chair, a majority of the Board, or by the Secretary at the written request of at least ten percent (10%) of the members entitled to cast votes at such meeting. Notice stating the time, place and purpose of any special meeting shall be disseminated by, or at the direction of, the Chair, the Secretary, or the officers or persons calling the meeting to all members entitled to vote not less than ten (10) or more than sixty (60) days before the meeting date. No business may be transacted at any special meeting other than that specified in the notice. All special meetings shall be held within the State of Texas at a place designated by the Chair or held virtually.
- (3) One hundred (100) members when present either in person or virtually shall constitute a quorum at any TXCPA member meeting.
- (4) With the exception of elections which are required by the Bylaws to be conducted electronically, a majority of the members voting at any duly constituted meeting of the

members shall constitute a vote of the membership.

- (5) The Board may elect to hold any meeting of the membership to take place by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.

ARTICLE XI - DUES AND ASSESSMENTS

- (1) Dues for CPA members will be recommended by the Board and approved by the Council. Dues for all other member categories shall be determined by the Board.
- (2) Two-thirds (2/3) of the members voting at any duly called membership meeting may levy a per capita assessment for any specific purpose not to exceed \$50 for any one year.
- (3) TXCPA members may be excused from the payment of dues and per capita assessments for reasonable cause by the Board. Members who have previously been approved for dues waiver because of permanent disability will automatically receive same and subject to periodic review.

ARTICLE XII - MISCELLANEOUS

- (1) Fiscal Year. The TXCPA fiscal year shall begin on June 1 and end on May 31, unless otherwise determined by the Board.
- (2) Contracts and Other Documents. The Board may authorize the President or Chair to enter into contracts or to execute and deliver other documents and instruments on TXCPA's behalf. Such authority also may be invested in other officers or agents of TXCPA from time to time.
- (3) Books and Records. TXCPA shall maintain at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board, any Board Committees, and any designated bodies of the Board (c) the names and addresses of its current directors and officers, (d) TXCPA's current Articles of Incorporation, Bylaws, and Board-approved policies, and (e) all documents required to be maintained by organizations exempt from Federal income tax under Internal Revenue Code Section 501(c)(6) (or the corresponding section of any future Federal tax code). All books and records of TXCPA may be subject to inspection as required by law.
- (4) Loans to Directors and Officers. No loans shall be made by TXCPA to its directors or officers.
- (5) Indemnification and Insurance. TXCPA shall indemnify and hold harmless any director, officer, or employee of TXCPA to the maximum extent permissible by law. Further, TXCPA shall indemnify and advance expenses to a director, officer, or employee who is party to a proceeding because of their role as a director, officer, or employee of TXCPA, except for (a) liability in connection with a proceeding by or in the right of TXCPA other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the director, officer, or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on TXCPA, or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any director, officer, employee, or

other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent of the Corporation or out of acts taken in such capacity, whether or not TXCPA would have the power to indemnify the person against that liability under law.

- (6) Prohibitions and Limitations. No part of the net earnings of TXCPA shall inure to the benefit of, or be distributable to its directors, officers, employees, or other private persons, except that TXCPA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these Bylaws, TXCPA shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE XIII - PEER REVIEW

- (1) Subject to additional procedures outlined in the *Manual*, there shall be a Peer Review Committee which shall be responsible for administering the AICPA Peer Review program in accordance with the requirements of the AICPA. No member of the Peer Review Committee shall serve simultaneously as a member of the State Board.
- (2) All members of TXCPA engaged in the practice of public accounting in Texas shall be associated as proprietors, partners, shareholders, owners or employees of firms enrolled in a TXCPA-approved practice-monitoring program that is consistent with the requirements for membership in AICPA if the services the firm performs are within the scope of AICPA's practice-monitoring standards and the firm issues reports purporting to be in accordance with AICPA professional standards.

ARTICLE XIV - AMENDMENTS AND INTERPRETATIONS

- (1) The Board shall present amendments to these Bylaws to the Leadership Council for review and recommendation prior to a vote of the voting members in good standing.
- (2) A petition signed by at least ten percent (10%) of the voting members in good standing and filed with the President to amend these Bylaws shall be presented to the Leadership Council for review and recommendation to the Board. The Board must approve any such recommended amendments prior to being presented to the membership for vote. Any proposals submitted via petition shall be subject to full review by legal counsel.
- (3) Proposals to amend these Bylaws shall be adopted by a two-thirds (2/3) vote of the membership at any meeting where quorum is present or through ballot voting. The ballot shall be open to all eligible members to vote for a period of at least 30 days. Notice of proposals to amend these Bylaws shall be given at least 30 days prior to the date the ballot thereon is first open for voting.
- (4) *Robert's Rules of Order* shall govern in all cases to which they are applicable to the extent they are not inconsistent with these Bylaws.