

# SOCIETY OF LOUISIANA CERTIFIED PUBLIC ACCOUNTANTS



Society of Louisiana  
Certified Public Accountants

## BYLAWS

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Table of Contents

- ARTICLE I -NAME AND PURPOSE..... 1
  - SECTION A – NAME ..... 1
  - SECTION B – PURPOSE ..... 1
- ARTICLE II –MEMBERS AND AFFILIATES ..... 1
  - SECTION A – MEMBERS..... 1
  - SECTION B – AFFILIATES..... 1
  - SECTION C – APPLICATION FOR MEMBERSHIP OR AFFILIATION ..... 1
  - SECTION D – DUES AND ASSESSMENTS ..... 1
  - SECTION E – CONTINUING MEMBERSHIP REQUIREMENTS ..... 1
  - SECTION F – PROFESSIONAL ETHICS REQUIREMENTS ..... 2
  - SECTION G – VOTING RIGHTS ..... 2
  - SECTION H – NOTICE OF MEETINGS; WAIVER OF NOTICE ..... 2
  - SECTION I –MEETINGS OF THE MEMBERS ..... 2
  - SECTION J – QUORUM ..... 2
  - SECTION K – RESIGNATION ..... 2
  - SECTION L – SUSPENSION, TERMINATION OR EXPULSION ..... 2
  - SECTION M – REINSTATEMENT ..... 3
- ARTICLE III - BOARD OF DIRECTORS ..... 3
  - SECTION A – QUALIFICATIONS AND NUMBERS OF MEMBERS ..... 3
  - SECTION B – GENERAL POWERS AND DUTIES ..... 3
  - SECTION C – NOMINATIONS ..... 3
  - SECTION D – TERM OF OFFICE ..... 4
  - SECTION E – RESIGNATION ..... 4
  - SECTION F – VACANCIES ..... 4
  - SECTION G – BOARD OF DIRECTORS’ MEETINGS..... 4
  - SECTION H – NOTICE OF MEETINGS; WAIVER OF NOTICE ..... 4
  - SECTION I – QUORUM AND VOTING..... 5
  - SECTION J – ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING ..... 5
  - SECTION K – RECORDS AND REPORTS ..... 5
- ARTICLE IV - CORPORATE OFFICERS..... 5
  - SECTION A – NUMBER AND QUALIFICATIONS ..... 5
  - SECTION B – DUTIES OF CORPORATE OFFICERS ..... 5
- ARTICLE V - COMMITTEES ..... 6
  - SECTION A – STANDING COMMITTEES ..... 6

SECTION B- NOMINATING COMMITTEE; VOTES.....	6
SECTION C – OTHER COMMITTEES OR TASK FORCES .....	6
ARTICLE VI - LOCAL CHAPTERS.....	6
SECTION A – ORGANIZATION OF CHAPTERS.....	6
SECTION B – MEMBERS.....	6
SECTION C – CHAPTER CHARTER.....	7
SECTION D – DUES ALLOCATION.....	7
SECTION E – CHAPTER BYLAWS .....	7
ARTICLE VII – DISCIPLINARY ACTION.....	7
SECTION A – GROUNDS.....	7
SECTION B – DISCIPLINARY ACTION WITHOUT A HEARING.....	7
SECTION C –AICPA’s JOINT TRIAL BOARD .....	9
SECTION D – EFFECTIVE DATE OF DISCIPLINE .....	9
SECTION E – CODE OF PROFESSIONAL CONDUCT.....	9
ARTICLE VIII – TRIALS AND PENALTIES .....	9
SECTION A – ENFORCEMENT AND COOPERATION .....	9
SECTION B – COMMITTEE POWERS .....	10
ARTICLE IX- AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS .....	10
SECTION A .....	10
SECTION B .....	11
ARTICLE X - INDEMNIFICATION.....	11
SECTION A .....	11
SECTION B .....	11
SECTION C .....	12
SECTION D.....	12
SECTION E.....	12
SECTION F.....	12
ARTICLE XI - MISCELLANEOUS.....	12
SECTION A – FISCAL YEAR .....	12
SECTION B – FINANCIAL STATEMENTS.....	12
SECTION C – SEALS, TRADEMARKS, OTHER INTELLECTUAL PROPERTY .....	12
SECTION D – ROBERT’S RULES OF ORDER.....	13
SECTION E – BYLAWS CONVENTIONS .....	13

# Society of Louisiana Certified Public Accountants

## Bylaws

### ARTICLE I -NAME AND PURPOSE

#### SECTION A – NAME

The name of the Corporation shall be “The Society of Louisiana Certified Public Accountants” and it shall be referred to in these Bylaws as the “Society”.

#### SECTION B – PURPOSE

The Society fulfills the educational needs of its members, strengthens the profession’s self-regulatory process, serves as an advocate for the Certified Public Accountant (“CPA”) profession, and promotes the value of CPAs to the public. The Society supports and assists Members in their responsibility to serve the public interest and the obligation to maintain professional competence, upholds a standard of performance by CPAs, and oversees professional conduct by means of effective self-regulatory process.

### ARTICLE II –MEMBERS AND AFFILIATES

#### SECTION A – MEMBERS

Any individual holding a valid CPA certificate under the laws of any U.S. State, district, or territory is eligible to be a Member of the Society.

The Board of Directors may establish categories of Members for the purpose of establishing dues.

#### SECTION B – AFFILIATES

The Board of Directors shall have the authority to create non-voting categories of Affiliates and set appropriate dues schedules.

#### SECTION C – APPLICATION FOR MEMBERSHIP OR AFFILIATION

Application for status as a Member or Affiliate shall be in a form prescribed by the Board of Directors. Unless waived by the Board of Directors, every application for status as a Member or Affiliate must be accompanied by a remittance covering dues, as applicable.

#### SECTION D – DUES AND ASSESSMENTS

The amount of annual dues for each category of Members and Affiliates shall be set by the affirmative vote of three-fourths of the Board of Directors, except as otherwise provided herein. Assessments may be levied by three-fourths vote of the Members of the Society present at the Annual Meeting or a special meeting called for that purpose.

#### SECTION E – CONTINUING MEMBERSHIP REQUIREMENTS

To maintain membership in the Society, Members must (a) be current on all membership dues; and (b) comply with practice monitoring requirements established by the American Institute of Certified Public Accountants (“AICPA”).

## SECTION F – PROFESSIONAL ETHICS REQUIREMENTS

To maintain membership in the Society, Members must comply with the AICPA's Code of Professional Conduct.

## SECTION G – VOTING RIGHTS

Members shall have the right to vote in person at the Annual Meeting, a Special Meeting, or as otherwise provided for herein. Voting by proxy is not permitted. All other matters of governance and operation are the purview of the Board of Directors.

## SECTION H – NOTICE OF MEETINGS; WAIVER OF NOTICE

Written notice of any meeting may be given by mail or other authorized communications methods, including written notice or report delivered as part of a communication regularly sent to Members and shall be sent to the Member's address as it appears in the Society's records. Notice of any such meeting need not be given to a Member who, either before or after the meeting, shall submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him or her.

## SECTION I – MEETINGS OF THE MEMBERS

An Annual Meeting of the Members to transact such business as may properly come before it shall be held after the close of the fiscal year on a date established by the Board of Directors. The Secretary shall notify the Members of the date and location selected for the Annual Meeting at least thirty (30) days prior thereto. The Chair of the Board, and in the Chair's absence the Chair-Elect of the Board, shall preside at all meetings of the Members and shall conduct the affairs of the Society in accordance with the Articles of Incorporation, the Bylaws, and policy manuals.

Special meetings of the Members: (a) may be called at any time by the Chair of the Board; and (b) shall be called by the Chair of the Board or the Chief Executive Officer of the Society (CEO) if written request for such a special meeting which specifies its purpose is made by: (i) a majority of the Board of Directors or (ii) five percent (5%) of the current Members eligible to vote. The time, place (if any), and manner of a special meeting shall be determined by the Chair of the Board, or by the CEO if the Chair of the Board fails to make such a determination. All such meetings shall be called by giving at least thirty (30) days prior written notice to all voting members. At such special meetings only the business specified in the meeting notice shall be considered.

## SECTION J – QUORUM

At all meetings of the Members, forty (40) voting Members present in person shall constitute a quorum. If a quorum is not present, the Chair of the Board, or in the absence of the Chair of the Board, those Members present shall declare an adjournment to such time, place (if any), and manner as they may deem proper. Such adjourned meeting shall be considered the same meeting as that originally called.

## SECTION K – RESIGNATION

Resignation of Members and Affiliates may be offered at any time and shall be effective on the date of acceptance by the Secretary of the Society. No resignation shall be considered by the Secretary as long as a complaint against the Member or Affiliate seeking to resign is under consideration by the Society's Professional Ethics Committee or the AICPA's Joint Trial Board (See Article VII).

## SECTION L – SUSPENSION, TERMINATION OR EXPULSION

Any Member or Affiliate who fails to pay annual dues, assessments or other amounts within sixty (60) days after the due date, is subject to suspension from the Society.

Any Member or Affiliate who, within six (6) months after the date of any notice or arrearage, fails to pay annual dues, assessments or other amounts shall automatically cease to be a Member or Affiliate and all rights and privileges shall terminate immediately.

No termination for unpaid dues, assessments or other amounts shall be considered by the Secretary of the Society as long as a complaint against the Member or Affiliate is under consideration by the Society's Professional Ethics Committee or the AICPA's Joint Trial Board.

Any Member or Affiliate disciplined under Article VII may be suspended or expelled from the Society in accordance with the procedures set forth in Article VII.

#### SECTION M – REINSTATEMENT

The Secretary of the Society may reinstate any Member or Affiliate who has resigned or been expelled, suspended or terminated upon: (a) application of such Member or Affiliate; (b) payment of any amounts owed to the Society; (c) satisfactorily complying with the practice-monitoring or continuing education requirements, as applicable; and (d) a determination that the best interest of the Society would be served by reinstating the Member or Affiliate. If a Member is expelled in accordance with the provisions of Article VII, that person will not be considered for reinstatement until three (3) years after the effective date of the expulsion.

### ARTICLE III - BOARD OF DIRECTORS

#### SECTION A – QUALIFICATIONS AND NUMBERS OF MEMBERS

There shall be a Board of Directors to be composed of: Chair; Chair-Elect; Treasurer; Past Chair; Six At-Large Members of the Board; and all Chapter Presidents. The CEO shall serve as President and Secretary in an ex-officio capacity. Members of the Board of Directors must be Members of the Society.

Members of the Board of Directors shall be "Directors" of the Society. The Chair-Elect, Treasurer, and At-Large Members of the Board of Directors are elected by the Members at the Annual Meeting. The Chair-Elect shall have served, at the time of being elected or appointed, as Treasurer or as a Board Member At-Large for not less than one (1) fiscal year. The Chair-Elect accedes to Chair of the Board in the year following election. The Past Chair shall be the most recent Chair of the Board of Directors.

#### SECTION B – GENERAL POWERS AND DUTIES

It shall be the duty of the Board of Directors to formulate and approve the policies of the year, including but not limited to fiscal policies. It shall have full power and authority to act on behalf of the Corporation, and may delegate to any Officer such administrative functions, as it deems necessary, except that the employment or termination of the CEO of the Society shall be approved by the Board of Directors. It shall be charged with the responsibility of carrying out the purposes of the Society as provided by these Bylaws. In respect to all questions of interpretation of the Bylaws, a decision of the majority of the Board of Directors shall be final and binding.

#### SECTION C – NOMINATIONS

The Nominating Committee shall propose a slate of Officers and At-Large Members of the Board of Directors and render its report to the Board of Directors and membership at least thirty (30) days prior to the first day of the Annual Meeting. Nominating procedures shall be conducted in accordance with Article V Section B. Additional nominations may be made from the floor by any Member at the Annual Meeting.

## SECTION D – TERM OF OFFICE

The terms of elected Officers of the Board of Directors shall be one year. At-large Members of the Board of Directors shall be elected to serve for a two (2) year term. In the event an At-Large Member ascends to an Officer position, the unexpired one (1) year term will be filled by nomination and election as provided herein. Each member of the Board of Directors shall continue to hold office until their respective successor is elected/appointed, or until the Director's death, resignation, disqualification, or removal. At-large Members of the Board may serve an unlimited number of terms, but may not serve for more than six (6) consecutive years.

## SECTION E – RESIGNATION

Any Director may resign as a member of the Board of Directors at any time by giving written notice to the Secretary. The resignation of such Director shall take effect upon receipt of the notice by the Secretary or at such later time as shall be specified in such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

## SECTION F – VACANCIES

If any Director resigns or otherwise ceases to be a member of the Board of Directors prior to the expiration of a term, the Board of Directors, may, by majority vote, appoint a Member to serve the balance of the unexpired term.

The Board of Directors shall have the right, power and duty to fill the unexpired term of any vacancy occurring in the office of the treasurer or any At-Large Member of the Board of Directors not later than sixty (60) days following creation of the vacancy.

If the office of Chair of the Board is vacated, the Chair-Elect shall fill the unexpired term of such vacancy and shall also retain his elected office with the right to continue as Chair of the Board for the ensuing term of office. The Board of Directors shall have the right, power and duty to fill the unexpired term or a vacancy occurring in the office of Chair of the Board only if and when there is also a vacancy in the office of Chair-Elect.

If the office of Chair-Elect is vacated, such office shall remain vacant until the next annual meeting of the Society.

## SECTION G – BOARD OF DIRECTORS' MEETINGS

The Board of Directors shall meet at least four (4) times annually or upon call of the Chair, or at the request of any four (4) board members. Such request must be in writing and addressed to the Chair of the Board.

The Chair of the Board, and in the Chair's absence the Chair-Elect of the Board, shall preside at all meetings of the Board of Directors and shall conduct the affairs of the Board in accordance with the Articles of Incorporation, the Bylaws, and policy manuals.

In the event a chapter president referred to in Section A of this article is unable to attend a regular or special meeting of the Board of Directors, that president may designate a duly elected chapter board member to attend the meeting with full voting rights of the chapter president. Said designation shall be to the Secretary.

## SECTION H – NOTICE OF MEETINGS; WAIVER OF NOTICE

All meetings shall be held at such time and place as specified in the notice of the meeting. Meetings are to be held in person and, may not be conducted through electronic or other communications equipment. Written notice of any meeting may be given by mail or by use of approved communications

methods. Whenever any notice of time, place, or purpose shall be required to be given to a Director, statutes, Articles of Incorporation, code of regulations, or Bylaws, a waiver signed, whether before or after the meeting, by the person(s) entitled to notice shall be deemed equivalent to such notice. In addition, if any Director attends a meeting and fails to object prior to or at the commencement of the meeting, to the form of notice given, that Director shall have waived any such objection.

#### SECTION I – QUORUM AND VOTING

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present, those Directors present shall declare an adjournment to such time and place (if any) as they may deem proper. Such adjourned meeting shall be considered the same meeting as that originally called. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote by the Board of Directors.

#### SECTION J – ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

Any action that may be authorized or taken at a meeting of the Board of Directors may be approved without a meeting if consent in writing, describing the action to be taken, is signed by all Directors. Written consent shall be filed with the minutes of the Board of Directors meeting. An electronic mail or other transmission capable of authentication containing an affirmative vote or approval of a Director is a signed writing for purposes of this Section, and the last date any such consent is sent by a Director shall be the date such action is authorized.

#### SECTION K – RECORDS AND REPORTS

The Secretary shall keep a record of all proceedings and shall submit minutes for approval at the next scheduled Board Meeting.

## ARTICLE IV - CORPORATE OFFICERS

#### SECTION A – NUMBER AND QUALIFICATIONS

The Corporate Officers shall be composed of: President/CEO, Treasurer, and Secretary.

#### SECTION B – DUTIES OF CORPORATE OFFICERS

The President/CEO shall: (a) implement the programs and policies approved by the Board of Directors; (b) supervise the Society's office and staff including the maintenance of accounting records; and (c) have responsibility for the collection and disbursement of funds.

The Treasurer shall: (a) be responsible for the financial reporting of the Society; (b) present reports at each meeting of the Members and periodically to the Board of Directors; and (c) have responsibility over the Society's funds and securities as may be delegated by the Board of Directors.

The Secretary shall: (a) give notice of all meetings of the Members and the Board of Directors and shall keep a record of such meetings and of all other matters of which a record shall be ordered by the Directors; (b) conduct official correspondence of the Society and maintain files of all correspondence, records and reports of committee activities; and (c) have charge of the Seal of the Society and of its corporate and financial records.

## ARTICLE V - COMMITTEES

### SECTION A – STANDING COMMITTEES

There shall be the following standing committees: Professional Ethics Committee; and Budget Committee. The Members of these committees shall be appointed by the Chair-Elect.

The Professional Ethics Committee shall be composed of at least ten Members serving three (3) year staggered terms. No member shall be a member of the State Board of Certified Public Accountants of Louisiana. The Committee shall be guided by the provisions of the AICPA's Joint Ethics Enforcement Program Manual.

The Budget Committee shall be composed of: the Treasurer, who shall serve as Chair; Chair of the Board; Chair-Elect; Secretary; Past Chair; and three (3) current At-Large Members of the Board of Directors, appointed by the Chair of the Budget Committee.

### SECTION B- NOMINATING COMMITTEE; VOTES

The Nominating Committee shall be appointed annually by the Executive Committee no later than January 15th. The Nominating Committee shall consist of the Past chair of the Board of Directors, and at least four (4) and up to ten (10) members of the current Board of Directors (provided that there is always an odd number of persons comprising the Nominating Committee), none of whom is a member of the Executive Committee with the exception of the Past Chair of the Board. The Past Chair of the Board shall chair the Nominating Committee. The Executive Committee shall attempt to provide diverse representation of Society membership when appointing members to the Nominating Committee. Each member of the Nominating Committee shall have one (1) vote. Membership on the Nominating Committee shall be limited to three (3) consecutive years.

The committee shall conduct separate votes for each At-Large Member of the Board of Directors' position being considered.

### SECTION C – OTHER COMMITTEES OR TASK FORCES

There shall be such other committees and task forces as shall be authorized from time to time by the Board of Directors. The CEO shall be an ex-officio of all committees. Committees shall consist of at least three (3) Members and shall be appointed annually by the Chair-Elect.

## ARTICLE VI - LOCAL CHAPTERS

### SECTION A – ORGANIZATION OF CHAPTERS

Local chapters may be organized at the request of not less than seven Members of the Society. The request must be submitted in writing to the Board of Directors of the Society for approval. Not more than one local chapter may be formed within any geographical area. The geographical area of a chapter shall be determined by the Board of Directors.

### SECTION B – MEMBERS

Each Society Member shall be a member of the chapter: (a) in which the Member resides; or (b) of their choice. Members may belong to only one (1) chapter.

## SECTION C – CHAPTER CHARTER

Upon approval of a chapter organization, the Board of Directors of the Society shall issue to the chapter a chapter charter which shall stipulate: (a) the objectives and purpose of the chapter shall not be inconsistent with those of the Society; (b) the requisite for membership in a chapter shall be membership in the Society; (c) the chapter may not announce or publicize in any way, other than to its members, matters of policy or procedures concerning the practice of accountancy; and (d) a chapter charter may be revoked for cause upon a two-thirds vote of the Members of the Society at a special meeting called for that purpose.

## SECTION D – DUES ALLOCATION

Each local chapter shall be entitled to receive a portion of the dues paid by its Members to the Society, to be determined by the Board of Directors of the Society.

## SECTION E – CHAPTER BYLAWS

All chapters shall be governed by bylaws, which, together with any amendments thereto, must be approved by the Board of Directors of the Society and shall not be inconsistent with the Bylaws of the Society.

# ARTICLE VII – DISCIPLINARY ACTION

## SECTION A – GROUNDS

A Member or Affiliate is subject to expulsion or suspension, or other disciplinary action, as may be determined by the Society's Board of Directors, if the Member or Affiliate does any of the following:

- a) Fails to comply with the practice-monitoring or continuing education requirements established by the Society, or the State Board of Certified Public Accountants of Louisiana.
- b) Refuses or neglects to give effect to any decision of the Society's Board of Directors.
- c) Infringes any of the Bylaws or any provision of the Code of Professional Conduct.
- d) Is declared in a final judgment by a court of competent jurisdiction to have committed fraud.
- e) Is held by the AICPA's Joint Trial Board or the Society's Board of Directors to have been guilty of an act discreditable to the profession.
- f) Is declared by any competent court to be insane or otherwise incompetent.
- g) Fails to cooperate with the Society's Professional Ethics Committee in any disciplinary investigation involving the Member or Affiliate, a co-owner, or an employee by failing within thirty (30) days of posting of notice by registered mail pre-paid to the Member or Affiliate at the last known address shown on the books of the Society, to (i) make a substantive response to interrogatories or a request for documents, or (ii) comply with the educational remedial or corrective action determined to be necessary by the Society's Professional Ethics Committee.
- h) Is subject to disciplinary action without a hearing in accordance with Article VII Section B.

## SECTION B – DISCIPLINARY ACTION WITHOUT A HEARING

Membership in the Society shall be suspended or terminated without a hearing for disciplinary purposes, or a member may be subjected to other disciplinary actions, as provided in this Section B under such conditions and by such procedures as shall be prescribed by the Society's Board of Directors.

- a) Criminal Conviction of Member - Membership in the Society shall be suspended without a hearing should there be filed with the Secretary of the Society a judgment of conviction imposed upon any member for:
- i. A crime punishable by imprisonment for more than one year;
  - ii. The willful failure to file any income tax return which the member, as an individual taxpayer, is required by law to file;
  - iii. The filing of a false or fraudulent income tax return on the member's or a client's behalf; or
  - iv. The willful aiding in the preparation and presentation of a false and fraudulent income tax return of a client; and shall be terminated in like manner upon the similar filing of a final judgment of conviction; however, the Society's Board of Directors shall provide for the consideration and disposition, with or without a hearing, of a timely written petition of any member that the member's membership should not be suspended or terminated pursuant to Section B(a), herein.
- b) Other Disciplinary Action
- i. Membership in the Society shall be suspended without a hearing should a Member's certificate as a certified public accountant or license or permit to practice as such or to practice public accounting be suspended by any state board of accountancy as a disciplinary measure; however, such suspension of membership shall terminate upon reinstatement of the certificate, license or permit. Membership in the Society shall be terminated without a hearing should such certificate, license, or permit be revoked, withdrawn, surrendered, indefinitely suspended, or cancelled as a disciplinary measure or in connection therewith.
  - ii. The AICPA Professional Ethics Executive Committee and the AICPA's Board of Directors may jointly approve certain governmental agencies and other organizations whose disciplinary actions against a Society member will permit the Society to take disciplinary action against that member without a hearing. To be eligible for approval, the governmental agency must be one which has the authority to prohibit a member from either practicing before it or serving as a director, officer or trustee of an entity. To be eligible for approval, an organization other than a governmental agency must be one which has been granted the authority by statute or regulation to regulate accountants. If such approved governmental agency or organization temporarily suspends, prohibits or restricts a member from practicing before it or another governmental agency, or from serving as a director, officer or trustee of any entity, the member's membership in the Society shall be suspended; however, such suspension of membership shall terminate upon such agency's or organization's termination of the suspension, prohibition or restriction. If such approved governmental agency or organization bars or permanently or indefinitely suspends, prohibits or restricts a member from practicing before it or another governmental agency, or from serving as a director, officer or trustee of any entity, the member's membership in the Society shall be terminated.
  - iii. A member who has been subjected to any sanction as a disciplinary measure other than or in addition to those sanctions addressed above, by an authority covered in Section B(b)(i) or Section B(b)(ii), may also be subjected to discipline by the Society without a hearing pursuant to guidelines established by the AICPA Professional Ethics Executive Committee and approved by the AICPA's Board of Directors.

- iv. The Society's Board of Directors shall with or without a hearing consider a timely written petition by the Society's Professional Ethics Committee or the member that the member should not be disciplined pursuant to this Section B.
- v. Application of the provisions of this Section B shall not preclude the summoning of the member concerned to appear before a hearing panel of the AICPA's Joint Trial Board pursuant to Article VII of these Bylaws.

#### SECTION C – AICPA's JOINT TRIAL BOARD

The AICPA's Joint Trial Board shall be established in accordance with the subsisting agreement between the Society and the AICPA relating to ethics enforcements. Except as provided in Article VII Section B, whenever a Member of the Society, whether or not the Member is a Member of the AICPA, shall be charged with violating these Bylaws or any Code of Professional Conduct, or shall otherwise be subject to disciplinary action pursuant to Article VII Section A, the charge shall be initiated in accordance with the terms of any then subsisting agreement between the Society and the AICPA relating to Ethics enforcement. In the further event that a hearing is required to dispose of such charge(s), the hearing shall be conducted under the terms of such agreement, the operative rules of the AICPA's Joint Trial Board and the operative Joint Ethics Enforcement Procedures in effect between the Society and the AICPA.

#### SECTION D – EFFECTIVE DATE OF DISCIPLINE

In the case of a suspension, expulsion, or other disciplinary action of or against a Member or Affiliate under Article VII, such suspension, expulsion or other disciplinary measure shall become automatically effective upon the expiration of thirty (30) days after the mailing or electronic transmission through the use of authorized communications equipment of a notice of such suspension, expulsion or other disciplinary measure to such Member's or Affiliate's last known address shown on the books of the Society.

#### SECTION E – CODE OF PROFESSIONAL CONDUCT

A Member shall comply with the rules of professional ethics of the Society, which shall consist of the Code of Professional Conduct of the AICPA, including the interpretations contained therein, as issued by and as may be hereafter amended from time to time, except that in case of any conflict between the AICPA Code of Professional Conduct and these Bylaws, the Bylaws of the Society shall prevail. Provided, further, in the event of any conflict between the AICPA Code of Professional Conduct and any applicable Louisiana law or any applicable rules or regulations of the State Board of Certified Public Accountants of Louisiana, then such state and local law, rules, or regulations shall govern.

### ARTICLE VIII – TRIALS AND PENALTIES

#### SECTION A – ENFORCEMENT AND COOPERATION

Whenever a member of the Society, whether or not he or she is a member of the AICPA, shall be charged with violating these Bylaws or any Code of Professional Conduct promulgated hereunder the said charge shall be initiated in accordance with the terms of any then subsisting agreement between the Society and the AICPA relating to ethics enforcement.

In the further event that a hearing is required to dispose of such charge or charges, the hearing shall be conducted under the terms of the aforesaid agreement, the then operative rules of the AICPA's Joint Trial Board and the then operative Joint Ethics Enforcement Procedures in effect by virtue of the agreement between the Society and the AICPA.

Any member who fails to cooperate with the Society's Professional Ethics Committee 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 Society's Professional Ethics Committee or by not complying with the education and remedial or corrective action determined to be necessary by the Society's Professional Ethics Committee within thirty (30) days after the posting of notice of such interrogatories or a request for documents, or directive to take CPE or corrective action by registered or certified mail, postage prepaid, to the member at his or her last known address shown on the books of the Society may be referred for appropriate disciplinary action to the AICPA's Joint Trial Board in accordance with the then operative rules of the AICPA's Joint Trial Board and the then operative Joint Ethics Enforcement Procedures in effect by virtue of the agreement between the Society and the AICPA.

#### SECTION B – COMMITTEE POWERS

All committees, boards, and other bodies of the Society are hereby empowered to carry the provisions of Article VII into effect by acting jointly and in cooperation with the appropriate bodies of the AICPA under the agreement, rules and procedures in effect between the Society and the AICPA at the time of such action.

#### SECTION C - PUBLICATION

Notice of the results of final action in every disciplinary matter under Article VIII, Section A and notice of every termination of membership, expulsion, suspension, or admonishment under Article VII, Sections A(c), A(e), or Section B shall be published in a membership periodical of the Society of Louisiana Certified Public Accountants. In the case of action taken under Article VII, Section A(c), A(e), or Section B, the notice shall be in a form approved by the chairman of the hearing panel, which took the last action in the matter or as authorized by the AICPA's Joint Trial Board. In the case of action taken under Article VII, the notice shall be in a form approved by the chairman of the Society's Board of Directors, unless the matter was resolved after a hearing pursuant to Article VIII, Section A. In the case of hearings under Article VIII, Section A, the notice shall disclose the name of the member involved if the hearing panel so decides by a majority vote of the members present and voting at the hearing at which the action is taken or as authorized by the AICPA's Joint Trial Board. In the case of action under Article VII, Section A(c), A(e), or Section B which was not resolved by a hearing pursuant to Article VIII, Section A, the notice shall disclose at least the name of the member involved. No such publication shall be made until such final action, expulsion or termination shall have become effective according to any governing rules.

## ARTICLE IX- AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS

#### SECTION A

Amendments to the Articles of Incorporation or these Bylaws may be made at any time by an affirmative vote of two-thirds of the Board of Directors. The Secretary shall communicate such amendment(s) to Members. If, after sixty (60) days, written objections are not received by the Secretary from at least five percent (5%) of the current Members eligible to vote, the amendment(s) shall become effective. However, if the objections exceed five percent (5%) of the current Members eligible to vote, then the amendment(s) shall be submitted by mail or through the use of authorized communications equipment to all the current Members eligible to vote and, if approved in writing by two-thirds of those voting, the amendment(s) shall become effective.

## SECTION B

Proposals to amend the Articles of Incorporation or the Bylaws of the Society may also be originated: (a) by a committee appointed for such purpose; or (b) by a written submission to the Secretary of a notice of proposed amendments signed by at least five percent (5%) of the current Members eligible to vote, such notice being required to be received by the Secretary prior to sixty (60) days before a meeting of the Society. Under (a) and (b) of this Section, proposed amendments shall be presented for a vote of the Members entitled to vote at, and shall be included in the notices for, the Annual Meeting or any special meeting. If such amendments presented are approved by a two-thirds affirmative vote of the Members present at such meeting, the proposed amendments shall become effective.

Further, by consent of the majority of the Members present at a meeting, any new proposed amendments that are made by Members present in person at such meeting and not previously noticed to the Members shall be presented for a vote at such meeting. If such floor amendments presented are approved by a two-thirds affirmative vote of the Members present at such meeting, the proposed amendments shall then be submitted by mail or through the use of authorized communications equipment to all current Members eligible to vote. If then approved in writing by two-thirds of the Members voting by mail or through the use of authorized communications equipment, the amendments shall become effective.

## ARTICLE X - INDEMNIFICATION

### SECTION A

The Society may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the Society) by reason of the fact that he is or was director, officer, employee, committee member or agent of the Society, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Society, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expenses of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Society unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

### SECTION B

To the extent that a director, officer, employee, committee member or agent of the Society has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of

any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

#### SECTION C

The indemnification hereunder (unless ordered by the court) shall be made by the Society only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable or a quorum of disinterested Director so directs, by independent legal counsel; or (c) by a majority vote of a quorum of Members of the Society at a regular or special meeting of the Society.

#### SECTION D

The expenses incurred in defending such an action, suit or proceeding shall be paid by the Society in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section C, above, upon receipt of an undertaking by or on behalf of the party seeking indemnification, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Society as authorized hereunder.

#### SECTION E

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which the person indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officer, employee, committee member or any member of the Society who has undertaken such duty, task, or responsibility on behalf of the Society and at the request of the Society and shall inure to the benefit of his heirs and legal representatives.

#### SECTION F

The Society shall have power to procure insurance on behalf of any person who is or was a director, officer, employee or committee member, or is or was serving at the request of the Society as director, officer, employee, committee member or any member of the Society who has undertaken some duty, task or responsibility on liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the Nonprofit Corporation Law of Louisiana.

## ARTICLE XI - MISCELLANEOUS

#### SECTION A – FISCAL YEAR

The fiscal year of the Society shall begin on the 1st day of May and end on the 30th day of the following April.

#### SECTION B – FINANCIAL STATEMENTS

The financial statements of the Society shall be maintained in accordance with generally accepted accounting principles and audited annually by a Certified Public Accountant or firm of Certified Public Accountants. The report of the auditor or auditors for each year shall be made available to Members.

#### SECTION C – SEALS, TRADEMARKS, OTHER INTELLECTUAL PROPERTY

The Society shall have the sole right to adopt and control completely the use of its corporate seal, and such other seals, logos, trademarks, or other indicia or intellectual property, as it may deem suitable and

appropriate. The Board of Directors may approve the use, and the terms and conditions of that use, of the name, seals, logos, trademarks, or other indicia or intellectual property of the Society by Members or Affiliates.

#### SECTION D – ROBERT’S RULES OF ORDER

The rules of parliamentary procedure contained in the current edition of Robert’s Rules of Order shall govern the Annual Meeting, Special Meetings of the Members, and meetings of the Board of Directors.

#### SECTION E – BYLAWS CONVENTIONS

Whenever the singular number is used in these Bylaws, and when required by the context, the singular shall include the plural, and vice versa. These Bylaws shall constitute the Society’s Bylaws within the meaning of Louisiana R.S. § 12:222, as it may be amended from time to time.

# Society of Louisiana CPAs

(List of Presidents 1911 – Present)

Henry Daspit	1911	1912	Harry G. Frazer Sr.	1958	1959
G. V. W. Lyman	1913	1914	Abner E. Hughes	1959	1960
Henry Daspit, 2nd term	1914	1915	Junius H. Payne, Jr.	1960	1961
R.C. Lloyd	1915	1916	F. Salter Warren	1961	1962
Archie M. Smith	1916	1917	W. Theron Roberts	1962	1963
Archie M. Smith, 2nd term	1917	1918	Charles Bennett	1963	1964
George A. Treadwell	1918	1919	Sidney A. Champagne	1964	1965
George H. Penn	1919	1920	Jim Maher Jr.	1965	1966
George H. Penn, 2nd term	1920	1921	Charles P. Quirk	1966	1967
Henry J. Jumonville	1921	1922	Harold S. Dey	1967	1968
R.L. LeGardeur	1922	1923	David C. Hearne	1968	1969
George A. Ruhl	1923	1924	James W. Thokey	1969	1970
Emile Bienvenu	1924	1925	Everett G. Heller	1970	1971
Henry J. Miller	1925	1926	Norman R. Kerth	1971	1972
Curtis F. Scott	1926	1927	Alex L. Postlethwaite	1972	1973
Lanaux Rarehide	1927	1928	J. M. Fried Jr.	1973	1974
Charles L. Seeman	1928	1929	Elmer Vincent Moore	1974	1975
Leonard E. Schenck	1929	1930	Robert A. Peyroux	1975	1976
Darby Sere	1930	1931	Shelby W. Davis	1976	1977
Archie M. Smith, 3rd term	1931	1932	Wallace E. Giles	1977	1978
Thomas A. Williams	1932	1933	H. J. Lowe	1978	1979
Louis H. Pilie	1933	1934	Clinton J. Romig Sr.	1979	1980
George E. Conroy	1934	1935	Austin G. Robertson Jr.	1980	1981
August A. Wegmann	1935	1936	Harold W. Willem Jr.	1981	1982
Frank Youngman, 2 terms	1936	1938	Jake L. Netterville	1982	1983
E.S. Rittler	1938	1939	Melvin M. Pechon	1983	1984
Lucien J. Moret	1939	1940	Alvin J. Ourso Jr.	1984	1985
John A. Peyroux, Jr.	1940	1941	Harold J. Mollere	1985	1986
Harry J. Williams	1941	1942	Patrick D. McCarthy	1986	1987
Otis J. Chamberlain	1942	1943	Edward D. Conway	1987	1988
John F. Hartman	1943	1945	Benny L. Thrailkill	1988	1989
Ed J. DeVerges	1945	1946	Richard J. Roth Jr.	1989	1990
William B. Jones	1946	1947	Charles S. Comeaux Jr.	1990	1991
H.H. Herring	1947	1948	Richard A. Pennock Sr.	1991	1992
Robert B. Hawthorne	1948	1949	Carol T. Barnes	1992	1993
Walter S. Savage	1949	1950	Craig A. Silva	1993	1994
J. Earl Pedelahore, Sr.	1950	1951	Charles C. Theriot	1994	1995
Frank Russell	1951	1952	Ralph C. Cox Jr.	1995	1996
Gayle L. Dalferes	1952	1953	William C. Potter	1996	1997
John L. Favaloro	1953	1954	Ashton J. Ryan Jr.	1997	1998
Dwight M. Brown	1954	1955	Rowland H. Perry	1998	1999
Clifton A. Morvant	1955	1956	Raymond J. Jeandron, Jr.	1999	2000
S. Berton Heard	1956	1957	Lonnie Stockwell	2000	2001
H. Pfeiffer Robbert	1957	1958	Philip J. Gunn	2001	2002

Kurt G. Oestrieher	2002	2003
Raymond P. Ladouceur	2003	2004
Lynn Hutchinson	2004	2005
Phil T. Graham	2005	2006
Tommy A. Vassel	2006	2007
Brent A. Silva	2007	2008
Kenneth J. Abney	2008	2009
Mollie C. Broussard	2009	2010
Robert S. Angelico	2010	2011
Thomas A. Cotten	2011	2012
Shawn Mauldin	2012	2013
Lisa D. Traina	2013	2014
Thomas J. Phillips, Jr.	2014	2015
Henry Brook Harvey, III	2015	2016
Ralph B. Bender	2016	2017
Gina Rachel	2017	2018
Kandace Mauldin	2018	2019
Jason MacMorran	2019	2020
Jay Montalbano	2020	2021