

# **BY-LAWS**

Of

## **BUTTE CHAPTER OF THE MONTANA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

### **ARTICLE I – CHAPTER NAME AND PURPOSES**

#### **Section 1. Name**

The name of this organization shall be the BUTTE CHAPTER OF THE MONTANA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS. The Chapter’s federal tax identification number (EIN) is 27-3381780. The Chapter shall, at all time, be subject to all rules and regulations prescribed by the Montana Society of Certified Public Accountants (hereinafter referred to as the “Society”), or its Board of Directors.

#### **Section 2. Purpose**

This Chapter is formed for the purpose of promoting the interest of Certified Public Accountants, elevating the standard of proficiency, integrity and character, cultivating the professional cooperation and social intercourse between members and cooperation with similar chapters of this state and with state and national organizations of Certified Public Accountants for the advancement of the profession of accountancy.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1. Qualifications**

GENERAL MEMBERSHIP:

Any person who has conditioned the Uniform CPA Examination and who resides or maintains his/her principle office in the Chapter area is eligible to become a member of this Chapter. The term “conditioned” is hereby defined as the successful passing of at least two parts of the Uniform CPA Examination.

**ASSOCIATE MEMBERSHIP:**

Non-CPA accountants, who work or maintain their principle office in the Chapter area, and are interested in the work and activities of the Chapter, are eligible to become Associate Members of the Chapter.

**STUDENT MEMBERSHIP:**

College students in an accounting degree option that are at-or-above Intermediate Accounting and attend college in, or nearby, the Chapter area are eligible to become Student Members of the Chapter.

**Section 2. Resignation**

Resignation of members may be offered in writing at any time and shall be effective on the date of acceptance by the Board of Directors of the Chapter. No person shall be considered to have resigned while in good standing if at the time of resignation the member was in debt to the Chapter for dues or other obligations.

**ARTICLE III – MEETINGS OF MEMBERS**

**Section 1. Number**

There shall be no less than eight (8) meetings of the Chapter within each fiscal year, including summer and winter social events and the initial planning Officer meeting in the fall. The last meeting held prior to June 30<sup>th</sup> of each year would constitute the annual meeting.

**Section 2. Time, Place and Agenda**

The President shall designate the time, place and agenda for any meeting, except that a meeting shall be held within one month from the receipt by the President of a petition, for a meeting, signed by not less than five (5) members or ten percent (10%) of the members entitled to vote, whichever is greater.

**Section 3. Notice of Meeting**

Notice of all meetings shall be given via email or other electronic communication to the members at least three (3) days, but no more than fifteen (15) days before the date of the meeting. This notice shall set forth the time, place and agenda of the meeting.

**Section 4. Quorum**

Nine members or ten percent of the members entitled to vote, whichever is greater, shall constitute a quorum.

**Section 5. Member Decisions**

The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these By-Laws.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. General Powers**

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.

**Section 2. Number**

The Chapter's Board of Directors shall consist of the following members: The Chapter immediate Past President, President, Vice President, Treasurer and Secretary.

**ARTICLE V – OFFICERS**

**Section 1. Officers**

The Officers shall be the President, Vice President, Treasurer and Secretary. All officers shall be members. No member shall hold more than one office at a time.

**Section 2. Term**

The Officers shall hold their office for the fiscal year following the annual meeting in relation to which their election takes place or until the election of their successor, whichever is later. The term of an Officer designated to fill a vacancy shall be for the unexpired term of the Officer's predecessor in office.

**Section 3. Resignation, Removal or Vacancy**

The resignation of an Officer shall be handed in writing to the Chapter Board of Directors. Any Officer may be removed by a vote of at least 2/3 of the Chapter members whenever in their judgment the best interests of the Chapter will be served thereby. If a vacancy occurs in any office, the vacancy shall be filled by election at the next regular meeting following announcement. However, if such election is not held, then the Chapter Board of Directors shall designate a member to fill the vacancy.

**Section 4. Duties of the President**

The President shall be the chief executive officer. The President shall preside at all meetings of the Chapter and the Chapter Board of Directors. The President shall enforce the By-Laws of the Chapter. The President shall perform all executive and other duties ordinarily pertaining to the office of President or as delegated by the Chapter Board of Directors.

**Section 5. Substitute for the President**

If the President is temporarily unable or unwilling to act, the following shall act instead in the order named: The Vice President, the Treasurer and the Secretary.

**Section 6. Duties of the Vice President**

The Vice President shall perform all executive and other duties ordinarily pertaining to the office of Vice President or as delegated by the Chapter Board of Directors or the President. The Vice-President will be responsible for ensuring that the Butte Chapter of CPAs has filed its 990 Annual Tax Return when due each year.

**Section 7. Duties of the Treasurer**

The Treasurer shall have executive charge of the finances of the Chapter. The Treasurer shall deposit all funds in the bank or banks designated by the Chapter Board of Directors. No expenditures for extraordinary expenses and special preparations shall be made except on approval thereof by a majority vote of the members present at a duly held meeting or an authorization by the Chapter Board of Directors. All payments shall be made by checks signed by one of any of the following three Officers: President, Vice President, and Treasurer. All payments in excess of \$500.00, that are not approved in the annual budget, shall be signed by any two of the three Officers listed above. The Treasurer shall keep books of account and report to the Chapter Board of Directors in the manner and frequency designated by the Board. The Treasurer shall be responsible for invoicing membership dues and following up on any members in arrears. The Treasurer shall perform all other duties ordinarily pertaining to the office of Treasurer or as delegated by the Chapter Board of Directors or the President.

**Section 8. Duties of the Secretary**

The Secretary shall be the recording Officer at all meetings of the Chapter and the Chapter Board of Directors. The Secretary shall give notice of all meetings requiring notice. The Secretary shall maintain a register of the name and address of each person admitted to membership in the Chapter. The Secretary shall maintain all necessary records for Continuing Professional Education sponsored by the Chapter in accordance with regulations promulgated by the Montana Board of Public Accountants. The

Secretary is responsible for reviewing all bank statements, and after review, forwarding the statements on to the Treasurer for reconciliation process in accounting software.

## ARTICLE VI – NOMINATIONS AND ELECTIONS

### Section 1. Election Meeting

Election of Officers shall be held at the last meeting held prior to June 30<sup>th</sup> of each year.

### Section 2. Nomination of Members for Elective Office

Nomination of members for elective office may be made from the floor by any member, at a meeting in which the election takes place, provided the nominee consents to service if elected.

### Section 3. Election with Ballot

If more than one is nominated for any of the elective offices, the election in respect to such office shall be conducted by written ballot. The nominee for each office receiving the highest number of votes for that respective office shall thereupon be declared elected by the presiding officer.

## ARTICLE VII – COMMITTEES

### Section 1. Committees

There shall be such standing and special committees as the Board of Directors may designate.

## ARTICLE VIII – DUES AND ASSESSMENTS

### Section 1. How Determined

The annual dues shall be determined by the Board of Directors subject to approval by the membership. Special assessments over and above regular dues must be approved at a regular or special meeting of the members.

**Section 2. When Payable**

All dues are payable on a monthly, quarterly, semi-annual or annual basis, as determined by the Chapter Board of Directors.

**Section 3. New Members**

Members admitted during the membership year shall pay the annual dues on a prorated bases.

**Section 4. Dues in Arrears**

Members will receive a past due notice when dues are 60 days delinquent. A follow-up phone call will be made at 90 days. If payment is not made in full or satisfactory payment arrangements established, the member will be terminated from the Chapter at 120 days from the date of invoicing, upon approval of the Board of Directors.

**ARTICLE IX– FISCAL MATTERS**

**Section 1. Fiscal Year**

The fiscal year of the Chapter shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following year. The Treasurer, with input from the other Officers of the Chapter, shall prepare an annual budget showing all amounts appropriated for the purpose of the chapter and all estimated revenues for the current fiscal year and submit to the membership for review and approval at the first regular meeting of the new season. Unexpended appropriations shall lapse at the end of the fiscal year and shall not be carried forward. No expenditure shall be made in the fiscal year in excess of the limitations of the budget

for that year, unless it is authorized and ratified by the Board of Directors. Such authorization and ratification shall constitute an amendment to the budget to that extent. The Treasurer shall, no later than October 1<sup>st</sup> in each year, prepare Financial Statements for the prior year activities, for presentation to the Audit Committee.

**Section 2. Audit Committee Reporting**

At the first meeting of the Board of Directors of the fiscal year, the Board shall appoint an auditing committee, or act as such, to examine the Financial Statements of the Treasurer for the prior fiscal year. The Committee shall, no later than December 1<sup>st</sup> in each year, review and approve the Financial Statements.

**ARTICLE X– AMENDMENTS TO BY-LAWS**

**Section 1. Proposals to Amend**

Proposals to amend the By-Laws may be initiated by the Chapter Board of Directors or may be submitted by any member present at a duly held meeting of the Chapter, provided that the text of the proposed amendment is set forth in the notice of the meeting to adopt such amendment.

**Section 2. Adoption of Proposed Amendment**

Alterations, additions, or amendments to the By-Laws shall be made only at a regular meeting, or at a special meeting called for such purpose, and by a vote of 2/3 of the members present at such duly held meeting.



**ARTICLE XI- ADOPTION OF BY-LAWS**

**The By-Laws, as amended, are hereby adopted by the Chapter Membership on this 29<sup>th</sup> day of June 2011.**

**President** Brandis Villa

**Vice President** Shelly Davis

**Treasurer** [Signature]

**Secretary** [Signature]

**Past President** Chris Anna