



South Carolina Society of Accountants  
Constitution and Bylaws

**Constitution**

Article I: The name of this organization shall be the South Carolina Society of Accountants, a South Carolina Corporation.

Article II: The nature of the organization, or objects, or purposes to be transacted, promoted or carried on are:

- The Society is organized for the purpose of elevating and maintaining among its members a high standard of proficiency and integrity, to promote and to protect the interests of accountants in practice; to cultivate a spirit of professional cooperation among its members; to promote local societies of accountants into groups to be called Chapters; to create various sections that focus on different aspects of accounting to allow members to market their specific qualifications, and to establish good will and understanding between the general public and the accounting profession.
- Acting through its Board of Directors, President and other Officers, subject to the powers and restrictions of the Constitution and Bylaws, to do such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and fully as any natural person might or could do.
- To have offices and promote and carry on its objects and purposes within or without the State of South Carolina.
- In general, to have all powers conferred upon it as provided for in the Constitution and Bylaws of this Society.

Article III

The membership of the South Carolina Society of Accountants shall be as follows: Active Members, Associate Members, Life Members, Honorary Members and Student Associate Members. The qualifications, rights, privileges and obligations of members of the Society shall be in accordance with standards prescribed by the Bylaws of the Society as shall be the remedies for the violation of such.

Article IV

The governing body of the South Carolina Society of Accountants shall be the Board of Directors, who shall be elected by the members of the Society in accordance with the procedures prescribed by the Bylaws of the Society.

Article V

Regular, special, called and annual meetings of the Society and of the Board of Directors shall be as provided for in the Bylaws of the Society.

Article VI

The Society shall have perpetual existence.

Article VII

The private property of the members shall not be subject to the payment of the debts of the Society.

## Article VIII

The Society shall not have any capital stock and shall not be conducted for profit. It is a non profit organization. It shall have the right to collect dues, levy assessments, and do any other activities incidental to carrying out the objectives of the South Carolina Society of Accountants. In the event this organization is dissolved, its assets shall be given to the National Society of Accountants.

## **Bylaws**

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The Society is organized for the purpose of elevating and maintaining among its members a high standard of proficiency and integrity, to promote and to protect the interests of accountants in practice; to cultivate a spirit of professional cooperation among its members; to promote local societies of accountants into groups to be called Chapters; to create various sections that focus on different aspects of accounting to allow members to market their specific qualifications, and to establish good will and understanding between the general public and the accounting profession.

ect to the powers and restrictions of the Constitution, the Board of Directors shall confer Life Membership upon any individual meeting the following requirements:

- (1) The individual must have ten years of active membership before voluntary retirement.
- (2) The individual must have five years of active membership before involuntary retirement.
- (3) In calculating the eligibility and requirements for Life Membership, the years must be in sequence to the date of retirement and the members must be in good standing in the Society at time of retirement. The retirement must be of a permanent nature.
- (4) Such member receiving a Life Membership would be exempt from dues but would be eligible to vote or hold office in the Society.

### SECTION VI.

Honorary Members: Membership may be conferred by the Board of Directors upon any individual deemed worthy and possessing the following requirements:

- (1) That the individual is recognized for having rendered a service beyond the call of duty of our Society.
- (2) That the Board of Directors use due consideration and caution in making the award so that it may carry the honor for which it is intended.

### SECTION VII.

Student Associate Members: Student Associate Members shall include persons pursuing a course of study in accounting, business administration, or related subjects in a college, university, business school, or home study school. Membership procedures and dues for Student Associate Members shall be determined by the Board of Directors.

### SECTION VIII.

Only Active Members and Life Members shall be eligible to vote or hold office. Associate and Honorary Members shall have all the privileges of Active Members except those of voting and holding office.

### SECTION IX.

All members shall be entitled to retain the membership status held by them on June 23, 1977.

## Article II

### Admission to Membership

#### SECTION I.

Application for membership in the Society shall be on a form approved by the Board of Directors and forwarded to the Executive Director with three references as to character and ability. The Board of

Directors shall establish procedures for the processing of applications and the evaluation of a candidate's character and qualifications; provided, such procedures are consistent with the Constitution and Bylaws of the Society. The Board shall have the right of final acceptance or rejection of all applications and shall consider all communications received concerning any candidate. A majority of the Directors present and voting by secret ballot shall be necessary for election of any candidate to membership.

#### SECTION II.

Application fees for Membership may be prescribed by the Board of Directors.

#### SECTION III.

The Board of Directors shall have the power to prescribe rules and regulations pertaining to membership, including the receipt and collection of dues, the issuing of certificates and all other matters necessary to the proper administration of the membership not inconsistent with the Constitution and Bylaws of the Society.

#### SECTION IV.

All appeals resulting from rejection of membership applications shall be filed in writing with the Board of Directors. The actions of the Board of Directors in such matters shall be final.

#### SECTION V.

A member not in default in payment of dues, and against whom no complaints or charges are pending may at any time file his resignation in writing with the Executive Director of the Society and it shall become effective as of the date it was filed.

#### SECTION VI.

Certificate of Membership. Every person becoming a Member of the Society shall be issued a certificate or membership by the Executive Director. Such certificates shall be signed by both the President and the Executive Director. Members receiving these certificates shall agree in writing, prior to receiving such certificate, to the surrender of said certificate to the Society upon termination of their membership therein, for any cause except death.

#### Article III

Officers of the Society.

#### SECTION I.

The officers of the Society shall be a President, a First Vice President, a Second Vice President and a Secretary-Treasurer, all of whom shall be members of the Board of Directors. The officers shall be elected by a majority vote of the Board of Directors voting at the first board meeting scheduled soon after the convention and shall hold office for two years, or until their successors are elected and take office.

#### Duties of the President

#### SECTION II.

The President shall be the Chief Executive Officer of the Society. He shall preside at all meetings of the Board of Directors, at the Annual Convention, and at any other meetings whether regular, special or called meetings of this Society. He shall sign or have his signature printed on all certificates of membership. The President shall have the power to appoint members of all committees and shall be an ex-officio member of all such committees. He may suspend and temporarily remove any Committeeman appointed by him for neglect or duty, gross inefficiency or violation of the Constitution or Bylaws. He shall do any and all things that, with the approval of the Board of Directors, he may deem necessary to carry out the provisions of the Constitution, to protect the rights and interests of the South Carolina Society of Accountants, and to promote the common welfare of the members.

#### The Vice Presidents

#### SECTION III.

It shall be the duty of the First Vice President to perform the duties of the President in the case of absence,

resignation, death or disability of the President. In addition, he shall have such other powers and duties as the Board of Directors may delegate to him. If the office of the President shall become vacant, the First Vice President shall there upon become President of the Society for the un-expired term. Such service shall not affect the First Vice President's nomination for the office of President of the Society for the next succeeding term. It shall also be his duty as the First Vice President to prepare his program for his probable term as President.

The Second Vice President shall have such powers and shall perform such duties as the Board of Directors may delegate to him. He shall also perform such duties as may be delegated to him by the President. In case of the disability of the First Vice President to perform his duties, or his absence from any meeting where his presence would be required, the Second Vice President shall perform the duties of the First Vice President during the continuance of such disability or absence. If the office of the First Vice President shall become vacant, the Second Vice President shall thereupon become First Vice President of the Society for the un-expired term. Such service shall not affect the Second Vice President's being nominated for the office of First Vice President for the next succeeding term.

The Secretary-Treasurer

#### SECTION IV.

The Secretary-Treasurer shall keep or cause to be kept a record of the minutes of all meetings of the Board of Directors, showing the time, place of holding, whether regular or special; if special, how authorized, notice given, names of the Members of the Board of Directors attending, and the proceedings of such meetings. He shall keep or cause to be kept adequate and correct accounts of the properties and business transactions of the Society, including accounts of its assets, liabilities, receipts and disbursements. The Secretary-Treasurer shall make a report to the President and the Board of Directors at each meeting showing the total receipts and disbursements for the period and the balance on hand at the end of the period. He shall make an annual report to the membership at the Annual Convention. The Secretary-Treasurer will ensure that the Audit Committee prepares and presents an annual financial report.

Article IV

Executive Director

The Executive Director shall be the Administrative Officer of the Society. He shall conduct and direct the affairs of the Society under the supervision of the President and directors of the Board of Directors. He shall be an ex-officio member of all committees. He shall receive all moneys and funds, general, special and trust of the Society and shall deposit and disburse same in the name of the South Carolina Society of Accountants in an insured depository designated by the Board of Directors. He shall be given bond for the faithful performance of his duties as determined by the Board of Directors. He shall make a report to the President and the Board of Directors at each meeting of all his activities.

Article V

Board of Directors

#### SECTION I.

The Board of Directors shall be the governing body of the Society and shall be composed of eleven people plus the NSA state director and the immediate past president of the Society. The Directors shall be elected from across the state based on license to represent specific licensed accountants. Starting with the 2000 Annual Convention, seats two, four, six, eight and ten will be elected for a two-year term. Starting in 2001, seats one three, five, seven, nine and eleven will be elected for a two-year term.

#### SECTION II.

The Board of Directors shall be charged with the responsibility of carrying out the policies adopted by the members and shall have full power to do all things necessary and proper to carry out the provisions of the Society's Constitution and Bylaws; to protect the rights and interests of the Society, and to promote the common welfare of its members. It shall have control of all assets and property of the Society, and it shall have the power to invest, appropriate and expend the moneys thereof. The Board shall have full power to select and appoint an Executive Director, define his duties, fix his compensation, and hire such additional employees it deems necessary.

### SECTION III

The Board of Directors shall have the authority to suspend or remove by a two-thirds (2/3) majority vote any officer or member of the Board of Directors of the Society for inefficiency, bad conduct or disloyalty to the Society.

### SECTION IV.

The Board of Directors shall have the power to appoint an acting officer to perform the duties of such officer during the period of suspension or removal from office any officers, or to fill vacancies occurring in any office.

### SECTION V.

The President of the South Carolina Society of Accountants shall be chairman of the Board of Directors and shall preside at all meetings of the Board.

### SECTION VI.

Directors shall be elected by a majority vote of the members present and voting at the annual convention of the Society. Directors shall be elected for a two-year term. Eleven directors will serve on the board of directors.

### SECTION VII.

If for any reason a Director's membership on the Board of Directors becomes temporarily or permanently vacant, the President shall submit to the Board the name of a nominee, who holds the same type of license as the replacing director, to become a Director during such vacancy. Such nomination shall be subject to approval of the Board. In the event the Board does not approve such nominee, the President shall submit to the Board the name of another nominee. The Director approved by the Board shall serve for the remaining term of the Director whose resignation, incapacitation or death created the vacancy.

### Article VI

#### Meetings of the Board of Directors

### SECTION I.

The Board of Directors shall meet at least four (4) times a year. One meeting shall be at the annual convention. One meeting shall be before December 15 each year and one shall be before May 15 each year, at places and times designated by the President. The necessity for additional meetings will be at the discretion of the President.

### SECTION II.

Seven directors shall constitute a quorum at any regular or special meeting. An affirmative vote of a majority of the members present and voting at an official meeting shall be binding on all other members.

### SECTION III.

Special meetings of the Board of Directors may be called by the President. Special meetings may also be called by five (5) directors by filing a written petition with the President at least twenty (20) days prior to the stated date of the special meeting. The petition for and notice of any special meeting must contain the date and agenda for said meeting.

### SECTION IV.

Decisions of the Board of Directors may be arrived at in meetings or by mail referendums, and in the latter case an affirmative vote or a majority of the Board shall be binding. Mail ballots shall be valid and counted only if received in the office of the Executive Director by the return date so specified thereon.

### SECTION V.

The Board of Directors shall have no power to make any contracts binding personally on any member of the Society.

## Article VII

### Dues

#### SECTION I.

The annual dues of the members shall be set by the Board of Directors. Dues shall be payable in advance. The dues for all members shall commence on the first day of the month following acceptance of the application and be prorated to conform to the September 1 dues year established therein.

#### SECTION II.

The Executive Director will send by mail to Members or Associate Members who fail to pay any installment of dues by December 1 a notice to the effect that unless such dues are paid prior to December 31 of that year, such member is subject to suspension and will automatically be dropped from the membership records, unless upon recommendation by the Board of Directors, it shall be considered in the best interest of the Society that such membership not be terminated. Members delinquent in dues as of December 1 will pay nonmember fees for the seminars and shall not be entitled to voting privileges.

## Article VIII

### Membership Meetings

#### SECTION I.

The annual convention shall be held once a year as set by the Board of Directors but no later than 90 days after the fiscal year end at a place to be voted on by the membership. It shall be the duty of the Executive Director to mail a notice of such convention to all members, constituting the membership, at least thirty (30) days prior to the official opening of said convention. An official bulletin or periodical issued by the Society containing the exact date and place of the convention as well as the tentative agenda shall be considered as notice to the membership, provided such bulletin is issued within the above time limit.

#### SECTION II.

The Board of Directors shall fix the annual registration fee to the said annual convention.

#### SECTION III.

A quorum at any meeting occurs when voting members of the Society attend the meeting, and only full members in good standing shall be entitled to voting privileges in the Society.

#### SECTION IV.

Special or called meetings of the Society may be held after notice has been given in writing to the entire membership at least (5) days prior to the opening of said meeting. If it is at all possible, written notices should be given at least thirty (30) days prior to special or called meetings. Only in extreme emergency should the five (5) day rule be used. Notice shall contain the purpose of such special or called meeting in addition to stating the exact date, time and place.

## Article IX

### Suspension or Expulsion of members

#### SECTION I.

A member renders himself liable to suspension or expulsion if: (1) he refuses or neglects to give effect to any decision of the Society or the Board of Directors, or (2) he violates any of these Bylaws or any of the rules of professional conduct as approved by the Board of Directors, or (3) his U.S. Treasury Department enrollment card is recalled, withdrawn or revoked, or (4) he has been declared by a court of competent jurisdiction to have committed any fraud, or to be insane or to be otherwise incompetent, or (5) he is found by the Trial Board to be guilty of any act that reflects discredit upon the accounting profession, or (6) he is suspended or his license is revoked by the South Carolina Board of Accountancy.

#### SECTION II.

Any complaint or charge against a member for violation of the Constitution, Bylaws, Rules of Professional Conduct of the Society or conduct discreditable to an Accountant, shall be filed in writing with the Executive Director who shall forward the same to the Committee on Ethics and Grievances.

#### SECTION III.

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The Committee on Ethics and Grievances shall consider the charges in the complaint. If, after considering the charges, the Committee by majority vote does not consider that a violation has been committed, the Committee shall dismiss by notice in writing to the complainant. If the Committee shall dismiss any complaint preferred against a member, or shall fail to act thereon within ninety (90) days after such complaint is received by it, the member preferring the complaint may present the complaint in writing to the Board of Directors for investigation and decision. If, upon consideration of the charges in the complaint, the Committee on Ethics and Grievances is of the opinion that probable cause existed for the filing of the complaint, then the Committee shall request the Executive Director to notify the accused member in writing of the charges against him and summon him to appear before the Board of Directors who shall act as the Trial Board. The Board of Directors acting as the Trial Board shall meet for hearing of cases not less than thirty nor more than ninety days from the filing of such case with it and the accused having been given due notice.

#### SECTION IV.

As rules of procedure in the conduct of cases before the Trial Board, the following is provided: the Committee on Ethics and Grievances, or a member thereof, shall be proof in matters before the Trial Board. Notice of the time and place of hearing shall be sent by the Executive Director to the parties concerned at least thirty days prior to the proposed session of the Trial Board. After hearing the evidence presented by the Committee on Ethics and Grievances, or member thereof, and by the defense, the Trial Board, by a majority vote of the members present and voting shall enter its written order either (a) admonishing; (b) suspending for a period of time not more than one year; (c) expelling the member against whom the complaint is filed; (d) finding the accused innocent of the charges preferred.

The Trial Board shall submit a statement of the case and its order, to be filed with the minutes of the Board of Directors. The Board of Directors shall decide whether the report on the case shall be published in the official publication of the Society and whether, when published, shall mention the name of the accused. There shall be no appeal from the decision of the Board of Directors in regard to the findings in the case of the order of the Board of Directors acting as the Trial Board.

#### Article X

##### Code of Professional Ethics

It shall be the duty of the Board of Directors, upon the recommendation of the Committee on Ethics and Grievances to approve and publish a Code of Professional Ethics.

#### Article XI

##### SECTION I.

A group of members of this Society having residence in a city or area of South Carolina, upon written approval of the Board of Directors of the Society may organize a Chapter of the Society. Such Chapter shall be known as the \_\_\_\_\_ Chapter of the South Carolina Society of Accountants.

##### SECTION II.

Any member of this Society residing in a Chapter area is eligible for membership in such Chapter. Any member of the Society not a resident in a Chapter area may become attached to a Chapter of his choice. No member may belong to more than one Chapter of the Society at the same time.

##### SECTION III.

All Chapters shall be governed by uniform bylaws which shall designate the powers and authority of the Chapter. The Chapter Bylaws shall be drafted and administered by the Board of Directors of the South Carolina Society of Accountants or by the Constitution any Bylaws Committee of the Society upon direction by the

##### SECTION IV.

If a member of any local chapter shall cease to be a member of such local chapter his name shall be removed from the roll of that Chapter.

#### Article XII

## Fiscal Year

The fiscal year of the South Carolina Society of Accountants shall end on the 31st day of August of each year.

## Article XIII

### Amendments to the Bylaws

#### SECTION I.

Amendments to the Bylaws may be made only at the Annual Convention of the Society by a two-thirds (2/3) majority of the members present and voting. All other actions of the Annual Convention must receive a majority vote of all the members present and voting. All other actions of the Annual Convention must receive a majority vote of all the members present and voting except for action in regard to amendments to the Constitution, such as requirements being more fully explained in the said Constitution.

#### SECTION II.

No amendment to the Bylaws shall be considered at the Annual Convention unless submitted in advance to the Chairman of the Constitution and Bylaws Committee or to the Executive Office for transmittal to the Chairman of the Constitution and Bylaws Committee. All proposed amendments to the Bylaws shall be signed by at least three active members in good standing.

#### SECTION III.

A notice of proposed amendments to the Bylaws shall be sent to all members at least thirty (30) days prior to the opening of the Annual Convention by the Chairman of the Constitution and Bylaws Committee provided, however, that in the event an official bulletin or periodical is issued by the Society and a copy is mailed to members in accordance with the above time limit, then the notice of proposed amendments may be published in such official bulletin or periodical in lieu of notice from the Chairman of the Constitution and Bylaws Committee. The publication of proposed Bylaw amendment shall indicate the names of the sponsoring members.

#### SECTION IV.

Any proposed amendment to the Bylaws that has not been submitted in the manner as required above may be presented for consideration at the Annual Convention by a three fourths (3/4) vote of the members present and voting.

#### SECTION V.

The Constitution and Bylaws Committee shall review all proposed amendments and shall report its recommendations to the members assembled at the Annual Convention.

#### SECTION VI.

Unless otherwise stated, all amendments to the Bylaws shall be effective immediately upon their adoption.

Revised June 26, 2000