

**AFFILIATE BYLAWS
OF THE
AMERICAN WOMAN’S SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

ARTICLE I

Name

The name of this society shall be American Woman’s Society of Certified Public Accountants of New Jersey (“AWSCPA-NJ”). This society is an affiliate of the American Woman’s Society of Certified Public Accountants (“AWSCPA”) and is therefore subject to its affiliate requirements.

ARTICLE II

Purpose

The purpose of AWSCPA-NJ shall be to advance the interests of women Certified Public Accountants. This society is an exempt organization under section 501(c)6 of the Internal Revenue Code.

ARTICLE III

Members

Section 1 This society shall have the following classes of voting members and non-voting members.

A. Regular

1. A person who holds a valid, unrevoked CPA certificate granted by any state or territory of the United States or District of Columbia or its equivalent as defined by the American Institute of Certified Public Accountants may be a regular member.
2. Regular members are entitled to vote and hold elective office in the society.

B. Retired

1. A member who has attained the age of 62 or greater who has been a member for at least ten years, and who has retired from full time practice and/or from business or academic life, may apply for retired membership.
2. Retired members, who were regular or associate members, retain their former rights in the society.
3. To qualify for retired membership, a member must request

reclassification from the administrative office of AWSCPA the first day of the fiscal year.

C. Honorary

1. A person who has made an outstanding contribution to the society or the advancement of women accountants is eligible for nomination for honorary membership. Past national presidents of AWSCPA shall automatically become honorary members at the completion of their term(s) as president.
2. Honorary members, who were regular or associate members, retain their former rights in the society. Honorary members who do not meet regular membership requirements shall not have the right to vote or hold office, but may serve on committees.
3. A regular member may submit to the board of directors in writing a nomination for honorary membership, citing the outstanding contribution of the nominee. A person will be approved for honorary membership by a majority vote of the board of directors and a two-thirds vote at a regular meeting.

D. Professional Friends

1. A person currently working in the accounting field who intends to fulfill the requirements to become a CPA may apply for membership as a Professional Friend.
2. Professional Friends shall not have the right to vote or hold office, but may serve on committees.

E. Student Friends

1. A person actively pursuing a degree or degrees in accounting programs may apply for membership as a Student Friend.
2. Student Friends shall not have the right to vote or hold office in regular affiliates, but may serve on committees in these affiliates. Student Friends shall have the right to vote, hold office and/or serve on committees in Student Affiliates.

All members of AWSCPA-NJ must be members of AWSCPA.

Section 2 Admission, Termination and Code of Ethics

- A. Admission to membership shall be at the discretion of the board of directors.

- B. Termination of membership.
 - 1. A member who wishes to resign from membership in the society may submit a resignation in writing. The resignation shall be effective on the date received by the administrative office of the society. A copy of the letter of resignation shall be retained by the administrative office of the society.
 - 2. Any member who fails to pay their annual dues within thirty days of their due date shall be automatically dropped from membership and the member shall be deleted from the membership roster.
 - 3. Membership in the society shall be terminated under the conditions and procedures prescribed in the society's parliamentary authority.
- C. The Code of Ethics of AWSCPA-NJ shall be the Code of Ethics of the AICPA.

Section 3 **Dues**

- A. The board of directors shall determine the annual dues for each classification of membership in addition to the membership dues payable to the national organization. The board may reduce dues for members determined to be temporarily out-of-the-workforce. The board may also assess an application fee.
- B. The dues shall be payable in advance on the date designated by the board of directors. The treasurer shall notify members at least one month in advance of the due date of dues.
- C. Prospective members shall submit a prorated year's dues (if membership date is other than July 1) as well as a full year's national membership dues with his/her application for membership.
- D. The affiliate assumes the liability for AWSCPA dues for all members it elects to honorary membership in the affiliate.

Section 4 The fiscal year shall be July 1 to June 30.

ARTICLE IV
Officers and Directors

Section 1 The officers and directors of AWSCPA-NJ shall be a president, a president-elect, such number of vice presidents with such designations as the board of directors at the time may decide upon, a secretary, a treasurer and an immediate past president. There shall be four to nine directors. The Executive Committee shall annually determine the number of directors for the next fiscal year and notify the Nominating Committee. The offices of secretary and treasurer may be held by the same person. All officers and directors shall be society members in good standing.

Section 2 The officers and directors shall be elected to serve for one year or until their successors are elected, and their term of office shall begin on the first day of the fiscal year.

The president-elect, president and immediate past president shall serve for one term in each of the three offices consecutively. Upon completion of the term of office, the president-elect shall automatically become the president and the president shall automatically become the immediate past president. The vice presidents, secretary and treasurer shall serve no more than two consecutive terms in the same office. Directors shall serve no more than four consecutive terms as directors.

Section 3 If a vacancy occurs in an office of vice president, secretary, treasurer or director, the board of directors shall fill the vacancy. In the event of a vacancy in the office of president, the president-elect shall fill the unexpired term of the president, as well as completing the term of president for which elected. A vacancy in the office of president-elect shall not be filled until the next regular election and duties of that office shall be assumed by the board of directors as assigned by the president. If a vacancy occurs in both the office of president and president-elect, the secretary shall call a meeting of the board of directors for the purpose of electing a member of the board of directors to fill the unexpired term of president. A vacancy in the office of immediate past president shall be filled by the most recent past president who consents to serve.

Section 4 These officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by the society, and by assignment by the board of directors. Additional duties include, but are not limited to, the following:

- A. The president shall:
 - a. Be the chief executive officer of the society and, upon authorization by the board of directors, shall employ persons to assist the board and the officers in the discharge of their duties.
 - b. Appoint, with the approval of the board of directors, all committees.
 - c. Be ex officio a member of all committees except the Nominating Committee.
 - d. Appoint, with the approval of the board of directors, a Certified Public Accountant to audit the financial statements of the society each fiscal year. The audit report shall be available to all members.

- B. The president-elect shall act for the president in her/his absence or inability to serve.

- C. The vice presidents shall coordinate the activities of the directors and the appointive committees that are assigned to them by the president.

- D. The secretary shall be the custodian of the corporate records of the society.

- E. The treasurer shall have executive charge of the finances and investments of the society.

ARTICLE V

Nominations and Elections

- Section 1 The nominating committee shall be appointed by July 31 and consist of three persons;
 - A. The immediate past president currently serving on the board shall serve as chair of the committee. Should that person be unable to serve, the most recent past president who consents to serve. shall be appointed.
 - B. A member appointed by the board of directors.
 - C. A member, who is not currently serving on the board, appointed by the president.

- Section 2 No later than 60 days before the annual membership meeting, the nominating committee shall file with the secretary a report of its nominations for officers and directors. Within 15 days of receipt of the nominating committee report the secretary shall mail a copy of the report to the members. Additional nominations may be made from the floor at

the annual meeting, provided that consent of the members nominated has been obtained.

- Section 3 The election of officers and directors shall be held at the annual meeting. The officers and directors shall be elected by ballot. If there is only one candidate for an officer or director position, the president shall declare that candidate elected.

ARTICLE VI Meetings

- Section 1 Meetings of the membership shall be held at a time and place determined by the board of directors. Notice of the meetings shall be received by the members at least fifteen days in advance of the meeting.
- Section 2 The annual meeting shall be held on or before June 30 and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- Section 3 Special meetings may be called by the president or by the board of directors and shall be called upon written request of one-tenth of the membership of the society. The purpose of the meeting shall be stated in the call and the business of the meeting shall be limited to that purpose.
- Section 4 One fifth of the voting members and three members of the board of directors shall constitute a quorum. Proxy shall be permitted.

ARTICLE VII Board of Directors

- Section 1 The officers and directors of the society shall constitute the board of directors.
- Section 2 The board of directors shall have general supervision of the affairs of the society between its business meetings. The board shall be subject to the orders of the society, and none of its acts shall conflict with actions taken by the society.
- Section 3 The meetings of the board of directors shall be held at a time and place designated by the president. Special meetings of the board may be called by written request of one-third of the members of the board of directors and must be held within thirty days of receipt of request. Notice of meetings shall be received by the members at least fifteen days in advance of the meeting. A majority of the board shall constitute a quorum.

Meetings of the board of directors may be held via electronic means, including without limitation, teleconferencing, video conferencing, electronic mail and Internet relay chat or similar communication mediums, by means of which all persons participating in the meeting can hear, interact or communicate with each other.

- Section 4 If a member of the board of directors fails to attend two consecutive meetings of the board without satisfactory cause, as determined by the board of directors with consultation with the member, then the board may consider the position vacant and may proceed to fill such vacancy. Any officer or director may be removed with cause by the vote of two-thirds of the existing full board of directors.
- Section 5 At the discretion of the president or upon written request of a majority of the members of the board of directors, business of the board may be conducted in person, by mail, by email or by telephone conference.
- Section 6 Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be approved by all of the members of the board. Such consent may be done via electronic means, including facsimile and electronic mail.

ARTICLE VIII Committees

- Section 1 The officers of the society shall constitute the Executive Committee. The Executive Committee shall have general supervision of the affairs of the society between meetings of the board of directors and shall direct the operations of the administrative office. The Executive Committee shall be subject to the orders of the Society and the board, and none of its acts shall conflict with the actions taken by the society or the board.
- Section 2 Such other committees shall be appointed by the president, with approval of the board, as the society, the board of directors, or the president shall from time to time deem necessary to carry on the work of the society.

ARTICLE IX Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern AWSCPA-NJ in all cases to which they are applicable and in

which they are not inconsistent with these bylaws and any special rules of order AWSCPA-NJ may adopt.

ARTICLE X
Amendment of Bylaws

Section 1 Proposed bylaw amendments may be made by 20% of the membership, the board of directors, or by a special committee on bylaws appointed by the president with the approval by the board of directors.

A. The proposed bylaw amendments shall be presented to the board of directors (or a bylaws committee) and an attorney for consideration.

B. Proposed bylaw changes must be submitted to AWSCPA board of directors for approval prior to submission to the membership. The proposed bylaws must be submitted to the membership at least 30 days prior to the meeting at which they will be voted on.

Section 2 A two-thirds vote is needed for adoption of an amendment to the bylaws.

Section 3 These bylaws may be amended by the board of directors of AWSCPA who shall make amendments affecting the bylaws of the affiliates which, as a requirement of the affiliation, shall constitute amendments to these bylaws. The secretary of AWSCPA shall, within 30 days after adoption of the amendment, send notice containing the text of the amendment and its effective date.

ARTICLE XI
Indemnification

AWSCPA-NJ shall indemnify its officers, directors, employees, and agents to the fullest extent permitted by the laws of the state of incorporation governing not for profit corporations.

ARTICLE XII
Dissolution

Section 1 This society may be dissolved by the membership by a two-thirds vote of all members.

Section 2 In the event of dissolution of the society, the remaining funds will be distributed to the AWSCPA Foundation, if it exists or, otherwise, by the vote of the board, to a not-for-profit educational organization

which actively promotes the advancement of women and which is exempt under Section 501 (c)(3) of the Internal Revenue Code.

Section 3 Upon dissolution or termination as an affiliate of AWSCPA, the society shall cease to refer to itself as an affiliate of AWSCPA in any of its communication.