



Date: June 1, 2020
To: CalCPA Members
From: Gregory M. Burke, CPA
Chair, CalCPA Bylaws Committee
Re: Approval of CalCPA Bylaw Amendments

Background

The CalCPA Bylaws Committee conducted its work throughout the summer and fall of 2019. The proposed updates and changes were approved by the CalCPA Board of Directors at its December 2019 meeting, and by CalCPA Council at its January 2020 meeting. Prior to these revisions, the most recent CalCPA bylaw updates and changes were approved in June 2017.

For your consideration, on the following pages is a redline version of CalCPA's bylaws, with updates and changes proposed by the Board of Directors and Membership Committee, reviewed by the CalCPA Bylaws Committee and approved by the Board of Directors and Council. Bylaws changes affecting member rights have to be approved by the members.

Proposed Updates and Changes

The revisions fall into three categories:

- Updates to reflect policy changes enacted by Council;
- Changes that conform the bylaws to current organizational procedures that do not conflict with existing policies; and
- Administrative changes such as clarifying and using consistent nomenclature throughout the document.

This memo will not address all of the changes individually, but the Bylaws Committee believes it important to point out changes affecting member rights, which follow.

Changes Affecting Member Rights

Article II (2) is revised to provide for an expanded and more inclusive voting membership category.

- This change came from the CalCPA Membership Committee in response to the changing nature of how accounting graduates are pursuing careers in public accounting, as well as in industry and academia.
- It allows voting privileges to members who were once licensed CPAs, but who no longer hold a license (for other than disciplinary reasons), and members who have never held a license, but who meet the Uniform Accountancy Act requirements for licensure as of the date of application to join CalCPA.
- It makes clear that only voting members can vote at meetings of the membership, serve on Council or the Board of Directors, hold office and serve on the CalCPA Nominations Committee.

- Follows similar policies adopted by the AICPA and a number of other state societies.

Article II (6) is added to incorporate into the bylaws the existing authority Council has to adopt policies with respect to the payment of dues and other benefits, specifically related to life membership.

- This change was also brought by the CalCPA Membership Committee requesting the bylaws expressly authorize Council to adopt policies defining this category of membership and determining what benefits life members may receive.
- It also clarifies that only dues paying members may qualify for life membership.

Article XII (1) is changed to enable the Board of Directors the ability to make operational business decisions related to state committees and sections, and is expanded to include information on the process for creating, designating and dissolving state committees and sections.

- This change comes from the Board of Directors with the concurrence of the CalCPA Chair. It removes the CalCPA Chair from this provision and adds the Board of Directors or its designee(s).
- It also clarifies the process by which members may propose the creation of a committee or section.

The remaining updates and changes to the bylaws are administrative or procedural in nature, ensuring consistency and conformity throughout, and do not affect member rights. Council provided final approval for those revisions.

Upcoming Deliverables

During this process, two additional aspects were discussed. The Board of Directors requested a legal review of the bylaws, which took place in March 2020. From a legal standpoint, CalCPA's bylaws are in compliance with state law. However, there were recommended best practice changes that will be thoroughly reviewed and discussed in the coming months, after current revisions are adopted, and brought to the appropriate governance groups for consideration.

Additionally, to conform with CalCPA's bylaws and address other necessary administrative changes, a review and update of all chapter bylaws will take place during the 2020-21 fiscal year. Proposed changes to chapter bylaws only need to be approved by CalCPA Council, and not the full membership.

Conclusion

Please take the time to read and consider these changes. A redline version of CalCPA's bylaws are available on CalCPA's website at calcpa.org/2020bylawschanges.

The members of the Bylaws Committee would like to express their appreciation for the opportunity to provide you with the proposed changes to the CalCPA bylaws contained in the accompanying redlined document.

Members of CalCPA's Bylaws Committee:

- Chair: Greg Burke, Sacramento Chapter
- Vanessa Hill, East Bay Chapter
- Chris Raymer, Central Coast Chapter
- Cory Stigile, Los Angeles Chapter
- Ben Towne, Silicon Valley/San Jose Chapter
- Jill Gorman, CalCPA Staff Liaison