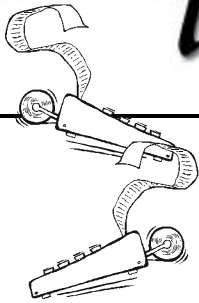


Coming
up



CE
EXPO

May 18th, 2009
UT Tyler
8 hrs. CE credit
4 hr. Ethics offered
Register online
www.etcpa.org
membership link

MAY Chapter Meeting

DATE & TIME:
Monday, May 18, 2009
12:00 noon

**INSTALLATION OF
2009-2010
OFFICERS & BOARD/
ANNUAL AWARDS
PRESENTATION**

PLACE:
UT Tyler
Robert Muntz Library
4th floor

COST:
Lunch is included in
Expo registration fee.
Lunch only - \$15

REGISTRATION:
email etctscpa@tyler.net
or phone 903-526-1040
by May 13, 2009

CPA news

MAY 2009

President's message



Amy Proctor

As I write this, my final President's Message, I am reflecting on all that we have accomplished this year through the work of our many dedicated volunteers. We celebrated our 55th Anniversary, honored our past presidents, and had a great time of fellowship playing Texas Hold'Em! We raised funds for accounting scholarships through our annual golf tournament and gave away over \$18,000 in scholarships to deserving students! We provided 64 hours of quality continuing education for our members at a great price! We increased our membership by 100 members! We updated the bylaws for both the East Texas Chapter and the East Texas Chapter Educational Foundation and established continuity between the two. We established a Young CPA Committee and a Diversity and Inclusiveness Committee. When I write it all down, I am amazed at what we have accomplished. *Thanks to each of you for all of your hard work!*

Have you been involved in all of these activities? If not, you have missed a lot of fun! The best way to get involved with our Chapter is to join our Board or serve as a Committee Chairman or Committee Member. The networking opportunities expand when you get involved and WE NEED YOU! We have a great group of long-time dedicated volunteers, but would welcome you to join us and share your new ideas. Let us know what we are doing right and what we are doing wrong! It is also time to sign up for the TSCPA annual meeting to be held in San Antonio at the end of June. All members are welcome and encouraged to attend and get involved!

Our final Chapter event for 2008-2009 will be our annual CE Expo to be held at the University of Texas at Tyler on Monday, May 18, 2009. We have a great lineup of speakers including 4 hours of Ethics for those of you who need to complete that requirement. Whether attending the Expo or not, sign up for our Chapter meeting to be held during lunch that day, as we elect new officers and honor our Chapter members who have served us so faithfully this past year.

I have been blessed by the privilege of serving as your President. It truly has been an honor serving with so many dedicated volunteers and with such a wonderful group of professionals. Thank you !

2009-2010 CALENDAR OF EVENTS

MAY 18, 2009

CE Expo
UT Tyler
4 hrs. Ethics offered

August 2009

Accounting & Auditing Expo

SEPTEMBER 18, 2009

Fall Expo
Stephen F. Austin University
Nacogdoches, Texas

MONDAY, OCTOBER 26, 2009

Golf Tournament
Pine Dunes Resort, Frankston

NOVEMBER 17, 2009

Casino Night

JANUARY 22, 2010

Tax Update
Steve Tillinger

MAY 2010

Spring Expo

Check our website at www.etcpa.org
for details and to register.



As you have probably noticed, this past year we have been sending the newsletter by email and regular mail. For cost-cutting reasons and ease of reading and delivery, the newsletter will be delivered **ONLY** electronically beginning in the fall. If you choose not to have the newsletter delivered by email please notify me in writing and we will continue to send you a copy by USPS.

With this newsletter you are being notified in writing of the following policies and revisions to the East Texas Chapter of TSCPA's Bylaws. The membership will be voting on these revisions to the Bylaws and adoption of these policies at the Chapter meeting to be held on Monday, May 18th at noon at UT Tyler.

POLICIES East Texas Chapter of the TSCPA

WHISTLEBLOWER POLICY

The purpose of this policy is to provide a procedure for East Texas Chapter of TSCPA officers, directors, volunteers and members to report good-faith concerns about alleged accounting and financial improprieties and/or misuse of East Texas Chapter of TSCPA assets.

Notification Procedures

If an officer, director, or member has a good-faith concern, he or she should submit the concern to the East Texas Chapter of the TSCPA's President-Elect who will serve as the Compliance Officer for investigating and resolving all reported concerns. A concern may be submitted anonymously. It is

preferred that a concern be submitted in writing, but an oral report to the President-Elect is acceptable.

A concern should describe specifically the nature of the concern and should include documentary evidence, if available.

A concern shall be considered "good-faith" if the report is made without malice or consideration of personal benefit and the member has a reasonable basis to believe the report is true. A report does not have to be proven true to be made in good faith. Good faith will be considered to be lacking when the report is known by the reporting member to be malicious or false.

Investigation Procedures

The President-Elect, serving as Compliance Officer, shall be responsible for investigating concerns and shall be responsible for ensuring appropriate actions are taken. Depending on the nature of the concern, the President-Elect may consult with the East Texas Chapter of TSCPA Executive Board, full Board, investigators, fraud examiners, or legal counsel.

Confidentiality

When a concern is reported, the information shall be considered confidential to the extent that confidentiality does not hinder the investigation. The East Texas Chapter of the TSCPA cannot guarantee confidentiality of the concern. Disclosure of the concern and the person filing the concern will be made to the appropriate parties on a need-to-know basis. If an officer, director, or member is being investigated as a result of a concern that has been filed; he or she may be given the circumstances of the concern. Such disclosure may allow the officer, director, or member to deduce who filed the concern. In addition, identification of the person filing the concern may be necessary to perform the investigation, to allow law enforcement to perform an investigation, or if the person accused of impropriety is entitled to the information as a matter of legal right in disciplinary proceedings.

Protection of Whistleblower

If an officer, director, or member reports a good-faith concern, without malice or information that is known to be false, the officer, director, or member shall not suffer retaliation for his or her disclosure.

COMPENSATION AND BENEFITS POLICY

Compensation and benefits programs for the East Texas Chapter of TSCPA employees are designed with the goal of providing remuneration that is fair, reasonable, and competitive. The programs are intended to help the East Texas Chapter of TSCPA recruit and retain qualified staff while being cost-effective and affordable, ensuring that the interests of TSCPA members are considered. The responsibility for guiding and overseeing the formulation and application of staff compensation and benefits for East Texas Chapter of TSCPA employees has been delegated to the Board of Directors.

As part of its responsibilities, the Board of Directors will oversee and review the salary grades for various staff positions established by the Executive Director, oversee and review the benefit programs provided to

East Texas Chapter of TSCPA employees, set the overall compensation budget for the East Texas Chapter of TSCPA each year, conduct a performance evaluation of the Executive Director each year and set the compensation of the Executive Director.

To assure competitive and appropriate levels of compensation for staff, the Board of Directors will obtain information from relevant comparative groups including other associations and non-profit organizations as appropriate. Information regarding compensation and benefit programs of other comparative groups will be obtained by request from similar sized Chapters of the TSCPA as well as other similar sized non-profits.

The guidelines described above apply consistently to all employees of the East Texas Chapter of the TSCPA regardless of their level. The East Texas Chapter of the TSCPA administers its compensation and benefit programs in accordance with Federal Wage and Hour Laws, and other applicable governmental guidelines.

CONFLICT OF INTEREST POLICY

All TSCPA volunteers of the East Texas Chapter of the Texas Society of CPAs will make every effort to avoid any conflict between their own personal, company or firm interests, and the interests of the Society, in all actions taken by them on behalf of the Society.

A volunteer should abstain from voting on issues, policies and decisions which could cause the member to benefit personally or cause the member's company or firm to benefit from the outcome of the vote.

Each officer and director of the East Texas Chapter of TSCPA shall be required to sign an annual statement that he or she understands the Conflict of Interest Policy and agrees to disclose to the President any conflict or potential conflict of interest which may arise during his or her service.

The disclosure of any conflict by volunteers should be in writing, confidentially addressed to the President, and should describe the facts and circumstances relative to the potential conflict of interest. It will be the decision of the Board of the East Texas Chapter of the TSCPA as to a resolution of the conflict, if a resolution is deemed necessary. Any volunteer who is aware of a conflict of interest on his/her part and fails to report such shall be subject to appropriate disciplinary action by the Executive Board or its designee.

CURRENT

EAST TEXAS CHAPTER
TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS
CONSTITUTION AND BY-LAWS

CHANGES TO CONSIDER

EAST TEXAS CHAPTER
TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS
CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be:
"The East Texas Chapter of the Texas Society of
Certified Public Accountants."

No change

ARTICLE II - OBJECTIVES

This Chapter is formed for the purpose of promoting the interest of Certified Public Accountants, elevating the standard of proficiency, integrity, and character, cultivating professional cooperation and social intercourse between members and cooperating with similar chapters of this State and with state and national organizations of Certified Public Accountants for the advancement of the profession of accountancy.

This Chapter is formed for the purposes of: promoting the interests of Certified Public Accountants; elevating the standards of proficiency, integrity, and character; cultivating professional cooperation and social intercourse between members; and cooperating with similar chapters of this State and with state and national organizations of Certified Public Accountants for the advancement of the profession of accountancy.

ARTICLE III - MEMBERSHIP

Section 1. Any Certified Public Accountant, holding an unre-
voked certificate to practice as such in the State of Texas and a
membership in good standing in the Texas Society of Certified
Public Accountants, residing in the chapter area, is eligible for
membership in the Chapter, and may become a member thereof
by the payment of the annual dues in advance as is set out
hereinafter. However, failure to pay such dues to the Chapter
will not affect such person's membership in the Texas Society of
Certified Public Accountants in any way.

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will not affect such person's membership in the Texas Society of
Certified Public Accountants in any way.~~

Membership in this Chapter shall conform to the Bylaws of the Texas Society of Certified Public Accountants as specified in Article II – Membership and Article IV – Local Chapters.

Reason for suggestion: TSCPA has made, and will continue to make, revisions to its Bylaws with regard to membership. Chapter bylaws cannot be in conflict with those of the parent organization; and membership in the state and chapter now is joint, therefore individuals no longer apply separately to chapters. Rather than constantly revising their Bylaws as necessary to keep pace, several chapters have elected to employ this flexible and simple language that covers almost all sections of this article. It is suggested that other chapters consider something similar.

A Certified Public Account otherwise eligible for membership in this Chapter but who does not reside or maintain his or her principal office in this Chapter district may become a member of this Chapter if his or her application for membership is approved by a majority of the Board of Directors of this Chapter.

Section 2. A Certified Public Account otherwise eligible for membership in this Chapter but who does not reside or maintain his or her principal office in this Chapter district may become a member of this Chapter if his or her application for membership is approved by a majority of the Board of Directors of this Chapter.

This is separate from the fundamental eligibility for TSCPA and first-chapter membership, and is an appropriate addition to a chapter's Bylaws.

Any person who has passed the written examination as set forth by the Texas State Board of Public Accountancy or of any state or territory of the United States or the District of Columbia but who has not met experience requirements for licensing shall be eligible for election as a candidate for membership. Such designation may continue only five years from the date of notification of passing such written examination.

Remove. See reason in Section 1 foregoing. Also, TSCPA Bylaws no longer specify categories of affiliate membership such as this one – which now includes students. (Others, subject to change by the Executive Board, currently include non-CPA academic affiliates and international affiliates.)

<p>Such candidate shall be required to pay dues, but shall not be eligible to hold offices or to vote at meetings, but all other privileges of the Society shall be extended to them. The requirements for admission to membership shall be prescribed by the Board of Directors.</p>	<p><i>Remove. See reasons foregoing.</i></p>
<p>Section 2. Any member who shall neglect or refuse to pay his dues, assessments or any other indebtedness to the Chapter for a period of six months after such has become due and notice thereof shall have been given by the Secretary-Treasurer, shall forfeit his membership unless payment is made within thirty days after final delinquent notice. A member who has forfeited his membership may be reinstated upon payment of the regular annual dues.</p>	<p>Section 23. Any member who shall neglect or refuse to pay his dues, assessments or any other indebtedness to the Chapter for a period of six months after such has become due and notice thereof shall have been given by the Secretary-Treasurer, shall forfeit his membership unless payment is made within thirty days after final delinquent notice. A member who has forfeited his membership may be reinstated upon payment of the regular annual dues.</p> <p><u>Termination of membership in this Chapter shall conform to the Bylaws of the Texas Society of Certified Public Accountants as specified in Article III – Disciplinary Actions and Termination of Membership.</u></p> <p><i>Reason for suggestion:</i> <i>This chapter's members have been leaders in the fight to enforce the profession's codes of professional conduct. As such enforcement with regard to membership termination becomes increasingly tied to quasi-legal considerations and procedures, chapters may want to remove themselves from potential exposure to legal liability by making it clear that membership termination is handled only at the state level. Also, since membership now is joint, chapters do not take separate action. (FYI: There are 1,400 words in Article III of the TSCPA Bylaws addressing membership termination.)</i></p>
<p>Section 3. Resignation of a member may be offered in writing at any time and should be effective on the date of acceptance by the Board of Directors of the Chapter.</p>	<p><i>Remove. See reason in foregoing.</i></p>
<p>Section 4. Any member who shall have been dropped from membership in the Texas Society of Certified Public Accountants for non-payment of dues or assessments or expelled or suspended from membership therein for cause, shall automatically and without notice cease to be a member of the Chapter.</p>	<p><i>Remove. See reason in foregoing.</i></p>
<p>ARTICLE IV - OFFICERS</p>	
<p>Section 1. There shall be five officers of the Chapter, consisting of a President, a President-Elect, two Vice-Presidents, and a Secretary-Treasurer, all of whom shall be members in good standing of the Chapter and elected by ballot at the January meeting of the Chapter. All such officers shall serve for one year or until their successors are elected and qualified. Provided, however, that in the event of a vacancy created by the resignation, death, or inability of the officer to serve out his or her term, the Board of Directors shall meet and fill said vacancy for the unexpired term thereof without referring same to the membership as a whole.</p>	<p><i>No change.</i></p>
<p>Section 2. President. The President shall preside at all meetings of the Chapter and of the Board of Directors, and shall appoint, subject to the approval of the Board of Directors, all standing or special committees. The President shall coordinate all the activities of the Chapter.</p>	<p><i>No change.</i></p>
<p>Section 3. President-Elect. The President-Elect shall assist the President, and in the absence of the President, shall act in his or her stead.</p>	<p><i>No change.</i></p>

<p>Section 4. Vice-Presidents. The Vice-Presidents shall assist the President and the President-Elect, and in the absence of the President or President-Elect, shall act in his or her stead.</p>	<p><i>No change.</i></p>
<p>Section 5. Secretary-Treasurer. The Secretary-Treasurer shall issue notice of all meetings of the Chapter and Board of Directors, keep a record of all acts of proceedings of the Officers and Board of directors, notify all members-elect, and conduct all correspondence, issue any news bulletins, make reports to the Texas Society of Certified Public Accountants as may be necessary or required from time to time.</p>	<p><i>No change.</i></p>
<p>The Secretary-Treasurer shall receive and disburse all monies of the Chapter and keep regular accounts thereof subject to the inspection of the President or any members of the Board of Directors. Monies received by the Secretary-Treasurer shall be deposited into a bank account maintained in the name of the Chapter. All disbursements shall be made by check signed by the Secretary-Treasurer and countersigned by the President or Vice-President for necessary expenditures of the Chapter and any other items that may be authorized by the Board of Directors.</p>	<p>The Secretary-Treasurer shall receive and disburse all monies of the Chapter and keep regular accounts thereof subject to the inspection of the President or any members of the Board of Directors. Monies received by the Secretary-Treasurer shall be deposited into a bank account maintained in the name of the Chapter. All disbursements shall be made by check signed by the Secretary-Treasurer and countersigned by the President or Vice-President for necessary expenditures of the Chapter and any other items that may be authorized by the Board of Directors. <i>Reason for suggestion:</i> <i>This is a procedural matter and is not necessary to specify in the document outlining the organizational framework. Also, method of disbursements might change to use of credit cards or electronic methods.</i></p>
<p>Section 6. At such time when the Chapter will qualify to elect a director to the Board of Directors of the State Society, election of a nominee shall be given consideration by the Nominating Committee each three years from the date of the first qualification. At such time when more than one director of the Texas Society may be elected, such additional nominations shall be given consideration by the Nominating Committee also at each three years from such qualification.</p>	<p><i>Because these are not officers, move to ARTICLE VIII – NOMINATIONS, as new Section 3.</i></p>
<p>ARTICLE V - BOARD OF DIRECTORS</p>	
<p>Section 1. The Chapter operations shall be conducted by a Board of Directors of fifteen members in good standing of the Chapter, of which nine shall be elected by the Chapter and the other six shall be the five elected officers of the Chapter and the immediate past president of the Chapter. In the event of a vacancy created by the resignation, death, inability, or failure of any one of its members to serve out his term, the Board of Directors shall fill said vacancy for the unexpired term thereof at any regular meeting of the Board without referring same to the membership as a whole.</p>	<p><i>No change.</i></p>
<p>Section 2. The directors to be elected shall be elected by the Chapter members at the January meeting of the Chapter. Each director shall serve for a term of three years, three directors to be elected at each January meeting. If a director shall be elected at the January meeting as an officer of the Chapter during his or her unexpired term, a successor shall be elected by the membership to finish the unexpired term.</p>	<p><i>No change.</i></p>
<p>Section 3. Eight of the fifteen members of the Board of Directors shall constitute a quorum. Absences from three consecutive meetings of the Board shall constitute a tender of the member's resignation unless a satisfactory explanation is offered.</p>	<p>Section 3. Eight of the fifteen members of the Board of Directors shall constitute a quorum. Absences from three consecutive meetings of the Board shall may constitute a tender of the member's resignation unless a satisfactory explanation is offered.</p>

	<p><i>Reason for suggestion:</i> Provides an option rather than a mandate to take such action, allowing for special circumstances.</p>
<p>Section 4. The Board of Directors shall have power to fill an interim vacancy of any officer or director, exercise control over the Chapter's monies and properties, appoint a committee at least ten days before each annual meeting to audit the accounts of the Chapter for the fiscal year and make a report to the Chapter at such meetings, prepare and approve a budget at its first meeting after its term of office commences, carry out the purpose of the Chapter as expressed in its "Constitution and By-Laws" and resolutions and submit a condensed report thereof at the annual meeting, together with any recommendations for the welfare of the Chapter.</p>	<p>Section 4. The Board of Directors shall have power to: fill an interim vacancy of any officer or director; exercise control over the Chapter's monies and properties; appoint a committee at least ten days before each annual meeting to audit the accounts of the Chapter for the fiscal year and make a report to the Chapter at such meetings; prepare and approve a budget at its first meeting after its term of office commences; carry out the purpose of the Chapter as expressed in its "Constitution and By-laws<u>Bylaws</u>" and resolutions; and submit a condensed report thereof at the annual meeting, together with any recommendations for the welfare of the Chapter.</p>
<p>Section 5. The Board of Directors shall hold at least three meetings a year. Such meetings shall be at the call of the Chapter President and may be held at such places and at such time convenient to the members of the Board of Directors.</p>	<p><i>No change.</i></p>
	<p><u>Section 6. The term of office of the officers and directors shall be concurrent with term of office of those of the Texas Society of Certified Public Accountants.</u></p>
<p>ARTICLE VI - COMMITTEES</p>	
<p>Except as hereinafter specified with reference to the Nominating Committee, the President shall appoint such standing or special committees, as he deems necessary. Such appointments shall be subject to the approval of the Board of Directors.</p>	<p><i>No change.</i></p>
<p>ARTICLE VII - CHAPTER MEETINGS</p>	
<p>Section 1. Meetings of the Chapter shall be held at times and places designated by the President and approved by the Board of Directors. The Chapter shall hold no less than five (5) and no more than twelve (12) meetings during the fiscal year.</p>	<p>Section 1. Meetings of the Chapter shall be held at times and places designated by the President and approved by the Board of Directors. The Chapter shall hold no less <u>fewer</u> than five <u>three (5) and no more than twelve (12)</u> meetings during the fiscal year.</p> <p><i>Reason for suggestion:</i> <i>This more accurately reflects current and foreseeable practices. (Note: purely social events do not constitute a chapter meeting – only those gatherings where business might logically be conducted.)</i></p>
<p>Section 2. Twenty-five (25) members when present in person shall constitute a quorum at any meeting of the Chapter. The rules of procedure as set forth in Robert's Rules of Order shall apply.</p>	<p><i>No change.</i></p>
	<p><u>Section 3. Notice shall be distributed to each chapter member not later than the 10th day and not earlier than the 60th day before the date of each meeting at which business is to be conducted.</u></p> <p><i>Reasons for suggestion:</i> <i>Because it is not separately incorporated, the Chapter is under TSCPA's umbrella with regard to the Texas Nonprofit Corporations Act and, upon its early adoption of the Texas Business Organizations Code (which takes effect for all entities in 2010), that governing document. TBOC allows for electronic or faxed notice of meetings. The word "distributed" is flexible enough to allow for notice to be sent by mail or electronic means as preferred by the Chapter. (As with the TNCA, the TBOC provides a specific range of dates during which notice must be provided.) Both documents require official notice of a meeting at which chapter business will be conducted.</i></p>

ARTICLE VIII - NOMINATIONS

Section 1. The Nominating Committee shall be composed of the three most recent past presidents of the Chapter willing and able to serve with the immediate past president serving as chairman thereof. The Nominating Committee shall announce in December, either at the regular meeting or by written notice to all members, its slate of nominees for the officers and directors to be elected at the Chapter meeting in January.

Section 1. The Nominating Committee shall be composed of the three most recent past presidents of the Chapter willing and able to serve with the immediate past president serving as chairman thereof. The Nominating Committee shall announce in December, ~~either at the regular meeting or by written~~ notice to all members, its slate of nominees for the officers and directors to be elected at the Chapter meeting in January.

Reasons for suggestion:

Because it is unlikely the chapter will hold a December meeting at which business will be conducted, the slate of nominees should be distributed via mail or electronically to ensure adequate notice of the slate of nominees. See suggested additional article regarding Notice, at the end of this document.

Section 2. Any nominations other than those presented by the Nominating Committee must be presented in a petition to the Chapter President fifteen days prior to the Chapter meeting in January, and the petition must be signed by at least five Chapter members in good standing. The Chapter President shall advise the members of the names of all additional nominees prior to the date of the January Chapter meeting and election.

No change.

Section 3. At such time when the Chapter will qualify to elect a director to the Board of Directors of the State Society, election of a nominee shall be given consideration by the Nominating Committee each three years from the date of the first qualification. At such time when more than one director of the Texas Society may be elected, such additional nominations shall be given consideration by the Nominating Committee also at each three years from such qualification.

Moved from ARTICLE IV – OFFICERS.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Chapter shall correspond to that of the Texas Society of Certified Public Accountants, and shall begin June 1 and end May 31 of the following year.

No change.

ARTICLE X - FEES AND DUES

Section 1. Annual dues for members shall be set by the Board of Directors and shall be payable in advance.

No change.

Section 2. Applicants for membership into the Chapter who have successfully passed the last CPA examination may be admitted to membership without payment of dues for the remainder of the current fiscal year, provided that they otherwise qualify for membership as set out under Article III hereof.

Remove. The Board is authorized in the previous section to set dues, which includes the option to waive dues as circumstances warrant. This is a procedural matter.

Section 3. Applicants for membership into the Chapter who are transferees from other Chapters of the Texas Society may be admitted to membership without payment of dues for the remainder of the current fiscal year provided that they are members in good standing for the current period in the Chapter from which transferred, and provided that they otherwise qualify for membership as set out under Article III hereof.

Remove. This is a procedural matter not relevant to the structural document.

ARTICLE XI - AMENDMENTS

Section 1. The "Constitution and By-Laws" may be amended from time to time at any meeting of the Chapter by affirmative vote of two-thirds of the members present at such

ARTICLE XI – AMENDMENTS AND INTERPRETATIONS

Section 1. The "Constitution and ~~By-Laws~~ *Bylaws*" may be amended from time to time at any meeting of the Chapter by affirmative vote of two-thirds of the members present at such

meeting, provided that written notice clearly setting forth the proposed amendment shall have been mailed to each chapter member in good standing at his last known address at least ten days prior to such meeting.

meeting, provided that ~~written~~ notice clearly setting forth the proposed amendment shall have been mailed ~~mailed distrib-~~
~~uted~~ to each chapter member in good standing at his last known mail or e-mail address at least ten days prior to such meeting.

Reason for suggestion:

See explanation in ARTICLE VIII Section 1 regarding options for distribution of notice.

Section 2. A proposal to amend the Bylaws shall be initiated by the Board of Directors of the Chapter or by a Bylaws Committee appointed for such purpose or by petition in writing filed with the Secretary signed by ten or more members of the Chapter in good standing.

Reason for suggestion:

Clarifies the process for initiating proposals to amend the Bylaws.

Section 2. All amendments of Chapter By-Laws will require the approval of the Texas Society of Certified Public Accountants Board of Directors prior to their enactment.

Section ~~23~~. All amendments of Chapter ~~By-Laws~~ Bylaws will require the approval of the Texas Society of Certified Public Accountants Executive Board of Directors prior to their enactment.

Section 3. In the event of lack of clarity, the Board of Directors shall interpret these By-Laws.

Section ~~34~~. In the event of lack of clarity, the Board of Directors shall interpret these ~~By-Laws~~ Bylaws.

ARTICLE XII - INDEMNIFICATION

The Chapter shall indemnify any person who is or was a party or is or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer of the Chapter or a member of any board, committee, subcommittee or task force of the Chapter against expenses, judgements, awards, fines, penalties and amounts paid in settlement actually and reasonable incurred by such person (with the prior consent of the Chapter acting through its Board of Directors by a two-thirds vote, and concurrence of counsel which the Chapter shall have retained to defend such person, as hereinafter provided) in connection with such action, suit or proceeding, (1) except with respect to matters as to which it is adjudged in any such suit, action or proceeding that such person is liable to the Chapter by reason of the fact that such person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties, it being understood that termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon plea of nolo contendere or its equivalent (whether or not alter trial) shall not, of itself, create a presumption or be deemed an adjudication that such person is liable to the Chapter by reasons of the commission of a crime or gross negligence in the performance of his duties and (2) provided that such person shall have given the Chapter prompt notice of that threatening or commencement (as appropriate) or any such action, suit or proceeding. Upon notice from any such indemnified person that there is threatened of has commenced any such action, suit or proceedings, the Chapter (a) shall defend such indemnified person through counsel selected by and paid for by the Chapter and reasonably acceptable to such indemnified person, which counsel shall assume control of the defense and (b) shall reimburse such indemnified person for expenses encompassed by the forego-

The Chapter shall indemnify any person who is or was a party or is or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Chapter or a member of any board, committee, subcommittee or task force of the Chapter against expenses, judgements, awards, fines, penalties and amounts paid in settlement actually and reasonable incurred by such person (with the prior consent of the Chapter acting through its Board of Directors by a two-thirds vote, and concurrence of counsel which the Chapter shall have retained to defend such person, as hereinafter provided) in connection with such action, suit or proceeding, (1) except with respect to matters as to which it is adjudged in any ~~such~~ suit, action or proceeding that such person is liable to the Chapter by reason of the fact that such person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties, it being understood that termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon plea of *nolo contendere* or its equivalent (whether or not ~~alter~~ after trial) shall not, of itself, create a presumption or be deemed an adjudication that such person is liable to the Chapter by reasons of the commission of a crime or gross negligence in the performance of his duties and (2) provided that such person shall have given the Chapter prompt notice of that threatening or commencement (as appropriate) ~~or of~~ any such action, suit or proceeding. Upon notice from any such indemnified person that there is threatened ~~or~~ or has commenced any such action, suit or proceedings, the Chapter (a) shall defend such indemnified person through counsel selected by and paid for by the Chapter and reasonably acceptable to such indemnified person, which counsel shall assume control of the defense and (b) shall reimburse such indemnified person for expenses encompassed by the foregoing indemnity in advance of the final disposition of any such action, suit or

ing indemnity in advance of the final disposition of any such action, suit or proceeding, provided that the indemnified person shall agree to repay the Chapter all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the Chapter by reason of the fact that such indemnified person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties. The foregoing provision shall be in addition to any and all rights which the persons specified above may have at any time to indemnification from and/or reimbursement by the Chapter.

proceeding, provided that the indemnified person shall agree to repay the Chapter all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the Chapter by reason of the fact that such indemnified person has been found guilty of the commission of a crime or of gross negligence in the performance of his duties. The foregoing provision shall be in addition to any and all rights which the persons specified above may have at any time to indemnification from and/or reimbursement by the Chapter.

ARTICLE XIII - CONFORMITY WITH SOCIETY BY-LAWS

**ARTICLE XIII - CONFORMITY WITH SOCIETY ~~BY-LAWS~~
BYLAWS**

In the event any part of the Chapter By-Laws is or becomes in conflict with the Society By-Laws, then that part shall be void and the Society By-Laws shall govern.

In the event any part of the Chapter ~~By laws~~Bylaws is or becomes in conflict with the Society Bylaws, then that part shall be void and the Society ~~By laws~~Bylaws shall govern.

ARTICLE XIV - NOTICE

Notice, when required, may be mailed or otherwise disseminated in whatever manner and form the Board of Directors designates as being reasonably effective to convey notice, including by electronic means or by inclusion in the Chapter newsletter.

This mirrors the language in TSCPA Bylaws and allows the Chapter options with regard to communication with members.

INTRODUCING

Your 2009-2010 Leadership Team

- | | |
|-----------------|--|
| President | Kathy Kapka, Tyler |
| President Elect | Koshy Alexander, Lufkin |
| Vice President | Christy Brown, Tyler |
| Vice President | Kristy Everitt, Tyler |
| Treasurer | Gina DeHoyos, Longview |
| Director | Shelley Cross, Tyler |
| Director | Kim Park, Tyler |
| Director | Sharon Forsyth, Tyler |
| Director | Treba Marsh, Nacogdoches |
| Director | Glenda Hiers, Lufkin |
| Director | James Wolfe, Carthage |
| Director | Jennifer Webster, Lufkin |
| Director | Rose Blakeley, Longview |
| Director | Hayley Kendrick, Lufkin |
| Past President | Amy Proctor, Tyler |
| TSCPA Board | Robert Lindsey, Amy Proctor |
| Members | Tal Glenn, James M. Roberts,
Kathy Kapka as Chapter President |



MARK

Your Calendars

2009

Golf Tournament

Monday,
October 26th

Pine Dunes Resort
Frankston

