

**BY-LAWS  
OF THE  
ALASKA SOCIETY OF INDEPENDENT ACCOUNTANTS**

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**Article I**

**MEMBERSHIP**

Section 1. Membership in the society shall be composed of Active Members, Associate Members, Life Members, and Non Resident Members.

Section 2. All applicants for active membership must be of good moral character and residents of the State of Alaska, or a have principal place of business therein.

Section 3. Active membership shall be granted to those persons who have met the following requirements:

1. Have had not less than three years' experience in the performance of accounting, or tax services for the public or the equivalent thereof;
2. Hold themselves out for the rendition of accounting or tax services for the general public; and
3. Be an owner or employee of an office for the rendition of such services for the general public.

Section 4. Associate Membership shall be granted to those persons who qualify in any one of the following categories:

1. Practitioners or employees who do not qualify as active members;
2. Educators instructing in or Students pursuing a course of study in accounting, taxation, business administration, or related subjects in a college, university, business school, or high school;
3. Accounting employed by private organizations or in government services;
4. Officers of banks and other financial institutions.

Section 5. Life Membership shall be granted to those persons who on reaching age 65, have been members of ASIA for at least the last five years. Lifetime members will not be required to pay annual dues. The Board may, at its discretion, under extraordinary circumstances grant Life Membership.

Section 6. Only Active Members and Life Members shall be eligible to vote and hold office.

Section 7. The Board of Directors shall establish procedures for the admission of members, suspension or expulsion of members, and consideration of charges or complaints against a member. These procedures will be published in the Manual of Administrative Policies and Procedures. (Hereinafter referred to as the MAPP)

Section 8. The annual dues of the members shall be set by majority vote at the Annual Convention.

Section 9. Non Resident Membership shall be granted to those members who do not reside in Alaska and would qualify for active status if a resident. Non Resident Members will not have voting privileges and will not be subject to continuing education requirements.

## **Article II**

### ANNUAL CONVENTION

Section 1. The annual meeting of the membership shall be referred to as the Annual Convention and shall be held in the month of September each year. The exact date and place shall be determined by the Board of Directors and it shall be the duty of the Secretary to mail a notice of such meeting to all members at least 60 days prior to the opening of the Annual Convention.

Section 2. A quorum shall consist of a majority of those active members in good standing present or represented by proxy as described in the MAPP. A quorum, once established at a meeting, shall be considered to be established until the end of that meeting. A majority vote shall be one over one-half of those voting on any issue.

Section 3. Special meetings of the society may be called by the President upon a written notice to the members stating the time, place and purpose of the meeting and mailed not less than 30 days prior to the date of such meeting. It shall be compulsory for the President to call a special meeting of the membership if he is requested to do so for any reason by a written request signed by 10 members in good standing. No business except that stated in the notice of a special meeting may be transacted at that meeting.

## **Article III**

### OFFICERS

Section 1. The Officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary and Treasurer. Such Officers shall be elected by a majority vote and shall serve for one year or until their successors are duly elected

Section 2. The responsibilities, duties, and criteria of performance for all officers shall be published in the MAPP.

Section 3. The Directors by a two-thirds (2/3) majority vote, at any special meeting called for that purpose, may remove any officer from office for cause; provided, however, that no such removal shall impair the contract rights of the Association or any person or entity.

#### **Article IV**

#### **BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be the governing body of the Society and shall be composed of the President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, the immediate Past President, Chapter president's, District Representatives, the NSA State Director of Alaska and an active ASIA member who is also a member of the NSA Board of Governors.

Section 2. The District Representatives shall be residents of those designated districts, if any, into which the State of Alaska has been divided by majority vote at the Annual Convention. District Representatives shall be appointed by the President according to MAPP.

Section 3. The Board of Directors shall do all things necessary and proper to carry out the provisions of the Society's Articles of Incorporation, By-Laws, and the MAPP as adopted by the membership at the Annual Convention in order to protect the rights and interest of the Society and to promote the common welfare of the membership.

Section 4. In the event a vacancy occurs on the Board of Directors, it shall be the duty of the President to appoint a member to complete the unexpired term of those positions which are elected by the membership. Vacancies arising in ex-officio positions will be filled through the process giving rise to their membership on the Board.

Section 5. The Board of Directors shall meet at least twice each year at a date and place and time to be selected by the President, provided that one of the two meetings shall be held at the Annual Convention.

Section 6. Fifty percent of the members of the Board of Directors shall constitute a quorum at any regular or special meeting. An affirmative vote of the majority of the Board present and voting shall be binding.

Section 7. Special meetings of the Board of Directors may be called by the President. Special meetings may also be called by three Board Members by filing a written petition with the President at least 30 days prior to the stated date of the special meeting. The petition for any notice of any special meeting must contain the date and agenda for said meeting.

Section 8. Any Director may be removed from office for cause by the affirmative vote of two thirds (2/3) of the members of the Board of Directors at any regular meeting of the

Board of Directors, on written notice setting forth the reasons and grounds therefore, mailed to each Director at his/her last known address at least ten (10) days prior to the date of such meeting. Further, any or all of the Directors may be removed from office by a two thirds (2/3) vote of the members at a special meeting called for that purpose, with notice.

Section 9. Deleted 09/23/2004

Section 10. Beginning with fiscal year 1996-1997 the Alaska Society of Independent Accountants shall operate under a balanced budget.

### **Article V**

#### ELECTION OF OFFICERS

Section 1. Officers will be elected at the Annual Convention. At least 30 days prior to balloting, all members will be notified of nominees for each position.

Section 2. All further nominations and election procedures including absentee balloting are delineated in the MAPP.

Section 3. Installation of new officers will be at the Annual Convention and term of office will begin on the first day after installation.

Section 4. The fiscal year of the Society shall begin on the first day of October and end on the last day of September each year.

### **Article VI**

#### RULES OF PROFESSIONAL CONDUCT

The Board of Directors shall adopt and publish Rules of Professional Conduct, which all members of the Society must pledge to follow. These Rules will be included in the MAPP.

### **Article VII**

#### CHAPTER SYSTEM

Section 1. Any community with three or more Active Members shall be eligible to form a Chapter. The term community for this purpose may include two or more towns in close proximity.

Section 2. A request for Chapter acceptance must be sent to the Board of Directors of ASIA. Upon receipt of the request the Board will issue a temporary charter. Final approval will be by a majority vote at the next Annual Convention.

Section 3. Each Chapter will be governed by these By-Laws and the MAPP.

Section 4. A charter may be revoked only by a 2/3 majority vote of the Board of Directors.

**Article VIII**

CONTINUING EDUCATION

Section 1. Active and practicing life members shall be required to complete forty-eight hours of continuing education every two years.

Section 2. The First Vice-President and the Education Committee shall be responsible for administering, monitoring, and auditing the Continuing Education Program in accordance with those procedures published in the MAPP.

**Article IX**

THE MAPP

Section 1. The Board of Directors is empowered to modify the MAPP in order to deal timely with administrative and procedural matters. All changes to the MAPP must be ratified by the membership at the Annual Convention.

**Article X**

AMENDMENTS TO THE BY-LAWS

Section 1. These By-Laws may be amended at any Annual Convention or at any Special meeting called for that purpose. If a notice has been mailed to membership of the nature of a proposed amendment to the By-Laws at least 30 days in advance of such meeting, a majority vote shall be necessary for adoption of such amendment. If a proposed amendment is presented at the Annual convention without prior notification to the membership, then a ¾ majority vote shall be necessary for adoption.

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AMENDMENTS ADOPTED AND RATIFIED

Amendment 1.

Article IV, Section 4, shall be amended to read: In the event a vacancy occurs on the Board of Directors, it shall be the duty of the President to appoint a member to complete the unexpired term of those positions which are elected by the membership. Vacancies arising in ex-officio positions will be filled through the process giving rise to their membership on the Board.

**Amendment passed unanimously September 20, 1986**

Amendment 2.

The title of District Director shall be changed to "District Representative". "District Representative" shall be substituted for "District Director" in all references in the By-Laws and MAPP. The title of Article V shall read Officers and District Representatives.

**Amendment passed unanimously September 20, 1986**

Amendment 3.

Article IV, Section 2, be changed to include the following underscored sentence:  
Section 2. The district Representatives shall be residents of those designated districts, if any, into which the State of Alaska has been divided by majority vote at the Annual Convention. District Representatives shall be appointed by the President according to MAPP.

**Amendment passed unanimously May 29, 1987**

Amendment 4.

Article V, change title to: ELECTION OF OFFICERS

**Amendment passed unanimously May 29, 1987**

Amendment 5.

Article III, Section 3, be added:

Section 3. The Directors by a two-thirds (2/3) majority vote, at any special meeting called for that purpose, may remove any officer from office for cause; provided, however, that no such removal shall impair the contract rights of the Association or any person or entity.

**Amendment passed unanimously May 21, 1988**

Amendment 6.

Article IV, Section 8, be added:

Section 8. Any Director may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any regular meeting of the Board of Directors, on written notice setting forth the reasons and grounds therefore, mailed to each Director at his/her last known address at least ten (10) days prior to the date of such meeting. Further, any or all of the Directors may be removed from office by a two-thirds (2/3) vote of the members at a special meeting called for that purpose, with notice.

**Amendment passed unanimously May 21, 1988**

Amendment 7.

Article IV, Section 9, be added:

Section 9. All board members of the Alaska Society of Independent Accountants shall be required to be members of the National Society of Accountants.

**Amendment passed by a ¾ majority vote May 19, 1995**

Amendment 8.

Article IV, Section 10, be added:

Section 10. Beginning with fiscal year 1996-1997 the Alaska Society of Independent Accountants shall operate under a balanced budget.

**Amendment passed by a ¾ majority vote May 19, 1995**

Amendment 9.

Article I, Section 5, shall be amended to read:

Section 5. Lifetime membership shall be granted to those persons who, on reaching age 65, have been members of ASIA for at least the last 5 years. Lifetime members will not be required to pay dues.

**Amendment passed by a ¾ majority vote May 14, 1997**

Amendment 10.

Article II, Section 1, is amended to read:

Section 1. The Annual meeting of the membership shall be referred to as the Annual Convention and shall be held in the month of September each year. The exact date and place shall be determined by the Board of Directors and it shall be the duty of the Secretary to mail a notice of such meeting to all members at least 60 days prior to the opening of the Annual Convention.

**Amendment passed by a ¾ majority vote May 14, 1997**

Amendment 11.

Article I, Section 1, shall be amended to read:

Section 1. Membership in the society shall be composed of Active Members, Associate Members, Life Members, and Non Resident Active Members.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 21, 2000**

Amendment 12.

Article I, Section 9, be added:

Section 9. Non Resident Membership shall be granted to those members who do not reside in Alaska and would qualify for active status if a resident. Non Resident Members will not have voting privileges and will not be subject to continuing education requirements.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 21, 2000**

Amendment 13.

Article V, Section 4, shall be amended to read:

Section 4. The fiscal year of the Society shall begin on the first day of October and end on the last day of September each year.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 12, 2002**

Amendment 14.

Article 1, Section 5, shall be amended to read:

Section 5. Life Membership shall be granted to those persons who on reaching age 65, have been members of ASIA for at least the last five years. Lifetime members will not be required to pay annual dues. The Board may, at its discretion, under extraordinary circumstances grant Life Membership.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 12, 2002**

Amendment 15.

Article 4, Section 9, shall be deleted:

Section 9. All board members of the Alaska Society of Independent Accountants shall be required to be members of the National Society of Accountants.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 23, 2004**

Amendment 16.

Article IV, Section 1 shall be amended to read:

Section 1. The Board of Directors shall be the governing body of the Society and shall be composed of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the immediate Past President, Chapter President's, District Representatives, the NSA State Director of Alaska, and an active ASIA member who is also a member of the NSA Board of Governors.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 22, 2005**

Amendment 17.

Article V111, Section 1 shall be amended to read:

Section 1. Active and practicing life members shall be required to complete forty-eight hours of continuing education every two years.

**Amendment passed by a  $\frac{3}{4}$  majority vote September 20, 2007**

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