



American Society of Women Accountants

MODEL CHAPTER BYLAWS

AMERICAN SOCIETY OF WOMEN ACCOUNTANTS Dallas Chapter, Chapter Number 64

ARTICLE I NAME

The name of this organization shall be the Dallas Chapter Number 64 of the American Society of Women Accountants (ASWA), hereinafter referred to as "the Chapter."

ARTICLE II MISSION

The mission of this Society shall be to enable women in all accounting and related fields to achieve their full personal, professional and economic potential and to contribute to the future development of their profession.

ARTICLE III MEMBERS

Section 1. There shall be five [5] classes of membership: regular, associate, affiliate, retired and honorary.

A. Regular:

1. Qualifications:

- a. Actively engaged in accounting for two [2] 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 with less than two [2] years experience.
 - c. Limited to two [2] years following attainment of qualifications for regular membership and maximum of seven [7] years.
 2. Shall vote and 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/may not hold elective office.
- D. Retired:
1. Qualifications:
 - a. Age sixty-five [65] as of June 1 and a regular or associate member for the shorter of five [5] 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 [55] as of June 1 and retired from all gainful employment and a regular or associate member for the shorter of ten [10] 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 Society, and
 - b. Approved by a two-thirds [2/3] vote at the stated business meeting.

2. Honorary members who were members upon election to honorary membership shall retain their former rights and privileges in the Society.
3. The Chapter assumes the liability for National dues of all members it elects to honorary membership in the Chapter.

Section 2. Application for membership shall be signed by a member of the Chapter. Application for membership and reclassification shall be reviewed for completeness by the membership chair, or the designee of the President in the event there is no membership chair, and forwarded to National Headquarters for processing. Any application not approved by the chapter board of directors shall be sent to the headquarters office with an explanation of reasons for disapproval. The application will be reviewed based on criteria for membership in the bylaws. The national board shall have the final decision in approval of the application.

Section 3. The board of directors shall establish the dues for all classes of membership limited to one increase annually for no greater than ten [10%] percent of the current dues. Honorary members shall pay no dues. The board may authorize dues credits, reinstatement fees and initiation fees. By January 31, members will be notified of dues structure, credits, and fees in effect for the following administrative year. 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 [60] days of invoice date shall be automatically dropped from membership.
- B. Membership in the Society shall be terminated by a two-thirds [2/3] vote of the national board of directors under the conditions and procedures prescribed in the Society's parliamentary authority.
- C. If a member is terminated by the National board of directors, they are automatically terminated from the chapter.

Section 5. : The chapter shall actively pursue regular members as much as necessary to maintain a regular membership of fifty [50%] percent of the total membership of the chapter.

ARTICLE IV OFFICERS

Section 1. The officers of the Chapter shall be a president, a vice president, a secretary, and three directors. These officers shall perform the duties prescribed by the bylaws, the standing rules, and the parliamentary authority adopted by The Society.

Section 2. The Nominating Committee shall consist of three members, all three of which can include regular members / or members elected by the Board of Directors. This must be completed no later than the third meeting of the year.

- A. The Chair of this committee shall be appointed by the Board of Directors.
- B. A vacancy on the committee shall be filled by the Board of Directors.

Section 3. This committee shall report their nominations for officers and directors to the membership no later than the regular March meeting of the Chapter. Additional nominations may be made from the floor, if consent of the member has been obtained.

- A. Annual election of officers and directors shall be held no later than the regular April meeting of the Chapter.
- B. The officers and directors shall be elected by ballot. If there is only one candidate for each office and director, the president shall declare the slate elected.
- C. Newly elected officers and directors shall take office at the beginning of the administrative year.

Section 4. To serve as president, the member must have previously served on the Board of Directors.

Section 5. A vacancy in the office of the president shall be filled by the vice president. If a vacancy occurs in both the office of president and or vice president, the office of president shall be filled by the Board of Directors. A vacancy in all other offices shall be filled by appointment of the President with the approval of the Board of Directors.

Section 6. No officer shall be eligible to serve more than two consecutive terms in the same office.

Section 7. An officer may be removed from office by a two-thirds vote of the Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

Section 9. The Chapter shall indemnify its officers to the fullest extent permitted.

ARTICLE V MEETINGS

Section 1. The Chapter shall hold at least six regular monthly meetings each year at a time and place fixed by the Board of Directors.

Section 2. A regular meeting, determined by the Board of Directors, shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees, and any other business that may arise.

Section 3. Special meetings may be called by the president or a majority of the Board of Directors.

Section 4. A quorum shall consist of a majority of members of the Chapter.

ARTICLE VI REPRESENTATION AND VOTING

Section 1. The Chapter shall be represented at meetings of the American Society of Women Accountants as provided for in the National Bylaws.

Section 2. Credentials of delegates, alternates, proxies and proxy alternates shall be assigned as provided in the National Standing Rules.

Section 3. Delegates and alternates to the National annual meeting and special meetings for the ensuing administrative year shall be elected by a majority vote of the members present at the regular June meeting or at any other regular or special meeting of the membership providing notice of such election is sent with the notice of the meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The officers of the Chapter shall constitute the Board of Directors.

Section 2. The Board of Directors shall have general supervision of the affairs of the Chapter between its business meetings and shall perform the duties as described by these bylaws and the standing rules. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

Section 3. Meetings:

- A. The president, with approval of the Board of Directors, shall designate the time and place of the regular meetings.
- B. Special meetings may be called by the president and shall be called at the request of a majority of the members of the Board.
- C. A majority of the members of the Board shall constitute a quorum.
- D. Business of the board may be transacted by mail or electronic communication and vote.

ARTICLE VIII COMMITTEES

Section 1. The Executive Committee shall be composed of the president, vice president, secretary, and treasurer.

- A. The Executive Committee shall have general supervision of the affairs of the Chapter between meetings of the Board of Directors. The Executive Committee shall be subject to the orders of the Chapter and the Board, and none of its acts shall conflict with the actions taken by the Chapter or the Board.
- B. Special meetings may be called by the president and shall be called at the request of a majority of the Executive Committee.

Section 2. The Finance Committee shall be composed of at least 1 member; with the treasurer serving as chair. The purpose of the committee is to prepare a budget for board approval and make investment recommendations.

Section 3. Committees may be appointed by the president, with the approval of the Board of Directors, whenever deemed necessary to the welfare and development of the Chapter. The president shall be the ex-officio member of all committees except the Nominating Committee. The president, with approval of the Board, shall fill any vacancies.

Section 4. Additional standing committees are listed in the chapter standing rules.

ARTICLE IX 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, the ASWA bylaws, and any special rules of order the Society or chapter may adopt.

ARTICLE X AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended at any meeting by a two-thirds vote provided notice of the proposed amendment has been provided to each member in writing at least thirty days prior to the meeting.

Section 2. All amendments adopted by this Chapter shall be submitted to the National Bylaws Chair for approval before becoming effective.

Section 3. When amendments to the National Bylaws shall have an effect on this Chapter's Bylaws, such amendments shall become automatically effective for this Chapter. Notice in writing shall be sent to the membership.

ARTICLE XI INACTIVE STATUS

Section 1. This Chapter can become inactive under the National standing rules for inactive status chapters by a two-thirds vote of the existing board of directors.

Section 2. Within thirty days from the date this Chapter has voted to become inactive, by its board of directors, it shall complete and send the inactive status election form to National headquarters, and then follow the procedures set out for inactive status chapters.

ARTICLE XII DISSOLUTION

Section 1. This Chapter can be dissolved by a two-thirds vote of the members present and voting at a membership meeting, if notice of such vote has been submitted to each Chapter member in writing at least thirty days in advance.

Section 2. Within thirty days from the date this Chapter has voted to dissolve by its members, it shall provide written notice of the dissolution vote and surrender its charter and all books and records to the National Headquarters office. The Chapter will be officially dissolved after acceptance of this information by the National Board.

Section 3. In the event of dissolution of the Chapter, any remaining funds will go to a nonprofit organization that is exempt under Section 501(c) (3) of the Internal Revenue Code as follows:

- A. The ASWA Educational Foundation, if it exists, or
- B. ASWA National or another nonprofit organization working for the benefit of the accounting profession to be chosen by the trustees of the dissolution.

MODEL CHAPTER STANDING RULES

AMERICAN SOCIETY OF WOMEN ACCOUNTANTS Dallas Chapter, Number 64

General

The purpose of the standing rules is to record the Chapter's policies and procedures. The standing rules of the Chapter shall be maintained by the Bylaws Chair, these rules are meant to supplement, and not to duplicate, the Bylaws.

A copy of these standing rules shall be presented to each officer, board member and committee chair. Copies are available to other Chapter members who request them.

A chart of the Chapter's organizational structure would help to clarify the reporting relationships of officers and chairs. The intent is to free the president from administrative details in favor of the important leadership and public relations aspects of that office.

All correspondence shall be on the official letterhead of the organization with a copy to the president and any involved committee chairs.

All activities undertaken by the Chapter will comply in every way possible with the goals and action plans set for the year.

The fiscal and administrative year of the Chapter shall be July 1 through June 30.

Awards & Recognition

The incoming Chapter president shall be responsible for purchasing the outgoing president's gift after notification and approval by the Board and shall present the President's Gift at the time of installation of officers.

At her discretion, the Chapter president may present certificates (gifts, awards, etc.) of performance to Board members in recognition of their performance.

Board of Directors Meetings

The incoming president may call a meeting of the incoming Board of Directors to prepare for the coming year. Any action taken at the meeting will automatically become effective on July 1 after being ratified at the first meeting of the Board.

Board meetings are open to all interested members.

Location of the Board meetings will be published in the Chapter newsletters.

A joint meeting of the outgoing and incoming Board members shall be held following the installation of the incoming Board members. At this meeting, officers and committee chairs should be prepared to forward their files from the previous year(s) to their successors.

Board of Directors Roles & Responsibilities

Each member of the Board shall serve as chair of such standing committees as are assigned by the president and approved by the Board of Directors. The Board of Directors shall encourage the attendance of committee chairs at Board meetings. If the chair is unable to attend, another member of the committee may represent the committee at the Board meeting, but may not vote.

Members of the Board of Directors are expected to attend all meetings of the Board.

In order for business to be conducted at Board meetings, a quorum of the Board must be present. If a Board member cannot attend a Board meeting, she should notify the President prior to the meeting. A Board member who must miss a meeting and who regularly performs a significant duty at the meetings is responsible for suggesting to the president an alternate representative to perform that function. A representative from the general membership carrying out those duties would not be counted toward the quorum and would not carry a vote.

Newsletters: Advertising and Production

Sale of advertising space will be allowed in the Chapter newsletter. Advertisements will be limited to those appropriate to a professional accounting publication. Advertising rates will be established at least annually by the Newsletter Committee, with approval of such rates to be made by the Board of Directors. The committee will be responsible for soliciting and accepting or denying advertising copy, keeping in mind that the funds generated will be used to make the newsletter self-supporting. Excess funds will be made a part of the general Chapter fund, to be used at the discretion of the Board of Directors.

Chapter Dues

The Chapter does not pro-rate the Chapter dues.

The Chapter treasurer will send annually a request for voluntary contributions to the Chapter's scholarship fund.

Chapter Meetings: Agendas and Business

The format for the meetings will be coordinated by the respective committee(s) sponsoring the meeting.

The regular monthly business meeting is to be held promptly before/after the meeting.

The presiding officer shall offer committee chairs present to make a report if they have information to share with the members.

The following shall be the order of business:

Call to order

Reading and approval of minutes of previous meeting

Report of the Officers (in order listed in bylaws)

Report of the Board

Committee reports (In order listed in bylaws/standing rules. Special committees last, in order formed.)

Unfinished business

New business

Announcements

Adjournment

Official notice of all meetings shall be given in the monthly Chapter newsletter.

Any member who has an item of business to be discussed at a regular monthly meeting shall contact the president at least 24 hours in advance to see if the same can be placed on the agenda.

Chapter Meetings: Standards, Meeting Time, Reservations

Anyone who makes a dinner reservation and does not cancel, if unable to attend, will be billed if the Chapter is billed for the meal.

There shall be no remuneration paid to speakers for any of the programs. However, their dinner shall be paid for out of Chapter funds and a gift offered to the speaker will be paid for out of budgeted funds.

There is a price differential for meals for non-members at regular monthly meetings, the amount of which is to be established by the board.

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

The President, in coordination with the designated committee chair, shall be responsible for the arrangements for the meetings.

Chapter Remembrances

Gifts of monetary value to Chapter members are to be given for professional recognition only and are subject to approval by the Board of Directors. Cards and or gifts may be sent to Chapter members who are ill. Cards may be sent to members who have a death in their immediate family.

The Board of Directors shall limit the amount spent for cards and gifts by putting a limit on the funds for this type of expenses in the annual budget.

Chapter Roster (Directory)

The Chapter membership roster is published for the exclusive use of its members and is not to be distributed to persons outside the organization without the prior approval of the Board of Directors.

Cooperation with Other Chapters/Organizations

This Chapter participates in workshops and educational programs of the region and in efforts to resolve mutual problems and strengthen all Chapters in the region through regional conferences, newsletter exchanges and inter-chapter visitations.

The Chapter may invite other professional organizations to the public relations event or to a special inter-organizational meeting.

Members relocating to or from the (name of) area may contact the membership chair for help in transferring membership to another Chapter. Transfers are to be handled using the National form called: Status Change Form. The forms are ordinarily signed by the secretary of the Chapter the member is entering. The membership chair also facilitates transfer for members leaving the Chapter to at-large status because of relocation to an area without an ASWA Chapter. Chapters do not receive dues for transfers until the start of the next administrative year, July 1. Headquarters must receive the Status Change Form by May 1.

Financial Policies

The treasurer shall deliver financial records to the auditor on or before July 15 so that the annual audit, review or compilation may be completed on or before August 15 by an independent accountant appointed by the president. The yearly review shall be conducted in accordance with the procedures outlined in the National Standing Rules entitled "Chapter Procedure Manual".

The dues for any Chapter member who is serving on the National Board shall be paid by the Chapter.

An annual budget is prepared by the treasurer, reviewed and recommended by the finance committee and approved by the Board of Directors. The treasurer reports on the financial status of the Chapter at each Board meeting and prepares monthly financial statements, including comparison of actual to budgeted income and expenditures. The treasurer is authorized to pay for all budgeted expenditures, but large or unusual items should be brought to the Board's attention. Approval of the Board is required for unbudgeted expenditures.

The Chapter maintains a checking account and two savings accounts, general and scholarship fund. The president and treasurer are the authorized signatories, with one signature required for payment or withdrawal. It shall be the responsibility of the outgoing treasurer to contact the financial institutes where the Chapter has funds to secure the necessary signature cards and make any address changes.

The president prepares a written annual report for the general membership that includes financial and other relevant information, such as activities for the year, number of new members obtained, and recommendations to the membership, which shall be published annually.

All bills over \$100 shall be presented to the Board of Directors for approval prior to payment, with the exception of bills for meals at regular meetings.

The Board, at its discretion, may refuse to approve any unauthorized and unbudgeted expenditure that has not been previously discussed with the Board. In such case, the liability shall remain the responsibility of the member incurring the expense.

The treasurer shall exercise due diligence in verifying and paying promptly all budgeted expenditures. All other bills shall be presented to the Board of Directors for approval before payment.

The treasurer shall maintain a record of accounts receivable from members not honoring or properly canceling reservations. The treasurer shall render statements promptly to such members and shall present reports of accounts receivable at each Board meeting. The President shall be responsible for arbitrating any disputes regarding such accounts receivable, and the decision of the President shall be binding upon the member.

Scholarships

A scholarship fund shall be maintained by the treasurer. These funds are accumulated by contributions from Chapter members, and through various fund raising efforts within the Chapter. It shall be the responsibility of the Student Activities Committee to select candidates and propose recipients for the annual scholarship(s) and present the name(s) to the Board of Directors for approval. The amount, number and qualifications of the scholarship shall be determined annually by the Board of Directors.

Membership: New, Prospective, Limits, etc.

Membership in this Chapter shall be open to persons who are interested in some field of accounting. Application shall be made on the prescribed form to the Membership Chair.

Article IV, Chapters, Section 2.C. of the National Bylaws states: "Any chapter with fewer than seventy-five regular members shall maintain a membership consisting of a minimum of 50% regular members." This chapter shall actively pursue 50% regular members. A member approved by National is to immediately receive a Chapter new member kit that includes a Chapter roster, bylaws, standing rules, and telephone list.

The membership of the Chapter shall be unlimited except as provided for in the bylaws.

The Membership Committee shall be responsible for maintaining a prospective membership list and for encouraging prospective members, as they deem appropriate. Prospective members other than prospective student members may be invited to one regular meeting at the Chapter's expense. Any other meetings will be at the prospective member's expense.

Programs

The standards for the programs will comply with the standards set by the state Board of Accountancy for Texas.

The Board of Directors shall approve all the programs at the beginning of the fiscal year.

The Program Chair shall be responsible for contacting the speaker and securing biographical information. This information will be forwarded to the Newsletter and Publicity Chairs in time to meet their deadlines, and to the member who will be introducing the speaker.

The Continuing Education records, including attendance and presentation outlines, shall be maintained by the Program Committee.

Programs should be on relevant and timely professional subjects that comply with standards for CPE.

The Program chair for the following fiscal year will be appointed by the president-elect by April 1 in order to provide time for planning and scheduling speakers for the coming year.

The quality and content of the programs for Student Night and the Public Relations Dinner are the responsibility of the respective committees.

Representation at National Meeting

Delegates to the Annual Business Meeting will be selected by the membership at a regular Chapter meeting. Delegates should be a member in good standing. The Chapter may contribute toward the registration fee or cost of each delegate to the Annual Conference. The amount will be determined by the Board of Directors

Standing Rules Amendments

These standing rules may be amended by a majority vote of the Board of Directors. They may also be amended by a majority vote of the membership. Before any changes are suggested, the chapter bylaws will be reviewed to make sure that said changes do not conflict with the chapter bylaws.

The Bylaws Committee shall review all standing rules at least annually. Recommended changes, additions or deletions shall be presented to the general membership at the regular April meeting. Other recommendations may be made at any time during the year, as the Committee deems appropriate. Suggestions from members shall be given prompt attention and members shall be given an explanation if the committee does not concur with their suggestion(s).