

**ASSOCIATION FOR ACCOUNTING ADMINISTRATION, INC.**  
**Colorado Chapter**  
**BY-LAWS**

*(Effective January 1, 2002)*

**Preface: The Association** for Accounting Administration, Inc., Colorado Chapter's Board and members will be bound by all regulations and By-Laws of the National organization and its Board of Directors on any issue that deals solely with the Association for Accounting Administration, Inc. In all other cases, unless they are in direct conflict with the national Association's By-Laws, the Colorado Chapter will be bound by the following By-Laws.

**ARTICLE I-Name and Principal Office**

Section 1-Name. The name of the Association shall be the Association for Accounting Administration, Inc. hereinafter referred to as the "Chapter."

Section 2-Principal Office. There shall not be a permanent office. However, the Chapter will maintain a P.O. Box for a correspondence address in Denver.

Section 3-Other Offices. One or more offices or other subordinate offices may at any time be fixed or located by the Board at such place, as the Board shall deem appropriate.

**ARTICLE II-Objectives**

Section 1-Objectives. The objectives of the Chapter shall be:

- a. To foster, encourage, develop and maintain through cooperative efforts, the high level of professional skills required to satisfy members' growing professional needs as Firm Administrators.
- b. To develop and promote the profession of accounting administration.
- c. To create and encourage networking among members providing opportunity for exchange of experiences and opinions.
- d. To provide education to enhance the professional and personal competencies of accounting administrators.
- e. To provide publications relevant to accounting administration.
- f. To identify and publicize current and future issues of concern to administrators and their organizations.

- g. To serve as resource center available to all members.
- h. To focus on the need of administrators in public practice, although we accept members from all accounting administration functions.
- i. To establish and maintain productive relationships with other organizations.
- j. To increase membership and participation to enhance membership values.

### **ARTICLE III-Membership**

Section 1-Eligibility. Individual engaged in the administration of public accounting firms, corporate accounting departments and government accounting departments (as the same may be defined from time to time by the Board of Directors) who agree to comply with the Association's standards of conduct and By-Laws shall be eligible for membership in the Association. The Board of Directors may adopt appropriate procedures whereby any eligible individual who shall make written application for membership wherein the applicant agrees to abide by the Articles of Incorporation and the National By-Laws of the Chapter as appropriate to promptly pay such dues and assessments as may properly be elected to membership.

Section 2-Regular Membership. Full-time staff personnel engaged in the administration or operations of public accounting firms, corporate accounting departments and government accounting departments or individuals who devote **50%** or more of their professional working time to accounting administrative duties shall be eligible for Regular Membership in the Chapter.

An unemployed Regular Member who is seeking re-employment as an administrator may continue to hold Regular Membership for the remainder of his/hers current membership year and the full membership year immediately succeeding the membership year in which employment as an accounting administrator was terminated. Regular Members shall have all voting privileges as set forth in these By-Laws.

Section 3-Subsequent Additional Membership. Any additional applicants from the same firm may qualify as subsequent members of the Chapter for a dues amount to be established by the Board. Subsequent members must perform substantially the same jobs as primary members.

Section 4-Life Membership. Life Membership may be conferred upon a Regular Member of the Chapter at such time and upon such terms as the Board shall determine. Life Members shall continue to be entitled to all the rights and privileges of Regular Membership as set forth in Section 1 of this Article III.

Section 5-Non-Voting Membership. Except where specifically noted herein, the following membership classes shall have no voting privileges and shall not be eligible to hold office in the Chapter.

- a. *Associate Membership*. Associate Membership shall be available to: (1) individuals in salaried positions working in accounting administration which accounts for less than 50% of their professional time; or (2) individuals formerly holding Regular Membership in the Chapter who no longer qualify for such membership. Policies governing the participation of Associate Members shall be determined by the Board. Associate Members may serve on committees other than the Nominating, Executive or Budget Committee.
- b. *Affiliate Membership*. Affiliate Membership shall be available to business friends (other than vendors) and/or associates of Administrators. The Board will have the right to accept/reject applicants and will review this category periodically.
- c. *Honorary Membership*. Honorary Membership may be conferred at such time and under such terms as the Board shall determine. Honorary Members shall not have voting privileges and shall not be eligible to serve on the Board. Honorary Members may serve on committees, but shall have no voting privileges. An Honorary Member may be removed from membership by a two-thirds vote of the Board.

Section 6-Individual Membership. Membership in the Chapter shall be limited to individuals and shall not be transferable unless the original member from a particular firm leaves the profession of accounting administration.

Section 7-Removal. The Board may, upon a motion duly made and approved by the affirmative vote of two-thirds of the members of the Board, suspend or expel a member (of any classification) from membership for cause. For purposes of the By-Laws, the term "cause" shall include, but shall not be limited to, nonpayment of dues, conduct prejudicial to the best interest of the Chapter, and/or a violation of the Chapter's By-Laws. If suspension or expulsion shall be moved for any cause other than nonpayment of dues, then and in that event, prior to any vote on the motion for suspension or expulsion, the Board shall provide the member, by certified mail, with a written notice of the motion and the grounds for said motion. Said written notice shall also provide the member with at least ten (10) days notice of the date of the meeting of the Board at which said motion for suspension or expulsion shall be voted upon. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice. The member, if removed, may appeal the decision of the Board to the Annual Meeting of the Chapter providing that notice of intent to appeal is provided to the President at least thirty (30) days in advance of the next Annual Meeting.

Section 8-Reinstatement. A former member desiring a continuous membership record may be reinstated as a member of the Chapter upon showing proof to the Board of qualification and paying all dues in arrears. In all other instances, a former member may be reinstated upon showing proof of qualification and upon paying the current year's membership dues.

Section 9-Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

#### **ARTICLE IV .Organization Structure**

Section 1-Organization. To achieve the objectives of the Chapter, the Board may, at its discretion, by the majority vote of its membership at a meeting at which a quorum is present, establish organizational units such as executive committees, boards, councils or divisions to service special interests of the accounting administration profession including but not limited to sections to serve staff specialists employed by the employers of voting members. If organizational units are established, members of such units may have a vote on all matters of business conducted by that unit subject to the overall control of the Board.

The Board shall exercise authority over and determine all operational aspects of the Chapter and all of its organizational units, including but not being limited to policies, services, programs, budgets of all organizational units, qualification for membership, dues, By-Law amendments, unless otherwise stated in these By-laws. The Board may, at its sole discretion and without limitation, delegate any of its functions and determine the terms and conditions of any such delegation.

#### **ARTICLE V-Dues**

Section 1-Establishment of Dues. Dues and admission fees, if any, for all classes of membership shall be established by the Board.

Section 2-Payment of Dues. Dues shall be payable in advance on the date of application to the Chapter. For the purpose of dues, the Chapter's fiscal year shall run from January 1 to December 31 or such other period as may from time to time, be determined by the board of directors. Dues for members joining after January 1 shall be prorated on a monthly basis.

Section 3-Delinquency and Cancellation. Any member of the Chapter who shall be delinquent in the payment of dues for a period of thirty-one (31) days from the time dues become payable shall be notified of such delinquency and suspended from membership.

Section 4-Refunds. No dues shall be refunded to any member whose membership terminates.

## **ARTICLE VI-Meetings of Members**

Section 1-Annual Meeting. The Annual Meeting of the Chapter shall be held at such time and place as may be determined by the Board.

Section 2-Monthly Meetings. Monthly Meetings of the Chapter shall be held on the third Wednesday of each month. Any monthly meeting may be changed by a quorum vote of the Board.

Section 3-Notice of Meetings. Written notice of the Monthly Meeting or any special meeting of the Chapter at which official Chapter business is to be transacted shall be mailed or e-mailed to the last known address of each member not less than ten (10) and no more than ninety (90) days before the date of the meeting. The Board may, by a majority vote, change the date set for the any meeting, provided that all members are notified 10 days in advance of the substituted date.

Section 4-Voting. At all monthly meetings of the Chapter, each Regular Member shall have one vote, and may take part and vote in person only, except as provided in Section 5 of this Article VI. Unless otherwise specifically provided by the By-Laws, a majority vote of those Regular Members present and voting shall govern.

Section 5-Voting by Mail. Whenever, in the sole discretion of the Board, any question shall arise which the Board shall determine should be voted upon by the Regular Members, then the question may be submitted to the Regular Membership by mail. In addition, if a proposal for the submission of a question to the Regular Membership by mail is endorsed by twenty-five percent (25%) of the Regular Members prior Board approval shall not be necessary for a mail voting to be held. On any mail vote, three-fourths (3/4) of those voting shall determine the action. All actions taken by said members must be ratified by a majority of the Board.

Section 6-Quorum of Members. At all meetings, a quorum of members shall consist of a majority of the Regular Members present and voting at said meeting provided that no less than twenty-five percent (25%) of the existing Regular Members are present. A majority of the quorum present shall control and all actions taken by said members must be ratified by a majority of the Board.

Section 7-Cancellation of Meetings. The Board may cancel any meeting.

Section 8 - Rules of Order. The meeting and proceedings of the Association shall be regulated and controlled according to the current edition of Robert's Rules of Order, Newly Revised for parliamentary procedures, except as may be otherwise provided by these Bylaws.

## **ARTICLE VII-Officers**

**Section 1-Election of Officers**. The elected officers of the Chapter shall be a President, a Vice-President, a Secretary and a Treasurer each of whom shall be elected by the Regular Membership of the Chapter and shall serve until their successors have been elected and assumed office. The Vice-President shall automatically succeed the office of President in the event of a vacancy.

Section 2-Qualifications for Office. Any Regular Member in good standing shall be eligible for nomination and election as an officer. In addition, any person nominated for President shall have served at least one year on the Board.

Section 3-Nomination and Election of Officers. In accordance with the procedure specified in Article X, Section 1, the Nominating Committee shall prepare and submit nominations for officers. Any person so nominated shall have given his/hers prior consent to nomination and election as an officer.

Section 4-Term of Office. A term of office shall run from January 1 through December 31.

Section 5-Vacancies. Vacancies in any elective or appointed office may be filled for the balance of the term there of by the Board at any regular or special meeting of the Board.

Section 6-Removal. The Board may, at its discretion, upon motion duly made and approved by the affirmative vote of three-fourth of its members, remove any officer from office.

Section 7-Compensation. Elected officers shall serve without pay. However, expenses pertaining to attending Board meetings, or Board related expenses incurred by a Board member's firm, will be reimbursed as approved by the President.

Section 8 -Multiple Officers. One person may hold any two or more of the foregoing offices, except the offices of President and Secretary may not be held by the same person.

## **ARTICLE VIII-Duties of Officers**

Section 1 -President. The President shall be the chief elected officer of the Association and shall also serve as Chairman of the Board of Directors. he/she shall also serve ex officio as a voting member on all committees, with exception of Nominating Committee, of the Association. he/she or his/hers representatives shall be required to attend all meetings of organizational units, standing and special committees.

At the Monthly Meeting of the Chapter and at such other times as he/she shall deem proper, the President shall communicate to the members such matters and make such suggestions and recommendations as, in his/her opinion, may tend to promote the welfare and increase the usefulness of the Chapter. He/she shall perform such other duties as are necessary of the office of President.

Section 2-Vice President. The Vice President shall succeed to the office of President and shall have such duties as shall be delegated by the Board. The Vice President shall perform the duties of the President in the event the President is unable to serve.

Section 3-Secretary. The Secretary shall; oversee the proper recording of proceedings at all meetings of the Chapter and the Board; see that all notices require to be given by the Chapter are duly given and served; insure that accurate records are kept of all members; and, in general, perform all duties incident to the office of Secretary and such other duties as may, from time be assigned to the Secretary by the Board or the President.

Section 4-Treasurer. The Treasurer shall oversee the collection of membership dues and/or assessments and the establishment of proper accounting procedures for the handling of the Chapter's funds. The Treasurer shall report on the financial condition of the Chapter at all meetings of the Chapter and the Board and at other times when called upon by the President. At the end of each fiscal year, the Treasurer shall direct the preparation of an annual report which shall represent the financial condition of the Chapter and which may reflect an audit or review by a certified public accountant.

## **ARTICLE IX-Board of Directors**

Section 1-Authority and Responsibilities. The governing body of the Local Chapter shall be the Board. The Board shall have supervision, control and direction over the affairs of the Chapter; and shall determine its policies or changes therein; and shall supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed necessary, and may, in the execution of the powers granted, delegate certain or all of its authority and responsibilities to various organizational units, boards and committees of the Chapter.

Section 2 – Composition. The Board of Directors shall consist of a maximum of seven (7) individuals. The members of the Board shall include the officers of the Association names in Article VII herein, the immediate past President, and a maximum of two (2) directors at large elected from the membership of the Association. The number of at—large directors shall be determined by the number of Board of Directors’ seats available depending on the number of individuals then serving as officers of the Association and the existence of a living immediate past President. The balance of the remaining Board seats to be filled shall then be determined by the number of the Association’s Regular Members, according to the following schedule: less than 50 members, one director; more than 50 members, two directors Board. If the Association’s membership shall decline, the number of at—large directors shall remain at the number of directors prior to such decline.

Section 3-Board Meetings. The Board shall hold regular monthly meetings at which official Chapter business is to be transacted. Written notice of these meetings shall be mailed, faxed, or telephoned to all Board members at least three (3) days prior to the meeting date. A simple majority of members shall constitute a quorum.

Section 4-Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, notice of the proposed action is mailed, e-mailed, faxed or telephoned to all members of the Board and written consent to such action is filed with the minutes of the proceedings of the Board.

Section 5-Indemnification. Every officer and member of the Chapter and such others, as specified from time to time by the Board, shall be indemnified by the Chapter against all expenses and liabilities, including but not limited to counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been an officer or member of the Chapter or any settlement thereof, at the time such expenses are incurred, except in such cases wherein the officer or member is adjudged guilty of willful

misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnification may be entitled.

Section 6-Advisory Board. The Board, solely at its own discretion, may appoint individuals to the Advisory board. Advisory Board members may attend Board meetings but do not have voting privileges.

## **ARTICLE X-Committees**

Section 1-Membership Committee. The Membership Committee shall focus on stimulating and satisfying the needs of the membership encouraging regular meeting attendance, networking for problem solving and utilizing other unique resources of the Chapter, as well as soliciting new members from Colorado CPA firms and ensuring new member integration into the Chapter.

Section 2-Program Committee. The Program Committee shall plan the location, arrange reservations for all meetings and special affairs, provide speakers at meetings, and arrange for CPE credits when applicable.

Section 3-Survey Committee. The Survey Committee shall conduct an annual practice management survey of all Colorado CPA firms relative to the standards of administration of firm policies and procedures relating to physical and human resources. In addition, the Survey Committee shall conduct a bi-annual equipment survey of all Colorado CPA firms relative to computer and office systems and equipment and related products as to the type, reliability and efficiency used in the normal course of business. Further, the committee shall compile and distribute to the membership, the surveys results at no additional cost.

Section 4 -Budget Committee. The Budget Committee shall be composed of those members selected by the Board of Directors. The Budget Committee shall advise and counsel with the Executive Director, if any, on the annual budget of the Association and prepare recommendations for the Executive Committee and the Board of Directors. The committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

Section 5-Nominating Committee. The Nominating Committee shall consist of the Immediate Past President of the Chapter, a Nominating Committee Chair appointed by the President, and any other members selected by the Board.

The Nominating Committee shall nominate one slate of candidates to serve as officers and committee chairs for the ensuing term. The Committee shall notify the Regular

Membership, in writing, of its selections not less than sixty (60) days prior to the next Annual Meeting. For thirty (30) days following the Nominating Committee's submission of its recommendations, the Regular Membership shall be allowed to make nominations by submitting petitions to the Nominating Committee. Any member nominated by the Regular Membership shall be placed on the ballot.

The Nominating Committee shall conduct an election by mail ballot in which each Regular Member will have one vote to cast for each position of officer and director. Candidates receiving the highest number of votes for each office shall be declared elected. Results of the election shall be announced no later than the next Annual Meeting.

Section 6-Creation and Dissolution of Committees. The Board of Directors may also, by resolution of the majority of the directors present at a meeting at which there is a quorum, appoint such committees in addition to the Executive Committee, the Nominating Committee and the Budget Committee and to the extent permitted by law, delegate to each such committee such powers as the Board of Directors shall monitor actions of the committees, councils, and task forces of the Association and shall recommend to the Board of Directors on a regular basis the creation, dissolution and consolidation of these bodies.

Section 7-Committee Meetings. Committees appointed in accordance with Article X, Section 3, of these By-Laws will meet on the call of the Board or President. Except as otherwise specifically provided for herein, a majority of the members of a committee, present in person or via electronic communication, shall constitute a quorum for the transaction of all business. The majority of those present at a meeting at which a quorum is present shall control as the act of such committee. At any meeting of a committee at which a quorum is not present, the members present, by a majority vote, may adjourn the meeting to such time and place as they may designate.

## **ARTICLE XI-Finance**

Section 1-Fiscal Year. The fiscal year of the Chapter shall be determined by the Board.

Section 2-Budget. The Board shall adopt an annual operating budget covering all activities of the Chapter. The Treasurer shall furnish the membership within ninety (90) days following the end of each fiscal year a financial report for the year just completed and within ninety (90)days of the start of the fiscal year a proposed annual operating budget.

## **ARTICLE XII-Amendments to By-Laws**

Section 1-Amendments. These By-Laws may be amended or repealed by a three-fourths (3/4) vote of the Board. The Regular Members may, by the affirmative vote of two-thirds (2/3) of the members, rescind any amendment made to the By-Laws by the Board, at any monthly meeting of the Chapter duly called and regularly held provided that at least 75% of the entire membership is present and voted. Notice of any amendment must be sent in writing to the members within thirty (30) days of enactment by the Board. Amendments may be proposed to the Board upon petition of any 25% of the Regular members. All such proposed amendments shall be presented by the Board to the membership at the next monthly meeting with or without action by the Board. By the affirmative vote of two-thirds (2/3) of the members present, the membership may rescind any amendment to the By-Laws made by the Board.

## **ARTICLE XIII-Dissolution of Chapter**

Section 1-Dissolution. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.