

# **NEW JERSEY ASSOCIATION OF PUBLIC ACCOUNTANTS**

## **Bylaws As Revised June 2016**

### **ARTICLE I – Name**

The name of the corporation is New Jersey Association of Public Accountants

### **ARTICLE II – Office**

The registered agent shall be the Executive Director. The principal office of the Association shall be the office of the Executive Director.

### **ARTICLE III – Objectives**

The objectives of the Association are:

- a. To evaluate and maintain a high standard of proficiency and integrity.
- b. To promote and protect the interest of our members.
- c. To cultivate a spirit of professional cooperation among members.
- d. To establish good will and understanding between the general public and the Accounting, Financial and Tax Professionals.

### **ARTICLE IV – Not-for-profit**

This corporation shall not have any capital stock and shall not be conducted for profit. It is a not-for-profit corporation under the laws of the *State* of New Jersey.

### **ARTICLE V – Fiscal Year**

The fiscal years shall begin on July 1<sup>st</sup> of each year.

### **ARTICLE VI – Members**

Section 1. Membership: There shall be 5 (five) classes of membership.

#### **A. Active**

1. Possess a valid permit/license as a Public Accountant, Certified Public Accountant or such other title as may be granted under a state law for the practice of accountancy for the public; or
2. Be accredited by the Accreditation Council for Accountancy and Taxation; or
3. Be enrolled to practice before the Internal Revenue Service; or

4. Individuals who are engaged in, or who have previously been engaged in, public, private, governmental accounting, tax preparation, financial consultants, or related activities.

5. Employees of Active members and business professionals, employed in business, industry or government who do not offer their services to the public.

6. Life Members are active members who have distinguished themselves by their contributions to the advancement of the public accounting profession or the work of the Association, and have been awarded life status at an annual meeting upon recommendation of the Board of Trustees. Life members shall not be required to pay dues or assessments.

Active members (and paid up Retired Past State President members), enjoy full benefits of the organization. Only Active members can vote, be Trustees and hold State office. Chapters extend their programs to all members.

B. Educator

Faculty and administration of State approved colleges or universities, or community colleges.

C. Student

Student Members shall include individuals pursuing accounting, tax, or business full-time or part-time leading to a Degree or Certificate.

D. Honorary

Honorary membership may be conferred by vote of the Board of Trustees. The recipients may or may not be members of the organization.

E. Retired

Active members, who have retired from active practice are over the age of 60 (sixty), and have been a member for more than 10 (ten) years may request retired status. Retired Member status is granted by the Executive Committee effective with the next July 1st. Retired members (except for paid up Retired Past State Presidents) cannot vote or hold state office.

## Section 2. Dues and Assessments

A. Dues shall be established by the Board of Trustees and shall be payable annually on July 1st of each year. Dues and assessments are applicable to Active, Educator, Retired and Student members only. New members shall have their dues prorated for the remaining months of the fiscal year including the month of application.

B. The Board of Trustees may levy special assessments not to exceed the last established annual dues per membership class upon ratification by majority vote of the active members present and voting at any Trustee meeting. Assessments shall be due and payable on the date fixed by the Board.

C. Any member delinquent in payment of dues and assessments as of October 31st of the current year shall be automatically dropped from membership and requested to return their certificate.

D. Resignation: A fully paid member may resign by notifying the Executive Director in writing and returning the membership certificate. Resignations shall become effective immediately.

E. Reinstatement:

1. A member who resigned fully paid up may apply for reinstatement in writing to the Board of Trustees with payment of current dues and assessments.

2a. A member who has been dropped for non-payment of dues or assessments may be automatically reinstated prior to June 30th next, by payment of all dues and assessments.

2b. A member who has been dropped for non-payment of dues and has not applied for automatic reinstatement prior to June 30th next, may apply for reinstatement in writing to the Board of Trustees during the succeeding fiscal year by payment of all delinquent and current years' dues and assessments plus administration fee established by the Board of Trustees.

3. Any member who is reinstated under provisions of 2a. or 2b. above shall retain their original membership status and seniority.

F. Readmission: A member who has resigned or been dropped for nonpayment of dues or assessments or for other cause may apply as a new member without seniority after a lapse of 2 (two) years.

## **ARTICLE VII – Admission to Membership**

Section 1. Application for membership must be made on a form prescribed by the Board of Trustees and submitted to the Executive Director. The Director will circulate the applicant's information to the members of the Board. Unless there is objection to the applicant within 10 (ten) days, the applicant is approved. If an objection is raised, the application goes to the Board. The objector will present his reason for rejection to the Board in writing in which case the Board may vote favorably by a two-thirds vote.

Section 2. A Certificate of Membership will be issued, signed by the President and Secretary in a form prescribed by the Board of Trustees.

Section 3. Each member accepts such certificate with the provision that it shall be returned to the association upon termination of membership.

Section 4. The Executive Director shall advise the appropriate chapter secretary of the new member.

## **ARTICLE VIII – Officers (Amended June 2015)**

Section 1. The officers shall be President, Vice President and Treasurer/Secretary. Officers shall serve for one year or until their successors are duly elected effective July 1st.

Section 2. Duties:

A. President: The president shall have general supervision of the affairs of the Association, preside at all meetings of the membership and the Board of Trustees, and perform such additional duties as may be assigned by the Association or the Board of Trustees.

B. Vice President: The Vice President shall perform the duties of the President in case of absence, and perform such additional duties as may be assigned by the Association or Board of Trustees or the President.

C. Treasurer/Secretary: The Treasurer/Secretary shall be chairman of the Budget and Finance committee and shall perform such other duties as may be assigned by the Association, Board of Trustees or the President.

## **ARTICLE IX – Executive Director**

Section 1. There shall be an Executive Director appointed by the Board of Trustees at the annual meeting.

Section 2. The Executive Director shall:

A. Be responsible for day-to-day affairs of the Association in accordance with the Executive Director’s Contract.

B. He shall perform such duties as assigned by the Association, Board of Trustees or the President.

## **ARTICLE X – General Membership Meetings**

Section 1. The annual meeting shall be held each year at a place and date determined by the Board of Trustees prior to July 1st.

Section 2. Special meetings may be called at any time by the President or on written request of 15 (fifteen) active members whose dues are fully paid. Notice for special meetings shall state the purpose of the meeting. No other business may be transacted.

Section 3. Written notice of all meetings shall be sent by the Executive Director to each member not less than 10 (ten) days prior to the date of the meeting.

Section 4. Quorum: The quorum for the membership shall be 2% of the total Active membership of the current year.

Section 5. Agenda:

1. Call to Order
2. Opening Ceremonies
3. Approval of Agenda
4. Approval of Minutes
5. Officer’s Reports
6. Executive Director’s Reports
7. Committee Reports
8. Communications /New Members
9. Unfinished Business
10. New Business
11. Election of Trustees
12. Adjournment

## **ARTICLE XI – Board of Trustees (Amended June 2016)**

Section 1. The Board of Trustees shall be the governing body of the Association and shall be composed of the President, duly elected Trustees, Chapter Presidents, and Past State Presidents. The State Director of the National Society of Accountants, if a member of this Association, shall be a Trustee ex officio.

Section 2. The term of office for the elected Trustees shall be for 3 (three) years starting July 1st.

Section 3. A. The Board shall have general management and control of the affairs, funds and property of the Association subject only to the direction of the general membership meetings.

B. It shall pass on applications for membership.

C. It shall approve the budget.

Section 4. A. The chapters are entitled to the Trustees according to the following schedule based on chapter member as of May 1st each year:

0-20 members = 2 elected trustees, plus President and State Past Presidents and Life Members.

21-40 members= 3 elected trustees, plus President and State Past Presidents and Life Members.

41-60 members = 4 elected trustees, plus President and State Past Presidents and Life Members.

61-100 members = 5 elected trustees, plus President and State Past Presidents and Life Members.

101-150 members = 6 elected trustees, plus President and State Past Presidents and Life Members.

151-UP members = 7 elected trustees, plus President and State Past Presidents and Life Members.

No additional trustees after 7 trustees plus Chapter President and State Past Presidents and Life Members.

B. A person to be elected or appointed to the Board of Trustees must be a member of this Association for a minimum of one year and must be fully paid in dues and assessments. Any Trustee whose dues shall not be fully paid by September 1st each year shall be dropped as a Trustee.

C. Should an elected trustee become State President, that chapter shall elect another to serve as Trustee for the unexpired term of the State President.

D. Should a Chapter President be a Trustee when elected, that chapter shall nominate another to serve as Trustee during the term of the Chapter President.

The Chapter President, upon completion of his term, shall resume his Trusteeship for the completion of his original term.

Section 5. Any officer, or elected Trustee absent from four meetings, during any fiscal year shall automatically forfeit their office.

Section 6. Any officer or trustee who fails or refuses to perform the duties of their officer or to uphold the Bylaws and policies of the Board of Trustees shall be subject to recall from office. The Executive Committee shall investigate such charges and hold a hearing with the accused person. If sufficient grounds for recall are found, the Executive Committee may recommend to the Board of Trustees a recall from office. Such recall shall be affected with a two-thirds vote of the Board of Trustees present and voting.

Should there be serious complaints against the actions of state officers the complaint should be in writing and submitted to the Past Presidents Advisory Committee who shall form a (5) five member committee among the Past Presidents and one member of the Executive Board. Upon the Past Presidents Committee recommendation that the complaint has merit, all grievances should then be resolved in the same manner prescribed under the normal committee procedures prescribed under Section #6 under Article XI of the Bylaws.

Section 7. Vacancies in an office shall be filled by the Board. Vacancies in a trusteeship shall be filled by a member from the same chapter by the Board upon a two-thirds vote. A Trustee can be reinstated only once during their full term.

Section 8. A. Meetings: The Board shall meet at least four times a year with a minimum of two meetings requiring a physical presence versus a conference call with the first meeting being held following the election at the annual meeting and one meeting being held within 30 (thirty) days prior to the annual meeting. Time and place of meetings shall be determined by the President or, in his absence, the Vice President. Special meetings must be called by the President, within 15 (fifteen) days of a written request signed by the six Trustees whose dues have been fully paid. The President's failure to call said meeting will be grounds for his/her recall from office.

B. The quorum for the Board shall be 10 (ten) Trustees.

C. Conference Calls: Any member(s) of the Trustees or any committee, may fully participate in a meeting of the Trustees of such committee by means of a conference telephone or similar communications equipment, if available, allowing all persons participating in the meeting to hear each other at the same time. Participation of a Trustee member by such means shall constitute presence at the meeting for the purpose of calculating a quorum.

D. The Order of Business shall be:

1. Call to Order
2. Opening Ceremonies
3. Approval of Agenda
4. Approval of Minutes
5. Officer's Reports
6. Executive Director's Report
7. Committee Reports
8. Communications/New Members
9. Unfinished Business
10. New Business
  - 10a. Budget
  - 10b. Election of Officers
11. Adjournment

Section 9. The Board of Trustees shall be the Board of Review and adjudicate all findings of unprofessional conduct, malfeasance or misfeasance in office including the suspension or expulsion of any member or recall of an officer found guilty. Appeal from expulsion must be made within 60 (sixty) days of being notified and taken to the Association at large. The accused party must submit his check for \$500 and written grounds of appeal at the time of filing the appeal which shall be filed with the Executive Director within 60 (sixty) days of notification of expulsion. The \$500 is nonrefundable and shall cover costs of notification of special membership meeting.

## **ARTICLE XII - Elections**

Section 1. Officers: A nominating committee shall be appointed by the President consisting of one member from each Chapter as the member for that Chapter, and shall meet no later than May 31st. The committee will nominate one candidate for each office except the President. (See Article VIII Section 2.B.) Nominees must be Trustees to be a State Officer, and certified by the Executive Director as a qualified Trustee for the year in which they will serve. Nominations may be made from the floor. They shall be elected at the meeting of the Board of Trustees held at the annual meeting in June.

Section 2. Trustees: The Executive Director shall notify each chapter of the number of Trustees they are entitled to and the Trustees whose terms are expiring, at least 30 (thirty) days prior to the annual meeting. Chapters shall send the names of their candidates for Trustee to the nominating committee and the Executive Director by June 1st. They shall be elected at the general membership meeting in June and they shall hold their office effective July 1st.



Section 3. In a newly constituted chapter, one Trustee shall be elected for a one-year term; one trustee shall be elected for a two-year term. Thereafter all Trustees shall be elected for three years.

Section 4. Nominations may be made from the floor at the annual meeting.

### **ARTICLE XIII – Executive Committee**

The Executive Committee shall consist of the officers, the immediate Past State President and the Executive Director. This Committee shall assist the President in the performance of his duties. The President will determine the location, date and time for Executive Committee meetings. The Executive Committee has the authority to take action during the period when the Board of Trustees is not in session.

### **ARTICLE XIV – Committees**

The President shall appoint the chairman and at least two members to the following standing departments and committees at the first meeting of the Executive Committee and advise the new Board of Trustees. The President may also form committees other than the following:

A. Department

1. Development through Education

B. Committees

1. Budget
2. Finance
3. Constitution and Bylaws
4. Ethics and Grievance
5. Federal Taxation
6. State Taxation
7. Insurance
8. Legislative
9. Membership
10. Member Assistance
11. Public Relations
12. NSA State Director

C. The Budget Committee shall prepare the budget and submit it to the Board of Trustees no later than 10 (ten) days prior to the start of the annual June meeting.

D. The Finance Committee shall review all books and accounts and submit its first report to the Board no later than the January meeting.

## **ARTICLE XV – Local Chapters**

Section 1. The State of New Jersey may be divided into districts to be defined by the Board of Trustees. Chapters may be chartered upon written application to the Board of Trustees. A minimum of 10 (ten) members is required for chartering.

Section 2. Each chapter shall conduct its business as a separate entity subject to review by the Board of Trustees.

Section 3. Each chapter shall hold at least 5 (five) meetings each year. Election of officers shall take place prior to the July 1<sup>st</sup> annual meeting and they shall assume office effective July 1<sup>st</sup> of each year . Chapter installations shall be held either at or following the Association’s annual meeting.

Section 4. Duties of the Chapter officers shall be as described for the state officers where applicable. (See Article VIII).

Section 5. Committees, appointed by the Chapter President, may include, but not limited to:

- A. Education
- B. Budget and Finance
- C. Ethics and Grievance
- D. Membership
- E. Program
- F. Public Relations

## **ARTICLE XVI – Delegates**

State delegates to the annual convention of the National Society of Accountants shall be elected from the Board of Trustees by the Board of Trustees and must have attended at least four of the previous eight meetings of the Board of Trustees including the current June annual meeting. New officers and the Executive Director are the first to be elected as delegates to NSA convention before opening the delegate position to Trustees. If there are no Trustees who have met the meeting requirements, then any member who wishes to attend the NSA annual convention as a Delegate may be voted on by the Board of Trustees to allow said member to attend the NSA annual convention as the State Delegate.

## **ARTICLE XVII – Rules of Professional Conduct**

Section 1. Members shall be required to abide by the Code of Ethics of the National Society of Accountants unless such ethics shall be inconsistent with regulations as issued by the New Jersey State Board of Accountancy.

Section 2. Any Member having knowledge of any alleged violation of the code of ethics shall be duty-bound to give immediate notice to the Chapter Ethics and

Grievance Committee. It shall be the responsibility of this committee to resolve the alleged violation. In the event the Chapter committee cannot resolve the problem, it is to be forwarded to the State Ethics and Grievance Committee.

### **ARTICLE XVIII –Charges, Trials and Penalties**

Section 1. The State Ethics and Grievance Committee, composed of 5 (five) members, shall hear and consider all charges brought against a member. The committee may institute action against a member. All charges must be made in writing.

Section 2. The committee shall notify the accused of the charges by registered mail. The accused must respond in writing within 20 (twenty) days, stating his plea.

Section 3. If the accused contests the action, the Committee shall set a date, time and place for a hearing and give the accused 10 (ten) days notice by registered mail. This notice shall also contain the list of charges. The accused may appear pro se or be represented by another member or counsel.

Section 4. If the accused does not acknowledge the original notice within 20 (twenty) days or refuses to defend themselves against the charges, the Committee shall find the accused guilty on all counts.

Section 5. The Committee shall report in writing to the Board of Trustees specifying:

- A. The name of the accused
- B. The name of the complainant
- C. The list of charges
- D. Their findings
- E. Their recommendations as to penalties and disposition of the case

### **ARTICLE XIX – Seal**

The seal of the Association shall be a circle formed by the name within which shall be the date of incorporation.

### **ARTICLE XX – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association 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 Association may adopt.

## **ARTICLE XXI – Amendment of Bylaws**

Section 1. These bylaws may be amended at any time at any general membership meeting by a two-thirds vote of members present. Proxy voting is prohibited.

Section 2. Proposed amendments shall be signed by at least 5 (five) members whose dues have been fully paid and submitted to the chairman of the bylaws committee at least 60 (sixty) days prior to the meeting. The committee shall notify the membership of proposals to be submitted at least 10 (ten) days prior to the meeting.

Section 3. Proposed amendments, not meeting the above requirements, may be submitted at the annual meeting with a three-fourths vote of the members present required for passage.

*In all references, the use of any particular gender is intended to include the appropriate gender as the text of these Bylaws may require.*