

Date: May 1, 2017  
To: CalCPA Members  
From: Gregory M. Burke, CPA  
Chair, CalCPA Bylaws Committee  
Re: Approval of CalCPA and Chapter Bylaw Amendments

## **Background**

The Bylaws Committee conducted its work throughout the Summer and Fall of 2016. The proposed updates and changes were approved the Board of Directors at their December 2016 meeting, and by Council at its January 2017 meeting. Prior to these revisions, the last updates and changes to the Bylaws were approved in January 2007.

For your consideration, on the following pages is a redline version of CalCPA's Bylaws, with updates and changes suggested by the 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 suggested updates fall into three categories: administrative changes such as clarifying titles to articles or paragraphs and using consistent nomenclature throughout the document; changes that conform the Bylaws to current organizational procedures such as the timing of notice and termination of membership for nonpayment of dues; and updates to reflect policy changes enacted by Council, such as the expansion of the associate member category.

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

## **Changes Affecting Member Rights**

Article II (7) changed to provide for suspension of membership for nonpayment of dues after 90 days from the due date for payment, termination of membership as of the end of the fiscal year. Conforms to current administrative practice.

Article II (9) changed to allow resignation of membership by electronic communication to any CalCPA office or staff member whose job duties include accepting such resignation. Conforms to current administrative practice.

Article III (9) changed to provide that CalCPA Council shall establish policies and procedures regarding cancelling a billing for dues or an assessment in "meritorious individual cases" rather than having the chapter boards of directors make those determinations. Conforms to current administrative practice.

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

## **Policy Questions**

A number of policy questions came up during the course of our deliberations that the Committee believed to be beyond its scope. Those questions have been referred to other CalCPA committees, such as the Membership Committee or Board of Directors for further discussion.

## **Conclusion**

In order to conform with CalCPA's Bylaws and address other administrative changes needed, a review and update of all chapter bylaws was part of the process. Given the proposed changes, chapter bylaws only need to be approved by CalCPA Council. Redline versions of CalCPA and chapter bylaws, including accompanying memos, are available on CalCPA's website at: [www.calcpa.org/2017BylawsUpdates](http://www.calcpa.org/2017BylawsUpdates).

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 for your consideration.

Members of CalCPA's Bylaws Committee:

- Greg Burke – Chair, 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