



# Missouri Society of Certified Public Accountants

## Amended and Restated Bylaws

*Amended March 2011; Amended July 2020*

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*The following are the Bylaws that govern the Missouri Society of CPAs.*

### ARTICLE I—Name and Mission

1. **Name.** The corporate name of this association is “Missouri Society of Certified Public Accountants,” hereafter called “MOCPA.”
2. **Mission.** MOCPA leads the CPA profession in Missouri and supports its members and their organizations, as well as the public interest, in a competitive and dynamic business environment.

### ARTICLE II—Membership

1. **Classes and Rights.** Membership shall consist of the following classes:
  - A. **Fellow Membership**—Individuals who hold a certificate/license as a certified public accountant in Missouri or any other jurisdiction issued on passing the Uniform Certified Public Accountant Examination prepared by the American Institute of Certified Public Accountants. Fellow members shall have full voting rights of the membership and may participate in all general membership activities of MOCPA.
  - B. **Associate Membership**—Individuals who do not otherwise qualify for Fellow membership may participate as Associate members, provided they 1) are sponsored by a CPA Fellow Member (except for educators as set forth in 2 (a) below) and 2) are either: (a) a full-time accounting and/or business educator, or (b) an employee at a CPA firm who does not hold a CPA certificate/license in any state, or (c) a financial or technology professional in business, industry, academia, not-for-profit, or government. Associate members may participate in all general membership activities of MOCPA, including committee service (but not the chairmanship of); except they shall have no voting rights and are not eligible to hold office in MOCPA.
  - C. **Professional Leave Membership**—Individuals who are eligible for Fellow membership in MOCPA and are not gainfully employed in the accounting profession, including tax services, may be eligible for Professional Leave membership. Professional Leave members retain voting rights if they had them upon leave from MOCPA and may participate in all general activities of MOCPA.

Each Professional Leave member's eligibility for Professional Leave membership status shall be reviewed annually.

- D. **Student Membership**—Individuals who are pursuing an undergraduate or graduate degree in accounting or its equivalent, and are not otherwise eligible for Fellow or Associate membership. Student members may participate in all general membership activities of MOCPA, including committee service (but not the chairmanship of); except that they shall have no voting rights and are not eligible to hold office in MOCPA.
  - E. **Life Membership**—Individuals who have been a member in good standing for a period of no less than 20 years and have retired from active practice or employment are eligible for Life membership. Retired from active practice or employment is defined as working less than 500 hours per year. Life members shall retain the rights of membership they were eligible for prior to gaining Life membership status.
  - F. **Honorary Membership**—Individuals who have rendered distinguished service in advancing the interests of the accounting profession are eligible for nomination and election for Honorary membership in MOCPA. The nomination for Honorary membership shall be by two or more members by a written proposal citing the distinguished service of the individual. Election to Honorary membership shall be by resolution of the Board of Directors and approval of the membership at an annual meeting of the members. Honorary members may participate in all general membership activities of MOCPA, including committee service (but not the chairmanship of); except they shall have no voting rights and are not eligible to hold office in MOCPA.
2. **Application for Membership.** The membership application form shall contain a declaration to be acknowledged by the applicant that he or she has read the Bylaws of MOCPA and the AICPA's current Code of Professional Conduct and agrees to adhere to them.
  3. **Modification to Classes of Membership and Membership Rights.** The Board of Directors may create subclasses of members within the Associate membership category. The Board of Directors may also propose a new class or classes of membership, the elimination of an existing class or classes of membership, or the revision of certain rights within each class of membership as deemed necessary and appropriate in furthering the interests of MOCPA. Any such proposed action, except for the establishment of subclasses within the Associate member category, shall require an amendment of these Bylaws as provided in Article X herein.
  4. **Termination.** If a member is indebted to MOCPA for dues or other items for more than three months, the Board may terminate the membership upon written notice to the member. Membership may also be terminated for other causes through disciplinary proceedings as provided in Article IX.

5. **Resignation.** A member can resign at any time upon notice to MOCPA. Submitted resignations are reviewed and approved by MOCPA’s Board of Directors. Action on a resignation shall be postponed until final disposition of any complaint or inquiry involving a cause for disciplining the member under Article IX of these Bylaws unless the Board of Directors decides otherwise with or without recommendation from the Committee on Professional Ethics as the Board of Directors may see fit.
6. **Non-Transfer.** Membership is not transferable or assignable, and dues are not refundable.
7. **Right of Members to Describe Themselves as Such.** A member in good standing shall be entitled to use the designation “Member of the Missouri Society of Certified Public Accountants.” A firm licensed to practice public accounting of which all resident partners or shareholders are members in good standing is entitled to use the designation “Members of the Missouri Society of Certified Public Accountants.”
8. **Dues.** The Board of Directors shall determine annual dues that shall be paid by each member in accordance with such classifications as it deems appropriate, and may require a different amount of dues for each class. Dues shall be payable in a manner as set forth in Board Policy.
9. **Delegation by the Board of Directors of Certain Duties.** The Board of Directors may delegate its duties and responsibilities with respect to admission of persons to membership, termination of membership, acceptance of membership resignations, and the readmission of former members, as provided in Sections 2, 4, and 5 of this Article, to MOCPA employees or any other committee designated by the Board.

### **ARTICLE III—Meeting of Members**

1. **Annual Meeting.** There shall be an annual meeting of members at which Officers and Directors shall be installed to take office July 1, and a report on the activities and financial condition of MOCPA shall be given.
  - A. **Time, Place, and Agenda**—The Board of Directors shall designate the time, place and agenda for the annual meeting. A request for new business must be presented to the Chair of the Board of Directors no less than 24 hours prior to the start of a meeting.
  - B. **Notice and Manner of Meeting**—Either separately or through a publication of MOCPA, notice of the time, place and agenda of every annual meeting shall be provided to each member at the last known mailing or email address on file. The notice shall be given not less than 20 nor more than 60 days before the annual meeting. Meetings may be held in person or via telephonic or electronic means provided members can communicate with one another.

2. **Special Meetings.** Special meetings of the members may be called by the Chair of the Board of Directors when requested by a petition signed by six directors or 2 ½ percent of the Fellow members as determined as of the end of the preceding fiscal year. This article does not apply to educational or social meetings.
  - A. **Time, Place, and Agenda**—The Chair of the Board of Directors shall designate the time, place and agenda for special meetings. The meeting shall be held within 75 days, but no sooner than 10 days after receipt of the petition, and the agenda for the meeting shall include the matter set forth in the petition. A request for additional business must be presented to the Chair of the Board of Directors no less than 24 hours prior to the start of a meeting.
  - B. **Notice and Manner of Meeting**—Either separately or through a publication of MOCPA, notice of the time, place and agenda of special meetings shall be provided to each member at the last known mailing or email address on file. The notice shall be given not less than 10 nor more than 30 days before a special meeting. Meetings may be held in person or via telephonic or electronic means provided members can communicate with one another.
3. **Quorum.** Forty eligible voting members present at a live meeting or at a telephonic or electronic meeting shall constitute a quorum at any meeting of the members.
4. **Method of Communication.** As used throughout these Bylaws, the terms “mail,” “mailed,” “sent,” “notice of,” and “received” shall include both paper mail through the United States Postal Service or similar shipping service, or electronic communication via any provider authorized by MOCPA.
5. **Method of Voting.** Members may vote by any method approved by the Board including, but not limited to, mail or electronic means. The ballot for the voting shall contain a fair statement of the matter to be voted on and the results of any previous similar vote of the Board and of the members. The ballots shall be mailed or distributed via electronic means to members within 30 days from the date of the event that required the vote. Only those ballots that are received at MOCPA’s office within 30 days from the date the ballot was mailed or distributed via electronic means to the members shall be counted. The results of the vote shall be published to the members within 45 days after the valid ballots are received.

## **ARTICLE IV—Board of Directors**

1. **Number of Directors.** MOCPA shall be governed by a Board of Directors consisting of 19 members as follows: Chair, Chair-elect, Vice Chair, Treasurer, Secretary, Immediate Past Board Chair, one Board-appointed Director, and 12 elected directors, of which one can be a non-member who is not a CPA.

The MOCPA President/CEO and members of MOCPA who are members of Council of the American Institute of CPAs (AICPA) shall serve as ex-officio, non-voting members of the Board of Directors.

2. **Nomination.** Nomination, election and appointment of Officers or directors shall be in accordance with the nominations process as set forth in Board Policy.
3. **Terms.** The term of each elected director shall be three years. An elected director may not serve consecutive terms as an elected director. The term for the Board-appointed director shall also be three years, unless a shorter term is specified by the Board. A Board-appointed director may not serve more than three consecutive years as a Board-appointed director.

If, during an elected director's term on the Board, the individual is elected to Vice Chair or appointed to the office of Secretary or Treasurer of MOCPA, a vacancy is created on the Board of Directors, which shall be filled in accordance with Section 7 of this Article.

4. **Duties.** The Board, acting for itself or through its Officers, shall carry out the mission of MOCPA as provided in these Bylaws. In addition, the Board has the authority to establish, dissolve, and amend Board Policies. The Board shall have general charge, authority, management, and control of the affairs, funds, expenditures, and property of MOCPA, and may delegate such duties to the President/Chief Executive Officer (CEO).
5. **Meetings of the Board.**
  - A. **Time, Place and Agenda**—The Chair shall designate the time, place, and agenda of each meeting of the Board, except that a meeting shall be held within 15 days after the receipt of a petition for a meeting signed by at least six of the directors.
  - B. **Notice**—Notice of each meeting shall be sent to each director at least five days before the date set for the meeting.
  - C. **Quorum**—At least half of the number of sitting directors of the board shall constitute a quorum.
  - D. **Action**—The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law of these Bylaws.
6. **Removal.** An elected director, a Board-appointed director, or the Immediate Past Chair as director, may be removed by a vote of at least three-fourths of the members present at a meeting of the members called for that purpose. An appointed director may be removed from office by a majority vote of the Board of Directors.

7. **Vacancy.** If a vacancy occurs in a directorship, except that of the Immediate Past Chair or an officer, the Board of Directors shall designate a CPA Fellow Member of MOCPA to fill the vacancy for the remainder of the term. In the event of a vacancy of the Immediate Past Chair, the Board of Directors may designate another Past Chair of MOCPA to fill the vacancy of the Immediate Past Chair for the unexpired term. For a vacancy in an officer position, see below in Article V, Section 6.

## **ARTICLE V—Officers**

1. **Officers.** The Officers of MOCPA shall be Chair, Chair-elect, Vice Chair, Secretary and Treasurer.
2. **Duties.** The Chair shall be the chief officer and shall preside at all meetings of the members of MOCPA and Board of Directors. He or she shall perform all executive and other duties ordinarily pertaining to the office of Chair or delegated to him or her by the Board.

The Chair-elect shall act for the Chair in his or her absence or inability to serve, and shall discharge such other duties as the Chair or Board of Directors may assign.

Additional duties for Officers shall be set forth in Board Policy.

3. **Elections and Appointments.** The Chair-elect and Vice Chair shall be elected by the membership. The Chair-elect shall, without further vote, become Chair in the year immediately following his or her term as Chair-elect.

The Secretary and Treasurer shall be appointed by the Chair of the Board, and approved by the Board of Directors. Such elections and appointments shall take place prior to July 1 of each year as set forth in Board Policy.

4. **Terms.**
  - A. **Chair, Chair-Elect and Vice-Chair**—The Chair, Chair-elect, and Vice Chair shall each serve a one-year term beginning each July 1 or until their successors are elected.
  - B. **Secretary and Treasurer**—The Secretary and Treasurer shall each serve a one-year term beginning each July 1 or until their successors are appointed. The Secretary and Treasurer may serve up to three consecutive one-year terms.
5. **Removal.** An elected officer may be removed by a vote of at least three-fourths of members present at a meeting of members called for that purpose. An appointed officer may be removed from office by a majority vote of Board of Directors.
6. **Vacancy.** If a vacancy occurs in the office of Chair, the Chair-elect shall become Chair and serve the balance of the unexpired term. The Executive Committee and

Nominations Committee Chair shall then make a determination as to whether the Chair-elect would serve an additional term as Chair, beyond the balance of the unexpired term, based upon the duration of the unexpired term to be assumed by the Chair-elect.

If a vacancy occurs in the offices of Chair-elect or Vice Chair, the Executive Committee and Nominations Committee Chair shall recommend a CPA Fellow Member to fill such vacancy and present such recommendation to the Board of Directors for approval to serve the balance of the unexpired term of such office. If a vacancy occurs in the office of Chair-elect, the individual approved to serve out the vacancy shall be ratified by a vote of the members at the next Annual Meeting of the Members before succeeding to the office of Chair.

If a vacancy occurs in the offices of Secretary or Treasurer, the Board of Directors shall appoint a CPA Fellow Member to fill the vacancy for the unexpired term.

7. **Executive Committee.** The Chair, Chair-elect, Vice Chair, Secretary, Treasurer, and President/CEO shall constitute the Executive Committee of MOCPA. The Officers shall be the voting members of the Executive Committee, and the President/CEO shall be an ex-officio, nonvoting member of the Executive Committee. The Executive Committee shall undertake functions related to governance and leadership development as more fully set forth in Board Policy.
8. **President/Chief Executive Officer.** MOCPA shall employ a President/CEO who shall be responsible for the day-to-day administration and operations of MOCPA, and to execute such duties and such programs and policies as may be directed by MOCPA. The President/CEO shall have notice of and attend all meetings of the Executive Committee and Board of Directors, but may be excused during executive sessions.

## **ARTICLE VI—Nominations Committee and Process**

1. **Nominations Committee.** The Nominations Committee shall consist of the Immediate Past Board Chair who will preside, one recent past Board Chair, the current Board Chair, the Chair-elect, four MOCPA Board members who are not Officers of the Board, and three MOCPA members at-large from the general membership of MOCPA. The one recent past Board Chair, the four MOCPA Board members, and the three MOCPA members at-large shall be elected by the Board of Directors to serve on the Nominations Committee until the end of the fiscal year for which they are elected. Nominations Committee terms are set forth in Board Policy.
2. **Nominations Process.** The Nominations Process is set forth in Board Policy.

## **ARTICLE VII—Chapters and Committees**

1. **Authority.** The Board of Directors may authorize the establishment and dissolution of chapters and committees as it deems necessary to carry on the business of MOCPA. The Board Chair or Chair-elect shall have the power to appoint the leaders of such chapters and committees as set forth in Board Policy.
2. **Purpose.** Chapters and committees shall support the mission and current strategic plan of MOCPA and shall encourage networking among their members and the exchange of ideas relative to the practice and art of accountancy.

The processes for establishing and dissolving chapters and committees, operations of, and leadership terms are set forth in Board Policy.

## **ARTICLE VIII—Fiscal Matters**

1. **Fiscal Year.** The fiscal year of MOCPA shall begin on July 1 of each year and end on June 30 of the following year.
2. **Annual Budget.** Each year prior to the Annual Meeting, the Board of Directors shall adopt a budget for the next fiscal year that may be amended as the Board deems necessary.
3. **Annual Audit.** The Board of Directors shall engage a CPA firm to audit and report upon the financial condition of MOCPA for each fiscal year. Such CPA firm shall be selected as set forth in Board Policy.
4. **Indemnification and Insurance.** No personal liability shall attach to any member of MOCPA Board of Directors, committee, or chapter for any financial losses resulting from the exercise of judgment, in good faith, in the performance of assigned duties.

The Board of Directors shall provide, at the expense of MOCPA, adequate insurance coverage in an amount that it may specify, for all individuals entrusted with the assets of MOCPA.

## **ARTICLE IX—Code of Professional Conduct and Ethics Enforcement Plan**

1. **Code of Professional Conduct.** A member shall comply with the rules of professional ethics of MOCPA which shall consist of the Code of Professional Conduct of the American Institute of CPAs (AICPA), including the interpretations and ethics rulings contained therein, 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 MOCPA shall prevail.

2. **Enforcement.** Whenever a member of MOCPA, whether he or she is a member of the AICPA, shall be charged with violating these Bylaws or any code of professional ethics promulgated hereunder, the said charge or charges shall be initiated in accordance with the terms of any then subsisting agreement between the MOCPA and the AICPA relating to ethics enforcement.
3. **Board Policy.** Additional policies and procedures regarding this Article shall be set forth in Board policy.

## **ARTICLE X—Amendments**

1. **Method.** The Bylaws of MOCPA may be amended, altered or repealed by either of the following two ways:
  - A. **Annual or Special Meeting**—By two-thirds vote of eligible voting members present or by proxy at any annual or special meeting, provided that notice shall have been given to each member of MOCPA at least 30 days prior to the date of such meeting, showing the details of the proposed amendment, alteration or repeal; or
  - B. **Mail or Electronic Means**—By a proposal or proposals submitted to the President/CEO of MOCPA, and approved by the Board, whereupon such proposal or proposals shall be submitted to all eligible voting members of MOCPA for a vote by mail or electronic means, and if voted upon by at least five percent of the eligible voting members and approved in writing by two-thirds of those voting, shall become effective as an amendment to the Bylaws; ballots via mail or electronic means shall be valid and counted only if received within 30 days after date of mailing or distribution via electronic means of ballot forms.
2. **Effective Date.** An amendment shall take effect the last day on which votes of the members may be received unless in adoption of the amendment a later date is specified.

## **ARTICLE XI—Corporate Seal**

The corporate seal of MOCPA shall be a band or scroll on which is inscribed “Missouri Society of Certified Public Accountants 1909.” Within the scroll there shall be the word “seal.”