

BYLAWS OF THE SOUTH CAROLINA ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS

ARTICLE I – NAME & OBJECTIVES

Section 1.1. Name. The name of the South Carolina non-profit corporation shall be the SOUTH CAROLINA ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS (the “Association.”).

Section 1.2. Purpose. The Association shall be a nonprofit, non-stock corporation with members and shall be established under, and governed by, the laws of the State of South Carolina. The mission of the Association is to empower its members to grow professionally.

Section 1.3. General Objectives. The general objectives of this Association are (a) to unite in one body the Certified Public Accountants of South Carolina; (b) to foster a practical code of professional ethics for members of the Association; (c) to encourage a higher standard of accounting technique by Association members; (d) to encourage legislation to protect the public and the accounting profession; and (e) to promote by all proper means the interest of the accounting profession, including education of the public concerning Certified Public Accountants' purposes, responsibilities, and limitations.

ARTICLE II – MEMBERSHIP

Section 2.1. Voting Member Qualifications. The following qualifications are necessary for voting membership in this Association:

- (a) Good moral character;
- (b) Possession of a certificate as a Certified Public Accountant issued under the rules and regulations of any state Board of Accountancy; and
- (c) If applicable, holding Emeritus Status issued under the rules and regulations of the South Carolina Board of Accountancy.

Section 2.2. Non-Voting Member Qualifications. The following qualifications are necessary for non-voting membership in this Association:

- (a) Good moral character; and
- (b) Possession of a certificate as a Certified Public Accountant issued by a state, District of Columbia, a territory or possession of the United States of America, or a similar certificate issued by a foreign body having responsibility for governing accounting and auditing matters, or
- (c) Completion of examination for obtaining a license as a Certified Public Accountant regardless of fulfilling any requirements with respect to experience, or
- (d) Employment in an accounting capacity, pursuing CPA certification, or supervised by a member of the association.

Section 2.2.a. Non-voting Employer Member Qualifications. Any employer (firm or corporation) which is engaged in a qualified segment of accounting and financial planning, and

who has an employee or owner who meets the individual voting and/or non-voting membership qualifications, as defined by Section 2.1 and 2.2 of the Bylaws, and who is in good standing of SCACPA.

Section 2.3. Categories of Membership. Additional categories of membership within the voting and non-voting designations outlined in Section 2.1 and 2.2, respectively, shall be determined by the Board of Directors. The benefits, restrictions, and annual dues of such categories will be determined by the Board of Directors.

Section 2.4. Lifetime Membership Qualifications. A member may become a life member of this Association provided he or she has been a member of this Association for at least thirty (30) consecutive years, and (a) has attained the age of sixty-eight (68) or (b) has rendered distinguished service to the accounting profession in the judgment of the Board of Directors.

Annual membership dues for lifetime members shall be waived.

Section 2.5. CPA Candidate Membership. The following qualifications are necessary for CPA candidate membership in this Association:

- (a) Good moral character;
- (b) Obtained an accounting degree from an accredited program;
- (c) Approved applicant for the Uniform CPA Examination and actively pursuing the CPA certificate and license; and
- (d) Employment in an accounting capacity, pursuing CPA certification, and supervised by a licensed CPA.

Section 2.6. Student Membership. Students currently enrolled in accounting at institutions of higher education may join as student members, the benefits, restrictions, and annual dues of which will be determined by the Board of Directors.

Section 2.7. Application Process. Application for membership shall be submitted in a form prescribed by the Board of Directors or its designee and accompanied by dues for one year or prorated. Upon receipt of the application and dues, the individual shall become bound by these Bylaws, the Code of Professional Conduct of the AICPA, and all other rules and regulations of the Association, and is eligible for member benefits and privileges for his or her membership category. Investigation of each applicant shall be made by the Chief Executive Officer or his or her staff as warranted.

Applications for admission shall be recorded in the administrative offices of the Association and notice distributed to the Board of Directors and published in the next bulletin mailed or distributed electronically to the membership. Any member objecting to the election of an applicant shall notify the Chief Executive Officer in writing and state reasons for objections within 30 days of the notice. Any written objection shall be reviewed by the Board of Directors and if the applicant is rejected by the Board of Directors, the dues submitted shall be promptly refunded.

Section 2.8. Educational and Quality Review Requirements. Association members shall complete continuing professional education as required by the South Carolina Code of Laws.

Section 2.9. Member Resignation. Resignation of members shall be in writing and may be offered at any time. Actions on such resignations and applications for reinstatement of resigned members shall be taken by the Board of Directors under such provisions as they may from time to time prescribe. The Board of Directors may make separate provision for action on resignations of members not in good standing or against whom disciplinary proceedings or investigations are pending and on applications for reinstatement of persons whose resignation was accepted when in such classification

ARTICLE III – VOTES

Section 3.1. Member Voting. Each Voting Member, as defined in Section 2.1 above, shall be entitled to one vote. Votes must be cast in person unless permitted otherwise pursuant to another provision in these Bylaws or another medium as approved by the Board of Directors. No member shall be entitled to vote at any meeting when his dues shall be over sixty (60) days in arrears.

ARTICLE IV – CERTIFICATE OF MEMBERSHIP

Section 4.1. Membership Certificate. Upon admission to membership in the Association, every member shall be entitled to a certificate of membership therein, and the members so receiving such certificates shall agree, prior to receipt of such certificate, to the surrender of same to the Association in event of the termination of their membership thereon, for any cause, except death.

ARTICLE V – OFFICERS

Section 5.1. Officers. The officers of the Association shall be:

- (a) Chair;
- (b) Chair-elect;
- (c) Treasurer;
- (d) Immediate Past Chair; and
- (e) Chief Executive Officer

Section 5.2. Officer's Term. The Chair, Chair-elect, Treasurer, immediate Past Chair, and members of the Board of Directors, other than South Carolina's elected member of Council of the American Institute of Certified Public Accountants and Chief Executive Officer, shall serve for the fiscal year(s) observed by the Association.

Section 5.3. Elected Member of the AICPA Governing Council. The South Carolina elected member of the American Institute of Certified Public Accountants' Governing Council is nominated by the Chair of the Board of Directors and elected by the Board of Directors on behalf of the membership. The elected member will serve a three-year term and will be eligible for election to one subsequent three-year term; however, the length of such term and/or the number of terms shall always comply with applicable AICPA standards.

Section 5.4. Committees. The Chair shall appoint such committees (as not otherwise provided for by these Bylaws) and the chairs of those committees as deemed necessary. Persons so appointed shall serve at the request of the Chair. The Chair shall serve as an ex-officio member of all

committees he or she shall appoint. Each committee shall be subject to the call of its chair and a majority of each committee shall constitute a quorum for the transaction of its business.

Section 5.5. Standards of Conduct. The officers of the Association shall conform to the standards of conduct set forth in S.C. Code Ann. § 33-31-842.

ARTICLE VI – DUTIES OF OFFICERS

Section 6.1. Chair’s Duties. The duties of the Chair shall be those which typically pertain to the office of Chair. The Chair shall convene and preside at regularly scheduled board meetings.

Section 6.2. Chair-elect’s Duties. In the absence of the Chair, the Chair-elect shall perform the duties and shall have the prerogatives of the Chair. The Chair-elect shall chair committees on special subjects as designated by the Board of Directors.

Section 6.3. Treasurer’s Duties. The Treasurer shall perform the customary duties of that office, subject to the direction of the Board of Directors. The Treasurer shall oversee the Association’s finances and make a report at each Board and Executive Committee meeting.

Section 6.4. Chief Executive Officer’s Duties. The Chief Executive Officer shall have the full responsibility for the execution of the policies and programs of the Association and perform such other services as may be assigned by the Board of Directors. The CEO shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and ensuring that corporate records are maintained.

Section 6.5. Establishment of Executive Committee. The Officers shall be designated as the Executive Committee of the Board of Directors to conduct the business of the Association between meetings of the Board of Directors. This should not be construed as transferring the authority of the Board of Directors.

ARTICLE VII –BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 7.1. Board of Directors. There shall be a Board of Directors of the Association composed of the Chair, Chair-elect, Treasurer, immediate Past Chair, the elected member from South Carolina to the Council of the American Institute of Certified Public Accountants, and at least six (6) at-large members. The Chief Executive Officer shall serve as a non-voting, ex-officio member of the Board of Directors. In order to provide for a continuity of office, the expiration of the terms of office of not more than one-third of such members shall occur in any one year.

Section 7.2. Regular Meetings. Meetings of the Board of Directors shall be held on at least an annual basis, at such time and on such day as shall be fixed by the Board of Directors, for the purpose of the transaction of such business as may come before such meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice of such resolution. If so permitted by Section 7.7, any such meeting may be held electronically.

Section 7.3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or not less than twenty percent (20%) of the Directors then in office. The person authorized to call special meetings of the Board of Directors may determine the place for holding any special meeting of the Board of Directors, or if permitted by Section 7.7 of these bylaws, such meeting may be held electronically.

Section 7.4. Attendance Requirement. Any member of the Board of Directors who has been absent from three (3) consecutive meetings shall automatically vacate the seat unless the remaining Directors intervene and prevent such automatic vacation by majority vote. Any vacancy shall be filled as set forth in Section 7.11 in these bylaws.

Section 7.5. Notices.

- (a) **Special Meetings.** Notice of the date, time and place of any special meeting shall be given at least five (5) days previously thereto. Notice may be oral or written, and may be communicated in person, by telephone, telegraph, teletype, facsimile transmission (FAX), or other form of wire or wireless communication, or by mail or private carrier.
- (b) **Notice Deemed Effective.** Written notice, if in a comprehensible form, is effective at the earliest or the following:
 - (i) when received;
 - (ii) five days after its deposit in the United State mail, if mailed correctly addressed and with first class postage affixed;
 - (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
 - (iv) fifteen days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.
- (c) **Waiver.** Any Director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be electronic or in writing, signed by the Director entitled to notice, and filed with the minutes or corporate records. The attendance of a Director at a meeting, either in person, electronically, or by telephone, shall constitute a waiver of notice of such meeting, except where a Director attends a meeting with the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 7.6. Director Quorum. A majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any amendment to this quorum requirement is subject to the provisions of Section 7.8 of these Bylaws.

Section 7.7. Manner of Acting.

- (a) **Required Vote.** The act of a majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors. Any amendment which changes the number of Directors needed to take action is subject to the provisions of Section 7.8 of these Bylaws.
- (b) **Electronic Meeting.** Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- (c) **Failure to Object to Action.** A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action unless:
 - (i) they object at the beginning of the meeting (or promptly upon their arrival) to holding it or transacting business at the meeting;
 - (ii) they vote against the action and the vote is entered in the minutes of the meeting;
 - (iii) their dissent or abstention from the action taken is entered into the minutes of the meeting; or
 - (iv) they deliver written notice of their dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting.

The right to dissent or abstain is not available to a Director who votes in favor of an action taken.

Section 7.8. Amendments of Bylaws Changing Quorum or Voting Requirement. Action by the Board of Directors to adopt, amend, or repeal a Bylaw that changes the quorum or voting requirement for the Board of Directors must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect and proposed to be adopted, whichever is greater.

Section 7.9. Action without a Meeting. Action required or permitted by the South Carolina Nonprofit Corporation Act of 1994 (hereinafter, the “Act”) to be taken at a Board of Directors’ meeting may be taken without a meeting if the action is assented to by all members of the Board.

The action may be evidenced by one or more written consents (including consent via email), signed by each Director, describing the action taken and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by the consents under this Section 7.9 is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent under this Section 7.9 has the effect of a meeting vote and may be so described in such document.

Section 7.10. Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the Chair. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If the resignation is effective at a later date, a successor may be elected before that date but he or she will not take office until the resignation becomes effective.

Section 7.11. Vacancies. Vacancies occurring in elective positions of the Association may be filled, for the unexpired term of the position, by a 2/3 majority vote of the remaining members of the Board of Directors. A majority of Directors then in office may remove a Director.

Section 7.12. Terms. All Board members shall serve a three-year term and are eligible for re-election for one additional consecutive three-year term.

Section 7.13. Standards of Conduct. The Directors of the Association shall conform to the standards of conduct set forth in S.C. Code Ann. § 33-31-830.

Section 7.14. Executive Committee's Duties. The five (5) officers shall serve as the members of the Executive Committee with the exception of the Chief Executive Officer who shall serve as a non-voting, ex-officio member. Except as set forth below, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board. The Executive Committee shall perform the following duties and such other duties as specifically delegated by the Board of Directors:

- (a) Implement policies promulgated by the Board of Directors and establish guideline for the operation of the association consistent with said policies.
- (b) Receive the recommended annual budget of the association prepared by the Chief Executive Officer and his or her staff and after review and appropriate modifications submit a proposed final budget to the Board of Directors for action.
- (c) Control expenditures in accordance with the approved budget. The Executive Committee may authorize additional expenditures in total not to exceed five-percent (5%) of budgeted revenues from all sources.
- (d) Oversee the Chief Executive Officer as the lead operating staff member of the association
- (e) Oversee and coordinate the activities of all committees and chapters. The Executive Committee shall receive all committee reports and make recommendations to the Board of Directors for appropriate action.
- (f) Oversee disbursement of funds to the SCACPA Educational Fund and the South Carolina CPA PAC in accordance with amounts approved by the Board of Directors.
- (g) Represent the association in its relations with the American Institute of Certified Public Accountants, other state societies, other professional bodies, Federal and State governmental authorities and the public.
- (h) Recommend changes to the Constitution and Bylaws of the South Carolina Association of Certified Public Accountants.
- (i) Recommend nominations to the Council of American Institute of Certified Public Accountants.
- (j) Recommend nominations to the South Carolina Board of Accountancy as needed.

Notwithstanding anything herein to the contrary, pursuant to Section 33-31-825(e) of the Act, the Executive Committee may not:

- (a) authorize distributions;
- (b) approve or recommend to members dissolution, merger, or the sale, pledge, or transfer or all or substantially all of the corporation's assets;

- (c) select, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) adopt, amend, or repeal the articles or bylaws.

Section 7.15. Executive Committee Meetings, etc. The provisions of this Article VII which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to the Executive Committee.

ARTICLE VIII – MEMBER’S MEETINGS

Section 8.1. Annual Meeting. The Annual Meeting of the members of the Association shall be held not earlier than April 15th of each year. The Chief Executive Officer shall communicate the place, date and time of these meetings to the membership at least 60 days in advance. Such notice shall also include a description of any matter to be voted upon by the members at such meeting.

Section 8.2. Quorum. Except as otherwise provided in these Bylaws, a quorum for the transaction of any business at any member meeting of the Association shall be constituted of not less than one-percent (1%) of current, voting members of the Association.

Section 8.3. Special Meetings. Special meetings of the members of the Association may be called by or at the request of the Board of Directors or not less than five percent (5%) of the voting members. Special meetings may be called only with at least 10 days written notice. The notice thus promulgated shall include the special purpose for which the meeting is called and a description of any matter to be voted upon by the members at such meeting.

Section 8.4. Action Without Meeting. Actions required or permitted to be approved by the members may be approved without a meeting of members if the action is evidenced by one of more written consents (including consent via email) describing the action taken, signed by those members representing at least eighty percent (80%) of the voting power, and delivered to the Association for inclusion in the minutes or filing with the corporate records. The record date for determining members entitled to take action without a meeting is the date the first member signs his or her consent. A consent provided pursuant to this section has the effect of a meeting vote and may be described as such in any document filed with the Secretary of State. Written notice of member approval pursuant to this section must be given to all members who have not provided written consent.

Section 8.5. Voting Requirements. Unless the Act, the Articles, or these Bylaws require a greater vote, if a quorum is present, the affirmative vote of the votes represented and voting, which affirmative votes also constitute a majority of the required quorum, is the act of the members.

ARTICLE IX – RULES OF PROCEDURE

Section 9.1. Procedural Rules. The meetings of the Association are generally carried out in a professional manner with simple majority votes on matters that require voting of the board, committee, entire Association or other body within the Association.

Should a more formal issue arise, the Chair of the Association, committee, or other body may employ the rules of procedure as prescribed by "Robert's Rules of Order Newly Revised" (current addition).

ARTICLE X – ELECTIONS

Section 10.1. Election of Officers and Board Members. The Executive Committee shall present nominees at the Annual Meeting of the membership of the Association. The Chief Executive Officer is a voting member of the Executive Committee for purposed of determining nominees for the Board and Officer positions. The Immediate Past Chair shall serve as the chair of the Committee, and he or she may appoint an additional member to the Committee to serve for a one-year term.

- (a) Any member nominated for an officer position must have served at least one year on the Board of Directors.
- (b) The Executive Committee shall then proceed to agree upon and present to the members at the Annual Meeting of the membership at least one nominee for each elective office of the Association.
- (c) Nominations may be made and accepted from the floor by any member of the Association desiring to do so; provided, however, the nominee has been contacted and expressed willingness to serve. The presiding officer shall allow a reasonable time for such nominations before entertaining a motion that nominations be closed.
- (d) These procedures shall likewise apply to the annual selection of nominees for the Board of Directors.

Section 10.2. Officer Elections. The Chair-elect, Treasurer and Board members, other than South Carolina's elected member of Council for the American Institute of Certified Public Accountants, shall be elected by a majority vote of the membership present at the Annual Meeting at which a quorum is present. The Chair shall appoint tellers for such vote. The member elected to the office of Chair-elect shall hold that office for one year and shall assume the office of Chair in the following year. The office of Treasurer will not reside in automatic succession to the position of Chair-Elect.

ARTICLE XI – DUES

Section 11.1. Annual Dues. Dues and initiation fees shall be set by a majority vote of the Board of Directors with notification of membership. Incoming members shall pay dues and special assessments.

Section 11.2. Waiver of Dues. Dues or special assessments may be waived or abated for good cause by the Chief Executive Officer.

Section 11.3. Special Assessments. Special assessments may be levied upon approval of a majority vote at any duly called meeting of the Association, provided that at least ten (10) days written notice of the proposed levy has been properly promulgated. This section shall not apply to Life Members.

ARTICLE XII – EXPULSION OR SUSPENSION OF MEMBERS

Section 12.1. Insanity, Incompetency, or Conviction. Membership in the Association shall be rendered liable for suspension should there be filed with the Treasurer of the Association a declaration by any court of competent jurisdiction that a member is insane or otherwise incompetent, or a judgment of conviction imposed upon any member for:

- (a) A crime defined as a felony under the law of the convicting jurisdiction;
- (b) The willful failure to file any tax return which he or she, as individual taxpayer, is required by law to file;
- (c) The filing of a false and fraudulent income tax return on his or her, or a client's behalf;
- (d) The willful aiding in the preparation and presentation of a false and fraudulent income tax return of a client.

Such membership shall be terminated in like manner upon the similar filing of a final judgment of conviction.

Section 12.2. Professional Malfeasance. Membership in the Association shall be suspended should a member's certificate as a certified public accountant, or license or permit to practice as such or to practice public accounting be suspended as a disciplinary measure by the South Carolina State Board of Accountancy, but such suspension of membership in the Association shall terminate upon reinstatement of the certificate. Membership in the Association shall be terminated should such certificate, license, or permit be revoked, withdrawn, or cancelled as a disciplinary measure by the said State Board of Accountancy.

Section 12.3. Failure to Pay Dues. A member failing to pay annual dues, any subscription, or other sum owed to the Association within a reasonable period of time as approved by the Board of Directors after such debt has become due shall automatically cease to be a member of the Association unless in the opinion of the Board of Directors it is not in the best interest of the profession that the membership be terminated in this way. The Board of Directors shall report any membership so cancelled.

Section 12.4. Discreditable Behavior. Membership may also be suspended for refusing or neglecting to give effect to any decision of the Association and being held by the Association to have been guilty of an act discreditable to the Profession.

Section 12.5. Procedure. A member shall be provided with no less than fifteen (15) days prior written notice of his or her expulsion, suspension, or termination and the reasons therefore. Such member shall also be provided an opportunity to be heard, either orally or in writing as the Board of Directors determines, not less than five (5) days before the effective date of the expulsion, suspension, or termination.

ARTICLE XIII – ACCOUNTS

Section 13.1. Appointment of Auditor. The Board of Directors shall appoint a CPA who is a member of the Association to audit the accounts of the Association for the current fiscal year and

report thereon.

Section 13.2. Submission of Audit. This audit report shall be submitted to the Board of Directors and shall be available to the membership by May 1 of each year.

Section 13.3. Fiscal Year. The fiscal year of the Association shall commence on July 1 and end on June 30 of the subsequent year.

Section 13.4. Provisional Budget. Until a budget is adopted for the fiscal year, the Association will operate its affairs as if the expenditures budget for the immediately preceding year had been adopted for the current year.

ARTICLE XIV - CODE OF CONDUCT

Section 14.1. Code of Conduct. The Code of Conduct of the American Institute of Certified Public Accountants, in whatever form as is currently recognized as the official code, shall be recognized as applying to the members of this Association. Where a reference is made to members of the American Institute of Certified Public Accountants, this reference will be construed to apply to members of the South Carolina Association of Certified Public Accountants. The Code of Conduct as currently recognized is hereby made a part of these Bylaws of this Association by reference, except that in case of any conflict between the Code and these Bylaws, these Bylaws of the Association shall prevail.

ARTICLE XV – COMPLAINTS

Section 15.1. Investigation of Violations. Whenever a member of the Association—whether or not such member is or is not a member of the American Institute of Certified Public Accountants—shall be the subject of a complaint alleging violation of these Bylaws or the Association's Code of Conduct, the said complaint shall be investigated in accordance with the terms of any then -existing agreement between the Association and the American Institute of Certified Public Accountants.

Section 15.2. Hearings. If a hearing is required to dispose of a charge or charges of a violation of these Bylaws or the Association's Code of Conduct, the hearing shall be conducted under the terms of the aforesaid agreement, the operative rules of the Joint Trial Board Division of the AICPA, and the operative joint ethics enforcement procedures in effect by virtue of the agreement between the Association and the American Institute of Certified Public Accountants.

Section 15.3. Granting of Authority. All committees, boards, and other bodies of the Association are hereby empowered to carry the provisions of Sections 15.1 and 15.2 into effect by acting jointly and in cooperation with the appropriate bodies of the AICPA under the agreements, rules, and procedures in effect between the Association and the AICPA at the time of such action.

ARTICLE XVI – ORDER OF BUSINESS

Section 16.1. Member Meetings. The order of business at meetings of the membership shall be as follows:

- (a) Roll Call;
- (b) Confirmation of minutes of proceedings at the last meeting;
- (c) Reading of communications and motions relative thereto;
- (d) Presentation of budget for the ensuing year. (Annual Meeting);
- (e) Reports of officers;
- (f) Unfinished business;
- (g) Election of Officers. (Annual Meeting); and
- (h) New Business.

Special features may take any place in the order of business at the discretion of the Board of Directors.

ARTICLE XVII -- CHAPTERS AND AUXILIARIES

Section 17.1. Area Chapters. One hundred or more members of this Association in one area of the State may, upon written approval of the Board of Directors of the Association, organize a Chapter of the Association. Such Chapter shall be styled and known as "Chapter of the South Carolina Association of Certified Public Accountants."

Section 17.2. Chapter Membership. Any member of this Association residing in a Chapter area is also a member in such Chapter. Any member of the Association not resident in a Chapter area may become attached to a local Chapter of his choice. No member may belong to more than one Chapter of the Association at the same time.

Section 17.3. Chapter Bylaws. All Chapters shall be governed by uniform bylaws which designate the powers and authority of the Chapters. The Chapter bylaws shall be drafted and administered by the Board of Directors of the Association or by a committee appointed for such purposes by the Board of Directors. The Chapter Bylaws shall be updated in accordance with the Association's Bylaws.

Section 17.4. Membership Termination. If a member of any local chapter shall cease to be a member of the Association, he or she shall at once cease to be a member of such local Chapter and his or her name shall be removed from the roll thereof.

ARTICLE XVIII – CORPORATE SEAL

Section 18.1. Corporate Seal. The corporate seal of the Association shall be circular in form and shall contain the words "South Carolina Association of Certified Public Accountants."

ARTICLE XIX – AMENDMENTS

Section 19.1. Amendment to Bylaws. The Bylaws of the Association shall be made, altered, or rescinded by a vote of two-thirds (2/3) of all members of the Board of Directors present at any regular or special meeting of the Board of Directors or by the unanimous written consent of all members of the Board of Directors. Any change of the Bylaws at a meeting of the Board of Directors must be preceded by written notice at least ten (10) days prior to the meeting stating the

proposed amendment and the reasons therefore.

Section 19.2. Notice of Amendment. When an amendment to the Bylaws is adopted in accordance with Section 19.1, the amendment shall be published to all members.

Section 19.3. Proposal to Amend. Except as otherwise provided, a proposal to amend the Bylaws may be made by a petition of not less than ten-percent (10%) of the voting members. The proposal shall be submitted to the Board of Directors for their consideration as provided for in Section 19.1. If the proposal is rejected by the Board of Directors, the proposed amendment shall be submitted to all voting members of the Association for vote by mail ballot. If at least two-thirds (2/3) of those members voting approve such a proposal, it shall become effective as an amendment to the Bylaws. On any mail vote, no less than twenty-five percent (25%) of all voting members shall cast a ballot to constitute a valid action. Mail ballots may be considered valid and counted only if received in the corporation's principal office within sixty (60) days from the date of mailing the ballot to the members. Any mail ballot must be preceded by a written notice at least thirty (30) days prior to the ballot stating the proposed amendment, the reasons therefore, and Board of Directors' and/or Executive Committee's recommendation(s) with regards to such proposed amendment.

ARTICLE XX – DISSOLUTION

Section 20.1. Dissolution. Dissolution of the Association must be approved by a majority vote of the Board of Directors in office at the time the transaction is approved. The Association shall provide seven (7) days' notice to all Board members of any Board of Directors' meeting at which approval of such dissolution is to be obtained unless notice is waived. The notice also must state that the purpose or one of the purposes, of the meeting is to consider dissolution of the Association and contain or be accompanied by a copy or summary of the plan of dissolution. The plan of dissolution shall indicate to whom the assets owned or held by the Association will be distributed after all creditors have been paid.

ARTICLE XXI – LIMITATION ON CORPORATE ACTIVITIES

Section 21.1. Limitations. Notwithstanding any other provision of these Bylaws, this Association will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code. This includes the limitation that no part of the Association's net earnings shall inure to the benefit any private individual or shareholder. The Association is not organized for profit and shall not engage in any activity carried on for profit.

ARTICLE XXII – GENERAL PROVISIONS

Section 22.1. Distributions. The Association shall not make any distributions except those in accordance with the Section 33-31 1302 of the Act, or as set forth in these Bylaws.

Section 22.2. Pronouns. Each reference to pronouns herein shall be construed in the masculine, feminine, neuter, singular, plural, as the context may require.

Section 22.3. Counterparts. These Bylaws may be executed in several counterparts by the Directors all of which together shall constitute one and the same instrument.

(as last amended August 9, 2019)