

**CORPUS CHRISTI CHAPTER  
OF THE TEXAS SOCIETY OF CERTIFIED PUBLIC  
ACCOUNTANTS**

**BYLAWS**

**Approved October 2010**

**ARTICLE I**

**Name and Objectives**

- (1) The name of this organization shall be the Corpus Christi Chapter of the Texas Society of Certified Public Accountants.
- (2) The objectives of this Chapter are to:
  - (a) promote the interests of Certified Public Accountants;
  - (b) advance and maintain high standards of proficiency, integrity and character of Certified Public Accountants;
  - (c) encourage professional cooperation, good fellowship, and mutual understanding among its members;
  - (d) advance the individual capabilities of its members through its programs of continued educational and professional development;
  - (e) cooperate with other Chapters in this state and with the Texas Society of Certified Public Accountants, the American Institute of Certified Public Accountants and other organizations of Certified Public Accountants for the advancement of the profession of accountancy; and
  - (f) encourage well qualified persons to become Certified Public Accountants.

**ARTICLE II**

**Membership**

Membership in this Chapter shall conform to the Bylaws of the Texas Society of Certified Public Accountants as specified in Article II – Membership and Article IV – Local Chapters.

**ARTICLE III**

**Termination of Membership**

- (1) Termination of membership in this Chapter shall conform to the Bylaws of the Texas Society of Certified Public Accountants as specified in Article III – Disciplinary Actions and Termination of Membership.

- (2) Any member who shall have been dropped from membership in the Texas Society of Certified Public Accountant for nonpayment of dues or assessments or expelled or suspended from membership therein for cause shall automatically and without notice cease to be a member of this Chapter.

#### **ARTICLE IV**

##### **Board of Directors**

- (1) The Chapter shall be governed by a board of Directors who shall have general charge and control of the affairs, funds and property of the Chapter and shall carry out the objectives of the Chapter in accordance with these by-laws.
- (2) The Board of Directors shall have general supervision in the matter of membership in the Chapter and shall perform all other duties described in these Bylaws.
- (3) The Board of Directors shall consist of the following members:
  - (a) the chapter officers as herein provided, concurrently with their tenure in office;
  - (b) the immediate past president of the chapter;
  - (c) chapter-elected state directors as herein provided, concurrently with their tenure in office; and
  - (d) four directors at large. Two directors at large will be elected to serve two year terms, with one position to expire each year. Two directors at large will be elected to serve one year terms.

In the event a member of the chapter is elected a director or officer by the Texas Society of Certified Public Accountants, he shall, during such term of office, be an *ex officio* member of the Board of Directors of the Corpus Christi Chapter.

- (4) The tenure in office of the directors at large shall be concurrent with the tenure of office of the directors of the Texas Society of Certified Public Accountants. A director shall be limited to serving two consecutive full terms. Appointment to fulfill an unexpired term shall not constitute election to a full term of office.
- (5) The resignation of any director shall be effective on the date of acceptance. Absence from two consecutive meetings of the board by any chapter elected director or officer, or failure of any director to perform his duties as provided herein may be declared by the board of directors to be the tender of his resignation.
- (6) Vacancies in the office of chapter director at large or extra director of the Texas Society elected by the chapter shall be filled for the unexpired term by the board of directors at any regular meeting of the board without referring same to the membership as a whole. If the immediate past president resigns, the current president shall appoint a previous past president to assume the duties of past president.
- (7) The Board of Directors shall meet at such time and place as may be specified by the President. A meeting may also be convened by call of at least three of its members, provided that written notices stating the purpose of the meeting is furnished to all Directors at least five (5) days in advance. A majority of the Board shall constitute a quorum. The Board shall keep a record of its proceedings and

such record shall be available for inspection by any member of the Chapter at all reasonable times.

## **ARTICLE V**

### **Officers**

- (1) The officers of the chapter shall be a president, a president-elect, a vice president, and a secretary/treasurer.
- (2) The tenure of office of the officers shall be concurrent with the tenure of office of the directors and officers of the Texas Society of Certified Public Accountants.
- (3) The officers shall serve terms as follows:
  - (a) the President shall serve a one-year term and then will automatically serve on the Board one year as Immediate Past President;
  - (b) the President-elect shall serve a one-year term and then will automatically accede to the office of President;
  - (c) the Vice President and the Secretary/Treasurer shall serve a one-year term or until their successors are qualified and elected.
- (4) The resignation of an officer shall be tendered to the board of directors. An officer may be removed for cause by a vote of at least two-thirds of the members of the board.
- (5) If any vacancy shall occur among the officers during a fiscal year for any reason, the board of directors shall appoint a director at large to fill the vacancy for the remainder of the unexpired term.
- (6) The President shall be the chief executive officer. He shall: preside at all meetings of the Chapter and the Board of Directors; appoint, subject to the approval of the Board of Directors, all committees; and perform all executive duties ordinarily pertaining to the office of President or delegated to him by the Board of Directors. In the event the President is temporarily unable or unwilling to act, the President-elect shall act in his stead.
- (7) The Vice President shall perform all duties ordinarily pertaining to that office or delegated to him by the President or the Board of Directors.
- (8) The Secretary/Treasurer shall be the secretary of all meetings of the chapter and the board of directors; he shall give notice of all meetings requiring notice in a manner prescribed by the board of directors; he shall keep a record of all acts or proceedings of the chapter and board of directors; he shall conduct all correspondence necessary to the office or as directed by the board of directors; he shall make such reports to the Texas Society of Certified Public Accountants as may be required from time to time. He shall also keep a register of the members of the chapter and shall have charge of all funds of the chapter; he shall collect and disburse all monies of the chapter and keep regular account thereof subject to the inspection of the president or any member of the board of directors; he shall make all disbursements for the necessary expenses of the chapter and any other items authorized by a majority of the board of directors; he shall conduct such

correspondence and/or make such reports necessary to the office or as directed by the board of directors.

- (9) The President-Elect shall perform such duties as may be assigned to him by the President and shall act in the President's absence. The President-elect also may appoint, subject to the approval of the Board of Directors, outstanding or special committees to serve during his or her term as President.
- (10) To serve as an officer, a member must have one year of board experience.

## **ARTICLE VI**

### **State Directors**

- (1) The Corpus Christi Chapter is entitled to elect State Directors from the chapter based on number of members. The following policies and minimum qualifications shall be followed by the Nominating Committee regarding the State Directors.
- (2) Terms:
  - (a) three year terms;
  - (b) terms should be staggered to expire one each year; and
  - (c) limited to three consecutive terms (nine years).
- (3) Minimum qualifications:
  - (a) three years active service on the local Chapter Board of Directors within the past ten years or active service on state committees within the past five years; and
  - (b) licensed as a CPA for a minimum of 10 years.

## **ARTICLE VII**

### **Committees**

- (1) There shall be such standing and special committees as the Board of Directors may designate, provided, however, that the standing committees shall include a Nominating Committee.
- (2) Standing and special committees designated by the Board of Directors, other than the Nominating Committee, shall be appointed by the President with the approval of the Board and shall serve concurrently with the tenure of the Chapter officers. The President of the Chapter shall be an ex-officio member of each committee.
- (3) The Nominating Committee shall consist of five voting members and two ex-officio members: the past-president, two chapter members appointed by the current chapter president (one in public practice and one not in public practice) and two chapter members elected by the membership (one in public practice and one not in public practice). The chapter president and president elect will serve as the two ex-officio members. All appointed committee members will have been chapter members for at least three years. The immediate past president of the chapter will serve as chairman of the nominating committee.

## **ARTICLE VIII**

### **Nominations and Elections**

- (1) No later than November 30 of each year, the Nominating Committee will submit to the Chapter Secretary in writing, its nominations for President, President-elect, Secretary/Treasurer, Vice President, directors at large, extra directors of the TSCPA, and two Nominating Committee members for the succeeding fiscal year. They shall certify that all nominees are members in good standing and have expressed a willingness to serve. None of the nominees shall be a voting member of the Nominating Committee. A quorum of at least four of the five voting members of the Nominating Committee is required.
- (2) The Secretary will ensure that the nominations are either published in the December newsletter or mailed to each chapter member not later than twenty days before the January chapter meeting.
- (3) Any group of 10 members of the chapter may submit independent nominations, provided such nominations be filed with the Secretary at least 10 days before the January chapter meeting.
- (4) If a nominee of the Nominating Committee dies or otherwise becomes unavailable before the January meeting, the Nominating Committee shall, as soon as practicable, but before the January meeting, and without reference to the procedure set out in the foregoing, report a substitute nomination.
- (5) Nominations other than those made as aforesaid shall not be in order.
- (6) Election shall be held at the Annual Meeting of the chapter and shall be by voice vote unless challenged. In the event of a challenge the vote shall be by ballot and the President shall appoint a chairman and two tellers who shall receive and count the ballots and announce the results of the election. A majority of the votes cast shall elect in either case.

## **ARTICLE IX**

### **Meetings**

- (1) Regular meetings of the Chapter shall be held at a time and place designated by the Board of Directors.
- (2) The annual meeting of the Chapter may be held simultaneously with and as part of a regular monthly meeting.
- (3) The annual meeting of the Chapter shall be held during the month of January each year and at least 30 days after the preceding regular meeting.
- (4) Ten members when present in person shall constitute a quorum at any meeting of the Chapter. The rules of procedures set forth in Roberts Rules of Order shall apply.
- (5) A majority vote of the members present shall constitute a vote of the membership.

**ARTICLE X**  
**Dues and Assessments**

- (1) Annual dues for members shall be as set annually by the Board of Directors.
- (2) The Chapter by a two-thirds (2/3) vote of the members present at any meeting may levy a *per capita* assessment for any specific purpose not exceeding ten dollars (\$10.00) for any one year.

**ARTICLE XI**  
**Fiscal Year**

- (1) The fiscal year of the Chapter shall be the same as the fiscal year of the Texas Society of Certified Public Accountants.
- (2) The President and Treasurer or a budget committee appointed by the President shall, not later than July 31 of each year, prepare for the approval and adoption by the Board of Directors an annual budget showing all amounts appropriated for the purposes of the Chapter and an estimate of all revenues for the current fiscal year. Unexpended appropriations shall lapse at the end of the fiscal year and shall not be carried forward. No expenditure shall be made in a fiscal year in excess of the limitations of the budget for that year unless it is authorized or ratified by the Board of Directors. Such authorization or ratification shall constitute an amendment to the budget to that extent.
- (3) At the first meeting of the Board of Directors after taking office, the Board shall consider the need to appoint an auditor to examine the report of the Treasurer for the fiscal year.

**ARTICLE XII**  
**Conformity with Society Bylaws**

In the event any part of the Chapter Bylaws is or becomes in conflict with the Society Bylaws, then that part shall be void and the Society Bylaws shall govern.

**ARTICLE XIII**  
**Amendments**

- (1) The Bylaws of this Chapter may be amended by a two-thirds affirmative vote of all members present at any meeting of the Chapter; provided, however, that written notice clearly setting forth the proposed amendment shall be disseminated to each Chapter member in good standing at least five days prior to such meeting.
- (2) A proposal to amend the Bylaws shall be initiated by the Board of Directors of the Chapter or by a Bylaws Committee appointed for such purpose or by petition in

writing filed with the Secretary signed by ten or more members of the Chapter in good standing.

- (3) In the event of a lack of clarity the Board of Directors shall interpret these Bylaws.
- (4) All amendments to Chapter Bylaws require the approval of the Texas Society of Certified Public Accountants Executive Board prior to their enactment.

#### **ARTICLE XIV Indemnification**

The Chapter shall indemnify any person who is or was a party or is or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer or a member of any committee of the chapter against expenses, judgments, awards, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person (with the prior consent of the chapter acting through its Board of Directors by a two-thirds vote, and concurrence of counsel which the chapter shall have retained to defend such person, as hereinafter provided) in connection with such action, suit or proceeding,

- (1) except with respect to matters as to which it is adjudged in any such suit, action or proceeding that such person is liable to the chapter by reason of the fact that such person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties, it being understood that termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent (whether or not after trial) shall not, of itself, create a presumption or be deemed an adjudication that such person is liable to the chapter by reason of the commission of a crime or gross negligence in the performance of his duties; and
- (2) provided that such person shall have given the chapter prompt notice of the threatening or commencement (as appropriate) of any such action, suit or proceeding. Upon notice from any such indemnified person that there is threatened or has been commenced any such action, suit or proceeding, the chapter
  - (a) shall defend such indemnified person through counsel selected by and paid for by the chapter and reasonably acceptable to such indemnified person, which counsel shall assume control of the defense; and
  - (b) shall reimburse such indemnified person for expenses encompassed by the foregoing indemnity in advance of the final disposition of any such action, suit or proceeding, provided that the indemnified person shall agree to repay to the chapter all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the chapter by reason of the fact that such indemnified person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties. The foregoing provision shall be in addition to any and all rights which the persons specified above may otherwise have at any time to indemnification from and/or reimbursement by the society and/or the chapter.

**ARTICLE XV**  
**Notice**

Notice, when required, may be mailed or otherwise disseminated in whatever manner and form the Board of Directors designates as being reasonably effective to convey notice, including by electronic means or by inclusion in the Chapter newsletter.