

**RESOLUTION
OF THE BOARD OF DIRECTORS
OF THE
MISSISSIPPI SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

October 16, 2018

WHEREAS, the Mississippi Society of Certified Public Accountants (the “Society”) is a Mississippi non-profit corporation organized and operating in accordance with the Mississippi Nonprofit Corporation Act (the “Act”) codified at Sections 79-11-101 et seq. of the Mississippi Code of 1972, as amended; and

WHEREAS, the Society desires to amend its existing bylaws (“Bylaws”) in accordance with Article XVII of the Bylaws and the Act to, among other things, allow for the selection of officers and at-large members of the Board of Directors of the Society through a nomination process that will result in the approval of a nominated slate of candidates proposed by a nominating committee and approved by the members of the Society (“Members”) instead of the existing process whereby such positions are filled pursuant to competitive elections among Members; and

WHEREAS, necessary conditions of the adoption of any such amendments (the “Amendments”) to the Bylaws in accordance with the Bylaws and the Act is (i) the approval of the Amendments by the Board of Directors (“Board”) of the Society following a presentation of the Bylaws amendment at a prior Board meeting, (ii) the approval of the Amendments by at least two-thirds (2/3) of the entire membership of the Board, (iii) the publication of the Amendments to the Members of the Society within sixty (60) days of the final approval of the Amendments by the Board, and (iv) the approval of the Amendments at the next Annual Meeting of the Members by an affirmative vote of two-thirds (2/3) of the votes cast by the Members of the Society at that meeting or by a majority vote of all Members of the Society with voting rights, whichever is less; and

WHEREAS, the proposed Amendments to the Bylaws of the Society were first presented to the Board at its August 7, 2018, meeting.

NOW, THEREFORE, BE IT RESOLVED, that the Board approves, through an affirmative vote of at least two-thirds (2/3) of the entire membership of the Board, for the Bylaws to be amended as follows:

1. Section 1 of Article III of the Bylaws is amended so that the following is added as the first sentence of that section:

“Throughout the MSCPA Bylaws, the use of Chairman, Chairmen, or other such terms shall not imply a specific gender & shall apply equally to both genders.”

2. Section 4 of Article III of the Bylaws is deleted in its entirety and replaced with the following language:

“Each year, not less than thirty (30) days prior to the Annual Meeting, by notice in the Society Newsletter, the Nominating Committee, with clerical assistance from the Society Staff, shall submit to the MSCPA membership, after approval by the Board of Directors, a slate of candidates for election to fill each office and the at-large member of the Board of Directors. The slate of candidates shall consist of one candidate for each position. In selecting candidates for nomination to office and the at-large member of the Board of Directors, the Nominating Committee, with clerical assistance from the Society Staff, shall solicit and consider any names presented by members of

the Society for consideration. Solicitation of names shall be made by notification to members not less than sixty (60) days prior to the Nominating Committee's presentation of the slate of candidates to the Board of Directors. Posting of the said notice in the Society Newsletter or emails to Society members shall satisfy this notice requirement. Each eligible voting member of the Society shall be entitled to vote for approval or disapproval of the candidates for office and the at-large member of the Board of Directors at the Annual Meeting in person or by early ballot prior to the Annual Meeting. Not less than thirty (30) days prior to the Annual Meeting, the President shall send, or arrange for sending, to all Society members notice that they may request an early ballot for the purpose of voting for the officers and the at-large member of the Board of Directors. Posting of the said notice in the Society Newsletter, emails to Society members, or posting on the Society Website shall satisfy this notice requirement. Such early ballots may be distributed by mail, including electronic mail, or picked up in person, including pick-up by member's designee, by those members who have requested an early ballot. Early ballots must be properly executed and must be received by the Society office by mail, including electronic mail, or in person, including delivery by member's designee, not later than five (5) days prior to the Annual Meeting. Should the slate of candidates nominated by the Nominating Committee or any particular candidate or candidates be disapproved by the membership at the Annual Meeting, then the applicable officer(s) and/or the at-large member of the Board of Directors, whose terms are expiring, will be asked to continue to serve until his/her/their successor(s) are elected at the next Annual Meeting. However, should the applicable officer(s) or the at-large member of the Board of Directors, currently serving, decline to serve for another term, then the Board of Directors shall appoint officer(s) and/or the at-large member of the Board of Directors to serve until their successors are elected at the next Annual Meeting. Furthermore, should an officer or the at-large member of the Board of Directors resign, become unable to serve effectively, or be removed for cause, including but not limited to moral turpitude and/or dereliction of duty, then the Board of Directors shall appoint an officer or the at-large member of the Board of Directors to serve until his/her successor is elected at the next Annual Meeting.

The Immediate Past Chairman shall appoint an Elections Committee, which shall count both the ballots cast in person at the Annual Meeting and the early ballots to determine the total ballot count.”

3. Section 5 of Article III of the Bylaws is deleted in its entirety and replaced with the following language:

“The Nominating Committee, which shall be appointed by the Chairman of the Board of Directors, shall consist of seven (7) members: the Immediate Past Chairman of the Board of Directors (who shall chair the committee), three (3) members of the Board of Directors, two additional Past Chairmen of the Board of Directors, and one Past President of the Young CPA Network. Service on the Nominating Committee shall be for a one-year term. The President and Chairman of the Board of Directors shall serve as ex-officio members of the committee for quorum purposes, but without the privilege of voting. Nominating Committee decisions shall be decided by a majority vote of the Nominating Committee.

The Nominating Committee shall be guided by Nominating Committee Policies, which will be approved by a majority vote of the Board of Directors.

Future changes to the said Nominating Committee Policies can be made by a majority vote of the Board of Directors.”

4. Section 8 of Article IX is deleted in its entirety.

5. In the interest of clarity considering the numerous methods for the submission of early ballots by Members of the Society, the word “mail” in the third to last sentence of Section 1 of Article XVII of the Bylaws shall be replaced with “early ballot,” and the phrase “mail ballots” used in two separate places in the next to last sentence of that same section shall be replaced with the phrase “early ballots.”

RESOLVED FURTHER, that the appropriate officers, employees and agents of the Society shall be, and hereby are, authorized, empowered and directed to provide the Members of the Society notice of the aforementioned Amendments approved by the Board in accordance with the Bylaws and the Act and prepare such Amendments for presentation to the Members for approval at the next Annual Meeting of the Society; and

RESOLVED FURTHER, that the officers of the Society are authorized, in the name of and on behalf of the Society, to take any and all such actions and to do, or authorize to be done, all such action as the officers, directors, and/or Members may deem necessary or appropriate to effectuate the purposes of these resolutions; and

RESOLVED FURTHER, that any actions taken by the appropriate officers, employees, and agents of the Society prior to the date hereof which are consistent with the foregoing shall be, and hereby are, ratified, approved, confirmed and adopted as the acts and deeds of the Society.