

**FICPA Bylaws and Policy Manuel**  
**\*\*Excerpt from Article X\*\***

**ARTICLE X: Council**

The Council shall establish the policies of the FICPA.

**Section 1.** The Council consists of twenty-nine (29) seated members and the Secretary-Treasurer for a total of thirty (30). Seats (1) – (12) are designated as the Board of Directors. Seats (13) – (30) are designated as the Members-at-large of Council. The seat designated to the Secretary-Treasurer is a non-voting position.

**Section 2.** Each year, nominations and elections shall be as follows:

- a. Board of Directors.
  - i. The incumbent Chair-Elect shall become Chair (Seat 1).
  - ii. The current Chair shall become the Immediate Past Chair (Seat 2).
  - iii. The incoming Chair-Elect shall be designated in (Seat 3).
  - iv. The remaining seats (Seats 4-11) shall be the Members-at-large of the Board of Directors. Of the Members-at-large, at least one (1) shall be a Young CPA (as defined by the FICPA).
  - v. The Secretary-Treasurer shall be designated in (Seat 12) and is a non-voting member of the Board of Directors.
  - vi. The Chair of the Young CPA Committee shall participate in Board of Directors meetings as a non-voting guest.
- b. Council.
  - i. The outgoing Immediate Past-Chair shall be designated as the Past-Past-Chair and be designated in (Seat 13).
  - ii. The remaining seats (Seats 14-30) shall be the Members-at-large of the Council.
  - iii. The Past Chairs or Past Presidents (*if held office prior to FY 2012-2013*) of the FICPA shall be non-voting members of Council.

**Section 3.** The term for the Members-at-large of the Board of Directors and the Members-at-large of the Council seats is two years. Each year, the goal is to have staggered expiration of terms so that half of the at-large members are elected each year. From time-to-time vacancies may occur which results in a seat with less than a full two-year term. Also, for many reasons, the expiration of terms may result in a disproportionate number of staggered terms. To mitigate this, a member may be elected to serve a term that is less than two years, thus maintaining the goal of evenly staggered terms.

**Section 4.** Nominations for Chair-Elect and the Members-at-large of the Board of Directors and Council shall be made by the Committee on Nominations by November 30, prior to the beginning of the fiscal year in which they are to take office. Notice of the nominations by the Committee on Nominations shall be electronically posted and disseminated by the Secretary-Treasurer within three (3) business days upon receipt. The Council shall elect the Chair-Elect and Members-at-large of the Board of Directors and Council by January 31st. An individual is not eligible for nomination on the Council while serving on the Committee on Nominations and for one (1) year following service on the Committee on Nominations.

**Section 5.** Any one percent (1%) of voting members of the FICPA may petition and submit supplemental nominations for Chair-Elect and/or Members-at-large, provided that such nominations be filed with the Secretary-Treasurer by December 20th, prior to the beginning of the fiscal year in which they are seeking to take office. Notice of such supplemental nominations shall be electronically posted and disseminated by the Secretary-Treasurer within three (3) business days upon receipt for vote by the Council members who are eligible to vote (*as defined in the Bylaws*) by January 31st.

**Section 6.** Regular meetings of the Council may be called at any time by the Chair. The Council shall meet not less than twice each year. Special meetings of the Council shall also be called upon the written request of five percent (5%) of the voting members of the FICPA or twenty-five percent (25%) of the Council or seventy-five percent (75%) of the Board of Directors. The Secretary-Treasurer of the FICPA shall provide notice of the time and place of any regular or special meeting to all voting members of the FICPA at least fifteen (15) days before any such meeting. If a meeting is called in executive session, the Secretary-Treasurer of the FICPA shall provide notice of the time and place of such meeting to the voting members of the Council at least seven (7) days before any such meeting.

**Section 7.** Business transacted at all special meetings of the Council shall be confined to the matters stated in the notice of such meetings.

**Section 8.** Members of the Council may be removed from the Council by a Valid Vote (*as defined in the Bylaws*) of two-thirds (2/3) of members of the Council present at any regular or special meeting of the Council who are eligible to vote (*as defined by the Bylaws*). This removal may be without cause. Any vacancy shall be filled as set forth in the Bylaws and/or policy approved by the Council.

**Section 9.** Members of the Council shall be elected to a two (2) year term. The Board of Directors and Members-at-large are limited to twelve (12) consecutive years and cannot serve more than six (6) consecutive years in any one of these offices. The Chair, Chair-Elect and two (2) immediate Past Chairs may serve additional consecutive years while they hold such offices.

**Section 10.** Any member of the Council who shall have been absent from two (2) meetings during any one (1) fiscal year, unless excused by the Board of Directors, shall automatically vacate the seat. Any vacancy shall be filled as set forth in the Bylaws and/or policy approved by the Council.

**Section 11.** Council shall perform such other duties as provided for in the Statement of Policy on Duties and Responsibilities of Council.

**Section 12.** If emergency or unforeseen circumstances beyond the control of the FICPA (including, but not limited to, acts of God, severe weather, epidemics, quarantine restrictions, terrorist acts, mandatory business closings, government actions, and labor disputes) materially impair the ability of the FICPA to meet the nomination and election deadlines in these Bylaws, the Council may extend the deadline for performing such action or actions as reasonably necessary and appropriate by a two-thirds (2/3) vote of the members of the Council who are present at any regular or special meeting of the Council.