

FICPA Bylaws and Policy Manuel

****Excerpt from Article XII****

ARTICLE XII: Board of Directors

Section 1. The Board of Directors shall consist of the volunteer officers of the FICPA and (8) Members-at-large and shall manage the affairs of the FICPA and oversee the activities of the committees, task forces and chapters. The Secretary-Treasurer shall be a non-voting member of the Board of Directors. The Board of Directors shall perform the following duties and such other duties as specifically delegated by the Council:

- a. Implement policies promulgated by the Council and establish guidelines for the operation of the FICPA consistent with said policies.
- b. Receive the recommended annual budget of the FICPA prepared by staff and reviewed by the Finance Committee, and after review and appropriate modifications, submit a proposed final budget to the Council for action.
- c. Control expenditures in accordance with the approved budget. The Board of Directors may authorize additional expenditures in total not to exceed five percent (5%) of budgeted revenues from all sources. Once the five percent (5%) threshold has been met any additional expenditure must be approved in advance by the Council.
- d. Oversee the President/CEO as the chief executive officer of the FICPA.
- e. Oversee and coordinate the activities of all committees, and task forces of the FICPA and its chapters. The Board of Directors shall receive all committee and task force reports and make recommendations to the Council for appropriate action.
- f. Represent the FICPA in its relations with the American Institute of Certified Public Accountants or other state societies, other professional bodies, federal and state governmental authorities, and the public.
- g. Recommend changes to the Articles of Incorporation, Bylaws, and policies of the FICPA.
- h. Attend Florida Board of Accountancy meetings as representatives of the FICPA as coordinated and instructed by the Chair.
- i. Vote all shares of stock of CPA/Service Corporation.
- j. Other such duties as provided for in the Statement of Policy on Duties and Responsibilities of the Board of Directors.

Section 2. Any member of the Board of Directors who shall have been absent from two (2) meetings during any one (1) fiscal year, unless excused by a majority Valid Vote (as defined in the Bylaws) of 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 3. Members of the Board of Directors may be removed from the Board of Directors 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 in the Bylaws*). This removal may be without cause and the vacancy shall be filled as set forth in the Bylaws and/or policy approved by the Council.