

# **American Society of Women Accountants**

## **Milwaukee Chapter 41**

### **Bylaws**

#### **Article I**

##### **Name**

The name of this organization shall be Milwaukee Chapter, Number 41, of the American Society of Women Accountants, hereinafter referred to as “the Chapter.”

#### **Article II**

##### **Mission**

The mission of this Society shall be to enable women in all fields of accounting to achieve their personal, professional and economic potential and to contribute to the future development of the profession.

#### **Article III**

##### **Members**

Section 1. There shall be five classes of membership: regular, associate, affiliate, retired and honorary. Membership (of any class) in ASWA is a requirement for membership in this chapter.

##### **A. Regular**

###### **1. Qualifications:**

- a. Actively engaged in accounting for two or more years! or
- b. Hold a valid CPA certificate, its equivalent, or other accounting or financial certifications with similar education or experience requirements as determined by the Board of Directors, or
- c. Hold a bachelor’s degree with a major in accounting or its equivalent.

###### **2. Shall have full rights of membership.**

##### **B. Associate**

###### **1. Qualifications:**

- a. Regularly enrolled students in post-secondary educational institutions, majoring in accounting or a related field, or
- b. Actively engaged in accounting, or hold a bachelors degree with a major in accounting or its equivalent with less than two years experience.
- c. Limited to two years following attainment of qualifications for regular membership and a maximum of seven years.

2. Shall vote but may not hold elective office.

C. Affiliate

1. Qualifications:
  - a. Not actively engaged in accounting, and
  - b. Have a substantial interest in accounting.
2. Shall vote but may not hold elective office.

D. Retired

1. Qualifications:
  - a. Age sixty-five as of June 1 and a regular or associate member for the shorter of five consecutive years or the life of the Chapter.
  - b. Retired from all gainful employment due to disability as of June 1.
  - c. Age fifty-five as of June 1 and retired from all gainful employment and a regular or associate member for the shorter of ten consecutive years or the life of the Chapter.
2. Shall retain the rights previous held as regular or associate members.

E. Honorary

1. Qualifications:
  - a. Outstanding women whose professional achievements exemplify the standards encouraged by the mission statement of the Society, and
  - b. Approved by a two-thirds vote at a Chapter meeting.
2. Honorary members who were members upon election to honorary membership shall retain their former rights and privileges in the Chapter.
3. The Chapter assumes the liability for National dues for all members it elects to honorary membership in the Chapter.

Section 2. Application for membership shall be signed by a member of the Chapter. Application for membership and reclassification shall be approved by the Chapter Board of Directors, and the National Board of Directors.

Section 3. The Board of Directors shall establish the dues for all classes of Membership. By March 1, members will be notified of dues structure, credits, and fees in effect for the following administrative year. The Board may authorize dues credits, reimbursement fees, and initiation fees. Dues are in addition to the amount of dues payable to the national organization, and are payable in advance on or before July 1 of each year.

Section 4: Termination of membership:

A. Any member who fails to pay dues or fees within sixty days of invoice date shall be automatically dropped from membership.

B. Membership in the Chapter shall be terminated by a two thirds vote of the Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

C. If a member is terminated by National, they are automatically terminated from the Chapter.

Section 5. The chapter shall actively pursue regular members as much as necessary to maintain a regular membership of 50 percent of the total membership of the chapter.

## **Article IV**

### **Officers**

Section 1. The officers of the Chapter shall be a president, vice president, a recording secretary, a corresponding secretary, a treasurer, the immediate past president, and 4-6 directors. These officers shall perform the duties prescribed by the bylaws, the standing rules, and the parliamentary authority adopted by the Society.

Section 2. The Nominating Committee shall consist of three members, one regular member elected by the Board of Directors and two regular members elected by the membership no later than the January meeting of the year.

A. The Chair of this committee shall be appointed by the Board of Directors.

B. A vacancy on the committee shall be filled by the Board of Directors.

Section 3. This committee shall report their nominations for officers and directors to the membership no later than the regular March meeting of the Chapter. Additional nominations may be made from the floor, provided that consent of the member has been obtained.

A. Annual election of the officers and directors shall be held no later than the regular April meeting of the Chapter.

B. The officers and directors shall be elected by ballot. If there is only one candidate for each office and director, the president shall declare the slate elected.

C. Newly elected officers and directors shall take office at the beginning of the administrative year.

Section 4. To serve as president, the member must have previously served on the Board of Directors.

Section 5. The following directors shall be elected to serve for two years or until their successors are elected and shall have staggered terms: administrative reporting, membership & member relations, and education & legislation. The other directors: public relations, student activities, and bylaws shall be elected to serve for a term of one year or until their successors are elected. Members of the Executive Committee shall hold office for one year or until their successors are elected. The officers' term of office shall begin at the beginning of the Society's fiscal year, July 1.

Section 6. A vacancy in the office of the president shall be filled by the vice president. If a vacancy occurs in both the office of president and vice president, the office of the president shall be filled by the Board of Directors. A vacancy in all other offices shall be filled by appointment of the President with the approval of the Board of Directors.

Section 7. No officer shall be eligible to serve more than two consecutive terms in the same office. An officer having served two consecutive terms may serve again in the same office after the expiration of one year.

Section 8. An officer may be removed from office by a two-thirds vote of the Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

Section 9. The Chapter shall indemnify its officers to the fullest extent permitted by the most current edition of the DC Code, Title 29, Chapter 6-Nonprofit Corporations.

Section 10. Any member of the Board of Directors who, during a term of office, has three unexcused absences, as determined by the Board of Directors, shall automatically be removed from office.

## **Article V**

### **Meetings**

Section 1. The Chapter shall hold at least ten regular monthly meeting each year at a time and place fixed by the Board of Directors.

Section 2. The regular meeting in June shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees, and any other business that may arise.

Section 3. Special meetings may be called by the president or a majority of the Board of Directors.

Section 4. A quorum shall consist of twenty-five (25) percent of the members of the Chapter.

## **Article VI**

### **Representation and Voting**

Section 1. The Chapter shall be represented at meetings of the American Society of Women Accountants as provided for in the National Bylaws.

Section 2. Credentials of delegates, alternates, proxies and proxy alternates shall be signed as provided in the National Standing Rules.

Section 3. Delegates and alternatives to the National annual meeting and special meetings for the ensuing administrative year shall be elected by a majority vote of the members present at the regular June meeting or at any other regular or special meeting of the membership providing notice of such election is sent with notice of the meeting.

## **Article VII**

### **Board of Directors**

Section 1. The officers of the Chapter shall constitute the Board of Directors.

Section 2. The Board of Directors shall have general supervision of the affairs of the Chapter between its business meetings and shall perform the duties as described by these bylaws and the standing rules. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

Section 3. Meetings:

- A. The president, with the approval of the Board of Directors, shall designate the time and place of the regular meetings.
- B. Special meetings may be called by the president and shall be called at the request of a majority of the members of the Board.
- C. A majority of the members of the Board shall constitute a quorum.

## **Article VIII**

### **Committees**

Section 1. The Executive Committee shall be composed of the president, vice president, recording secretary, corresponding secretary, and treasurer.

A. The Executive Committee shall have general supervision of the affairs of the Chapter between meetings of the Board of Directors. The Executive Committee shall be subject to the orders of the Chapter and the Board, and none of its acts shall conflict with the actions taken by the Chapter of the Board.

B. Special meetings may be called by the president and shall be called at the request of a majority of the Executive Committee.

Section 2. The Finance Committee shall be chaired by the treasurer. The purpose of the committee is to prepare a budget for board approval.

Section 3. Committees may be appointed by the president with the approval of the Board of Directors whenever deemed necessary to the welfare and development of the Chapter. The president shall be the ex officio member of all committees except the Nominating Committee. The president, with the approval of the Board, shall fill any vacancies.

Section 4. Additional standing committees are listed in the chapter standing rules.

## **Article IX**

### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in

which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## **Article X**

### **Amendment of Bylaws**

Section 1. The bylaws may be amended at any meeting by a two-thirds vote provided notice of the proposed amendment has been provided to each member in writing at least thirty days prior to the meeting.

Section 2. All amendments adopted by this Chapter shall be submitted to the National Bylaws Chair for approval before becoming effective.

Section 3. When amendments to the National Bylaws shall have an effect on this Chapter's Bylaws, such amendments shall become automatically effective for this Chapter. Notice in writing shall be sent to the membership.

**Article X**  
**Dissolution**

Section 1. This Chapter can be dissolved by a two-thirds vote of the members present and voting at a membership meeting, provided that notice of such vote has been submitted to each Chapter member in writing at least thirty days in advance.

Section 2. Within thirty days from the date this Chapter is declared inactive by its Board of Directors, it shall surrender its charter and all books and records to the Headquarters office.

Section 3. In the event of dissolution of the Chapter, any remaining funds will go to a nonprofit organization that is exempt under Section 501(c)(3) of the Internal Revenue Code as follows:

- A. The Educational Foundation of AWSCPA-ASWA, if it exists, or
- B. ASWA National or another nonprofit organization working for the benefit of the accounting profession to be chosen by the trustees of the dissolution.

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Revision and Restatement Adopted \_\_\_\_\_ 1996? \_\_\_\_\_

President \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_

**AMERICAN SOCIETY OF WOMEN ACCOUNTANTS  
MILWAUKEE CHAPTER #41  
STANDING RULES**

**GENERAL**

1. The membership of Milwaukee Chapter #41, American Society of Women Accountants shall be unlimited as provided in the bylaws.
2. Milwaukee Chapter #41 shall meet each month on the fourth Tuesday of the month at 5:30 P.M. The technical program will begin at approximately 7:00 P.M. and the business meeting will follow.

**BUSINESS MEETING**

1. The following shall be the order of business:
  - Reading and approval of minutes of previous meeting.
  - Correspondence.
  - Report of Standing Committee.
  - Report of Special Committee.
  - Unfinished Business.
  - New Business.
  - Announcements.
  - Adjournment.
2. The Treasurer's report shall be available for review by members at the registration table at the regular monthly meeting.
3. If a motion is made and unanimously approved that the chapter dispense with the reading of the minutes at a regular technical meeting, the minutes shall be referred to a committee for approval prior to the next technical meeting. Such a committee shall be appointed by the President.

## **BOARD MEETINGS**

1. Board meetings shall be held at 5:00 prior to the regular meeting.
2. The President may call a meeting of the incoming Board of Directors to pre-approve plans and activities for the ensuing year.

## **COMMITTEES**

1. The advisory Committee shall be chaired by a past President and shall provide assistance to the President, Board of Directors and Executive Committee.
2. Any Chapter member may request the President to appoint a special committee. The member shall incorporate into the request the responsibilities and duties of that committee if appropriate. Should the President appoint the special committee, she/he shall specify in writing to that committee, at the time of appointment its responsibilities and duties.
3. Committee Chairman shall notify the Committee members, the President, and President-elect of all committee meetings. The first meeting of the fiscal year shall be in attendance at each Board of Directors meeting.
4. The nominating Committee shall maintain a file of prior officers, the Committee Chairmen and recommend future nominees. This committee shall include one member of the prior year's nominating committee. The committee is encouraged to seek the recommendations for Officers and Board members from current President and President-elect.
5. The Bylaws Committee shall maintain informational data and be responsible for updating the Chapter roster.
6. The Treasurer shall serve as Chairman of a Finance Committee.
7. Committee Chairmen shall pass their files to their successors no later than July 10. Earlier compliance is encouraged.

## **FINANCE**

1. The Finance Committee shall prepare a budget which is submitted to and approved by the Board of Directors at the beginning of each fiscal year.
2. The Treasurer shall exercise due diligence in verifying and paying all budgeted expenditures. All other bills shall be presented to the Board of Directors for approval before payment.
3. The Board of Directors, at its discretion, may refuse to approve any unauthorized and unbudgeted expenditure which has not been previously discussed with the Board. In such case, the liability shall remain with the member incurring the expense.
4. The President, Treasurer, and Secretary are authorized signatures and two signatures are required for all checks over \$500.
5. The outgoing Treasurer shall pass the necessary files to the Audit Committee no later than July 15 and shall be available for consultation during the audit.
6. The audit report shall be completed no later than August 10.

## **DINNER MEETINGS**

1. The price range of dinners and location of meetings shall be approved by the Board of Directors.
2. Members not canceling dinner reservation by the printed deadline shall be billed by the treasurer for the cost of the meal. In extraordinary circumstances exception shall be determined by the Board of Directors.

## **PROGRAMS**

1. The Board of Directors shall approve all programs at the beginning of the fiscal year.
2. The Program Committee responsible for the meeting shall contact the speaker, update biographical information, obtain presentation outline and arrange the seating for the speakers table. Any updated data shall be forwarded to the bulletin and publicity committee.
3. The Continuing Education records, including attendance and presentation outlines, shall be maintained by the program committee.

## **STUDENT ACTIVITIES**

1. A scholarship committee comprised of the trustees of the fund shall report at each meeting.
2. Scholarships shall be awarded annually from the scholarship fund. A scholarship shall be given to an accounting student chosen from an area college which offers a four (4) year bachelor's degree with a major in accounting. Subject to advisement of the scholarship committee an additional \$200 scholarship may be awarded to a student in an area technical college.

**REPRESENTATION AT NATIONAL MEETINGS**

1. The Chapter shall pay for all registration fees and costs of the officers' Dinner at the Joint Annual Meeting for the President.
2. A maximum of \$200 to be shared by officers or directors other than the President attending the Joint Annual meeting.

**DIRECTIVES**

1. The standing rules shall be read and discussed at the first Committee meeting, for every committee, each year.
2. The Chapter roster shall not be distributed to any nonmembers or organizations.

Standing Rules Revised on \_\_\_\_\_ 1996? \_\_\_\_\_

President \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_