

BYLAWS:

THE ALABAMA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

THE ALABAMA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS BYLAWS

Revised June 25, 1975; Amended May 13, 1977; August 9, 1978, May 21, 1982, June 20, 1996, June 6, 2002, May 1, 2007, November 30, 2007, December 3, 2010, February 21, 2014, June 4, 2015, June 9, 2016 and March 1, 2018

INDEX

PAGE NUMBER

ARTICLE I - NAME AND PURPOSES

1.1	Name	6
1.2	Purpose	6

ARTICLE II - ADMISSION TO MEMBERSHIP

2.1	Membership	6
2.2	Members	6

ARTICLE III - DUES AND ASSESSMENTS

3.1	Initiation Fee and Annual Dues	9
3.2	Assessments	9
3.3	Waiver or Extension	9
3.4	Delinquent Dues	9

ARTICLE IV - ORGANIZATION AND PROCEDURES

4.1	Organization	9
4.2	Board of Directors	9
4.3	Officers	11
4.4	President & CEO	13
4.5	Permanent Committees	13
4.6	Task Forces and Advisory Groups	14
4.7	Vacancies	14
4.8	Declared Vacancy	15
4.9	Automatic Vacancy	15

ARTICLE V - LOCAL CHAPTERS

5.1	Creation of Local Chapters	15
5.2	Membership	15
5.3	Rights of Local Chapter	15
5.4	By laws of Local Chapter	15
5.5	Withdrawal of Authorization	15

ARTICLE VI - MEETINGS OF SOCIETY AND BOARD OF DIRECTORS

6.1	Annual Meeting	16
6.2	Special Meetings	16
6.3	Notice - Annual Meeting	16
6.4	Notice - Special Meeting	17
6.5	Quorum – Society	17
6.6	Vote	17
6.7	Board Meeting – Regular	17
6.8	Board Meeting – Special	17
6.9	Notification	17
6.10	Minutes	18
6.11	Rules of Order	18

ARTICLE VII - NOMINATION AND ELECTION OF BOARD OF DIRECTORS,
OFFICERS AND NOMINATION COMMITTEE

7.1	Nomination Committee – Composition	18
7.2	Nominations	18
7.3	Independent Nominations	19
7.4	Nominee Replacement	19
7.5	Other Nominations	19
7.6	Election	19

7.7	Term of Office - Chair of the Board, Officers and Nomination Committee	19
7.8	Term of Office - Board of Directors	20

ARTICLE VIII - RULES OF PROFESSIONAL CONDUCT

8.1	Rules of Professional Conduct	20
-----	-------------------------------	----

ARTICLE IX - TERMINATION OF MEMBERSHIP AND DISCIPLINARY ACTIONS

9.1	Resignation	20
9.2	Good Standing	20
9.3	Resignation Within First 60 Days of Fiscal Year	20
9.4	Reinstatement	21
9.5	Failure to Pay Dues/Assessments	21
9.6	Disciplinary Actions Available	21
9.7	Disciplinary Action Described	21
9.8	Disciplinary Action Not Covered by Paragraph 9.7	25
9.9	Proper Notification	26

ARTICLE X - AMENDMENTS

10.1	Two-Thirds Vote	26
10.2	Notice Required	27
10.3	Amendments to Code of Professional Conduct Adopted by the AICPA	27

ARTICLE XI - FISCAL MATTERS

11.1	Fiscal Year	28
------	-------------	----

11.2	Budget	28
11.3	Unexpected Appropriations	28
11.4	Auditor	28

ARTICLE XII - OFFICIAL PUBLICATION

12.1	<i>CONNECTIONS</i>	29
------	--------------------	----

ARTICLE I - NAME AND PURPOSES

1.1 The name of this organization shall be "The Alabama Society of Certified Public Accountants."

1.2 The purpose of this organization shall be: To unite the profession of accountancy in the State of Alabama; to promote and maintain high professional, ethical and moral standards; to promote the professional interests of Certified Public Accountants; to advance the profession of accountancy; and to develop and improve accounting education.

ARTICLE II - ADMISSION TO MEMBERSHIP

2.1 Membership in the Society shall become effective upon payment of the initiation fee and dues required by these bylaws.

2.2 Members of the Society shall be:

2.2.1 Members

Persons who are bona fide holders of valid and unrevoked certificates as Certified Public Accountants issued by the Alabama State Board of Public Accountancy or who are a bona fide holder of a valid and unrevoked certificate issued by another state (or jurisdiction) Board of Public Accountancy. Members enjoy all rights and privileges of the organization.

2.2.2 Members of the Alabama Society of Certified Public Accountants at the effective date of these bylaws will continue to be members.

2.2.3 Associate Members

The Board of Directors, by whatever procedure it deems appropriate, may confer membership on persons who are actively pursuing sitting for the Uniform Certified Public Accountant exam or anyone affiliated with the accounting profession. Associate members have no voting privileges; are not eligible to hold any office in the Society; and are not subject to Articles 2.7.3 and 2.8 of the Bylaws.

2.4 Student Members

The Board of Directors, by whatever procedure it deems appropriate, may confer membership on students who have attained junior standing and beyond, have a declared major in accounting, or who are taking a concentration in accounting.

2.5 Life Members

The Board of Directors, by whatever procedure it deems appropriate, may confer Life Membership status on individuals who have made outstanding contributions to the accounting profession. Life members who qualify under 2.2.1 and 2.2.2 shall have voting privileges.

Note: Dues for Life Members is waived under existing 3.3.

2.6 Voting Rights

Members, but not Associate members or Student members, shall be entitled to vote in person, when in attendance, upon all questions brought before duly called meetings of the

Society, and by mail or e-mail, when mail or e-mail ballots are requested.

2.7 Requirements for Retention of Membership:

- a) Pay dues as provided in Article III of these Bylaws.
- b) Conform with these Bylaws.
- c) Complete continuing professional education requirements.

2.7.1 Members in Public Practice

Members residing in Alabama are required to complete the CPE requirements prescribed by the Alabama State Board of Public Accountancy. Members residing outside the state of Alabama are required to meet CPE requirements of the State Board where they reside. Members shall keep appropriate records and submit copies of such upon request of the Society.

2.8 Peer Review Program

The Board of Directors is authorized to establish within the Society a practice-monitoring (peer review) program in accordance with AICPA and Society standards.

2.8.1 The Board of Directors shall adopt policies and procedures to achieve the educational objectives of this program and provide oversight and guidance for all committees and personnel responsible for the program.

2.8.2 A member in public practice associated with a firm as a proprietor, partner, or shareholder or employee shall become ineligible to retain membership in the Society unless the firm enrolls in an approved practice-monitoring (peer review) program if applicable.

- 2.8.3 Members of a firm which is dropped for disciplinary reasons from the peer review program are ineligible for Society membership until the cause of the disciplinary action is removed.

ARTICLE III - DUES AND ASSESSMENTS

- 3.1 The initiation fee and annual dues of the Society shall be set by the Board of Directors.
- 3.2 The Society, by two-thirds vote of the members present and voting at any regular or special meeting of the Society, may levy a per capita assessment for any specific purpose not to exceed \$50.00 for any one year.
- 3.3 The Board of Directors may waive payment of dues and/or assessments, or extend the indebtedness for dues and/or assessments of any member.
- 3.4 Dues that are not paid by July 31 will incur a delinquent fee to be set by the Board of Directors.

ARTICLE IV – ORGANIZATION AND PROCEDURES

- 4.1 The organization of the Society shall include the members, the Board of Directors, Officers, AICPA Council Representatives and Committees.
- 4.2 The governing body of the Society shall be the Board of Directors and its actions shall be controlling upon subsequent Boards unless specifically modified.

- 4.2.1 The Board of Directors shall be composed of the Chair, Chair-Elect and Board members elected in accordance with these bylaws, the immediate Past-Chair of the Society, and the AICPA Council Representatives.
- 4.2.2 At least one hundred twenty (120) days prior to June 1, the Nominations Committee shall deliver to the ASCPA Board Chair the Nominating Committee's report of one or more members eligible to hold office for each vacancy existing or arising with respect to elected officers and board members. The nomination's report shall be presented to the ASCPA Board Chair in writing. Proper consideration shall be given by the Nominations Committee in its selection process, first, to the choice of qualified candidates for the offices, and second, to the fair representation from major demographic segments of membership. In the event a nominated candidate withdraws from consideration or otherwise becomes unavailable to serve, the ASCPA Board may request further nomination (s) by the Nominations Committee.
- 4.2.3 There shall be elected to The Board of Directors between six to ten board members. Board members shall represent diverse backgrounds including, but not limited to, geographic region, firm size, industry, government, education, age, gender, ethnicity, specialization within the profession, service to the profession and service and leadership to other organizations.
- 4.2.4 The Secretary/Treasurer of the Society shall certify (based upon a list of members of the local chapter in good standing) to the Council of each local chapter by October 1 of each year the number of members in good standing of the Society for that chapter as of September 1.

- 4.2.5 Local chapters and members at large shall make nominations for Society Chair-Elect and board member between September 1 and December 31. Nominations shall be remitted to ASCPA Secretary/Treasurer or any member of the Nomination Committee in writing, by email or by letter. The term for Board members is three years and a member may serve two consecutive terms if re-elected.
- 4.2.6 If the local chapters or members at large fail to provide the quantity of nominations needed as per paragraph 4.2.6, the Nominations Committee will nominate the necessary additional members to serve as Chair-Elect or as a member of the Board of Directors.
- 4.2.7 Any nominee submitted to the Nomination Committee by or from a local chapter, members at large or the Young CPA Cabinet must be a member of the Society in good standing at the time of election as determined by the listing required by paragraph 4.2.5.
- 4.2.8 There shall be two AICPA Council members who serve as voting members of the ASCPA Board of Directors. The AICPA Council members can be nominated by ASCPA Board members, Officers and ASCPA members and are selected by the ASCPA Board and Officers who recommends the selected person(s) to the AICPA for election. The term of an AICPA Board member is three years. An AICPA Board member may serve no more than two consecutive three-year terms.
- 4.3 The officers of the Society shall be:
- a) Chair of the Board;

- b) Chair-Elect who shall succeed to the Chair upon the expiration of the term of the Chair-elect;
- c) Secretary/Treasurer, who is the CEO of the Alabama Society of CPAs
- d) Immediate Past-Chair of the Board

4.3.1 The Chair of the Board of Directors, shall preside at all general meetings of the Society membership, and is empowered to call such meetings of the Board and the Society membership as deemed necessary. The Chair shall call a special meeting of the Society membership within thirty days after being requested to do so by a majority of the Board of Directors or by one-third of the members of the Society. The Chair will be considered to have been formally requested to call a meeting when the Secretary/Treasurer of the Society has been notified in writing of such a request.

4.3.2 The Chair-Elect's duties shall consist of those delegated to him/her by the Chair. In the absence of the Chair, the Chair-Elect shall preside at those meetings where the Chair would normally preside if present. In the absence of both the Chair and Chair-Elect, the Past-Chair shall preside. In the event the Past-Chair is unable to preside, the Secretary/Treasurer shall appoint a member of the Board to preside.

4.3.3 In the event of the disability of the Chair and when authorized to do so by The Board of Directors, the Chair-Elect, the Past-Chair, or another Society member, may perform the duties of the Chair during the disability.

4.3.4 The Board of Directors of the Society shall perform such duties as may be delegated by the Chair and, in addition, shall have responsibility for supervising the permanent committees of the Society.

4.3.5 The duties of the Secretary/Treasurer shall be those usually pertaining to office of Secretary/Treasurer and be responsible for the financial records of the Society and for the proper safeguarding of the Society's assets. The Secretary/Treasurer is also responsible for the development and implementation of investment policies together with sound accounting procedures and financial reporting for the Society, and any other duties as the Chair may delegate.

4.4 The President and CEO may be employed or discharged by a majority vote of the Board of Directors. The duties shall ne those duties delegated by the Chair with the approval of the Board of Directors.

4.5 The permanent committees of the Society:

- a) Professional Ethics
- b) Peer Review
- c) Federal Tax
- d) State Tax
- e) Education
- f) Audit
- g) Nominations (one-year term)
- h) Young CPA Cabinet

- 4.5.1 Each of these committees shall be appointed by the Chair and shall consist of a minimum of five members. The chair of each committee is selected by the committee membership for a one-year term with concurrence by the ASCPA Board of Directors. Committee members and committee chair may serve consecutive terms.
- 4.5.2 The chair of each permanent committee shall report annually to the ASCPA Board of Directors.
- 4.6 The Chair of the Board of Directors shall appoint task force groups and advisory groups as deemed necessary for the appropriate conduct of the Society's business; however, these appointments shall be for not more than the remaining term of the office of the Chair, except that the Chair may appoint for a two-year term with the approval of the Board of Directors.
- 4.6.1 There shall be an Executive Committee consisting of the Chair, Chair-Elect, Past-Chair and ASCPA CEO subject to the approval of the Board of Directors. The Chair will preside over such an Executive Committee. The Executive Committee will have the powers delegated by the Board of Directors, except that it cannot modify any previous action taken by the Board of Directors and must report any action it may take at the next Board meeting. Under certain circumstances, the President and CEO will be a non-voting member of this committee. The Board of Directors shall adopt guidelines for the operation of this committee. These guidelines may be amended by The Board of Directors from time to time as necessary.
- 4.7 Vacancies to any elected office occurring between June 1 through May 31 shall be filled by the Board of Directors.

4.8 The Board of Directors may, upon a majority vote of the Board membership, declare any elective office of the Society vacant and fill such office as provided in paragraph 4.7.

4.9 If any Board member fails to attend two consecutive meetings of the Board of Directors without submitting an excuse satisfactory to The Board and so recorded in the minutes, the position is automatically declared vacant and shall be filled in accordance with paragraph 4.7.

ARTICLE V - LOCAL CHAPTERS

5.1 Local chapters may be created by a two-thirds vote of the Board of Directors upon request of at least twenty-five members residing in the same locality who desire to form a local chapter to further the objectives of the Society.

5.2 Members of a local chapter must be members in good standing of the Alabama Society of Certified Public Accountants.

5.3 A properly organized local chapter of the Society may exercise such customary functions of the Society as are not reserved by these bylaws to the Board of Directors and Officers or to the Society as a whole, but is without the power to bind the Society in any manner.

5.4 The bylaws of the local chapter shall not conflict with those of the Society and any changes therein shall take effect upon approval of the Board of Directors of the Society. The bylaws of each local chapter shall provide for (a) a fiscal year coinciding with that of the Society, (b) election of officers each year with tenure to coincide with that of the officers of the Society,

and (c) a provision that in the event any part of the Chapter bylaws is or becomes in conflict with the Society bylaws then that part shall be void and the Society bylaws shall govern.

- 5.5 A local chapter's authorization may be withdrawn by the Board of Directors at any time without cause upon a two-thirds vote of the Board of Directors.

ARTICLE VI - MEETINGS OF SOCIETY AND THE BOARD OF DIRECTORS

- 6.1 There shall be an annual business meeting of the Society held within 60 days after the fiscal year end, the time and place fixed by the Board of Directors. The ASCPA Board Chair shall notify membership of the date selected for the Annual Meeting at least forty-five (45) days prior thereto.
- 6.2 Special meetings of the Society shall be called as provided in Article IV. Business, other than that for which the call was made, shall not be transacted at special meetings, except upon motion receiving three-fourths of the votes cast by members present and voting.
- 6.3 At least ten days prior to each special meeting, notice of such meeting shall be mailed or e-mailed to each member at the last address known to the Society stating the objectives of such meeting.

- 6.4 At all meetings of the members, seventy-five (75) voting members present in person or through use of authorized communications equipment shall constitute a quorum. If a quorum is not present, the Chair of the Board, or in the absence of the Chair of the Board, those members present shall declare an adjournment to such time, place (if any), and manner as they may deem proper. Such adjourned meeting shall be considered the same meeting as that originally called.
- 6.5 Each member present at a meeting of the Society shall have one vote. Voting by proxy shall not be permitted.
- 6.6 The Board of Directors of the Society shall meet upon the call of the Chair at least once each calendar quarter. If the Chair does not call a meeting of the Board of Directors during a calendar quarter, it shall be the duty of the Vice- Chair to call such meeting.
- 6.7 Special meetings of the Board of Directors shall be called by the Chair or upon the request of any five members of the Board of Directors.
- 6.8 The Secretary/Treasurer of the Society shall notify each member of the Board of Directors at least seven days prior to a regular or special meeting of the Board unless notice is waived by a majority of the Board.
- 6.9 The Secretary/Treasurer of the Society shall keep complete and accurate minutes of all meetings of the Board of Directors.

6.10 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

6.11 Robert's Rules of Order, Revised, shall govern the proceedings of all meetings of the Society, The Board of Directors, and Committees, when not inconsistent with the laws of the State of Alabama or these bylaws.

ARTICLE VII - NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS,
OFFICERS AND NOMINATION COMMITTEE

7.1 The Nomination Committee shall consist of the two immediate Past - Chairs of the Board of Directors, the current Chair of the Board of Directors and three members voted upon by the Board of Directors. The Chair of the Board shall appoint one of the elected members as Chair of the Nomination Committee. Members of the Nomination Committee will be selected and voted on by the ASCPA Board of Directors before December.

7.2 The Nomination Committee shall certify by a report filed with the Secretary/Treasurer of the Society no later than March 1, its nominations for Chair of the Board, Chair-Elect, and any members of the Board of Directors for which nominations are required for the coming year indicating that the nominees have consented to serve if elected. No more than one nomination for each position shall be submitted by the Nomination Committee. None of the nominees shall be a member of the Nomination Committee. The Nominations Committee shall determine the number of nominees to serve as board members within the defined range of six to ten board members. The membership

shall be furnished with the name of each nominee at least thirty days prior to the annual meeting.

- 7.3 Any ten members of the Society may unanimously submit an independent nomination for Chair-Elect and/or board members, provided that such nomination is filed with the Secretary/Treasurer of the Society not later than fifteen days prior to the annual meeting.
- 7.4 If a nominee of the Nomination Committee dies or otherwise becomes unavailable before the annual meeting, the Board of Directors may report a substitute nominee. If the notice required in paragraph 7.2 is not provided to the membership, nominations at large will be in order for that position.
- 7.5 Nominations other than those made in accordance with this Article shall not be in order.
- 7.6 If there is more than one candidate for vacancy or vacancies of elected officer or Board of Director positions, a vote by membership must take place prior to May 1st. A majority vote of the members voting in person or by any other authorized communications equipment shall elect. All votes will be confirmed and ratified by the ASCPA Board of Directors.
- 7.7 The Chair of the Board of Directors, Chair-Elect and members of the Board of Directors shall take an oath of office. His or her term will begin June 1 of the calendar year elected to May 31 of the succeeding year.

- 7.8 Board of Directors serve a staggered term, three-year term, commencing at their election at Annual Meeting. Board members are in three classes with one-third rotating off the board annually upon the election of the next class of board members.

ARTICLE VIII - RULES OF PROFESSIONAL CONDUCT

- 8.1 The Code of Professional Conduct of the Alabama Society of Certified Public Accountants shall be the Code of Conduct of the American Institute of Certified Public Accountants. The Alabama Society Code of Conduct is hereby declared a part of these by-laws. The Code of Conduct may be added to, altered or rescinded as provided in Article X of these bylaws.

ARTICLE IX - TERMINATION OF MEMBERSHIP AND DISCIPLINARY ACTIONS

- 9.1 Resignation of members may be offered in writing at any time and shall be effective on the date of acceptance. The Board of Directors of the Society must act on all resignations.
- 9.2 No member shall be considered to have resigned while in good standing if at the time of the resignation the member was in debt to the Society for dues or other obligations.
- 9.3 A member submitting a resignation within 60 days after the beginning of the fiscal year may resign in good standing without paying dues for the fiscal year of the member's resignation, provided obligations other than dues shall have been paid in full.

- 9.4 A member who resigns while in good standing may be reinstated by the Board of Directors upon payment of a reinstatement fee to be determined by the Board plus dues for the current year.
- 9.5 Any member who shall neglect to pay dues, assessments or other obligations to the Society for a period of six months, shall have forfeited membership unless payment is made within thirty days after final delinquency notice (so stated) is mailed by certified mail, return receipt requested, to the member at the last address known to the Secretary, or unless the Board of Directors takes action under paragraph 3.3.
- 9.6 A member may be disciplined as described in paragraph 9.8 in accordance with the procedures described in paragraph 9.7 if the member a) Is convicted for commission of a felony, or b) Violates any of the Society's bylaws.
- 9.7 Disciplinary procedures of the Society are as follows:
- 9.7.1 Whenever a member of the Society, whether or not a member of the American Institute of Certified Public Accountants ("AICPA"), shall be charged with violating these bylaws or any Code of Professional Ethics promulgated hereunder, the said charge shall be initiated in accordance with the terms of any then subsisting agreement between the Society and the AICPA relating to joint ethics enforcement.

- 9.7.2 In the event that a hearing is required to dispose of such charge or charges initiated in accordance with the provisions of paragraph 9.7.1, the hearing shall be conducted under the terms of the agreement referred to in paragraph 9.7.1, the then operative rules of the Joint Trial Board Division and the then operative joint ethics enforcement procedures in effect by virtue of the agreement between the Society and the AICPA.
- 9.7.3 A complaint may be filed against any member of the Society by submission in writing directly to the Committee on Professional Ethics or to the Board of Directors of the Society. If submitted directly to the Board of Directors, the Board shall refer the investigation of such complaint directly to the Committee on Professional Ethics. This committee will follow the procedures prescribed in the Joint Enforcement Operations Manual of the Society and the AICPA.
- 9.7.4 The Committee on Professional Ethics must report the results of its investigation to the Board of Directors no later than ninety days after receipt of the complaint by the Chair of the Committee on Professional Ethics, unless an extension of time is granted by the Board.
- 9.7.5 Upon receiving a report from the Committee on Professional Ethics, the Board of Directors may-
- (I) dismiss the complaint,
 - (ii) issue a letter of constructive comment,

(iii) issue an administrative reprimand, or

(iv) call for a trial board hearing.

9.7.6 If the Board of Directors elects either 9.7.5(iii) or 9.7.5(iv), the concurrence procedures required by the agreement between the Society and AICPA referred to in paragraphs 9.7.1 and 9.7.2 are to be followed.

9.7.7 If the Board of Directors cannot obtain concurrence from the AICPA Ethics Division with its decision in paragraph 9.7.6 or if no agreement between the Society and the AICPA as referred to in paragraphs 9.7.1 and 9.7.2 is in effect, the Board of Directors will act under the following procedures.

9.7.8 If an administrative reprimand is to be issued, the letter is to be mailed to the member at the last address known to the Secretary/Treasurer of the Society indicating that the member has a right to reject the reprimand in favor of a Trial Board hearing.

9.7.9 Upon determination that the evidence is sufficient to warrant a trial or the member requests a Trial Board, the Board of Directors will direct the Society's Secretary/Treasurer to notify the member charged of the nature of the complaint and the date set for trial.

9.7.10 Notice shall be given to the member charged at least thirty days prior to such trial date and shall be mailed to the member at the last address known to the Secretary by registered or certified mail, return receipt requested, and marked "Personal and Confidential."

- 9.7.11 At the trial, the Committee on Professional Ethics will present the evidence against the member or the Board of Directors may designate another person, to present the complaint.
- 9.7.12 The accused member may be represented by Counsel and, if desired, shall be afforded an opportunity to present such evidence which contradicts or mitigates the complaint as the accused wishes.
- 9.7.13 Upon hearing all the evidence, the Trial Board shall, in closed session, consider its verdict. A two-thirds affirmative vote of the Trial Board members present, is required for a conviction of the charge. The results of the Trial Board's vote shall be transmitted verbally to the person charged at the earliest possible moment. The Secretary/Treasurer of the Society shall formally notify the person charged as to the Trial Board's decision within seven days at the last known address to the Secretary/Treasurer by registered or certified mail, return receipt requested and marked "Personal and Confidential".
- 9.7.14 The convicted member may appeal the Trial Board's decision by submitting in writing a request for reconsideration. This request for reconsideration must be made within thirty days from the date the formal notice of Trial Board's action is mailed to the member.
- 9.7.15 In the event of failure to submit such a request for reconsideration or if such request for reconsideration is not received within the thirty day period, the Board of Directors shall proceed with publication of such notice of disciplinary action as may be required.

- 9.7.16 Upon receipt of a request for reconsideration, which shall be addressed to the Secretary/Treasurer of the Society, the Trial Board will reconsider its decision at a special meeting called for that purpose. The Trial Board may reconsider with no change in verdict, reconsider with reduction, reconsider and grant a new trial, or reconsider and acquit.
- 9.7.17 Notice of the results of the Trial Board's action on the request for reconsideration shall be mailed, within seven days after the Trial Board's action, to the member at the last address known to the Secretary/Treasurer by registered or certified mail, return receipt requested and marked "Personal and Confidential."
- 9.8 This section describes the disciplinary action which may be taken by the Board of Directors in accordance with these bylaws in matters not covered by paragraphs 9.7.1 through 9.7.6.
- 9.8.1 Upon action of the Board of Directors in accordance with paragraph 9.7 of these by-laws, the Board may issue a letter of constructive comment or an administrative reprimand. The Board of Directors may require the member to take continuing professional education courses with an administrative reprimand. No publicity will be given to letters of constructive comment or administrative reprimand.
- 9.8.2 Upon conviction in accordance with paragraph 9.7 of these bylaws, the Board of Directors may censure a member by appropriate letter signed by the Secretary/Treasurer of the Society and, if so ordered, by publishing such letter or parts thereof in the official publication of the Society.

9.8.3 Upon conviction in accordance with paragraph 9.7 of these bylaws, the Board of Directors may suspend a member for up to two years. Notice of such suspension must be sent to the member at the last address known to the Secretary/Treasurer of the Society and must be published in the official publication of the Society.

9.8.4 Upon conviction in accordance with paragraph 9.7 of these bylaws, the Board of Directors may expel a member from the Society. Notice of such expulsion must be sent to the member at the last address known to the Secretary/Treasurer of the Society and must be published in the official publication of the Society.

9.8.5 In any case where there is a finding of guilty, the Board of Directors may require the member to attend a specified number of hours of continuing professional education courses and also specify some or all of the courses to be taken. Failure to take such courses by the member could result in being charged with an act discreditable to the profession. (Rule 501).

9.9 In all instances, notices sent by registered or certified mail, return receipt requested, to a member at the last address known to the Secretary/Treasurer, shall be considered proper notice even though the notice cannot be delivered by the Post Office.

ARTICLE X - AMENDMENTS

10.1 Bylaw amendment may be made at any time by an affirmative vote of two-thirds of the ASCPA Board of Directors. Proposals to amend the Bylaws of the Society may originate by a committee appointed by the Board Chair for a specific purpose. Such amendments shall

be published through a Society publication, magazine or other authorized communications equipment. If after sixty (60) days, written objections are not received by the ASCPA Board Chair from at least three (3) percent of the members eligible to vote on the first day of the current fiscal year of the Society, the amendment (s) shall be accepted and incorporated into the Bylaws as applicable. However, if the objections exceed three (3) percent of the members eligible to vote on the first day of the current fiscal year, then the amendment (s) shall be submitted by mail or through use of authorized communications equipment to all members eligible to vote on the first day of the current fiscal year of the Society and if approved in writing by two-thirds of those voting, the amendment (s) shall become effective.

Proposals to amend the Bylaws of the Society may also originate by a written submission to the Board Chair of a notice of proposed amendments signed by at least three (3) percent of the members eligible to vote on the first day of the fiscal year of the Society. Such notice must be received by the Board Chair at least sixty (60) days before a meeting of the Society Board of Directors. Proposed amendments received in this manner must go through the same process as those originating by the ASCPA Board of Directors or appointed Board Committee.

10.2 Written or e-mail notice of any proposed amendment to these bylaws shall be mailed or e-mailed to each member at the last address known to the Secretary/Treasurer.

10.3 All amendments to the existing Code of Professional Conduct which may be adopted by the American Institute of Certified Public Accountants shall become a part of the bylaws of this

Society following the effective date of such amendments unless two-thirds of all members present and voting nullify such amendments.

ARTICLE XI - FISCAL MATTERS

- 11.1 The fiscal year of the Society will end on April 30.
- 11.2 The Chair-Elect and the Secretary/Treasurer, with such assistance as the Chair-Elect may consider appropriate, shall, not later than May 15 of each year, prepare for the approval and adoption by the Board of Directors an annual budget for the fiscal year showing all amounts appropriated for the purpose of the Society and an estimate of all revenue.
- 11.3 Unexpended appropriations shall lapse at the end of the fiscal year and shall not be carried forward. No expenditure shall be made in a fiscal year in excess of the limitations of the budget for that year, unless it is authorized or ratified by the Board of Directors. Such authorization or ratification shall constitute an amendment to the budget to that extent.
- 11.4 At the first meeting of the Board of Directors following the completion of the prior year's audit, the Board shall designate an auditor or firm of auditors to examine the report of the Secretary/Treasurer for the then current fiscal year. The auditor or partner of the firm of auditors shall be a member of the Society.

ARTICLE XII - OFFICIAL PUBLICATION

- 12.1 *CONNECTIONS* shall be the official publication of the Society and notice published therein as well as through any authorized communications equipment shall be deemed appropriate notice to the membership.