
BYLAWS OF THE YOUNG CPA NETWORK OF THE MISSISSIPPI SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

ARTICLE I. NAME AND PURPOSE

Section 1. The name of this network shall be the Young CPA Network of The Mississippi Society of Certified Public Accountants (hereinafter Network).

Section 2. Network is a section of The Mississippi Society of Certified Public Accountants (hereinafter MSCPA) representing young Certified Public Accountants (CPAs). Young CPAs are defined as members of the MSCPA who are either under the age of 35 or are within the first 5 years of becoming CPAs. MSCPA provides its young CPAs with resources, education, information, and leadership so that they may succeed in the profession and may benefit from networking with fellow young CPAs and mentoring by CPAs with more experience.

ARTICLE II. MEMBERSHIP

Section 1. Network shall have the following classifications of membership:

(a) A regular member shall be a Young CPA, as defined in Article I, Section 2, who requests membership in Network.

(b) Additional classifications of memberships may be created by Network in the future.

Section 2. All applicants shall be approved for Network membership, provided they meet the definition of a Young CPA as defined in Article I, Section 2.

Section 3. Network's Board of Directors (Article III) establishes dues & assessments for Network with approval of MSCPA Board of Directors.

ARTICLE III – GOVERNANCE

Section 1. Network ultimately shall be governed by MSCPA.

Section 2. Network shall be governed by a Board of Directors (hereinafter Board) consisting of the following voting members:

- 1) President
- 2) Vice President-President Elect
- 3) Secretary
- 4) Five At-Large Board Members

Section 3. Network shall have the following non-voting members:

- 1) Immediate Past President

Section 4. Network shall solicit Board Members by email, nominations at the Annual Conference, or other communications.

1) If more nominations are received for Board Members than there are open positions on the Board, then an election shall be held at the Annual Conference of Network. Those nominated members, who receive the largest number of votes, shall be elected to the Board.

Section 5. Board shall nominate & then elect its officers (Article III, Section 1, 1), 2), 3)) from Board Members. Nominations & elections of officers shall take place via meeting, email, or conference call.

Section 6. Board membership shall require a 2-year commitment to the Network. Each Board Member shall serve on a Network committee.

Section 7. The 2-year Board commitment (Article III, Section 5) shall be extended by one year or more for a Board Member who is elected to the office of Vice President-President Elect at any time during membership on the Board.

Section 8. Board shall nominate & elect a representative to serve on the Board of Directors of MSCPA. Unless unable to serve, this representative shall be the Immediate Past President. The said representative shall attend the meetings of the Board of Directors of MSCPA, as set forth in the Bylaws of MSCPA, and shall serve to facilitate the interest of Network. This member shall serve a one-year term. Should a vacancy occur in the MSCPA Board position, the Network Board shall appoint a Network Board Member to fill the vacancy for the unexpired term.

Section 9. Any member who is elected to the Board at the age of 35, who turns 35, or who passes the 5-year mark of being a CPA during their Board term shall nonetheless fulfill his/her Board commitment.

Section 10. If a Board Member has served 2 years as a Board Member and is not elected Vice President-President Elect, then said Board Member must vacate his/her seat on the Board for 1 year before again serving on the Board.

Section 11. If a Board Member is unable to fulfill his/her 2-year commitment, the Board shall elect a new member to fulfill the remaining term. In this circumstance, the newly elected member is eligible to run for a 2-year term when the partial term expires.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board Member responsibilities are as follows:

1) President - Serve a one-year term. Position to be filled by the previous Vice President-President Elect each year. President will coordinate the Network with the assistance of other Board Members. President will control the email account of Network for necessary communications.

2) Vice President-President Elect - Serve a one-year term. At least one year of Board Membership is required in order to serve as Vice President-President Elect. The Vice President-President Elect will automatically serve as President after one year of service as Vice President-President Elect. This position will assist the President and serve the Network as necessary.

3) Secretary - Can serve multiple one-year terms if chosen to do so. This position will take minutes at meetings, retain records of Network & Board, and perform other administrative duties as necessary.

4) At-Large Board Member - 5 positions, with each serving a 2-year term.
(a) After 1 or 2 years on Board, a member can be elected to serve as Vice President-President Elect. This will extend the 2-year Board commitment to 4 or 5 years, including the one year of service in each of the positions of Vice President-President Elect, President, and Immediate Past President.

(b) Each At-Large Board Member shall serve as either chair or co-chair of a committee, as defined in Article V.

5) Immediate Past President - Non-voting member, will serve as a resource for the Board and will serve as the liaison to the MSCPA Board, unless unable to serve.

Section 2. The Board shall be charged with operational control and management of the Network and shall take whatever action it deems desirable for the conduct of the affairs of the Network consistent with these Bylaws.

Section 3. The Board shall be specifically charged with the responsibility for oversight of the Network, subject to MSCPA Board of Governors policy, and will also be responsible for and supervise the activities and performance of President. President is responsible for the supervision and performance of Network's other officers.

Section 4. Major actions of the Board shall be reported to the MSCPA Board of Governors.

ARTICLE V - COMMITTEES OF THE NETWORK

Section 1. Network's committees shall be appointed by President and as follows:

- 1) Events Committee - The committee will organize and plan social events and service projects.
- 2) Communications Committee - The committee will draft and submit newsletters to the Network. This committee will also control and update the Network's Facebook and other social media of Network.
- 3) Conference Committee - The committee will organize and plan the Annual Network Conference and assist with activities at the MSCPA Annual Convention.
- 4) Board shall establish and promulgate purposes and duties of additional committees, as determined, by Board, to be in the best interest of Network.

ARTICLE VI – MEETINGS

Section 1. There shall be an Annual Network Business Meeting, at which Board Members shall be elected and installed and such other business shall be transacted as may come before the meeting. The said meeting shall be held at a site and date selected by the Board of Directors. The Annual Network Business Meeting shall take place during and at the same location as the Annual Network Conference.

Section 2. Unless otherwise expressly provided in these Bylaws, notice of all meetings of the members, including the Annual Network Conference shall be sent to each member as soon as feasible and not less than thirty (30) days before the conference. Posting of the notice of conference shall be placed in the MSCPA Newsletter, emails to members, and on the Society Website. Members will be encouraged to "spread the word" to other Young CPAs to encourage the attendance of both members and non-members at the conference.

Section 3. Network's Board shall hold regular meetings at least quarterly at such date, time and place as the Board or the President may determine. Email notice of regular meetings shall be required at least one week prior to the meetings. Board meetings may take place as live meetings, conference calls, or through other means as agreed to by the Board.

Section 4. Special meetings of the Board may be called by the President or the Board. Notice of special meetings of the Board will be sent to each Board member by email at least one week prior to the said special meeting.

Section 5. A majority of the Board shall constitute a quorum at all meetings.

ARTICLE VII – SUSPENSION, EXPULSION AND REINSTATEMENT

Section 1. Resignation from membership may be made at any time by written notification to the Board of Directors.

Section 2. Membership in Network will be revoked if a member's MSCPA membership is revoked or otherwise terminated.

ARTICLE VIII - INDEMNIFICATION

Network adopts the provisions of MSCPA Bylaws, ARTICLE XIV - INDEMNIFICATION.

ARTICLE IX - FISCAL YEAR

Network shall operate on a fiscal year ending June 30.

ARTICLE X - AMENDMENTS TO BYLAWS

Section 1. Amendment to the Bylaws of Network shall be approved by a majority of the Network's Board, subject to the approval of the MSCPA Board of Directors.

Dec. 4, 2012