

TEXARKANA CHAPTER
OF THE
TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS
AND OF THE
ARKANSAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

BYLAWS

Article I

NAME

The name of this organization shall be the TEXARKANA CHAPTER OF THE TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS AND OF THE ARKANSAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS. For convenience, the organization may be referred to as the TEXARKANA CHAPTER OF CPAs (the Chapter).

Article II

OBJECTIVES

The objectives of the Chapter are:

- 1) To promote the interests of Certified Public Accountants.
- 2) To advance and maintain high standards of proficiency, integrity and character of Certified Public Accountants.
- 3) To encourage professional cooperation, good fellowship, and mutual understanding among its members.
- 4) To advance the individual capabilities of its members through its programs of continued educational and professional development.
- 5) To cooperate with other Chapters in Texas and Arkansas and with the Texas Society of Certified Public Accountants, the Arkansas Society of Certified Public Accountants, the American Institute of Certified Public Accountants and other organizations of Certified Public Accountants and educational institutions for the advancement of the profession of accountancy.
- 6) To encourage qualified persons to become Certified Public Accountants.

Article III

MEMBERSHIP

1. Any Certified Public Accountant who is a member in good standing of the Texas Society of Certified Public Accountants or the Arkansas Society of Certified Public Accountants shall be eligible for membership in this Chapter.
2. Any person qualified for membership in this Chapter shall make application by following the procedures specified in the bylaws of the respective state societies.

Article IV

TERMINATION OF MEMBERSHIP

1. Resignation of a member may be submitted at any time in writing to the Secretary-Treasurer and shall be effective on the date of acceptance by the Board of Directors of the Chapter.
2. No person shall be considered to have resigned while in good standing if at the time of his or her resignation he or she was in debt to the Chapter for dues or other obligations. A member submitting his or her resignation within thirty days after the beginning of the fiscal year may resign in good standing without paying dues for the fiscal year of his or her resignation provided all obligations other than dues shall have been paid in full.
3. A member who shall resign while in good standing may be reinstated by the Board of Directors of the Chapter.
4. Any member who shall neglect to pay his or her dues, assessments or obligations to the Chapter for a period of three (3) months after such have become due and notice thereof shall have been given by the Secretary-Treasurer may be declared by the Board of Directors of the Chapter to have forfeited his or her membership in the Chapter unless payment is made within (30) days after final delinquency notice.
5. Anyone who has forfeited his or her membership through non-payment of dues or other obligations may make application for reinstatement in the same manner as new members provided that the person applying shall submit with his or her application the full amount of dues for the year in which his or her membership lapsed and other obligations which were payable plus a reinstatement fee of ten dollars (\$10.00).
6. Any member who shall have been dropped from membership in the Texas or Arkansas Society of Certified Public Accountants for non-payment of dues assessments or expelled or suspended from membership therein for cause shall automatically and without notice cease to be a member of the Chapter.

Article V

BOARD OF DIRECTORS

1. The Chapter shall be governed by a Board of Directors which shall have general charge and control of the affairs, funds and property of the Chapter and which shall carry out the objectives of the Chapter in accordance with these Bylaws.
2. The Board of Directors shall consist of the Chapter Officers, the Immediate Past President and six (6) at-large Directors elected by the Chapter members.
3. The six Directors at-large are to be elected for a three-year term. At the end of each fiscal year two Directors' terms will expire and two new Directors elected by the members will take office. The initial terms of the Directors will be as follows: (a) two Directors will be elected for three-year term, (b) two Directors will be elected for a two-year term, and (c) two Directors will be elected for a one-year term. In each successive year two Directors will be elected to replace the Directors whose terms have expired.

4. The resignation of any Director or Director-elect shall be submitted to the Secretary-Treasurer and shall be effective on acceptance by the Board.
5. Absence by a Director from three consecutive regularly scheduled meetings of the Board shall be deemed by the Board of Directors to be a tender of resignation. The Board will determine whether to accept the deemed resignation.
6. Vacancies among the Directors at-large, Directors-elect and Directors of the Texas Society Certified Public Accountants and the Arkansas Society of Certified Public Accountants elected by the Chapter shall be filled for the unexpired term by the Board of Directors at any meeting of the Board.
7. The election of a Director at-large as an officer of the Chapter during his or her unexpired term shall be deemed to create a vacancy.
8. The Board of Directors shall meet for regularly scheduled meetings at such time and place as the Board may determine, provided that regularly scheduled meetings shall be held no more frequently than monthly and that there shall be at least four (4) regularly scheduled meetings in each fiscal year. Meetings may also be convened by call of at least three Directors provided that written notice of the meeting is furnished to all Directors at least five (5) days in advance. A majority of the Board shall constitute a quorum. The Board shall keep a record of its proceedings and such record shall be available for inspection by any member of the Chapter at all reasonable times. Proxy voting shall not be permitted.
9. The Board shall by resolution authorize signatories on the Chapter bank accounts. The Secretary-Treasurer shall be one of the signatories.

Article VI

OFFICERS

1. The officers of the Chapter shall be a President, a President-elect, a Vice President, and a Secretary-Treasurer.
2. The President-elect shall succeed to the office of President.
3. The Vice President shall succeed to the office of President-elect.
4. The Officers, except the President and President-elect, shall be elected at the annual meeting of the Chapter and shall serve for one year or until their successors are elected and qualified. The term of the Officers shall coincide with the fiscal year of the Chapter.
5. The resignation of an Officer or Officer-elect shall be tendered to the Secretary-Treasurer and shall be effective upon acceptance by the Board. An Officer may be removed from office by a two-thirds majority of the Directors present and voting at any Board meeting.
6. Vacancies among Chapter Officers or Officers-elect shall be filled for the unexpired term by the Board of Directors, except that if the office of President shall become vacant the President-elect shall become President and the Vice President shall become President-elect.
7. The President shall be the chief executive officer of the Chapter. He or she shall preside at all meetings of the Chapter and the Board of Directors, appoint all committees except

the nominating committee, and perform all executive duties ordinarily pertaining to the office of President. The President must be a member of both the Arkansas Society of Certified Public Accountants and the Texas Society of Certified Public Accountants.

8. The Vice President shall perform all executive and other duties ordinarily pertaining to the office or delegated by the President. The Vice President shall act as President in the absence of the President.
9. The Secretary-Treasurer shall be the secretary of all meetings of the Chapter and of the Board of Directors. The duties of the Secretary-Treasurer are:
 - 1) Give notice of all meetings requiring notice.
 - 2) Keep a record of the proceedings at all meetings.
 - 3) Keep a record of the name and address of each person admitted to membership.
 - 4) Notify applicants for membership of the status of their applications.
 - 5) Make reports to Texas Society of Certified Public Accountants and the Arkansas Society of Certified Public Accountants as may be necessary or required from time to time.
 - 6) Conduct such correspondence as may be required.
 - 7) Have custody of all the funds of the Chapter.
 - 8) Receive all monies payable to the Chapter and deposit such monies in a bank or banks designated by the Board of Directors.
 - 9) Pay out only such funds as are authorized by the Board. Payments shall be made by check on his or her signature alone.
 - 10) Keep regular accounts of the fiscal affairs of the Chapter which shall be subject to examination by any member at reasonable times.
 - 11) Make periodic reports to the Board of Directors as requested and furnish the Board with a full statement of accounts within sixty (60) days after the close of the fiscal year.
 - 12) Perform all other duties prescribed in these Bylaws or as may be delegated by the President.

Article VII

COMMITTEES

1. There shall be such standing and special committees as the Board of Directors shall from time-to-time designate, provided, however, that the Nominating Committee shall be a permanent standing committee.
2. The chair and members of standing and special committees, except for the nominating committee, shall be appointed by the President and shall serve at the pleasure of the

President. The President shall be an *ex officio* member of each committee except the Nominating committee.

3. The Nominating Committee shall consist of the Immediate Past President as chair and four members, no more than one of whom, excluding the chair, may be a Board member. The four members shall be appointed by the Board of Directors not less than sixty (60) days in advance of the annual meeting. If a vacancy shall occur on the Nominating committee by reason of resignation or otherwise, the Board of Directors shall appoint a member to fill the vacancy.

Article VIII

NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall certify by report filed with the Secretary-Treasurer at least thirty (30) days prior to the annual meeting its nominations for the officers and members of the Board of Directors as set out elsewhere in the Bylaws and also its nomination, if such be required, for any extra directors of the Texas Society of Certified Public Accountants or the Arkansas Society of Certified Public Accountants to which the Chapter is entitled as set out in the bylaws of those bodies.
2. Any group of five members of the Chapter may submit independent nominations, provided that such nominations are filed with the Secretary-Treasurer at least twenty days before the annual meeting.
3. If a nominee of the Nominating Committee becomes unable to serve before the annual meeting, the Nominating committee shall as soon as practicable, but before the annual meeting and without reference to the procedure set out in paragraph one (1) above report a substitute nomination.
4. Notice of the annual meeting by the Secretary-Treasurer shall include names of all nominees and the offices for which they are nominated.
5. Nominations from the floor shall not be in order.
6. Election shall be by voice vote unless challenged. In the event of a challenge the vote shall be by secret ballot, and the presiding officer shall appoint an election judge and two tellers who shall receive and count the ballots and announce the results to the presiding officer. A simple majority of the vote of the members present and voting shall be required for election.

Article IX

MEETINGS

1. At least four (4) regular monthly meetings of the Chapter shall be held each fiscal year at such time and place as may be determined by the Board of Directors. No more than one regular monthly meeting shall be held in any calendar month.
2. An annual meeting for the purpose of electing officers for the succeeding year shall be held each January. The Secretary-Treasurer shall issue notice of the annual meeting to all members at least thirty (30) days prior to the meeting. Such notice shall contain the names of the nominees for officers and directors.

3. The annual meeting of the Chapter may be held in conjunction with a regular monthly meeting.
4. Special meetings of the Chapter may be called at any time by a majority of the Board of Directors or by the Secretary-Treasurer at the written request of at least ten (10) members of the Chapter. No business may be transacted at any special meeting except that specified in the call for the meeting.
5. The Secretary-Treasurer shall issue notice of all meetings of the Chapter at least five (5) days prior to such meetings, unless otherwise specified in these Bylaws.
6. Twelve (12) members of the Chapter when present in person constitute a quorum at any regular, annual or special meeting.
7. Except as elsewhere noted in these Bylaws, a simple majority vote of members present in person shall constitute a vote of this Chapter. No proxies will be recognized at any meeting.
8. All meetings shall be governed by the rules of procedure as set forth in Robert's Rules of Order.

Article X

DUES AND ASSESSMENTS

1. Annual dues for members shall be determined upon recommendation of the Board of Directors and, upon approval by two-thirds vote of members present at any meeting, shall be adopted. Notice of a dues change shall be included in the meeting notice.
2. All dues are payable in advance on the first day of the fiscal year. Newly certified members and members who have moved into the Chapter area shall be given an option to pay their dues on a prorated basis based upon a quarterly schedule.
3. The Chapter by a two-thirds vote of the members present at any meeting may levy a per capita assessment not to exceed ten dollars (\$10) per member for any specified purpose. A notice of the proposed assessment, including the purpose, must be included in the call for the meeting.

Article XI

FISCAL MATTERS

The fiscal year of the Chapter shall begin on June 1 and end on May 31.

Article XII

AMENDMENTS

1. A proposal to amend the Bylaws may be initiated by the Board of Directors or by petition signed by at least ten (10) members and filed with the Secretary-Treasurer. The Secretary-Treasurer shall embody in the call for the annual meeting all amendments proposed by the Board of Directors at any time prior to the mailing of such notice. The

Secretary-Treasurer shall also embody in the call for the annual meeting any other proposed amendments to the Bylaws signed by at least ten (10) members in good standing provide such proposed amendments are submitted to him or her in writing at least thirty (30) days prior to the date set for the annual meeting.

2. All proposals to amend the Bylaws that have been duly noticed shall be presented for vote of the members at the annual meeting, and if approved by two-thirds vote of members present in person shall be adopted.
3. The Board of Directors shall have the authority to interpret these Bylaws, and its decision shall be final.

Article XIII

CONFORMITY TO STATE SOCIETY BYLAWS

If any provision of these Bylaws is determined to be in conflict with the bylaws of the Texas Society of Certified Public Accountants or the Arkansas Society of Certified Public Accountants then that provision shall be void. In the event of a conflict the bylaws of the Texas Society of Certified Public Accountants shall govern. This Article XIII shall not apply to Article III - Membership or to Article XI - Fiscal Matters.

Article XIV

EFFECTIVE DATE

These Bylaws shall become effective upon approval by the Chapter members as specified in Article XII and upon approval by the Texas Society of Certified Public Accountants and the Arkansas Society of Certified Public Accountants as specified in their respective bylaws.