

BY-LAWS OF THE ASSOCIATION FOR ACCOUNTING ADMINISTRATION
Southern California Chapter

Article I - Name:

The name of this organization shall be Southern California Regional Accounting Management (SCRAM)

Article II - Objectives and Purposes:

The objectives of this Association shall be:

- 1) To develop and maintain, through cooperative efforts, the high level of professional skills required to satisfy members' growing professional needs as Firm Administrators.
- 2) To develop and promote the profession of accounting administration.
- 3) To create and encourage networking among members.
- 4) To provide education to enhance the professional and personal competencies of accounting administrators.
- 5) To identify current and future issues of concern to administrators and their organizations.
- 6) To serve as a resource center available to all members.
- 7) To focus on the need of administrators in public practice.
- 8) To establish and maintain productive relationships with other organizations.
- 9) To increase membership and participation to enhance membership values.
- 10) This Association shall be non-profit, and no officers or members shall receive any pecuniary profit from the operation of this Association.

Article III - Policy:

Membership shall be non-sectarian, non-partisan and non-union without regard to race, sex, religion, ethnic background or political preference.

Article IV - Membership:

Membership with the National Association is mandatory. In all cases, a chapter application for membership must be completed.

- 1) All members whose dues were paid on the date this Association was chartered (10/28/2005), shall be considered Charter Members.
- 2) There shall be (3) classes of members, in addition to Charter: Regular, Affiliate, and Honorary:

A. Regular Member: Full-time staff personnel engaged in the administration of public accounting firms/consulting firms, or individuals who devote 50% or more of their professional working time to accounting administrative duties shall be eligible for Regular Membership in the Association.

An unemployed Regular Member who is seeking re-employment as an administrator, may continue to hold Regular Membership for the remainder of his/her 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.

B. Affiliate Member: Any person who has been a Regular Member of this Association and is no longer employed by an accounting or consulting firm

or any other person who has an interest in the accounting profession may be an Affiliate Member. Affiliate Members do not have the privilege of voting and membership must be approved by the Executive Committee, who will also assess dues.

- C. Honorary Member: Honorary membership may be conferred at such time and under such terms as the Board of Directors shall determine. An Honorary Member shall not have voting privileges and shall not be eligible to serve on the Board of Directors. An Honorary Member may serve on committees other than the Nominating, Executive or Budget Committees, but shall have no voting privileges. An Honorary Member may be removed from membership by a two-thirds (2/3) vote of the Board of Directors.

An application for membership shall be presented to the chairperson of the Membership Committee. Upon such approval of application by the Executive Committee (cf. Article VII, 1) new members will be notified and admitted at the next regular meeting of the members.

Article V - Meetings:

- 1) Regular meetings of this Association shall be held quarterly except in cases whereby the membership has elected to waive a meeting.
- 2) The regular meeting in July shall be known as the Annual Meeting and shall be for the installation of new officers.
- 3) Special meetings shall be called by the President or by one-third (1/3) of the active members.
- 4) The Executive Committee shall hold meetings as called by the President, providing at least seven (7) day's notice is given. A simple majority of members of the Committee shall constitute a quorum.
- 5) Absence of Officers: If any officer shall be absent from two (2) consecutive regular meetings without cause, the office shall be deemed vacant and may be filled by the President, with the approval of the remaining Executive Committee.
- 6) Any guest shall be limited to attending only two (2) meetings prior to filing an application for membership.

A meeting fee will be charged as assessed annually by the Executive Committee. If a member does not show for a meeting after reservations have been confirmed, the Treasurer will assess a dual meeting charge (double the cost of regular meetings).

Host Office Guidelines for meetings:

- Order food
- Have an office available
- Have space to accommodate
- Review with Education Chair
- Option to pick up tab or be reimbursed by SCRAM
- Attendance fee is waived for host office

Article VI - Dues:

The annual dues of this Association shall be set by the Executive Committee.

There shall be no refund of dues after an applicant has become a member. Treasurer will apprise the Executive Committee of late payments.

Article VII - Officers:

- 1) The officers of this Association shall be a President, Vice-President, Secretary, Treasurer and Immediate Past President (serving as "ex-officio" in an advisory capacity for a one year term following the last year term of office), and shall be known as the Executive Committee.
- 2) The term of office for all officers shall be one year (with a maximum of two years) from the date of election or until their successors shall be elected and installed.
- 3) It shall be the responsibility of the Executive Committee to propose an annual budget which will be presented to the membership at the October/November meeting for approval/disapproval.

Article VIII - Nomination and Election of Officers:

- 1) All officers of this Association shall be elected at the meeting in July.
- 2) At least eight (8) weeks prior to the annual meeting, the Executive Committee shall appoint a committee of at least three (3) members to be known as the Nominating Committee. The duties of this committee shall be to nominate a slate of officers which will be presented to the membership four (4) weeks prior to the annual meeting, at which time elections will be held. A majority of votes cast shall be necessary for election to any office.
- 3) No person shall be eligible to hold office in this Association who is not a Regular member at the time of election or appointment. Vacancies shall be filled by a Charter or Regular member appointed by the Executive Committee.

Article IX - Appointment of Committees:

- 1) The President at the August meeting shall appoint a chairperson to each of the following committees after installation:
 - A) Program/Education
 - B) Membership
 - C) Marketing
- 2) The President, shall from time to time, appoint the chairperson of such other committees as may be considered necessary, subject to approval of the Executive Committee.

Article X - Duties of the Officers:

- 1) The President shall:
 - A) Preside at all meetings of this Association of its Executive Committee
 - B) Perform such other duties as ordinarily pertain to this office
 - C) Appoint all committee chairperson, subject to the approval of the Executive Committee
 - D) Be an ex-officio member of all committees, except the Nominating Committee
 - E) Shall represent the Chapter at the National Chapter meeting held at the Annual National Conference.
 - i) The Chapter pay part or all of the President's expenses.
- 2) The Vice-President (President-Elect) shall:
 - F) Preside in the absence of the President
 - G) Have quarterly over-seeing of bank statements and financial records
 - H) Perform such other duties as ordinarily pertain to this office
- 3) The Secretary shall:
 - A) Keep an accurate record of all meetings and conduct all correspondence
 - B) Preserve, in permanent file, all records and letters, including the Minute Book, which shall be turned over to her/his successor at the close of her/his

- term. The membership shall receive a copy of the minutes of the prior meeting with the next month's meeting notice
- C) Maintain a roster of members, as well as a mailing list of all prospective members
 - D) Send a "thank you" letter to all speakers
 - E) Send to National copies of all minutes, notices of Chapter activities and any newsletters published.
 - F) Distribute minutes of meetings on a timely basis.
- 4) The Treasurer shall:
- A) Collect all dues and assessments of this Association
 - B) Make disbursements by check signed by the Treasurer and/or President
 - C) Keep an account of all receipts and disbursements, making a monthly report to the membership and an annual written report will be sent to the membership thirty days after the close of the fiscal year.
 - D) Submit a year-end financial report to National
 - E) Prepare and submit the Annual Return
 - F) Communicate with Secretary and Membership Chair
 - G) Submit copies of financial records/bank statements to Vice-President on a quarterly basis for financial controls review.

Article XI - Duties of Committees:

- 1) Membership: It shall be the duty of this committee to solicit new members and consider all applications for membership. The Membership Chair shall:
- Maintain a current list of members (coordinate and update with Treasurer)
 - Maintain a current list of prospective members from (1) current members; (2) events; (3) seminars; (4) from National.
 - Be sure Secretary is continually updated so she/he can forward accurate membership lists to all members with meeting minutes.
 - Solicit with membership materials and cover letter (if referral, send copy of letter to referring member and to President).
 - Call prospect two weeks following the letter to invite them to the next meeting as a guest.
 - Write a brief article (bio) on all new members and mail to all members.
 - Periodically check with National for new members and inquiries by prospects.
 - Watch AAA Newsletter for new National members and recruit for SCRAM.
 - Provide members with recruiting/marketing materials - coordinate materials with Marketing Chair (and other officers as needed).
 - Give status report at all meetings.
- 2) Program/Education: The Program/Education Chair shall:
- Assist to plan all meetings, including coordinating the speakers, etc.
 - Follow-up evaluations to each meeting.
 - Semi-annual survey of members for education wants and needs.
 - Report back to Board on monthly basis with regards to schedule of events, etc.
 - Maintain contact with CALCPA to try to share Speakers Bureau opportunities.
 - Work with marketing person on coordinating and obtaining new members through education.
 - Obtain authorization of Board for approval of annual Budget.
 - Coordinate meeting agenda with host office and President.
- 3) Marketing: It shall be the duty of this committee to promote the Southern California Chapter of the Association for Accounting Administration. The Marketing Chair shall:

- Promote SCRAM by issuing press releases about members and sponsored events/activities.
- Assist in designing promotional brochures, application forms, etc.
- Develop and maintain contact with other professional organizations to develop cooperative working relationships.
- Assist in the promotion and advertising of seminars, conferences and meetings sponsored by SCRAM.
- Suggest/provide "give-aways" to be distributed at seminars, conferences, etc.

Article XII - Fiscal Year:

The fiscal year of this Association shall be January 1 to December 31.

Article XIII - Amendments:

Any proposed amendment or alterations shall be submitted to the members in writing, at least ten (10) days before the meeting at which they are acted upon. These By-laws may be amended or altered by a majority of the members at any regular or special meeting.

Article XIV - Parliamentary Authority:

The current edition of the Robert's Rules or Order shall be the final source of authority in all questions or parliamentary procedures.

Article XV - In the Event of Dissolution:

In the even of dissolution of the Southern California Regional Accounting Management, any assets remaining after payment of all liabilities and obligations of this Association, shall be distributed tot he National office within 30 days of dissolution in accordance with the AAA National By-laws.

Signed by the Executive Committee on behalf of all members of Southern California Regional Accounting Management the _____ day of _____.

President

Vice-President

Immediate Past President

Treasurer

Secretary