

Bylaws of the Fort Worth Chapter, Texas Society of Certified Public Accountants

Article I Name

The name of the corporation shall be the *Fort Worth Chapter of the Texas Society of Certified Public Accountants* (the "Chapter").

Article II Purposes

The Fort Worth Chapter of the Texas Society of Certified Public Accountants is formed for these purposes: to protect the interests of certified public accountants and the general public; to promote standards of proficiency, integrity and character; to cultivate professional cooperation and interaction among Chapter members; and to cooperate with other organizations for the advancement of the profession of public accountancy.

Article III Members

Section 1. Each fellow, lifetime, student affiliate and other affiliate member in good standing of the Texas Society of Certified Public Accountants (the "State Society") residing in or maintaining a principal office in the area assigned to the Chapter by the Society shall become a Chapter member by paying dues, at rates established from time to time by the Board of Directors, unless such State Society member elects to become a member of another chapter or is a member of an affiliate class of State Society membership with respect to which Chapter membership is not required.

Section 2. Each honorary fellow, honorary member, and "first year licensee" member of the State Society residing in or maintaining a principal office in the area assigned to the Chapter by the Society shall become a Chapter member upon notice to the State Society or the Chapter, and shall not be required to pay Chapter dues or assessments as a condition of Chapter membership. For the purposes of this section, "first year licensee" means an individual with respect to whom the State Society has extended membership without the obligation of dues coincident with that individual's initial licensure as a CPA.

Section 3. A member of the State Society who does not reside in or maintain a principal office in this Chapter area but is otherwise eligible for membership, whether or not a member of any other Chapter, may become a member of this Chapter upon approval of an application for membership and payment of dues.

Section 4. Student affiliate and other affiliate members shall be required to pay dues, but shall not be eligible to hold office or to vote at meetings. All other privileges of the Chapter shall be extended to them.

Section 5. Any member who does not pay dues, assessments or any other indebtedness to the Chapter shall forfeit membership unless payment is made after written notice is given.

Section 6. A member whose dues and assessments have been paid may resign in good standing at any time by submitting a written resignation to the Board of Directors. Dues for the current year will not be refunded. A member who resigns in good standing may be reinstated upon payment of annual dues, which will not be prorated

Article IV Board of Directors

Section 1. The Chapter Board of Directors shall consist of at least fifteen (15) Chapter members in good standing: the eight officers set out in Article V, below; the immediate past President; members elected at the annual meeting of the Chapter to serve two year terms; Chapter members elected by the Chapter as State Society directors; and Chapter members currently serving on the Board of Directors of the State Society. Unexpired terms created by vacancies shall be filled by the Board of Directors without referring to the membership as a whole. The resignation of a director shall be effective on the date of acceptance by the Board of Directors.

By two-thirds vote, the Board of Directors may declare that a director who has been absent from two consecutive meetings of the Board or has failed to perform his or her duties as provided herein has tendered his or her resignation.

Section 2. The Board of Directors may appoint an Executive Committee of the Chapter consisting of the immediate past President and the eight elected officers of the Chapter to administer the affairs of the Chapter between the meetings of the Board of Directors. The Executive Committee shall report its actions for approval or ratification to the Board of Directors at the next meeting of the Board.

Section 3. The Board of Directors shall meet at least twice each year, whenever convened by the President, or at the written request of a majority of its members. Fifty percent of the current number of directors shall constitute a quorum. The Board of Directors of the Chapter may hold its meetings concurrently with those of the Fort Worth Chapter of the Texas Society of Certified Public Accountants Continuing Education Corporation.

Section 4. The Board of Directors and any committee designated by the Board of Directors or established by these Bylaws may hold meetings in person or by using conference telephone, videoconferencing or other suitable electronic communications systems, or a combination thereof, provided that such system permits each person participating to communicate with all other persons participating. By accepting election or appointment as a director, officer or committee member, a person is deemed to consent to such electronic systems for meetings, provided that adequate notice is provided for each such meeting.

Article V Officers

Section 1. The officers of the Chapter shall be a President, President-Elect, three Vice Presidents, a Secretary, a Treasurer, and a Treasurer-Elect, all of whom shall be members in good standing of the Chapter. All directors and officers except the President, the President-Elect, the Treasurer, and the Treasurer-Elect shall be elected at the annual meeting of the Chapter, to serve for the next ensuing fiscal year of the Chapter or until their successors are elected and qualified. The President-Elect and the Treasurer-Elect shall be elected at the annual meeting of the Chapter, to serve as the President and the Treasurer, respectively, of the Chapter for the fiscal year of the Chapter beginning with the end of his or her term as President-Elect and Treasurer-Elect, respectively.

Section 2. In the event of a vacancy created by the resignation, death or inability of any officer to serve out his term, the Board of Directors shall meet and fill said vacancy for the unexpired term thereof without referring the same to the membership as a whole. The resignation of an officer shall be tendered to the Board of Directors.

Section 3. An officer may be removed for cause by a two-thirds vote of the members of the Board of Directors.

Article VI Duties of Officers

Section 1. President. The President shall: preside at all meetings of the Chapter and the Board of Directors; appoint all standing or special committees not otherwise provided; and shall coordinate all the activities of the Chapter.

Section 2. President-Elect. The President-Elect shall assist the President as the President may request; shall act in the stead of the President at any meeting at which the President is absent; and shall become familiar with the duties of the office of President.

Section 3. Vice Presidents. The Vice Presidents shall assist the President as the President may request.

Section 4. Secretary. The Secretary shall assure that: notices of all meetings of the Chapter and of the Board of Directors are given; a record is kept of all acts or proceedings of the Officers and Board of Directors; and that a roster of the Chapter membership is maintained.

Section 5. Treasurer. The Treasurer shall have charge of all the funds and securities of the Chapter. The Treasurer shall assure that regular accounts of the Chapter's fiscal affairs are kept, subject to examination or evaluation by the Board of Directors; shall assure that reports to

the Board of Directors are made; and shall perform all other duties which may be designated by the Board of Directors.

Section 6. Treasurer-Elect. The Treasurer-Elect shall assist the Treasurer as the Treasurer may request and shall become familiar with the duties of the office of Treasurer.

Article VII Terms of Office

The terms of office of the officers and directors elected at an annual meeting of the Chapter shall coincide with the Chapter's fiscal year.

Article VIII Committees

Chapter committees shall consist of the Nominating Committee, the Chapter Grant Application Committee, and those committees designated by the Board of Directors or the President.

Article IX Nominating Committee

Section 1. The Nominating Committee shall consist of seven members: the immediate past President, the current President-Elect, one member of the Board of Directors (to be selected by the Board of Directors), and four members at large elected by the general membership at the annual meeting. The immediate past President of the Chapter shall serve as chairman. A vacancy occurring among the members of the committee shall be filled by vote of the remaining members, including the chairman.

Section 2. The Committee shall carefully study the membership of the Chapter and recommend to the membership, at the annual meeting, one candidate for each of the offices of President-Elect, Vice Presidents, Secretary, and Treasurer-Elect, and one candidate for each Director whose term will expire during the ensuing year, and four candidates for membership on the Nominating Committee for the ensuing fiscal year.

Section 3. Any group of ten members of the Chapter may submit additional nominations for any office to be filled by election at the next annual meeting by making such nomination in writing and filing same with the Secretary at least fifteen days prior to the annual meeting.

Section 4. If a nominee of the Nominating Committee dies or otherwise becomes unavailable to serve before the annual meeting, the Nominating Committee shall, as soon as practicable, but before the annual meeting, and without reference to the procedure set out above, report a substitute nomination for such office.

Section 5. The notice of the annual meeting shall include the names of all nominees, except those whose names are placed in nomination pursuant to Section 3, above.

Article X Chapter Grant Application Committee

Section 1. There shall be a standing committee comprised of the President-Elect and three independent members. The committee shall determine whether to place an application for support to the Fort Worth Chapter of the Texas Society of Certified Public Accountants Continuing Education Corporation.

Section 2. The President-Elect shall serve on the committee but may not vote. The other three members of the committee shall be members of the Fort Worth Chapter who are not members of the board of directors and who are not members of the Continuing Education Grant Review Committee.

Section 3. The Chapter President on the effective date of this provision shall appoint the initial independent members of the committee; one shall serve a term expiring at the end of the current fiscal year and two shall serve terms expiring at the end of the subsequent fiscal year. Thereafter, each independent committee member shall serve a two year term, concurrent with the fiscal year.

Section 4. When the term of an independent member expires, the existing independent members of the committee shall appoint a replacement. Committee members are eligible to serve successive terms.

Section 5. The committee shall meet at least once each year and may conduct business in person or via electronic means. Committee meeting minutes shall be maintained with those of the Chapter.

Article XI Meetings

Section 1. Regular meetings of the Chapter may be held periodically at a time and place designated by the President or the Board of Directors.

Section 2. An annual meeting shall be held in January of each year upon notice to members given at least ten days but no more than sixty (60) days prior to the meeting.

Section 3. The Board of Directors shall determine the date, time and place for the annual meeting and all regular meetings. Special meetings of the Chapter may be called at any time by a majority of the Board of Directors, but no business shall be transacted at any special meeting except as has been specified in the notice of the meeting; notice of special meetings shall be given to all members in good standing at least ten days but no more than sixty (60) days prior to the meeting.

Section 4. Thirty members in good standing attending an annual, regular or called meeting of the Chapter shall constitute a quorum, provided that notice has been given.

Article XII Fees and Dues

Section 1. The annual dues for members shall be determined by the Board of Directors. A proposal to change member dues may be made by any current member of the Board of Directors and considered at any Board meeting, however notice of the proposal and the meeting at which such proposal is to be considered must have been given to Chapter members at least 21 days prior. The annual dues for student affiliate and other affiliate members shall be determined by the Board of Directors of the State Society. All dues are payable in advance on the first day of each fiscal year.

Section 2. The membership year shall coincide with the fiscal year of the State Society. Members of the State Society paying dues to other chapters during the current membership year and transferring to this Chapter shall not be assessed dues until the subsequent membership year.

Article XIII Fiscal Matters

Section 1. The fiscal year of the Chapter shall begin June 1 and end on May 31 of the following year.

Section 2. The financial records of the Chapter shall be evaluated annually by a special committee to be appointed in accordance with Article VI of these Bylaws or by a firm of auditors approved by the Board of Directors.

Article XIV Indemnification of Officers

The Chapter shall indemnify each officer and director of the Chapter to the fullest extent permitted by Article 1396.2.22A of the Revised Civil Statutes of the State of Texas, as the same may be amended from time to time (but in the case of any such amendment, only to the extent that such amendment permits broader indemnification of officers and directors than permitted prior to such amendment). Any repeal or amendment of this Article by the Board of Directors shall be prospective only and shall not adversely affect any duty of the Chapter to indemnify officers and directors of the Chapter in office at the time of such repeal or amendment.

Article XV Notice

Notice, where required by these By-Laws, may be transmitted in whatever manner or form the Board of Directors designates, including electronic messaging to an address provided by the person, or to which the person consents, for the purpose of receiving notice. If the notice is of a meeting to be held solely or in part by use of an electronic communications system, the form of the system to be used and the means of accessing the system shall be included in the notice.

Article XVI Operating Policies

The Board of Directors shall adopt policies to provide guidelines and procedures by which the Chapter and the CE Corporation, its staff, officers, directors and volunteers will operate. Any such policies may be adopted or amended by two thirds vote of the members present at any meeting of the Board of Directors. Unless inconsistent with the Bylaws of the TSCPA, these Bylaws, or the Articles of Incorporation of the Chapter or the CE Corp., policies adopted by the Board shall govern operation of the Chapter and CE Corp.

Article XVII Amendments; Interpretation

Section 1. The Bylaws of the Chapter may be amended from time to time by a two-thirds affirmative vote of all members present at any meeting of the Board of Directors provided that notice is given to each Director at least ten days but not more than sixty (60) days before the meeting, or by vote by mail ballot, if approved by two-thirds of the Directors so voting within thirty (30) days after the date of mailing the ballot.

Section 2. A proposal to amend the Bylaws may be initiated by the Board of Directors of the Chapter or by petition filed with the Secretary and signed by at least five percent or more members of the Chapter. If, at the time of a petition Chapter membership is less than two hundred voting members, then a petition to Amend the By-Laws shall require the signature of at least ten (10) voting members.

Section 3. In the event of lack of clarity, the Board of Directors shall interpret these Bylaws.

Article XVIII Conformity with State Society Bylaws

The Fort Worth Chapter of the Texas Society of Certified Public Accountants is affiliated with the Texas Society of Certified Public Accountants and in the event any part of the Chapter Bylaws is or becomes in conflict with the State Society bylaws, then that part in conflict shall be void and the State Society bylaws shall control.

As amended August 29, 2006; January 10, 2011; and November 19, 2015.