

Bylaws

As Amended Through 2018

ARTICLE 1 - Name, Objects and Seal

Section 1.10. Name: The name of this Society is “The West Virginia Society of Certified Public Accountants.”

Section 1.20. Objects: The objects of the Society shall be to unite the accountancy profession in the State of West Virginia as constituted by certified public accountants; to promote and maintain high professional and moral standards within the accounting profession; to safeguard the interests and promote the status of certified public accountants; and to improve accountancy education.

Section 1.30. Seal: The corporate seal of the Society shall be circular in form and shall have displayed in its center the words “Seal 1926” and on the outer rim the words “West Virginia Society of Certified Public Accountants.”

ARTICLE 2 - Membership

Section 2.10. Classes of Members: Membership shall consist of various classes to be determined and approved by the Board of Directors.

Section 2.20. Membership Applications: Each application for membership shall be in writing and filed with the Society office, accompanied by the admission fee, which shall be returned if the applicant is not accepted. Such application shall state the applicant’s full name and any other information deemed desirable by the Board of Directors.

Section 2.21. Action on Membership Applications: Each application shall be reviewed or verified by a committee or staff person or persons as directed by the Board of Directors for completeness and accuracy. Applicants shall be considered duly elected to membership when such review or verification is satisfactorily completed.

Section 2.30. Membership Certificates: Each active, life and non-resident member shall receive a certificate of membership, numbered consecutively as issued, and signed by the President and Secretary then in office.

Section 2.40. Resignation of Membership: Each resignation of membership shall be submitted to the Society Office in writing, and shall be presented to the Board of Directors for action at any regular or special meeting. A resignation submitted while disciplinary action is pending shall be governed by Section 2.51 below.

Section 2.50. Termination of Membership.

Section 2.51. Disciplinary Actions: Membership may be terminated through disciplinary proceedings as provided in Article 12. If a disciplinary proceeding or investigation is pending against a member under Article 12, membership shall not be terminated for other causes unless so ordered by the Board of Directors as being in the best interest of the Society.

Section 2.52. Financial Obligations: If a member is delinquent to the Society for dues, fees or assessments, his membership shall terminate in accordance with regulations adopted and published by the Board of Directors under Article 11, Section 11.31.

ARTICLE 3 - Officers

Section 3.10. General: The officers of the Society shall be a President, a President-Elect, a Secretary and a Treasurer, all of whom shall be active or resident life members in good standing. The President-Elect shall assume the office of President automatically when such office becomes vacant whether from expiration of term of office, death, resignation, removal or any other reason. All other officers are to be elected as specified in Article 7. No person shall hold more than one office at the same time with the exception of the officers of Secretary and Treasurer. The Society may elect one or more assistant secretaries and assistant Treasurers.

Section 3.20. Term: Each officer shall hold office until the conclusion of the regular Annual Meeting next following his election and until his successor is elected and qualified except that the President-Elect shall automatically assume the office of President upon the expiration of the term of the President.

Section 3.30. Compensation: Compensation or other remuneration of officers shall be fixed from year to year by the Board of Directors.

Section 3.40. Removal or Vacancy: An officer may be removed by a vote of at least three-fourths of the voting members present at any annual or special meeting of the Society when the call issued for that meeting includes this purpose. If a vacancy occurs in the office of President, the President-Elect will automatically fill that vacancy for the remainder of the term of office. If such remainder is for less than eight months, the President-Elect shall continue to serve as President for an additional full one year term and the office of President-Elect is to remain vacant until the next Annual Meeting. If such remainder is for eight months or more, a special election shall be held to elect a President-Elect. If a vacancy occurs in any office other than President and President-Elect, or if the offices of both President and President-Elect are vacant, the Board of Directors shall fill such vacancies for the remainder of the term of office.

ARTICLE 4 - Duties of Officers

Section 4.10. President: The President shall preside at all meetings of the Society and of the Board of Directors, and shall execute all orders, rules and regulations relating to the administration of the Society. The President shall also perform such other duties as usually pertain to the office.

Section 4.20. President-Elect: In the absence or disability of the President, the President-Elect shall have and exercise all the powers and prerogatives of the President. The President-Elect shall have such other duties as assigned by the President or Board of Directors. In addition, the President-Elect shall select and appoint those members of committees, other than elected committees, who are to serve during his or her term as President.

Section 4.40. Secretary: The Secretary shall enter or cause to be entered in the minute book of the Society all resolutions and proceedings at meetings of the Society and its Board of Directors, and the minutes shall be evidence of the facts stated therein. The Secretary shall keep or cause to be kept a register of all members of the Society, which register shall contain their addresses and other pertinent data, and such other records and files of the Society as the Board of Directors may order. The Secretary shall have charge of the Seal of the Society. The Secretary shall issue or cause to be issued notices of meetings and shall perform such other duties as normally pertain to the office of Secretary.

Section 4.50. Treasurer: The Treasurer shall be responsible for the accounting for and custody of all funds and securities belonging to the Society. The Treasurer shall deposit or cause to be deposited all Society funds only in accounts designated by the Board of Directors. The Treasurer shall invest or cause to be invested available funds of the Society only in such investments as may be approved by the Board of Directors. All disbursements shall be made by checks drawn on the Society's accounts and signed by the Treasurer or such other person(s) authorized by the Board of Directors. The Treasurer shall submit interim financial statements to the Board of Directors and such committees as may be appropriate and shall submit annual financial statements to the Society. The Treasurer shall have such other duties as normally pertain to the office of Treasurer and shall surrender all funds, property and records of the Society to his successor when duly elected.

ARTICLE 5 - Chief Executive Officer and Staff Assistance

Section 5.10. Chief Executive Officer: The Board of Directors may hire a Chief Executive Officer who does not need to be a Certified Public Accountant or member of this Society. One or more assistant executive directors may also be hired by the Board of Directors who do not need to be Certified Public Accountants or members of this Society.

Section 5.20. Term: The Chief Executive Officer and any assistants shall serve at the will and pleasure of the Board of Directors.

Section 5.30. Compensation: Compensation or other remuneration of the Chief Executive Officer and any assistants shall be fixed by the Board of Directors.

Section 5.40. Other Assistants, Clerical Help, Rent, Etc.: Arrangements for staffing, equipping and operation of the office of the Chief Executive Officer shall be made by the Board of Directors.

Section 5.50. Duties: The Chief Executive Officer shall disseminate news to the members through the medium of newsletters, correspondence and otherwise. The Chief Executive Officer shall use the office to further the objects of the Society within the ethical standards of the profession and shall assist the officers, directors and all committees in the furtherance of the aims of the Society. The Chief Executive Officer shall maintain such files and records as instructed by the Board of Directors, which files and records shall remain the property of the Society. Other duties and responsibilities may be assigned to the Chief Executive Officer from time to time by the Board of Directors.

Section 5.60. Reporting: The Chief Executive Officer shall make a monthly report of activities to the Board of Directors or such committees as the Board may designate.

ARTICLE 6 - Directors

Section 6.10. General: The Board of Directors shall consist of the officers of the Society, the former President of the Society most recently holding that office, the elected member of Council of the American Institute of Certified Public Accountants, nine (9) additional members at large, and one (1) member who shall be not more than thirty-five (35) years of age at the time of nomination for this Board position. In all cases, membership on the Board of Directors shall be strictly limited to active or resident life members of the Society.

Section 6.20. Powers: The Board of Directors shall have the general control of funds and property of the Society, and, in the intervals between meetings of the members, shall have the general supervision over all of the Society's affairs. It shall have the power to employ such persons as may be necessary and to set their compensation. The Board of Directors shall also have the powers specified elsewhere in these bylaws.

Section 6.30. Quorum: Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A smaller number may adjourn the meeting to a specified time and place.

Section 6.40. Minutes: The Board of Directors shall keep minutes of all of its proceedings.

Section 6.50. Removal Or Vacancy: A director may be removed by a vote of at least three-fourths of the voting members present at any annual or special meeting of the Society when the call issued for that meeting includes this purpose. If a vacancy occurs on the Board, the remaining Directors shall designate a member of the Society to fill the vacancy until the next Annual Meeting.

ARTICLE 7 - Elections

Section 7.10. Mode And Time Of Election: The officers of the Society, two (2) directors-at-large for terms of three (3) years each and the elected members of the nominating committee shall be elected at the Annual Meeting of the Society. One (1) member, who is not more than thirty-five (35) years of age at the time of nomination for this Board position, shall be elected to a single term of three (3) years at every third Annual Meeting. Any other vacancy created by resignation or acceptance of an Executive committee position will be filled at the Annual Meeting.

Section 7.20. Nominations: The Nominating Committee shall nominate at least one candidate for each of the offices to be filled by election. Its report shall be submitted to the members of the Society at least 60 days prior to the Annual Meeting. In the event a published candidate withdraws or is unable to fill the office, the Nominating Committee is authorized to select a replacement candidate and the 60-day notice is waived. The new candidate will be voted on at the Annual Meeting. Additional nominations may be made in writing signed by at least ten (10) members and submitted to the Secretary of the Society at least thirty (30) days prior to the Annual Meeting. The Secretary shall, in the event there is more than one nominee for any of the elected offices, mail to each member of the Society, not less than ten (10) days prior to the election meeting, a notice containing the names of all candidates so nominated for each office. In applying the provisions of this section, the office of President shall not be deemed an office to be filled by election if the office is to be assumed by the President-Elect in accordance with Section 3.20 of the bylaws or such office has been assumed by the President-Elect under Section 3.40 of these bylaws for a term of less than eight months.

Section 7.25. Notices: Any notice required or permitted under the Bylaws may be given by personal delivery, addressed to each recipient at the most recent address on file with the Society and deposited with United States Postal Service first class postage prepaid; individually delivered to each recipient by electronic means at the most recent email address on file with the Society; or any combination thereof.

Section 7.30. Voting At Meeting: Election shall be by secret ballot whenever the nominees exceed the number to be elected. In the event of a secret ballot, three tellers of election shall be appointed by the presiding officer. The tellers shall receive, canvass, and count the ballots, and announce to the meeting the result of the vote.

Section 7.40. Special Elections For President-Elect: If a vacancy occurs in the office of President, the President-Elect automatically assumes the office of President. If the unexpired term of the President is eight months or more, the Nominating Committee shall nominate at least one candidate for the office of President-Elect and submit its report to the members of the Society within thirty (30) days following the creation of such vacancy. Additional nominations may be made in writing signed by at least ten (10) members and submitted to the Secretary of the Society within thirty (30) days following the report of the Nominating Committee. If there is only one nominee for the office of President-Elect, that person shall be declared elected at the end of the period for receiving additional nominations from the members. If there is more than one nominee, a special election shall be held by mail ballot under

the direction and control of the Board of Directors so that the results can be determined within ninety (90) days of the occurrence of the vacancy in the office of President-Elect. If a vacancy in the office of President-Elect occurs by reason other than the assumption of the office of President, a special election shall be held as hereinbefore set forth if the remaining unexpired term of the President-Elect is for more than four months. If the unexpired term of the President-Elect is four months or less, no special election is to be held and the office of President and President-Elect are to be filled by election in the same manner as other elections.

ARTICLE 8 - Committees

Section 8.10. Executive Committee: The executive committee shall consist of the elected officers and the former President of the Society most recently holding that office. This committee is only to act as an interim committee of the Board of Directors and must report its actions to the next Board of Directors' meeting. No formal meetings are required, but may be held as desired and needed. The executive committee shall have the power to take such action not inconsistent with the bylaws as shall be necessary to promote the objectives of the Society and generally manage its affairs.

Section 8.20. Elected Committee – Nominating Committee: The committee shall be composed of five (5) members and shall be constituted as follows: Two (2) members shall be selected by the Board of Directors from its membership at or prior to the Annual Meeting to serve until the next Annual Meeting or until their successors are elected and qualified; three (3) active or resident life members of the Society who shall be nominated from the floor and elected at the Annual Meeting and shall serve until their successors are elected and qualified, provided that: a) no more than two members of the committee shall be members of the same chapter, and b) no member having served two consecutive full terms as a member of the committee shall be eligible to serve another term or terms until at least one year after the completion of that consecutive full term. If a vacancy occurs on this committee, the Board of Directors shall designate an active or resident life member of the Society to fill the vacancy until the next Annual Meeting. In addition to the duties set forth in Article 7, the Nominating Committee shall recommend to the Board of Directors, the Society and/or the American Institute of Certified Public Accountants any other persons to be elected or selected by the Board of Directors or the Society for any other positions such as but not limited to the elected Member of Council of the American Institute of Certified Public Accountants and members of the West Virginia Tax Institute and various trial boards provided for under Article 12.

Section 8.30. Standing Committees Appointed By The President.

Section 8.31. Professional Ethics Committee: The committee shall consist of five (5) active or resident life members to be appointed by the President for staggered five-year terms, one of which shall expire each year at the conclusion of the Annual Meeting. If a vacancy occurs on the committee, the President shall appoint a replacement within thirty (30) days to complete the term. Duties and procedures of the committee are described under Article 12.

Section 8.40. Special Committees: Special committees may be established from time to time by the Board of Directors or the President and their members appointed by the President.

Section 8.50. Ex-Officio Members Of Committees: The President and Chief Executive Officer shall be ex-officio members of all committees except the Professional Ethics Committee and Nominating Committee.

Section 8.60. Duties Of Committees: The duties of the committees shall be such as are assigned to them by the Board of Directors or by the President or in accordance with the provisions of the bylaws.

Section 8.80 Cabinet. There shall be a Leadership Cabinet for the purpose of establishing WVSCPA direction and strategy. The Cabinet will meet at least once a year. The Cabinet shall be comprised of the following: Officers, Board of Directors, select committee leaders, Chapter Presidents, and other representatives as determined by the Chief Executive Officer. The term of each Cabinet member shall be one year.

ARTICLE 9 - Meetings

Section 9.10. Annual Meeting: The Annual Meeting of the Society shall be held not more than thirty (30) days prior to or forty-five (45) days subsequent to the end of the fiscal year, at such place as the Board of Directors shall determine.

Section 9.20. Special Meetings: Special meetings may be called by the President or by the Board of Directors, or shall be called by the Secretary upon written request of five percent (5%) of the voting members.

Section 9.30. Notice Of Meetings: Notice of Annual Meetings shall be provided to each member not less than thirty (30) days prior to each meeting. Each notice shall state the place, date and hour of the meeting and so far as practicable shall outline the business to be transacted. Notice of each special meeting stating the place, date and hour of such meeting and the business proposed to be transacted thereat shall be delivered to each member not less than ten (10) days prior to the date of such meeting and no business shall be transacted at the meeting other than specifically named in the notice.

ARTICLE 10 - Conduct of Meetings

Section 10.10. Order Of Business: The order of business shall be as follows

- (a) Roll Call.
- (b) Reading of minutes of preceding meeting and confirmation.
- (c) Reading of communications and motions relative thereto.
- (d) Reports of officers and actions thereon.
- (e) Reports of committees and actions thereon.
- (f) Unfinished business.
- (g) New business.

- (h) Elections.
- (i) Adjournment.

Sections 10.20. Roberts Rules Of Order: The proceedings of the Society shall be governed by “Roberts Rules Of Order” insofar as these do not conflict with the bylaws.

Section 10.30. Voting: Voting at each annual or special meeting shall be by eligible voting members in good standing.

Section 10.40. Quorum: The eligible voting members of the Society present shall constitute a quorum for the transaction of business at any meeting of the Society for which proper notice has been provided to all voting members.

ARTICLE 11 - Fiscal Year, Budget, Fees, Dues, Assessments

Section 11.10. Fiscal Year: The fiscal year of the Society shall begin on the first day of June and end on the last day of May, following.

Section 11.20. Annual Budget: The budget after being prepared and approved by the Executive Committee shall be presented to the members for approval at the Annual Meeting. The budget shall include the estimated revenues and expenditures of the Society for the ensuing fiscal year. The Board of Directors may amend the budget from time to time during the year as needed.

Section 11.30. Fees, Dues, Assessments: The amount of entrance fees, membership dues, other fees, assessments, etc. shall be set and/or changed by the Board of Directors of the Society.

Section 11.31. Time For Payment: The time for payment of all fees, dues and assessments and provisions regarding delinquency, termination of membership for non-payment and reinstatement shall be fixed by the Board of Directors.

Section 11.32. Waiver Of Payment: The Board of Directors may waive payment of fees, dues, assessments, penalties, etc. for good cause. The Board will determine good cause in each case.

ARTICLE 12 - Rules of Professional Conduct and Disciplinary Proceedings

Section 12.10. Rules Of Professional Conduct: The rules of professional conduct applicable to members of the Society shall consist of the Code of Professional Ethics of the American Institute of Certified Public Accountants (AICPA) as now constituted and as may be hereafter amended, except that in case of any conflict between that Code and these Bylaws, the Bylaws of the Society shall prevail.

Section 12.20. Inquiry And Charges: Whenever a member of the Society, whether or not he is a member of the American Institute of CPAs, shall be charged with violating these Bylaws or any Code of Professional Ethics promulgated hereunder the said charge shall be initiated in accordance with the

terms of any then subsisting agreement between the Society and the AICPA relating to ethics enforcement.

Section 12.30. Rules For Hearings: In further event that a hearing is required to dispose of such charge or charges, the hearing shall be conducted under the terms of the aforesaid agreement, the then operative rules of the Joint Trial Board Division of the AICPA and the then operative joint ethics enforcement procedures in effect by virtue of the agreement between the Society and the AICPA.

Section 12.31. Publication Of Results Of Disciplinary Proceedings: Notice of the result of final action in every disciplinary proceeding under Sections 12.30 and 12.31 shall be published in a membership periodical of the Society. In the case of action taken under Section 12.30, the notice shall be in a form approved by the chairman of the hearing panel which took the last action in the matter. In every case of action under Section 12.31, the notice shall be in a form approved by the chairman of the Professional Ethics Committee of the Society. In every case the notice shall disclose the name of the member involved if the hearing panel so decides by a majority of the members present and voting at the hearing at which the action was taken under Section 12.30 or if the said committee chairman in his discretion so decides for actions taken under Section 12.31. No such publication shall be made until such decisions shall have become effective according to the then governing rules.

Section 12.32. Suspension And Termination Based On Administrative Determination: 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 Board of Accountancy or any comparable authority of any state or territory of the United States or the District of Columbia, but such suspension of membership in the Society shall terminate upon reinstatement of the certificate. Membership in the Society shall be terminated without hearing should such certificate, license or permit be revoked, withdrawn or cancelled as a disciplinary measure by the said Board of Accountancy or comparable authority.

Section 12.40. Authority Of Boards And Committees: All committees, Boards and other bodies of the Society are hereby empowered to carry the provisions of this Article into effect by action jointly and 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.

Section 12.50. Amendments To Agreements With AICPA: After the initial adoption of an "Agreement between the AICPA and the Society, with respect to the joint ethics enforcement plan," such agreement or agreements may be amended from time to time by the Board of Directors of the Society.

ARTICLE 13 - Chapters

Section 13.10. Authority To Organize: Any group of five (5) members of the Society residing or practicing in a certain city or section of the State of West Virginia may organize a chapter of The West Virginia Society of Certified Public Accountants and as such may do anything for the advancement of the profession that is permitted by the charter and bylaws of this Society.

Section 13.20. Members: Membership in any chapter organized under the authority of this article shall be limited to members (of any class) of the West Virginia Society of Certified Public Accountants. However, only active, non-resident or resident life members may serve as President of a chapter.

Section 13.30. Chapter Bylaws: The bylaws of any chapter organized under the authority of this article and any amendments thereto must be submitted to the Board of Directors of the West Virginia Society of Certified Public Accountants for its consideration and approval before they become effective. Any provision of Chapter Bylaws not in the best interest of the Society as a whole, and not approved by the Board of Directors of the West Virginia Society of Certified Public Accountants shall not be effective.

Section 13.40. Forfeiture: Whenever the membership of any local chapter shall become less than five (5) and shall continue so for twelve (12) consecutive months, such chapter shall cease to be part of this Society and all its rights and privileges shall be forfeited, in compliance with Chapter bylaws. All funds held by or on behalf of a Chapter upon forfeiting its status as a Chapter shall immediately be delivered to the Chief Executive Officer and shall be a general asset of the West Virginia Society of Certified Public Accountants.

ARTICLE 14 - Amendments And Effective Dates

Section 14.10. Proposal Of Amendments: Proposed amendments to these bylaws may be initiated by either of the following two methods:

- (a) Upon recommendation for approval by a majority of the Board of Directors, or
- (b) By written proposal to the Secretary of the Society signed by at least ten percent (10%) of the membership of the Society or fifty (50) members, whichever is greater.

Section 14.20. Voting On Amendments: Within sixty (60) days following a properly initiated proposal, all such proposed amendments shall be submitted by mail ballot or electronic transmission to all voting members of the Society. If at least two-thirds of those voting vote favorably, within thirty (30) days following the mailing of the ballots, such amendment shall be considered approved.

Section 14.30. Effective Date Of Amendments: Unless otherwise specified in the amendment, any amendment approved in accordance with the preceding section shall become effective immediately upon approval.