

WYOMING SOCIETY OF  
CERTIFIED PUBLIC ACCOUNTANTS  
BY-LAWS

Revised 4/22/22

**ARTICLE I - GENERAL**

**Section 1. NAME.**

The name of this non-profit corporation is The Wyoming Society of Certified Public Accountants, hereinafter called the Society.

of the Wyoming Board of Certified Public Accountants, or under the authority of any similar Board of any other U.S. jurisdiction shall be eligible for membership in this Society in the manner set forth in Section 3 of this article.

**Section 2. NATURE.**

This corporation shall operate for all purposes as a mutual benefit, non-profit corporation pursuant to the Wyoming Nonprofit Corporation Act (W.S. 17-19-101 et seq.) and as further defined in W.S. 17-19-1804(a)(v).

- (I) RESIDENT: Any person whose principal place of business, employment or residence is located within the State of Wyoming.
- (II) NON-RESIDENT: Any person whose principal place of business, employment or residence is outside the State of Wyoming and is not retired shall be eligible for membership in this Society in the manner set forth in Section 3 of this article.
- (III) CPA RETIRED: Anyone 55 or older and who leaves accounting related activities.
- (IV) CPA INACTIVE: A certificate holder who has not lost the right to active status, who annually certifies he/she is not actively engaged in the practice of public accounting in Wyoming, and who does not qualify for retired status.

**Section 3. OBJECTIVES.**

The Society is established to unite the Certified Public Accountants within the State of Wyoming; to promote and maintain professional and moral standards within its profession; to safeguard and advance the interests of all Certified Public Accountants; to develop, improve and further accountancy education; and to encourage cordial relations and the free exchange of views, information and ideas to the betterment of the profession and the ultimate interest of the public within the State of Wyoming.

**Section 4. GENDER REFERENCE**

Masculine/singular terms, when used in these bylaws, shall also include the feminine/plural.

**ARTICLE II – MEMBERSHIP**

**Section 1. –MEMBERSHIP**

The membership of the Society shall consist of three (3) categories: CPA, Non-CPA and Honorary.

**B. NON-CPA**

Non-CPAs shall not hold voting privileges as specified under Article IV, Section 4.

**Section 2. MEMBERSHIP CATEGORIES**

**A. CPA**

Any person who holds a certificate as a Certified Public Accountant duly issued and under authority

- (I) ASSOCIATE: Any person who:
  - a) Is waiting to fulfill the experience requirements for obtaining a certificate issued by the Wyoming Board of Certified Public Accountant, or

- b) has passed one section of the uniform CPA examination and who maintains an unexpired credit for such examination section

(II) RELATED PROFESSIONAL: Any person whose principal place of business, employment or residence is located within the State of Wyoming who:

- a) Is an owner of a CPA firm or professional employed by a CPA firm;
- b) Is a corporate finance professional working for a CPA;
- c) Is a full-time accounting educator;
- d) Is a Chartered Global Management Accountant.

(III) STUDENT: Any person who:

- a) Is an undergraduate or graduate student enrolled and studying accounting in an accredited college or university in Wyoming.

### C. HONORARY

Honorary members shall be such persons who, on account of their active interest in the promotion of the objectives of the profession and the Wyoming Society of CPAs, are admitted to membership by a majority vote of the Board of Trustees of the Society. These members need not be certified public accountants to be named to honorary membership.

Honorary members shall not hold voting privileges under Article IV, Section 4.

### Section 3. DETERMINATION OF CLASSIFICATION

All members will be classified upon acceptance of application and annually upon renewal.

### Section 4. ENTRANCE PROCEDURE.

A. Any person who possesses the qualifications required by Section 2 of this Article and who desires

to become a member of this Society shall submit his application for membership to the Secretary and/or their designee, in writing and in such form as shall have been approved and adopted by the Board of Trustees, together with the appropriate entrance fee.

When the Secretary finds the application to be in prescribed form and indicates that the applicant meets the qualifications set forth in Section 2 above, the Secretary and/or their designee, shall notify the applicant of his acceptance and inform all Society members of the acceptance of such application.

When an applicant for membership is fully qualified and has paid his dues for the remainder of the Society's fiscal year, he should thereupon be given a certificate of membership which should be promptly surrendered to the Society in the event his membership ceases, for any reason whatsoever.

The applicant will be required to abide by the bylaws of the Society, in such form as is dictated by the Board of Trustees.

## ARTICLE III--SUSPENSION, EXPULSION, FORFEITURE, REINSTATEMENT, RESIGNATIONS

### Section I. FORFEITURE/SUSPENSION

- A. Any member whose dues are not paid by May 15 of each year shall be so notified by the Secretary and, if he fails to pay his dues on or before June 15 of that year, he is not in good standing and shall be contacted requesting payment of the delinquent dues. If after one month from the date of the request, the dues are still unpaid, the delinquent member shall forfeit membership, and notice to that effect shall be sent to the member.
- B. A member who is indebted to the Society for goods or services for a period of time in excess of 60 days is not in good standing and shall be notified in writing and requested to pay the amount in arrears. If the arrearage is not paid within the following 30-day period, then membership shall be suspended and the member notified accordingly, unless other arrangements satisfactory to the Board of Trustees are made.

C. Should any member forfeit his certificate as a Certified Public Accountant for any cause, his status as a CPA member in the Society shall also

be forfeit. If applicable, his current membership may be converted to a Non-CPA membership.

## **Section 2. RESIGNATIONS**

A. member who wishes to resign from the Society shall submit a resignation in writing accompanied along with the member's membership certificate. The resignation shall be effective on the date received by the Society.

No member shall be considered to have resigned while in good standing if, at the time of resignation, the member is in debt to the Society for dues or other obligations. A member submitting a resignation within 60 days after the beginning of the fiscal year, may resign in good standing without paying dues of the fiscal year of the member's resignation, provided obligations other than dues are paid in full. There shall be no refund of dues for resignations submitted after the 60 days.

A member who resigns, forfeits, is suspended, or fails to renew his membership should return his certificate to the Society or remove it from public display and remove any representation of membership from any and all publications including websites, social media, advertisements, etc.

## **Section 3. REINSTATEMENT**

- A. A former member whose membership has been forfeited solely as a result of delinquency in dues may be reinstated as a member in good standing upon payment of (1) dues for the then current year, plus (2) reinstatement fee in the amount of past dues arrearage, if not yet paid, but such reinstatement fee shall not exceed an amount equal to the current year's annual dues, and (3) an amount equal to the current application fee.
- B. A former member whose membership has been suspended as a result of indebtedness to the Society under Section I (B) of this Article may be reinstated upon payment of the arrearages for such goods or services plus a fee not to exceed 10% of the arrearages.
- C. Prior to reinstatement, the member must qualify as a member in good standing under the other provisions of these bylaws.
- D. Any member who has been suspended for nonpayment of dues, goods or services may be reinstated at the discretion of the Secretary.

## **Section 4. UNPROFESSIONAL CONDUCT**

- A. Whenever a member of the Society, whether or not a member of the American Institute of CPAs, shall be charged with conduct considered detrimental to the interests of the Society or with violating the Code of Professional Conduct, the charge shall be initiated and processed in accordance with the procedures jointly established by the Society and the American Institute of CPAs relating to ethics enforcement (The Joint Trial Board.) Sanctions against the member will be determined by the Joint Ethics Enforcement Program (JEEP) investigation.
- B. Membership in the Society shall be suspended without a hearing when a member's certificate is suspended as a disciplinary measure by the Wyoming Board of CPAs. In the event of certificate suspension, the Society will provide written notification to the member of suspension of his membership. Such suspension of membership will be reinstated upon reinstatement of the member's certificate and receipt of any delinquent dues.
- C. Membership in the Society shall be terminated without a hearing should a member's certificate be revoked as a disciplinary measure by the Wyoming Board of CPAs.

## **Section 5. APPEALS.**

- A. Any member against whom an action has been taken under Article III may appeal to the Board of Trustees of the Society for a majority ruling, provided that he shall give the Secretary notice of his intention to do so at least 20 days prior to any Board meeting.
- B. Any member who is dissatisfied with the decision made by the Board of Trustees may further appeal that decision at any membership meeting, provided that he shall give the Secretary notice of his intention to do so at least 20 days prior to such meeting. The decision of the Board of Trustees may be overruled by a majority vote of all members present who are eligible to vote. At such meeting, the member may appear or be represented by counsel. Notice of the meeting shall be given to each member of the Society at his registered address at least 10 days prior to such meeting.

## **ARTICLE IV -- MEMBERSHIP MEETINGS**

### **Section I. ANNUAL**

The regular annual membership meeting of this Society shall be held during the 90 days following April 30 each year. At this meeting, officers and trustees shall be elected for the year immediately following the annual meeting. These meetings shall be held on such date, at such hour, and at such place as the Board of Trustees may determine and notice of such meeting shall be given to each member at least 10 days prior to such meeting.

### **Section 2. SPECIAL**

Special membership meetings of this Society may be called by the Chair or upon written request signed by any 25 members of the Society who are eligible to vote, whereupon in either case the Secretary shall notify each member of the Society at his registered address at least 10 days before the date of the meeting. Special meetings must be conducted within the state of Wyoming.

### **Section 3. QUORUM.**

Each eligible member shall be entitled to a single vote upon each matter submitted to vote at the meeting. The affirmative vote of a simple majority of the eligible voters present at the meeting shall constitute the legal act of the Society, unless the vote of a greater number is set forth in the Society bylaws.

### **Section 4. VOTING PRIVILEGES**

Any member of the Wyoming Society of CPAs holding voting privileges as defined in Article II and who is in good standing is eligible and entitled to vote.

~~N~~on-CPAs and Honorary members of the Wyoming Society of CPAs shall not hold voting privileges.

~~E~~xcept as otherwise provided by these bylaws, eligible voters must be present in person at any meeting in order to exercise their right to vote.

## **Section 5. ORDER OF BUSINESS**

The order of business at all Membership and Trustees meetings of this Society shall be as determined by the Chair, subject to motion or an appeal to a vote of those qualified to vote at the particular meeting concerned. Unless otherwise specified, Roberts Rules of Order (Revised) shall govern the proceedings of all such meetings.

## **Section 6. BALLOTING/RESOLUTIONS**

At any duly convened meeting of the members of the Society, the majority of the eligible voters present may direct that the Chair submit a resolution to the entire membership for a vote. Any resolution approved in such a ballot by more than one-half of the members voting shall be declared by the Chair a resolution by the membership and shall be binding, if consistent with these bylaws, on the Board of Trustees and all committees, boards, officers and staff of the Society. Ballots shall be valid and counted only if received within 60 days after the date of the ballot forms.

## **ARTICLE V – TRUSTEES**

### **Section I. QUALIFICATIONS AND POWERS**

- A. The governing body of this Society shall be a Board of Trustees composed of the officers, not less than four but no more than ten others to be elected by the members of the Society as provided in Section 2, and the present AICPA Council member. All Trustees must be members of the Society in good standing and residents of the State of Wyoming. The Chair of the Society shall be the Chairman of the Board of Trustees. A member shall not serve on the Board of Trustees for more than three consecutive terms unless serving by reason of being: (a) Chair-Elect, (b) Chair, (c) immediate Past-Chair, or (d) AICPA Council member.
- B. Ex-Officio Trustees, may be appointed on an annual basis by the Chairman of the Board of Trustees. Ex-Officio Trustees shall not hold voting privileges.

### **Section 2. ELECTIONS AND NOMINATIONS**

~~A~~t each regular annual membership meeting, there shall be held an election of Trustees as hereinafter provided.

All elections of the Trustees shall be by a majority of the votes cast by those eligible voters present in person.

C. Nominations for Trustees except for the Ex-Officio Trustees and the AICPA Council member, who shall be chosen in accordance with Article XVI, Section 2 of these bylaws, shall be made by a committee of not less than five members of the Society. No more than two members shall be from the Board of Trustees. There shall be at least one non-public member represented on the nominating committee. The Board of Trustees will announce the nominating committee at the annual business meeting. The immediate Past-Chair shall serve on the nominating committee and shall call its first meeting. Upon the first meeting of the nominating committee, the members of said committee shall select a chairman. The secretary shall announce to the membership the taking of nominations no less than 90 days prior to the date of election. Any member in good standing may make recommendations to the nominating committee at this time.

The names of nominees selected by the nominating committee shall be distributed to all members by the secretary, not less than 20 days prior to the date of election. Nominations may also be made from the floor at the Annual Business Meeting.

### **Section 3. TERMS, VACANCIES, REMOVAL**

Terms of non-officer trustees shall be for a period of two years, or until successors have been chosen and qualified. Terms of office shall be staggered. The Board of Trustees shall establish appropriate transitional rules to accomplish the change in the terms of office of the trustees. The AICPA Council member shall serve during his tenure on Council.

B. Officers shall hold office for one year.

Any vacancy on the Board of Trustees, including officers, which may occur between annual meetings, shall be filled by the Board. The person so appointed shall hold the office until the next annual meeting.

Any trustee may be removed by two-thirds affirmative vote of the eligible voters present at a regular or special meeting, the call for which contained a notice of intent to consider such removal.

### **Section 4. DUTIES**

- A. The Board of Trustees shall at all times have charge of all the funds and other property of the Society, and general control and supervision of all Society affairs, and so act as a body and not as individuals.
- B. If any elected trustee is absent from three consecutive meetings of the Board of Trustees, not being present at either the original session or any adjourned session of such meeting, his place shall automatically become vacant and the Board at its next meeting shall proceed to elect a member of the Society to fill such vacancy for the unexpired term.
- C. The Board of Trustees shall meet at the call of the Chair of the Society or upon written notice signed by a majority of the members thereof and sent by mail to each member thereof. Regular Board meetings shall be held no less often than four times a year. A majority of the members shall constitute quorum for the transaction of business.
- D. The Board of Trustees may provide for the selection of a Chief Executive Officer and such other employees for the Society, who may be paid such compensation as the Trustees may determine. The Board of Trustees may delegate such duties, with the authority to execute them, as they determine necessary for the expeditious administration of the Society affairs to said Chief Executive Officer.
- E. A member shall be appointed annually by the Board of Trustees to perform an audit, review, or compilation of the Society's financial statements. The level of service and compensation for the service shall be determined by the Board of Trustees.

## **ARTICLE VI – OFFICERS**

### **Section I. NUMBERS AND QUALIFICATIONS**

- A. The officers of the Society shall be a Chair; a Vice-Chair; Immediate Past-Chair; a Treasurer and a Secretary. The Secretary shall be the Chief Executive Officer but shall not have voting privileges accorded to members of the Society.

### **Section 2. ELECTIONS AND NOMINATIONS**

Nominations of candidates for positions as Officers, with exception of the Secretary, shall be made by a committee consisting of the Executive Committee of the Board of Trustees and two

members of the society at large. The officer nominating committee shall recommend a member of the Board of Trustees to the office of Treasurer, as well as provide support for or against the nomination of the current Treasurer to the office of Vice-Chair, the Vice-Chair to the office of Chair and the Chair to the office of Immediate Past-Chair. This nomination committee shall present their slate of nominees to the Board of Trustees at its January meeting. The Board of Trustees shall approve the nominees to be presented for vote of the membership at the Annual Membership meeting.

### **Section 3. DUTIES OF OFFICERS**

#### **A. Chair.**

It shall be the duty of the Chair (1) to preside at all meetings of the Society and the Board of Trustees; (2) to enforce and uphold the By-Laws of this Society; and (3) to act, ex-officio, as a member of all committees; and (4) to perform any and all other duties usually pertaining to his office.

#### **B. Vice-Chair.**

It shall be the duty of the Vice-Chair/Chair-Elect (1) to preside at all meetings in the absence of the Chair and in the event of the Chair's disability, he shall assume all duties of the Chair's office; (2) in case both the Chair and Vice-Chair are unable to perform the duties of the Chair, the Board of Trustees shall choose by a majority vote, one of its members to perform such duties until said Chair or Vice-Chair again assumes office or until the duly elected successors assume their duties.

#### **C. Treasurer.**

The duties of the Treasurer shall be (1) to attend to, or supervise, the collection of all dues, fees and other amounts owing the Society; (2) to maintain suitable financial records for the Society including records of all income, expenditures, and all property owned by the Society; (3) to keep a record of all fees and membership dues as these items relate to the individual members; and (4) to keep funds in his charge as Treasurer on deposit in such financial institutions as may be approved by the Board of Trustees.

#### **D. Secretary.**

It shall be the responsibility of the Secretary and/or their designee to keep complete and full minutes of

the meetings, both of the Society and the Board of Trustees and such other duties as the Board of Trustees may direct and such as usually appertain to the office of Secretary. This position shall be held by the Chief Executive Officer and is a non-voting position.

#### **E. Immediate Past-Chair**

It shall be the duties of the Immediate Past-Chair to represent the Board of Trustees by serving on the Board of the Wyoming Society of Certified Public Accountants Education Fund and to preside over the first meeting of the trustee nominating committee.

## **ARTICLE VII – COMMITTEES**

### **Section 1. COMMITTEES**

- A. The Executive Committee of the Board of Trustees shall consist of the Chair, Chair-Elect, Treasurer and Immediate Past Chair. This committee shall be responsible for the oversight of the day-to-day operations of the Society
- B. The Board shall have the power to create committees of the Society; to define, limit, or enlarge their functions; to fix the size of their membership; and to abolish any such committee.

C. The Chair of the Society shall appoint the chairman and members of each committee of the Society, with the exception of the nomination committees as provided in Articles V and VI. A committee member shall serve until the close of the fiscal year for which the member is appointed unless a committee shall be abolished or unless the member is removed from such committee, or unless the member's membership with the Society shall be suspended or terminated.

After consultation with the committee chairman, committee members who are not effectively participating in committee activities may be removed at the discretion of the committee chairman, subject to approval by the Chair of the Society.

E. Each chairman shall submit to the Board a report of the activities of the committee at each regularly scheduled Board meeting, or in the event of the abolition of the committee, upon such abolition. No committee report, whether interim, annual or final

shall be published or circulated without the consent of the Board.

## **ARTICLE VIII -- DUES AND ASSESSMENTS**

### **Section I. DUES.**

- A. The annual dues and application fees shall be determined annually by a majority vote of the Board of Trustees in accordance with such classifications as are deemed appropriate, and may require dues of a different amount of each class so created. Dues shall be payable in advance for each fiscal year of the Society or in such other manner as the Board shall prescribe. Dues for new members shall be apportioned to the end of the fiscal year, in such a manner as is determined by the Board of Trustees. In the event of termination of membership in the Society prior to the end of its fiscal year, no refund of any pro-rated amount will be made.
- B. The Board may cancel the dues or indebtedness of a member or excuse a member from future dues or indebtedness in any case that, in the judgment of the Board, is appropriate.

### **Section 2. ASSESSMENTS.**

An assessment may be levied upon the members by the Board of Trustees, by a majority vote of the Board of Trustees. Reason for the assessment shall be distributed to the membership.

## **ARTICLE IX -- RULES OF PROFESSIONAL ETHICS**

### **Section I. RULES OF PROFESSIONAL ETHICS**

- A. The rules of professional ethics of the Society shall consist of the Code of Professional Conduct of the American Institute of Certified Public Accountants (AICPA) as now constituted and as may be hereafter amended, except that in the case of any conflict between the Code, these bylaws, or Wyoming Statute, the bylaws, then the statutes, shall prevail.
- B. Whenever a member of the Society, whether or not the person is a member of the American Institute of CPAs, shall be charged with violating these bylaws or the society's rules of professional ethics, the said charge shall be initiated and conducted in accordance with the terms of Article III, Section 4 of these bylaws.

## **ARTICLE X – CHAPTERS**

### **Section I. ORGANIZATION**

An application for the formation of a chapter of the Society may be made by five or more members located in a city, county or other territorial region of the state. (Special consideration may be given to an application for a chapter of less than five members in an area where it may be difficult to meet the foregoing requirement.) A chapter shall be identified with the city, county or territorial region and named "\_\_\_\_\_ Chapter of the Wyoming Society of Certified Public Accountants." The Board of Trustees, in its discretion, shall decide whether or not to authorize the formation of a chapter. Chapter membership is voluntary. The affairs of chapters shall be conducted in such manner and by such rules and regulations, including any chapter manual, so long as the rules do not conflict with these bylaws.

### **Section 2. SUSPENSION OR DISSOLUTION**

The Board of Trustees of the Society may suspend or dissolve a chapter of the Society if:

- A. Sufficient evidence cannot be provided to the Board of Trustees by the last elected officers of the Chapter that at least one meeting of the chapter pursuant to their bylaws has been held within the previous twelve months; or
- B. The current membership of the Chapter drops below five resident members. Any remaining funds and property of the chapter shall be turned over to the Board of Trustees and shall be disposed of at the discretion of the Board of Trustees, after all obligations have been met. All records, funds and property shall be forwarded to the Society office within 30 days of a formal written request to the last elected Chair of the Chapter.

### **Section 3. MEMBERSHIP**

A member of the Society residing in a Chapter area shall be restricted to membership in that Chapter area, but he may also take part in the activities of other Chapters. If a member of any Chapter shall cease to be a member of the Society, he shall at once cease to be a member of the Chapter.

### **Section 4. ORGANIZATION AND DUES**

A Chapter may provide for dues to be paid by its members to the Chapter the Society shall contribute toward the organization, support or maintenance of such Chapter at the discretion of the Board of Trustees.

## **ARTICLE XI -- INDEMNIFICATION AND INSURANCE**

### **Section I. INDEMNIFICATION**

The Board of Trustees shall have the right to indemnify any member or members for actions incurred on behalf of the Society. All decisions on indemnification and the extent of indemnification shall be determined on a case-by-case basis by a majority vote of the members of the Board of Trustees present and voting. The Board of Trustees may purchase and maintain insurance on behalf of the Board Members, officers, and any member indemnified by the Board.

## **ARTICLE XII -- AMENDMENTS TO THE BYLAWS**

### **Section I. INITIATION**

Proposed amendments to the bylaws shall be initiated by either the Board of Trustees or by a request, in the form of a petition, of 25 or more eligible voters of the Society. Properly proposed amendments to the bylaws will be submitted to the Society membership for approval.

### **Section 2. METHODS OF APPROVAL**

Any proposed amendment submitted in compliance with Section 1 of the Article shall be submitted to all eligible voters of the Society for vote by ballot within sixty (60) days from the date such amendment is proposed.

If more than one-half of those voting approve such amendment, it shall become effective as an amendment to the bylaws. Ballots shall be valid and counted only if received in the Society's principal office within 30 days from the date of submission of the ballots to the members.

### **Section 3. MEMBERSHIP REVISIONS**

The Board of Trustees has the authority to revise the membership categories and related entrance procedures set forth in Article II of these bylaws as need arises due to changes in the profession. A

revision of Article II requires a vote of two-thirds (2/3) of the members of the Board of Trustees.

## **ARTICLE XIII -- FISCAL YEAR**

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

## **ARTICLE XIV -- ANNUAL BUDGET**

As early as practicable in each fiscal year the Board of Trustees shall adopt a budget, which may be amended from time to time.

## **ARTICLE XV -- ANNUAL REPORT**

The report required by Article V Section 4 E of these bylaws on the financial statements for each fiscal year shall be presented at the Annual Meeting.

## **ARTICLE XVI-- RECOMMENDATIONS AND APPOINTMENTS**

### **Section I. WYOMING BOARD OF CPAS**

A. The nominating committee, with the consent of the Board of Trustees, shall nominate Society members for recommendation to the Governor of the State of Wyoming for appointment to the Wyoming Board of Certified Public Accountants.

B. Any member appointed to and serving on the Wyoming Board of Certified Public Accountants shall not be eligible to hold office or serve on the Board of the Society for the duration of such appointment and services. Any member holding office in the Society, appointed to the Wyoming Board of Certified Public Accountants, will be required to resign his official capacities in the Society.

### **Section 2. AICPA COUNCIL MEMBERS**

The names of the appropriate number of nominees shall be submitted, by the Board of Trustees, to the Committee of Nominations of the AICPA for any vacancy, from Wyoming, which may arise on the Council of the AICPA.

## **ARTICLE XVII -- DISSOLUTION**

### **Section 1. Process:**

Any Corporation organized under W.S. 17-19-101 through 17-19-1807 may be dissolved by resolution adopted by the affirmative vote of two-thirds (2/3) of the members at any general or special meeting called in accordance with the bylaws. Certified copies of the resolution shall be filed with the Secretary of State.