

# **Bylaws**

## **MONTANA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

*As approved June 21, 1974, and amended June 27, 1980, June 26, 1981, June 1984, June 20, 1985, June 19, 1986, June 23, 1989, June 17, 1993, June 23, 1994, June 22, 1995, June 20, 1996, June 13, 2002, June 19, 2003, June 22, 2006, June 19, 2008, June 23, 2011, June 20, 2013, June 23, 2016 and June 22, 2017.*

### **ARTICLE I**

SECTION 1. The name of this organization shall be "Montana Society of Certified Public Accountants (the "Society")."

SECTION 2. Masculine terms used in these bylaws shall be understood to include the feminine. (Revised, June 23, 1989)

### **Article II**

#### **OBJECTIVES**

The Montana Society of Certified Public Accountants' Vision is to be the most valued professional resource for our members. The Montana Society of Certified Public Accountants' mission is to inspire, empower and impact members to achieve professional excellence. (Revised, June 19, 1986; June 22, 1995; June 23, 2011)

### **ARTICLE III**

#### **MEMBERS - QUALIFICATION AND ADMISSION**

SECTION 1. Membership categories shall be defined as follows: *(in alpha order)*

##### **Associate**

1. Not certified in Montana
2. Live in the United States

##### **Certified Out of Country**

1. Certified in a jurisdiction recognized by NASBA;
2. Not living within the United States; and
3. Hold a certificate of membership with the Association of CPAs International.
4. Do not have voting rights.

##### **Educators**

MSCPA will offer special membership pricing for educators and CPAs working at Montana schools who offer an accounting curriculum.

##### **BING: Business, Industry, Non-Profit and Government**

1. Certified in a jurisdiction recognized by NASBA (may have an inactive license);
2. Not working for a public accounting firm; and
3. Living in Montana.

##### **Honorary Life**

1. Granted by the Board of Directors;
2. Effective the fiscal year following the fiscal year during which the member reaches age 70;
3. A Member in good standing for 20 years or more; and.

4. Exempt from fees, dues and assessments.

#### Inactive

1. Certified in a jurisdiction recognized by NASBA;
2. A Member in good standing for a least one year;
3. Temporarily left the workforce (i.e. temporary disability, staying home with young children);
4. Complete inactive waiver annually;
5. Live in Montana; and
6. Do not have voting rights.

#### Non-CPA Associates

1. Owners or staff working directly with/for certified public accountants; or
2. Accounting professionals in industry, government; or not-for-profit organizations; and
3. Do not hold a certificate themselves;
4. Live and/or work within the United States;
5. Do not have voting rights; and
6. Cannot serve as a member of the Board of Directors, Ethics Committee or hold any other elective office within the Society.

#### Non CPA\_Associate Out-of-Country

1. Not certified\_in a jurisdiction recognized by NASBA;
2. Not living within the United States;
3. Hold a certificate of membership with the Association of CPAs International; and
4. Do not have voting rights.

#### Out-of-State

1. Certified in a jurisdiction recognized by NASBA;
2. Not living in Montana; and
3. Do not have voting rights.

#### Public Practice

1. Certified in a jurisdiction recognized by NASBA;
2. Working for a public accounting firm; and
3. Living in Montana.

#### Retired

1. Certified\_in a jurisdiction recognized by NASBA;
2. Sixty years of age or older;
3. Fully retired;
4. A Member in good standing for 10 years or more; and
5. Not been granted Honorary Life Status.

#### Student

Are enrolled in a college or university that offers a baccalaureate or masters degree with a concentration in accounting; and

1. At least sophomore standing; or
2. No more than one year post graduation standing; and
3. Do not have voting rights.

(Revised June 19, 2008; June 23, 2011; June 22, 2017)

## SECTION 2. Application for Membership

- a. Any person desiring to become a Member shall submit an appropriate application to the Society. State certificate numbers will be checked to verify the prospective member is in good standing with the appropriate licensing authority. The application shall be referred to the Board of Directors for approval. (Revised, June 23, 1989; June 17, 1993; June 22, 2006)
- b. Applicant is admitted as a Member of the Society upon approval of not less than a majority of The Directors. (Revised, June 22, 2006)
- c. Dues are payable on submission of the application. (Revised, June 20, 1985; June 22, 2006; June 19, 2008; June 23, 2011)

SECTION 3. Each new Member shall receive access to a current set of Bylaws. (Revised June 19, 2008)

## ARTICLE IV

### *TERMINATION OF MEMBERSHIP*

SECTION 1. Members may resign at any time. No action shall be taken on the resignation of a Member with respect to whom charges are under investigation by the professional ethics committee, or against whom a complaint is pending before the Joint Trial Board of the American Institute of Certified Public Accountants (AICPA) or the Montana Society's Ethics Committee pursuant to the Joint Ethics Enforcement Program (JEEP) contract, unless the committee or the Joint Trial Board, as the case may be, recommends that such resignation be accepted. If a person whose resignation was accepted while under investigation or the object of a complaint should subsequently apply for reinstatement, the Board of Directors shall not reinstate such person without consent of the committee or trial board, as the case may be. (Revised, June 23, 1989; June 17, 1993; June 19, 2008; June 23, 2011)

SECTION 2. A Member who fails to pay his annual dues or any subscription, assessment or other obligations within ninety (90) days after such debt has become due, shall automatically cease to be a member, unless, in the opinion of the Board of Directors, it is not in the interest of the profession that his membership be terminated in this way. (Revised, June 20, 1985; June 19, 2008)

### SECTION 3.

- a. A Member who has resigned while in good standing may be reinstated. (Revised June 23, 2011)
- b. The Board of Directors, in its discretion, may reinstate a Member whose membership was forfeited for nonpayment of dues or other sum due. The total sum to be charged to a reinstated Member shall be limited to those membership dues for the year of reinstatement. (Revised, June 20, 1985; June 17, 1993; June 19, 2008)

SECTION 4. A hearing panel of the Joint Trial Board may expel a Member or suspend a Member for a period not to exceed two (2) years or may impose such lesser sanctions as may be imposed on any Member, if the Member

- a. Violates, either intentionally or with reckless disregard, any of these bylaws or any rule of the Code of Professional Conduct;
- b. Is declared by a court of competent jurisdiction to have committed any fraud;
- c. Is held by a hearing panel of the trial board to have been guilty of an act discreditable to the profession or to have been convicted of a criminal offense which tends to discredit the profession, provided that should a hearing panel of the trial board find by a majority vote that he has been convicted by a criminal court of

an offense involving moral turpitude or any of the offenses enumerated in Section 6, the penalty shall be expulsion;

- d. Is declared by any competent court to be insane or otherwise incompetent;
- e. Is subject to the suspension, probation, revocation, withdrawal, or cancellation of the member's certificate as a Certified Public Accountant or license or permit to practice as such or to practice public accounting as a disciplinary measure by any governmental authority; or
- f. Fails to cooperate with the professional ethics division in any disciplinary investigation of the member or a partner or employee of the firm by not making a substantive response to interrogatories or a request for documents from the committee of the professional ethics division; or by not complying with the educational or remedial or corrective action determined to be necessary by the professional ethics executive committee. (Revised, June 23, 1989; June 19, 2008)

SECTION 5. A Member shall be expelled upon a finding by the Joint Trial Board that he has been convicted of a felony or other crime or misdemeanor involving moral turpitude. If, in such a case the conviction shall be reversed by a higher court, such Member may request reinstatement, and such request shall be referred to the committee on professional ethics which, after investigating all related circumstances, shall report the matter to the American Institute of Certified Public Accountants Ethics Division for appropriate action which could include reinstatement of said Member. (Revised, June 23, 1989; June, 1993)

#### SECTION 6.

- a. Membership in the Montana Society shall be suspended without a hearing should there be filed with the Secretary-Treasurer of the Society any judgment of conviction imposed upon any member for
  1. A crime punishable by imprisonment for more than one year;
  2. The willful failure to file any income tax return which the member, as an individual taxpayer, is required by law to file;
  3. The filing of a false or fraudulent income tax return of the member or a client; or
  4. The willing aiding in the preparing and presentation of a false and fraudulent income tax return of a client.

Membership in the Montana Society shall be terminated in like manner upon the similar filing on a final judgment of conviction. (Revised, June 23, 1989; June 23, 2011)

- b. Membership in the Society shall be suspended without a hearing should a member's certificate as a Certified Public Accountant, Accountant, or license or permit to practice as such, or to practice public accounting, be suspended as a disciplinary measure by the Montana Board of Public Accountants, but such suspension of membership in the Society shall cease upon reinstatement of the certificate. Membership in the Society shall be terminated without hearing should such certificate, license, or permit be revoked, withdrawn, or canceled as a disciplinary measure by the said State Board.

SECTION 7. Notice of the result of final action in every disciplinary matter under Sections 4 and 5 shall be published in a membership periodical of the Montana Society. In the case of action taken under Section 4, the notice shall be in a form approved by the chairman of the hearing panel which took the last action in the matter. In the case of action taken under Section 5, the notice shall be in a form approved by the chairman of the Joint Trial Board. In the case of hearing under Section 4, the notice shall disclose the name of the Member involved. No such publication shall be made until such decision, suspension or termination shall have become effective according to any then governing rules. (Revised, June 23, 1989)

## ARTICLE V

### *DUES*

SECTION 1. The annual dues and special assessments over and above regular dues shall be as determined by the Board of Directors. Dues will be prorated. (Revised, June 19, 1986; Revised June 23, 2011)

SECTION 2. The annual dues year shall coincide with the annual fiscal year of the Society as adopted by the Board of Directors. All dues shall be payable in advance and shall be deemed delinquent if not paid within ninety (90) days after the beginning of each fiscal year. (Revised, June 19, 2008)

SECTION 3. No dues or assessments shall be levied against or payable by Members while they are on active duty with the Armed Forces of the United States.

SECTION 4. At the written request of a Member, the Board of Directors may waive the Member's annual dues if for a reasonable cause. The request for waiver of dues must be approved annually.

## **ARTICLE VI**

### *VOTING*

SECTION 1. Members eligible to vote shall be entitled to attend all regular and special meetings and to vote on all questions brought before such meetings. (Revised, June 20, 1985, June 19, 1986; June 19, 2008)

SECTION 2. All Members entitled to vote, in attendance at any regular or special meetings shall constitute a quorum for the transaction of any and all business. (Revised, June 20, 1985; June 19, 2008)

## **ARTICLE VII**

### *CHAPTERS*

Chapters may be organized in any city, town or area of the State of Montana providing that:

- a. Five (5) or more Members of the Society are members of the Chapter.
- b. Each Chapter's organizational structure, area covered and bylaws, as well as changes thereto, must be approved by the Society's Board of Directors.
- c. Each chapter operates as a financially independent entity, separate from the Society, with the authority and responsibility to engage in activities including but not limited to, providing for its own resources; collecting, managing and dispersing any chapter dues and/or assessments and securing its own financial audit. (Revised June 17, 1993; June 19, 2008)

## **ARTICLE VIII**

### *NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS*

SECTION 1. BOARD DEVELOPMENT TASK FORCE. Board Development Task Force shall be appointed at the October/November board meeting each year. The outgoing President shall be chair, each Chapter may appoint a voting Member in good standing, and the President-Elect shall appoint two members-at-large. The Executive Director will serve as a non-voting member of the Task Force. No Member shall be eligible to serve consecutively for more than two terms on the Board Development Task Force. The president or secretary of each Chapter shall notify the Society office of the appointment of that Chapter's member no later than October 1st of each year. (Revised, June 23, 1989, June 22, 1995; June 20, 1996; June 19, 2008; June 20, 2013; June 23, 2016)

SECTION 2. BOARD DEVELOPMENT TASK FORCE REPORT - DATE AND FORM. The duties of the Board Development Task Force shall be completed and selection of Officers and Directors shall be decided upon by at least two-thirds of the entire Task Force, not later than the end of each fiscal year. The Board Development Task Force report shall be filed with the Society office. (Revised, June 23, 1989; June 17, 1993; June 19, 2008; June 20, 2013; June 23, 2016)

SECTION 3. NOMINATIONS BY TASK FORCE. With the exception of the President, the Board Development Task Force shall select one person for each officer position and two or three persons depending upon the current makeup of the Board for Director positions. In selecting nominees, the Board Development Task Force shall be guided by general guidelines to be issued from time to time by the Board of Directors. Nominees shall complete the application available on the Society website. All regular Members in good standing (except for members of the Board Development Task Force), and as qualified by the restrictions as specified in Articles IX and XI of these Bylaws, are eligible to be nominated or to nominate themselves. The Society must publish a list of successful candidates before June of the following year. (Revised, June 23, 1989; June 17, 1993, June 13, 2002, June 19, 2003; June 19, 2008; June 20, 2013; June 23, 2016; June 22, 2017)

SECTION 4. OTHER NOMINATIONS. Members in good standing may nominate themselves by completing the application available on the Society website. (June 20, 2013)

NEW SECTION 5. ELIGIBILITY. To be eligible for Secretary/Treasurer a Member must have served at least two (2) consecutive years on the Board prior to taking office as Secretary/Treasurer. To be eligible to serve as President-Elect a Member must have completed a three (3) year term as a director within the last five (5) years. On completion of the term of office, the President-Elect shall automatically become President. The President-Elect shall have served a three-year term as a Director. (June 20, 2013)

All Officers and Directors will assume office during the Annual Business Meeting. (Revised, June 23, 1989; June 17, 1993; June 19, 2008; June 23, 2011; June 22, 2017)

## **ARTICLE IX**

### *OFFICERS OF THE SOCIETY*

SECTION 1. The officers of the Society shall consist of a President, President-Elect and Secretary-Treasurer. (Revised June 23, 1994)

SECTION 2. The officers shall be members of the Board of Directors. Only present or former Members of the Board of Directors are eligible for nomination as President-Elect.

SECTION 3. Any vacancies occurring during the year for any officers shall be filled by the Board of Directors for the unexpired term.

SECTION 4. The President, President-Elect and Secretary-Treasurer shall hold their respective offices for one year, or until their successors are duly elected and have been qualified. (Revised June 23, 1994)

## **ARTICLE X**

### *DUTIES OF OFFICERS*

SECTION 1. President: It shall be the duty of the President to:

- a. Preside at all meetings, and enforce the laws and regulations relating to the administration of the affairs of the Society.
- b. Call regular and special meetings of the Society, or the Board of Directors when s/he deems it necessary or upon written request of at least ten percent (10%) of the Members for a meeting of the Society, or upon the request of three Directors, for a meeting of the Board of Directors.
- c. With Board approval, appoint one or more committees/task forces with such duties, powers, responsibilities and procedures required to fulfill the Society's obligations. Committee and/or task force members serve at the pleasure of the President, officers and members of the Board, who, acting

as a body, may remove a member from a committee/task force. (Revised, June 23, 1989; June 17, 1993; June 23, 2016)

- d. The President shall name a Past-President of the Society to serve as a nonvoting Ex-Officio member of the Board for one year. (Revised, June 23, 1989; June 17, 1993)
- e. Lead Annual Conference Task Force. (Revised, June 22, 2017)

SECTION 2. It shall be the duty of the President-Elect to:

- a. Assist the President whenever possible and faithfully study the duties and responsibilities of the President to qualify herself/himself for the following year;
- b. Act as a member of the Board of Directors, entitled to one vote;
- c. Work with the Annual Conference Task Force leader;
- d. Lead the Compensation and Benefits Task Force and appoint one representative from each Board class to serve on this Task Force;
- e. In the event the President is unable to discharge the duties as President the President-Elect shall have all the powers and prerogatives of the President.
- f. Serve as the chair of the Awards and Bylaws Task Forces and appoints all other chairs/leaders and committee/task force members.
- g. Coordinate scholarship and medallion awards with accounting departments at the University of Montana, Montana State University, Montana State University–Billings, Montana Tech—Butte, and Carroll College;
- h. Serve on the University of Montana’s and Montana State University’s Accounting Advisory Boards when and where appropriate.

(Revised June 23, 1994; June 23, 2011; June 23, 2016; June 22, 2017)

SECTION 3. Secretary-Treasurer: The Secretary-Treasurer shall be responsible for the following:

- a. Notices of all meetings of the Society and the Board of Directors.
- b. Duties enumerated in Article XII related to the Annual Business Meeting. (Revised June 17, 1993; June 22, 2017)
- c. Reporting the financial position of the Society at each regular meeting of the Society and the Board of Directors.
- d. Ensuring that the Society’s employees operate an effective accounting system for recording and reporting the Society’s financial activities.
- e. Reviewing the financial activity of the Society on a regular basis to ensure accountability, monitoring expenditures based upon the approved budget and reporting to the Board of Directors.
- f. Supervision of the following duties:
  - 1. The recordkeeping of proceedings of all meetings of the Society and Board of Directors of all other matters as ordered by the Society,
  - 2. Notification to persons elected or dropped from membership, and continual updates to the listing of members in good standing,
  - 3. Maintenance of the Society’s accounting records to ensure the financial records are available for audit, and ensuring appropriate internal controls exist for collection and depositing of monies and for the payment authorized expenditures of the Society,
  - 4. Proper surety bonding of the officers, Directors, and employees of the Society in amounts satisfactory to the Board of Directors.
- g. At each annual business meeting, the Secretary-Treasurer, on behalf of the Board of Directors, shall present a review of the Society’s financial condition and trends.

(Revised June 17, 1993; June 22, 2017)

## ARTICLE XI

## *DIRECTORS*

### SECTION 1.

- a. The Board of Directors shall consist of thirteen members, nine of whom are nominated by the Board Development Task Force for three-year terms and four additional members: the President, President-Elect, Ex-Officio and Executive Director. The Ex-Officio and the Executive Director are non-voting members. (Revised, June 17, 1993; June 23, 1994; June 19, 2008; June 23, 2016)
- b. Each Director must be a Member and shall hold office until a successor is duly elected and qualified.
- c. The Board of Directors shall have general charge, management and control of the Society's affairs, funds and property. The Board shall submit a general report of the affairs for the preceding year at each annual business meeting. (Revised June 22, 2017)
- d. The absence of any Director from two consecutive meetings of the Board, shall be deemed a tender of resignation, unless satisfactory reasons for such absence is tendered to and accepted by [a majority of] the Board. At the next regular meeting following two such unexcused absences, the Board shall proceed to fill the vacancy in the Board. (Revised June 19, 2008)
- e. Any officer or Director may be removed by a two-thirds affirmative vote of the Members present in person at a special meeting of the Society called for the purpose of considering such removal.

## **ARTICLE XII**

### *DUTIES OF DIRECTORS*

SECTION 1. It shall be the duty of the Directors to carry out the purposes of the Society according to law and as provided in these bylaws.

SECTION 2. The Board shall keep a record of its proceedings and submit a general report of the affairs of the Society to the Members at each annual business meeting. The Board shall report at such other times as the Board may deem advisable or when requested in writing by not fewer than five Members. (Revised June 22, 2017)

SECTION 3. The Board of Directors shall have power to fill all vacancies which may occur among the officers and Directors.

SECTION 4. With respect to all questions of construction and interpretation of these Bylaws, the decision of the Board of Directors, or a majority thereof, shall be final and binding.

SECTION 5. The Directors shall annually adopt a budget for the Society reflecting the projected revenues and expenditures before the next fiscal year. Following Board of Director approval of each fiscal year budget, no debts shall be contracted and no money spent other than as provided for in said budget, or in excess of the provisions thereof, unless such expenditures shall be approved by at least two-thirds of the Board of Directors. (Revised, June 17, 1993; June 19, 2008)

SECTION 6. The Board of Directors shall employ an Executive Director of the Society. The Executive Director shall serve as a full-time salaried employee to administer the Society's office and staff, to coordinate the activities of the Society, and to perform such other services as may be assigned by the Board of Directors. The Executive Director shall serve as a non-voting Board member. (Revised June 17, 1993)

## **ARTICLE XIII**

### *EXECUTIVE COMMITTEE*

The Executive Committee consists of the President, President-Elect, Secretary-Treasurer, Ex-Officio and the Executive Director. The Ex-Officio and the Executive Director are non-voting members. Between regular or



special meetings of the Board, the Executive Committee shall have and exercise all authority of the Board except in the following areas:

- a. Amending, altering or repealing these bylaws;
- b. Electing, appointing or removing any member of such committee or any Director or officer of the Society.
- c. Amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation;
- d. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society;
- e. Authorizing the voluntary dissolution of the Society or revoking voluntary dissolution proceedings;
- f. Adopting a plan for the distribution of the Society's assets;
- g. Amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

A majority of the number of the voting members of the Executive Committee shall constitute a quorum for the transaction of the business of the committee. (June 17, 1993)

## **ARTICLE XIV**

### *OTHER COMMITTEES AND TASK FORCES*

#### **SECTION 1. APPOINTMENT AND AUTHORITY**

The President shall appoint, from among the members in good standing of the Society, all committees and task forces, subject to confirmation by the Board. The Board shall authorize and define the powers and duties of all standing committees and task forces except those whose function and scope of authority are set forth in these Bylaws. The committee and task force appointments shall be at the will and pleasure of the President, officers and Board members acting as a body. The various committees and task forces shall conduct investigations, studies and hearings and make appropriate recommendations to the Board and carry out such phases of the Society's aims and objectives as delineated and delegated to them by the Board. (Revised June 19, 2008)

#### **SECTION 2. LIMITATION OF AUTHORITY**

No committee or task force or any Member thereof shall take or make public any formal action, or make public any resolution, or in any way commit the Society on a question of policy without first receiving the approval of the Board.

#### **SECTION 3. COMMITTEE/TASK FORCE BUDGET LIMITATIONS**

No committee or task force or any other group, project or activity within the Society's organization structure may expend more than its allocated budget without the approval of the Board. The Board may, at any time during the fiscal year, reduce the amount originally allocated to any committee, task force or any other group, project or activity, and may assign unexpended budget balances or any portion thereof to other committees, task forces or groups, projects or activities, as deemed to be in the best interest of the Society. At the end of the fiscal year, the unexpended balance in any and all committee or task force budgeted allocations(s) shall revert to the general fund of the Society unless specific provisions to the contrary are made by the Board. (Revised June 23, 2016)

#### **SECTION 4. CONFIDENTIALITY**

No committee or task force or members thereof shall disclose confidential information obtained through such committee or task force service to Members or individuals outside the committee or task force, except to an individual or group identified by the Board to receive such information or in reports directed to the Board. No Member may use confidential information obtained through volunteer service to discredit another Member. (June 17, 1993; revised June 23, 2016)

## **ARTICLE XV**

### *MEMBER MEETINGS*

The date of the regular annual business meeting shall be set by the Board of Directors. The Society office shall notify the members of the date selected for the annual business meeting at least thirty (30) days prior to the meeting. Special meetings of the Members may be called at any time by the President and shall be called if written request is made by a majority of the Board of Directors, or by ten percent (10%) of the Members. At special meetings, only such business shall be considered as is specified in the call therefore. The annual business meeting site shall be selected by the Board of Directors. Special meetings shall be held at the city designated by the President. All special meetings shall be called by giving notice to all Members, not fewer than twenty (20) days previous to such meeting. (Revised, June 17, 1993; June 19, 2008; June 22, 2017)

## **ARTICLE XVI**

### *RULES OF ORDER*

The rules of parliamentary procedure contained in the latest edition of "Roberts' Rules of Order" shall govern all meetings of the Society and its Board of Directors.

## **ARTICLE XVII**

### *MEETINGS OF DIRECTORS*

SECTION 1. The Board of Directors shall hold regular meetings at least two times a year. (Revised, June 17, 1993)

SECTION 2. All special meetings of the Board of Directors shall be called by giving notice to all Board members at least twenty (20) days prior to such meetings, unless the giving of notice is waived by a majority of the Board members or unless exigent circumstances make the giving of such notice impractical or impossible. (Revised June 19, 2008; June 23, 2016)

SECTION 3. A majority of the voting members of the Board shall constitute a quorum for the transaction of any and all business at all regular and special meetings.

## **ARTICLE XVIII**

### *OPEN MEETINGS*

All meetings of the Society, the Board of Directors, and its committees and task forces shall be open to all Members in good standing of the Society. The exceptions to this Article are as follows:

- a. Meetings of the Ethics Committee when such meeting is for the consideration of possible violation of the rules of professional conduct.
- b. All meetings of the Peer Review Committee.
- c. Meetings of the Board of Directors when such body is sitting as a Trial Board.
- d. Portions of meetings related to personnel matters.

(Revised June 19, 2008; June 23, 2016)

## **ARTICLE XIX**

### *RULES OF PROFESSIONAL CONDUCT*

SECTION 1. Members and associates of the Society shall abide by the Code of Professional Conduct of the American Institute of Certified Public Accountants (AICPA) including interpretations as are issued by the Division of Professional Ethics of the American Institute of Certified Public Accountants. (Revised, June 17, 1993; December 15, 2014)

SECTION 2. The rules of professional ethics of the Society shall consist of the Code of Professional Conduct of the American Institute of Certified Public Accountants (AICPA) as now constituted and as may be hereafter amended, except that in case of any conflict between that Code and these Bylaws, the Bylaws of the Society shall prevail. (Revised, June 17, 1993; December 15, 2014)

### SECTION 3.

- a. Whenever a member of the Society, whether or not he or she is a member of the AICPA, is charged with violating these Bylaws or any provision of the Code of Professional Conduct the charge shall be initiated in accordance with the terms of any then existing agreement between the Society and the AICPA relating to ethics enforcement. (Revised, June 23, 1989; June 17, 1993; December 15, 2014)
- b. In the event that a hearing is required to depose of such charge or charges, the hearing shall be conducted under the terms of: (i) the aforesaid agreement, (ii) the then operative rules the Joint Trial Board Division and (iii) the then operative joint ethics enforcement procedures in effect by virtue of the agreement between the Society and the AICPA.
- c. The Ethics Committee shall, depending on its determination of the gravity of the violation, summon a hearing panel of the joint trial board which may expel a Member, suspend a Member for a period not to exceed two years, or admonish a Member. The Committee also may conclude that a violation is not of sufficient gravity to warrant a formal trial board hearing and issue a letter of required corrective action specifying certain directives, including, but not limited to, completion of the CPE courses listed in the letter by a specified date, submission of reports and work papers for review, and affirmative agreement to cease activity that caused the violation to occur. (Revised, June 23, 1989)

SECTION 4. All committees, boards, and other bodies of the Society are empowered to carry the provisions of Section 3(a) and (b) into effect by acting jointly and in cooperation with the appropriate bodies of the AICPA under the agreements, rules and procedures in effect between the Society and the AICPA at the time of such action.

SECTION 5. A member must cooperate with the Ethics Committee in any disciplinary investigation of him or his partner or employee by making a substantive response to interrogatories or a request for documents from the committee within thirty days of their posting by registered or certified mail, postage prepaid, to the member's last known address shown on the Montana Society's books. (Revised June 17, 1993; December 15, 2014)

## **ARTICLE XX**

### *AMENDMENTS TO BYLAWS*

SECTION 1. Alterations, additions or amendments to the bylaws shall be made by a vote of two-thirds of the Members who cast a vote. (Revised June 23, 2011)

SECTION 2. Notice and a copy of the proposed amendments shall be emailed to every Member eligible to vote (and has provided permission to send an email) and posted to the MSCPA website at least thirty (30) days prior to the date of such meeting, unless every Member entitled to vote upon such question shall agree in writing to the Waiver of Notice. (Revised June 17, 1993; June 23, 2011)

## **ARTICLE XXI**

### *REPEAL AND ADOPTION OF BYLAWS*

All Bylaws and rules previously adopted by the Society are hereby repealed and annulled, and these Bylaws and rules are hereby adopted and shall take effect immediately.