

M.S.A. By-Laws

Article I DECLARATION OF PURPOSE

The Maryland Society of Accountants, Inc. has been organized to protect the rights of all accountants both licensed and unlicensed to practice their profession within the State of Maryland. Its Aims and Purposes are attached as Addendum "A" to these By-Laws.

This Article of the By-Laws may only be changed upon an 80% affirmative vote of the entire membership.

Article II MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. Membership of this Society shall consist of at least eight classes: Active, Professional Associate, Associate, Educator, Student, Life, Retired, and Honorary Members.

A. **ACTIVE:** Persons who are accountants, tax practitioners, or bookkeepers, which is defined as follows:

An accountant, tax practitioner, or bookkeeper, is one actively engaged in the practice of their respective profession as an owner, partner or principal and who offers their service to the public and who has not less than two years experience in public practice or is licensed by a government agency or is accredited by the Accreditation Council for Accountancy and Taxation.

B. **PROFESSIONAL ASSOCIATE:** Business professionals in related fields of endeavor or those professionals defined as above but that do not qualify for Active Membership.

C. **ASSOCIATE:** Employees of Active members and business professionals employed in business, industry or government that do not offer their services to the public.

D. **EDUCATOR:** Faculty and administrators of State approved colleges or universities, or community colleges.

E. **STUDENT:** Accounting, tax, or business students enrolled in a full or part-time program leading to a degree or certificate.

F. **LIFE:** Life membership may be conferred by recommendation of the Board of Directors and a majority vote of members present and voting at the annual or special meeting of the Society upon those members who have been active members for at least five years. No dues shall be assessed Life Members nor may they hold elective office.

G. **HONORARY:** Honorary membership may be conferred by vote of the Board of Directors. The recipients may or may not be members of the Society. No dues will be assessed Honorary Members.

H. **RETIRED:** An former active member who no longer engages in the practice of accounting.

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SECTION 2. ELECTION OF MEMBERS. Any person interested in becoming a member of the Society shall submit a written, signed application to the Membership Committee on a form approved by the Board of Directors.

All applications for membership shall be submitted to the Membership Committee, duly considered by the Committee, and approved or disapproved by majority vote of the Committee. On approval of the application by the Membership Committee and payment of the required initiation fee and dues, the membership committee shall recommend the applicant at the next scheduled meeting of the Board of Directors. Upon approval by the Board the applicant shall become a member of the Society. Any applicant who has been disapproved by the Membership Committee or any sponsor of such applicant, shall have the privilege of review by the Board of Directors, according to such procedures as may be fixed by the Board of Directors.

Article III MEMBERSHIP TERMINATION AND REINSTATEMENT

SECTION 1. TERMINATION AND REINSTATEMENT OF MEMBERSHIP. The Board of Directors, after a termination inquiry and by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause. A termination inquiry must afford all interested members an opportunity to fully express their views on the member whose suspension or expulsion is being considered.

Members expelled for cause may reapply for membership in a subsequent fiscal year, but after approval of the membership committee, such application will require an affirmative vote of two-thirds of all members of the Board of Directors.

Failure to pay dues within 90 days after the due date shall be cause for termination without inquiry.

SECTION 2. RESIGNATION. A member may resign by filing a written resignation with any officer, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges accrued and unpaid.

SECTION 3. TRANSFER OF MEMBERSHIP. Membership in this Society is not transferable or assignable except for the Associate class.

Article IV DUES

SECTION 1. AMOUNT OF DUES. For all classes of membership, dues shall be due and payable on the 1st day of the fiscal year beginning each July 1st and ending each June 30. The Board of Directors is responsible for establishing the dues amount for each class no later than 30 days prior to the beginning of the fiscal year.

SECTION 2. DUES PERIOD. Annual dues of a new member shall be prorated at the discretion of the Board of Directors.

SECTION 3. ASSESSMENTS. Special assessments in the fiscal aggregate not to exceed the last established annual dues per member classification may be levied by the Board of Directors as are necessary to carry out the activities of the Society.

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Article V MEETINGS

SECTION 1. ANNUAL MEETING. The Society shall hold an annual meeting for the purpose of electing officers and Delegates-At-Large. The meeting shall be at a place and time specified by the Board of Directors, but within 60 days prior to June 30th. Other Society business may be conducted at this annual meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the membership shall be held as decided by a majority vote of the Board of Directors or upon written petition to the Board of Directors by ten percent of the voting members (defined under Article VII, Section 3, Item D) of the Society. Such meeting shall have at least fourteen days prior written notice. The notice shall state the purpose of the meeting and the time and place as determined by the Board of Directors. In no case shall the meeting be held later than thirty days after such petition or vote.

SECTION 3. RULES GOVERNING MEETINGS. All meetings shall be conducted in accordance with Roberts Rules of Order.

Article VI BOARD

SECTION 1. The Board of Directors shall consist of the following members of the Society:

President	Western Delegate
First Vice President	Central Delegate
Second Vice President	Two Delegates at Large
Secretary	Immediate Past President
Treasurer	Board of Trustees Delegate
Eastern Shore Delegate	

SECTION 2. The Board of Directors shall be the governing body of the Society. It shall be charged with the responsibility of establishing the policies of the Society. It shall authorize the expenditure of Society funds. The President shall chair all meetings of the Board of Directors.

SECTION 3. The Board of Directors shall have full power to do all things necessary and proper to carry out the provisions of the Articles of Incorporation and the Society's By-Laws; to protect the rights and interests of the Society; to promote the common welfare of its members; and, to add classes of membership.

SECTION 4. The Board of Directors, subject to the provisions pertaining to any particular gift, devise or bequest, shall have the full right, power, and authority to invest and to reinvest all funds as shall constitute legal investments for trust funds under the laws of the State of Maryland.

SECTION 5. The Board of Directors shall meet at least six times during the fiscal year. Special meetings may be called at any time by the President or by majority of the Board.

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SECTION 6. It shall be the duty of the Secretary to send a written notice of any regular or special meetings of the Board of Directors to all members of the Board at least fifteen days prior to any meeting.

SECTION 7. At least fifty-one percent (51%) of the members of the Board of Directors must be present to constitute a quorum at all regular and special meetings. Meetings shall be conducted in accordance with Roberts Rules of Order.

SECTION 8. Any vacancy on the Board of Directors shall be filled immediately by vote of the remaining Directors, and shall be for the remaining term of the Director vacating the position.

SECTION 9. The Board of Trustees shall consist of all past presidents of the Society excluding the immediate past president. The Board of Trustees shall annually select its delegate to the Board of Directors. The Board of Trustees shall serve in an advisory and consulting capacity to the Board of Directors and shall communicate through its delegate.

SECTION 10. Only Active Members of the Society may serve on the Board of Directors; with the exception of the Board of Trustees Delegate.

SECTION 11. The Executive Director shall be selected by a majority of the Board of Directors. The Board shall contract with the Executive Director for a period of three years, subject to an annual review.

Article VII OFFICERS, DELEGATES, EXECUTIVE DIRECTOR, AND ELECTIONS

SECTION 1. The officers of the Society shall consist of the following:

President
First Vice President
Second Vice President
Secretary
Treasurer

SECTION 2. POWERS AND DUTIES

- A. The President shall be the chief executive officer of the Society. He/She shall be an ex-officio member of all committees. Except where the By-Laws provide otherwise, he/she shall appoint members to all standing committees and appoint any special committee he/she may deem advisable. He/she shall make reports to the Board of Directors on the progress of the Society. He/She shall not serve more than two (2) consecutive elected terms in office.
- B. The First Vice President shall have such powers and shall perform such duties as are or shall be prescribed by the By-Laws, the Board of Directors, and the President. In the case of the inability of the President to perform his/her duties or in his/her absence from any meeting where his/her presence would be required, the First Vice President shall perform the duties of the President. If the office of the President becomes vacant, the First Vice President shall become President of the Society for the unexpired term.

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- C. The Second Vice President shall have the powers and shall perform such duties as are or shall be prescribed by the By-Laws, the Board of Directors or the President. In the case of the inability of the First Vice President to perform his/her duties, the Second Vice President shall perform the duties of the First Vice President for the duration of his/her disability.
- D. The Secretary shall attest to all deeds, leases, conveyances, contracts, and such other papers as are required to be executed by the Society; affix the seal of the Society thereto; keep a record of the minutes; keep books, papers, records, documents; and keep the seal belonging to the Society.
- E. The Treasurer shall keep all financial records as otherwise provided herein; shall be given a copy of all papers concerning the finances of the Society; and shall make a report of the financial condition of the Society at each meeting of the membership. The Board of Directors will establish the procedure for disbursement of Society funds and signatory authority. The Treasurer shall be responsible for seeing that all quarterly and annual tax returns are timely filed.
- F. Except as provided in Section (B) and (C) above, vacancies in any office occurring between elections shall be filled by the individual selected by the Board of Directors at a special meeting. A two-thirds majority of all the Board of Directors shall be required to elect a person to fill a vacancy.
- G. The officers shall have such powers and shall perform such duties as may from time to time be specified in these By-Laws or other directions of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit organizations having the same or similar general purposes and objectives as this organization.
- H. No person may hold two or more elective offices of the Society at the same time.
- I. The Executive Director shall maintain an office for the Society and perform all necessary work related thereto. Additionally, the Executive Director shall perform those services assigned by the Officers and the Board of Directors. The Executive Director, or his designee, shall attend all regularly scheduled board meetings and report on administrative matters.
- J. No more than one member of any firm or immediate family may serve on the Board of Directors at the same time.

SECTION 3. ELECTIONS

- A. Prior to July 1st of each year the President shall appoint a Nominations Committee of seven members, four of whom shall be members of the Board of Trustees. The committee shall establish minimum requirements for service to the Board; said requirements to be approved by the Board of Directors. The committee shall actively seek candidates for positions on the Board of Directors and make available to all active members an application to present themselves as a candidate for a specific position. Such application shall be delivered to the membership no later than September 30th. Responding members must return their completed application by October 31st, make themselves available for an interview during the months of November and December and submit a resume and

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photograph for publication. Members approved through the interview process and meeting the minimum requirements for office shall have their names, photographs and resumes posted in the M.S.A. Newsletter and on the M.S.A. website as candidates for the specific positions applied for. In the event that a candidate possessing minimum requirements cannot be recruited, said requirements may be waived by the Nominations Committee with the approval of the Board. The official ballot shall be mailed no later than three weeks before the Annual Meeting and shall contain the candidate's names, positions sought and a reference as to where the resumes and photographs of each can be found. Members will vote by delivering or mailing their marked ballot in such a manner as to be in the hands of the Chairman of the Nominations Committee, or his/her appointee(s), no later than five days before the Annual Meeting. The Board of Directors will establish procedures for maintaining complete secrecy of all balloting and for the disqualification of all ballots submitted by those members not entitled to vote.

Four (4) committee members must be present to constitute a quorum for conducting meetings and Candidate Interviews.

- B. Only those voting members residing or practicing in the counties of Cecil, Caroline, Dorchester, Kent, Queen Anne, Somerset, Talbot, Wicomico or Worcester may cast a vote for the Eastern Shore Delegate. Only those voting members residing or practicing in the counties of Allegany, Frederick, Garrett or Washington may cast a vote for the Western Delegate. Voting members residing or practicing in all other parts of Maryland may cast a vote for the Central Delegate. All other elected positions may be voted on by all voting members.
- C. All votes will be counted at the Annual Meeting in accordance with the procedure established by the Board of Directors as provided in Article VII, Section 3, Paragraph (A).
- D. Only active, life, and retired members are entitled to vote.

Article VIII COMMITTEES

SECTION 1. Except as otherwise herein provided, the President shall appoint the following standing committees:

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| A. By-Laws | F. Convention/Annual Meeting | L. Awards |
| B. Legislative | G. Assistance | M. Tax Affairs |
| C. Membership | H. Nominations | N. Scholarship |
| D. Education | I. Finance | O. Historian |
| E. Public Relations | J. Long-Range Planning | P. Technology |
| | K. Newsletter | |

From the Committee members thus selected, the President shall designate a Chairman.

SECTION 2. The By-Laws Committee shall make an annual review of the By-Laws of the Society and recommend to the Board of Directors any amendments they deem necessary. It shall also be the responsibility of the committee to process the amendments submitted by the general membership in accordance with Article IX.

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SECTION 3. The Membership Committee shall consider all applications for membership that are referred to it in accordance with these By-Laws. In addition, the Membership Committee shall work with the Officers, Board of Directors, and other appropriate committees to promote and encourage qualified members of the accounting profession to become members of the Society.

SECTION 4. The Legislative Committee shall carry out the mandate of the membership as determined at the meetings of the Society or any other directive determined by the Board of Directors.

SECTION 5. The Committee on Education shall observe and consider the developments and practical working of new methods and techniques in the accounting field and shall endeavor to bring them to the attention of the members of the Society by means of reports, lectures and educational institutes conducted in connection with the membership meetings, and through articles published in the official publication of the Society.

SECTION 6. The Public Relations Committee shall establish and promote proper relationship between the public and the members of the Society and recommend to the Board of Directors policies which will improve these relationships. They will disseminate articles and news to the public defined the aims, purposes and accomplishments of the Society and the public accounting profession.

SECTION 7. The Convention/Annual Meeting Committee shall arrange the details and program of the Annual Meeting at the time and place designated by the Board of Directors and shall furnish the Secretary with a copy of the program in time to include it in the notice of the Annual Meeting.

SECTION 8. The Assistance Committee shall establish procedures by which the Society will give assistance or guidance to a member who has become unable to maintain their practice because of disability and to the survivors of a deceased member.

SECTION 9. The Finance Committee will include the President, First Vice President, Second Vice President, Treasurer, Secretary and two additional members appointed by the President. This Committee will be responsible for making recommendations to the Board for the investing of funds and the maintenance of the accounting system.

SECTION 10. The Long-Range Planning Committee will consist of members appointed by the President. The Committee will be responsible for preparing a long-range plan for presentation to the Board.

SECTION 11. The Newsletter Committee shall be responsible for gathering information and publishing a society newsletter at least six times during the fiscal year.

SECTION 12. The Awards Committee is responsible for selecting the recipients of the annual meritorious service awards.

SECTION 13. The Tax Affairs Committee is responsible for meeting with the various taxing authorities and keeping the Society members apprized of any law changes or pending changes.

SECTION 14. The Scholarship Committee is the liaison between the Society and the Scholarship Foundation. Its primary responsibility is to raise funds for the Foundation.

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SECTION 15. The President shall appoint on an annual basis a Society Historian. The Historian shall be responsible for gathering information on the Society that should be maintained in a permanent record for the purpose of keeping a history of the Maryland Society of Accountants. If deemed necessary an assistant historian may also be appointed.

SECTION 16. The Technology Committee shall monitor available and developing technologies and make recommendations and encouragements for use by the Society, other committees and the general membership. Duties: To prepare an annual budget with consideration for both annual and long-term needs. To review and analyze the M.S.A. website, at least annually, for effectiveness and usefulness. To disseminate technological information to the membership and other Society Committees.

Article IX AMENDMENTS

SECTION 1. Recommendations of changes, additions or deletions may be made by the By-Laws Committee as a result of their annual review, upon request by the Board of Directors, or by the submission of a proposed amendment to the committee by any member. Each recommendation is to be submitted to the Board of Directors with an accompanying explanation as to its purpose and/or reason. The Board shall consider the submitted amendments, and shall cause those amendments it has approved by an affirmative vote of two-thirds of the members of the Board, to be placed on the ballot of the next annual meeting.

SECTION 2. Any twenty-five members, acting in harmony, may submit written amendments for consideration by the general membership. Written amendments must be made to the By-Laws committee at least ninety days prior to the Annual Meeting. The By-Laws committee will cause those amendments to be placed on the ballot for membership consideration by submitting them to the nominating committee sixty days prior to the Annual Meeting.

SECTION 3. During the Annual Convention, the ballots shall be counted and the votes for each amendment shall be recorded. Any amendment receiving an affirmative vote totaling at least two-thirds of the ballots cast shall become an amendment to these By-Laws.

REVISED: June 28, 2004