

**FORT WORTH CHAPTER, NUMBER 59, OF THE
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS
BY-LAWS**

ARTICLE I NAME

The name of this organization shall be the Fort Worth Chapter, Number 59, 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

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 but may/may not 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.

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.

ARTICLE IV OFFICERS²

Section 1. The officers of the Chapter shall be a president, a vice president, a secretary, a treasurer, 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, one regular member elected by the Board of Directors and two regular members elected by the membership no later than the January meeting of the Chapter.

- 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 or as Vice President.

Section 5. The directors shall be elected to serve for two years or until their successors are elected. Members of the Executive Committee shall hold office for one year or until their successors are elected. The officers' term of office shall begin at the beginning of the Society's fiscal year, July 1.

Section 6. 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 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 7. No officer shall be eligible to serve more than two consecutive terms in the same office.

Section 8. 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.

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 33% 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.

ARTICLE VIII COMMITTEES

Section 1. The Executive Committee⁷ 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 the treasurer. 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 Educational Foundation for Women in Accounting, 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.

**PROPOSED CHAPTER STANDING RULES
FORT WORTH CHAPTER, NUMBER 59
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS**

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.

The Member of the Year is awarded each year to the member voted Accountant of the Year.

The voting is held at the May meeting with the presentation to be made at the June meeting.

The engraving of the winner's name, the ordering of a permanent plaque for her, and the presentation of both will be assigned by the president.

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

The Chapter does accept commercial advertisements for its publications. Donated services will be acknowledged.

A monthly newsletter, called *Current Accounts* is mailed to each Chapter member (and other interested parties or potential members) one week prior to the monthly meeting. Highlights include notice of the next dinner meeting with the speaker's topic, qualifications and appropriate background on the subject. Thorough coverage of the prior professional program, study sessions, and workshops provide review for participants and technical help to members who are unable to attend. The newsletter also carries Chapter news, professional news of members and notices of professional accounting activities and opportunities for education and career development.

Non-members requesting to be on the mailing list for the newsletter may be charged an annual fee as determined by the Board of Directors to cover the cost of postage and mailing.

Courtesy copies of the newsletter will be sent to the National President, the Regional Directors, and the National Headquarters office.

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 after the dinner 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
- Report of the Board
- Committee reports
- 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.

The annual strategic planning meeting shall be held in June of each year. Any meeting that falls on a legal holiday is automatically canceled and rescheduled.

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

Chapter remembrances shall be in the form of appropriate cards. However, the president shall have discretionary powers in such matters, but shall be limited to \$25 for each incident during the fiscal year.

Chapter Roster (Directory)

A membership roster is to be published by the membership committee. A copy is to be provided to each member no later than the December meeting.

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.

Committees

The standing committees shall be: Finance, Membership, Newsletter, Nominating, Scholarship/ Student Activities, and Telephone.

A. A chair of these committees shall be appointed by the president and approved by the Board of Directors.

B. Members of the committee shall be selected by the respective chair.

These committees shall perform the duties as prescribed in these [standing rules] and those assigned by the president.

All members of the Chapter will be encouraged to serve on a standing committee. Appointments will run on a fiscal year basis. Members will be given the opportunity to select the standing committee on which they wish to serve. Any member not stating a preference will be contacted by an officer and asked to serve on a standing committee.

The Treasurer shall serve as the Finance Committee chair. Committee chairs shall provide the president with a written roster of committee members by July with written updates provided as necessary.

Should the President appoint a special committee, she shall specify in writing to that committee, at the time of the appointment, its responsibilities and duties. All special committees shall be governed by the reporting and record keeping requirements of standing committees.

Committee chairs are responsible for arranging a meeting of their committees to determine their proposed budget request to be submitted in writing to the Finance Committee by September.

Each committee chair is responsible for submitting a report at each regular Board meeting. "No activity for the month" is an adequate report. If the chair is unable to attend the meeting, she should either phone the report to the President by the afternoon of the meeting or designate another member of the committee to represent the committee at the meeting.

The president may ask for the resignation of a committee chair for reasonable cause only with the express approval of the majority vote of the directors present at a Board meeting with a quorum.

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 Fort Worth 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.

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.

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 (or Scholarship) 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.

Programs

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

The Vice President shall be responsible for contacting the speaker and securing biographical information. This information will be forwarded to the Newsletter 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 Vice President.

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

The quality and content of the programs for Student Night 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 Secretary 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 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).