

AMERICAN SOCIETY OF WOMEN ACCOUNTANTS
PHOENIX CHAPTER NO. 43

BYLAWS

ARTICLE I

The name of this organization shall be Phoenix Chapter Number 43 of the American Society of Women Accountants, hereinafter referred to as the "Chapter."

ARTICLE II

The mission of the American Society of Women Accountants and the Chapter is to enable women in all fields of accounting to achieve their personal, professional and economic potential, to contribute to the future development of the profession, to further the opportunities for women, and to establish a good fellowship among members of the profession.

ARTICLE III

Members

Section 1. There shall be five classes of membership: regular, associate, affiliate, retired, and honorary.

- A. Regular
 - 1. Qualifications:
 - a. Actively engaged in accounting for two or more years, or
 - b. Hold a valid CPA certificate, its equivalent, or other accounting or financial certifications with similar education or experience requirements as determined by the Board of Directors, or
 - c. Hold a bachelor's degree with a major in accounting or its equivalent.
 - 2. Shall have full rights of membership.
- B. Associate
 - 1. Qualifications:
 - a. Regularly enrolled students in post-secondary educational institutions, majoring in accounting or a related field, or
 - b. Actively engaged in accounting, or hold a bachelor's degree with a major in accounting or its equivalent with less than two years of experience.
 - c. Limited to two years following attainment of qualifications for regular membership and a maximum of seven years.
 - 2. Shall vote but may not hold elective office.
- C. Affiliate
 - 1. Qualifications:
 - a. Not actively engaged in accounting, and
 - b. Have a substantial interest in accounting
 - 2. Shall vote but may not hold elective office.
- D. Retired
 - 1. Qualifications:
 - a. Age sixty-five as of June 1 and a regular or associate member for the shorter of five consecutive years or the life of the Chapter.
 - b. Retired from all gainful employment due to disability as of June 1.
 - c. Age fifty-five as of June 1 and retired from all gainful employment and a regular or associate member for the shorter of ten consecutive years or the life of the Chapter.
 - 2. Shall retain the rights previously held as regular or associate members.

- E. Honorary
 - 1. Qualifications:
 - a. Outstanding women whose professional achievements exemplify the standards encouraged by the mission statement of the Chapter, and
 - b. Approved by a two-third vote of the membership of the Chapter.
 - 2. Honorary members who were members upon election to honorary membership shall retain their former rights and privileges in the Chapter.

Section 2. The Chapter, if it has fewer than 75 regular members, shall maintain a membership consisting of a minimum of 50% regular members.

Section 3. Application for membership shall be signed by a member of the Society. Application for membership and reclassification shall be approved by the Chapter Board of Directors, where applicable, and the national Board of Directors.

ARTICLE IV

Dues

Section 1. Dues for regular and affiliate members shall be \$38.00 per year plus the amount of membership dues payable to the national organization.

Dues for associate members shall be \$15.00 per year plus the amount of the membership dues payable to the national organization.

Dues for retired members shall be \$15.00 per year plus the amount of the membership dues payable to the national organization.

Honorary members of the chapter shall pay no Chapter dues. The Chapter shall pay the membership dues payable to the national organization.

Section 2. Dues for new members shall be the full year's dues. Upon renewal, the new members shall receive a dues credit. The amount of the dues credit shall be based on the dues amount of the first year's membership. The dues credit shall be a monthly pro rata amount from July 1 to the anniversary date on which the applicant was approved by National.

Section 3. Dues are payable in advance on or before July 1 of each year.

Section 4. Termination of membership:

- A. Any member who fails to pay dues or fees within sixty days of invoice date shall be automatically dropped from membership.
- B. Reinstatement within the fiscal year may be granted upon payment of a full year's Chapter dues, a \$5.00 Chapter late fee, a full year's National dues, and the National Late fee by June 1 of that fiscal year.
- C. Membership in the Society shall be terminated by a two-thirds vote of the National Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

ARTICLE V

Officers

Section 1. The officers of the Chapter shall be president, president-elect, secretary, member resource coordinator, treasurer, and assistant-treasurer.

Section 2. Only regular members in good standing shall be eligible for office. Only a person who has previously served as a member of the Board of Directors of the Chapter shall be eligible to serve as president or president-elect.

Section 3. The officers shall hold office for a term of one administrative year, or until their successors are elected. The officers' term of office shall begin on July 1.

Section 4. A vacancy in the office of president shall be filled by the president-elect who shall complete that term and the term for which elected. A vacancy in the office of president-elect shall not be filled until the next regular

election. If a vacancy occurs in both the offices of president and president-elect, the office of president shall be filled by the Board of Directors. A vacancy in all other offices shall be filled by the Board of Directors.

Section 5. No officer shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 6. All officers shall perform the duties as prescribed by these Bylaws, the Standing Rules, and the Chapter Procedures Manual.

Section 7. The president-elect may call a meeting of the board-elect to conduct any necessary business in order to prepare for the coming administrative year.

ARTICLE VI Board of Directors

Section 1. The Board of Directors shall consist of the officers of the Chapter, the immediate past president, and three elected directors. Two directors shall be elected each year, each for a two-year term.

Section 2. Only regular members in good standing shall be eligible to serve on the Board of Directors.

Section 3. Vacancies on the Board of Directors, not previously provided for, shall be filled by the president with the approval of the Board of Directors. Such appointed directors shall serve until their successors are elected. If the immediate past president is unable to serve on the Board of Directors, the most recent past president consenting to serve shall fill the vacancy.

Section 4. Each member of the Board of Directors shall serve as chairman of such standing committees as may be assigned by the president and approved by the Board of Directors.

Section 5. Meetings

- A. The Board of Directors shall hold regular monthly meetings.
- B. Special meetings may be called at any time by the president or a majority of the Board of Directors. Three days notice shall be given of such special meetings.
- C. A quorum of the Board of Directors shall be five (5).
- D. Between meetings of the Board of Directors, business may be transacted by mail or telephone. A quorum of the Board of Directors shall prevail.

Section 6. The Directors shall serve no more than two (2) consecutive terms.

Section 7. The Board of Directors shall perform the duties as described by these Bylaws, the Standing Rules and the Chapter Procedures Manual. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

ARTICLE VII Committees

Section 1. The Executive Committee shall be composed of all the officers of the Chapter. A meeting of the Executive Committee may be called by either the president or at the request of a majority of the Executive Committee. A majority vote of the Executive Committee shall prevail.

Section 2. Standing committees shall be chaired by a member of the Board, as follows:

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| Committee | Board Member |
| Finance | Treasurer |
| Member Resources | Member coordinator |
| Bulletin | Director |
| Membership | Director |
| Program | Director |

Committee members shall be selected by the respective committee chairman with the approval of the president.

Section 3. Special committees may be appointed by the president when deemed necessary for the welfare or development of the Chapter.

Section 4. The president of the Chapter shall be an ex-officio member of all committees except the nominating committee. The Chapter president shall assign the president-elect and vice-presidents to act as the liaison with the committees designated in the Standing Rules.

Section 5. The responsibilities of all committees shall be as set forth in the Standing Rules. Duties of all committees are set forth in the Chapter Procedures Manual or as directed by the Chapter president.

ARTICLE VIII

Administrative

Section 1. The administration of the affairs of the Chapter shall be vested in the Board of Directors, who shall be responsible for carrying out the directives of the membership, or as contained in these Bylaws.

Section 2. The Executive Committee shall carry out the instructions of the Board of Directors and conduct the affairs of the Chapter between meetings of the Board of Directors.

Section 3. The fiscal and administrative year of the Chapter shall extend from July 1 through June 30 of the following year. The administrative year of the education and legislation, telephone, program, and dinner arrangements committees shall extend from September 1 through August 31 of the following year.

Section 4. The records of the treasurer shall be reviewed each fiscal year for two years. They shall be audited the third year. The auditor shall be appointed by the president.

Section 5. All officers, directors, and chairmen, upon retiring from office, shall immediately deliver to incoming officers, directors, and chairmen all monies, reports, accounts, records, books or other properties belonging to the Chapter.

ARTICLE IX

Nomination and Elections

Section 1. Nominating Committee

A. The nominating committee shall consist of three members: the immediate past president, one regular member elected by the Board of Directors, and one regular member elected by the membership no later than the March meeting each year.

B. The president shall designate one member of the committee as chairman.

C. A vacancy on this committee shall be filled by the Board of Directors.

D. The nominating committee shall prepare a list of nominees for officers and directors. This list shall be presented to the membership no later than the regular April meeting of the Chapter.

Section 2. Election

A. Annual election of officers and directors shall be held no later than the regular May meeting of the Chapter.

B. Members may make other nominations from the floor, provided consent of the nominated member has been obtained.

C. In the event names are added to the list prepared by the committee, voting shall be conducted by ballot.

D. If there are no nominations from the floor, the president shall declare the nominees duly elected.

Section 3. Newly elected officers and directors shall be installed at the regular June meeting of each year and shall take office beginning of the administrative year.

ARTICLE X Meetings

Section 1. The Chapter shall hold at least twelve (12) regular meetings each year at a time and place fixed by the Board of Directors.

Section 2. Special meetings may be called by the president, the Board of Directors, or by a two-thirds vote of the national board of directors.

Section 3. A quorum shall consist of 20% of the paid membership of the Chapter.

Section 4. The president or the Board of Directors, by a two-thirds vote, may cancel or postpone any meeting when such action is required due to the existence of a local or national emergency.

Section 5. When it is not possible to hold a regular monthly meeting, urgent business may be conducted by mail.

A. The entire voting membership shall be notified of the business to be transacted by the secretary.

B. Each member shall report "yes" or "no" votes to the president of the Chapter within seven (7) days from the date of notice.

C. Results of the voting shall be totaled. A majority of the individual votes shall prevail, except that amendments to these bylaws require a two-thirds vote.

ARTICLE XI Representation and Voting

Section 1. Representation at national annual and special meetings of the American Society of Women Accountants shall be by delegates, based on the membership of the Chapter as of thirty (30) days before the last day of the fiscal year. The Chapter shall be represented by delegates in person or by proxy.

Section 2. Delegates

A. The Chapter shall have one delegate plus one delegate for each 25 members or fraction thereof.

B. A delegate may carry more than one vote if so ordered.

Section 3. Proxy

A. The Chapter may have a member of another chapter carry its proxy votes.

B. A chapter may carry the proxy votes of only two chapters.

Section 4. Alternates

A. The Chapter may have an alternate for each allowable delegate. An alternate shall substitute for any or all delegates who are unable to serve and carry all votes, which were carried by the replaced delegate(s).

B. If a delegate who is unable to serve also carries proxy vote(s), the alternate shall also carry the proxy vote(s).

Section 5. Delegates and alternates to the national annual meeting or special meeting shall be elected by a majority vote of the members present at a regular meeting prior to the credentials submission date. If it is necessary to call a special meeting of the membership for this purpose, notice of such election must be sent with the notice of the meeting.

ARTICLE XII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chapter may adopt.

ARTICLE XIII Amendments

Section 1. These bylaws may be amended at any regular meeting or any special meeting duly called for this purpose by a two-thirds vote of the members present.

Section 2. Each member shall be notified at least thirty (30) days prior to the date of the meeting.

Section 3. All amendments originated by this Chapter shall be submitted to the national bylaws committee for approval before becoming effective.

Section 4. When, as and if amendments to the national bylaws shall have an effect on this Chapter's bylaws, such amendments shall automatically become effective for this Chapter. Notice in writing must be sent to the membership.

ARTICLE XIV

In the event of dissolution of the Chapter, all remaining funds shall be used, for as long as such funds are available, for the scholarship established at Arizona State University, Tempe, Arizona.