

**The Georgia Society of CPAs
Spring Council Meeting
May 13, 2019
Hyatt Regency Savannah
Savannah, Georgia**

Minutes

Board of Directors:	Council Members at Large:	Council Members At large Continued:	Past Presidents/Chairs:
K. Scott Collins	Arthur Auerbach	Martha Merritt	Julian Deal
James Freeman	Cromwell Baun	Beth Morrison	Harvey Tarpley
Kirk Jarrett	Jason Blair	Howard Mosby	John Giddens
Tom Harrison	Walt Bryde	Larry Nichols	Jim Underwood
Karen Drescher	Ross Cannon	Denise O'Connell	Denise Mummert
Kathryn Fletcher	Al Caproni	Clay Pilgram	Paula Mooney
Carlton Hodges	Amanda Carmen	Jodi Prevost	Stewart Carlin
Debbie Thaw	Carlton Collins	David Sawyer	Colin Blalock
James Underwood	Lisa Conti-Bacon	Randy Shrum	Darrell Thaw
Cecily Welch	Kelly Cranford	Mike Skinner	Lowell Mooney
Boyd Search	Frances Deal	Geoffrey Smith	Rodney Chandler
	Sara Dekutowski	Joetta Thomas	
	Frank D'urban Jackson	Chuck Thornton	
Staff:	Laurie Dyke	Brandon Verner	Chapter Presidents
Greg Wilder	Darla Eden	James Warren	Jay Shirah
Elizabeth Cook	Robert Fields	Van Warren	Bob Dow
Callie Hammond	Jeffery Forrestall	Randall Webb	David Payne
Jessica Mytrohovich	David Geer	Maliece Whatley	Mike Lopata
Missy Ureda	Denise Grove	Greg Chapman	Josh Gardner
Calvin Wong	Bill Harshman	Valerie Bowron	Roderick Williams
Colleen McGlade	John Holden		Melanie Orsini
Don Cook	JD Hunt	Chapter Representatives	Tiffany Jenkins
Steve Olsen	Mike Imber	John Snider	Kyle Baxter
	Tabitha Jones	Taylor Hinson	Bo Jackson
	Brian Klinkert	Rita Spralling-Williams	
	Ralph Knight	Amy Massey	
	Steven Laine	Rob Schwarzmann	
	John Masters	Denise Smith	
	Jerry Maxwell	Billie Baxter	

I. Call to Order

Scott Collins, chair, called the meeting to order at 9:03 a.m. and a quorum was established.

II. Presentation of the Flags and National Anthem

The Georgia Society of Sons of the American Revolution presented the colors and said the pledge of allegiance. Mr. Collins recognized the veterans in the room.

III. Invocation

Harvey Tarpley provided the invocation.

IV. Recognition of Past Presidents/Chairs

Mr. Collins recognized the past presidents and past chairs in attendance.

V. Approval of Minutes

The 2018 Fall Leadership Council meeting minutes were accepted as presented.

VI. Chair's/CEO Report

Boyd Search, CEO and Mr. Collins approached the podium.

Mr. Search acknowledged Karen Drescher and Rodney Chandler in the room. They are rolling off the GSCPA Board of Directors this year. He thanked them for their service.

Mr. Collins mentioned the chapters he has visited all over the state. There have been a lot of response and decent crowds, good energy and he enjoyed those visits. GSCPA started a 100% Membership Program for firms with 10 or more CPAs. There are currently 6 firms enrolled. He read the names of the firms who are enrolled. He mentioned Member Summits. This will be a new program that begins in two weeks. There are five scheduled Member Summits: Albany, Columbus, Savannah, Augusta, Athens. This is a free program for 4 hours of CPE. He encouraged the Council to sign up and attend. There will be one set up in the Atlanta area in the upcoming months.

Mr. Search spoke about the pace of change. It is faster than ever. The global economy and the impact of technology is significant. The skill sets to be successful in the profession are also changing. The Ethics CPE requirement is probably going to happen, but GSCPA wants to make sure that it is best for those in the profession. Paul Ziga will have a session at Annual Convention and a short blurb at the Member Summit to elaborate further.

Mr. Search talked about the future of jobs report. The outlook for jobs creation is good; however, the top ten declining jobs would include accounting and auditing, bookkeeping and payroll clerks, etc. We need to understand the impact that this will have on the people coming into the work place in these roles.

CPA Evolution - A combined NASBA-AICPA effort aimed at evolving CPA licensure to reflect the skills and knowledge of CPAs increasing a need in a technology driven marketplace. How do we change the exam to meet the needs of the upcoming employees? Colleges and universities change slowly but can't keep up with the rapid change of society.

Mr. Search directed the room to log into an online poll. He asked a couple questions and had those in the room answer on the word cloud. What are the skill sets required to for a newly

minted CPA or recent college graduate to be successful in your field? The floor opened for discussion. Some of the top words in the world cloud were: communication, critical thinking, technology, leadership, lifelong learning.

VII. Treasurer's Report

Kirk Jarrett presented the treasurer's report.

The overall change in net assets is positive for this month including the investments. Excluding the investments, we are still positive. The biggest piece is the appreciation, which is negative due to PAC activity.

The Investment Committee met in December to make the decision to put out an RFP for the relationship with UBS for the investment, insurance trust and line of credit. There have been 18 responses to the RFP and GSCPA has narrowed it down. The goal is to have a decision made by June 30 and then transition.

The members received the treasurer's report as presented.

VIII. Ratification of the Budget

Mr. Jarrett gave the update.

The Council Members received the budget packet prior to the meeting. Mr. Jarrett gave the background on the budget process and mentioned the names of the Budget Committee. The committee budgeted a deficit which is typical for a non-reporting year. The budget committee proposed a \$10 dues increase and a \$10 increase for one and two day conferences. For operations, there are some cost of living adjustments for salaries and increases in technology investments to keep things afloat.

Mr. Jarrett made a motion to ratify the budget. The floor opened for discussion. Hearing none, he called for a vote. All in favor say aye. Any opposed say nay. There were no nays.

The budget was ratified.

IX. GSCPA Bylaws

Stewart Carlin, chair of the bylaws committee, and Greg Wilder approached the stand.

It has been about 10 years since GSCPA updated the bylaws. The committee suggested that every 5-10 years GSCPA reviews them. Mr. Carlin mentioned the names of the members on the bylaws committee. There were three themes – clean up, modernize, and create ultimate flexibility. Mr. Wilder reviewed the voting process. There will need to be a 2/3 affirmative vote of any Fellow member in the room. He reviewed the proposed bylaws.

A motion from the task force requires a 2/3 vote. If there are any amendments in this meeting, there will need to be a 50% passing vote.

The floor opened for discussion.

Motion 1 – Paula Mooney moved that Article III Section 10c be reverted to its original language and read “Fellow members of the Society, except those in retirement, shall demonstrate compliance with a state licensing requirement or a State Board of Accountancy continuing education requirements.

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. **The motion passed.**

Motion 2 – Laurie Dyke moved that Article III, Section 6 be amended to say “any person not a certified public accountant, by virtue...[remove any citizen of any other state].

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. There were no nays. **The motion passed.**

Motion 3 – Laurie Dyke moved that Article IV, Section 2 be amended to say “...except the Secretary and chief executive officer...[remove CEO]”

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. **The motion passed.**

The motion was amended. She moved that Article IV, Section 1 be amended to say “...chief executive officer (CEO).”

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. There were no nays. **The motion passed.**

Motion 4 – Colin Blalock moved that Article I Section A should leave “the fiscal year of the Society shall be the period commencing with June 1 and ending May 31.”

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. It was not determined that a 2/3 verbal vote was established. Paper votes were passed out to the members in attendance. Daryl Thaw and Jim Underwood counted the paper votes. **The motion failed.**

Motion 5 – John Masters moved that Article III Section 12 shall state “The Board of Directors shall have the authority to terminate the membership of any member of The Society for the failure to comply with the membership requirement specified herein.”

The motion was seconded by Bill Harshman. The floor opened for discussion. All those in favor said aye; any opposed said nay. There were a few nays, but the ayes had it. **The motion passed.**

Motion 6 – Amanda Carmen moved that Article III, Section 3 to continue to read as is “...A fellow member...reach age of 65, who has paid 20 year’s dues to the Society, in good standing and substantially retired” so that the bylaws clearly define the criteria to allow a fellow member to reach the status Life Fellow Member in The Society”

The motion was seconded by many. The floor opened for discussion. Scott Collins reread the motion. All in favor to keep the bylaws as is, said aye; any opposed said nay. It was not determined a 2/3 verbal vote was established. Paper votes were passed out to the members in attendance. Daryl Thaw and Jim Underwood counted the paper votes. **The motion failed.**

Motion 7 – *Al Caproni moved that Article III, Section 12 should add the following language to the end: “for unprofessional behavior or actions bringing disrepute on the profession.”*

The motion was seconded by Amanda Carmen. The floor opened for discussion. All those in favor said aye; any opposed said nay. The nays prevailed. **The motion failed.**

Motion 8 – *Bob Dow moved that Article X, Section IV phrase “the than operative joint ethics enforcement...” in the third degree to the last line shall be changed to read: “the then operative joint ethics enforcement procedure.”*

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. There were no nays. **The motion passed.**

Motion 9 – *Stewart Carlin made a motion to approve the bylaws as recommended by the task force and the Board of Directors to send to the membership for the final vote.*

The motion was seconded by many. The floor opened for discussion. All those in favor said aye; any opposed said nay. There were no nays. **The motion passed.** The bylaws were approved.

X. Nominating Committee Report

Rodney Chandler, chair of the Nominating Committee, shared the report. He mentioned the names of those who served on the committee. A list of the Council Members-at-Large, Board of Directors and new Chairman was given to the Council in their meeting packets. The Council received the Nominating Committee Report.

The Council meeting recessed for the Educational Foundation Meeting.

XI. Educational Foundation Annual Meeting of the Members

Robert Fields, president of the Educational Foundation provided the report. He called the meeting to order.

He gave a scholarship update. Scholarships ranging from \$1,000-\$5,000, for a total of \$76,025, were awarded to 50 accounting students from 14 different Georgia universities and colleges. The Foundation awarded an additional \$23,000 in scholarships through the Chapter Matching Funds Program, and GSCPA chapters granted Georgia universities and colleges with \$2,250 in institutional support for a grand total of \$101,275.

He presented the slate of directors to be voted on during the annual meeting of the members: Colin Blalock, Howard Mosby, Susan Robinson, Lydia Rosencrants, Geoff Smith, Dwight Sneathen, Darrell Thaw. Secondly, he presented the following director to fill one remaining

year of a 3-year term: Phillip Buelterman. Mr. Fields called for a motion. The Council voted and the motion passed.

The following proposed officers for 2019-2020 will be voted on electronically by the Foundation Board of Directors after the Annual Meeting of the members: Jodi Prevost, president; Clay Pilgrim president- elect; Kelly Cranford, treasurer; Abriel Davis, secretary.

There was not a quorum in the Educational Foundations' meeting yesterday, so he brought the budget for the Council members to vote on in this meeting. A motion was made and approved for the Educational Foundation budget.

Mr. Fields closed with an update from the Educational Foundation Golf Tournament. The 2019 golf tournament was held on April 22 at Atlanta National Golf Club. 95 players were in attendance and approximately \$20,000 was raised.

Reconvene the Council Meeting

XII. Legislative Update

Don Cook and Art Auerbach gave an update.

XIII. Insurance Trust Update

Carlton Hodges gave the update. He thanked his fellow trustees – Jim Underwood, Scotty Jones, Daryl Thaw, Rodney Chandler, Scott Collins, James Freeman, and Kirk Jarrett.

XIV. Open Forum

Debbie Thaw announced the dates for 2019 Annual Convention in Charleston, SC on June 16-19, 2019.

Walt Bryde made an announcement on behalf of Denise Grove. The Financial Literacy Task force has created a new slide show presentation to talk about scams that are going on for seniors. To schedule a presentation at a senior center, the Council members can contact Mr. Bryde.

XV. Adjourn

Mr. Collins thanked everyone for their time, and for being apart Leadership Council. The meeting adjourned at 1:56 p.m.

Respectfully submitted,



Boyd E. Search, CAE
Chief Executive Officer/Secretary