



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 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 Leadership Council. 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 name of suggested candidates to fill any vacancies in the coming year are submitted by the state societies. 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 societies are asked to provide the name of one designated representative to serve on the Council for a one-year term.

Meetings

The Council meets over a 3-day period in the spring (May) and fall (October) each year and holds a regional meeting in March. The regional meeting has been transitioned to a virtual meeting. Expenses for travel are reimbursed by AICPA.

All members of AICPA Council will be expected to sign a Statement of Responsibilities prior to election.

Future Scheduled Meetings

2028

March 22, 2028 – Virtual

June TBD – Las Vegas, NV

Oct 27, 2028 – Grapevine, TX

2030

March TBD – Virtual

June TBD – Las Vegas, NV

October TBD – location TBD

2029

March 21, 22, 2029 – Virtual

June TBD – Las Vegas, NV

Oct 24-26, 2029 – Washington, DC

STATEMENT OF RESPONSIBILITIES AICPA COUNCIL

By accepting my election to Council, I accept the following responsibilities:

Remain well-informed of developments within the profession and at the AICPA.

Make decisions as a Trustee of the AICPA and the CPA profession. This means I will represent the best interests of the accounting profession and the public irrespective of any special interest, geographic, demographic or personal constituency.

Understand the role of the AICPA, its members, its aims, its services and its environment.

Be thoughtful and objective in all deliberations.

Have a duty to be loyal to the organization, its staff and other volunteer leaders. While differences of opinion are sure to arise, I agree as a Council member to seek to keep disagreements impersonal.

Present the position adopted by Council plus the pros and cons of an issue after Council has acted on the issue. In addition, I have the right to express my personal views on the issue, whether in support of or in opposition to Council's decision.

Prepare for and participate in all parts of the Council meetings.

Complete tasks and projects assigned and accepted.

Inform the Institute's leadership and Council of members' needs and concerns that I am aware of.

Publicize the value and work of the AICPA; broaden interest in the Institute by using opportunities to explain its policies and services to relevant audiences.

Focus on Council's role as policy setters understanding the AICPA staff is responsible for the day-to-day operations of the association.

Agree to maintain the confidentiality of information so designated by the AICPA and release its content only with the express authorization of the AICPA or as required by law.

Agree to abide by the Mission, Bylaws, Code of Conduct and policies of the AICPA.

Signature _____ **Date** _____

Please Print _____ **State** _____



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 VI (1)].

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

The Board of Directors consists of fifteen (15) – twenty (20) directors, including the officers of TXCPA. The Board of Directors Competency Framework can be [viewed online here](#).

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. Serve as a member of the Leadership Council;
2. Prescribe requirements for membership;
3. Determine categories and rules for affiliate membership;
4. Determine all chapter districts;
5. Take disciplinary actions against members as necessary;
6. Approve changes to chapter bylaws;
7. Approve of each chapter's incorporation prior to filing with the Secretary of State;
8. Exercise general control of all Society;
9. Supervise funds and property of the Society;
10. 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;
11. Select a member of the Executive Committee to act as chief elected officer in the event the chair or the chair-elect is temporarily unable or unwilling to act;
12. Remove a member of the Leadership Council for cause by a vote of two-thirds of the members of the Board of Directors;
13. Recommend annual dues for CPA members;
14. Set annual dues for Affiliate and Student/Candidates;
15. Approve annual budget;
16. Designate the Society auditor who is a member of the Society;
17. Initiate a proposal to amend the Bylaws;
18. Approve changes to the Policies and Procedures Manual;
19. 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;
20. Appoint two Board of Directors to serve on the Nominations and Board Development Committee;
21. Appoint members to fill any vacancies on the Nominations and Board Development Committee; and
22. Appoint members to fill vacancies of Leadership Council Members-at-Large, with input from the Nominations Council.

Board of Directors Meetings

Meeting Locations

According to the TXCPA Bylaws, the TXCPA chair shall designate the time, place and agenda for meetings of the Board of Directors.

Meeting Expenses

TXCPA will cover the cost of hotel accommodations necessary for Board members to attend all meetings of the Board of Directors (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 Board of Directors meetings (including transportation, incidental expenses and other lodging and meals) shall be the individual's responsibility of Board member. For meetings lasting more than one day, there will be at least one meal provided for members and spouses or guests. Housing costs for the Annual Meeting of Members and Midyear Leadership Council are the responsibility of the member (One night is typically covered during the Midyear meeting because a Board meeting is usually held the day prior).

Reimbursement for Board members is limited to those for whom lack of reimbursement would constitute a sufficient financial burden to interfere with the performance of their responsibilities with TXCPA and its affiliated entities (not including chapters). Such reimbursed expenses are limited to transportation costs (e.g., coach class airfare, personal automobile mileage allowance, taxi and auto rental). Original receipts of all expenditures must accompany requests for reimbursement.

Board members requesting travel reimbursement under the parameters outlined above are to seek approval for reimbursement prior to the meeting. Requests should be submitted to and approved by the chief financial officer. Members approved for reimbursement must submit a brief memo, attaching either an original airfare receipt or a mileage statement. Arrangements for air travel should be made sufficiently in advance to obtain any discount fares available. There will be no disclosure of names of members to whom reimbursement is made. It is the intent that requests for reimbursement come only from Board members who qualify for reimbursement under this policy.

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).

Society Chair, Chair-elect, Immediate Past Chair and Chair-elect Nominee

In token recognition of the substantial contribution of time and resources required of the chair and chair-elect during their tenures in office, all expenses relating to official travel by the chair, chair-elect, immediate past chair and chair-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 Board of Directors, Leadership Council, AICPA & CPA SEA Leadership Conference and the Society's Annual Meeting of Members. The Annual Meeting of AICPA and any other travel in the interest of the Society, at the discretion of the chair and/or chair-elect, shall be included in official travel.

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

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

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 and Leadership Council 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.

Scheduled Meetings

2026-2027

June 25-26, 2026	Annual Meeting of Members La Cantera Resort & Spa – San Antonio, TX <i>Rate: \$289 + \$21 resort fee & 18% tax</i>
August 6-7, 2026	Board of Directors Meeting Boston Marriott Long Wharf – Boston, MA <i>Rate: \$399 + \$35 resort fee + 16.45% tax</i>
November 5-6, 2026	Board of Directors Meeting Hyatt Regency Grand Cypress – Orlando, FL <i>Rate: \$217 + \$15 resort fee + 12.5% tax</i>
January 25, 2027	Board of Directors Meeting Hilton Austin - Austin, TX <i>Rate: \$299 + 17% tax</i>
January 26-27, 2027	Advocacy Day and Midyear Leadership Council Meeting Hilton Austin - Austin, TX <i>Rate: \$299 + 17% tax</i>
April 22-23, 2027	Joint 2026-27 & 2027-28 Board of Directors Meeting The Carolina Inn – Chapel Hill, NC <i>Rate: \$279 + 13.5% tax</i>

2027-2028

June 24-25, 2027	Annual Meeting of Members and Leadership Council Meeting Hyatt Regency Tamaya Resort and Spa – Santa Ana Pueblo, NM <i>Rate: \$270 + \$15 resort fee + 15.70% tax</i>
August 5-6, 2027	Board of Directors Meeting Devil's Thumb Ranch Resort & Spa – Tabernash, CO <i>Rate: \$439 + \$25 resort fee + 7.7% tax</i>
November 4-5, 2027	Board of Directors Meeting <i>Location TBD</i>
January 20-21 or 27-28, 2028	Midyear Leadership Council Meeting <i>Location TBD</i>
April 20-21 or 27-28, 2028	Joint 2027-28 & 2028-29 Board of Directors Meeting <i>Location TBD</i>



Roles and Responsibilities

Chair

The chair is the chief elected officer of the Society and is responsible to the Board of Directors. The chair 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 chair is responsible for maintaining continuity of ongoing strategic objectives as set forth in the strategic plan.

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

The chair 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 chair is responsible for calling and conducting meetings and determining agendas of the Board of Directors, the Leadership Council and the members.

The responsibilities of the chair are to:

1. Serve as an officer of TXCPA;
2. Chair and report to the Board of Directors;
3. Chair the Executive Committee
4. Chair the Leadership Council;
5. Serve as the primary internal and external Society spokesperson;
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 Committee or Board of Directors, in which case the chair should seek ratification of the Board of Directors at the next available opportunity;
9. Support and direct implementation of volunteer policies;
10. Communicate with the Board of Directors and Leadership Council regarding progress toward achieving the objectives of the Society;
11. Appoint and/or remove as necessary committee chairs and vice chairs (as needed) and all committee members (most of which will have been accomplished earlier as chair-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 chair of the Compensation Committee, which determines the compensation of the president & CEO and approves the compensation pool for staff;
14. Serve as a member on the Finance Committee
15. Work with the president & CEO to plan the Annual Meeting of Members and Leadership Council meetings which will take place during his/her year as chair.

Chair (Immediate Past)

TXCPA's immediate past chair serves on the Board of Directors and Leadership Council.

In his/her first year as past chair, he/she serves as the chair of the Nominations and Board Development Committee and Nominations Council for the Society and on the Compensation Committee, as well as on the Leadership Council. In his/her second year as past chair, the individual chairs the Awards Committee and may serve as a member on the Leadership Council.

Chair-elect

The responsibilities of the chair-elect are to:

1. Serve as an officer of TXCPA;
2. Serve on the Board of Directors;
3. Serve on the Executive Committee;
4. Serve on the Leadership Council;
5. Serve on the Nominations and Board Development Committee and Nominations Council
6. In consultation with the president & CEO, approve committee appointments for his/her year as chair;
7. Serve on the Finance Committee;
8. Serve on the Compensation Committee;
9. Serve on the Strategic Planning Committee;
10. Attend the CPA-SEA Leadership Conference for state CPA society chairs-elect;
11. If possible, attend the AICPA Annual Meeting as a TXCPA representative;
12. Assume responsibilities as assigned by the chair.

Chair-elect Nominee

The responsibilities of the chair-elect nominee are to:

1. Attend Board of Directors meetings after the time of nomination;
2. Serve as an ex officio member 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 Board of Directors meetings that will take place during his/her year as chair.

Expense Reimbursement

Society Chair, Chair-elect, Immediate Past Chair and Chair-elect Nominee: In token recognition of the substantial contribution of time and resources required of the chair and chair-elect during their tenures in office, all expenses relating to official travel by the chair, chair-elect, immediate past chair and chair-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 Board of Directors, Leadership Council, AICPA & CPA SEA Leadership Conference and the Society's Annual Meeting of Members. The Annual Meeting of AICPA and any other travel in the interest of the Society, at the discretion of the chair and/or chair-elect, shall be included in official travel.

Any expenses incurred resulting from the position of immediate past chair or chair-elect nominee should be

paid under the policy guideline of the chair and chair-elect. Expenses pertaining to other Society activities (not as a result of the immediate past chair or chair-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 chair, chair-elect, immediate past chair and chair-elect nominee will be reviewed and approved by the president & CEO.

Scheduled Meetings

2026-2027

June 25-26, 2026	Annual Meeting of Members La Cantera Resort & Spa – San Antonio, TX Rate: \$289 + \$21 resort fee & 18% tax
August 6-7, 2026	Board of Directors Meeting Boston Marriott Long Wharf – Boston, MA Rate: \$399 + \$35 resort fee + 16.45% tax
November 5-6, 2026	Board of Directors Meeting Hyatt Regency Grand Cypress – Orlando, FL Rate: \$217 + \$15 resort fee + 12.5% tax
January 25, 2027	Board of Directors Meeting Hilton Austin - Austin, TX Rate: \$299 + 17% tax
January 26-27, 2027	Advocacy Day and Midyear Leadership Council Meeting Hilton Austin - Austin, TX Rate: \$299 + 17% tax
April 22-23, 2027	Board of Directors Meeting The Carolina Inn – Chapel Hill, NC Rate: \$279 + 13.5% tax

2027-2028

June 24-25, 2027	Annual Meeting of Members and Leadership Council Meeting Hyatt Regency Tamaya Resort and Spa Rate: \$270 + \$15 resort fee + 15.70% tax
August 5-6, 2027	Board of Directors Meeting Devil's Thumb Ranch Resort & Spa – Tabernash, CO Rate: \$439 + \$25 resort fee + 7.7% tax
November 4-5, 2027	Board of Directors Meeting Location TBD
January 27-28, 2028	Midyear Leadership Council Meeting Location TBD
April 20-21 or 27-28, 2027	Joint 2027-28 & 2028-29 Board of Directors Meeting Location TBD

TIME COMMITMENT FOR CHAIR

Year as Chair-elect

- Serve on:

- Board of Directors
 - 4 meetings a year: early August, early November, January (day prior to Midyear), and late April.
 - August, November and April meetings – Wed – Friday commitment
- Leadership Calls
 - Attend leadership calls – scheduled weekly for 30 minutes; adjusted as needed
- Leadership Council
 - Attend Midyear and Annual Meetings
 - Annual: late June, 2 days
 - Midyear: late January, 2 days
- Nominations and Board Development Committee
 - Attend 1 in person selection meeting in late Sept./early Oct.
 - Attend several virtual calls throughout year
 - Work on identifying future TXCPA leaders
- Nominations Council
 - Attend 1 in person selection meeting in late Sept./early Oct. (typically the day after the Nominations and Board Development Committee meeting)
 - Attend 1-3 virtual calls throughout year
- Compensation Committee
 - Attend meeting day prior to April Board meeting
- Strategic Planning Committee
 - Mostly virtual meetings – 3-6 per year
- Finance Committee
 - Monthly virtual calls
 - Attend 1 in person meeting day prior to November Board meeting
- Attend CPA-SEA Leadership Conference and AICPA Council Meetings
 - CPA-SEA Leadership Conference held in October
 - AICPA Council Meetings held in October and May. Virtual held in March

Year as Chair

Serve on:

- Board of Directors
 - 4 meetings a year: early August, early November, January (day prior to Midyear), and late April.
 - August, November and April meetings – Wed – Friday commitment
- Leadership Calls
 - Attend leadership calls – scheduled weekly for 30 minutes; adjusted as needed
- Leadership Council
 - Attend Midyear and Annual Meetings

- Annual: late June, 2 days
 - Midyear: late January, 2 days
- Compensation Committee
 - Attend meeting day prior to April Board meeting
- Finance Committee
 - Monthly virtual calls
 - Attend 1 in person meeting day prior to November Board meeting
- Invited to present to local chapters throughout year. These include TXCPA updates and Professional Issues Updates. TXCPA staff prepares the material and includes talking points to assist. Not all chapters invite the chair, and we can invite other leaders to help manage the time commitment.

Year as Immediate Past Chair

Serve on:

- Board of Directors
 - 4 meetings a year: early August, early November, January (day prior to Midyear), and late April.
 - August, November and April meetings – Wed – Friday commitment
- Leadership Calls
 - Attend leadership calls – scheduled weekly for 30 minutes; adjusted as needed
- Leadership Council
 - Attend Midyear and Annual Meetings
 - Annual: late June, 2 days
 - Midyear: late January, 2 days
- Compensation Committee
 - Attend meeting day prior to April Board meeting
- Nominations and Board Development Committee – serve as Chair
 - Attend 1 in person selection meeting in late Sept./early Oct.
 - Attend several virtual calls throughout year
 - Work on identifying future TXCPA leaders
- Nominations Council – serve as chair
 - Attend 1 in person selection meeting in late Sept./early Oct.
 - Attend 1-3 virtual calls throughout year

As Past Chair

- Serve as chair of Awards Committee – second year as past chair
- Serve on Awards Committee as volunteer – third year as past chair
- Leadership Council – service as self-appointed (at your discretion)



ROLES AND RESPONSIBILITIES

Leadership Council

The Leadership Council (the "Council") will serve as an Advisory Committee to the Board.

The Council shall consist of the following members:

1. Chair of the Board of Directors who shall serve as chair of the Council;
2. 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;
3. The members of the Board of Directors;
4. The president of each Chapter;
5. 45 members-at-large;
6. One extra member elected by each chapter for each complete unit of 200 CPA members of TXCPA with a minimum of one per chapter;
7. Chair of TXCPA's Strategic Planning Committee; and
8. Chair of AcctoFi.

The Responsibilities of the Council are to:

1. Provide strategic insight and feedback to support the viability, value and relevance of TXCPA
2. Approve distinguished fellow and honorary members
3. Set CPA member dues [Bylaws, Article XI (1)];
4. Review and make recommendations to proposed Bylaws changes put forth by members of the Board of Directors prior to member vote [Bylaws, Article XIV (1)].

Leadership Council Meetings

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.

The Council traditionally meets in conjunction with the Annual Meeting of Members in June and the Midyear Board of Directors meeting in January.

Absence from meetings

Except in the case of a TXCPA volunteer past chair or president, absence from three consecutive meetings of the Council by any member shall terminate his/her Council membership unless reasonable explanations are submitted and are accepted by the Board of Directors. Should you not be able to attend a Council meeting during your term as a member, you must request an excused absence from the Board by email submitted to the TXCPA Manager, Governance & Executive Operations stating the reason why you cannot attend.

Meeting Costs

The cost to attend Council meetings (transportation and lodging) is the responsibility of the volunteer. Any fee for the meeting is waived as a Council member.

Future TXCPA Leadership Council Meeting Dates

2026-2027

January 26-27, 2027

Advocacy Day and Midyear Leadership Council Meeting

Hilton Austin - Austin, TX

Rate: \$299 + 17% tax

2027-2028

June 24-25, 2027

Annual Meeting of Members and Leadership Council Meeting

Hyatt Regency Tamaya Resort and Spa

Rate: \$270 + \$15 resort fee + 15.70% tax

January 27-28, 2028

Midyear Leadership Council Meeting

Location TBD



Roles and Responsibilities

Nominations and Board Development Committee

The Nominations and Board Development Committee nominates candidates for TXCPA officers, Board of Directors and at-large members of the Nominations and Board Development Committee.

The committee consists of the immediate past TXCPA chair who shall serve as chair of the committee, the TXCPA chair-elect, 2 additional members of the Board of Directors and 3 at-large members. The members of the Nominations and Board Development Committee also serve as members on the Nominations Council. The Nominations Council consists of members of the Nominations and Board Development Committee and 8 at-large members.

The Nominations and Board Development committee will meet virtually several times throughout the year and in person in late September/early October over a two-day period.

The committee will conduct virtual interviews for Board of Director and officer nominees throughout August and September and hold an in-person interview with chair-elect nominees during the September/October meeting. The committee is responsible for the selection of candidates for chair-elect, treasurer-elect, secretary, Board of Directors and at-large members of the Nominations and Board Development Committee. As a member on the Nominations Council, they will select candidates for the at-large members on the Leadership Council and Nominations Council as well as select nominees for the AICPA Council.

Nominations and Board Development Committee members may serve up to three (3) consecutive terms of one (1) year.

Members of the Nominations and Board Development Committee are not eligible for nomination to the Board.



Roles and Responsibilities

Nominations Council At-Large Members

The Nominations Council nominates candidates for the at-large members on the Leadership Council and Nominations Council, as well selects nominees for the AICPA Council.

The Nominations Council consists of the immediate past TXCPA chair who shall serve as chair of the committee, the TXCPA chair-elect, the members of the Nominations and Board Development Committee and 8 at-large members.

The Nominations Council typically holds a virtual orientation in June/July and will also meet in person in late September/early October.

During the in-person meeting, the Nominations Council selects candidates for the at-large members on the Leadership Council and Nominations Council as well as nominees for the AICPA Council.

Nominations Council at-large members serve a one (1) year term.



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. Serve on the Executive Committee;
4. Serve as a member of the Leadership Council;
5. Approve and sign the minutes of all meetings of the membership, the Board of Directors and the Leadership Council;
6. Determine that Board of Directors and Leadership Council members have met attendance requirements as prescribed by the Bylaws; and
7. Oversee the maintenance of, and revision to, the Bylaws of the Society, related entities and local chapters.

Scheduled Meetings

2026-2027

June 25-26, 2026

Annual Meeting of Members

La Cantera Resort & Spa – San Antonio, TX
Rate: \$289 + \$21 resort fee & 18% tax

August 6-7, 2026

Board of Directors Meeting

Boston Marriott Long Wharf – Boston, MA
Rate: \$399 + \$35 resort fee + 16.45% tax

November 5-6, 2026

Board of Directors Meeting

Hyatt Regency Grand Cypress – Orlando, FL
Rate: \$217 + \$15 resort fee + 12.5% tax

January 25, 2027

Board of Directors Meeting

Hilton Austin - Austin, TX
Rate: \$299 + 17% tax

January 26-27, 2027

Advocacy Day and Midyear Leadership Council Meeting

Hilton Austin - Austin, TX
Rate: \$299 + 17% tax

April 22-23, 2027

Board of Directors Meeting

The Carolina Inn – Chapel Hill, NC
Rate: \$279 + 13.5% tax

2027-2028

June 24-25, 2027

Annual Meeting of Members and Leadership Council Meeting

Hyatt Regency Tamaya Resort and Spa
Rate: \$270 + \$15 resort fee + 15.70% tax

August 5-6, 2027

Board of Directors Meeting

Devil's Thumb Ranch Resort & Spa – Tabernash, CO
Rate: \$439 + \$25 resort fee + 7.7% tax

November 4-5, 2027

Board of Directors Meeting

Location TBD

January 27-28, 2028

Midyear Leadership Council Meeting

Location TBD

April 20-21 or 27-28, 2027

Joint 2027-28 & 2028-29 Board of Directors Meeting

Location TBD



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 Board of Directors. The treasurer shall furnish such reports and statements as the Board of Directors may direct. In the event the treasurer is temporarily unable or unwilling to act, the treasurer-elect shall furnish reports and statements as directed by the Finance Committee or Board of Directors.

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. Serve on the Executive Committee;
4. Serve as a member of the Leadership Council;
5. Chair the Finance Committee;
6. Serve on the Audit Committee;
7. Provide a comprehensive financial report of TXCPA's financial condition and operating results at both the Leadership Council meetings and Annual Meeting of Members;
8. Serve as a member of the Compensation Committee;
9. Serve as trustee for the TXCPA Insurance Trust;
10. Provide oversight regarding administration of the budget and present the financial statements with explanation of budget variances to the Board of Directors;
11. Approve the expense reports of the president & CEO;
12. Coordinate with the appropriate TXCPA staff in financial matters;
Bring to the attention of the Board of Directors, on a timely basis, anticipated deviations from the 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 Leadership Council;
3. Serve on the Finance Committee;
4. Serve on the Compensation Committee;
5. Serve as an ex officio member on the Audit Committee;
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.

The treasurer-elect will present the budget to the Finance Committee for its recommendations prior to presentation to the Board of Directors for final approval.

Treasurer-elect Nominee

The treasurer-elect nominee serves on the Compensation Committee and as an ex officio member on the Finance Committee.

2026-2027

June 25-26, 2026

Annual Meeting of Members

La Cantera Resort & Spa – San Antonio, TX

Rate: \$289 + \$21 resort fee & 18% tax

August 6-7, 2026

Board of Directors Meeting

Boston Marriott Long Wharf – Boston, MA

Rate: \$399 + \$35 resort fee + 16.45% tax

November 5-6, 2026

Board of Directors Meeting

Hyatt Regency Grand Cypress – Orlando, FL

Rate: \$217 + \$15 resort fee + 12.5% tax

January 25, 2027

Board of Directors Meeting

Hilton Austin - Austin, TX

Rate: \$299 + 17% tax

January 26-27, 2027

Advocacy Day and Midyear Leadership Council Meeting

Hilton Austin - Austin, TX

Rate: \$299 + 17% tax

April 22-23, 2027

Board of Directors Meeting

The Carolina Inn – Chapel Hill, NC

Rate: \$279 + 13.5% tax

2027-2028

June 24-25, 2027

Annual Meeting of Members and Leadership Council Meeting

Hyatt Regency Tamaya Resort and Spa

Rate: \$270 + \$15 resort fee + 15.70% tax

August 5-6, 2027

Board of Directors Meeting

Devil's Thumb Ranch Resort & Spa – Tabernash, CO

Rate: \$439 + \$25 resort fee + 7.7% tax

November 4-5, 2027

Board of Directors Meeting

Location TBD

January 27-28, 2028

Midyear Leadership Council Meeting

Location TBD

April 20-21 or 27-28, 2027

Joint 2027-28 & 2028-29 Board of Directors Meeting

Location TBD