

To: Los Angeles Chapter Board of Directors
From: Jill Gorman, Division Director of Membership and Strategic Programming (and CalCPA Bylaws Staff Liaison)
Date: March 27, 2017

For those of you on Council, you know that CalCPA proposed changes to its bylaws, which to date, the Board of Directors and Council have approved. These proposed changes still need to be voted on during CalCPA's Annual Membership Meeting in June.

In order to comply with CalCPA, all chapter bylaws are being updated to reflect any overlapping changes. I have taken this opportunity to review all chapter bylaws for additional, more administrative, type changes – also reviewed and approved by CalCPA's Bylaws Committee. The chapter Board will need to vote to approve the newly updated version of the bylaws, prior to Council.

If you have any questions, please send them directly to Melissa Czepaniewski and Tracey Zink Melissa.Czepaniewski@calcpa.org and Tracey.Zink@calcpa.org. We will work together to answer.

Here is an outline briefly explaining the changes.

- **Incorporated CalCPA bylaws updates/revisions.**
 - Adding that CalCPA is a nonprofit mutual benefit corporation.
 - Adding “or their designee” in places where the secretary, vice president and/or treasurer have certain responsibilities that are typically handled by the Program Associate.
 - For example, distributing Board meeting minutes is done by the PA through the Board packet and not the secretary.
- **Language and wording.**
 - Update fiscal/operating year dates.
 - Specify that additional Council seats for the chapter are determined by each additional 1,000 licensed CPA members.
 - Clarify language for current, and/or allowing for new, CalCPA processes.
 - Annual Budget – Article VIII:
 - Now accurately reflects current CalCPA operations as well as specific chapter details.
 - Virtual voting and/or meeting participation, which already happens when voting on the nominations slate.
 - Committees and Discussion Groups – Article IX:

- Now accurately reflects current CalCPA practice and operations.
 - Article now consistent across all 14 chapters.
 - Added references to include/consider “CalCPA policies” where appropriate.
 - Other minor changes were made for clarity and consistency.
 - See redline version of enclosed bylaws.
- **Consolidation and re-ordering.**
 - Article VI – Board of Directors:
 - Several sections re-organized for clarification, consistency and to better reflect current chapter processes.
 - Combined “dues of the vice president/treasurer” and “chapter financial records” sections into one, and removed redundancy.
 - Article X – Nominations:
 - Moved “notice” so it’s after “close of nominations”, accurately reflecting nominations timeline and process.
 - These changes, as well as all dates (except for committee formation), are applied all 14 chapters.
 - Moved Article XI – Bylaw Amendments to after “Nominations”.
 - This revision was made to all 14 chapters.
- **Recommended changes.**
 - Article VII – Officers, Section 3 – Vacancy:
 - Change “until the next annual meeting” to “for the unexpired term of office” to the process of filling a Board vacancy.
 - In the event of the occurrence, and since the “annual meeting” takes place approximately 6 months after nominations closes, this change will help streamline future nominations and potential open positions, where then openings can all be filled during nominations when other positions naturally term out/expire.
 - Article XI – Bylaw Amendments:
 - Revised this section so it follows CalCPA and chapter bylaw amendment process.