

Georgia Society of Certified Public Accountants, Inc.

**EXECUTIVE SUMMARY**

Proposed Bylaws Changes

The proposed changes to the Georgia Society of Certified Public Accountants, Inc. bylaws were approved by the **Board of Directors** at the February 13, 2009 meeting and were approved by **Council** at the Spring Council meeting in Chattanooga, TN on May 15, 2009.

The Society bylaws were last updated in December 2004 and are being updated at this time to address specific issues that have arisen since their incorporation. To view a complete copy of the proposed bylaw changes, please visit our website at [www.gscpa.org](http://www.gscpa.org) or contact the member services department at 404-504-2986.

ARTICLE I – NAME AND FORM OF ORGANIZATION

- a. Language added to include Student members as provided in Article III.
- b. Language clean-up

ARTICLE II - MISSION

Section 1. – Language clean-up

ARTICLE III – MEMBERSHIP ELIGIBILITY AND ELECTION

Section 1. – Student member category added.

FELLOW MEMBERS

Section 2. – Language clean-up

Section 3. – Language clean-up

ASSOCIATE MEMBERS

Section 4.

- e. Removed Registered Public Accountants of Georgia. Add language to allow other accounting/finance related professionals as defined by the Board of Directors and approved by Council.

STUDENT MEMBERS

Section 5.

Added definition and requirements for student member.

ELECTION OF FELLOW MEMBERS

Section 6. – Changes to Section 7.

Removed language requiring that the written application be posted 10 days in advance of the Board of Directors meeting and changes the notification process.

MEMBERSHIP RETENTION

Section 9. – Changes to Section 10.

- c. Brings the CPE requirement for Fellow members in compliance with the state licensing requirement.

MEMBERSHIP TERMINATION

Section 11.

Added language to grant the Board of Directors authority to terminate membership of associate or student members.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1.

Changed the title of the president and president-elect to chairman and chairman-elect.

Section 3.

Changed the title of the President-Chief Executive Officer to Chairman of the Board of Directors. Changed the name of Council to Leadership Council. Language added to allow chairman to appoint chairs of committees, sections and task forces and other groups.

Section 4.

Changed title of the President-elect to Chairman-elect.

Section 7.

Changed the title of the Executive Director to Chief Executive Officer (CEO).

#### ARTICLE V – BOARD OF DIRECTORS

Section 1.

- d. Added language to not allow members to serve on both the Board of Directors of the Society concurrently with the Board of Directors of the Educational Foundation.

Section 8.

Added language to provide that the budget be presented to Council in a manner prescribed by the Board of Directors.

#### ARTICLE VI – COMMITTEES

Added language that the chairman-elect appoints chairs and vice chairs of sections and task forces and selects members of committees, sections and task forces.

#### ARTICLE VII – DUTIES OF STANDING COMMITTEES

Changed titles to correspond with preceding language.

Added language to provide that the Nominating Committee assemble and present the slate of officers, directors, Leadership Council members and representatives to the AICPA Council in accordance with the bylaws.

#### ARTICLE VIII – MEETING OF THE SOCIETY

Section 2.

Changed the number of Fellow members required to call a special meeting of the Society to one percent and a 10 day notice is required.

#### ARTICLE XI – CODE OF PROFESSIONAL CONDUCT

Section 3.

- a. Changes were made to provide that the GSCPA adopt any amendment to the Code of Professional Conduct implemented by the AICPA, unless taking action to the contrary within six months.

Section 4.

- a. Language added to provide that members of the Society charged with a violation of the Code of Professional Conduct be handled in accordance of the agreement between the Society and the AICPA.
- b. Language removed to allow for the Society to hold hearings.
- c. Language removed to allow for hearing panels.

Section 5.

- a. Language added to allow members to resign after notification of a pending investigation; case will then be automatically submitted to the State Board of Accountancy.
- e. All language removed that addresses how the Society's Professional Ethics Committee or hearing panel shall assess penalties for violations.
- g. Language removed regarding appeals from the AICPA to be handled by the Board of Directors.

#### ARTICLE XII – LOCAL CHAPTERS

##### ORGANIZATION

Section 2.

Language added to allow the Board of Directors to set minimum criteria for all chapters.

Section 3.

Language added to allow chapter to merge, if desired, and to define how to go about implementing the merger.

- a. Language added to address how funds shall be handled if a merger takes place.

Section 4.

Language added to address voluntary dissolution of a chapter.

Section 5.

Language added to address failure to meet the minimum criteria.

#### ARTICLE XIII – LEADERSHIP COUNCIL

Language added to change the name of Council to Leadership Council.

Section 2.

Added an additional representative from sections to the serve on Leadership Council.

Section 3.

Council members-at-large shall serve a three year term and shall hold office until their successors are elected and installed.

Section 5.

Council will meet a minimum of two times per year and a special meeting can be called by the chairman or by not less than 25 percent of members of Council.

Section 6.

Due to the three year term, one-third of the members shall be elected annually.

Section 8.

Corrected language regarding the failure of Council to ratify the budget.

#### ARTICLE XIV – SECTIONS

Section 5.

Language added to allow the Board of Directors to establish sunset provision for sections.