

BY LAWS OF  
MONTANA SOCIETY OF PUBLIC ACCOUNTANTS  
(Revised September 1998)

ARTICLE I

Membership:

Section 1. The Society shall be composed of members residing in or doing business within the State of Montana.

Section 2. The Board of Directors shall have full power and authority to authorize the chartering of chapters of the Society at such time as they deem it advisable.

Section 3. Membership in the Montana Society of Public Accountants shall be classified as follows:

1. ACTIVE MEMBERS: Persons meeting the requirements of A, B, C or D below shall be eligible for active membership and shall have full voting rights.

A. Those possessing a valid license as a Certified Public Accountant, Licensed Public Accountant, or such a title as State Law may grant for the practice of accounting for the Public.

B. Those who are enrolled to practice before the Internal Revenue Service, or accredited in accounting or taxation by the Accreditation Council of Accountancy.

C. Posses either an Associated Degree or a Baccalaureate Degree with a minimum of 24 semester hours in accounting.

D. Individuals in public practice who have a minimum of three years public accounting or taxation experience as their primary source of Income; ~~provided that such experience has been satisfied within (5) years of making application for active membership. Such members shall have five (5) years to meet the credential standards set forth in requirements A, B or C above to retain full active membership status.~~

2. ASSOCIATE MEMBERS: persons who meet the requirements of either one of the following subsections shall be eligible for Associate Membership in the National Society of no more than two-thirds of the dues assessed annually for Active Members:

A. Individuals or employees of accounting firms and tax practitioner firms.

B. Individuals in government, financial institutions, private sector businesses, or non-profit entities, whose primary duties are in the field of accountancy.

Section 4. Student Associate Members shall include persons pursuing a course of study in accounting, business administration, or related subjects in, a college, university or business school on a full-time basis. Membership procedures and dues for Student Associate Members shall be determined by the Board of Directors.

Section 5. Application for Active, Associate, and other member classes for Membership in the Montana Society of Public Accountants shall be on a form adopted by the Board of Directors and said application form to be forwarded to the Executive Secretary after the candidate has been accepted by the Board of Directors.

Section 6. Educator Associate Members shall include educators who are employed as instructors at an accredited university, college or community college. Membership procedures and dues for Educator Associate Members shall be determined by the Board of Directors.

Section 7. Retired Members shall include persons who have been members of the Montana Society of Public Accountants for ten continuous years, who have attained the age of 65 or over, and who have retired from public practice. Retired status may be granted upon application to the office of the Montana Society of Public Accountants. Such application shall be subject to review and approval by the President of the Society. Membership procedures and dues for Retired Members shall be determined by the Board of Directors.

Section 8. Only Active Members and Life Members shall be eligible to vote or hold office. Associate, Student Associate, Educator Associate and Retired Members shall have all the privileges of Active Members except those of voting and holding office and except as otherwise expressly limited to Active or Life Members by these Bylaws.

Section 9. An Active Member of the Montana Society of Public Accountants shall meet mandatory Continuing Professional Education requirements to complete, a minimum of 72 credit hours in each three year reporting cycle, with a minimum of 16 credit hours in any one year. The Board of Directors may adopt rules regarding subject matter, carryover of credit hours and approval of continuing education sponsors.

Section 10. Dues of the Montana Society of Public Accountants shall be set as per the Administrative Rules, until changed by the Board of Directors, payable in advance at the Executive Secretary's Office on July 1st of each year. Dues for memberships beginning after July 1st shall be prorated on the basis of annual dues with periods of 15 days or more treated as a full month and periods of less than 15 days shall

be disregarded. This proration shall be determined as of the date of approval of the application.

Section 11. The Society shall have the power to expel members, provided:

- A. A written complaint will be referred first to the committee on Ethics and Practice, based strictly on facts filed by a member or members in good standing.
- B. Said committee shall act within thirty (30) days after filing complaint, and the accused shall have be given notice by registered mail with return receipt twenty (20) days prior to any action, and given an opportunity to present a defense.
- C. The Committee on Ethics and Practice shall investigate the facts and report to the Board of Directors within 120 days of the filing of the complaint. The Board of Directors shall then make the final determination and notify the member by registered mail, with return receipt of its decision.
- D. Any member expelled under the above, shall be allowed to apply for reinstatement not sooner than one year after the date of expulsion, to the Board of Directors, in such a form as may be required by said Board of Directors.

Section 12. The Society shall have the power to suspend any member who is six months in arrears in his/her dues and such member shall lose his/her voting privileges. In the event his/her dues are paid before the end of the fiscal year, he/she will be automatically reinstated. In the event any member has not paid his/her dues for the fiscal year by December 31st, the member shall be automatically under complete suspension upon fifteen (15) days written notice from the Executive Secretary by registered mail. Any member under complete suspension may re-apply for admission in accordance with the general rules governing applications of new members, and upon payment of the usual application fee.

Section 13. In all questions covering membership, the decision of the Board of Directors shall be final.

Section 14. The Montana Society of Public Accountants shall perform all functions and duties required of Local Chambers Chapters until such time as Local Chapters are chartered.

## ARTICLE II

Officers:

Section 1. The Officers of the Society shall be a President, a Vice President, an Executive Secretary and a Treasurer.

Section 2. All Officers except Executive Secretary and Treasurer shall be elected by majority vote of the delegates present at the annual convention of the Society and shall serve for ~~one two years and/or until their successors have been elected or appointed and qualified~~

Section 3. Officers shall be eligible for re-election; provided, however, that no person shall serve as president for two consecutive terms.

Section 4. Each officer of the Society shall be an active member in good standing of the Society.

### ARTICLE III

#### Duties of Officers:

Section 1. President: The President shall preside at all conventions of the Society and at all meetings of its, Board of Directors; he/she shall supervise the work and activities of the Society, and perform such other duties as usually pertain to that office.

Section 2. Vice-President: The Vice-President, in the event of the absence or inability of the President to perform his/her duties, shall perform the duties of, and have the same authority as the President. He/She shall be Chairman of the Committee on Membership.

Section 3. Executive Secretary: The Executive Secretary shall assist the President and the Board of Directors in conducting the business of the Society, shall perform such duties as are specified or implied herein, or as may be assigned to him/her from time to time by the Board of Directors of the ~~Convention Society~~. He/She shall sign all documents issued by the Society and shall make an annual report to the annual convention. He/She shall notify the Chairman of the Membership Committee when any member is under suspension for non-payment of dues as provided in Article 1, Section 14. His/Her records shall, at all times, be open to the inspection of the Board of Directors, the President, and any Committee named by the Board of Directors, ~~the Treasurer and any auditors named by a majority of the members at the annual convention. or by authority of the annual convention.~~ He/She shall receive all funds paid in, and shall deposit the same in such bank or banks as are approved by the Board of Directors. He/She shall pay all bill authorized by the Board of Directors and all bills incurred in the regular operation of the Society as they become due. ~~His/Her accounts and books shall be, at all times open for inspection of the Board of Directors, the President, and any auditors named by the majority of the members at the annual convention. His/her books will be open for inspection semi-annually to the Treasurer.~~ He/she shall make a report to the Society at the annual convention, or more often if required, and give bond for the faithful performances of his/her duties in such sum and with such sureties as may be required by the Board of Directors. Premium for said bond shall be paid by the Society. This will be a paid position.

Section 4. Treasurer: The Treasurer shall examine the books of the Executive Secretary twice a year, or more if deemed necessary by the Board of Directors, and make a report to the Board of Directors. He/she shall also be on the signature cards for all checking/savings accounts. He/she shall give bond for the faithful performances of his/her duties in such sum and with such sureties as may be required by the Board of Directors. Premium for said bond, if required, shall be paid by the Society, if required.

## ARTICLE IV

### Board of Directors:

Section 1. Board of Directors: Shall be composed of the President, Vice-President, State Director, and five (5) additional active members (last two The past presidents, and three four active members). The Executive Secretary shall act as Secretary of the Board, but without power to vote.

Section 2. Powers: The corporate powers of the Society expressed and implied, shall be vested in the Board of Directors:

- A. It shall constitute the governing body of this Society and its actions shall be final.
- B. It shall have general management and control of the business, property, and funds of the Society except special funds. It shall prepare and submit to the annual convention, a budget showing the amount of the anticipated receipts and expenditures of the ensuing year, and no indebtedness shall be created in excess of the income reasonably to be expected during the year.
- C. It shall exercise general control and supervision over all officers and committees of the Society.
- D. It shall appoint a Membership Committee of three (3) members which shall also serve as committee on ethics and practice.
- E. It shall elect the Executive Secretary and Treasurer immediately following the annual convention to serve for the following year.

Section 3. A meeting of the Board of Directors shall be held each year immediately after adjournment of the annual convention, at a time and place announced by the newly-elected President. All meetings of the Board of Directors shall be conducted in accordance with "Roberts Rules of Order,"

Section 4. Members Meetings of the Board of Directors may be called by the President at their his/her discretion, or shall be called upon written request of five Directors at such time or place as may be determined. Ten (10) days written, electronic, or telegraphic notice of Special Meetings of the Board of Directors shall be given to each Director by the Executive Secretary. The President is authorized to call a Director Meeting via

telephone using Conference Call or by electronic means adhering to the provisions of the “Uniform Electronic Transaction Act,” Title 30, Chapter 18, Part 1, MCA. Any action taken by the Directors in this manner will be formally confirmed at the next meeting of the Board.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. The President is authorized to submit matters for the Board's action to its members by mail in accordance with the provisions of Title 35, Chapter 2, Part 533, MCA, “Action By Written Ballot,” and request their vote on same by return mail. The President will accumulate these replies, tabulate the vote, and transmit the result of same to the Executive Secretary for recording and action. Any action taken by the Board of Directors in this matter will be formally confirmed at the next meeting of the Board.

Section 7. Vacancies in the Board of Directors shall be filled by the Directors remaining in office, though less than a quorum and such a member so appointed shall hold office until a successor is elected at the next general election held at the annual convention.

Section 8. Electronic Balloting. In the discretion of the Board, any action of the Society to be conducted by written ballot may be conducted under the provisions of the “Uniform Electronic Transaction Act,” Title 30, Chapter 18, Part 1, MCA.

## ARTICLE V

### Conventions:

Section 1. An annual convention of the Society shall be held at a place determined by the preceding convention and at a time to be fixed by the Board of Directors; providing, however, that in case of emergency the Board of Directors may fix the place of holding said convention.

Section 2. The programming of the business session of the annual convention shall be left in the hands of the Board of Directors. The annual convention shall be conducted in accordance with “Roberts Rules of Order.”

Section 3. (a) The President shall issue an official call for the annual convention at least thirty(30) days prior to the date fixed for holding same, and such call shall be published in the official publication of the Society or notice of call sent to each member by the Executive Secretary if no publication is issued.

(b) The President shall cause to be issued an agenda for the convention which shall be mailed with the call to the members of each chapter.

(c) In the discretion of the Preident, any call for the annual convention may be conducted via electronic means under the provisions of the “Uniform Electronic Transmissions Act,” Title 30, Chapter 18, Part 1, MCA.

Section 4. The Officers of the Society shall be the officers of the annual Convention.

Section 5. Each active member of the Society in good standing shall be entitled to be a delegate in any convention.

Section 6. Each delegate present shall be entitled to (1) vote on every question submitted to the convention.

Section 7. A majority of the delegates in attendance shall constitute a quorum. Once a quorum has been established, actions can be taken. An affirmative vote of the majority of those in attendance eligible to vote at the meeting or convention is required to pass and action or resolution.

Section 8. A special convention may be called at any time by and upon the majority vote of the Board of Directors. The foregoing provisions of this Article shall apply to special conventions.

## ARTICLE VI

### Official Publications:

Section 1. The Board of Directors shall have exclusive control of the publication of the official magazine of the society, if any.

## ARTICLE VII

### Elections:

Section 1. On the first day to the annual convention, the President shall appoint, by and with the consent of the Board of Directors, a nomination committee of five (5) delegates, none of whom shall be officers of the Society and shall on the first day to the convention, fix the hours of the convention during which the election will taken place. At the annual convention, a nominating committee, previously appointed by the Board of Directors, shall nominate one or more nominees for each office of the Society to be voted for at said election; additional nominations may be made from the floor of the convention at the time designated on the official program for the nomination of officers.

Section 2. The election shall be by ballot and a majority vote shall be necessary to elect.

## ARTICLE VIII

### Committees:

Section 1. The President shall, when deemed necessary, appoint such committees as follows:

- a. Revision of Bylaws
- b. Budget and Finance
- c. Publications
- d. Public Relations and Legislation
- e. Library and Education
- f. Credentials

Section 2. From time to time the President shall appoint special committees as may be necessary, in his/her judgement, or in the judgement of the Board of Directors.

Section 3. The President shall designate the chairman of each committee appointed by him/her and shall have power to fill all vacancies in any committee appointed by him/her.

## ARTICLE IX

### Examination of Accounts:

Section 1. The Board of Directors shall provide for the examination of the books and accounts of the Society semi-annually. The Executive Secretary shall submit his/her books and vouchers for examination to the Treasurer or whomever the Board of Directors appoints, whenever required by the Board of Directors.

Section 2. The fiscal year of the Society shall be from June 1 - May 31st.

## ARTICLE X

### Rules of Convention Procedure:

Section 1. A committee on rules shall be appointed by the President for each annual convention. **Roberts Rules of Orders shall apply to all meetings and conventions.**

## ARTICLE XI

### Miscellaneous:

Section 1. Each Active Member shall receive a suitable certificate indicating his/her status in the Society, provided he/she agrees to surrender said certificate upon termination of membership for any cause other than death. Such certification shall be in duplicate as follows: (1) of such size as to be readily carried on the person of the member, and (2) for display within the office of the member.

Section 2. **The Executive Secretary excepted,** officers and directors shall serve without remuneration, but the Board of Directors may allow any officer or director sums for expenses for Society business as it, in its discretion, may determine.

Section 3. Any notice to members shall be deemed sufficiently given if it is mailed to the last known address of record.

Section 4. The Board of Directors shall adopt a common seal. The Seal of the Corporation shall be circular in form with the words appearing therein, "Montana Society of Public Accountants" with the words "Corporate Seal" across the diameter.

Section 5. The Board of Directors may appoint and employ such agents, servants, employees and attorneys and provide for their remuneration as it may deem necessary.

## ARTICLE XII

### Amendments:

Section 1. Amendments of the Bylaws or of the Articles of Incorporation of the Society may be made at the regular annual convention thereof, in which case they shall be submitted to the Executive Secretary not later thirty (30) days prior to the date set for the annual convention.

Section 2. The Executive Secretary shall submit the proposed amendment to the Society members within twenty (20) days prior to convention date.

Section 3. Any amendment shall require a two-thirds vote of the delegates present at the annual convention.

## ARTICLE XIII

Section 1. Upon dissolution of the Society, fund balance will be paid to the National Society of Public Accountants. Scholarship Fund, 501 (c)(3) Corporation, or, if for some reason that corporation is no longer in existence, then to Montana 501 (c)(3) Corporation for scholarships for college students majoring in accounting.