

THE BRAZOS VALLEY CHAPTER
TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

BYLAWS

ARTICLE I – NAME

The name of this organization is the Brazos Valley Chapter of the Texas Society of Certified Public Accountants.

ARTICLE II – OBJECTIVES

1. The objectives of this chapter are:

- (a) To promote the interests of Certified Public Accountants,
- (b) To advance and maintain high standards of proficiency, integrity, and character of Certified Public Accountants,
- (c) To encourage professional cooperation, good fellowship, and mutual understanding among its members,
- (d) To advance the individual capabilities of its members through its program of continued educational and professional development,
- (e) To cooperate with other chapters in this state and with the Texas Society of Certified Public Accountants, the American Institute of Certified Public Accountants and other organizations of Certified Public Accountants for the advancement of the profession of accountancy, and
- (f) To encourage all qualified persons to become Certified Public Accountants.

ARTICLE III – JURISDICTION

The jurisdiction of this chapter shall include the counties of Brazos, Burleson, Grimes, Leon, Madison, and Washington, or the area as altered from time to time by the Texas Society of Certified Public Accountants.

ARTICLE IV – MEMBERSHIP

Membership in this Chapter shall conform to the Bylaws of the Texas Society of Certified Public Accountants as specified in Article II – Membership and Article IV – Local Chapter.

ARTICLE V – TERMINATION OF MEMBERSHIP

Termination of membership in this Chapter shall conform to the Bylaws of the Texas Society of Certified Public Accountants as specified in Article III – Disciplinary Actions and Termination of Membership.

ARTICLE VI – BOARD OF DIRECTORS

- 1) The Chapter operations shall be administered by a Board of Directors of no less than thirteen (13) members in good standing of which twelve (12) shall be elected annually, as provided for in Article IX of the Bylaws – President, President-elect, Secretary, Treasurer, Continuing Professional Education Chairman, Chapter Public Relations Chairman, Membership Chairman, Newsletter Chairman and two additional directors as the Board deems necessary. In addition, Chapter-elected members of the Board of Directors of the Texas Society of Certified Public Accountants shall also be members of the Chapter Board of Directors. The remaining board member shall be the Immediate Past President. Each of the above Board members shall serve for one year concurrently with the term of office of the officers of the Texas Society of Certified Public Accountants. In the event of a vacancy in its membership, the Board of Directors shall fill said vacancy for the unexpired term thereof at any regular meeting of the board without referring the same to the membership as a whole.
- 2) The Board shall fill an interim vacancy of any office; exercise control over the Chapter's monies and properties; prepare and approve a budget; carry out the purpose of the Chapter as expressed in its Bylaws and Resolutions, except where such duties are specifically delegated to others; and keep a complete record of its actions and submit a condensed report thereof at the annual meeting, together with any recommendations for the welfare of the Chapter.
- 3) A member of the Board of Directors may be appointed by the President to serve as chairman of a designated chapter activity or committee.
- 4) A majority of the members of the Board of Directors shall constitute a quorum. Notice shall be given to each board member at least five days prior to each regular meeting. Notice of special meetings shall be given electronically, by telephone, or in person, one day in advance of the meeting.

ARTICLE VII – OFFICERS

- 1) There shall be four officers of the Chapter consisting of a President, President-elect, Secretary, and Treasurer, all of whom shall be members in good standing of the Chapter and shall be elected annually as provided for in Article IX, to serve for one year concurrently with the term of office of the officers of the Texas Society of Certified Public Accountants. In the event of a vacancy created by the resignation, death or inability of any of the officers to serve out his term thereof, the Board of Directors shall appoint a member to fill the vacancy without referring the same to the membership as a whole.
- 2) The President shall preside at all meetings of the Chapter and of the Board of Directors and shall coordinate all of the activities of the Chapter.
- 3) The President-elect shall assist the President, and, in the absence of the President, shall act in his/her stead.
- 4) The Secretary will be responsible for overseeing the recording of minutes of Board meetings.

5) The Treasurer will be responsible for accounting for the Chapter funds, for overseeing the collection and disbursement of funds, and reporting such activity periodically to the Board of Directors.

ARTICLE VIII – COMMITTEES

1) Standing committees shall include the following: Continuing Professional Education, Chapter Public Relations, Membership, Newsletter, and Nominating. The President or Board of Directors may designate and charge other committees as needed.

2) Additional committees shall be appointed by the President, with the approval of the Board, and serve concurrently with the term of the Board of Directors. The President of the Chapter 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 chairman, the incoming President and at least one additional member not to exceed three additional members to be appointed by the chairman of the Nominating Committee. The at-large member(s) of the Nominating Committee may not serve for two succeeding terms. If any vacancy shall occur on the Nominating Committee by reason of death, resignation or otherwise, the chairman shall appoint a member to fill the vacancy.

ARTICLE IX – NOMINATIONS AND ELECTIONS

1) The Nominating committee shall certify by written report filed with the Secretary and distributed to the members by December 13 its nominations for the officers and members of the Board of Directors set out elsewhere in these Bylaws. Any directors of the Texas Society of Certified Public Accountants to which this chapter is entitled, as set out in the Bylaws of TSCPA, shall also be nominated.

2) Any group of five members of the Chapter who are eligible to vote may submit independent nominations, provided such nominations are received by the Secretary by December 20.

3) Elections shall be held annually before February 1. If no independent nominations are received by the deadline, the slate will be considered to be elected as presented. If any independent nominations are received by the deadline, ballots shall be published and distributed by January 8 to members eligible to vote. If balloting takes place under the foregoing provision, officers and directors shall be elected by a majority vote of eligible ballots returned to the Executive Director by January 22.

ARTICLE X – MEETINGS

1) Regular meetings of the Chapter shall be held at times and places designated by the Board of Directors.

2) There will be an annual Chapter meeting of the general membership.

3) A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Chapter. The rules of procedure set forth in Robert's Rules of Order shall apply.

4) A majority vote of the members present shall constitute a vote of membership.

ARTICLE XI – DUES AND ASSESSMENTS

1) Annual dues for members shall be determined by the Board of Directors at a regular meeting and shall be payable in advance.

2) The Chapter by a two-thirds vote of the members present at any meeting may levy a per capita assessment for any specified purpose not to exceed ten dollars (\$10.00) for any one year, without notice.

3) A retired person, having reached the age of 65 on or before the beginning of the Chapter year, and professing a desire to maintain membership, shall be exempted from dues and assessments provided for in Sections 1 and 2 of the Article.

ARTICLE XII – FISCAL YEAR

The fiscal year of this Chapter shall correspond to that of the Texas Society of Certified Public Accountants.

ARTICLE XIII – AMENDMENTS

1) The Bylaws of this chapter may be amended by a two-thirds affirmative vote of all members eligible to vote who are present at any meeting of the chapter; provided, however, that written or electronic notice clearly setting forth the proposed amendment(s) shall be given to each chapter member in good standing who is eligible to vote, at least five days prior to such meeting.

2) Bylaws changes shall take effect upon approval of the Executive Board of the TSCPA.

3) In the event of lack of clarity, the Board of Directors shall interpret these Bylaws.

ARTICLE XIV – CONFORMITY WITH SOCIETY BYLAWS

In the event any part of the Chapter Bylaws is or becomes in conflict with the Texas Society of Certified Public Accountants Bylaws, then that part shall be void and the Texas Society of Certified Public Accountants Bylaws shall govern.

ARTICLE XV – INDEMNIFICATION

The Chapter shall indemnify

(1) Any person who is or was a party, or is or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was director or officer of the Chapter, or a member of any board, committee, subcommittee or task force of the Chapter against expenses, judgments, awards, fines penalties and amounts paid in settlement actually and reasonably incurred by such person (with the prior consent of the Chapter acting through its Board of Directors by a two-thirds vote and concurrence of counsel which the Chapter shall have retained to defend such person, as hereinafter provided) in connection with such action, suit or proceeding,

(a) Except with respect to matters as to which it is adjudged in any such suit, action or proceeding that such person is liable to the Chapter by reason of the fact that such person has been found guilty of the commission of a crime or of gross negligence in the performance of his/her duties, it being understood that termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent (whether or not after trial) shall not, of itself, create a presumption or be deemed an adjudication that such person is liable to the Chapter by reason of the commission of a crime or gross negligence in the performance of his/her duties and

(b) Provided that such person shall have given the Chapter prompt notice of the threatening or commencement (as appropriate) of any such action, suit or proceeding.

(2) Upon notice from any such indemnified person that there is threatened or has been commenced any such action, suit or proceeding, the Chapter

(a) Shall defend such indemnified person through counsel selected by and paid for by the Chapter and reasonably acceptable to such indemnified person which counsel shall assume control of the defense and (b) Shall reimburse such indemnity in advance of the final disposition of any such action, suit or proceeding, provided that the indemnified person shall agree to repay to the Chapter all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the Chapter by reason of the fact that such indemnified person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties. The foregoing provision shall be in addition to any and all rights which the persons specified above may otherwise have at any time to indemnification from and/or reimbursement by the Chapter.

ARTICLE XVI – NOTICE

Notice, when required, may be mailed or otherwise disseminated in whatever manner and form the Board of Directors designates as being reasonably effective to convey notice, including by electronic means or by inclusion in the Chapter newsletter whether that is mailed or sent electronically.