

*(As Amended, April 1997)*

**The Oklahoma City Chapter of  
The Oklahoma Society of Certified Public Accountants**

**CONSTITUTION**

**ARTICLE I**

**Name and Purpose**

**Section 1. -- The name of this organization shall be the "The Oklahoma City Chapter of The Oklahoma Society of Certified Public Accountants."**

**Section 2. -- It shall be a subordinate body of the Oklahoma Society of Certified Public Accountants ("OSCPA").**

**Section 3. -- Its purpose shall be to promote the objectives and activities of the OSCP, and the ethics of the accounting profession, to encourage cordial relationships between its members, and to transact any and ail business connected therewith.**

**ARTICLE II**

**Membership**

**Section 1. — Any member of the OSCP can be a member of the Chapter by application and payment of dues.**

**Section 2. -- The Board may recommend honorary membership to any person or persons who, by their standing, have been elected as honorary members of the OSCP. The Chapter may confer such honorary membership to such person or persons recommended by the Board by the unanimous vote of the members present at any regular or special meeting.**

**ARTICLE III**

**Officers, Directors, and Committees**

**Officers**

**Section 1. -- The officers of the Chapter shall be President, President-Elect, Vice-President, Treasurer, and Secretary.**

## **Directors**

**Section 2. -- The Board of Directors shall be composed of 11 members of the Chapter. Nine members to be elected annually include the President-Elect, Vice-President, Treasurer, Secretary and five directors-at-large. The President and most recent Past Presidents serve automatically.**

## **Committees**

**Section 3. -- There shall be a regular committee known as the Nominating Committee, consisting of three members including the President-Elect, who shall serve as the committee chair, and two members selected by the President-Elect from the chapter membership.**

**A majority of each committee's members shall constitute a quorum for the transaction of business.**

**Section 4. -- The President shall be an ex-officio member of all regular committees, except the Nominating Committee.**

**Section 5. -- Other committees shall be appointed by the President, approved by the Directors, as needed.**

## **Financial Review Process**

**Section 6. -- The treasurer shall submit detailed information for review to the entire Board at each regularly scheduled monthly meeting of the Board of Directors.**

## **ARTICLE IV**

### **Election of Officers and Directors**

**Section 1. - - The President-Elect, Vice-President, Treasurer, Secretary, and five (5) Directors-at-Large shall be elected at the Annual Meeting of the Chapter. They shall hold office until the close of the next Annual Meeting, or until their successors are chosen. In case of a vacancy in office, the Board of Directors shall have the power to fill the same until the next Annual Meeting.**

## **ARTICLE V**

### **Amendments**

**Section 1. - - Alternations, additions, or amendments to the Constitution or By-Laws of this Chapter shall be made only at a regular meeting thereof and by a two-thirds vote of the members present.**

**Section 2. - - Any proposition to alter, amend, or add must be filed with the Secretary at least thirty days prior to the meeting at which the same is to be submitted for action. A copy of any such proposition shall be submitted to every member of the Chapter at least ten days before the date of the meeting at which the proposition to alter, amend, or add is to be acted upon.**

# BY-LAWS

## ARTICLE I

### Duties of Officers, Directors and Committees

#### President

**Section 1. -- It shall be the duty of the President to preside at all meetings, to enforce all laws and regulations relating to the administration of the Chapter, and to perform such other duties as usually pertain to this office.**

**Section 2. -- The President shall call meetings of the Chapter or Board of Directors when he or she deems it necessary, or when requested to do so by a majority of the Board of Directors, or upon written request by ten or more members.**

#### Vice-President

**Section 3. -- The duties of the Vice-President shall be to assist with the program at the regular meetings and to assist the President when requested to do so. In the absence or incapacity of the President, the Vice-President shall have all the powers and prerogatives of the President.**

#### President-Elect

**Section 4. -- The President-Elect shall assist the President in the fulfillment of his or her duties. The President-Elect shall be involved in activities of the Chapter sufficiently to prepare themselves to assume the role of President. The President-Elect shall perform other duties as decided upon by the President.**

#### Treasurer

**Section 5. -- All monies payable to the Chapter shall be paid to the Treasurer and all monies payable by the Chapter shall be paid by the Treasurer, who shall render an accounting thereof to the Board of Directors at their monthly meetings or whenever requested by the Board of Directors to do so.**

#### Secretary

**Section 6. -- The Secretary shall perform all duties usually appertaining to his office, and any such other duties as may be assigned to him by the President or Board of Directors. It shall also be their duty, subject to the Board of Directors, to initiate correspondence in promotion of the aims of the Chapter.**

## **Directors**

**Section 7 -- The Board of Directors shall keep a record of their proceedings and make a report thereof to the Chapter at the Annual Meeting. They shall exercise all the power requisite for the purpose of the Chapter and possess such other powers as provided for in the Constitution and By-Laws.**

## **Nominating Committee**

**Section 8. -- The duty of the committee shall be to nominate a candidate for each of the following officers:**

**President-Elect  
Vice-President  
Treasurer  
Secretary  
Five Directors-at-Large.**

## **ARTICLE II**

### **Meetings of the Chapter**

**Section 1. -- The Annual Meeting of the Chapter shall be the last regular meeting in April of each year. The Annual Meeting is to be held at a place and hour to be designated by the Board of Directors.**

**Section 2. -- The regular meetings shall be held at such time and place as may be designated by the Board of Directors.**

**Section 3. -- Special meetings may be called by the President at any time the interest of the Chapter may require. The place at which special meetings shall be held shall be determined by the Board of Directors. Not less than two days prior to such meeting notice shall be directed to every member stating the place and date of the meeting and the business to be transacted.**

### **Board of Directors Meetings**

**Section 4. -- The Board of Directors shall meet when called by the President. Meetings shall be held at a time and place designated by the President or at a time and place designated by not less than a majority of the Board of Directors. Reasonable notice shall be given. A majority of the members of the Board of Directors shall constitute a quorum.**

### **Committee Meetings**

**Section 5. -- All committees shall be subject to calls for meetings by their respective committee Chairpersons.**

### **Fiscal Year**

**Section 6. -- The fiscal year of the Chapter shall be the same as the fiscal year of the OSCP (currently May 1<sup>st</sup> through April 30<sup>th</sup>).**

## **ARTICLE III**

### **Quorum**

**Section 1. -- The number of members present shall constitute a quorum at a meeting of members, and the acts of a majority of the members present shall be the acts of the entire membership, except when a specified majority of the members present is required by these By-Laws for certain actions.**

## **ARTICLE IV**

### **Nomination and Election of Officers**

**Section 1. -- The Board shall, not later than one week prior to the Annual Meeting for the election of officers, notify each member of the Chapter regarding the time and place of the meeting and the fact that the election of officers will be held at that time and place giving a list of nominees.**

**Section 2. -- Nominations shall be made by the Nominating Committee, as provided in Article I, Section 8, of these By-Laws, for each of the following offices:**

**President-Elect  
Vice-President  
Treasurer  
Secretary  
Five Directors-at-Large.**

**Section 3. -- At the Annual Meeting of the Chapter, any Chapter member shall have the privilege of offering nominations for any of the offices to be filled.**

## **ARTICLE V**

**Section 1. -- The annual dues and due date shall be fixed by a majority of the Board of Directors.**

## **ARTICLE VI**

### **Resignations**

**Section 1. -- Any member may resign from membership in the Chapter upon written notice to the Secretary.**

**Section 2. -- Any officer or director who has been regularly elected or appointed to any Chapter office may resign from such office upon filing written notice with the Secretary, and such office shall thereupon be declared vacant. The vacancy thereby created shall be filled immediately by the Board of Directors as provided in Article IV, Section 1, of the Constitution, but until such time as the vacancy is filled, the remaining members shall constitute the Board of Directors. Vacancies of Past Presidents shall be filled by available Past Presidents, starting with the most recent Past President not currently on the Board.**

**ARTICLE VII**

**Rules of Order**

**Section 1. -- The rules of parliamentary procedure as contained in "Robert's Rules of Order—Revised" shall govern all meetings of this Chapter in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or the special rules of this Chapter.**

**ARTICLE VIII**

**Rules of Professional Conduct and Trial Board**

**Section 1. -- All provisions of Article X and XI of the By-Laws of The OSCPA are, hereby adopted as part of the By-Laws of the Oklahoma City Chapter, except such provisions are not applicable to the administration of the affairs of the Chapter.**

**ARTICLE IX**

**Section 1. -- All articles of this Constitution and By-Laws are subject to the Constitution and By-Laws of The OSCPA.**