

MSATP ByLaws

Article I NAME

The name of the organization shall be The Maryland Society of Accounting and Tax Professionals, Inc. (the "Society")

Article II OBJECTIVE

The purpose of the Maryland Society of Accounting and Tax Professionals, Inc. is set out in its Articles of Incorporation and the organizations Administrative Policy and Procedures manual.

Article III MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. Membership of this Society shall consist of at least seven classes: Principal, Associate Member, Educator, Student, Life, Honorary and Retired.

A. PRINCIPAL: A person who meets all of the following criteria:

1. Must be an accountant, tax practitioner, bookkeeper or other relevant professional.
2. Must be actively engaged in the practice of his/her respective profession as an owner, partner, or principal.
3. Must offer services to the public.
4. Must have at least two years' experience in public practice

OR

Be licensed by a government agency to perform accounting or tax services, or be Accredited by the Accreditation Council for Accountancy and Taxation.

B. ASSOCIATE MEMBER: Accountants, tax practitioners, or bookkeepers actively engaged in the practice of their respective profession as owners, partners or principals who do not meet the other criteria to be classified as a Principal.

OR

Individuals employed as accountants, tax practitioners, bookkeepers or other relevant professionals actively engaged in the practice of their respective profession as owners, partners, or principals who do not meet the other criteria to be classified as a Principal. OR

Individuals employed as accountants, tax practitioners, bookkeepers, or other relevant professionals in any area of business, industry, or government, and all other individuals concerned with the furtherance of the rights of accountants, licensed and unlicensed, to practice their profession in the State of Maryland.

C. EDUCATOR: Faculty and administrators of State approved colleges or universities, or community colleges.

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- D. STUDENT: Accounting, tax, or business students enrolled full time in a program leading to a degree or certificate.
- E. LIFE: Life membership may be conferred by recommendation of the Board of Directors and a majority vote of members present and voting at the Annual or Special meeting of the Society upon those members who have been members for at least five years. No dues shall be assessed Life Members nor may they hold elective office.
- F. HONORARY: Honorary membership may be conferred by vote of the Board of Directors. The recipients may or may not be members of the Society. No dues will be assessed Honorary Members.
- G. RETIRED: Persons who meet the following criteria:
 - 1. Members who are no longer engaged in practice as an owner, partner, or principal and are not engaged full-time as an accountant, tax practitioner, bookkeeper or other relevant professional.
 - 2. A member classified as Retired may take up to 24 hours of Continuing Professional Education (CPE) at the member rate. If the individual wishes to take additional CPE s/he will be charged the non-member rate.

SECTION 2. ELECTION OF MEMBERS. Any person interested in becoming a member of the Society shall submit a written or electronic Society-approved application to the Society.

SECTION 3. TERMINATION AND REINSTATEMENT OF MEMBERSHIP. The Board of Directors, after a termination inquiry and by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause. A termination inquiry must afford all interested members an opportunity to fully express their views on the member whose suspension or expulsion is being considered.

Members expelled for cause may reapply for membership in a subsequent fiscal year, but after approval of the Membership Committee, such application will require an affirmative vote of two-thirds of all members of the Board of Directors.

Failure to pay dues within 90 days after the due date shall be cause for termination without inquiry.

SECTION 4. RESIGNATION. A member may resign by filing a written resignation with any officer, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges accrued and unpaid.

SECTION 5. TRANSFER OF MEMBERSHIP. Membership in this Society is not transferable or assignable.

Article IV DUES

SECTION 1. AMOUNT OF DUES. For all classes of membership, dues shall be due and payable on the 1st day of the fiscal year (beginning each July 1st and ending each June 30.) The Board of Directors is responsible for establishing the dues amount for each class no later than 30 days prior to the beginning of the fiscal year.

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SECTION 2. DUES PERIOD. Annual dues of a new member shall be prorated at the discretion of the Board of Directors.

SECTION 3. ASSESSMENTS. Special assessments in the fiscal aggregate not to exceed the last established annual dues per member classification may be levied by the Board of Directors as are necessary to carry out the activities of the Society.

Article V MEETINGS OF THE MEMBERSHIP

SECTION 1. ANNUAL MEETING. The Society shall hold an annual meeting of the members for the purpose of electing officers, Delegates-At-Large. The meeting shall be at a place and time specified by the Board of Directors, but within 60 days prior to June 30th. Other Society business may be conducted at this annual meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the membership shall be held as decided by a majority vote of the Board of Directors or upon written petition to the Board of Directors by ten percent of the voting members (defined under Article VII, Section 3, Item D) of the Society. Such meeting shall have at least fourteen days prior written notice. The notice shall state the purpose of the meeting and the time and place as determined by the Board of Directors. In no case shall the meeting be held later than thirty days after such petition or vote.

SECTION 3. RULES GOVERNING MEETINGS. All meetings shall be conducted in accordance with Roberts Rules of Order.

Article VI BOARD

SECTION 1. The Board of Directors shall consist of the following members of the Society:

OFFICERS
President
First Vice President
Second Vice President
Secretary
Treasurer

DELEGATES
Five (5) Delegates
Immediate Past President
Board of Trustees Delegate

SECTION 2. The Board of Directors shall be the governing body of the Society. It shall be charged with the responsibility of establishing the policies of the Society. It shall authorize the expenditure of Society funds. The President shall chair all meetings of the Board of Directors.

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SECTION 3. The Board of Directors shall have full power to do all things necessary and proper to carry out the provisions of the Articles of Incorporation and the Society's Bylaws; to protect the rights and interests of the Society; to promote the common welfare of its members; and, to add classes of membership.

SECTION 4. The Board of Directors, subject to the provisions pertaining to any particular gift, devise or bequest, shall have the full right, power, and authority to invest and to reinvest all funds as shall constitute legal investments for trust funds under the laws of the State of Maryland.

SECTION 5. The Board of Directors shall meet at least six times during the fiscal year. Special meetings may be called at any time by the President or by majority of the Board.

SECTION 6. It shall be the duty of the Secretary to send a written notice of any regular or special meetings of the Board of Directors to all members of the Board at least fifteen days prior to any meeting.

SECTION 7. At least fifty-one percent (51%) of the members of the Board of Directors must be present to constitute a quorum at all regular and special meetings.

SECTION 8. The Board of Trustees shall consist of all past presidents with current membership standing in the Society, excluding the immediate past president. The Board of Trustees shall annually select its delegate to the Board of Directors. The Board of Trustees shall serve in an advisory and consulting capacity to the Board of Directors and shall communicate through its delegate.

SECTION 9. Only individuals classified in the "Principal" category may serve as officers of the Society.

SECTION 10. With the exception of the Board of Trustees Delegate, the five other delegate positions on the Board shall consist of a minimum of three individuals from the principal classification and a maximum of two individuals from the associate member classification.

SECTION 11. The Executive Director shall be selected by a majority of the Board of Directors. The Board shall contract with the Executive Director for a period of three years, subject to an annual review.

Article VII

OFFICERS, DELEGATES, EXECUTIVE DIRECTOR, AND ELECTIONS

SECTION 1. The officers of the Society shall consist of the following:

President
First Vice President
Second Vice President
Secretary
Treasurer

SECTION 2. POWERS AND DUTIES

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- A. The President shall be the chief executive officer of the Society. He/She shall be an ex-officio member of all committees. Except where the Bylaws provide otherwise, he/she shall appoint members to all standing committees and appoint any special committee he/she may deem advisable. He/ she shall make reports to the Board of Directors on the progress of the Society. He/She shall not serve more than two (2) consecutive elected terms in office.
- B. The First Vice President shall have such powers and shall perform such duties as are or shall be prescribed by the Bylaws, the Board of Directors, and the President. In the case of the inability of the President to perform his/her duties or in his/her absence from any meeting where his/her presence would be required, the First Vice President shall perform the duties of the President. If the office of the President becomes vacant, the First Vice President shall become President of the Society for the unexpired term.
- B. The Second Vice President shall have the powers and shall perform such duties as are or shall be prescribed by the Bylaws, the Board of Directors or the President. In the case of the inability of the First Vice President to perform his/her duties, the Second Vice President shall perform the duties of the First Vice President for the duration of his/her disability.
- C. The Secretary shall attest to all deeds, leases, conveyances, contracts, and such other papers as are required to be executed by the Society; affix the seal of the Society thereto; keep a record of the minutes; keep books, papers, records, documents; and keep the seal belonging to the Society.
- D. The Treasurer shall keep all financial records as otherwise provided herein; shall be given a copy of all papers concerning the finances of the Society; and shall make a report of the financial condition of the Society at each meeting of the membership. The Board of Directors will establish the procedure for disbursement of Society funds and signatory authority. The Treasurer shall be responsible for seeing that all quarterly and annual tax returns are timely filed.
- E. Except as provided in Section (B) and (C) above, vacancies in any office occurring between elections shall be filled by the individual selected by the Board of Directors at a special meeting. A two-thirds majority of all the Board of Directors shall be required to elect a person to fill a vacancy.
- F. The officers shall have such powers and shall perform such duties as may from time to time be specified in these Bylaws or other directions of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit organizations having the same or similar general purposes and objectives as this organization.
- G. No person may hold two or more elective offices of the Society at the same time.
- H. The Executive Director shall maintain an office for the Society and perform all necessary work related thereto. Additionally, the Executive Director shall perform those services assigned by the

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Officers and the Board of Directors. The Executive Director, or his/her designee, shall attend all regularly scheduled board meetings and report on administrative matters.

- I. No more than one member of any firm or immediate family may serve on the Board of Directors at the same time.

SECTION 3. ELECTIONS

- A. The term of office for all elected officers and delegates, except Treasurer, will be for one year beginning July 1st and ending June 30th. The term of office for Treasurer will be for two years beginning with July 1st of each odd numbered year and ending with June 30th of the subsequent odd numbered year.
- B. Prior to July 1st of each year the President shall appoint a Nominations Committee of seven members, four of whom shall be members of the Board of Trustees. The committee shall establish minimum requirements for service to the Board; said requirements to be approved by the Board of Directors. The committee shall actively seek candidates for positions on the Board of Directors and make available to all members an application to present themselves as a candidate for a specific position. Such application shall be delivered to the membership no later than September 30th. Responding members must return their completed application by October 31st, make themselves available for an interview during the months of November and December and submit a resume and photograph for publication. Members approved through the interview process and meeting the minimum requirements for office shall have their names, photographs and resumes posted in the Society Newsletter and on the Society website as candidates for the specific positions applied for. In the event that a candidate possessing minimum requirements cannot be recruited, said requirements may be waived by the Nominations Committee with the approval of the Board. The official ballot shall be mailed no later than three weeks before the Annual Meeting and shall contain the candidate's names, positions sought and a reference as to where the resumes and photographs of each can be found. Members will vote by delivering or mailing their marked ballot in such a manner as to be in the hands of the Chairman of the Nominations Committee, or his/ her appointee(s), no later than five days before the Annual Meeting. The Board of Directors will establish procedures for maintaining complete secrecy of all balloting and for the disqualification of all ballots submitted by those members not entitled to vote.

Four (4) members of the Nominations Committee must be present to constitute a quorum for conducting meetings and Candidate Interviews.

- C. All votes will be counted at the Annual Meeting in accordance with the procedure established by the Board of Directors as provided in Article VII, Section 3, Paragraph (B).
- D. Only the classification of principal, life, and retired members are entitled to vote.

Article VIII COMMITTEES

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SECTION 1. Except as otherwise herein provided, the President shall appoint the following standing committees:

Assistance	Education & Professional
Awards	Studies Finance
Bylaws	Leadership/Long Range
Committee on Professional Regulations	Planning Membership/
Convention/Annual Meeting	Marketing Nominations

From the Committee members thus selected, the President shall designate a Chairperson for each committee.

The ASSISTANCE Committee shall establish procedures by which the Society will give assistance or guidance to a member who has become unable to maintain their practice because of disability and to the survivors of a deceased member.

The AWARDS Committee is responsible for selecting the recipients of the annual meritorious service awards.

The BYLAWS Committee shall make an annual review of the Bylaws of the Society and recommend to the Board of Directors any amendments they deem necessary. It shall also be the responsibility of the committee to process the amendments submitted by the general membership in accordance with Article IX.

The COMMITTEE on PROFESSIONAL REGULATIONS is charged with monitoring the State and Federal legislatures for any changes in professional regulations, as well as oversight of all accounting and regulatory matters. In addition, the committee will be responsible for meeting regularly with the various taxing authorities in order to keep the members apprised of any law changes or pending changes.

The CONVENTION/ANNUAL MEETING Committee shall arrange the details and program of the Annual Meeting at the time and place designated by the Board of Directors and shall furnish the Secretary with a copy of the program in time to include it in the notice of the Annual Meeting.

The EDUCATION and PROFESSIONAL STUDIES Committee shall observe and consider the developments and practical working of new methods and techniques in the accounting field and shall endeavor to bring them to the attention of the members of the Society by means of reports, lectures and educational institutes conducted in connection with the membership meetings, and through articles published in the official publication of the Society.

The FINANCE Committee will include the President, First Vice President, Second Vice President, Treasurer, Secretary and two additional members appointed by the President. This Committee will be responsible for making recommendations to the Board for the investing of funds and the maintenance of the accounting system.

The LONG RANGE PLANNING/LEADERSHIP Committee will consist of members appointed by the President. The Committee will be responsible for preparing a long-range plan for presentation to the Board.

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The MEMBERSHIP/MARKETING Committee shall consider all applications for membership that are referred to it in accordance with these Bylaws. The Committee shall also work with the Officers, Board of Directors, and other appropriate committees to promote and encourage qualified members of the accounting and related professions to become members of the Society. In addition, the Committee shall establish and promote an appropriate relationship between the public at large and the members of the Society, and shall recommend to the Board of Directors policies that will improve this relationship. To accomplish this, the committee will disseminate articles and news to the public explaining the aims, purposes, and accomplishments of the Society and its members.

The NOMINATIONS Committee shall convey to the membership annually the procedure to become a candidate for an elected office. The committee shall interview the candidates and submit their nominations for elected office to the Board of Directors.

Article IX AMENDMENTS

SECTION 1. Recommendations of changes, additions or deletions may be made by the Bylaws Committee as a result of their annual review, upon request by the Board of Directors, or by the submission of a proposed amendment to the committee by any member. Each recommendation is to be submitted to the Board of Directors with an accompanying explanation as to its purpose and/or reason. The Board shall consider the submitted amendments, and shall cause those amendments it has approved by an affirmative vote of two-thirds of the members of the Board, to be placed on the ballot of the next annual meeting.

SECTION 2. Any twenty-five members, acting in harmony, may submit written amendments for consideration by the general membership. Written amendments must be made to the Bylaws committee at least ninety days prior to the Annual Meeting. The Bylaws committee will cause those amendments to be placed on the ballot for membership consideration by submitting them to the nominating committee sixty days prior to the Annual Meeting.

SECTION 3. During the Annual Convention, the ballots shall be counted and the votes for each amendment shall be recorded. Any amendment receiving an affirmative vote totaling at least two-thirds of the ballots cast shall become an amendment to these Bylaws.

SECTION 4. Notwithstanding any provision in this Article IX to the contrary, the affirmative consent of at least 80% of the votes cast shall be required to amend Article I of these Bylaws.

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AIMS AND PURPOSES Addendum "A" By-Laws

- To emphasize and perpetuate the prestige and status of the public accounting profession as well as other related professions.
- To promote and protect the interest of accountants and other business and financial professionals in public practice.
- To cultivate a spirit of professional cooperation among the members.
- To establish a respected public image of the accountant and other business and financial professionals in public practice.
- To encourage professional levels of competence, character and integrity.
- To promote the highest standards of ethical conduct among the members.
- To seek the enactment of laws and the correction or modification of existing laws in the interest of the professions and the general public; including the right of the licensed accountant to render opinions on audited financial statements; and the right of other accountants in public practice to perform all other accounting and related functions for their clients without limitations; and the right of other business and financial professionals such as tax practitioners and financial planners to perform those functions essential to the proper performance of their professions.
- To develop and distribute educational material in order to increase the knowledge and efficiency of the members to the end that the clients they serve and the general community may profit.

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- To direct the members' attention to some of the significant developments in tax, financial and business laws, regulations and court decisions, through bulletins, newsletters and other publications.
- To encourage the participation by individual members in public practice in worthwhile civic activities.
- To combat discrimination against members in public practice wherever and under whatever conditions and circumstances such inimical practices may appear.
- To represent the member in public practice on the state and federal level to government and its agencies.
- To encourage and assist members in public practice in the application of efficient management methods for the profitable conduct of their practice.