

THE BYLAWS  
OF THE  
ACCOUNTING SOCIETY AT BAYLOR

## ARTICLE I

### NAME

The name of this organization shall be the Accounting Society at Baylor, which may hereinafter be known as the "Accounting Society" or "the society."

## ARTICLE II

### PURPOSE

The purpose for which the society is formed shall be to further the educational advancement of accounting students and enrich their professional development, and specifically to:

- A. Support major exploration by introducing new students to the accounting profession;
- B. Expand awareness of professional opportunities within the accounting profession;
- C. Develop critical thinking skills through research and analysis of accounting topics;
- D. Promote professional readiness by nurturing communication and networking abilities; and
- E. Instill a spirit of service and leadership.

## ARTICLE III

### MEMBERSHIP

#### Section 1. Eligibility

Every student of Baylor University (hereinafter referred to as "the University") who meets the requirements prescribed by the Department of Student Activities for student organization participation shall be eligible for membership in the society.

#### Section 2. Admission

Whenever any eligible student shall have submitted a completed application in such form as the Executive Director may require and shall have paid any membership dues which may be due and payable, said student shall be admitted to the membership.

#### Section 3. Dues

Absent extenuating circumstances, every member shall be required to pay membership dues at such times and in such amounts as the membership shall provide. The Board of Directors shall, in its sole discretion, determine whether relief from membership dues is warranted due to extenuating circumstances.

#### Section 4. Rights and Privileges

Every member shall have the right to participate in all meetings and activities which shall be sponsored by the society, subject to the regulations of the University and reasonable limitations established by the Board of Directors or the membership. Only members in good standing may vote at membership meetings, attend social events or participate in official competitions of the society. Any member whose dues are current and who is not suspended shall be considered a member in good standing.

## Section 5. Responsibilities

Members shall be responsible for upholding the purposes and ideals of the society, complying with these Bylaws, and conforming to the highest standards of ethical conduct. Members shall also attend any events deemed necessary by the Board of Directors and meet such other expectations as may be prescribed by the Board of Directors. Any such expectations shall be subject to the control and revision of the membership.

## Section 6. Accountability

Any member who ceases to be an eligible student or who has been in arrears of dues for at least three weeks shall automatically cease to be a member. A member may also be suspended or expelled in accordance with the procedures prescribed by the membership in the Code of Ethics. A member who fails to conform to the attendance requirements and other expectations prescribed by the Board of Directors under the previous section shall be subject to such penalties as the Board of Directors may provide. An expelled member shall be ineligible for readmission without the consent of the Board of Directors or the membership.

# ARTICLE IV

## BOARD OF DIRECTORS

### Section 1. Composition

The Board of Directors shall consist of eight directors elected by the membership. The Executive Director shall be an additional nonvoting member of the Board of Directors if not elected as a director.

### Section 2. Eligibility

All directors shall be members in good standing who are leadership eligible as defined by the Department of Student Activities. Directors who are completing an internship or studying abroad during the majority of the spring semester shall vacate the position as of January 1 but may seek reelection if otherwise eligible.

### Section 3. Election

- A. Directors shall be elected by electronic ballot.
- B. All members in good standing who complete the candidate filing form at least two weeks before spring break shall be listed as nominees on the ballot. Write-in candidates shall be allowed.
- C. Each nominee shall be entitled to the publication of one candidate statement if submitted at least one week before spring break. Candidate statements shall be emailed to all members before voting begins. A candidates forum may also be held at a meeting held after the filing deadline.
- D. All members who were in good standing on Friday before spring break shall be entitled to vote in the election of directors. Voting shall commence as soon as practicable after spring break and continue for one week thereafter.
- E. Every voting member may vote for as many as eight candidates, and the candidates receiving the most votes shall be elected. Ties, if any, shall be broken by a secret ballot of the members present at the annual membership meeting.
- F. The Election Committee shall announce the results of the election as soon as possible after the close of voting. Election results shall be certified at the annual membership meeting.

#### Section 4. Term

The term of directors shall commence at the close of the first annual membership meeting held after their election and continue for approximately one year.

#### Section 5. Vacancies

When vacancies arise in the Board of Directors, the Board of Directors may fill such vacancies if a majority of all directors concur, regardless of whether those directors constitute a quorum.

#### Section 6. Meetings

The Board of Directors shall meet at least four times every semester at such time and place as the President shall appoint. Special meetings may be called by the President or any three directors. Meetings may be held by video conference when necessary. Notice of meetings shall be emailed to all directors at least forty-eight hours before the meeting is to be held unless all directors waive such notice. Four directors shall constitute a quorum to transact business.

#### Section 7. Written Consent

In lieu of a meeting, the Board of Directors may transact business by email with the consent of three fourths of all directors. Any action requiring the consent of more than a majority of directors present at a meeting may only be approved by email with the unanimous consent of all directors.

#### Section 8. Powers and Duties

The Board of Directors shall be responsible for the management and supervision of the business and affairs of the society, subject to applicable law, these Bylaws and the mandates of the membership.

## ARTICLE V

### EXECUTIVE COUNCIL

#### Section 1. Composition

The Executive Council shall consist of the Executive Director, the chairs of the operating committees and such other members as the Executive Director may appoint.

#### Section 2. Responsibility

The Executive Council shall be responsible for advising the Executive Director, coordinating the business of operating committees and making recommendations to the Board of Directors.

#### Section 3. Other

The Executive Director shall preside at all meetings of the Executive Council, which shall meet at such times as the Executive Director may provide. Meetings may be held by video conference when necessary. The Chief of Staff shall prepare minutes of meetings of the Executive Council. The minutes shall be distributed to all officers and directors of the society within one week after each meeting and made available to members on request. Except for the Executive Director, no member may simultaneously serve as a member of the Board of Directors and the Executive Council.

## ARTICLE VI

### OFFICERS

#### Section 1. Composition

The officers of the society shall consist of principal officers, staff officers and committee chairs. In addition to the duties prescribed by these Bylaws, officers shall have such duties as the parliamentary authority of the society and the mandates of the Board of Directors may provide.

#### Section 2. Eligibility

The qualifications of officers shall be the same as herein established for directors.

#### Section 3. Election of Principal Officers

As soon as practicable after the annual membership meeting, the Board of Directors shall meet and elect from amongst itself the principal officers of the society, namely a President, Vice President, Treasurer and Secretary. Principal officers shall hold their offices until the close of the next annual membership meeting unless removed by a two thirds vote of the Board of Directors. If the President vacates his office, the Vice President shall become President. If there is no Vice President or any other principal office is vacated, the Board of Directors shall elect another director to fill the vacancy at its next meeting.

#### Section 4. Duties of Principal Officers

##### A. President

1. The President shall preside at all meetings of the membership and the Board of Directors.
2. The President may, during the absence or incapacitation of an officer, designate a member who is eligible for officer service to execute the powers and duties thereof.
3. The President shall represent the society officially, oversee the strategic direction of the society and serve as an ex officio member of the Editorial Board.
4. The President shall report semiannually to the membership.

##### B. Vice President

1. During the absence or incapacitation of the President, the Vice President shall execute the powers and duties of the President.
2. The Vice President shall advise the Board of Directors on compliance with the regulations of the University and act as the risk management officer of the society.
3. The Vice President shall be the principal assistant to the President.

##### C. Treasurer

1. The Treasurer shall be the chief financial officer of the society.
2. The Treasurer shall receive all membership dues and other receipts, disburse funds as may be authorized by the Board of Directors or the Executive Director on its behalf and have custody of the bank accounts of the society.

3. The Treasurer shall present the annual budget of the society to the Board of Directors and the annual membership meeting for approval.
4. The Treasurer shall report semiannually to the membership.

#### D. Secretary

1. The Secretary shall be the chief governance officer of the society.
2. The Secretary shall preserve the records of the society, maintain the membership list and conduct the general correspondence of the society.
3. The Secretary shall prepare minutes of all business meetings of the membership and the Board of Directors. The minutes shall be distributed to all directors and officers within one week after the meeting and made available to members on request.
4. The Secretary shall ensure compliance with the reporting requirements of the society and assist the Ethics Committee with the conduct of ethics proceedings.

#### Section 5. Executive Director

- A. The Board of Directors shall appoint the Executive Director. The Executive Director shall serve during the pleasure of the Board of Directors.
- B. The Executive Director shall appoint the staff officers of the society and create additional offices as necessary, except as otherwise provided by these Bylaws or the Board of Directors. The approval of the Board of Directors shall be required for the appointment of the Editor, Controller, Director of Events and such other positions as the Board of Directors may provide.
- C. The Executive Director shall oversee the administration of day-to-day business, serve as an ex officio member of all operating committees and act as the chief executive officer of the society.
- D. The Executive Director shall report semiannually to the membership.

#### Section 6. Staff Officers

##### A. Editor

1. The Editor shall publish and distribute, at least semiannually, an accounting journal which shall be the official publication of the society.
2. The Editor shall be the chair of the Editorial Board and shall appoint Associate Editors who shall serve as members thereof. The Editorial Board shall be responsible for contributing, reviewing and editing content for the accounting journal.
3. The journal shall emphasize research and analysis of accounting topics. It shall also publish the minutes of membership meetings and the annual financial statement.

B. Controller: The Controller shall prepare quarterly and annual financial statements, ensure that the accounting records of the society are kept in accordance with accounting principles generally accepted in the United States and advise the Executive Director on internal controls.

C. Chief of Staff: The Chief of Staff shall be the principal advisor to the Executive Director.

D. Chaplain: The Chaplain shall oversee the spiritual wellbeing of the society and offer a prayer at all business meetings of the membership and the Board of Directors. The President shall appoint the Chaplain from amongst the directors of the society.

E. Director of Events: The Director of Events shall prepare a tentative event schedule at least three weeks before each semester and oversee the organization of all events and meetings of the society.

## ARTICLE VII

### MEMBERSHIP MEETINGS

#### Section 1. Annual Membership Meeting

The President shall call an annual membership meeting which shall be held on the first Tuesday in May in every year or on such other day as the Board of Directors shall appoint for the purpose of hearing reports, installing directors and transacting other business. Notice of the meeting shall be emailed to all members at least two weeks before the meeting. An advance agenda, which shall include advance motions submitted to the President at least one week before the meeting and such other items as the President may provide, shall be emailed to all members at least five days before the meeting. Five members shall constitute a quorum to transact business.

#### Section 2. Fall Membership Meeting

The President shall call a fall membership meeting which shall be held on the first Tuesday in December in every year or on such other day as the Board of Directors shall appoint for the purpose of hearing reports and transacting other business. The second through fourth sentences of the foregoing section shall also apply to the fall membership meeting.

#### Section 3. Special Membership Meeting

The President shall call a special membership meeting when deemed necessary by the President, the Board of Directors or one-tenth of all members in good standing. A special meeting shall be held on such day as the Board of Directors shall appoint. Special meetings may be held by video conference. Notice of the meeting shall be emailed to all members at least five days before the meeting. All directors shall have at least two days notice before notice of the meeting is issued. Only items specified by the President, any three directors or the members requesting the meeting before notice of the meeting is issued may be considered at the meeting. Five members shall constitute a quorum to transact business.

#### Section 4. Other Activities

Other meetings of the membership may be called by the President for academic or other purposes but shall not be authorized to transact business in the name of the society.

## ARTICLE VIII

### COMMITTEES

#### Section 1. Mandatory Committees

A. Audit: The Audit Committee shall consist of four members elected by the membership, at least three of whom should be graduate students or seniors. The committee shall review the accounting

records and internal control of the society at least annually, audit attendance records and report to the Board of Directors and the membership as necessary. The committee shall elect its chair.

B. Election: The Election Committee shall consist of three members elected by the membership, none of whom shall seek election as directors. The committee shall conduct elections of directors, assist with filling vacancies and oversee recognition programs. The committee shall elect its chair.

C. Ethics: The Ethics Committee shall consist of the President, who shall chair the committee, and four members elected by the membership. The committee shall conduct ethics proceedings, review the Code of Ethics at least annually and further awareness of professional ethics in accounting.

D. Bylaws: The Bylaws Committee shall consist of the Secretary, who shall chair the committee, and five members elected by the membership. The committee shall also review all proposed bylaws amendments and advise the membership accordingly. The committee shall also review the Bylaws and policies of the society at least annually and resolve questions involving the meaning or application of the Bylaws, but any decision of the committee may be appealed to the membership.

E. Operating: The Executive Director shall appoint operating committees to further administration of day-to-day business. Each staff officer shall be assigned to one operating committee and shall generally be supervised by the committee chair (or, if the chair, by the Executive Director). The chair and the majority of the members must be staff officers.

## Section 2. Other Committees

Other committees may be appointed by the President, the Board of Directors, or the membership.

## Section 3. General Provisions

Only members in good standing may serve on committees. The term of committee members and chairs for elective committees shall endure until the close of the next annual membership meeting. Vacancies in committees elected by the membership shall be filled by the Board of Directors. All other committees shall serve during the pleasure of the authority making appointments. Subcommittees may be appointed by committee chairs. Committees may adopt committee charters providing additional rules for the internal affairs of the committee. One-third of committee members shall constitute a quorum to transact business.

# ARTICLE IX

## JUDICIAL PROCESS

### Section 1. Complaints

Whenever any member shall allege that another member, in a personal or official capacity, violated these Bylaws, the Code of Ethics or any policy adopted by the membership or the Board of Directors, a complaint shall be submitted to the President. The President shall refer the case to the appropriate committee or, if no committee has jurisdiction, the President may appoint a committee to decide the case.

### Section 2. Procedure

If the case involves a violation of the Code of Ethics, it shall be resolved in accordance with the procedures described in the Code of Ethics. In all other cases, procedures established by the Board of Directors for the resolution of disputes shall be applicable.

### Section 3. Appeal

The decision of a committee shall be appealable to the Board of Directors. If the Board of Directors sustains the suspension or expulsion of a member, the decision may be appealed to the membership. In any other case, the decision of the Board of Directors is final and non-appealable.

### Section 4. Impeachment

When a complaint is brought against a director and the committee to which it is referred finds that removal from office, suspension or expulsion is warranted, the committee shall present articles of impeachment to the membership. The Board of Directors may also direct that articles of impeachment be presented to the membership by a three-fourths vote with the director affected abstaining. The committee or the Board of Directors may call a special membership meeting for such purpose if necessary. The director shall be tried at a membership meeting in accordance with the parliamentary authority of the society. The director shall be removed upon conviction by a two-thirds vote and shall be subject to such other penalties as the membership may provide. A director may not be removed, suspended or expelled in any other manner during the term of office, except that this section shall not apply to nonpayment of dues.

## ARTICLE X

### MISCELLANEOUS PROVISIONS

#### Section 1. Amendments

These Bylaws may be amended by a two-thirds vote of the membership; provided that amendments must be included in the advance agenda of the meeting at which the amendments are to be considered and shall be subject to approval through the Department for Student Activities.

#### Section 2. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the society in all cases in which they are applicable and not inconsistent with these Bylaws or any special rules of order the society may adopt.

#### Section 3. Advisors

The society shall have at least one official advisor, and all advisors shall be full-time faculty or staff of the University. Advisors shall have the following duties and responsibilities: (1) provide guidance for understanding the policies and procedures of the University and provide leadership for adherence to those rules by the society; (2) review and approve requests for events, activities, publicity and t-shirts; (3) act as a consultant in the areas of setting goals, problem-solving, policy making, and upholding guidelines and purposes, which includes attendance at meetings of the Board of Directors and the membership as deemed necessary; and (4) attend, as the University representative, all off-campus and overnight activities, providing guidance and support and assuming leadership in the event that an emergency should occur.

#### Section 4. Oaths

Directors shall, upon their election or appointment, swear or affirm that they will faithfully execute the duties of director to the best of their ability and preserve, protect and defend the Bylaws of the Accounting Society. The Board of Directors may provide for other oaths and affirmations as necessary.

#### Section 5. Transition

When the terms of principal officers expire, outgoing officers shall continue to perform the duties of office with respect to the business of the academic year. The Immediate Past President if not elected as a director shall be a nonvoting member of the Board of Directors until the end of the academic year. The transfer of records, accounts and duties to the incoming officers shall be completed by the end of the fiscal year. The Board of Directors may make further provision for transitions to new officers and directors as necessary.

#### Section 6. Fiscal Year

The fiscal year of the society shall begin on June 1 and end on May 31.

#### Section 7. Severability

If a court of competent jurisdiction declares any provision of these Bylaws to be unlawful or unenforceable, the remainder of these Bylaws shall be unaffected.