

**ARTICLE I
NAME AND PURPOSE**

SECTION A – NAME

The name of the Corporation shall be “The Ohio Society of Certified Public Accountants” and it shall be referred to in these Bylaws as the “Society.”

SECTION B – PURPOSE

The Society fulfills the educational needs of its Members, strengthens the profession’s self-regulatory process, serves as an advocate for the CPA profession, and promotes the value of CPAs in society. The Society supports and assists Members in their responsibility to serve the public interest and the obligation to maintain professional competence, upholds a standard of performance by CPAs, and oversees professional conduct by means of effective self-regulatory processes.

Mission:

To empower CPAs and related professionals to drive value as trusted business advisors by fostering professional excellence and integrity, building community and advocating for members and those they serve.

Vision:

The Ohio Society of CPAs is the leading partner and influential voice for a thriving business environment.

**ARTICLE II
MEMBERS ~~AND AFFILIATES~~SHIP**

SECTION A – MEMBERSHIP

Any individual holding a valid CPA certificate under the laws of any U.S. state, district, or territory is eligible to be a Member of the Society.

The ~~Executive Board~~Board of Directors may establish categories of Members for the purpose of establishing dues.

SECTION B – ~~AFFILIATES~~NON-CPA MEMBERS

With the approval of two-thirds of the Members voting, the ~~Executive Board~~Board of Directors may establish eligibility criteria for various classes of Affiliates Non-CPA Members. The ~~Executive Board~~Board of Directors may establish categories of Affiliates Non-CPA Members within classes for the purpose of establishing dues.

SECTION C – APPLICATION FOR MEMBERSHIP OR AFFILIATION

~~Application for status as a Member or Affiliate shall be in a form prescribed by the Executive Board. Unless waived by the Executive Board, every application for status as a Member or Affiliate must be accompanied by a remittance covering the membership fee or affiliation fee, as applicable. These fees shall be established by the Executive Board. At least fifteen (15) days before an application is considered and acted upon, notice of all Member or Affiliate applications except for Student Affiliates, shall be posted on the Society's website or printed in a publication of the Society. In the event a Member is aware of any fact or circumstance why the applicant is not eligible, or otherwise should not be accepted, for Society membership or affiliation, such Member shall advise the Society in writing at the address designated by the Executive Board. To be considered, the advisement must identify the particular applicant by name and provide specific reasons why the applicant should not be a Member or Affiliate of the Society. Unless at least three (3) Members properly notify the Society that an application should not be accepted (a) within fifteen (15) days after notice of the application was posted; or (b) such other period as the Executive Board shall determine and announce, the applicant shall be admitted as a Member or Affiliate as requested in the application. If at least three (3) Members timely advise the Society not to accept the application, the applicant shall not become a Member or Affiliate as requested in the application, until the application is approved by the Executive Board.~~

Application for status as a Member or AffiliateNon-CPA Member shall be in a form prescribed by the Executive BoardBoard of Directors and shall include a statement that the applicant agrees to adhere to the Society's Bylaws and Code of Professional Conduct. Applicants will also be required to state in writing whether they have been convicted of any of the violations described in Article VII. Unless waived by the Executive BoardBoard of Directors, every application for status as a Member or AffiliateNon-CPA Member must be accompanied by a remittance covering the membership fee or affiliation fee, as applicable. These fees shall be established by the Executive BoardBoard of Directors. In the event there is any fact or circumstance why the applicant is not eligible, or otherwise should not be accepted for Society membership or affiliation, the Society shall advise the applicant in writing and provide specific reasons why the applicant should not be a Member or AffiliateNon-CPA Member of the Society. Unless the applicant shall provide written documentation to the Society within thirty (30) days from such Society notification of non-acceptance, that establishes that the applicant should be admitted as a Member or AffiliateNon-CPA Member, the applicant shall not become a Member or AffiliateNon-CPA Member as requested in the application. Upon a change in circumstances, the applicant may reapply for membership or affiliation, which application will be subject to review and approval or denial by the Executive BoardBoard of Directors in its sole discretion.

SECTION D – DUES AND ASSESSMENTS

~~The amount of annual dues for each category of Members and Affiliates shall be set by the affirmative vote of three-fourths of the Executive BoardBoard of Directorsannually. There shall be no interim or retroactive adjustment of dues. Through the 2017 dues billing cycle, a Member who has been a Member for at least twenty-five (25) consecutive years and has attained the age of seventy (70) years shall be entitled to lifetime privileges as a Member without the payment of dues. Effective as of the 2018 dues~~

~~billing cycle, a~~ Member who has been a Member for at least forty (40) consecutive years and has attained the age of seventy (70) years shall be entitled to lifetime privileges as a Member without the payment of dues. The ~~Executive Board~~Board of Directors may, whenever in their judgment the best interests of the Society require it, waive the annual dues and any assessment of any Member ~~or Affiliate~~ who would otherwise be unable to retain membership in the Society. By a majority vote of the ~~Executive Board~~Board of Directors, the Society periodically may assess the Members an additional amount not in excess of the annual dues in any one (1) year.

Refunds: Any ~~Member~~ or Non-CPA Member who resigns or whose membership is terminated shall not be entitled to a refund of any dues paid, except dues which may be paid for a fiscal period succeeding the period in which resignation is presented.

SECTION E – CONTINUING MEMBERSHIP REQUIREMENTS

In addition to the payment of dues as prescribed in Article II D of this Article, Members and ~~Affiliates~~Non-CPA Members shall comply with such continuing education and practice monitoring requirements established by the ~~Executive Board~~Board of Directors.

SECTION F – USE OF MEMBERSHIP IDENTIFICATION

Members shall have the right to describe themselves as “Members of The Ohio Society of Certified Public Accountants.” ~~Affiliates Non-CPA Members shall not have the right to hold themselves out as “Members” in any manner whatsoever; however, Affiliates~~ may describe themselves as “~~Affiliates~~Non-CPA Members of The Ohio Society of Certified Public Accountants.” Only those registered CPA firms or practice units of firms, all of whose CPA partners, members, or shareholders in their Ohio practice units are Members ~~or Affiliates~~ of the Society, shall be entitled to use the designation “Members of The Ohio Society of Certified Public Accountants.”

SECTION G – VOTING RIGHTS

Members shall have the right to vote and to serve as elected members of the ~~Executive Board~~Board of Directors and as Officers of the Society. ~~Affiliates~~Non-CPA Members shall not have the right to vote or to serve as elected members of the ~~Executive Board~~Board of Directors or elected Officers of the Society. Voting at elections and votes on other matters may be conducted at a designated physical location, by mail, or by use of other authorized communications equipment permitted by law that provides the voting Member a reasonable opportunity to vote on the matter(s) submitted. Mail balloting shall be conducted in accordance with procedures described in Article IX B.

SECTION H – NOTICE OF MEETINGS; WAIVER OF NOTICE

Written notice of any meeting may be given by mail, use of other authorized communications equipment, or written notice or report delivered as part of a communication regularly sent to Members and shall be sent to the Member’s address as it appears in the records of the Society. Whenever any notice of time, place, or purpose shall be required to be given to a Member under statutes, Articles of

Incorporation, code of regulations or Bylaws, a waiver signed, whether before or after the meeting, by the person(s) entitled to notice shall be deemed equivalent to such notice. In addition, if any Member attends a meeting and fails to object, prior to or at the commencement of the meeting, to the form of notice given, that Member shall have waived any such objection.

SECTION I – ATTENDANCE AT MEETINGS

The ~~Executive Board~~Board of Directors may determine that any meeting of the Members of the Society can be held at a designated place, or to the extent permitted by applicable law, may be conducted by means of authorized communications equipment provided all Members eligible and desiring to attend have the opportunity to participate in the meeting (including an opportunity to read or hear the proceedings of the meeting), to communicate with each other, and to vote on matters submitted to the voting Members. In the notice of any meeting of the Members of the Society, the ~~Executive Board~~Board of Directors may designate that meeting as one in which voting Members who are not physically present may attend through use of authorized communications equipment that enables such Members to participate in the meeting and to vote on matters submitted to the voting Members, including an opportunity to read or hear the proceedings of the meeting and to speak or otherwise participate in the proceedings contemporaneously with those physically present. Any voting Member using an authorized means of communications equipment will be deemed to be present in person at the meeting whether the meeting is to be held at a designated place or solely by means of authorized communications equipment. Use of communications equipment shall be authorized only if the ~~Executive Board~~Board of Directors has adopted procedures and guidelines for the use of communications equipment in connection with voting to permit the Society to verify that a person is a voting Member and to maintain a record of any vote.

SECTION J – ANNUAL MEETING

An Annual Meeting of the Members to transact such business as may properly come before it shall be held within sixty (60) days after the close of the fiscal year on a date established by the ~~Executive Board~~Board of Directors. The President of the Society shall notify the Members of the date selected for the Annual Meeting at least forty-five (45) days prior thereto.

SECTION K – SPECIAL MEETINGS

Special meetings of the Members (a) may be called at any time by the Chair of the Board; and (b) shall be called by the Chair of the Board or the President if written request for such a special meeting which specifies its purpose is made by (i) a majority of the ~~Executive Board~~Board of Directors or (ii) three percent (3%) of the Members eligible to vote on the first day of the current fiscal year. The time, place (if any), and manner of a special meeting shall be determined by the Chair of the Board, or by the President if the Chair of the Board fails to make such a determination. All such meetings shall be called by giving at least ten (10) days prior written notice to all voting Members. At such special meetings only the business specified in the meeting notice shall be considered.

SECTION L – QUORUM

At all meetings of the Members, one hundred (100) voting Members present in person or through use of authorized communications equipment shall constitute a quorum. If a quorum is not present, the Chair of the Board, or in the absence of the Chair of the Board, those Members present shall declare an adjournment to such time, place (if any), and manner as they may deem proper. Such adjourned meeting shall be considered the same meeting as that originally called.

SECTION M – MAIL BALLOTING ALTERNATIVE TO SPECIAL MEETING

In lieu of a special meeting, the Members in meeting assembled, or the ~~Executive Board~~Board of Directors by a majority vote, may direct that the Chair of the Board then submit any questions properly before the Members for a vote by mail of the Members and any action approved by not less than two-thirds of the Members voting shall be declared by the Chair of the Board an act of the Society and shall be so recorded in its minutes. Mail balloting shall be conducted in accordance with procedures described in Article ~~XVII~~ B.

SECTION N – RESIGNATION

Resignations of Members and ~~Affiliates~~Non-CPA Members may be offered in writing at any time. No resignation shall be considered as long as a complaint against the Member or ~~Affiliate~~Non-CPA Member seeking to resign is under consideration by the Professional Ethics Committee or the Joint Trial Board.

SECTION O – TERMINATION

Any Member or ~~Affiliate~~Non-CPA Member who, within ninety (90) days after the date of any notice of arrearage, fails to pay annual dues, assessments or other amounts shall automatically cease to be a Member or ~~Affiliate~~Non-CPA Member and all rights and privileges shall terminate immediately. No termination for unpaid dues, assessments or other amounts shall be considered as long as a complaint against the Member or ~~Affiliate~~Non-CPA Member is under consideration by the Professional Ethics Committee or the Joint Trial Board.

SECTION P – EXPULSION OR SUSPENSION

Any Member or ~~Affiliate~~Non-CPA Member disciplined under Article ~~VH~~ may be suspended or expelled from the Society in accordance with the procedures set forth in Article ~~VH~~.

SECTION Q – REINSTATEMENT

A former Member or ~~Affiliate~~Non-CPA Member who had previously resigned or been expelled, suspended or terminated may reinstate their membership upon: (a) written application of such Member or ~~Affiliate~~Non-CPA Member; (b) payment of any amounts owed to the Society; (c) satisfactorily complying with the practice-monitoring or continuing education requirements, as applicable; and/or (d) a determination that the best interest of the Society would be served by reinstating the Member or

~~Affiliate~~Non-CPA Member. If a Member or ~~Affiliate~~Non-CPA Member is expelled in accordance with the provisions of Article VI, that person will not be considered for reinstatement until three (3) years after the effective date of the expulsion.

ARTICLE III

EXECUTIVE BOARD~~BOARD OF DIRECTORS~~

SECTION A – GENERAL POWERS AND DUTIES

It shall be the duty of each member of the ~~Executive Board~~Board of Directors to carry out the purposes of the Society according to law, its Articles of Incorporation, and its Bylaws. The ~~Executive Board~~Board of Directors shall have the duty of establishing the organizational and operational principles of the Society and setting objectives for the Society's Officers, committees and employees. The ~~Executive Board~~Board of Directors shall have general charge, management and control of the affairs, funds and property of the Society. In respect to all questions of interpretation of the Bylaws, a decision of the majority of the ~~Executive Board~~Board of Directors shall be final and binding. Members of the ~~Executive Board~~Board of Directors shall be "directors" within the meaning of Ohio Revised Code Chapter 1702, as amended from time to time.

SECTION B – QUALIFICATION AND NUMBER OF MEMBERS

The ~~Executive Board~~Board of Directors shall be comprised of the Officers elected in accordance with Article IV B, eleven (11) other Members of the Society elected by the Membership in accordance with Article III C, and the President.

SECTION C – NOMINATION AND ELECTION

At least one hundred twenty (120) days prior to the date of the Annual Meeting the Nominating Committee shall deliver to the President the Nominating Committee's nominations in writing of one or more Members eligible to hold office for each vacancy existing or arising with respect to the elected Officers, and other members of the ~~Executive Board~~Board of Directors. Proper consideration shall be given by the Nominating Committee in its selection process, first, to the choice of qualified candidates for the offices, and second, to the fair representation from major demographic segments of the Members. The President shall present the nominations of the Nominating Committee to the ~~Executive Board~~Board of Directors for its approval. In the event a nominated candidate withdraws from consideration or otherwise becomes unavailable, the ~~Executive Board~~Board of Directors may select a replacement candidate or request further nomination(s) by the Nominating Committee. In the event the Nominating Committee does not make a written nomination for one or more vacancies, the ~~Executive Board~~Board of Directors may make its own selection. At least ninety (90) days prior to the date of the Annual Meeting, the ~~Executive Board~~Board of Directors shall announce the nominated candidates it has approved to the Members and publish their names in a publication of the Society or through the use of authorized communications equipment, and establish a deadline no less than thirty (30) days thereafter by which any other candidate(s) must be nominated. Another candidate, or candidates, for any of the

vacancies to be filled may be nominated by a petition (accompanied by a letter of consent from the candidate(s) being nominated) bearing the signatures of not less than three percent (3%) of Members eligible to vote on the first day of the current fiscal year, and filed with the President not later than the deadline announced and published in accordance with these Bylaws. In the event there is more than one candidate for any one vacancy, voting will be conducted in accordance with Article II G. The results of the election shall be promptly announced to the Members prior to the Annual Meeting.

SECTION D – TERM OF OFFICE

Members of the ~~Executive Board~~Board of Directors (other than the Officers) shall be elected to serve for a three- (3) year term. Each member of the ~~Executive Board~~Board of Directors shall continue to hold office until their respective successor is elected/appointed and qualified or until the ~~Executive Board~~Board of Directors member's death, resignation, disqualification or removal. The terms of elected Officers as members of the ~~Executive Board~~Board of Directors shall be as described in Article IV B. Members of the ~~Executive Board~~Board of Directors may serve an unlimited number of terms, but may not serve for more than six (6) consecutive years.

SECTION E – RESIGNATION

Any member of the ~~Executive Board~~Board of Directors may resign as a member of the ~~Executive Board~~Board of Directors at any time by giving written notice to the President of the Society. The resignation of such ~~Executive Board~~Board of Directors member shall take effect upon receipt of the notice by the President or at such later time as shall be specified in such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Absence of a member of the ~~Executive Board~~Board of Directors from three (3) consecutive meetings (original or adjourned session) of the ~~Executive Board~~Board of Directors shall be deemed a tender of resignation unless reasons for such absence are given in writing prior to the date of the ~~Executive Board~~Board of Directors meeting from which the member will be absent or within twenty (20) days from the date of each of the last three (3) missed meetings, and the reasons are approved by an affirmative majority vote of the ~~Executive Board~~Board of Directors.

SECTION F – REMOVAL

Any elected member of the ~~Executive Board~~Board of Directors may be removed from office by a two-thirds affirmative vote of Members entitled to vote and present at a meeting of the Members called for the purpose of considering such removal.

SECTION G – VACANCIES

If any member of the ~~Executive Board~~Board of Directors resigns or otherwise ceases to be a member of the ~~Executive Board~~Board of Directors prior to the expiration of a term, the ~~Executive Board~~Board of Directors, after consulting with the Nominating Committee, shall within 90 days, by majority vote, elect a Member to serve the balance of the unexpired term.

SECTION H – ~~EXECUTIVE BOARD~~BOARD OF DIRECTORS MEETINGS

The ~~Executive Board~~Board of Directors shall meet at least four (4) times each fiscal year on not less than ten (10) days prior written notice at such time and place as it may select by resolution at a meeting, or in the absence of such resolution, as determined by the Chair of the Board.

Other special meetings of the ~~Executive Board~~Board of Directors shall be called on not less than two (2) days prior written notice specifying the purpose of the meeting by the Chair of the Board or upon a written request made by any member of the ~~Executive Board~~Board of Directors to the Chair of the Board. No business other than that specified in the notice shall be conducted at a special meeting.

In an emergency situation, the provisions of Ohio Revised Code §1702.11(C) and Ohio Revised Code § 1702.11 (G), and any statute referenced therein, temporarily dispensing with notice, quorum, and related requirements shall be applicable.

SECTION I – NOTICE OF MEETINGS; WAIVER OF NOTICE

All meetings shall be held at such time and place (if any) as specified in the notice of the meeting and may be conducted through other authorized communications equipment permitted by law if all persons participating can hear or otherwise contemporaneously communicate with other participants. Such participation in a meeting shall constitute presence in person at the meeting. Written notice of any meeting may be given by mail or by use of other authorized communications equipment permitted by law. Whenever any notice of time, place, or purpose shall be required to be given to a member of the ~~Executive Board~~Board of Directors under statutes, Articles of Incorporation, code of regulations, or Bylaws, a waiver signed, whether before or after the meeting, by the person(s) entitled to notice shall be deemed equivalent to such notice. In addition, if any member of the ~~Executive Board~~Board of Directors attends a meeting and fails to object prior to or at the commencement of the meeting, to the form of notice given, that ~~Executive Board~~Board of Directors member shall have waived any such objection.

SECTION J – QUORUM AND VOTING

A majority of the members of the ~~Executive Board~~Board of Directors present in person, or through the use of authorized communications equipment, shall constitute a quorum for the transaction of business at any meeting of the ~~Executive Board~~Board of Directors. If a quorum is not present, those members present shall declare an adjournment to such time and place (if any) as they may deem proper. Such adjourned meeting shall be considered the same meeting as that originally called. Each member of the ~~Executive Board~~Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote by the ~~Executive Board~~Board of Directors, except that the Chair of the Board (or in the absence of the Chair of the Board, the Past Chair of the Board, and in the absence of the Chair and the Past Chair, the Chair-Elect of the Board) shall not have a vote unless there is a tie and then shall vote to break any tie votes. The act of a majority of ~~Executive Board~~Board of Directors members voting at a meeting where a quorum is present shall be the act of the ~~Executive Board~~Board of Directors, except where otherwise provided by law or the Bylaws.

SECTION K – ACTION BY ~~EXECUTIVE BOARD~~ BOARD OF DIRECTORS WITHOUT A MEETING

Any action that may be authorized or taken at a meeting of the ~~Executive Board~~ Board of Directors may be approved without a meeting if consent in writing, describing the action to be taken, is signed by all members of the ~~Executive Board~~ Board of Directors. Written consent shall be filed with the minutes of the ~~Executive Board~~ Board of Directors meeting. An electronic mail or other transmission capable of authentication containing an affirmative vote or approval of a member of the ~~Executive Board~~ Board of Directors is a signed writing for purposes of this Section, and the last date any such consent is sent by a member of the ~~Executive Board~~ Board of Directors shall be the date such action is authorized.

SECTION L – RECORDS AND REPORTS

The ~~Executive Board~~ Board of Directors shall keep a record of its proceedings and annually shall submit a general report of the affairs of the Society including the operating budget for the ensuing year, or when so requested in writing by not less than three percent (3%) of the number of Members eligible to vote on the first day of the current fiscal year of the Society.

SECTION M – BOARD COMMITTEES

There shall be the following board committees: Executive Committee, Nominating Committee, Finance Committee, Strategic Planning Committee and Governance Committee. The members of these committees shall be appointed by the Chair of the Board.

SECTION N – EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chair of the Board, the Chair-Elect, and the Past Chair of the Board, and shall have authority for executing the President's contract.

SECTION ~~BO~~ – NOMINATING COMMITTEE

The Nominating Committee shall be appointed by the ~~Executive Board~~ Board of Directors and shall consist of the Past Chair of the Board, and at least ~~two~~ five (25) and up to twelve (12) members (provided that there is always an odd number of persons comprising the Nominating Committee.), ~~none of whom (other than the Past Chair of the Board) is then a member of the Executive Board.~~ The Past Chair of the Board shall chair the Nominating Committee. In appointing members of the Nominating Committee, the ~~Executive Board~~ Board of Directors shall attempt to provide representation from major demographic segments of the Members. Membership on the Nominating Committee shall be limited to three (3) consecutive years. Subject to the authority of the ~~Executive Board~~ Board of Directors, the Nominating Committee shall establish procedures for and conduct the nomination of Officers and other members of the ~~Executive Board~~ Board of Directors in accordance with the Bylaws, and the Society's Organizational Manual.

SECTION CP – AUDIT FINANCE COMMITTEE

The Audit Finance Committee shall consist of no fewer than three (3) members, no fewer than one (1) of which will be a member of the Executive Board. No Officer of the Society shall serve as a member of the Audit Committee. At the beginning of each fifth (5th) fiscal year of the Society, tThe Audit Finance Committee shall select and recommend to the Executive BoardBoard of Directors a firm of Certified Public Accountants for appointment as auditors to perform the examination provided for in Article #VII C. At the beginning of every other intervening fiscal year, the Audit Committee shall approve the continued retention of the last firm of Certified Public Accountants retained for the purpose of performing the required examination. It shall also be the duty of this Committee to consult with the auditeauditor regarding the scope of their examination, the adequacy of internal control, the extent of cooperation received, solicit their criticisms and recommendations, and to report on such matters to the Executive BoardBoard of Directors.

ARTICLE IV OFFICERS

SECTION A – NUMBER AND QUALIFICATIONS

The Society shall have no fewer than five (5) Officers, three (3) of whom shall be elected Officers. The elected Officers shall be: the Chair of the Board, a Chair-Elect, and a Vice Chair-Finance. The remaining Officers of the Society shall be the Past Chair of the Board and the President. The President may or may not be a Member of the Society. The President shall serve on the ~~Executive Board~~Board of Directors as an ex-officio member. The Chair-Elect shall have served, at the time of being elected or appointed, as a member of the ~~Executive Board~~Board of Directors or Officer of the Society for not less than one (1) fiscal year. The ~~Executive Board~~Board of Directors is authorized in its discretion to establish (and remove) such other additional officers and assistant officers as it shall deem necessary or appropriate from time to time.

SECTION B – ELECTION OR APPOINTMENT; TERM

The Chair of the Board, Past Chair of the Board, and Chair-Elect, shall each hold office for a one-year term until their successors are installed. The Vice Chair-Finance shall hold office for a one-year term commencing upon installation at the Annual Meeting and continuing until a successor is duly qualified and installed. The Chair-Elect shall be (a) nominated and elected in accordance with Article III C or (b) have been appointed pursuant to Article III G. Unless having been appointed, the Chair-Elect becomes Chair of the Board at the Annual Meeting following election without further vote. If, however, there should be a vacancy existing at any time in the office of Chair-Elect within the term, then the Chair of the Board shall be nominated and elected pursuant to Article III C. The Vice Chair-Finance shall be a member of the ~~Executive Board~~Board of Directors specifically nominated for, and elected to the office of Vice Chair-Finance in accordance with Article III C. The Vice Chair-Finance may not serve for more than three (3) consecutive terms. The President shall not be elected, but shall be appointed by the ~~Executive Board~~Board of Directors for a term not to exceed three (3) years and may be appointed for successive

terms without limitation. The Past Chair shall be the most recent Chair of the Board of the Society willing to serve whose residence or principal place of business is in Ohio.

SECTION C – REMOVAL

Any elected Officer may be removed from office in accordance with Article III F or by a two-thirds affirmative vote of the members of the ~~Executive Board~~Board of Directors, whenever in their judgment the best interest of the Society requires it, but shall remain a member of the ~~Executive Board~~Board of Directors until the next Annual Meeting unless also removed as a member of the ~~Executive Board~~Board of Directors pursuant to Article III F. The President may be removed from office by a two-thirds affirmative vote of the members of the ~~Executive Board~~Board of Directors.

SECTION D – DUTIES OF OFFICERS

The Chair of the Board, and in the Chair's absence the Past Chair of the Board, and in the Past Chair's absence the Chair-Elect, shall preside at all meetings of the Members and the ~~Executive Board~~Board of Directors and shall conduct the affairs of the Society in accordance with the Articles of Incorporation, and the Bylaws, ~~and the Society's Manual of Organization~~.

The President shall be the Chief Executive Officer and corporate Secretary of the Society. The President shall: (a) give notice of all meetings of the Members, and the ~~Executive Board~~Board of Directors, and shall keep a record of such meetings and of all other matters of which a record shall be ordered by the members of the ~~Executive Board~~Board of Directors, (b) shall conduct official correspondence of the Society and maintain files of all correspondence, records and reports of committee activities, (c) have charge of the Seal of the Society and of its corporate and financial records. The President shall implement the programs and policies approved by the ~~Executive Board~~Board of Directors and supervise the Society's office and staff including the maintenance of accounting records. The President shall have responsibility for the collection and disbursement of funds.

The Vice Chair-Finance shall serve as Treasurer of the Society. The Vice Chair-Finance shall be responsible for the financial reporting of the Society, present reports at each meeting of the Members and periodically to the ~~Executive Board~~Board of Directors, and shall have responsibility over the Society's funds and securities as may be delegated by the ~~Executive Board~~Board of Directors.

SECTION E – BOND

A fidelity bond shall be required to be furnished for all the Society Officers and such staff employees determined by the ~~Executive Board~~Board of Directors in an amount established by the ~~Executive Board~~Board of Directors. The bond premium shall be paid by the Society.

ARTICLE V COMMITTEES

~~SECTION A—STANDING COMMITTEES~~

~~There shall be the following standing committees: Nominating Committee, Audit Committee and Professional Ethics Committee. The members of these committees shall be nominated by the Chair of the Board and appointed by a majority of the Executive Board.~~

~~SECTION B—NOMINATING COMMITTEE~~

~~The Nominating Committee shall be appointed by the Executive Board and shall consist of the Past Chair of the Board, and at least two (2) and up to twelve (12) members (provided that there is always an odd number of persons comprising the Nominating Committee), none of whom (other than the Past Chair of the Board) is then a member of the Executive Board. The Past Chair of the Board shall chair the Nominating Committee. In appointing members of the Nominating Committee, the Executive Board shall attempt to provide representation from major demographic segments of the Members. Membership on the Nominating Committee shall be limited to three (3) consecutive years. Subject to the authority of the Executive Board, the Nominating Committee shall establish procedures for and conduct the nomination of Officers and other members of the Executive Board in accordance with the Bylaws and the Society's Organizational Manual.~~

~~SECTION C—AUDIT COMMITTEE~~

~~The Audit Committee shall consist of three (3) members, no fewer than one (1) of which will be a member of the Executive Board. No Officer of the Society shall serve as a member of the Audit Committee. At the beginning of each fifth (5th) fiscal year of the Society, the Audit Committee shall select and recommend to the Executive Board a firm of Certified Public Accountants for appointment as auditors to perform the examination provided for in Article IX C. At the beginning of every other intervening fiscal year, the Audit Committee shall approve the continued retention of the last firm of Certified Public Accountants retained for the purpose of performing the required examination. It shall also be the duty of this Committee to consult with the auditor regarding the scope of their examination, the adequacy of internal control, the extent of cooperation received, solicit their criticisms and recommendations, and to report on such matters to the Executive Board.~~

~~SECTION D—PROFESSIONAL ETHICS COMMITTEE~~

~~The Professional Ethics Committee shall consist of at least twelve (12) members plus, as determined by the Executive Board, such additional members (but no more than eighteen [18] members) as necessary to enable the Professional Ethics Committee to fulfill its responsibilities. Members of the Professional Ethics Committee may not simultaneously be on the Joint Trial Board described in Article VII C or the Society's Executive Board. The Professional Ethics Committee shall investigate potential disciplinary matters involving members and arrange for presentation of the case before the Joint Trial Board where the Committee finds prima facie evidence of infractions of the Bylaws or of the Code of Professional Conduct. The Committee shall interpret the Code of Professional Conduct, review AICPA proposed amendments, and perform such other duties as the Executive Board may prescribe.~~

~~SECTION E — OTHER COMMITTEES OR TASK FORCES~~

~~There shall be such other committees and task forces as shall be authorized from time to time by the Executive Board. Committees shall consist of at least three (3) members and shall be nominated annually by the Chair of the Board and appointed by a majority of the Executive Board. Members of task forces shall be nominated by the Chair of the Board and appointed by a majority of the Executive Board.~~

~~SECTION F — GENERAL~~

~~A majority of each committee or task force shall constitute a quorum thereof. A majority of the Executive Board shall have the authority to remove any member of any committee or task force and to appoint another committee or task force member nominated by the Chair of the Board to fill the vacancy so created.~~

ARTICLE VI SECTIONS

SECTION A — FORMATION OF SECTIONS

~~Sections may be formed for any reason consistent with the Society's exempt purpose. The objective of all Sections shall be to serve the needs of Members who choose to affiliate with a Section. Application for the formation of a new Section shall be forwarded to the President and must be approved by a majority of the Executive Board. The Executive Board shall adopt appropriate policies governing the process required for Sections to be established, including the number of Members required to establish or maintain a Section.~~

SECTION B — SECTION OPERATIONS

~~Membership in a Section shall be restricted to Members and Affiliates. A Section shall also operate in compliance with the Society's Organizational Manual and policies set forth therein. The objective of all Sections shall be to serve the needs of Members who choose to affiliate with a Section. The Executive Board shall establish and enforce minimum performance standards for all Sections. Annually, each Section shall prepare an operating budget for the ensuing year and shall submit the budget for approval by the Executive Board. Included in an operating budget for each Section shall be recommended annual Section dues. The Executive Board may dissolve a Section at any time it determines such dissolution to be in the best interest of the Society and its Members.~~

ARTICLE VII DISCIPLINARY ACTION

SECTION DA — PROFESSIONAL ETHICS COMMITTEE

The Professional Ethics Committee shall consist of at least twelve (12) members plus, as determined by the Executive Board, such additional members (, but no more than eighteen (18) members), as necessary to enable the Professional Ethics Committee to fulfill its responsibilities. Members of the Professional Ethics Committee may not simultaneously be on the Joint Trial Board described in Article VII ~~CD~~ or the Society's Executive Board. The Professional Ethics Committee shall investigate potential disciplinary matters involving members and arrange for presentation of the case before the Joint Trial Board where the Committee finds prima facie evidence of infractions of the Bylaws or of the Code of Professional Conduct. The Committee shall interpret the Code of Professional Conduct, review AICPA proposed amendments, and perform such other duties as the ~~Executive Board~~ Board of Directors may prescribe.

SECTION AB – GROUNDS

A Member or Affiliate Non-CPA Member is subject to expulsion or suspension, or other disciplinary action, as may be determined by the Joint Trial Board for Members and the ~~Executive Board~~ Board of Directors for Affiliate Non-CPA Members, if the Member or Affiliate Non-CPA Member does any of the following:

- a. Fails to comply with the practice-monitoring or continuing education requirements established by the American Institute of Certified Public Accountants (“AICPA”), the Society, or the State of Ohio.
- b. Refuses or neglects to give effect to any decision of the ~~Executive Board~~ Board of Directors.
- c. Infringes any of the Bylaws or any provision of the Code of Professional Conduct.
- d. Is declared in a final judgment by a court of competent jurisdiction to have committed fraud.
- e. Is held by the Joint Trial Board or the ~~Executive Board~~ Board of Directors to have been guilty of an act discreditable to the profession.
- f. Is declared by any competent court to be insane or otherwise incompetent.
- g. Fails to cooperate with the Professional Ethics Committee in any disciplinary investigation involving the Member or Affiliate Non-CPA Member, a co-owner, or an employee by failing within thirty (30) days of posting of notice by registered mail pre-paid to the Member or Affiliate Non-CPA Member at the last known address shown on the books of the Society, to (i) make a substantive response to interrogatories or a request for documents, or (ii) comply with the educational remedial or corrective action determined to be necessary by the Professional Ethics Committee.
- h. Is subject to disciplinary action without a hearing in accordance with Article VII ~~BC~~.

SECTION BC – DISCIPLINARY ACTION WITHOUT A HEARING

Membership in the Society shall be terminated without hearing in the event there is a final judgment of conviction imposed by any U.S. state, district or territory, or federal jurisdiction upon any Member for (i) a crime defined as a felony (or its equivalent) under the law of the convicting jurisdiction, (ii) willful failure to file any income tax return which a Member or Affiliate Non-CPA Member, as an individual

taxpayer, is required by law to file, (iii) the filing of a false or fraudulent income tax return on behalf of the Member or ~~Affiliate~~Non-CPA Member or a client, or (iv) the willful aiding in the preparation and presentation of a false or fraudulent income tax return or financial statement of a client.

Membership in the Society shall be suspended or terminated without hearing pursuant to guidelines established by the Professional Ethics Committee and approved by the ~~Executive Board~~Board of Directors in the event:

a) A Member's certificate as a Certified Public Accountant, or license or permit to practice as such or to practice public accounting is suspended, revoked, restricted, withdrawn, surrendered, or canceled as a disciplinary measure by

I. any Board of Accountancy of any U.S. state, district territory or jurisdiction, or

II. U.S. governmental authority or other organization granted authority by statute or regulation to regulate accountants, but such suspension of membership in the Society shall terminate upon reinstatement of the certificate, license, or permit.

b) A Member or ~~Affiliate~~Non-CPA Member is temporarily, permanently or indefinitely barred, suspended, prohibited or restricted by an approved governmental agency or organization from

I. practicing before it or another governmental agency, or

II. serving as a director, officer or trustee of any entity, but such suspension of membership shall terminate upon such agency's or organization's termination of the suspension, prohibition or restriction.

c) A Member or ~~Affiliate~~Non-CPA Member is subjected to any other sanction or disciplinary measure by governmental authority or other organization approved by the Society and granted authority by statute or regulation to regulate accountants. The Professional Ethics Committee and the ~~Executive Board~~Board of Directors may jointly approve certain government agencies and other organizations whose disciplinary actions against a Member or ~~Affiliate~~Non-CPA Member will permit the Society to take disciplinary action against that Member or ~~Affiliate~~Non-CPA Member without a hearing. To be eligible for approval, (a) a governmental agency must be one that has the authority to prohibit a Member or ~~Affiliate~~Non-CPA Member from either practicing before it or serving as a director, officer or trustee of an entity; and (b) an organization other than a governmental agency must be one that has been granted the authority by statute or regulation to regulate accountants.

SECTION ~~DC~~ – JOINT TRIAL BOARD

The Joint Trial Board shall be established in accordance with the subsisting agreement between the Society and the AICPA relating to Ethics enforcements. Except as provided in Article V# ~~BC~~, whenever a Member of the Society, whether or not the Member is a Member of the AICPA, shall be charged with violating these Bylaws or any Code of Professional Conduct, or shall otherwise be subject to disciplinary action pursuant to Article V# ~~AB~~, the charge shall be initiated in accordance with the terms of any then subsisting agreement between the Society and the AICPA relating to Ethics enforcement. In the further event that a hearing is required to dispose of such charge(s), the hearing shall be conducted under the terms of such agreement, the operative rules of the Joint Trial Board Division of the AICPA and the operative Joint Ethics Enforcement Procedures in effect between the Society and the AICPA.

SECTION ~~ED~~ – EFFECTIVE DATE OF DISCIPLINE

In the case of a suspension, expulsion, or other disciplinary action of or against a Member or ~~AffiliateNon-CPA Member~~ under Article V~~H~~, such suspension, expulsion or other disciplinary measure shall become automatically effective upon the expiration of thirty (30) days after the mailing or electronic transmission through the use of authorized communications equipment of a notice of such suspension, expulsion or other disciplinary measure to such Member's or ~~AffiliateNon-CPA Member~~'s last known address shown on the books of the Society.

SECTION ~~EF~~ – POSTPONEMENT OR DISMISSAL OF DISCIPLINARY ACTION

The ~~Executive Board~~Board of Directors shall permit the Joint Trial Board, with or without a hearing, to consider a timely written petition submitted by the Professional Ethics Committee, the Member, or ~~AffiliateNon-CPA Member~~ briefly stating the facts and reasons why the Member or ~~AffiliateNon-CPA Member~~ should not be disciplined pursuant to Section B or C of this Article. In the event that the ~~Executive Board~~Board of Directors receives such a written petition within thirty (30) days following the mailing of notice of expulsion, suspension, or other disciplinary action, such petition shall be referred to the Joint Trial Board for action thereon. If the petition is denied, the disciplinary action shall become effective upon such denial, notice of which shall be given to the party submitting the petition. If the petition is granted, the disciplinary action shall not become effective.

SECTION ~~FG~~ – PUBLICATION OF DISCIPLINARY ACTION

In the case of a suspension or expulsion of a Member or ~~AffiliateNon-CPA Member~~ under Article V~~H~~ ~~BC~~ or ~~CD~~, a statement of the case and notice of the final action taken shall be published in any mailing or electronic transmission through the use of authorized communications equipment to all Members in a form approved by the ~~Executive Board~~Board of Directors. All notices shall disclose the name of the Member or ~~AffiliateNon-CPA Member~~ involved and when appropriate, the terms and conditions of any settlement agreement and the nature of the violation. The Professional Ethics Committee may inform the complainant of the outcome of its investigation without regard to whether the action taken results in publication under Article V~~H~~ of the Bylaws. At any time after the publication in any mailing or electronic transmission through the use of authorized communications equipment to all the Members of a statement of the case and decision, the Joint Trial Board, with respect to a case heard by it, by a two-thirds vote of the members present and voting, may recall, rescind, or modify such expulsion or suspension, and a statement of such action shall be published in any mailing or electronic transmission through the use of authorized communications equipment to all the Members.

SECTION ~~GH~~ – ENFORCEMENT AUTHORITY

All boards, committees and other bodies of the Society are hereby empowered to carry the provisions of Article V~~H~~ into effect by action jointly and in cooperation with appropriate bodies of the AICPA under the agreement, rules and procedures in effect between the Society and the AICPA at the time of such action.

SECTION ~~HI~~ – CODE OF PROFESSIONAL CONDUCT

A Member ~~or Non-CPA Member~~ shall comply with the rules of professional ethics of the Society, which shall consist of the Code of Professional Conduct of the American Institute of CPAs (AICPA), including the interpretations contained therein, as issued by and as may be hereafter amended from time to time, except that in case of any conflict between the AICPA Code of Professional Conduct and these Bylaws, the Bylaws of the Society shall prevail. Provided, further, in the event of any conflict between the AICPA Code of Professional Conduct and any applicable Ohio law or any applicable rules or regulations of the Accountancy Board of Ohio, then such state and local law, rules, or regulations shall govern.

ARTICLE ~~VI~~

AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS

Amendments to the Articles of Incorporation or these Bylaws may be made at any time by an affirmative vote of two-thirds of the ~~Executive Board~~Board of Directors, and such amendment(s) shall be published through a Society membership publication (for example, CPA Voice or CPA Takeaways). If, after sixty (60) days, written objections are not received by the President from at least three percent (3%) of the Members eligible to vote on the first day of the current fiscal year, the amendment(s) shall be accepted and be incorporated into the Articles of Incorporation or Bylaws, as applicable. However, if the objections exceed three percent (3%) of the Members eligible to vote on the first day of the current fiscal year, then the amendment(s) shall be submitted by mail or through the use of authorized communications equipment to all the Members eligible to vote on the first day of the current fiscal year of the Society and, if approved in writing by two-thirds of those voting, the amendment(s) shall become effective. Proposals to amend the Articles of Incorporation or the Bylaws of the Society may also be originated: (a) by a committee appointed for such purpose, or (b) by a written submission to the President of a notice of proposed amendments signed by at least three percent (3%) of the Members eligible to vote on the first day of the current fiscal year, such notice being required to be received by the President prior to sixty (60) days before a meeting of the Society. Under subsections (a) and (b) of this Section, proposed amendments shall be presented for a vote of the Members entitled to vote at, and shall be included in the notices for, the Annual Meeting (45 days under Article II J) or any special meeting (10 days under Article II K). If such amendments presented are approved by a two-thirds affirmative vote of the Members present at such meeting, the proposed amendments shall become effective. Further, by consent of the majority of the Members present at a meeting, any new proposed amendments that are made by Members present in person at such meeting and not previously noticed to the Members, shall be presented for a vote at such meeting. If such floor amendments presented are approved by a two-thirds affirmative vote of the Members present at such meeting, the proposed amendments shall then be submitted by mail or through the use of authorized communications equipment to all Members eligible to vote on the first day of the current fiscal year. If then approved in writing by two-thirds of the Members voting by mail or through the use of authorized communications equipment, the amendments shall become effective. Any required mail balloting shall be conducted in accordance with the procedures described in Article ~~IX~~VII B.

ARTICLE ~~XVII~~
MISCELLANEOUS

SECTION A – FISCAL YEAR

The fiscal year of the Society shall begin on the 1st day of May and end on the 30th day of the following April.

SECTION B – MAIL BALLOTING PROCEDURE

When mail ballots of the Members are required, an official printed serially numbered ballot describing the matter(s) to be voted upon shall be mailed to each Member entitled to vote. The ~~Executive Board~~Board of Directors shall provide tellers who shall count the ballots and report the results of the balloting to the Chair of the Board within twenty (20) days after the close of balloting. Balloting shall be closed forty-five (45) days after the mailing of the ballots to the Members, or such shorter period as the ~~Executive Board~~Board of Directors may determine and announce in a written notice to all Members at or before the time ballots are mailed. Ballots determined to be valid shall be counted only if received by the close of balloting. A record of the serial numbers of ballots shall be made available to the tellers. However, no record shall be made as to which serially numbered ballot was mailed to each member.

SECTION C – FINANCIAL STATEMENTS

The financial statements of the Society shall be maintained in accordance with generally accepted accounting principles and audited annually by a Certified Public Accountant or firm of Certified Public Accountants that is qualified to use the designation “Members of The Ohio Society of Certified Public Accountants.”

SECTION D – INDEMNIFICATION

Every ~~Executive Board~~Board of Directors member, officer, employee, agent or volunteer of the Society shall be indemnified by this Society to the fullest extent allowable under Chapter 1702 of the Ohio Revised Code, as amended from time to time, against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an ~~Executive Board~~Board of Directors member, officer, employee, agent or volunteer of the Society, or any settlement thereof, without regard to whether they are an ~~Executive Board~~Board of Directors member, officer, employee, agent or volunteer of the Society at the time such expenses are incurred, except in such cases of gross negligence or willful misfeasance or malfeasance. The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested ~~Executive Board~~Board of Directors members of the Society, or otherwise.

SECTION E – SEALS, TRADEMARKS, OTHER INTELLECTUAL PROPERTY

The Society shall have the sole right to adopt and control completely the use of its corporate seal, and

such other seals, logos, trademarks, or other indicia or intellectual property as it may deem suitable and appropriate. The ~~Executive Board~~Board of Directors may approve the use, and the terms and conditions of that use, of the name, seals, logos, trademarks, or other indicia or intellectual property of the Society by Members or ~~Affiliates~~Non-CPA Members.

SECTION F – ROBERT’S RULES OF ORDER

The rules of parliamentary procedure contained in the current edition of Robert’s Rules of Order shall govern all meetings of the Members and of the ~~Executive Board~~Board of Directors.

SECTION G – BYLAWS CONVENTIONS

Whenever the singular number is used in these Bylaws, and when required by the context, the singular shall include the plural, and vice versa. These Bylaws shall constitute the Society’s Code of Regulations within the meaning of Ohio Revised Code § 1702.11, as it may be amended from time to time.