



**TXCPA San Antonio (dba San Antonio CPA Society)  
of the  
Texas Society of Certified Public Accountants (TXCPA)  
Amended Bylaws**

(Revised 2021 to be effective February 1, 2022)

**ARTICLE I – NAME AND PURPOSE**

- (1) The name of this corporation is TXCPA San Antonio dba San Antonio Chapter of the Texas Society of Certified Public Accountants dba San Antonio CPA Society (the “San Antonio CPA Society”).
- (2) TXCPA San Antonio is established to unite the Certified Public Accountants of the San Antonio district; to promote and maintain high professional and moral standards; to advance the science of accountancy by research and cooperation with similar chapters of this state and with state and national organizations of professional accountants; to protect the interests of its members and of the general public; and to act in a representative capacity for the profession.

**ARTICLE II – MEMBERSHIP**

- (1) Membership in TXCPA San Antonio shall conform to the Bylaws of the Texas Society of Certified Public Accountants (TXCPA) as specified in Article II – Membership and Article IV – Local Chapters.
- (2) Any person qualified for membership in TXCPA San Antonio under the provisions of this article shall make application to the Texas Society of Certified Public Accountants (TXCPA).

**ARTICLE III - TERMINATION OF MEMBERSHIP**

Termination of membership in TXCPA San Antonio shall conform to the Bylaws of TXCPA as specified in Article III – Disciplinary Actions and Termination of Membership.

## **ARTICLE IV - BOARD OF DIRECTORS**

- (1) TXCPA San Antonio shall be governed by a Board of Directors who shall have general charge and control of the affairs, funds, and property of the TXCPA San Antonio and shall carry out the objectives of TXCPA San Antonio in accordance with these bylaws. The Board of Directors shall have the authority to delegate its powers in order to carry out the objectives of this organization in accordance with these bylaws; provided, however, the Board shall not delegate authority to: reverse a previous Board vote, remove or fill the vacant term of a director; vote on matters related to budgetary issues; vote on a proposal to amend the bylaws or withdraw or modify a proposal; or designate the auditor or auditors.
- (2) The Board of Directors shall consist of the following members: (a) all past presidents of the society (ex-officio, without vote); (b) all members of the Executive Board; and (c) twelve directors.
- (3) The twelve directors are to be elected for two year terms with six directors being elected each year.
- (4) The resignation of any director, including any director-elect, shall be tendered to the presently constituted Board and shall be effective on the date of receipt. Absence from two consecutive meetings of the Board without valid and acceptable reason or failure of any director to perform the duties as provided herein may be declared by the Board of Directors to be a resignation tender.
- (5) Vacancies, however created among the directors at large, including directors-elect, or extra directors of the TXCPA elected by TXCPA San Antonio, shall be filled for the unexpired term by the presently constituted Board of Directors at any regular meeting of the Board without referring it to the membership as a whole.
- (6) The election of a director at large as an officer of TXCPA San Antonio during an unexpired term shall be deemed to create a vacancy.
- (7) The Board of Directors shall meet a minimum of four times during the year at such time and place as may be specified by the President. A meeting may also be convened by call of at least five (5) of its voting members, provided that written notice of the meeting is furnished to all directors at least five (5) days in advance. The Secretary/Treasurer shall

issue notice of all meetings of the Board of Directors. A majority of the voting members of Board of Directors 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 TXCPA San Antonio at all reasonable times.

- (8) The Board of Directors shall perform all duties prescribed for them in these bylaws.
- (9) Any action required or permitted to be taken at any meeting of the Board of Directors (or any action that may be taken at a meeting of any committee of the corporation) may be taken without a meeting if a written or electronic consent, setting forth the action so taken, is signed by a sufficient number of directors (or committee members) as would be necessary to take that action at a meeting at which all of the directors (or committee members) were present and voted.
- (10) Members of the Board of Directors or members of any committee designated by the Board may participate in and hold a meeting of such board or committee by means of conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### **ARTICLE V - OFFICERS**

- (1) The officers of TXCPA San Antonio shall be a President, a President-elect, three Vice Presidents, and a Secretary-Treasurer.
- (2) The officers shall be elected at the annual meeting of TXCPA San Antonio and are to serve for one year or until their successors are elected and qualified. The tenure of office shall coincide with that of the officers of the TXCPA.
- (3) The resignation of an officer, or officer-elect, shall be tendered to the presently constituted Board of Directors. An officer may be removed for cause by a vote of at least two-thirds of the voting members of the Board.

- (4) Vacancies, however created among TXCPA San Antonio officers or officers-elect, shall be filled for the unexpired term by the presently constituted Board of Directors at any regular meeting of the Board without referring same to the membership as a whole.
- (5) The President shall be the chief executive officer; the President shall preside at all meetings of the society, Executive Board and the Board of Directors; appoint, subject to the approval of the Board of Directors, all committees except the nominating committee; and perform all executive duties ordinarily pertaining to the office of President or delegated to the President by the Board. In the event the President is temporarily unable or unwilling to act, the Board of Directors shall designate the President-elect or a Vice President to act in the President's absence. In the further event that the President, President-elect, or the Vice Presidents are temporarily unable or unwilling to act, the Board shall select a member of the Board to preside.
- (6) The President-elect, and the Vice Presidents shall perform all executive and other duties ordinarily pertaining to their office or delegated to them by the President or the Board of Directors.
- (7) The Secretary-Treasurer shall have charge of all the funds of TXCPA San Antonio. The Secretary-Treasurer shall receive all monies payable to TXCPA San Antonio and deposit such monies in accounts designated by the Board of Directors. The Secretary-Treasurer shall disburse only such funds as are authorized by the Board, and all payments shall be made by electronic means or by check signed by such individuals as may be authorized by the Board. The Secretary-Treasurer shall keep regular accounts of the fiscal affairs of the TXCPA San Antonio; which accounts shall be subject to examination by the President or by the Board of Directors. The Secretary-Treasurer shall 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. The Secretary-Treasurer shall be the secretary of all meetings of TXCPA San Antonio, the Board of Directors, and the Executive Board; the Secretary-Treasurer shall give notice of all meetings requiring notice; the Secretary-Treasurer shall cause a record of the proceedings at all meetings to be made and all matters of which a record shall be ordered he shall make reports to TXCPA as may be necessary or required from time to time; and the Secretary-Treasurer shall conduct such

correspondence as shall be required by the office. The Secretary-Treasurer shall perform all other duties prescribed in these bylaws or which may be delegated by the Board of Directors.

#### **ARTICLE VI – EXECUTIVE BOARD**

- (1) The Executive Board shall consist of the officers of TXCPA San Antonio and the Immediate Past President (with vote). Members of the Executive Board shall serve until their successors are elected and qualified.
- (2) The resignation of a member of the Executive Board shall be tendered to the Executive Board and shall be effective upon receipt. The Board of Directors may remove a member from the Executive Board for failure to perform duties as provided herein. If a vacancy occurs among the Executive Board members, the Nominating Committee, with the approval of the Executive Board, shall appoint a current or past member of the Board of Directors to fill the vacancy.
- (3) The Executive Board shall function for the Board of Directors during the period between Board of Directors meetings and shall have all of the powers of the Board of Directors except for those powers specifically reserved by the Board of Directors.
- (4) The President shall designate the time, place and agenda for any meeting of the Executive Board. A majority of the members shall constitute a quorum, and a majority vote of the members present and voting shall constitute a vote of the Executive Board. The Executive Board shall keep a record of its proceedings, and such record shall be available for inspection by any member of TXCPA San Antonio at all reasonable times.

## **ARTICLE VII - COMMITTEES**

- (1) There shall be such standing and special committees as the Board of Directors may designate, provided, however, that the standing committees shall include a Nominating Committee.
- (2) Standing and special committees designated by the Board of Directors, other than the Nominating Committee, shall be appointed by the President with the approval of the Board and serve until the end of the fiscal year following their appointment. The President of TXCPA San Antonio shall designate a director to serve as coordinating officer of each committee. The President may elect to serve as an ex-officio member of such committees as may be deemed appropriate.
- (3) The Nominating Committee shall consist of the Immediate Past President as chair and four members, no more than two of whom may be past presidents of TXCPA San Antonio and no more than one of whom may be a current Board member. The four members shall be appointed by the Board of Directors or by the Nominations Committee chair and approved by the Board of Directors not less than sixty (60) days in advance of the Annual Meeting. The members of the Nominations Committee may not serve for two succeeding terms. If any vacancy shall occur on the Nominations Committee, the Board of Directors shall appoint a member to fill the vacancy. If the Immediate Past President is unable or unwilling to serve, a past president of TXCPA San Antonio may serve as the Nominations Committee chair.

## **ARTICLE VIII - NOMINATIONS AND ELECTIONS**

- (1) The Nominations Committee shall certify by report filed with the Secretary-Treasurer at least forty-five (45) days prior to the Annual Meeting its nominations for the officers and members of the Board of Directors set out elsewhere in the Bylaws and, also, its nomination, if such be required, for any extra directors of the TXCPA, as set out in the bylaws of that body, to which TXCPA San Antonio is entitled. A single eligible nominee for each office and directorship shall be proposed by the Nominations Committee. None of the nominees shall be a member of the Nominations Committee.

- (2) Any group of ten (10) eligible voting members of TXCPA San Antonio may submit independent nominations, provided such nominations are filed with the Secretary-Treasurer at least twenty (20) days before the Annual Meeting.
- (3) If a nominee of the Nominations Committee becomes unavailable before the Annual Meeting, the Nominations Committee shall, as soon as practicable, but before the Annual Meeting and without reference to the procedure set out in section (1) above, report a substitute nomination.
- (4) The Secretary-Treasurer's notice of the Annual Meeting shall include the names of all nominees for the offices nominated.
- (5) Nominations other than those made as aforesaid shall not be in order.
- (6) Election shall be by voice unless challenged. In the event of a challenge the vote shall be by ballot and the President shall appoint a chairman and two tellers who shall receive and count the ballots and announce the results to the presiding officer. A majority of the votes cast shall elect in either case.

#### **ARTICLE IX - MEETINGS**

- (1) At least one meeting of TXCPA San Antonio shall be held annually at such time and place as designated by the Board of Directors.
- (2) The annual meeting for the purpose of electing officers for the succeeding year shall be held prior to February 1 each year.
- (3) Special meetings of TXCPA San Antonio 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) eligible voting members of the organization. No business may be transacted at any special meeting except that specified in the call therefore.
- (4) The Secretary-Treasurer shall issue notice of the Annual Meeting, and of all other meetings of TXCPA San Antonio. Notice shall be issued not later than the 10<sup>th</sup> day and not earlier than the 60<sup>th</sup> day before the date of the meeting. In the notice of the Annual Meeting, the Secretary-Treasurer shall set forth the names of eligible nominees as referenced in Article VIII of these Bylaws.

- (5) Twenty (20) registered eligible voting TXCPA San Antonio members at the beginning of each fiscal year, when present in person, shall constitute a quorum at any meeting.
- (6) Except as elsewhere noted in these bylaws, if a quorum is obtained, a majority vote of the eligible voting members present in person shall constitute a vote of TXCPA San Antonio. No proxies will be recognized at any meeting.
- (7) The rules of procedure as set forth in Robert's Rules of Order shall apply.
- (8) Any meeting of the Chapter may be held by electronic means in which all or some of the members are not physically present at the place of the meeting but can participate in the conduct thereof by electronic equipment. Members will be considered to be present in person if their attendance is verified.

#### **ARTICLE X - DUES AND ASSESSMENTS**

- (1) The annual dues for members shall be determined by the Board of Directors with approval of the membership by majority vote of the eligible voting members present at any regular or special meeting of TXCPA San Antonio providing the Secretary-Treasurer shall issue notice of such meetings in accordance with Article IX. All dues are payable to TXCPA in accordance with TXCPA policies.
- (2) TXCPA San Antonio, by a two-thirds vote of the eligible voting members present at any meeting, may levy a per capita assessment for any specified purpose, not to exceed ten dollars (\$10) for any one year, without notice.

#### **ARTICLE XI - FISCAL MATTERS**

The fiscal year of TXCPA San Antonio shall begin on June 1 and end on May 31 of the following year.

#### **ARTICLE XII - INDEMNIFICATION**



TXCPA San Antonio shall indemnify its directors, officers, members of any committee or task force, employees, and agents to the fullest extent permitted by the Texas Business Organizations Code, now in effect or hereafter amended. The Board of Directors may authorize the purchase of liability insurance to cover this aforesaid indemnity.

### **ARTICLE XIII –AMENDMENTS AND INTERPRETATIONS**

- (1) A proposal to amend the Bylaws shall be initiated by the Board of Directors or by petition signed by at least ten (10) eligible voting members in good standing filed with the Secretary-Treasurer. The Secretary-Treasurer shall embody in the call for the Annual Meeting all proposals to amend the bylaws submitted by the Board of Directors at any time prior to the mailing or electronic mailing of such notice. The Secretary-Treasurer shall also embody in the call for the Annual Meeting any other proposals to amend the bylaws signed by ten (10) or more eligible voting members in good standing provided such proposals are submitted to the Secretary-Treasurer in writing at least sixty (60) 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 eligible voting members present in person shall take effect after approval by the Texas Society of CPAs Executive Board, as provided in TXCPA By-Laws.
- (3) In the event of lack of clarity the Board of Directors shall interpret these bylaws.
- (4) It is expressly recognized that when the bylaws are silent as to the manner of performing any corporate function, the provisions of the Texas Business Organizations Code shall control.

### **ARTICLE XIV - CONFORMITY TO TXCPA SAN ANTONIO BYLAWS**

In the event any part of TXCPA San Antonio Bylaws is or becomes in conflict with the TXCPA bylaws, then that part shall be void and the TXCPA Bylaws shall govern.