



## Roles and Responsibilities

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## Roles and Responsibilities

### **American Institute of Certified Public Accountants**

The American Institute of Certified Public Accountants is the certified national professional organization that represents over 412,000 member CPAs in business and industry, public practice, government, education and consulting in 144 countries. The AICPA's staff of approximately 650, which supports membership and its activities, is divided between the national headquarters in New York City and offices in Washington, D.C., Durham, North Carolina, Ewing, NJ and Lewisville, TX.

The AICPA sets ethical standards for the profession and U.S. auditing standards for private companies, nonprofit organizations, federal, state and local governments. It develops and grades the Uniform CPA Examination and offers specialty credentials for CPAs who concentrate on personal financial planning, forensic accounting, business valuation and information management and technology assurance. Through a joint venture with the Chartered Institute of Management Accountants, it has established the Chartered Global Management Accountant designation, which sets a new standard for global recognition of management accounting.

The AICPA Council is similar in structure to the TXCPA Board of Directors. The Council is made up of elected and appointed members from each of the 50 states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Guam. It has the authority to establish the policies and procedures of the Institute and to enact resolutions binding upon the Board of Directors, the officers, committees and staff.

At least eight months prior to the AICPA Annual Meeting, the AICPA Nominations Committee requests from the recognized state societies the name of suggested candidates to fill any vacancies that may arise in the coming year. Texas is allotted ten elected representatives to serve on the AICPA Council for three-year terms. Terms commence in May of each year at the Spring Council Meeting. Additionally, the state society executive directors are asked to provide the name of one designated representative to serve on the Council for a one-year term.

The Council meets over a 3-day period in the spring (May) and fall (October) each year and holds a one-day regional meeting in March. Expenses for travel are reimbursed as well as a per diem allowance.

All members of AICPA Council are requested to sign a Statement of Responsibilities



## Roles and Responsibilities

### Board of Directors

The Board of Directors is TXCPA's chief governing body. It is subject only to the direction of the membership and to the restrictions defined by the Articles of Incorporation and the Bylaws. The Bylaws give the Board of Directors the general charge and control of the affairs, funds and properties of the Society; the Board of Directors shall carry out the objectives of the Society in accordance with the Bylaws.

In addition, the Board of Directors may not alter, amend or rescind any resolution or motion duly adopted at an official meeting of the Society members as dictated by quorum requirements. The Board of Directors shall not delegate the authority to: reverse a previous vote of the Board of Directors; remove or fill a vacant term of a Board of Directors member; vote on a proposal to amend the Bylaws; withdraw or modify a proposal; or designate the auditor or auditors [Bylaws, Article V (1)].

The Board of Directors consists of the following members:

1. All past presidents elected prior to June 1998;
2. All past chairmen;
3. All members of the Executive Board;
4. The president of each local chapter (term concurrent with tenure of office);
5. Strategic Planning Chair;
6. 36 Board of Directors members elected at-large by Society members at the Election Meeting of Members/Midyear Board of Directors and Members Meeting (three-year terms except as necessary to maintain a general pattern of one-third of the at-large directors' terms expiring each year);
7. One extra Board of Directors member to be elected by each local chapter for each unit of 200 members and distinguished members of the Society, or portion thereof as of May 31 of the previous year, in its designated area (three-year terms with one-third of elected members retiring each year); chapters may elect less than their maximum allowed; and
8. President of the TXCPA Accounting Education Foundation.

The principal function of the Board of Directors is to set policy for the Society and to make decisions on major issues.

The TXCPA Bylaws describe the responsibility of the Board of Directors as follows:

1. Prescribe requirements for membership [Bylaws, Article II (1)];
2. Nominate distinguished members and honorary members [Bylaws, Articles II (3) & (4)];
3. Determine categories and rules for affiliate membership [Bylaws, Article II (6)];
4. Determine all chapter districts [Bylaws, Article IV (1)];
5. Approve of each chapter's incorporation prior to filing with the Secretary of State [Bylaws, Article IV (6)];
6. Exercise general control of all Society affairs [Bylaws, Article V (1)];
7. Supervise funds and property of the Society [Bylaws, Article V (1)];
8. Remove a member of the Board of Directors for cause by a vote of at least two-thirds of the members of the Board of Directors [Bylaws, Article VI (3)];
9. Select a member of the Board of Directors to act as chief elected officer in the event the chairman (or the Executive Board members or chairman-elect designated by the Executive Board) is temporarily unable or unwilling to act [Bylaws, Article VI (5)];

10. Approve the three members to the incoming Executive Board appointed by the chairman-elect [Bylaws, Article VII (1)];
11. Remove a member from the Executive Board for failure to perform the duties provided for within the Bylaws [Bylaws, Article VII (2)];
12. Set annual dues [Bylaws, Article XI (1)];
13. Approve annual budget [Bylaws, Article XII (2)];
14. Designate the Society auditor who is a member of the Society [Bylaws, Article XII (3)];
15. Initiate a proposal to amend the Bylaws [Bylaws, Article XV (1)]; and
16. Suspend any section(s) of the *Code of Professional Ethics* by a two-thirds vote if deemed in possible conflict with Texas and/or U.S. laws [Bylaws, Article XV (2)].

### **Board of Directors Meetings**

The bylaws of TXCPA require the Board of Directors to meet at least annually in conjunction with the Annual Meeting of TXCPA. Any other meetings of the Board are optional and at the call of the chairman or 50 members of the Board or a majority of the Executive Board. Traditionally, the Board has met in January (Midyear) in addition to the Annual Meeting (June).

Except in the case of a past chairman or a past TXCPA president elected prior to June 1998, **absence from three consecutive meetings of the Board of Directors by any director shall terminate his Board of Directors membership unless reasonable explanations are submitted by the director and are accepted by the Executive Board.**

The cost to attend Board of Directors meetings (transportation and lodging) is the responsibility of the volunteer. Any fee for the meeting is waived as a board member. Should you not be able to attend a Board meeting during your term as a Director-at-Large, you must request excused absence from the Executive Board by email c/o the TXCPA Manager, Governance & Executive Operations the reason why you cannot attend the meeting.

### **Scheduled Meetings**

*\*Meeting held Thursday-Friday*

**January 24-25, 2023**

**Advocacy Day & Midyear Board Meeting**

*Sheraton Austin Hotel at the Capitol, Austin, TX*

*Rate: \$235 single or double + 15% tax*

**June 23-24, 2023**

**Annual Meeting of Members**

*Worthington Renaissance Fort Worth Hotel, Fort Worth*

*Rate: \$219 single or double + 15% tax*

**\*January 25-26, 2024**

**Midyear Board of Directors and Members Meeting**

*Omni Corpus Christi, Corpus Christi, TX*

*Rate: \$159 + 15% tax*



## Roles and Responsibilities

### Chairman

The chairman is the chief elected officer of the Society and is responsible to the Board of Directors and the Executive Board. The chairman will focus his/her efforts and attention on TXCPA programs and activities designed to enhance the effectiveness and reputation of the Society and the accounting profession. The chairman is responsible for maintaining continuity of ongoing strategic objectives as set forth in the strategic plan.

The chairman provides overall leadership regarding the volunteer activities of the members. The chairman has final authority over, and responsibility for, all volunteer-related matters of the Society except for those specifically reserved by and to the Executive Board and the Board of Directors.

The chairman is the chief spokesperson for the Society and will actively and personally promote a cohesive partnership with chapters and other organizations, including AICPA, other state societies, and regulatory and legislative bodies. He/she should put strong emphasis on maintaining a cooperative relationship between the Society and its chapters. He/she should be available to address target audiences outside the profession in an effort to enhance the image of both the profession and the Society among external groups.

Except as otherwise provided in the Bylaws, the chairman is responsible for calling and conducting meetings and determining agendas of the Board of Directors, the Executive Board and the members.

The responsibilities of the chairman are to:

1. Serve as an officer of TXCPA;
2. Chair and report to the Board of Directors;
3. Chair the Executive Board;
4. Serve as the primary internal and external Society spokesperson;
5. Serve on the Finance Committee;
6. Interact on a regular basis with the president & CEO, identifying current professional issues and proposed resolutions;
7. Work with the president & CEO to see that basic procedures and programs that will further the goals and objectives of the Society are planned, formulated and executed;
8. Make policy decisions on behalf of the Board of Directors when it is not timely to consult the Executive Board or Board of Directors, in which case the chairman should seek ratification of the Board of Directors or Executive Board at the next available opportunity;
9. Support and direct implementation of volunteer policies;
10. Communicate with the Board of Directors regarding progress toward achieving the objectives of the Society;
11. Appoint and/or remove as necessary committee chairmen and vice chairmen (as needed) and all committee members (most of which will have been accomplished earlier as chairman-elect), after obtaining input from staff;
12. Serve in an *ex officio* capacity for all committees and other legal entities of TXCPA;

13. Serve as chairman of the Compensation Committee, which determines the compensation of the president & CEO and approves the compensation pool for staff; and
14. Work with the president & CEO to plan the Midyear Board of Directors and Members Meeting and Annual Meeting which will take place during his/her year as chairman.

## **Chairman (Immediate Past)**

TXCPA's immediate past chairman serves on the Board of Directors.

In his/her first year as past chairman, he/she serves as the chair of the Nominations Committee and on the Compensation Committee, as well as on the Executive Board. In his/her second year as past chairman, the individual chairs the Awards Committee and serves as a member on the Nominations Committee.

## **Chairman-elect**

The responsibilities of the chairman-elect are to:

1. Serve as an officer of TXCPA;
2. Serve on the Board of Directors;
3. Serve on the Executive Board;
4. Appoint three nominees to the incoming Executive Board with the approval of the Board of Directors and appoint one member to the incoming Nominations Committee;
5. In consultation with the president & CEO, approve committee appointments for his/her year as chairman;
6. Serve on the Finance Committee;
7. Serve on the Compensation Committee;
8. Serve on the Strategic Planning Committee;
9. Attend the CPA-SEA Leadership Conference for state CPA society chairmen-elect;
10. If possible, attend the AICPA Annual Meeting as TXCPA's representative;
11. Assume responsibilities as assigned by the chairman.

## **Chairman-elect Nominee**

The responsibilities of the chairman-elect nominee are to:

1. Attend Executive Board meetings after the time of nomination;
2. Serve on the Finance Committee;
3. Serve as a member of the Compensation Committee; and
4. Consult with the president & CEO regarding site selection for the Executive Board meetings that will take place during his/her year as chairman.

## **Expense Reimbursement**

**Society Chairman, Chairman-elect, Immediate Past Chairman and Chairman-elect Nominee:** In token recognition of the substantial contribution of time and resources required of the chairman and chairman-elect during their tenures in office, all expenses relating to official travel by the chairman, chairman-elect, immediate past chairman and chairman-elect nominee and their spouses, subject only to the budget limitations for the year, are to be reimbursed by the Society. Travel expenses to be reimbursed shall include transportation (e.g., coach class airfare, personal automobile mileage allowance, taxi, and auto rental), meals, lodging and incidental expenses. Reimbursement of mileage as a travel expense will be at the prescribed IRS allowable rate, which may change from time to time. Original receipts of all expenditures, except for *de minimis* amounts defined from time to time by the IRS, must accompany requests for reimbursement.

Arrangements for air travel should be made sufficiently in advance to obtain any discount fares available. All reimbursed spouse expenses in excess of \$600 in any calendar year will be documented on Form 1099 for tax purposes, as required by law.

It is contemplated that official travel shall include one or more visits to each chapter and numerous visits to the Society office, as well as all meetings of the Executive Board, Board of Directors, Leadership Conference and the Society's Annual Meeting and Midyear Board of Directors and Members Meeting. The Annual Meeting of AICPA and any other travel in the interest of the Society, at the discretion of the chairman and/or chairman-elect, shall be included in official travel.

Any expenses incurred resulting from the position of immediate past chairman or chairman-elect nominee should be paid under the policy guideline of the chairman and chairman-elect. Expenses pertaining to other Society activities (not as a result of the immediate past chairman or chairman-elect nominee office) are not covered in this policy.

All official travel must not be preceded or followed by vacations as a group or by an officer and his/her spouse if it is clear that the site was chosen to facilitate a personal vacation.

Expense reports of the Society chairman, chairman-elect, immediate past chairman and chairman-elect nominee will be reviewed and approved by the president & CEO.



## Roles and Responsibilities

### **Executive Board**

The Executive Board is the working arm of the full Board of Directors. The Executive Board will function for the Board of Directors between Board of Directors meetings and shall have all the powers of the Board of Directors except those specifically reserved to the Board of Directors itself.

No member may serve on the Executive Board if that member or that member's spouse is a member of the Texas State Board of Public Accountancy.

The Executive Board identifies issues and considers and decides matters brought before it by members, committees, officers and others. With a view of the needs of the profession, the Executive Board is responsible for review and approval of strategic plan objectives.

The Executive Board is expected to perform the following duties:

1. Review the annual budget, as recommended by the Finance Committee and staff, prior to presentation for ultimate approval by the Board of Directors;
2. Throughout the year, review performance against the budget and, through the treasurer, report such at each Board of Directors meeting and make such recommendations as it deems appropriate;
3. Initiate recommendations to the Board of Directors regarding matters worthy of consideration;
4. Screen and amplify for Board of Directors' consideration and approval recommendations made by committees;
5. Take disciplinary action against members as necessary under Bylaws Article III;
6. Approve changes to chapter Bylaws;
7. Approve changes to the *TXCPA Volunteer Policies and Procedures Manual*;
8. Prescribe requirements and dues for Affiliate members; and
9. In addition to the chairman-elect, treasurer and treasurer-elect, two members of the Executive Board will be appointed by the chairman to serve on the Finance Committee.

### **Expense Reimbursement, Volunteer**

**Society Chairman, Chairman-elect, Immediate Past Chairman and Chairman-elect Nominee:** In token recognition of the substantial contribution of time and resources required of the chairman and chairman-elect during their tenures in office, all expenses relating to official travel by the chairman, chairman-elect, immediate past chairman and chairman-elect nominee and their spouses, subject only to the budget limitations for the year, are to be reimbursed by the Society. Travel expenses to be reimbursed shall include transportation (e.g., coach class airfare, personal automobile mileage allowance, taxi, and auto rental), meals, lodging and incidental expenses. Reimbursement of mileage as a travel expense will be at the prescribed IRS allowable rate, which may change from time to time. Original receipts of all expenditures, except for *de minimis* amounts defined from time to time by the IRS, must accompany requests for reimbursement. Arrangements for air travel should be made sufficiently in



advance to obtain any discount fares available. All reimbursed spouse expenses in excess of \$600 in any calendar year will be documented on Form 1099 for tax purposes, as required by law.

It is contemplated that official travel shall include one or more visits to each chapter and numerous visits to the Society office, as well as all meetings of the Executive Board, Board of Directors, Leadership Conference and the Society's Annual Meeting and Midyear Board of Directors and Members Meeting. The Annual Meeting of AICPA and any other travel in the interest of the Society, at the discretion of the chairman and/or chairman-elect, shall be included in official travel.

Any expenses incurred resulting from the position of immediate past chairman or chairman-elect nominee should be paid under the policy guideline of the chairman and chairman-elect. Expenses pertaining to other Society activities (not as a result of the immediate past chairman or chairman-elect nominee office) are not covered in this policy.

All official travel must not be preceded or followed by vacations as a group or by an officer and his/her spouse if it is clear that the site was chosen to facilitate a personal vacation.

Expense reports of the Society chairman, chairman-elect, immediate past chairman and chairman-elect nominee will be reviewed and approved by the president & CEO.

**Executive Board Members:** TXCPA will cover the cost of hotel accommodations necessary for Executive Board members to attend all meetings of the Executive Board (two nights for a two-day meeting, one night for a one-day meeting), as well as group meals during the meeting. All other expenses in connection with their attendance at Executive Board meetings (including transportation, incidental expenses and other lodging and meals) shall be the individuals responsibility of Executive Board member. For meetings lasting more than one day, there will be at least one meal provided for members and spouses or guests.

**Coordinating Officers:** In recognition of the substantial contribution of time and resources required of the coordinating officers, all expenses for in-person committee meetings not held in conjunction with the Board of Directors, Executive Board and Annual Meeting may be reimbursed by the Society. Travel expenses to be reimbursed shall include reasonable transportation (e.g., coach class airfare, personal automobile mileage allowance, taxi, and auto rental), meals, lodging and incidental expenses. Reimbursement of mileage as a travel expense will be at the prescribed IRS allowable rate, which may change from time to time. **Original** receipts of all expenditures, except for *de minimis* amounts defined from time to time by the IRS, must accompany requests for reimbursement. Arrangements for air travel should be made sufficiently in advance to obtain any discount fares available.

**Cancellation Policy:** TXCPA must pay the facility or vendor for guaranteed meals. If a confirmed member does not attend or cancels after the guarantee is made (usually 72 hours before the event), TXCPA may bill the member for the cost of the guaranteed meal(s).

**Reimbursement Requests:** Requests for expense reimbursement should be submitted for approval in advance of the meeting. **Original** receipts of all expenditures, except for *de minimis* amounts defined from time to time by the IRS, must accompany expense reimbursement requests and should be submitted to the president & CEO of TXCPA, Dallas, TX.

## **Scheduled Meetings**

Executive Board meetings are typically held in person at each Midyear Board meeting and in April, August and November. Occasionally conference calls are held in between meetings. Executive Board members are also expected to attend the Annual Meeting of Members as a Board member.

### **2022-2023**

<b>August 4-5, 2022</b>	<b>Executive Board Meeting (2022-2023 EB)</b> <i>Newport Marriott – Newport, RI</i>
<b>November 3-4, 2022</b>	<b>Executive Board Meeting (2022-2023 EB)</b> <i>Pier South Resort – San Diego, CA</i>
<b>January 23, 2023</b>	<b>Executive Board Meeting (2022-2023 EB)</b> <i>Sheraton Austin Hotel at the Capitol - Austin, TX</i>
<b>January 24-25, 2023</b>	<b>Advocacy Day &amp; Midyear Board Meeting</b> <i>Sheraton Austin Hotel at the Capitol, Austin, TX</i>
<b>April 27-28, 2023</b>	<b>Joint Executive Board Meeting (2022-23 &amp; 2023-24 EB)</b> <i>La Fonda on the Plaza – Santa Fe, NM</i>

### **2023-2024**

<b>June 23-24, 2023</b>	<b>Annual Meeting of Members</b> <i>Worthington Renaissance Fort Worth Hotel - Fort Worth, TX</i>
<b>August 3-4, 2023</b>	<b>Executive Board Meeting</b> <i>The Sebastian – Vail - Vail, CO</i>
<b>November 2-3, 2023</b>	<b>Executive Board Meeting</b> <i>Sheraton New York Times Square – New York, NY</i>
<b>January 24, 2024</b>	<b>Executive Board Meeting (2023-24 EB)</b> <i>Omni Corpus Christi – Corpus Christi, TX</i>
<b>January 25-26, 2024</b>	<b>Midyear Board of Directors and Members Meeting</b> <i>Omni Corpus Christi – Corpus Christi, TX</i>
<b>April 26-27, 2024</b>	<b>Executive Board Meeting</b> <i>Hutton Hotel – Nashville, TN</i>



## Roles and Responsibilities

### **Nominations Committee**

The TXCPA Nominations Committee members serve a one-year term. The committee consists of the immediate past TXCPA chairman who shall serve as chair of the committee and who shall only vote in the event of ties, and 13 members. One member is appointed by the TXCPA chairman-elect and two members shall be the most recent past chairman of TXCPA prior to the immediate past chairman. Ten (10) members are selected by the then Nominations Committee from a pool of candidates submitted by the boards of directors of each chapter and nominations from the general membership. Of the 10 members elected, five members must be one each from Austin, Dallas, Fort Worth, Houston and San Antonio chapters and five must be from the other TXCPA chapters.

The committee typically meets for a one-hour orientation in June in conjunction with the Annual Meeting of the Society. They meet over a two-day period at the end of September at the TXCPA offices in Dallas to interview chairman-elect candidates in person and to nominate Executive Board members (chairman-elect, treasurer-elect, secretary and two 3-year members), 12 directors-at-large and members of the following year Nominations Committee. Elections of the above-mentioned leaders and committee members are conducted through a secure electronic ballot on a TXCPA designated web site approved by the Executive Board prior to March 1 of each year, and those elected take office June 1. The committee also nominates candidates from Texas to serve on the AICPA governing Council for 3-year terms according to the number of vacancies.

Members of the Nominations Committee shall have been members of the Society for at least five years and may not serve for two succeeding terms. They are not eligible for consideration for any positions.

1. As prescribed by the *Bylaws*, this committee nominates candidates for the officers of the Society, at-large Executive Board members, members-at-large of the Board of Directors, and members of the Committee on Nominations. The Committee also shall recommend candidates for consideration as members from Texas to serve on the Council of the American Institute of Certified Public Accountants (AICPA).
2. Nominations for all positions shall be based on the following factors:
  - a. Consideration of all relevant factors, including the demographics of Society membership; and
  - b. Consideration of candidates' ability to best perceive and advance the interests of the Society.
3. The activities of the committee shall include, among other matters, the following:
  - a. Address inquiries to officers, directors, chapter presidents, and other members, inviting suggestions for nominations.
  - b. Meet as a committee one or more times prior to the midyear meeting of the Board of Directors to determine nominations for elections.
  - c. Nominate candidates to fill any position for which the Nominations Committee nominates candidates and which may be vacated during the year



## Roles and Responsibilities

### **Secretary**

It shall be the duty of the secretary to:

1. Serve as an officer of TXCPA;
2. Serve as a member of the Board of Directors;
3. Approve and sign the minutes of all meetings of the membership, the Board of Directors and the Executive Board;
4. Determine that Board of Directors and Executive Board members have met attendance requirements as prescribed by the Bylaws; and
5. Oversee the maintenance of, and revision to, the Bylaws of the Society, related entities and local chapters.



## Roles and Responsibilities

### **Treasurer**

The treasurer shall oversee the funds, accounts and fiscal affairs of the Society and its related entities (not including chapters), subject to direction or review by the Executive Board or Board of Directors. The treasurer shall furnish such reports and statements as the Executive Board or the Board of Directors may direct. In the event the treasurer is temporarily unable or unwilling to act, the Executive Board may designate an acting treasurer.

It shall be the duty of the treasurer to:

1. Serve as an officer of TXCPA;
2. Serve as a member of the Board of Directors;
3. Chair the Finance Committee;
4. Serve on the Audit Committee;
5. Provide a comprehensive financial report of TXCPA's financial condition and operating results at both the Midyear Board of Directors and Members Meeting and the Annual Meeting of the Society;
6. Serve as a member of the Compensation Committee;
7. Serve as a member of the Executive Board and assume other duties as delegated by the chairman, Executive Board or Board of Directors;
8. Serve as trustee for the TXCPA Insurance Trust;
9. Provide oversight regarding administration of the budget and present the financial statements with explanation of budget variances to the Executive Board and Board of Directors;
10. Approve the expense reports of the president & CEO;
11. Coordinate with the appropriate TXCPA staff in financial matters;
12. Bring to the attention of the Executive Board, on a timely basis, anticipated deviations from the Board of Directors' approved budget. (Additional approvals may be necessary if expenditures will exceed the budgeted amounts in accordance with the Budgetary Controls Policy.

### **Treasurer-elect**

The treasurer-elect will become familiar with all financial reporting of all entities of the Society.

The treasurer-elect will:

1. Serve on the Board of Directors;
2. Serve on the Executive Board;
3. Serve on the Finance Committee;
4. Serve on the Compensation Committee;
5. Serve on the Audit Committee (non-voting; *ex-officio*);
6. Serve on the Strategic Planning Committee;
7. Serve as trustee for the TXCPA Insurance Trust; and
8. Submit a proposed annual budget to the incoming Board of Directors for approval during the Annual Meeting of Members. The treasurer-elect will present the budget to the Finance Committee for its recommendations prior to presentation to the incoming Executive Board for final revisions and approval. The budget then will be presented to the Board of Directors for approval during the Annual Meeting.

### **Treasurer-elect Nominee**

The treasurer-elect nominee serves on the Compensation Committee and the Finance Committee.