

BYLAWS OF THE CHAPTERS
OF
THE NEW YORK STATE SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

ARTICLE I – CHAPTER ACTIVITIES

1.1 Rules and Regulations —The Chapter shall at all times be subject to all rules and regulations prescribed from time to time by the New York State Society of Certified Public Accountants (hereinafter referred to as the “Society”), its Board of Directors, or its Foundation for Accounting Education.

1.2 Chapter Activities — In general, and subject to the limitations provided in Section 1.3 hereof, it shall be the function of the Chapter to foster, promote and further within the geographical areas assigned to it the purposes and objectives of the Society, which are stated in its certificate of incorporation as follows:

“To cultivate, promote and disseminate knowledge and information concerning accountancy and subjects related thereto; to establish and maintain high standards of integrity, honor and character among certified public accountants; to furnish information regarding accountancy, and the practice and methods thereof to its members, and to other persons interested therein, and to the general public; to protect the interests of its members and of the general public with respect to the practice of accountancy; to promote reforms in the law; to provide lectures and to cause the publication of articles, relating to accountancy and the practice and methods thereof; to correspond and hold relations with other organizations of accountants, both within and without the United States of America; to promote social intercourse among its own members, and between its own members and the members of other organizations of accountants, and other persons interested in accountancy or related subjects; and to do any and all things which shall be lawful and appropriate in furtherance of any of the purposes herein before expressed.”

1.3 Limitation of Chapter Activities —The scope of the Chapter’s activities shall be subject to the following limitations:

(A) The Chapter shall not engage in activities that would affect the Society membership, the responsibility of the Society to the public, or the integrity.

(B) The Chapter shall not communicate with (a) any Federal, State or Local governmental body, bureau, commission or unit, or (b) any national or state professional society, concerning matters affecting the Society as a whole.

(C) In respect to the matters referred to in (A) and (B), it shall be the function of the Chapter to make recommendations to the Society in implementing the policies of the Society among its members and within the area assigned to the

Chapter. The Board of Directors of the Society shall evaluate the recommendations to determine their effect on the Society as a whole.

(D) Any Chapter committee, whose functions are alike to those of a Society committee having statewide scope, shall act only in conformance with the policies of the Society or its Foundation committee with respect to all matters coming within the scope and jurisdiction of such Society committee.

(E) Any Chapter program whose functions are alike to those of a Society program having statewide scope, shall act only in conformance with the policies of the Society or its Foundation with respect to the development and implementation of the program. Programs shall be directed within the area assigned to the chapter.

ARTICLE II -- MEMBERSHIP

2.1 Classes of Membership — Membership in the Chapter shall consist of two classes: Members and associate members.

2.2 Eligibility — A member or associate member of the Society with an office in, employed in, or residence in the area assigned to the Chapter shall automatically become a member or associate member of the Chapter.

2.3 Ex Officio Members — The president of the Society shall be ex officio a member of the Chapter.

2.4 Suspension or Termination of Membership — Membership in the Chapter shall be concurrent with membership in the Society, and suspension or termination of membership in the Society shall automatically result in the suspension or termination of membership in the Chapter, with respect to the member or associate member involved.

2.5 Voting — Only members shall have the right to vote.

ARTICLE III — MEETINGS

3.1 Number — There shall be no less than five (5) meetings of the Chapter within any fiscal year. One meeting shall be the annual meeting, which shall be held either in April or in May, as the Chapter shall elect.

3.2 Time, Place and Agenda — The president shall designate the time, place and agenda for any meeting, except that a meeting shall be held within one month from the receipt by the president of a petition for a meeting, signed by not less than five (5) members or ten percent (10%) of the members entitled to vote, whichever is greater, and the agenda for such meeting shall include the matters set forth in the petition. If the petition is not for a meeting but for the inclusion of a matter on the agenda for a meeting, the matter shall be included on the agenda for the meeting no later than the first meeting held after one month from the receipt by the president of the petition.

3.3 Notice of Meeting — Notice of all meetings shall be given in writing to the members, personally or by mail, at least five (5) days but no more than fifteen (15) days before the date of the meeting. The notice shall set forth the time, place and agenda of the meeting.

3.4 Quorum — Ten (10) members or ten percent (10%) of the members entitled to vote, whichever is greater, shall constitute a quorum.

3.5 Parliamentary Procedure — The rules of parliamentary procedure set forth in Robert's Rules of Order shall apply.

ARTICLE IV -- EXECUTIVE BOARD

4.1 ...Composition and Tenure — The Chapter Executive Board shall consist of (a) the officers, (b) the immediate past president and additional members (referred to as the “elected Board members”) selected from the chapter membership at large, who shall be nominated and elected as provided in Article VII hereof. The number of elected members shall be four (4), if at the previous February 1 the Chapter had no more than fifty (50) members. The number of elected members shall be eight (8), if at the previous February 1 the Chapter had more than fifty (50) members. Associate members shall not be eligible for membership on the Board. The president shall be chairperson of the Board. The immediate past president shall serve for the fiscal year following his service as president. An elected Board member shall serve for two (2) fiscal years following the annual meeting in relation to which his election takes place or until the election of his successor, whichever is later. The term of office of one-half of the elected Board members shall expire each year. All officers and board members must be members of the Chapter.

4.2 Resignation, Removal or Vacancy — The provisions of Section 5.3 hereof shall be applicable to the resignation or removal of any member of the Chapter Executive Board and the filling of any vacancy on the Board in the same manner as applicable to similar situations involving officers of the Chapter. The election or designation of a member of the Chapter Executive Board to Chapter officer shall create a vacancy on the Board.

4.3 Authority —The Chapter Executive Board shall administer the activities of the Chapter and oversee its fiscal responsibilities.

4.4 Meetings and Procedures — The president shall designate the time, place and agenda for any meeting of the Chapter Executive Board, except that a meeting shall be held, on at least three (3) days’ notice, within ten (10) days from the receipt by the president of a petition for a meeting, signed by at least three (3) members of the Board. A meeting of the Board may be held at any time and place upon waiver of notice of such meeting subscribed by all the members of the Board. A majority of the members of the Board shall constitute a vote of the Board. The Board may make its own rules for the conduct of its meetings. The Board, through the secretary, shall report on any action taken by it at the next meeting of the Chapter, shall keep a record of its proceedings, and forward a copy of the record to the Society.

ARTICLE V -- OFFICERS

5.1 The officers shall be a president, not more than two (2) vice presidents (one of whom is designated president-elect), a secretary and a treasurer. All officers shall be members. No member shall hold more than one office at a time, except that a member may be elected as secretary-treasurer.

5.2 Term — Each officer shall hold office for the fiscal year following the annual meeting beginning June 1 after his election takes place, or until the election of his successor, whichever is later. The term of an officer designated to fill a vacancy shall be the unexpired term of his predecessor. Election to an office is for one year and does not imply succession to another office.

5.3 Resignation, Removal or Vacancy — The resignation of an officer shall be tendered in writing to the Chapter Executive Board. Any officer may be removed for cause by vote of at least two-thirds of the members of the Chapter Executive Board. If vacancy occurs in any office, the Chapter Executive Board shall designate a member to fill the vacancy.

5.4 Duties of the President — The president shall preside at all meetings of the Chapter and the Chapter Executive Board. He/she shall enforce the bylaws of the Chapter. He/she shall perform all executive and other duties ordinarily pertaining to the office of president or delegated to him/her by the Chapter Executive Board. He/she shall file with the Board of Directors of the Society, not later than May 31, a report of the Chapter's activities during the preceding fiscal year.

5.5 Substitute for President — If the president is temporarily unable or unwilling to act, the following shall act in his stead in the order named: the president-elect, a vice-president, the secretary, the treasurer.

5.6 Duties of President-Elect — The president-elect shall perform all executive and other duties ordinarily pertaining to the office of vice-president or delegated to him/her by the Chapter Executive Board or the president.

5.7 Duties of Vice President — If the president-elect is temporarily unable or unwilling to act, the Chapter Executive Board shall designate a member to act in his/her stead.

5.8 Substitute for President-Elect and Vice President — If the president-elect or vice president is temporarily unable or unwilling to act, the Chapter Executive Board shall designate a member to act in his/her stead.

5.9 Duties of Secretary — The secretary shall be secretary of all meetings of the Chapter and the Chapter Executive Board. He/she shall give notice of all meetings requiring notice. He/she shall keep a record of the proceedings of all the meetings. He/she shall perform all other duties ordinarily pertaining to the office of secretary or delegated to him/her by the Chapter Executive Board or the president.

5.10 Substitute for Secretary — If the secretary is temporarily unable or unwilling to act, the Chapter Executive Board shall designate a member to act in his/her stead. If the secretary is temporarily unable or unwilling to keep a record of the proceedings of a meeting, a member designated by the presiding officer at the meeting shall act in his/her stead.

5.11 Duties of Treasurer — The treasurer shall have executive charge of the finances of the Chapter. He/she shall deposit all funds in a bank or banks designated by the Chapter Executive Board and make all transactions designated by the Board. He/she shall make all payments of ordinary and current operating expenses, on approval of the vouchers by the president or vice president. No expenditures for extraordinary expenses and special appropriates outside of the approved budget shall be made without the approval of the Executive Committee of the Society. All payments shall be made by checks signed by the treasurer or by the president in the absence of the treasurer. He/she shall report to the Chapter Executive Board in the manner and frequency designated by the Board. He/she shall perform all other duties ordinarily pertaining to the office of treasurer or delegated to him/her by the Chapter Executive Board or the president.

5.12 Substitute for Treasurer — If the treasurer is temporarily unable or unwilling to act, the Chapter Executive Board shall designate a member of the Chapter Executive Board to act in his/her stead.

ARTICLE VI – NOMINATING COMMITTEE

6.1 Composition and Tenure —The Nominating Committee shall consist of three (3) members, none of whom shall be an officer, a member of the Chapter Executive Board or a member of the Nominating Committee for the preceding fiscal year. A member of the Nominating Committee shall serve until the close of the fiscal year in which he/she was elected or designated. The committee shall elect one of its members as chairperson.

6.2 Selection of Committee — The members of the Nominating Committee shall be elected by the membership at a Chapter meeting held at least two (2) months but no more than four (4) months before the annual meeting. The notice of the meeting shall contain an announcement that the members of the Nominating Committee will be elected at the said meeting. Nominations for members of the Nominating Committee shall be made from the floor at the meeting. If no more than three (3) nominees are nominated and seconded, the election shall be conducted by written ballot in the same manner as provided in Section 7.5 hereof, and the three (3) nominees receiving the highest number of votes shall be declared elected members of the Nominating Committee.

6.3 Vacancy — If a vacancy occurs in the Nominating Committee, the Chapter Executive Board shall designate a member, other than a member of the Executive Board or a member of the Nominating Committee for the preceding fiscal year, to fill the vacancy. A vacancy shall automatically occur if a member of the Nominating Committee becomes a member of the Chapter Executive Board.

ARTICLE VII – NOMINATIONS AND ELECTIONS

7.1 Election Meeting — The election of officers and members of the Chapter Executive Board shall be held at the annual meeting of the Chapter or at any adjournment of such meeting.

7.2 Nominations by Nominating Committees — The Nominating Committee shall certify by a report, filed with the secretary at least 40 days prior to the date of the annual meeting, its nominations for officers and members of the Executive Board, and that the nominees have consented to serve if elected, but none of the nominees shall be members of the Nominating Committee. The report of the Committee shall be mailed by the secretary to the members at least 30 days prior to the date of the annual meeting. The secretary shall set forth with the report the same personal information with respect to each nominee as appears or would appear on the Society's records and a fair summary of the Chapter activities of each nominee.

7.3 Nominations from the Floor — Nominations of members for the elective offices referred to in Section 7.1 hereof, other than those recommended by the Nominating Committee, may be made from the floor by any member, at the meeting at which the election takes place, provided the nomination is seconded by another member and the nominee consents to serve if elected.

7.4 Election with Ballot — If nominations are made from the floor for any of the elective offices, the election in respect to such office shall be conducted by written ballot. The presiding officer shall appoint three (3) inspectors, none of whom shall be an officer, a member of the Chapter Executive Board or a nominee. The inspectors shall receive and count the ballots and make a report to the presiding officer of the number of votes cast, the person for whom cast and the office for which cast. The nominee for each office receiving the highest number of votes for that respective office shall thereupon be declared elected by the presiding officer.

7.5 Election without Ballot — If there is no nomination for an elective office other than the nomination made by the Nominating Committee, the nominee shall automatically be deemed elected at the annual meeting.

ARTICLE VIII – COMMITTEES

8.1 Committees — The standing committees of the Chapter shall be those enumerated in Section 8.4 hereof. The Chapter Executive Board may recommend to the Society other committees as they deem desirable from time to time and they or he/she may specify the number of members to comprise each such committee.

8.2 Composition — The president shall annually designate the members of each committee and the chairperson of each committee. The president and secretary shall be members ex officio of each committee. Associate members shall be eligible to serve on any committee, unless membership on the committee shall be restricted to members of the Chapter by these bylaws. The provision of this section shall not apply to the Nominating Committee.

8.3 Duties of Committees — All committees shall annually submit to the Chapter Executive Board on or before June 1st a program of proposed activities for the ensuing year. It shall be the duty of the chairperson of each committee to have minutes of all meetings held by such committee submitted promptly to the Chapter Executive Board in order that they may be maintained in the files of the Chapter's continuing historical record of the activities of the committee. Each committee shall make an annual report to the Chapter Executive Board, to be filed with the secretary and the Society no later than May 31st of the fiscal year.

8.4 Standing Committees — The standing committees of the Chapter and the scope of activities of each such committee shall be as follows:

- (A) Committee on Membership — The committee shall encourage membership in the Society and the Chapter. It shall supply to those eligible, information concerning the activities of the Society and the Chapter, and the requirements for admission.
- (B) Committee on Meetings — The committee shall arrange and supervise the program of meetings of the Chapter and shall encourage maximum attendance at such meetings by such steps as it shall deem most effective.
- (C) Committee on Public Relations — The committee shall plan and conduct all matters concerning the encouragement and advancement of better understanding and relations of the Chapter and the profession with the general public, and with other professional groups and organizations within the Chapter area, subject, however, to the limitations provided in Section 1.3 hereof. The committee shall cooperate with the like committee of the Society and shall refer to said committee any matters arising which are of concern to the profession as a whole, as distinguished from matters arising of purely local interest.

- (D) Committee on Budget — The committee shall consist of three (3) members, one of whom shall be the Treasurer. It shall prepare and submit to the Chapter Executive Board a proposed budget covering the Chapter expenditures for the coming fiscal year.

- (E) Committee on CPE — The committee shall consist of a minimum of one member who serves as the Chapter CPE Liaison. This committee is responsible for assuring that all CPE programs developed by the Chapter members comply with the CPE standards mandated by the Society.

ARTICLE IX – FISCAL MATTERS

9.1 Fiscal year — The fiscal year shall begin on June 1 of one year and end on May 31st of the following year.

9.2 Annual Budget — The Chapter Executive Board shall adopt a proposed budget covering the Chapter operations for the current fiscal year. The proposed budget shall be presented not later than December 1st to the Budget Committee of the Society for submission to the Board of Directors. Upon approval by the Board of Directors of the proposed budget as submitted or amended, it shall become effective as the budget of the Chapter, and the Society will make available to the Chapter the necessary funds therefor. No expenditure shall be made in a fiscal year unless it is authorized or ratified by the Society Board of Directors. The Chapter Executive Board may, in an emergency, authorize the contracting of a debt or an expenditure, not exceeding two hundred dollars (\$200.00) in amount, for purposes not provided in the budget, but such action shall immediately thereafter be submitted to the Board of Directors for approval or ratification, and if so approved or ratified, the budget shall be deemed amended accordingly. Expenditures from endowments, special funds or donations shall be budgeted as expenditures, and a corresponding amount budgeted as revenue.

9.3 Annual Audit — The annual audit shall be conducted by the firm of auditors appointed by the Society Board of Directors, in conjunction with the audit of the Society books and records. All documentation must have been submitted by June 30th of the next fiscal year.

9.4 Chapter Funds — Chapter CPE fund balances are incorporated into their general fund balances which are combined with the Society's General Fund balance. The chapter funds are to be accounted for as "funds" of the Society for payment of local expenses.

ARTICLE X – AMENDMENTS TO BYLAWS

10.1 Approval of Board of Directors — Amendments to the Bylaws which govern all chapters must be adopted and approved by the Board of Directors of the Society.

10.2 Proposals to Amend — A proposal to amend the Bylaws may be initiated by the Chapter Executive Board or by a majority vote of the members present at a duly held meeting of a Chapter, provided that the text of the proposed amendment is set forth in the notice of such meeting. Upon approval of a proposed amendment by the Chapter Executive Board or the membership of a Chapter as aforesaid, the secretary shall transmit it to the Board of Directors of the Society for its consideration and action.

ARTICLE XI – SUSPENSION OR DISSOLUTION OF CHAPTER

11.1 Suspension or Dissolution — The Board of Directors of the Society may, in its sole and absolute discretion, suspend or dissolve the Chapter.

11.2 Liquidation — In the event that the Chapter is suspended or dissolved by the Board of Directors, all the property, funds and records of the Chapter shall become the property of the Society.