



**MISSION STATEMENT  
CONSTITUTION  
& BY-LAWS**

# MISSION STATEMENT

The Purpose of the organization is to promote and protect the interest of accountants and tax practitioners serving the general public; to educate and maintain among it's members a high standard of proficiency and integrity; to cultivate a spirit of professional cooperation among it's members; to promote local organizations of it's members and to establish an understanding between the general public and the Missouri Society of Accountants.

## OBJECTIVES

1. Preserve the ability of accountants to provide financial reports and tax services to the general public.
2. Preserve the generic use of the term "accountant"
3. Provide continuing education in sufficient amounts to meet the requirements of ACAT, IRS and others.
4. Provide a code of ethics and encourage continuing professional education.
5. Improve the confidence of the public and legislature through working relationships with the media and others.

# CONSTITUTION

## **ARTICLE I – NAME**

The name of the corporation is the Missouri Society of Accountants.

## **ARTICLE II – PRINCIPAL LOCATION**

The Principal office is located in the Administrative Office.

## **ARTICLE III – AFFILIATION**

The organization is affiliated with the National Society of Public Accountants.

## **ARTICLE IV – PURPOSE**

The purpose of the organization is to educate and maintain among it's members, a high standard of proficiency and integrity; to promote and protect the interests of accountants and tax practitioners in public practice everywhere; to cultivate a spirit of professional cooperation among it's members; to promote local chapters of accountants and tax practitioners in public practice throughout Missouri and to promote and understanding by the general public of the qualifications of it's members.

## **ARTICLE V – NON-PROFIT**

The corporation shall not have any corporate stock and shall not be conducted for profit. It is a non-profit organization. It shall have the right to collect dues and levy assessments and do any other activities incidental to carrying out the purposes of the society.

## **ARTICLE VI – PERPETUITY**

The corporation shall have perpetual existence.

## **ARTICLE VII – MEMBERSHIP**

There shall be four (4) classes of membership – Active, Associate, Inactive and Student.

## **ARTICLE VIII – DUES – ASSESSMENTS**

The Board of Directors shall regulate any dues and special assessments needed to carry out the purpose of the corporation.

## **ARTICLE IX – OFFICERS AND DIRECTORS**

- A. The corporation will have the following officers: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. The term of office for President, 1<sup>st</sup> Vice President, and 2<sup>nd</sup> Vice President shall be one year. The term for the Secretary shall be two years, beginning and ending in even number years. The term of office for Treasurer shall be two years beginning and ending in odd number years.
- B. The Board of Directors shall consist of all officers, the immediate past president, a board member from each Missouri Chapter, board Member-at-Large and NSPA State Director, so long as the State Director is also a member of MSA. The board shall not total more than 21 voting members.

## **ARTICLE X – MEETINGS**

There shall be held yearly at least one general meeting for all members of this organization.

## **ARTICLE XI – AMENDMENTS**

Except for ARTICLE VI – PERPETUITY, this Constitution may be amended by a two-thirds vote of the Active members present and voting at the ANNUAL CONVENTION, providing that a majority of the chapters are represented. No amendment shall be voted upon without thirty (30) days notice in writing to the Active members.

## **ARTICLE VI – PERPETUITY**

This constitution may be amended by a two-thirds vote of the active members present at the ANNUAL CONVENTION who have been members in good standing for a period of not less than one year prior to the ANNUAL CONVENTION at which a proposal to amend ARTICLE VI is presented. Any proposed amendment to ARTICLE VI shall be presented to the active members in writing not less than Sixty (60) days prior to the ANNUAL CONVENTION.

# BY-LAWS

## ARTICLE I – MEMBERSHIP ELIGIBILITY

Section 1. All applicants for membership must be of good moral character and reputation.

Section 2. To be eligible for Active membership, a person must meet A or B or C, and D (within five (5) years of the issuance of their membership certificate) and E of the following requirements:

- A. Have a Baccalaureate Degree from an accredited college or university with a major in accounting or business administration with 16 hours accounting; or
- B. Have an Associate Degree from an accredited college or university, two-year college, trade or technical school with at least 16 hours in accounting; or
- C. Have had three or more years experience in the performance of accounting or income tax preparation services for the public as his/her principal occupation, either self-employed, as a member of a partnership, as a principal of an accounting or income tax preparation firm or as a senior employee of an accounting or income tax preparation firm; and
- D. Is accredited by the Accreditation Council for Accountancy and Taxation as an Accredited Business Accountant (ABA), Accredited Tax Preparer (ATP), Accredited Tax Advisor (ATA), Accredited Retirement Advisor (ARA) or is Enrolled to Practice before the Internal Revenue Service (EA), Registered Tax Return Preparer (RTRP) or holds a P.A. License or a C.P.A. Certificate; and
- E. Maintains an office for, or is employed in an office for the rendition of accounting or income tax preparation services to the general public. Such office shall be located in Missouri or in an adjoining state.
- F. Those active members who are sixty-five (65) years of age and have been an IASM member for five (5) years are exempt from the Accreditation Examination and Treasury Card Examination requirement, but must maintain continuing education requirements.
- G. At the end of the five-year period mentioned above, those Active Members who have not met the qualifications for Active status shall revert to Associate status.

Section 3. Associated membership shall be granted to those persons who qualify in any one of the following categories:

- A. Practitioners who do not qualify as Active members.
- B. Employees of accounting or income tax preparation firms.
- C. Educators
- D. Accountants or income tax officers employed in governmental services.
- E. Accountants or income tax officers employed by private organizations.

F. Officers of Employee accountants or income tax officers of banks and other financial institutions.

G. Business associates who network with accountants and tax practitioners in the normal course of business.

Section 4. Student membership shall be granted to those persons pursuing a course of study in accounting, business administration and/or related subjects in a college, university or business school.

Section 5. Inactive members are comprised of those individuals who are disabled or have retired from substantial public practice. No voting privileges or right to hold office will be extended. The Board may waive payment of annual dues.

Section 6. Continuing education requirements.

A. All active members and Associate members shall comply with the continuing education requirements by the Board of Directors.

## **ARTICLE II – ADMISSION TO MEMBERSHIP**

Section 1. The Board of Directors shall establish procedures for the processing of membership applications and the valuation of the applicant's character and qualifications. The Board of Directors shall have the power to prescribe rules and regulations pertaining to membership, the issuing of certificates and all other matters necessary to the proper administration of the membership.

Section 2. The Board of Directors shall set procedures for appeals to rejection of membership.

Section 3. The actions of the Board of Directors concerning membership applications shall be final.

Section 4. All state members must hold membership in a chapter affiliate; payment of chapter dues shall be at the chapter discretion.

## **ARTICLE III – SUSPENSION OR EXPULSION OF MEMBERS**

A member renders himself to censure, suspension or expulsion for any of the following causes:

1. Refusal or neglect to give effect of any decision of the organization or the Board of Directors
2. A violation of the By-laws or any of the Rules of Professional Conduct and Code of Ethics as adopted by the Board of Directors.
3. He is found by the trial board to be guilty of any act that reflects discredit upon the organization or the accounting profession.

4. He is convicted of a crime involving moral turpitude.
5. Nonpayment of dues and/or mandatory assessments.
6. Any applicant who is found to be deficient and who refuses to conform to the MSA Code of Ethics or Standards of Profession Practice, but who in future years again seeks membership and is willing to conform may only qualify for Associate member status for a period of three years. Upon completion of this probationary period, Active status will be granted automatically.

## **ARTICLE IV – CHARGES, TRIALS AND PENALTIES**

Section 1. The committee on Ethics and Grievances shall consider any complaint of charge filed against a member.

Section 2. The committee shall, if the charge is deemed valid, admonish the member to cease and desist from any activities which might constitute a cause for censure, suspension or expulsion. If the member shall refuse to heed the warning of the Committee on Ethics and Grievances, the committee shall forthwith notify the president and the president shall appoint a trial board.

Section 3. The trial board shall consist of three members and shall meet to hear the charges against the accused as soon as reasonably possible provided that the notice of the time and the place of the hearing shall be sent by the president to all parties concerned at least 30 day prior to the proposed session of the trial board.

Section 4. After hearing the evidence against the accused, which shall be presented by the committee of Ethics and Grievances, and after considering such defenses as the accused shall present, the trial board shall issue it's recommendations in writing to the president and the accused.

Section 5. A member against whom an order of the trial board is entered shall have the right to appeal to the Board of Directors within thirty (30) days of the date of the rendition of the board's decision. The Board of Directors shall review the record and either sustain the action of the trial board or remand the case for further consideration. There shall be no appeal from the decision of the Board of Directors.

Section 6. Members with dues and/or mandatory assessments sixty (60) days in arrears shall be subject to automatic suspension.

## **ARTICLE V – CHAPTERS**

Section 1. The Board of Directors shall have full power for the issuance of chapter charters.

- Section 2. The Board of Directors shall set forth requirements for applying and maintaining a charter.
- Section 3. The Board of Directors shall set forth procedures for granting and issuing of chapter charters.
- Section 4. Chapter charters may be revoked by the majority vote of member in good standing at any duly constituted convention.

**ARTICLE VI – COMMITTEES**

- Section 1. It shall be the duty of the President, within thirty (30) days following the close of the Annual Convention, to appoint one member and name a chairperson from the committee to the following Standing committees unless otherwise provided by the Bylaws.
  - A. Membership
  - B. Legislation
  - C. Education
  - D. Convention
  - E. Ethics and Grievances
  - F. Public Relations
  - G. Editorial
  - H. Long Range Planning
  - I. Election and Credentials
  - J. Continuing Professional Education Review
- Section 2. In order to provide for staggered terms, the members of these committees shall be appointed to terms of one, two, and three years, respectively in the first year after the adoption of this section, and thereafter shall be appointed for a term of three years.

The president shall designate one member for a term of three years and may appoint additional members to any of these committees if he feels it necessary but such additional members shall be designated to serve a term of one year. Each newly elected president shall appoint the chairperson of these above committees.
- Section 3. The president may also appoint any additional committees, subcommittees or special committees needed to carry out the objectives of the state society.
- Section 4. It shall be the duty of the president to issue specific instruction to the chairperson of each committee advising him as to the scope and limitations of the activities of their committee.



Section 5. There shall be a standing Executive Director Review Committee empowered to review the performance and Employment Agreement of the Executive Director of the Society at least annually and report to the Board it's recommendations. The Executive Director review committee shall be empowered to add, delete or modify the job description of the Director with the approval of the Board. The committee shall be composed of the President, Both Vice Presidents, Secretary, and Treasurer.

#### **ARTICLE VII – ELECTION OF OFFICERS**

Section 1. At each annual meeting the president shall appoint and publicly announce a nominating committee during the opening business session whose composition shall be of seven Active members; one each from each chapter represented at the annual meeting and at least three of which must be past president of MSA. Said committee shall nominate at least one Active member in good standing for each vacant office.

Section 2. Said committee shall withdraw to an announced area and shall convene in closed session for period of not more than one hour for the purpose of organizing itself and aquatinting itself with it's immediate responsibilities. At the conclusion of the organizational session the committee shall open its meeting to any Active member in good standing for the purpose of receiving recommendations for the various offices under consideration.

The minimum of ten (10) minutes shall be given each person wishing to address the committee. All persons wishing to appear must register with the committee chairman at the beginning of the open session.

Section 3. At the end of the open session the committee shall again go into closed session for their final deliberation. They may interview any active member they so choose.

Section 4. The committee shall make the nominating report to the entire convention at the next regular session of the convention.

Section 5. Nominations may also be made from the floor at the appointed time during the election process.

Section 6. All active members of the organization in good standing may vote. The office shall be filled by any candidate receiving a majority vote of those members present.

#### **ARTICLE VIII – VACANCY OF OFFICERS**

Section 1. If the presidency shall become vacant, the 1<sup>st</sup> Vice President shall fill the unexpired term. The 2<sup>nd</sup> Vice President shall move to 1<sup>st</sup> Vice President. A two-thirds majority of the Board of Directors present shall elect from its own ranks a new 2<sup>nd</sup> Vice President to fill that vacated position. If the 1<sup>st</sup> Vice Presidency shall become vacant, the 2<sup>nd</sup> Vice President shall fill that position for the unexpired term and

two-thirds majority of the Board of Directors present shall elect from its own ranks a 2<sup>nd</sup> Vice President fro the unexpired term. If a vacancy occurs in either the 2<sup>nd</sup> Vice President, Secretary or Treasurer, two-thirds of the Board of Directors present shall elect from its own ranks a member to fill the unexpired term.

## **ARTICLE IX – OFFICERS**

Section 1. Duties of the President: the President shall be Chief Executive Officer of the society. He shall coordinate and supervise the activities and functions of the society. He shall preside at all meetings of the Board of Directors and at the annual convention. He shall plan the agenda for the annual convention and for all Board meetings called by his order.

He shall be an ex-officii member of all committees. He may appoint any committee he may deem advisable to promote the welfare of the society. He may suspend or remove any committee chairman or committee member appointed by him if he deems this to be in the best interest of the society. He shall familiarize himself with the bylaws of the society and be available to advise and assist local chapter in their activities. He shall do any and all things that, with the approval of the Board of Directors, he may deem necessary to carry out the provisions of the bylaws, to promote the rights and interest of the society and to promote the common welfare of the members.

Section 2. Duties of the Vice President: The 1<sup>st</sup> Vice President shall become acquainted with the duties and responsibilities of the President, so that, should it become necessary, he can assume the duties of the President. In case of the disability of the President to the extent that he is unable to perform his duties or his absence from any meeting where his presence would be required, the 1<sup>st</sup> Vice President shall perform the duties of the President during the continuance of such disability or absence. The 1<sup>st</sup> Vice President's position is one of training, understudy and assistance to the president.

Section 3. The 2<sup>nd</sup> Vice President shall become acquainted with the duties and responsibilities of the 1<sup>st</sup> Vice President. In case of disability of the 1<sup>st</sup> Vice President to the extent that he is unable to perform his duties or his absence from any meeting where his presence would be required, the 2<sup>nd</sup> Vice President shall perform the duties of the 1<sup>st</sup> Vice President during the continuance of such disability or absence.

Section 4. Duties of the Secretary: The Secretary shall keep a record of the minutes of all meetings of the Board of Directors and of the annual and any special meetings of the members assembled in convention. The secretary shall be authorized to sign checks of the society and in case of emergency, may do so. The secretary shall prepare mailings to the officers, Board of Directors or Membership at Large as directed by the President or Board of Directors. The Secretary shall also perform such duties as directed by the Board of Directors, the bylaws or the President.

Section 5. Duties of the Treasurer: The Treasurer shall have responsibility of all money and funds, general, special, and trust of the Society.

He shall keep adequate and correct accountants of the properties and business transactions of the society, including amounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit a report to the Board of Directors at least twice annually and more often when so required by the auditing committee appointed by the President for an annual audit. An interim audit may be requested by the President or Board of Directors at any time.

Section 6. All officers may be eligible for re-election for one additional term or until their successors are duly elected and installed.

#### **ARTICLE X – ANNUAL AND SPECIAL CONVENTIONS**

Section 1. The annual meeting of the membership shall be referred to as the annual convention and shall be held in the month of June each year. The exact date and place shall be determined by the Board of Directors and it shall be the duty of the secretary to mail a notice of such meeting to all members at least sixty (60) days

prior to the opening of the annual convention, or request the editor of the society's publication, the MISSOURI

INDEPENDENT ACCOUNTANT, to publish such notice to reach the members at least 60 days prior to convention.

Section 2. Special conventions of the organization may be called by the President upon a written notice to the members stating time, place and purpose of the meeting and mailed not less than 15 days prior to the date of such meeting. It shall be compulsory for the president to call a special convention of the membership if he is requested to do so for any reason by a written request signed by 10% of the Active members in good standing. No business except that stated in the notice of a special convention may be transacted at that meeting.

Section 3. A quorum shall consist of a majority of the membership present and in good standing. Only Active members who have paid their mandatory assessments may vote at any convention providing such assessments was levied at least ninety (90) days prior to the convention.

Section 4. At each annual convention the membership shall select the site for the annual convention to be held up to two years hence.

## **ARTICLE XI – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be the governing body of the organization and shall be composed of the president, 1<sup>st</sup> Vice president, 2<sup>nd</sup> vice president, secretary, treasurer and the immediate past president, a board member from each chartered chapter, board members-at-large, the state directors for the National Society of Public Accountants, so long as the State Director is a member of MSA and an ex-officio non-voting chairman of the Editorial Committee.

Any member of the Board of Directors must be an active member in good standing.

Section 1b. Should the NSPA State Director not be a member of MSA, then the State Director shall be an ex-officio member of the Board.

Section 2. The Board Members-at-Large will be elected at the annual convention. The nominating committee shall nominate at least one candidate for each vacancy. A majority vote is needed to fill each vacancy.

Section 3. The Board of Directors shall be charged with the responsibility of employing and supervising individuals or firms needed to carry out the objectives of this organization.

Section 4. In the event a vacancy occurs among the Board Members-at-Large, the president shall appoint an Active member in good standing to fill the unexpired term. In the event a vacancy occurs on the Board of a Chapter Board Member, that chapter shall select another individual at its earliest opportunity to fill the unexpired term.

Section 5. Any Board Member may be relieved of his responsibility to the Board for non-performance of duties by at least  $\frac{3}{4}$  majority vote at any properly constituted Board of Directors meeting.

Section 6. Board Members-at-Large shall serve a two-year term, except the first election after these bylaws are placed into effect and at the time, one-half will be elected for one year.

Section 7. Chapter Board Members shall be elected by each chapter before the annual convention in June and shall serve a one-year term.

Section 8. Board Member-at-Large cannot serve more than two consecutive terms.

Section 9. Chapter Board Members may not serve more than four consecutive terms.

## **ARTICLE XII – BOARD MEETINGS**

Section 1. The Board of Directors shall meet at least three times each year. At least fourteen days notice must be given to all board members. The president may hold any additional board meeting felt necessary for carrying out the objectives of the organization provided that fourteen days notice be given. If at least seven board

members request a special Board of Directors meeting, the president shall immediately call a Board of Directors meeting and shall give at least five days notice to all board members.

Section 2. Fifty percent of the members of the Board of Directors shall constitute a quorum at any regular or special meeting.

Section 3. The Board of Directors may transact business by mail by voting on proposals mailed to them by the Administrative Office or by conference telephone call with approval of the president.

In the case of a mail vote, if within ten days thereafter, a majority of the members of the Board of Directors shall send, in writing, to the Administrative Office their vote in favor of such proposal, such proposal shall be deemed to have been adopted. In case of the conference telephone call, each Board member shall vote in the secretary's absence, and if a majority votes in favor of such proposal, such proposal shall be deemed to have been adopted.

#### **ARTICLE XIII – SOCIETY PUBLICATION**

Section 1. The Editorial Committee shall be composed of an editor and at least one staff member from each chapter of the society. The editor shall serve as chairman of this committee.

Other staff appointments may be made at the discretion of the president. This committee shall be responsible for the publication of the MISSOURI INDEPENDENT ACCOUNTANT, the society's Newspaper.

Section 2. The editor shall assemble and prepare material for the state publication and shall cause same to be published under the general policies determined by the president and the Board of Directors.

Section 3. The editor shall have the authority to exclude, revise, headline, rewrite, and otherwise change material submitted for publication, providing that unused material be returned to the writer with an explanation.

Section 4. The Editor shall familiarize himself with the bylaws of the society and shall scrutinize material submitted for publication to preclude the possibility of embarrassment to the writer, to the society or to the general public. If necessary, the editor shall consult with the president for his decision, which shall be final.

#### **ARTICLE XIV – RULES OF PROFESSIONAL CONDUCT**

Section 1. The Board of Directors shall establish Rules of Professional Conduct and a Code of Ethics and shall cause these to be disseminated to all members.

## **ARTICLE XV – FISCAL YEAR AND BUDGET**

Section 1. The fiscal year of this organization shall be July 1 to June 30 of each year.

Section 2. The board shall prepare and present to the membership at the annual convention a budget reflecting the previous year's income and expenditures as well as anticipated income and expenditures for the current year.

Section 3. The incoming president shall appoint an Auditing Committee to examine the past fiscal year's financial records and the committee shall report the same to the Board of Directors.

## **ARTICLE XVI – ASSESSMENT**

Section 1. Assessment shall fall into categories:

- A. Voluntary: Assessments requested by the board from Active and Associate members of the organization.
- B. Mandatory: Assessments levied by the board and must be paid by a member to remain in good standing.

## **ARTICLE XVII – RULES OF ORDER**

Section 1. "Roberts Rules of Order" shall be the parliamentary authority for all members of procedure not specifically covered by these bylaws.

## **ARTICLE XVIII – AMENDMENTS TO THE BYLAWS**

Section 1. A majority of the Active members present (in good standing) may amend these bylaws providing that they receive, in writing, the proposed amendment at least thirty (30) days before a constituted convention.

Section 2. If the proposed amendment has not been mailed at least thirty (30) days previous to the convention, two-thirds majority of the Active members present (in good standing) may amend the bylaws.

## **ARTICLE XIX – EFFECTIVE CLAUSE**

These bylaws shall be placed into effect immediately upon adoption at a duly constituted annual meeting.