



# The Georgia Society of CPAs

## THE GEORGIA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, INC. BYLAWS PROPOSED CHANGES

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### ARTICLE I - NAME AND FORM OF ORGANIZATION

The corporate name of this Society shall be ~~the~~The Georgia Society of Certified Public Accountants, Inc., hereinafter designated as the Society. The Society was chartered by the Superior Court of Fulton County, Georgia, on August 10, 1934, and it shall be governed by said charter and the following bylaws.

The form of organization of the Society shall be as follows:

- a. The membership of the Society shall be composed of Fellow, Life Fellow, Associate, Student, and Honorary members as provided in Article III. The Society shall hold regular meetings as provided in Article VIII. ~~The fiscal year of the Society shall be the period commencing with June 1 and ending May 31.~~
- b. Every member of the Society may elect to be, but shall not be compelled to be, a member of a chapter ~~and/or section(s)~~ of the Society as described in Article XII ~~and Article XIV~~. ~~The manner and timing of the election to join a chapter or section(s) shall be as prescribed by the~~

~~Board of Directors.~~ Those members not choosing to be members of chapters will be members-at-large.

## ARTICLE II - MISSION

**Section 1.** The Society is the professional organization for all Certified Public Accountants in Georgia. The mission of the Society is to help members achieve their vision of the future by ~~...~~:

- a. Providing leadership in a changing environment,
- b. Offering opportunities to learn and demonstrate skills critical to success,
- c. Promoting and advancing the accounting profession, and
- d. Fostering high standards of integrity and objectivity.

## ARTICLE III - MEMBERSHIP: ~~ELIGIBILITY AND ELECTION~~

**Section 1.** The membership shall be composed of Fellow, Life Fellow, Associate, Student, and Honorary members.

### FELLOW MEMBERS

**Section 2.** The following persons may become Fellow members:

- a. Persons who have obtained certified public accountant certificates from the Georgia State Board of Accountancy, who meet other eligibility requirements under these bylaws, and who may be elected as provided in Section 7 of this Article.
- b. Certified Public Accountants or Chartered Accountants who hold certificates from states or countries that have licensing standards equal to those of the Georgia State Board of Accountancy, who meet other eligibility requirements of these bylaws, and who may be elected as provided in Section 7 of this Article.
- b.c. Fellow members of the Society (including Life Fellows) have the exclusive right to vote at meetings of the Society and on Society matters.

### LIFE FELLOW MEMBERS

#### ~~Section 3. Eligibility Requirements for Membership~~

~~Persons applying for membership who are engaged in the practice of public accounting as proprietors, partners, or shareholders or as employees who have been licensed as Certified Public Accountants for more than two years must be practicing in firms enrolled in a practice monitoring program approved by the board of accountancy in the state of licensure or the Board of Directors.~~

~~The Board of Directors may establish criteria to allow a Fellow member to reach the status of Life Fellow member in the Society. Any changes in criteria by the Board of Directors will not be retroactive. A Fellow member who has reached the age of 65 years, who has paid 20 years' dues to the Society, who is in good standing, and who has substantially retired from active practice or employment shall be eligible for advancement by the Board of Directors to Life membership. Such recognition by the Board shall be evidenced by suitable writing, which shall include a~~

statement that no further dues shall be charged to the life member but that all other provisions of the bylaws apply.

Life Fellow members shall retain all the rights and privileges assigned to Fellow members of the Society and are considered Fellow members for the purposes of these Bylaws.

## **ASSOCIATE MEMBERS**

**Section 4.** The following persons may become Associate members:

- a. Persons who have taken the examination prescribed by the State Board of Accountancy as a prerequisite to becoming a Certified Public Accountant in Georgia and who continue to take the examination at least annually until they have passed all parts of the examination.
- b. Persons (other than Certified Public Accountants) employed on the professional and/or administrative staffs of practicing Certified Public Accountants of Georgia.
- c. ~~Persons (other than Certified Public Accountants) Members in good standing of the Georgia Association of Accounting Educators~~ who are ~~full-time~~ faculty members of an accredited college or university ~~in Georgia~~.
- d. Persons in addition to the foregoing who have passed the examination prescribed by the State Board of Accountancy as a prerequisite to becoming Certified Public Accountants in Georgia but who have not yet received their certificates.
- e. Other accounting/finance related professionals as defined by the Board of ~~Directors,~~ ~~and Directors and~~ approved by Leadership Council.

## **STUDENT MEMBERS**

**Section 5.** Membership is open to all college and university students, including graduate students, who attend an accredited institution. Student membership is automatic upon completion of requirements as set forth by the Board of Directors and extends one year past graduation or until student member is elected to another membership classification.

## **HONORARY MEMBERS**

**Section 6.** Any ~~citizen of Georgia~~ ~~person~~ not a Certified Public Accountant ~~or any citizen of any other state~~, by virtue of such person's prominence in public life or in the business world or for some significant service rendered to the world of business or accounting, may be elected an honorary member.

## **ELECTION OF FELLOW MEMBERS**

**Section 7.** All applications shall be made ~~in writing in the~~ ~~in a~~ form approved by the Board of ~~Directors,~~ ~~and Directors and~~ shall include remittance of all fees and dues established by the Board. The secretary of the Society shall provide, in a manner prescribed by the Board of Directors, applications for consideration and approval of membership. The applicant shall be given notice informing them of the action on their application.

## **ELECTION OF ASSOCIATE MEMBERS**

**Section 98.** Election of Associate members shall be in the same manner as in the case of Fellow members. Associate members having fulfilled the necessary requirements shall automatically become Fellow members without any increase in dues until the succeeding fiscal year.

Associate members who become ineligible for membership solely because of change in employment shall remain Associate members until the end of the fiscal year for which dues have been paid, but no longer.

## **ELECTION OF HONORARY MEMBERS**

**Section 89.** Any Fellow member may propose for Honorary membership such persons as described in Section 6 of this article. Such proposal shall be in ~~writing a form approved by the~~ Board of Directors addressed to the secretary of the Society and shall contain a review of said nominee's prominence in public life and recite the nominee's claims to signal honors of public service.

The secretary shall present the proposal at the next meeting of the Board of Directors. If the Board gives the proposal unanimous approval, it shall be presented to the next meeting of the Society. ~~In voting upon the nomination for Honorary membership in the meeting, one negative vote by any Fellow member shall be sufficient to withdraw the nomination. Consequently, Honorary members may be elected only by unanimous vote in the Society meetings. The Fellow Members at this meeting of the Society must approve the Honorary membership by a two-thirds vote.~~

## ~~**ELECTION OF ASSOCIATE MEMBERS**~~

~~**Section 9.** Election of Associate members shall be in the same manner as in the case of Fellow members. Associate members having fulfilled the necessary requirements shall automatically become Fellow members without any increase in dues until the succeeding fiscal year.~~

~~Associate members who become ineligible for membership solely because of change in employment shall remain Associate members until the end of the fiscal year for which dues have been paid, but no longer.~~

## **MEMBERSHIP RETENTION**

**Section 10.** Requirements for Retention of Membership Members of the Society shall:

- a. Pay dues as established by the Board of Directors.
- b. Conform to these bylaws and the rules of the Code of Professional Conduct.
- c. 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 requirement.
- d. Practice in firms enrolled in a practice-monitoring program approved by the Board of Directors, if they are engaged in the practice of public accounting as a proprietor, partner, shareholder, or as an employee who has been licensed as a Certified Public Accountant ~~for~~ more than two years.

The Board of Directors shall ~~designate a body with~~have the authority to grant exceptions for reasons such as health, military service, foreign residency, and other similar reasons.

### **MEMBERSHIP RESIGNATION**

**Section 11.** Resignations of members may be offered in writing at any time and shall be effective on the date of acceptance by the Board of Directors. No resignation shall be considered by the Board of Directors as long as a complaint against the member seeking to resign is under consideration by the Professional Ethics Committee or the Joint Trial Board.

### **MEMBERSHIP TERMINATION**

**Section 11.12.** The Board of Directors shall have the authority to terminate the membership of any ~~associate or student~~ member of the Society for the failure to comply with the membership requirements specified herein-

### **MEMBERSHIP REINSTATEMENT**

**Section 13.** By a majority vote, the Board of Directors may reinstate any member who has resigned, been suspended, or terminated upon:

- a. Application of such member.
- b. Payment of any amounts owed to the Society.
- ~~a.c.~~ Satisfactorily complying with the membership requirements of the Society.

## **ARTICLE IV - OFFICERS AND THEIR DUTIES**

**Section 1.** The officers of the Society shall be the chair~~man~~, chair~~man~~-elect, treasurer, ~~and~~ secretary, and chief executive officer (CEO):-

**Section 2.** The officers, except the secretary and CEO, shall be elected for one year at the annual meeting of the Society, shall be installed at the first Board of Directors meeting occurring after June 1 of each year, and shall hold office until their successors are chosen and installed. All officers (except the secretary) must be Fellow members of the Society and must have served on the Board of Directors in one of the three immediately preceding years. The officers shall be elected from nominations submitted by the Nominating Committee and from nominations submitted in writing by any 10 Fellow members. All nominations must be submitted in writing to the membership (through the secretary) at least 30 days prior to the annual meeting. The secretary of the Society shall be elected and installed by the Board of Directors at its first meeting after June 1 of each year.

### **Section 3. Duties of the Chair~~man~~ of the Board of Directors**

In addition to the duties and prerogatives described elsewhere in these bylaws, the Chair~~man~~ of the Board of Directors shall preside at all meetings of the Society, the Board of Directors and Leadership Council; shall enforce the bylaws of the Society; shall conduct correspondence

appropriate to carrying out the duties of the office; shall establish and appoint members, including the chairs of such committees, ~~sections~~ and task forces, and other groups of the Society as are necessary to meet the needs of the Society's membership and shall require accountability of the ~~Chief~~ chief Executive executive Officer-officer of the Society in all matters relating to the Society's business; and shall perform all executive and other duties ordinarily appertaining to the office of chair~~man~~. The chair~~man~~ shall also serve as a member of Council of the American Institute of Certified Public Accountants (AICPA).

#### **Section 4. Duties of the Chair~~man~~-elect**

In the event of the absence, disability, or refusal of the chair~~man~~ to act, the chair~~man~~-elect shall act in the chair~~man~~'s stead. ~~In addition, the chairman-elect shall automatically succeed to the office of chairman in the next year.~~ In absence of the chair~~man~~ and chair~~man~~-elect, the Board of Directors shall designate one of the directors to act in the interim.

#### **Section 5. Duties of the Treasurer**

The treasurer shall have charge of all securities and funds of the Society that shall be invested in accordance with a written policy approved by the Board of Directors. The treasurer shall keep financial records of the Society in accordance with generally accepted accounting principles and shall render a full report annually, or more often if requested by the Board.

#### **Section 6. Duties of the Secretary**

The secretary shall keep full and complete minutes of the meetings of the Society, the Board of Directors, and Leadership Council; conduct correspondence; issue notices; keep a register of all members ~~showing names, places of business, whether Fellow, Associate, Student or Honorary members, and dates of admission to membership~~; and shall perform all other duties usually appertaining to this office.

#### **Section 7. Chief Executive Officer (CEO)**

The ~~Chief~~ chief Executive executive Officer-officer shall serve as president of the legal corporation; shall have overall responsibility for the day-to-day management of the Society; shall establish procedures as are necessary to accomplish the directives of the Board of Directors; shall maintain staffing as is necessary to accomplish the directives of the Board of Directors; shall approve expenditures of funds as necessary and as is within the budget of the Society; shall enter into contractual agreements on behalf of the Society within parameters set by the Board of Directors; and shall have other responsibilities as defined by the Board of Directors. The CEO shall be an employee of the Society and serves at the pleasure of the Board of Directors.

#### **Section 8. Indemnification**

The Society shall indemnify to the full extent authorized by law ~~for the good faith exercise of judgment in the performance of assigned duties any person made or threatened to be made a party to any action, suit, or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that the person is or was~~ each person who may serve or who has served at any time as a member of the Leadership Council, the Board of Directors, any other committee,

an officer, employee, or any member acting as an authorized agent of the Society or any affiliated entity or serves or served any other enterprise as a director, trustee, officer, or employee at the request of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society. Notwithstanding the foregoing, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Society unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification under this Section (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that ~~In any instance where the laws of the State of Georgia permit~~ indemnification to be provided to a person who is or was a member of the Leadership Council, the Board of Directors, any other committee, officer, or employee of the Society is proper in the circumstances because he or she has met the applicable only on a determination that certain specified standards of conduct set forth in this Section. have been met, upon Upon application for indemnification by any such person, the Society shall promptly cause such determination to be made:

- a. ~~(i) b~~by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
- b. ~~(ii) if if~~ a quorum cannot be obtained by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the ~~—~~proceeding; or
- b. by
- e. ~~(iii) by by~~ special legal counsel selected by the Board of Directors or its committee in the manner prescribed in ~~(ia)~~ or ~~(ib)~~, or if a quorum of the Board of Directors cannot be obtained under ~~(ia)~~, and a committee cannot be designated under ~~(ib)~~, selected majority vote of the full Board of Directors (in which selection directors who are parties may participate); ~~or~~ (iv) by the members who are not parties to the proceeding.

f.c.

As a condition of any such right of indemnification, the Society may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Society and at the expense of the Society; and any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Without limiting the generality of the foregoing, the Society may contract for insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any of the foregoing persons pursuant to this section or otherwise as permitted by law, and may also contract for companion insurance directly insuring any or all of such persons against liabilities and expenses.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1.** The governing body of the Society shall be a Board of Directors (the Board) consisting of:

- a. The officers of the Society: the chair~~man~~, chair~~man~~-elect, and the treasurer. The secretary is a non-voting member.
- b. Nine statewide directors elected at the annual meeting by the same nominating, election, and installation procedures as in the case of officers. All directors must be Fellow members. These directors shall serve two-year staggered terms and may not serve more than two successive terms as a director. These directors shall serve in capacities as directed by the chair~~man~~.
- c. The immediate past chair~~man~~.
- d. No person shall concurrently serve as an officer or director on the Board of the Society and as an elected officer or director on the Board of Directors of ~~the~~The Educational Foundation of ~~the~~The Georgia Society of Certified Public Accountants, Inc.

**Section 2.** The Board of Directors shall have general charge and control of the affairs, funds, and property of the Society and shall carry out the purposes of the Society in accordance with these bylaws; but the Board may not alter, amend, or rescind any resolution or motion duly adopted at a meeting of the Society.

**Section 3.** The chair~~man~~ may call meetings of the Board as deemed necessary. Notice of such meetings shall be given at least 10 days before the date called. In no event shall the Board meet less than ~~six~~four times annually. The secretary shall call a special meeting of the Board when requested in writing to do so by the chair~~man~~ or by not less than four voting members of the Board. Notice of the special meeting shall be given 10 days before the date called.

**Section 4.** The procedures for removal of officers or directors are as follows:

- a. Any officer or director may be removed by a two-thirds affirmative vote of the voting members of the Board present in person at a special meeting called for the purpose of considering such removal.



- b. Any director, other than a director serving by virtue of the position as a past chairman of the Society, shall automatically be removed from office after having missed three consecutive meetings of the Board. The Board by a two-thirds affirmative vote of the voting members of the Board present may allow a director coming under this section to continue to serve.

**Section 5.** The Board of Directors shall keep a record of its proceedings and submit at each annual meeting a general report of the affairs of the Society and shall report at such other times as it may deem advisable or when so requested in writing by not less than 10 members of the Society.

**Section 6.** The Board of Directors, upon consultation with the Nominating Committee, shall have power to fill all vacancies that may occur among the officers, standing committees, and directors.

**Section 7.** In respect to all questions of construction of these bylaws, the decision of the Board, or a majority thereof, shall be final and binding.

**Section 8.** The Board of Directors each year shall adopt an annual budget showing the amount of money required for purposes of the Society for the ensuing year. The adopted budget shall be presented to Leadership Council for ratification in a method prescribed by the Board of Directors. No debts shall be contracted and no money spent for purposes other than provided for in said budget or in excess of the aggregate amounts provided for in said budget, unless such expenditures shall be approved by at least a two-thirds affirmative vote of the Board of Directors present at a duly called meeting of the Board (~~or at least a two-thirds affirmative vote of the Board of Directors if voted on by mail ballot~~). ~~No debts shall be contracted and no money spent in amounts in excess of those specifically provided for in said budget, unless such expenditures shall be approved by at least a two-thirds affirmative vote of the members of the Board of Directors~~ and do not violate any other provisions of this section.

**Section 9.** The presence ~~in person~~ of seven voting members of the Board of Directors shall constitute a quorum.

a. In meetings of the Board of Directors, no voting by proxy shall be permitted.

~~b. Directors may participate in any meeting through the use of conference telephone communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.~~

~~e.b. Directors may participate in any meeting through the use of any available electronic means of communication provided that all persons participating in the meeting have nearly simultaneous access to the communications of each other. Such participation in a meeting shall constitute presence in person at the meeting.~~ Directors may participate in any meeting using a communication method approved by the Chair of the Board of Directors. Approved communication methods should allow for simultaneous discussion and access for meeting materials. Such participation in a meeting shall constitute presence at the meeting.

## ARTICLE VI - COMMITTEES

There shall be three regular standing committees, namely the Nominating Committee, the Audit Committee, and the Peer Review Executive Committee. In addition, the members of the Board of Directors at any meeting of the Board or the chair~~man~~ may designate such committees as may seem desirable to carry out the purposes of the Society, and the Board or the chair~~man~~ shall specify the number of members to compose each such committee and the duties thereof. A Professional Ethics Committee shall be among those designated and its duties and responsibilities shall include those described in Article XI.

Except for the Nominating Committee and the Audit Committee, the chair~~man~~-elect shall select the committee~~, section~~ and task force chairs and vice chairs, who must be Fellow members, and committee~~, section~~ and task force members for the following year. The chair~~man~~ and chair~~man~~-elect of the Society shall not be members of the Audit Committee and the Peer Review Executive Committee. The chair~~man~~ and chair~~man~~-elect shall be voting members of the Nominating Committee and ex-officio members of all other committees. Unless specified otherwise in other sections of these bylaws, the terms of all committees shall expire with the end of the fiscal year. A majority of each committee shall constitute a quorum thereof.

## ARTICLE VII - DUTIES OF THE STANDING COMMITTEES

### Section 1. Nominating Committee

The Nominating Committee shall be composed of nine Fellow members as follows:

- a. The immediate past chair~~man~~ who shall serve as chair~~man~~.
- b. Six members elected by Leadership Council from a group comprised of Fellow members nominated by any ~~committee, section, chapter, or~~ Fellow member in writing to the secretary no later than 10 days prior to the fall meeting of Leadership Council.
- c. The chair~~man~~ and chair~~man~~-elect of the Society.

A member elected to the Nominating Committee in accordance with provision ~~2-b~~ above shall serve a term of two years. The terms shall rotate so that three members will be elected each year. A member may not serve consecutive terms and may only serve three terms in total, excluding any service under provisions ~~1-a~~ and ~~3-c~~ above.

No chapter, company, or firm shall have more than two members of the Nominating Committee at the time the member is elected.

Should a member be unable to complete the two-year term, a member shall be elected to serve the remaining period of that term at the first Leadership Council meeting following the occurrence. If the remaining period is more than twelve months, such service will be considered one term.

In addition to the duties and prerogatives described elsewhere in the bylaws, the Nominating Committee shall assemble and present a slate of officers, directors, Leadership Council members-at-large and elected or designated representatives to the AICPA Council in accordance with the requirements of the bylaws.

## **Section 2. Audit Committee**

There shall be an Audit Committee composed of three persons who at the time of their appointment are members of Leadership Council. Members of the Audit Committee may not serve during the term of their appointment as members of the Board of Directors. Each member shall serve for a term of three years. No two members shall be from the same chapter, company, or firm of the Society at the time of appointment. New members of the Audit Committee shall be recommended by the chairman and appointed by Leadership Council at its fall meeting.

The Audit Committee is responsible to Leadership Council and should report directly to it. The Audit Committee shall develop a charter using the guidelines of the AICPA and the charter shall be approved by the Board of Directors. ~~Duties of the Audit Committee include:~~

- ~~1. Recommending the independent auditor for appointment by the Board.~~
- ~~2. Overseeing the annual audit by the independent auditor.~~
- ~~3. Conferring with the independent auditor and responding to inquiries.~~
- ~~4. Reviewing findings and recommendations of the independent auditor.~~
- ~~5. Presenting the auditor's report to the Leadership Council.~~
- ~~6. Performing any other duties deemed appropriate by the committee giving consideration to recommendations by Leadership Council and the Board of Directors.~~

## **Section 3. Peer Review Executive Committee**

There shall be a Peer Review Executive Committee, which may have one or more subcommittees, which shall be responsible for any practice-monitoring program approved by the Board of Directors. The Peer Review Executive Committee and all subcommittees shall be established in accordance with the ~~“Standards for Performing and Reporting on Peer Reviews”~~ Peer Review Program of the American Institute of Certified Public Accountants and, accordingly, each committee member must meet the qualifications described in those standards.

Members of the Peer Review Executive Committee and of subcommittees shall be appointed by the chairman ~~and shall serve for a minimum term of three years, with a maximum term of six consecutive years. The terms of service shall be staggered so that members are appointed or reappointed each year. The chairman shall appoint the chairs of the Peer Review Executive Committee and subcommittees from committee members serving the previous year.~~

The Peer Review Executive Committee shall be composed of seven at least five members, including those who also serve as chairmen of subcommittees. The committee shall be responsible to the Board of Directors and shall report directly to it. Duties of the Peer Review Executive Committee include:

- a. Responsibility for establishing and administering the practice-monitoring program in accordance with AICPA and Society standards.
- b. Adoption of relevant policies and procedures to achieve the educational objectives of the practice-monitoring program.
- c. Oversight and guidance of all subcommittees and Society personnel responsible for the practice monitoring program.

All subcommittees of the Peer Review Executive Committee shall be responsible to the Peer Review Executive Committee and shall report directly to it. Each subcommittee shall be composed of sufficient members to perform the duties determined and established by the Peer Review Executive Committee.

## **ARTICLE VIII - MEETINGS OF THE SOCIETY**

**Section 1.** The annual meeting of the Society shall be held on the date and place set by the Board of Directors.

**Section 2.** The chairman may call a special meeting. The chairman shall call a special meeting of the Society within 30 days when requested in writing to do so by not less than one percent of Fellow members of the Society. Notice of the special meeting shall be given at least 10 days before the date called and shall specify the reason for the call.

**Section 3.** At any Society meeting or session thereof, the presence of 25 Fellow members in person shall be required to constitute a quorum.

**Section 4.** Only Fellow members present in person shall be entitled to vote at Society meetings.

~~**Section 5.** In case of dispute as to parliamentary procedure, Robert's Revised Rules of Order shall prevail.~~

## **ARTICLE IX - ANNUAL DUES AND FEES**

**Section 1.** The annual dues for each class of membership ~~as defined in Article III~~ shall be set annually by the Board of Directors and shall be payable upon receipt of statements.

**Section 2.** The Board of Directors shall set all fees and dues that must accompany each application for membership.

**Section 3.** ~~A portion of the Chapter~~ annual dues shall be remitted to each chapter within a reasonable period following collection. ~~The amounts to be remitted to each chapter, or the basis to be followed in determining the amounts of such remittances, shall be set for each fiscal year by the Board of Directors in the budgeting process.~~

**Section 4.** Any Society member who has become totally disabled shall be exempt from annual dues. Further, the secretary of the Society shall review annually the disability status of those members who have been exempt from annual dues because of total disability.

**Section 5.** The Board of Directors may, whenever in their judgement the best interests of the Society require it, waive the annual dues and any assessment of any Fellow or Associate member who would otherwise be unable to retain membership in the Society.

## **ARTICLE X - PENALTIES**

**Section 1.** If any member shall not pay all dues within three months after they become due and after two notices shall have been mailed to such member by the treasurer, or if membership requirements as provided by Article III, Section 10 are not met, the member shall automatically be suspended from membership, provided that the Board of Directors shall have the power to extend the time limit in specified instances to not later than the end of the fiscal year.

**Section 2.** Any member so automatically suspended may be reinstated upon meeting the membership requirements and upon payment of dues and a reinstatement fee as set by the Board of Directors, or by a two-thirds affirmative vote of the Directors present at any regular or special meeting of the Board of Directors.

**Section 3.** Members suspended for non-payment of dues shall have their memberships terminated by a majority vote of the Board of Directors before the end of the fiscal year.

## **ARTICLE XI - CODE OF PROFESSIONAL CONDUCT**

**Section 1.** It shall be the duty of each member of the Society to observe the ethical proprieties of the profession, remembering that the public's reliance upon CPAs' reports can be maintained only by the utmost diligence in the determination and clear presentation of essential information; that the client's confidences are to be held inviolate; that any business affiliation, commitment, or undertaking should be avoided if it is inconsistent with the dignity of the profession or may impair the impartiality of the member's attitude or the confidence of the public; ~~and that solicitation or lack of consideration for the rights of others is discrediting to the accountant, to the Society, and to the profession.~~

**Section 2.** A firm may not designate itself as "Members of ~~the~~ The Georgia Society of Certified Public Accountants"; ~~Inc."~~ unless all of its partners or shareholders residing in the state of Georgia are members of the Society. A sole proprietor, who is a member of the Society, may utilize the designation "Member of ~~the~~ The Georgia Society of Certified Public Accountants." ; ~~Inc."~~ The Board of Directors has the authority to determine the appropriate use of these designations.

**Section 3.** The Code of Professional Conduct of the Society shall consist of the presently existing Code of Professional Conduct of the American Institute of Certified Public Accountants (AICPA) unless specifically changed as set forth in this Section 3 of Article XI.

~~a.~~ Within 60 days of the effective date of any amendment to the Code of Professional Conduct of the AICPA, the Society will notify its members of such change. Any amendment to the Code of

~~b.a.~~ Professional Conduct of the AICPA shall be adopted unless the Board of Directors of the Society takes action not to adopt the amendment within six months.

~~e.b.~~ Except as provided in paragraph (a) above, amendments or revision to the Code of Professional Conduct of the Society shall be made in the same manner as provided for amendments to the bylaws.

~~d.c.~~ Any variances from the Code of Professional Conduct of the AICPA shall be specifically set forth in this Section 3 of Article XI.

#### **Section 4.**

~~a.~~ ~~Whenever a member of the Society, whether or not he or she is a member of the AICPA, shall be charged with violating these bylaws or any provisions of the Code of Professional Conduct promulgated hereunder, said violation or charge may be disposed of in accordance with the terms of an existing agreement between the Society and the AICPA relating to ethics enforcement. When a member of the Society, whether or not he or she is a member of the American Institute of Certified Public Accountants, shall be charged with violating these bylaws or any Code of Professional Conduct promulgated hereunder, the said charge shall be initiated in accordance with the terms of the aforesaid agreement, 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 relating to ethics enforcement.~~

~~a.~~

b. In the event that a hearing is required to dispose of such charges, the hearing shall be conducted under the terms of any then existing Joint Ethics Enforcement Agreement between the Society and the AICPA and the operative rules of the Joint Trial Board of the AICPA.

#### **Section 5.**

a. Any member who elects to resign after notification of a pending investigation shall be given the option to remain a member and cooperate with the investigation or have the matter referred to the appropriate state board of accountancy.

b. Membership in the Society shall be terminated without a hearing should there be filed with the secretary of the Society a certified copy of any response or plea other than that of “not guilty” by a member to a criminal charge defined as a felony (or its equivalent) under the law of the convicting jurisdiction.

c. Membership in the Society shall be ~~suspended-terminated~~ without a hearing should there be filed with the secretary of the Society a judgment of conviction imposed upon any member for:

- i. A crime defined as a felony (or its equivalent) under the law of the convicting jurisdiction.
  - ii. The willful failure to file any income tax return that the member, as an individual, is required by law to file.
  - iii. The filing of a false or fraudulent income tax return on behalf of the member or a client.
  - iv. The willful aiding in the preparation and presentation of a false and fraudulent income tax return for a client and shall be terminated in like manner upon the similar filing of a final judgment conviction.
- d. Membership in the Society shall be suspended without a hearing should a member's certificate as a Certified Public Accountant or license or permit to practice as such or to practice public accounting be suspended as a disciplinary measure by the Georgia State Board of Accountancy or by the state of licensure if not licensed in the state of Georgia, and membership in the Society shall terminate without a hearing should such certificate, license, or permit be revoked, withdrawn, or canceled as a disciplinary measure or in connection therewith.
- e. A member is subject to automatic discipline without a hearing when the member has been disciplined by a government agency or other organization authorized to regulate certified public accountants, by means of a sanction that is commensurate with the action taken by such agency or organization. The appropriate sanction shall be determined by resolution of the Board of Directors. The automatic discipline shall apply only in the case of governmental agencies and other organizations authorized to regulate certified public accountants as approved by the Board of Directors.
- f. Notice of disciplinary action pursuant to Section 4 or 5 or of termination of participation of a member or a member's firm in a Society approved practice monitoring program, together with a statement of the reasons, therefore, may be published in such form and manner as the Board of Directors may prescribe. The Board of Directors also may prescribe any additional disclosures as it deems appropriate.
- g. In the event a member is subject to termination, sanction, or discipline of provisions 5b, 5c, or 5e they shall be subject to all of the rules, terms, and rights of appeal provided to a respondent pursuant to the JEEP Agreement, and the then operative rules of the Joint Trial Board of the AICPA, and the then operative joint ethics enforcement procedures in effect by virtue of the JEEP Agreement.

## **Section 6.**

- a. The Board of Directors and all committees and other bodies of the Society designated by the Board are hereby empowered to carry out the provisions of Section 4.
- b. The Board of Directors may agree to have joint ethics enforcement in cooperation with the appropriate bodies of the AICPA under the agreements, rules, and procedures in effect between the Society and the AICPA at the time of such action.
- c. All communication between all committees, boards, and other bodies of the Society are deemed to be acting in the scope of employment of the Society.

## **ARTICLE XII - LOCAL CHAPTERS**

**Section 1.** The objectives of the local chapters of the Society shall be to encourage adherence to high standards of professional practice and ethical conduct; to advance a spirit of professional cooperation and fellowship among the members; to provide opportunities for continuing professional education; to promote the study of accountancy; to increase recognition of the accounting profession; and to advance the interests of Certified Public Accountants in Georgia.

The Society shall have the control of matters that affect its membership as a whole and the profession as a whole, the responsibility of the Society and the profession to the public, legislation, and similar matters. In these matters the local chapters shall advise and make recommendations to the Society.

### **ORGANIZATION**

**Section 2.** It shall be within the province of the Board of Directors to authorize the organization of a chapter in any geographical area of the state where, in its judgment, there are sufficient Fellow and Associate members to justify such organization. In addition, an application to form a new chapter may be submitted by 40 Fellow and Associate members to the Board of Directors. Each chapter shall be known as (Name) Chapter of the Georgia Society of Certified Public Accountants, Inc. The Board of Directors shall determine the specific name of each such chapter. The present name shall be retained until changed by the Board. The policy of the Society is that each member may decide which chapter he or she will be a member of, or may elect not to be a member of a chapter.

The Board of Directors of the Society shall establish minimum criteria for all chapters to continue operation in addition to those established by Article XII, Section 5. Failure to meet minimum criteria set by the Board of Directors of the Society may result in the implementation of Article XII, Section 3 or 6 of the bylaws by the Board of Directors.

**Section 3.** In order to merge chapters, an officer or director of each affected chapter must notify the secretary of the Society in writing. The officer or director of the chapters shall call a joint meeting of all chapters involved with 30 days notice to all chapter members to vote on the petition to merge. Upon approval, by a majority of the Fellow members present at a meeting, the petition to merge the chapters must be signed by the chapter presidents and secretaries and submitted to the Board of Directors of the Society. Upon approval by the Board of Directors of the Society the chapters will be deemed to have merged.

- a. The petition shall include a plan of merger to include the retention and utilization of each chapters' assets and should be approved in accordance with each affected chapters' bylaws.

**Section 4.** In order to dissolve a chapter voluntarily, an officer or director of the chapter must notify the secretary of the Society in writing. The secretary of the Society shall call a special chapter meeting with 30 days notice to all chapter members. A petition to dissolve the chapter must be discussed for approval by a majority of the Fellow members present at the meeting. If



approved, the petition to dissolve the chapter, signed by a majority of the Fellow and Associate members of the chapter attending the called meeting, must be submitted, through the secretary of the Society to the Board of Directors. In the event the Board of Directors approves such petition, the chapter shall be dissolved in accordance with Section 6.

**Section 5.** Whenever the membership of a chapter falls below 40 Fellow and Associate members or fails to meet the minimum criteria set by the Board of Directors, the secretary of the Society shall notify the secretary of the chapter. In the event such membership remains below the required minimum, or the chapter fails to meet the minimum criteria set by the Board of Directors for a period of 90 days after the date of the notification, the Board of Directors may authorize the secretary of the Society to issue a notice of suspension to the members of the chapter. Within 30 days after the date of the notification of suspension, the treasurer of the chapter shall forward a final accounting and all assets of the chapter to the treasurer of the Society, the secretary of the chapter shall forward all records of the chapter to the secretary of the Society, the chapter shall cease to be a chapter, and all its rights and privileges shall be suspended. If the membership is restored to the required minimum or the chapter submits a plan of organization to meet the minimum criteria, the chapter may petition the Board of Directors, through the secretary of the Society, to be reinstated. Upon the reinstatement of a chapter, the secretary of the Society shall send a notice to all members of the chapter, and all funds and records of the chapter shall be returned to it. If a petition for reinstatement is not received within 90 days after notice of suspension has been given, the chapter shall be dissolved in accordance with Section 6.

**Section 6.** Upon dissolution of a chapter:

- a. The treasurer of the chapter shall forward a final accounting and all assets of the chapter to the treasurer of the Society, the secretary of the chapter shall forward all records of the chapter to the secretary of the Society.
- b. The chapter shall cease to be a chapter, and all its rights and privileges shall be ended. The remaining members shall be allowed to elect membership in any other chapter of the Society or elect not to be a member of a chapter. Upon dissolution, the net assets of the chapter, if any, will be allocated evenly to the remaining chapters of the Society.

## **CHAPTER BYLAWS**

**Section 7.** The local chapters shall adopt chapter bylaws for their governance that are not in conflict with the bylaws of the Society. Such chapter bylaws must be approved by the Board of Directors of the Society upon the admission of the chapter and shall not be changed except by at least a two-thirds affirmative vote of the Fellow members of such chapter present at a duly called meeting of the chapter and with the written approval of the Board of Directors of the Society.

## **ARTICLE XIII - LEADERSHIP COUNCIL**

**Section 1.** The purpose of Leadership Council is to involve as a body the leadership of the Society at all levels in the overall governance of the Society; to identify and develop the future leadership of the Society; to represent the membership of the Society through the performance of certain duties specifically reserved to it by these bylaws or by resolution of the Board of Directors; to provide guidance and input to the Board; and to provide opportunities for debate and dialog among the leadership of the Society.

**Section 2.** The Leadership Council shall consist of the Board of Directors of the Society (except for the secretary), all past chairsmen, formerly known as past presidents, of the Society, the chairs of all standing committees as designated in the bylaws of the Society, ~~chairs and a designated representative of sections~~, the chapter presidents and one additional representative designated by each of the chapters of the Society, designated and directly elected Georgia Society members of AICPA Council, and Leadership Council members at large.

**Section 3.** The Board of Directors shall annually determine the number of Leadership Council members-at-large for the succeeding year such that the total membership of Leadership Council, excluding past chairsmen of the Society, approximates one percent of the total membership of the Society. Only Fellow members of the Society are eligible to serve on Leadership Council. Leadership Council members-at-large shall be elected for a ~~three-year~~three-year term at the annual meeting of the Society by the same nomination, election procedure as in the case of the officers and directors of the Society, and shall hold office until their successors are elected and installed.

**Section 4.** The presence ~~in person~~ of 25 members of Leadership Council, excluding past ~~chairmen~~chairs, formerly known as past presidents, shall constitute a quorum. In meetings of Leadership Council, no voting by proxy shall be permitted.

**Section 5.** Leadership Council will meet at a minimum of two times each year as determined by the chairman. The secretary shall call a special meeting of Leadership Council within 30 days when requested in writing by the chairman or by not less than 25 percent of the members of Leadership Council. Notice of the special meeting shall be given at least 10 days before the date called.

**Section 6.** Members of Leadership Council who serve by virtue of the holding of an office or chairmanship will serve during the term of that office or chairmanship. Members of Leadership Council designated by the chapters of the Society will serve one-year terms. At-large members of Leadership Council elected by the membership of the Society shall serve three-year terms staggered such that approximately one-third of that group is elected each year.

**Section 7.** The duties of Leadership Council shall be to elect six members to the Nominating Committee of the Society; annually appoint one member to the Audit Committee; receive the report of the Audit Committee to the Society; ratify the budget adopted by the Board of Directors; serve as members of the Educational Foundation of the Society; and elect the directors

of the Educational Foundation of the Society; and select the required AICPA Council members for submission to the AICPA based upon the nomination of person(s) submitted by the Nominating Committee or from nominations submitted at the Leadership Council meetings.

**Section 8.** In the event that the Leadership Council does not ratify the budget, the Leadership Council may direct the Board of Directors to resubmit a revised budget at a special Leadership Council meeting as called by the chairman of the Society within 30 days after the Leadership Council meeting for ratification.

## **ARTICLE XIV—SECTIONS**

~~**Section 1.** The sections of the Society are member communities that offer peer networking, information resources centered on specific areas of practice or expertise, and educational programs and other events. Online resources are designed to assist members in overcoming time and distance barriers to accessing information, services, and communication with peers in specific interest areas.~~

~~**Section 2.** The Board of Directors by its resolution may establish a new section of the Society whenever it determines that sufficient interest exists on the part of the membership to make the section viable and to justify the resources required to support the new section. The Board of Directors may by its resolution elevate committees of the Society or other informal groups to section status. Such new section(s) shall have a grace period of two full years from establishment before review by the Board for continued existence. The Board of Directors, through its resolutions, may prescribe methods under which members of the Society may petition the Board for the establishment of a new section.~~

~~**Section 3.** Any member of the Society may elect to be a member of a section or sections of the Society. In no event shall any member of the Society be required to demonstrate specific knowledge or expertise in order to join a particular section.~~

~~**Section 4.** The sections of the Society shall be governed and operate in accordance with the policies established by the Section and approved by the Board of Directors.~~

~~**Section 5.** The Board of Directors shall have the authority to establish sunset provisions for sections.~~

## **ARTICLE XIV – AMENDMENTS**

Amendments or additions to the bylaws may be made as follows:

- a. All Fellow members will be notified at least 10 days before the date of any meeting of the Leadership Council at which amendments or additions to the bylaws are to be voted on. Publication of proposed amendments or additions in an official publication of the Society shall be sufficient notice under this Article.

- b. A two-thirds affirmative vote of all Fellow members present at the prescribed meeting shall constitute the approval required to present to the Fellow members of the Society the proposed changes for adoption. Notwithstanding prior publication, changes or revisions in the proposed amendments to the bylaws, properly presented on motions duly made and seconded by any Fellow member present, may be entertained at such meeting. Such changes or revisions in the proposed amendments shall require the affirmative vote of two-thirds of all Fellow members present at the meeting for changes or revisions to be made in the proposed amendments.
- c. All Fellow members of the Society shall be notified of the proposed changes in the bylaws as finally approved at a meeting as described in Article XV, b above within 15 days thereafter. The form or forms for notification and voting may include U.S. mail and/or electronic communication provided that each Fellow member of the Society has access to at least one of the forms used. In order to be counted, votes must be returned within 30 days of the date of notification. Upon at least a two-thirds affirmative vote of the ballots cast by Fellow members, such changes shall become effective.
- d. Any limitations on a member's eligibility for service on a committee, in a position, or as an officer provided for by an amendment to these bylaws shall count periods of service by the member prior to adoption of the amendment.

## **ARTICLE XV – MISCELLANEOUS**

**Section 1. In case of dispute as to parliamentary procedure, Robert's Revised Rules of Order shall prevail.**