

**SOCIETY OF CALIFORNIA
ACCOUNTANTS**

**2010 PROPOSED
BYLAW AMENDMENTS**

ARTICLE VIII - ANNUAL CONVENTION

A. REQUIREMENTS

1. ~~Effective starting fiscal year 6/30/07~~ The ~~Annual~~ Convention of the Society shall be held annually at such time and location as determined by the Board of Directors. ~~in conjunction with the AAC on a rotating basis~~ The programming and conduct of the Convention shall be in accordance with the Convention Manual, as adopted by the Board of Directors.

Note from the Board of Directors:

This amendment is recommended in order to make the SCA Bylaws less restrictive and provide the Board of Directors discretion in determining the time and location of the annual Convention that would be in the best interest of the membership at large and the Society.

6. In the event of conditions and circumstances which preclude the holding of an Annual Convention, members may vote by mail or secure electronic ballot on all matters specified in the notice of the annual ~~election~~ Convention.

Note from the Board of Directors:

With technological advances, secure electronic voting has become affordable for non-profit societies. This amendment would allow SCA to conduct secure electronic balloting which would be more efficient than traditional mailed ballots. If approved, the Board of Directors will develop a program so that all members, regardless of whether we have email address, will be notified and have access to vote.

B. ELECTION OF OFFICERS

A Nominating Committee appointed by the Board of Directors shall nominate one or more candidates for each office and director position to be filled by election. The committee shall make its recommendations to the Board of Directors not later than ~~December 1st~~ January 15th or the ~~second~~ third regular Board meeting of the year, whichever comes first.

If acceptable, the recommendations of the Nominating Committee shall be approved by the Board of Directors. Additional nominations may be made by the Board of Directors for any office to be filled by election.

Upon approval of the Board of Directors, the Secretary shall notify the Members eligible to vote not later than ~~January-April 25th~~ 1st of the nominations for office. Additional nominations may be proposed by the general membership by submitting a written petition to the Secretary/CFO containing the signatures of ten or more Members eligible to vote. Such petition shall be received not later than ~~March 1st~~ May 15th.

Not later than ~~April 1st~~ May 25th, the Secretary shall ~~mail~~ distribute to each voting member a mailed or secure electronic ballot stating the names of all duly nominated and qualified persons for each office to be filled. Each candidate may submit a statement to the secretary of their qualifications and views on matters affecting the Association. The form of such statement shall be determined by the Board of Directors. Any such statement submitted in the proper form by ~~March 1st~~ May 15th shall be included with the mailed or secured electronic ballot for the consideration of the membership.

Mailed or secure electronic Ballots received by the Executive Director postmarked later than ~~May~~ June 15th shall not be counted. The Executive Director shall certify the eligibility of those casting ballots and that the ballots were received postmarked not later than ~~May~~ June 15th. The Executive Director then shall transmit valid ballots to the Tellers Committee for vote tallying.

The Tellers Committee shall count the ballots forwarded by the Executive Director. Candidates receiving a majority or plurality shall be elected. The Tellers Committee shall certify the results of the vote to the Executive Director to notify all candidates of the tally.

If only one candidate is nominated for each elective office, the Secretary shall cast a unanimous ballot in lieu of formal elections.

Results of the election shall be published in the agenda for the next regular meeting of the Board of Directors. Installation of the President and elective officers shall be the first item of business at the first regular meeting each year of the Board. The officers may also be given a ceremonial installation

Note from the Board of Directors:

As the majority of SCA members have an active tax practice, the current time line is not efficient for volunteer activity. This amendment revises the time line so that tax season is not an issue.

ARTICLE XI - AMENDMENTS

A. PROCEDURE

1. Amendments at Convention:
Amendments to the Bylaws and Rules of Professional Conduct may be made at any regular convention, provided such proposed amendments shall be submitted by resolution to the Secretary/Chief Financial Officer of the Society for transmittal to the Bylaws Committee and the Board of Directors on or before February 15 prior to the opening of the Convention. Resolutions proposing such Bylaws amendments shall be signed by at least one (1%) percent of the Active, Life, or Honorary Life Members of the Society in good standing, as of the proceeding July 1.

Additional resolutions may be presented and accepted for consideration at the Convention by a two-thirds majority vote of delegates present and voting at the Convention.

2. Amendments by the Board of Directors:
Amendments may also be proposed by a majority action of the Board of Directors at any board meeting.
3. All such resolutions for amendments to the Bylaws shall be published to the membership at least thirty (30) days prior to vote at Convention or by mail or secure electronic ballot.
4. The Bylaws Committee shall review all proposed amendments and shall make its recommendation to the Board of Directors. The Bylaws Committee may, at its discretion, submit to the Board of Directors an alternate proposed Amendment embodying the essence of, or a part of any proposed Amendment submitted to it. The Board of Directors may make a recommendation to the convention.

B. VOTING

1. A two-thirds vote of the delegates present and voting at the Convention shall be necessary for the adoption of amendments or,
2. A majority vote of ballots cast by Active, Life and Honorary members by mail or secure electronic ballot.

Note from the Board of Directors:

From time to time, the need may arise to require an amendment to the bylaws effective prior to Convention. The amendments above will allow the bylaws to be amended by a vote of the membership by mail or secure electronic ballot in between Conventions.