

# Memo

**To:** NYSSCPA Board of Directors  
**From:** Governance Committee  
**Date:** February 1, 2026  
**Re:** Proposed Amendments to Bylaws

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The Governance Committee wanted to share a quick overview of the proposed updates in the redlined bylaws.

Overall, these changes are intended to be practical, measured improvements, not a rewrite. They focus on making the Board more effective over time while preserving continuity, chapter representation, and member rights.

In brief, the updates:

- Gradually reduce Board size to 19 Directors, with all current Directors fully grandfathered.
- Preserve every chapter's opportunity for a voting voice on the Board.
- Add an extra safeguard by requiring a two-thirds Board vote, in addition to the existing two-thirds membership vote, for bylaw changes.
- Clarify several ambiguous or confusing sections of the Bylaws.

The Committee believes this strikes a good balance between modernizing where helpful and respecting what already works well. We look forward to discussing it with you and hearing your thoughts.

## **Summary of Proposed Updates in the Redlined Bylaws**

*(For Board of Directors Review)*

The redlined bylaws reflect a targeted set of governance updates designed to improve Board effectiveness, clarify authority, and strengthen safeguards without disrupting continuity, chapter representation, or member rights.

## 1. Board Size and Structure (Article VII, Section 1)

- The Board is capped at 19 voting Directors, plus the CEO as a non-voting ex officio member.
- All current Directors are grandfathered and may complete their unexpired terms, so the Board will reduce to 19 gradually over time.
- The Board consists of:
  - Officers (President, President-Elect, five Vice Presidents, Secretary/Treasurer),
  - The Immediate Past President,
  - Up to ten additional Directors.
- This replaces the old “at-large” and “chapter representative” labels with a simpler structure.

**Purpose:** A smaller, more effective Board achieved without forced turnover.

## 2. Chapter Representation (Article VII, Section 1)

- The bylaws preserve the principle that every chapter has the opportunity for a voting voice on the Board.
- Each chapter is entitled to at least one Board member if it produces a qualified candidate.
- Chapter representation may be satisfied by:
  - An officer,
  - The Immediate Past President, or
  - An additional Director.
- Directors serve the Society as a whole, not as chapter delegates.

**Purpose:** Maintain chapter voice while reinforcing fiduciary governance.

### **3. Director and Officer Terms (Article VII, Section 1)**

- Elected Directors continue to serve four-year staggered terms.
- Officer terms remain one year.
- A 10-year consecutive service limit remains in place (with limited extensions for Presidents).

**Purpose:** Preserve continuity and institutional knowledge.

### **4. Executive Committee (Article VIII)**

- This provision is unchanged, except to reduce the maximum number of additional Directors serving on the Executive Committee from four (4) to two (2).
- The Executive Committee is designated by the Board and includes:
  - Officers,
  - The Immediate Past President,
  - Up to two (2) additional Directors. (Note – this is reduced from up to four (4) additional Directors under the present bylaws.)
- Its authority is explicitly limited: it may not amend bylaws, fill Board or Nominating Committee vacancies, or designate NC members.

**Purpose:** Maintain proper checks and balances, with a reduction in the maximum number of additional Directors from (4) to (2) in recognition of the overall reduction in the size of the Board of Directors.

### **5. Nominating Committee (Technical Clean-Up Identified) (Article X)**

- The overall structure of the Nominating Committee remains unchanged.
- A technical drafting inconsistency exists regarding who fills NC vacancies (Board vs. Executive Committee).
- This issue was identified in prior discussions and can be corrected without changing policy.

**Purpose:** Clarify authority and avoid procedural ambiguity.

## **6. Bylaws Amendment Safeguards (Article XIV, Section 1.)**

- A new requirement is added: any bylaws amendment must be approved by a two-thirds (2/3) vote of the Board before being submitted to the membership.
- The existing requirement of two-thirds (2/3) membership approval remains unchanged.

**Purpose:** Ensure broad consensus before changing governing rules.

## **7. Miscellaneous**

- Makes doubly clear that the Board may relocate the NYCPA's principal office. (Article I, Section 1.)
- Removes the requirement that the Board approve a member resignation prior to such resignation being effective. (Article II, Section 6.)
- Allows the Secretary/Treasurer to appoint a Vice Secretary/Treasurer from among the Directors to assist him or her. Any Vice Secretary/Treasurer would not thereby acquire any additional right to vote not afforded to him or her as a Director. (Article IX, Section 8.)
- Cleans up an ambiguity as to whether a member with a criminal conviction may appeal a NYCPA disciplinary decision to the Board. (Article XIII, Section 2.)

## **8. Items Intentionally Not Changed**

- Officer titles remain President / President-Elect.
- No non-CPA Director seat is added.
- Chapters do not appoint Board members directly.
- No changes to officer term lengths or reimbursement policies.

**Purpose:** Keep the amendments focused and avoid scope creep.

## **Bottom-Line Takeaway**

The redlined bylaws streamline and strengthen governance, reduce Board size gradually, preserve every chapter's opportunity for a voting voice, raise the bar for bylaw amendments, and clean up legacy drafting issues while maintaining continuity and member authority.