

ARTICLE I - Name

Section 1.

The corporate name of this Society is THE KANSAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS.

ARTICLE II - Objects

Section 1.

The objects as stated in the Articles of Incorporation are as follows: (Same as Paragraph Fifth of Articles of Incorporation)

ARTICLE III - Memberships

Section 1.

- (a) Voting Member: Any person holding a valid CPA certificate, current license, previously held unrevoked license, or met the requirements for CPA licensure as defined by the Uniform Accountancy Act is eligible for membership in the Society.
- (b) Non-voting Members:
 - (1) Employees of public accounting firm; employees in business, industry, government or education who work under the direct supervision of a CPA and accounting educators are eligible for affiliate membership in the Society.
 - (2) Accounting students and CPA candidates (not eligible for affiliate membership) are eligible for student membership in the Society.

Section 2.

Applicants become members in the Society upon confirmation of eligibility as defined in Section 1 and approval of the President/CEO of the Society.

ARTICLE IV - Honorary and Life Memberships

Section 1.

Honorary membership. The Society, by a unanimous vote of the members present at any regular or special meeting, on nomination of the board of directors, may confer honorary membership on any persons who by their standing and celebrity in the community at large, may be considered entitled to receive such an honor. Such members shall have no vote at the meetings of the Society, nor shall they be liable to dues or assessments.

Section 2.

Life Membership. Annually, the board of directors, may confer life membership on any members who through their activities have contributed to the success and advancement of the Society and profession. These are members of the Society (or other state Society) for 40 consecutive years or who have retired. Such members shall be entitled to vote at the meeting of the Society, but shall not be liable to dues or assessments.

ARTICLE V - Board of Directors

Section 1.

The Society shall be governed by a board of directors who shall have general charge of the affairs, funds, and property of the Society, and who shall carry out the objects of the Society in accordance with the Bylaws and the duly adopted resolutions of the members at a meeting of the Society.

Section 2.

- (a) The board of directors shall consist of 15 members at large, the officers and the immediate past chair of the Society.
 - (1) Five members at large shall be elected at each annual meeting and shall hold office for a term of three years, or until their successors have been elected and qualified.
 - (2) The officers of the Society, consisting of a chair, vice chair, and secretary-treasurer shall serve as directors concurrently with their tenure of office. The chair serves as the chair of the board of directors.

- (b) The resignation of a director shall be tendered to the board of directors by email or other written form. Vacancies among the directors at large, however created, shall be filled by electing at the annual meeting a director for the unexpired term. The election of a director to be an officer of the Society shall be deemed to create a vacancy, but the resignation or death of a past chair will not be deemed to create a vacancy.

Section 3.

- (a) The board of directors shall meet in person or by conference call at such a time as may be specified by the chair or whenever convened by the executive committee or upon the request of at least five percent of the members of the Society.
- (b) Notice of time, place and purpose of the meeting shall be furnished to all directors at least five days in advance except in case of an emergency meeting.
- (c) Eight directors present at any meeting shall constitute a quorum and the vote of a majority of those directors present shall constitute the action of the board.

ARTICLE VI - Officers

Section 1.

The officers of the Society shall be a chair, a vice chair, a secretary-treasurer, who shall be voting members of the Society. The Society's president/CEO is also an officer but need not be a member of the Society.

Section 2.

It shall be the duty of the chair or, in the chair's absence, the vice chair, or other members of the board of directors designated by the board of directors, to preside at all meetings of the board of directors and Society. The chair shall call meetings of the Society or the board of directors when he or she deems it necessary, or when requested to do so by the executive committee, or upon the request of at least five percent of the members of the Society. The duties of the vice chair and secretary-treasurer shall be those usually pertaining to such officers. The secretary/treasurer, in addition to performing the usual duties of that office, shall discharge such other duties as may be imposed upon him or her by the board of directors or the executive committee.

Section 3.

The officers, with the exception of the president/CEO, shall be elected at the annual meeting each year and shall take office at the conclusion of such meeting and serve until their successors are elected and qualified. The president/CEO shall be appointed by the executive committee. The president/CEO shall have such duties as may be delegated to him or her by the executive committee and may be paid such compensation as the executive committee may from time to time decide.

Section 4.

The resignation of any officer shall be tendered to the board of directors by email or other written form. In the event any vacancy shall occur in the office of chair during the year, then the vice chair shall succeed to such office. If any vacancy shall occur in any other elective office, the board of directors may appoint a member to fill the vacancy until the next annual meeting of members.

ARTICLE VII – Committees

Section 1.

There shall be such standing committees as the board of directors may designate, provided that the standing committees shall include the following:

- Executive Committee
- Committee on Professional Ethics
- Committee on Nominations
- Committee on Peer Review

The chair of the Society shall appoint a chairperson for each standing committee.

Section 2.

The executive committee shall consist of the chair, vice chair, secretary-treasurer, and immediate past chair. The executive committee shall have and may exercise, all the powers and authority to the extent authorized by resolution of the board of directors in the management of the business and affairs of the Society subject to the provisions of K.S.A. 17-6301(c).

Section 3.

The committee on nominations shall consist of the chair, the vice chair, the secretary-treasurer and the three immediate past chairs. The committee on nominations shall by August 1 of each year file with the president/CEO a report of its nominations for elected officers and directors for the following fiscal year. In addition the committee will nominate an elected member of the AICPA Council from Kansas when

such a vacancy occurs, make recommendations to the Governor for appointments to the State Board of Accountancy and nominate trustees to serve on the Educational Foundation Board of Trustees.

Section 4.

The other standing committees shall each consist of members of the Society appointed by the chair.

Section 5.

The chair in his or her discretion shall designate and appoint special committees and task forces in addition to the standing committees.

Section 6.

A majority of any standing or special committee shall constitute a quorum for the transaction of its business. In lieu of a meeting, the committee chair may submit a question to committee members for vote by correspondence, including electronic communications, and any action approved by a majority of the whole committee shall be declared an act of the committee.

ARTICLE VIII- Meetings

Section 1.

The annual meeting of the Society shall be held each year on dates set by the chair of the board of directors.

Section 2.

Notice of the annual meeting of the Society shall be sent to each member at his last known e-mail or physical address, if e-mail is unknown or rejected, 20 days before such meetings. Notice includes the report of the committee on nominations and any proposed amendments to the Articles of Incorporation or Bylaws of the Society. Members who are unable to attend for any reason may submit any votes by proxy.

Section 3.

Special meetings of the Society may be called by the chair as provided in Article VII, Sec. 2. Notice of special meetings shall conform to the requirements of notices for regular meetings and in addition shall state the purpose or purposes for such meeting. At special meetings no other business shall be transacted other than that which conforms to the purpose or purposes stated in the notice. The time and place of special meetings shall be determined by the executive committee.

Section 4.

Members of the Society present in person or by proxy shall constitute a quorum for the transaction of any business duly presented at the annual meeting of the Society, and a majority vote of the members present shall constitute a vote of the membership.

Section 5.

The order of business at the annual meeting of members is determined by the chair of the board of directors and president/CEO as deemed necessary.

Section 6.

The order of business at any standing committee, special committee, or task force shall be determined by the chair of the committee.

Section 7.

The annual meeting of the members and any meeting of the board of directors shall be conducted in accordance with parliamentary procedures contained in Roberts Rules of Order.

ARTICLE IX - Application Fees and Dues – Individuals

Section 1.

An application fee shall be required in an amount determined by the Board of Directors, to be paid by all new members.

Section 2.

The annual dues and assessments shall be those in effect at the time of the adoption of these Bylaws, subject to future change only by a two-thirds vote of the Board of Directors. The dues are determined by the Board of Directors based on the following status of each member:

1. For each voting member engaged in public practice.
2. For each voting member in business, industry, government or education.
3. For each voting member regardless of whether engaged or not engaged in public practice who, at the beginning of the fiscal year and who resides in a location other than Kansas, Missouri, Colorado, Nebraska or Oklahoma.
4. Voting members who shall have retired from practice or other work, be on leave or in transition and have notified the Society office by email or by correspondence of these facts.
5. For each affiliate member.

6. For each student or CPA candidate member.
7. Whenever in the opinion of the Board of Directors an emergency exists, an additional assessment may be made in an amount not to exceed \$15.00 in any one year.
8. There may be assessed annually a sum not to exceed \$25 for the purpose of supporting the Educational Foundation of the Kansas Society of Certified Public Accountants, Inc. The assessment shall be made by the Board of Directors upon the recommendation of the Board of Trustees of the Educational Foundation of the Kansas Society of Certified Public Accountants, Inc.

Section 3.

The application fee shall be paid when application is made. Such fee shall be returned to the applicant only if the application is rejected by the Society. All dues must be paid in advance or at the date of a member's election to membership. The application fee shall be forfeited if said dues are not remitted within 60 days subsequent to notification of acceptance to membership. All dues shall be apportioned in the first instance on a monthly basis to the end of the fiscal year. No dues shall be paid by members of the Society while they are engaged in military or naval service of the United States, or its allies, during time of war. Dues are nonrefundable. Payment of dues by periodic electronic fund transfer shall not be deemed to violate this section, provided payments are obtained by the Society on a payment schedule agreed to by and between the member and the KSCPA.

Section 4.

No member shall be entitled to vote at any meeting when his or her dues shall be sixty days or more in arrears.

Section 5.

No member shall be entitled to receive any discount offered by the Society for continuing professional education programs or other services when his or her dues shall be sixty days or more in arrears.

Section 6.

Upon election as a member each such member shall be entitled to an annual membership card setting forth that he or she is a member of the Society, but no membership card shall be issued until receipt of dues for the current year.

ARTICLE X — Code of Professional Conduct

Section 1.

The Code of Professional Conduct of the American Institute of certified Public Accountants as published on the website of the AICPA shall be the Society's Code of Professional Conduct. Amendments to such Code of Professional Conduct shall be effective upon their adoption by the American Institute of Certified Public Accountants and no further action on the part of the members of the Kansas Society of Certified Public Accountants shall be required. The definition in such Code of Professional Conduct of "member" shall be deemed to include members of the Kansas Society of Certified Public Accountants, and where necessary or appropriate, "Institute" shall be deemed to include the Kansas Society of Certified Public Accountants and "Ethics Division and Trial Board of the Institute" shall be deemed to include the committee on professional ethics of the Kansas Society of Certified Public Accountants and "professional practice reviewers under Institute authorization" shall be deemed to include professional practice reviewers under Kansas Society of Certified Public Accountants direction. Complaints preferred against a member or associate for violations of the Rules of Conduct shall be handled in accordance with the provisions of Article XI, Section 4.

ARTICLE XI - Disciplinary Action and Termination of Membership

Section 1.

Resignation of members may be made at any time by submitting notice to the KSCPA office by email or correspondence. Action on a resignation shall be postponed until final disposition of any complaint or inquiry involving a cause for disciplining the member unless the board of directors decides otherwise with or without recommendation from the committee on professional ethics or the trial board as the board of directors may see fit.

Section 2.

- (a) Surrender, indefinite suspension or forfeiture of the Certified Public Accountant certificate for any cause shall automatically terminate membership.
- (b) Suspension of the Certified Public Accountant certificate for any cause shall automatically suspend a membership. Upon termination of such suspension the membership shall be automatically reinstated upon payment of a fee of \$20.00 and dues for the full current year.

Section 3.

- (a) The termination of a member for failing to pay annual dues or any subscription, assessment or other sum owing by him or her to the Society within five months after such debt has become due shall be automatic.
- (b) Membership terminated by resignation or by forfeiture for nonpayment of dues or other sum due by him or her to the Society may be reinstated except upon payment of a readmission fee and prorated dues for the current year.
- (c) Annually, the board of directors shall receive a list of resignations and terminations for review.

Section 4. Enforcement Procedures:

Whenever a member of the Society, whether or not he or she is a member of the American Institute of Certified Public Accountants (AICPA), shall be the subject of a complaint or other information indicating a potential disciplinary matter with respect to these Bylaws or the Society's Code of Professional Conduct, said complaint shall be investigated in accordance with the terms of any then existing agreement between the Society and the AICPA. The AICPA will investigate all complaints and other information on behalf of the Society, and conduct any subsequent hearings, whether or not the member belongs to the AICPA. The Ethics Committee, after reviewing the appropriate information developed through the agreement, shall concur or not concur, by majority vote, to suspend or terminate any member. If suspended or terminated member holds a position(s) on any committee, board, or other body of the Society, the position(s) is also suspended or terminated. Notice of any action to suspend or terminate any member shall be published in the agenda and minutes of the Board of Directors.

Section 5. Automatic Penalties:

- (a) Membership in the Society shall be suspended without a hearing thirty (30) days after a judgment of conviction is imposed upon any member for:
 - (1) A crime defined as a felony under the laws of any state of the United States;
 - (2) The willful failure to file any income tax return which he or she, as an individual taxpayer is required by law to file;
 - (3) The filing of a false or fraudulent income tax return on his or her, or a client's behalf; or
 - (4) 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 judgment being affirmed by an appellate court. In the event the member does not file a timely appeal, membership shall automatically be terminated. If the judgment is set aside by the court or reversed, membership shall be reinstated upon application of the member provided the member is authorized to practice under the laws of Kansas. A certificate of conviction for the above crimes shall be conclusive evidence of the commission of the crime based on the conviction or judgment.
- (b) Membership in the Society shall terminate without a hearing or a member may be subject to other disciplinary action should a member's certificate as a certified public accountant or if the member's license or permit to practice public accountancy be suspended or revoked by any American licensing jurisdiction for disciplinary purposes, and shall be automatically reinstated if any American licensing jurisdiction reinstates the member's certificate, permit or license or terminates the suspension, upon reapplication and the payment of a reapplication fee plus dues for the full current year.
- (c) If a governmental agency or organization which has been approved by the AICPA Professional Ethics Executive Committee and the AICPA Board of Directors under Section 7.3 of the AICPA Bylaws 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 by the board of directors without a hearing; 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 by the Board of Directors without a hearing.
- (d) 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 5(b) or section 5(c), 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 Board of Directors.
- (e) The board of directors of the Society shall consider a timely written petition by the ethics committee or the member that the member should not be disciplined pursuant to this section 5. If the board of directors grants a petition, a hearing shall be provided, if requested, within thirty (30) days to consider any grounds advanced by the ethics committee or the member that the provisions

of Section 5 should not be applied. The board shall have the authority to sanction the member pursuant to the provisions of section 5 or to take such other action as the board may deem appropriate based on the evidence presented at the hearing.

ARTICLE XII — Local Chapters

Local chapters may be formed under the following conditions:

Section 1.

Whenever there are five members of the Society resident in one city or group of cities or who shall have their principle offices in one city or group of cities, who shall desire to organize a local chapter and who shall have complied with all the requirements under the Bylaws of the Society and shall have received the approval in writing of the Board of Directors of the Society.

Section 2.

That all members of the Society and applicants for membership resident or having their principle office in a city where a local chapter exists shall be eligible for membership only in such local chapter. Members resident or having their principle office in a city where no local chapter exists and all non-resident members, may become attached to a local chapter of their choice. No member of the Society may belong to more than one chapter.

Section 3.

The Bylaws of local chapters shall so far as practicable, be uniform, and not in conflict with those of the Society, nor shall such Bylaws be changed except with the written approval of the directors of the Society. They shall among other things provide:

That voting members of the Society alone shall have a vote and be eligible to hold office in the local chapter. That local chapters may admit to their membership all and any persons of good moral character who are engaged in the practice of public accountancy. They shall be known as auxiliary members, shall have the right to attend meetings, lectures, etc., and take part in discussions, but they shall have no vote in the management of local chapters, nor shall they be eligible to office therein. That whenever the membership of any local chapter shall be such that there are less than five of its members who shall be members in good standing of the Society, such local chapter shall cease to be a local chapter of the Society and all rights and privileges thereof shall be suspended until the membership shall be restored to five, and if this shall not be done within three months after notice of suspension has been given to its officers by the officers of the Society, then the remaining members may become attached to a local chapter of their choice, as provided in Section 2 of this article.

Section 4.

A local chapter having thus been deprived of its charter, may, however, be reinstated by the Directors of the Society upon compliance with the requirements of these Bylaws.

Section 5.

Local chapters shall fix the amount of application fees and dues for members and auxiliary members. Local chapters may also levy assessments, provided that auxiliary members shall not pay more per member than voting members.

Section 6.

No local chapter may adopt or communicate policies or adopt positions on any matters relating to the practice of public accountancy to any person or entity or federal, state or local governmental body without the prior approval of the board of directors of the Society, except on matters relating to policies adopted by the Society and matters of general information.

Section 7.

Any Bylaws passed by any local chapter which shall be in conflict with these Bylaws shall be void.

ARTICLE XIII — Fiscal Matters

Section 1.

The accounts of the Society shall be audited by one of its members appointed by the executive committee before the close of the fiscal year and who shall report to the board of directors.

Section 2.

The fiscal year of the Society shall end with the 31st day of August each year.

Section 3.

The board of directors shall adopt a budget for each fiscal year, which may be amended from time to time by the board or the executive committee.

ARTICLE XIV — Amendments

Section 1.

Amendments to the Bylaws shall be approved by the board of directors at a scheduled meeting where a quorum exists and approved by a two-thirds majority of the directors present. Notice to members of amendments to the bylaws shall be made at least 60 days prior to the board of directors scheduled meeting. A 30 day comment period shall begin at the date of notice with comments reviewed by the executive committee prior to the scheduled board of directors meeting. A written request for an amendment to the Bylaws, submitted to the chair and signed by at least 20 members of the Society, must be acted upon at the next scheduled board of directors meeting following the submission thereof.