

AMERICAN ASSOCIATION OF ATTORNEY-CERTIFIED
PUBLIC ACCOUNTANTS, INC.

Association By-Laws

Includes Amendments adopted at the following meetings:

Miami	1966	St. Louis	1967
New Orleans	1967	San Francisco	1968
Boston	1969	Atlanta	1970
Puerto Rico	1970	Guadalajara	1971
San Diego	1972	New York	1973
Dallas	1975	Hawaii	1977
Reno	1979	Boca Raton	1981
Houston	1983	Chicago	1984
Las Vegas	1984	Los Angeles	1985
Disney World	1986	Mackinac Island	1989
Aspen	1995	Park City	2001
Grand Teton National Park	2002	New Orleans	2007
Palm Beach	2012	Las Vegas	2013
Huntington Beach, CA	2014	Washington, DC	2014

ARTICLE I

NAME AND PLACE OF BUSINESS

SECTION 1. NAME. The name of this corporation shall be American Association of Attorney-Certified Public Accountants, Inc., hereinafter sometimes called the "Association" or "AAA-CPA."

SECTION 2. The principal office for the transaction of business of this corporation shall be at such address or authorized virtual office as may be fixed from time to time by the Board of Directors.

SECTION 3. The Association may, through vote of its Board of Directors from time to time, designate various locations and offices to conduct and handle the business of this Association.

ARTICLE II

OBJECTIVES

The objectives of the Association shall be:

- (A) To advance the professional practices and interests of our members;
- (B) To guide members in understanding and observing the highest professional and ethical standards;

- (C) To provide a legislative and regulatory influence on issues important to our members;
- (D) To safeguard the rights of individuals who have qualified as both attorneys and certified public accountants to practice either or both professions;
- (E) To educate the public as to the unique qualifications of our members.
- (F) The objectives of this Association do not contemplate the distribution of gains, profits, or dividends to the members of the Association, and this Association is not organized and shall not be operated for pecuniary gain or profit. In the event of dissolution, distribution shall be made to organizations which qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue law).

ARTICLE III

MEMBERSHIP

SECTION 1. There shall be five classes of membership, to be designated as regular, honorary, international associate, associate and student.

(A) **REGULAR.** Those persons qualified for regular membership shall include any person who has at any time qualified as a certified public accountant in any political subdivision of the United States, and has who also qualified at any time to practice as an attorney at law in any political subdivision of the United States. For this purpose, the term "qualified" shall mean is or has been certified as a certified public accountant ("CPA") and is or has been licensed as an attorney at law in any political subdivision of the United States. The Board of Directors shall have plenary power to determine whether a person is or has been qualified as a certified public accountant and/or as an attorney at law in any political subdivision of the United States. The Board of Directors may approve different dues levels for various sub-categories of regular members, including but not limited to full time educators, government employees as well as create Benefactor, Emeritus and .Life Memberships.

(B) **HONORARY.** Honorary members shall include such persons as the Board of Directors, in its discretion, may designate, after due notice of at least 30 days to each member of the Board of Directors, upon approval by three-fourths of the members of the Board of Directors, by ballot (by mail, fax or email), or members present and voting at a duly called meeting. Such honorary members shall have none of the rights or duties of a member except the right to attend meetings and to be identified as an honorary member.

(C) **INTERNATIONAL ASSOCIATE.** Those persons who have qualified as the equivalent of a CPA and an attorney in the jurisdiction of any foreign country or countries shall be entitled to become International Associate members of the Association. International Associates shall have all the rights and privileges of regular members and be subject to the same dues as regular members. The Board of Directors shall have plenary power to determine whether a person meets the equivalency requirements for International Associates.

(D) **ASSOCIATE.** Any person who has qualified as a certified public accountant or as an attorney, as determined by Article III, Section 1, (A) and is pursuing the study of or qualifications for the other discipline with the goal of obtaining dual qualification, may be admitted as an associate member of this Association. Associate members shall have the right to attend meetings but not have the right to vote. The Board of Directors shall have plenary power to determine whether a person is qualified for associate membership.

(E) **STUDENT.** Those persons qualified for student membership shall include any person already a Certified Public Accountant or an Attorney pursuing the study of or qualifications to attain dual qualification as an Attorney and a CPA. Student members shall have the right to attend meetings but not have the right to vote. The Board of Directors shall have plenary power to determine whether a person is qualified for student membership.

(F) Nothing in the foregoing Sub-Sections shall prevent the Board of Directors from denying admission to an otherwise qualified prospective member when it shall be deemed in the best interest and welfare of the Association.

ARTICLE IV

ADMISSION TO MEMBERSHIP AND TERMINATION OF MEMBERSHIP

SECTION 1. Admission. Those persons desiring membership shall apply by filing with the Secretary of the Association an application for membership in such form as the Secretary may prescribe. The Secretary, Executive Committee, or Board of Directors may examine the qualifications of the applicant by verifying the qualifications for membership of the applicant in such a manner as may be deemed appropriate.

SECTION 2. Expulsion/Suspension. The Board of Directors of the Association shall have the right to expel or suspend (for a period of time in the discretion of the Board of Directors) any member, for good cause, provided however, that such member shall be given at least 60 days prior notice by the President of intention to expel or suspend, and such member shall have the opportunity to present arguments in writing to the Board of Directors, who shall then give due consideration to such arguments. Without limiting the circumstances under which the Board of Directors may expel or suspend a member, a notice of intention to expel or suspend shall be sent by the President of the Association to any member whose license to practice law or accounting is revoked or suspended for any period in excess of one year by any Federal or State Court in the United States or by any State, or whose right to practice before the Internal Revenue Service or Securities and Exchange Commission is revoked or suspended for any period in excess of one year. The previous sentence shall not be applicable in the case of any disciplinary action resulting directly from the dual practice of law and accounting, insufficient continuing education hours or the non-payment of dues or assessments. A member who has been expelled may apply for reinstatement directly to the Board of Directors upon expiration of two years from the date of expulsion. Such member may be reinstated upon approval by three-fourths of the Board of Directors present and voting.

SECTION 3. Failure to pay dues. Any member failing to pay annual dues within three months after the date of mailing of notice of dues by the Treasurer to the members may be suspended after notice to said member, and may be reinstated upon payment of all dues or upon remission thereof.

ARTICLE V

ADMISSION FEES, DUES, MEMBERS EDUCATION FUND, AND CERTIFICATES OF MEMBERSHIP

SECTION 1. Admission fees. There shall be no admission fee.

SECTION 2. The Board of Directors may establish from time to time a variable dues structure for each of the classes of membership established herein. The current year variable dues structure shall be attached as an exhibit to the By-Laws. Such portion of each dues payment, as established by the Board of Directors from time to time may be credited and paid on demand to that state or local chapter in which the particular member resides if demanded within a three year period from credit at the discretion of the Executive Committee.

SECTION 3. Lifetime membership. A regular member may become a member for life by the payment of a nonrefundable lifetime membership fee. The amount of the fee and the terms of payment thereof shall be established by the Board of Directors from time to time.

All fees received from lifetime memberships shall be kept and recorded as segregated in a separate life

membership fund, from which annually the Treasurer shall transfer to the general fund an amount for life members as mathematically determined by the Board of Directors. State and local chapters may receive their allotted portion of the annual dues paid from the life membership fund at the discretion of the Executive Committee.

Upon the affirmative vote of three-fourths of the Board of Directors present and voting the principal of the separate fund established hereunder may be disbursed for general or specific purposes set out in said vote.

SECTION 4. Members Education Fund. All donations from the membership designated for support of educational activities shall be kept and recorded as segregated in a separate Members Education Fund. The income from the Members Education Fund shall be used to support education opportunities for members and for students in such a manner as recommended by the Members Education Fund Committee and approved by the Executive Committee and Board of Directors. The principal of the Members Education Fund and any accumulated capital gains may be used for general or specific purposes by affirmative vote of three-fourths (3/4) of the Board of Directors present at a meeting at which a quorum is present.

SECTION 5. Certificates of Membership. A certificate of membership, suitable for framing, in such form as may be prescribed by the Board of Directors, may be issued to each member upon admission into the Association. Said certificate of membership shall designate whether the member is a regular or honorary member.

A certificate of lifetime membership, suitable for framing, in such form as may be prescribed by the Board of Directors, may be issued to each lifetime member upon such member meeting the requirements set forth in Section 3 of this Article.

An annual certificate or card in such form as the Board of Directors may prescribe may be issued annually to each member upon payment of annual dues.

ARTICLE VI

AFFILIATES

SECTION 1. Persons who do not qualify for any category of membership in Article III shall be eligible to become Affiliates of the Association if they meet any of the requirements set forth below. Affiliates of the Association shall have the right to attend meetings but not have the right to vote. The Board of Directors may deny Affiliate status to any person when it is deemed in the best interest and welfare of the Association. The Board of Directors may establish from time to time a variable fee schedule for each of the classes of Affiliates described below. The current year fee schedule shall be attached as an exhibit to the By-Laws.

SECTION 2. The categories of Affiliates shall be the following:

(A) AFFILIATE: any person who is one:

- (a) a Member of at least one Synergy Summit Group (an alliance of financial and legal services organizations) OR
- (b) a Current member of a State Bar OR
- (c) a Currently licensed CPA in at least one state

AND has earned any one or more of the following credentials:

Certified Financial Planner (CFP)
Chartered Financial Analyst (CFA)
Accredited Estate Planner (AEP)
Accredited in Business Valuation (ABV)
Chartered Advisor in Philanthropy (CAP)
Certified Valuation Analyst (CVA)
Certified Trust and Financial Advisor (CTFA)
Personal Financial Planner (PFP)
Personal Financial Specialist (PFS)
Master of Science in Taxation (MST)
Masters of Law (LL.M.)
Board certified by a State Bar in Taxation or Estate Planning
Certified in Financial Forensics (CFF)
Chartered Global Management Accountant (CGMA)
Certified Fraud Examiner (CFE)
Accredited Senior Appraiser (ASA)

The Executive Committee shall have discretion to add other AICPA or similarly accredited designations without requiring further amendment to the Bylaws.

(B) EDUCATOR AFFILIATE: any person who teaches (or who has ever taught) in either the law or accounting departments of an accredited college or university.

(C) UNDERGRADUATE STUDENT AFFILIATE: an undergraduate student with a focus on either accounting or law for a period not to exceed five years.

(D) GRADUATE STUDENT AFFILIATE: A graduate student with a focus on either accounting or law for a period not to exceed five years.

ARTICLE VII

MEETINGS OF THE ASSOCIATION

SECTION 1. Annual membership meeting of the Association. A meeting of all members of the Association shall be held once per year. This meeting shall be designated the annual meeting. It shall be held at such date and place as the Executive Committee shall select. Written notice of such meeting shall be given to all members of the Association at least thirty days prior to such meeting.

SECTION 2. Special membership meetings. Special membership meetings shall be held at such place and date as the Executive Committee shall select. At least fourteen days prior to such meeting, such meeting shall be preceded by a written notice to all members of the Association.

SECTION 3. Special meetings. The President of the Association shall have the power to call a special meeting of the general membership at any time or place as he/she shall, in his/her sole discretion, deem appropriate. Said meeting shall be preceded by a written notice to all members of the Association at least seven days prior to said meeting.

ARTICLE VIII

OFFICERS AND DIRECTORS

SECTION 1. Officers. The Association shall have a President, a Vice-President, a Secretary, a Treasurer and an Assistant Secretary-Treasurer.

SECTION 2. Board of Directors. The Association shall have a Board of Directors made up of members in good standing who are: the Officers, all Past-Presidents, one Director from each recognized state or local chapter which Director shall be chosen by such recognized state or local chapter, and six additional Directors-at-Large who shall be elected by the members of the Association, at the annual meeting. In addition, the Board of Directors may, in their discretion, elect two Directors-at-Large, at any regularly called meeting of the Board of Directors immediately following the announcement of the results of the election of Directors-at-Large by the membership.

SECTION 3. Directors by Attendance. In addition, any member of the Association in good standing who attends any two (2) consecutive meetings of the Board of Directors shall automatically be elected to the Board of Directors of the Association as of the next meeting of Board of Directors if such member be present, and shall continue a Director unless and until absent from any two (2) subsequent consecutive Board of Directors' meetings.

(A) Such Directors shall have all the rights, privileges and obligations as other duly elected Directors.

(B) If any state or local chapter shall have more than ten (10) Directors present and serving on the Board of Directors at any time, then, upon request of any member of the Board of Directors, there may be imposed a limit of ten (10) votes, through the unit or block voting, or by ruling of the chairman.

SECTION 4. Vacancies. Vacancies in any office or Directorship shall be filled by the Board of Directors, and each Officer or Director so appointed shall hold office until the election and installation of his/her successor. This Section shall not apply to the Directors chosen by each recognized state or local chapter.

SECTION 5. Designated State Directors. At any regularly called meeting of the Board of Directors, when it is deemed to be for the best interest of this Association, the Board of Directors may designate as state Director, in addition to all other Directors, a member of this Association who is resident in a state which has not qualified as a state organization. Such state Director shall have all the privileges of a Director at Directors' meetings.

SECTION 6. Honorary Past-President. When, in the opinion of three-fourths of the members of the Board of Directors present and voting at any regular or duly called meeting, a member of this Association shall be deemed to have rendered outstanding and unique service to this Association and to his/her community by his/her activities, such a member may, upon motion duly made and seconded, be nominated as an Honorary Past-President and elected by the vote of three-fourths of the members of the Board of Directors present and voting as such. Such Honorary Past-President shall have all the rights and privileges of any other Past-President of this Association, and not by such election be deemed to lose any other rights and privileges he/she might otherwise have. This Section shall have the further requirement that the name of such member shall be first submitted in writing to each member of the Board of Directors at least 30 days prior to the date of any regular or duly called meeting of the Board of Directors.

SECTION 7. Only regular members may serve as Officers or serve on the Board of Directors.

ARTICLE IX

SELECTION OF OFFICERS

SECTION 1. Selection of President. The President shall be succeeded by the Vice-President without vote of the Board of Directors.

SECTION 2. Selection of other Officers. The Vice-President, the Secretary, the Treasurer and the Assistant Secretary-Treasurer shall be selected by the incoming Board of Directors as hereinafter provided in this Article. The Vice-President shall not be a member of the same state or local chapter as the President, the Treasurer shall not be a member of the same state or local chapter as the Vice-President, the Secretary shall not be a member of the same state or local chapter as the Treasurer and the Assistant Secretary-Treasurer shall not be a member of the same state or local chapter as the Secretary.

SECTION 3. Limitation on the right to hold office based upon geographic distribution. In addition to those restrictions enumerated in the foregoing Section of this Article, at no time may more than three Officers be members of the same state or local chapter.

SECTION 4. Selection of Nominating Committee. The Nominating Committee shall consist of the second most recent Past-President, who shall act as chair, the most recent Past-President, and three other members, none of whom shall be an Officer. The three other members shall thereby become ineligible to be candidates for office in the election at the annual meeting to be held the same year. In the event that either or both of the two immediate Past-Presidents are unwilling or unable to serve, the next most recent Past-President or Past-Presidents shall become members of the Nominating Committee with the most recent Past-President then becoming chair of the Committee.

The Nominating Committee shall serve until the close of the Board of Directors' meeting held in conjunction with the annual meeting of the Association. The three other members of the Nominating Committee shall be selected by the President with the approval of the Executive Committee. No member of the Nominating Committee shall be a member of the same state or local chapter as another member of the Nominating Committee.

SECTION 5. Meeting of Nominating Committee. The Nominating Committee shall meet prior to the Board of Directors' meeting held in conjunction with the annual membership meeting, and deliberate and select its nominations for Vice-President, Secretary, Treasurer and Assistant Secretary-Treasurer.

SECTION 6. Nominations by Nominating Committee. The Nominating Committee shall certify by a report, filed with the Secretary of the Association in connection with the Board of Directors' meeting held in conjunction with the annual membership meeting, its nominations for Vice-President, Secretary, Treasurer and Assistant Secretary-Treasurer, and that the nominees have consented to serve if elected.

SECTION 7. Independent nominations. An independent nomination for an elected Officer may be made by petition filed with the Secretary of the Association before the Board of Directors' meeting held in conjunction with the annual membership meeting. The petition shall be signed by at least five (5) members of the Association, other than the nominee, no two of which come from the same state, and shall certify that the nominee has consented to serve if elected.

SECTION 8. Election without ballot. When there are no other nominations for an elected Officer than the nomination made by the Nominating Committee, the nominee shall be deemed automatically elected at such Board of Directors' meeting with no motion required.

SECTION 9. Election with ballot. When there are nominations for an elected Officer other than the nomination made by the Nominating Committee, election by ballot shall then be conducted at such Board of Directors' meeting.

SECTION 10. Removal of Officers. When it is deemed to be in the best interest of the Association, the Board of Directors may remove any Officer, with or without cause, by a two-thirds affirmative vote of the Directors present at such meeting. Notice of intent to consider removal of an Officer must be given to all Officers and Directors at least 30 days prior to the date of any regular or duly called meeting of the Board of Directors.

ARTICLE X

DIRECTORS-AT-LARGE

SECTION 1. Time. The Association shall hold a regular annual election for the Directors-at-Large of the Association at least sixty days prior to the annual membership meeting.

SECTION 2. Nominations. Nomination for the position of Director-at-Large may be made in writing by any member of the Board of Directors at least thirty days prior to the election

SECTION 3. Method of election. The election shall be conducted by mail, fax, or email under the direct supervision of the Secretary of the Association.

SECTION 4. Ballots. A ballot containing the names of the nominees for the Directors-at-Large together with six blank "write in" spaces following the names of the nominees shall be mailed, faxed, or emailed to each member in good standing of the Association. The ballot shall list the names in alphabetical order and shall designate the state or of the candidate. Each member shall have six votes on the ballot.

SECTION 5. Counting. Immediately upon the close of balloting, the votes shall be counted by a committee of at least three members to be appointed by the President, and the result shall be reported to the President in writing.

SECTION 6. Votes to elect. The six nominees receiving the most votes shall be elected. No more than two of the six Directors-at-Large may be from the same state or local chapters. In the event more than two nominees from a state or local chapters are among the six nominees receiving the most votes only the two nominees from such state or local chapters receiving the highest number of votes shall be elected with the remainder of the Director-at-Large Positions filled by the nominees from other state or local chapters having the most votes.

ARTICLE XI

BOARD OF DIRECTORS

SECTION 1. Powers and duties. The Board of Directors shall (i) oversee the affairs of the Association, subject to and in accordance with the Articles of Incorporation and these By-Laws, (ii) institute and maintain all necessary actions and proceedings which may be necessary or proper to carry out the will or objectives of the Association, and (iii) perform such other duties as may be prescribed by these By-Laws or resolutions of the Association. The Executive Committee shall act for the Board of Directors between Director meetings and manage the day to day operations of the Association with the Articles of Incorporation and these By-Laws. The

Association may hire employees or independent contractors to assist them in the performance of ministerial duties. No Officer or Director shall receive any compensation for his/her services rendered as an Officer or Director. However, this will not limit the authority of the Association to reimburse Officers and Directors for out-of-pocket expenses in connection with the performance of their duties, including Executive Committee expenses of attending regular Board of Directors' meetings. The Board of Directors may at its discretion recognize outstanding achievement by Attorney-CPAs by presenting The Louis S. Goldberg Memorial Award for Outstanding Achievement.

SECTION 2. Action by the Board of Directors. (a) Manner of Acting. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these By-Laws. Any action taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of all the Directors entitled to vote with respect to the subject matter thereof, provided written notice of the proposed action is given to each Director in the manner and within the time prescribed for giving notice of Special Meetings of the Board of Directors. Should Board of Directors members vote by mail, email, telephone, or fax, any action taken by them pursuant to such vote shall have the same force and effect as though said vote or action were taken at a meeting at which they were present.

(b) Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

SECTION 3. Quorum. Fifteen (15) members of the Board of Directors shall constitute a quorum of the Board of Directors, whether voting at any regular meeting or acting by mail, email, telephone, or fax.

SECTION 4. Board of Directors' Regular Meetings. The Board of Directors shall meet twice per year and shall keep a record of its proceedings. These meetings shall be designated the mid-year meeting and the annual meeting. The meetings must be held at least 15 weeks apart. The annual meeting shall be held in conjunction with the annual membership meeting of the Association. The Board of Directors shall meet at such date and place as the Executive Committee shall select and the Board approves. At least thirty days prior to such meeting, written notice of such meeting shall be given to all members of the Association. Any member of the Association shall have the right to attend any meeting of the Board of Directors and express his/her views on subjects brought before the Board of Directors. No member may vote at a meeting of the Board of Directors unless he/she is a Director.

SECTION 5. Reports. The Executive Committee shall report in writing at each meeting of the Board of Directors, as to all actions, proceedings and recommendations and resolutions adopted by it since the last meeting. The Board of Directors shall ratify or revoke such actions and resolutions.

SECTION 6. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be called by or at the request of the President, the Executive Committee, or a majority of the Board of Directors. The President, with the advice and consent of the Executive Committee, may fix any place and a time during normal working hours as the place and time for any Special Meeting. Notice of any Special Meeting of the Board of Directors shall be given by the Secretary at least 10 days prior thereto by written United States mail notice at the address shown for such Director on the Associations' records or, if email address for the Director is made known to the Secretary, by email notice. Such notice shall be deemed delivered when deposited in the United States mail with proper postage affixed, or if by email, when sent (following direction by the Director allowing email notice) to the Director's email address shown on the Associations' record.

ARTICLE XII

DUTIES OF OFFICERS AND TERM OF OFFICE OF OFFICERS AND DIRECTORS

SECTION 1. The term of office of any Officer or Director shall be for the period of one year commencing with his/her election, or until his/her successor has been elected or selected. This period of one year shall not limit the right of any Director or Officer to be re-elected or re-appointed.

SECTION 2. President. It shall be the duty of the President to preside at each meeting of the Association, to appoint the standing committees provided for in the By-Laws, and such special committees and delegates as may from time to time seem best, or which may be provided for by action of the Board of Directors of the Association. The President shall have the primary responsibility for administering the policies of the Association as established by its Articles of Incorporation and By-Laws, and by the Board of Directors, including, but not limited to, primary responsibility for directing, and, so far as need be, supervising the performance of all phases of the Association's activities, and have such other powers and perform such other duties not inconsistent with said Articles of Incorporation and By-Laws as are usually possessed or exercised by presiding Officers. The President shall be Chairman of the Board of Directors and the Executive Committee.

SECTION 3. Vice-President. The Vice-President shall assist the President in the exercise of his/her duties, and shall perform such duties in the absence of the President. The Vice-President shall perform such other duties as may be assigned by the Association, the Board of Directors, the Executive Committee, or the President.

SECTION 4. Treasurer. The Treasurer shall have overall responsibility for the books and records of the Association. In so doing, he/she shall make certain that funds are collected and dispersed in accordance with the policies and budgets adopted by the Board of Directors and the Executive Committee. The books and records shall be open to the inspection of any member of the Board of Directors. At the annual meeting, the Treasurer shall make a full report of the receipts and disbursements of the past fiscal year and for the first six months of the current fiscal year, suitably classified, and of all outstanding obligations of the Association with an estimate of the resources and probable expenses of the coming year, and the Treasurer may make any suggestions pertinent thereto that he/she may deem proper. The Treasurer's report on the past fiscal year may be audited, reviewed, or compiled prior to each annual meeting by an auditor or CPA to be selected by the Executive Committee. The Treasurer shall perform such other duties as may be assigned by the Association, the Board of Directors, the Executive Committee, or the President.

SECTION 5. Secretary. It shall be the duty of the Secretary to keep a record of the proceedings of all meetings and votes of the Association, the Board of Directors, and the Executive Committee, and a record of all matters of which a record shall be ordered by the Association, the Board of Directors, the Executive Committee, or the President. The Secretary shall mail, email, or fax notices of meetings, keep a roll of all attorney-CPAs in the United States, whether or not they are members, and shall keep a record of the name and address of all members of the Association, showing the dates when they became members and the cause and date of termination of membership of such persons who shall cease to be members. The Secretary shall perform such other duties as may be assigned by the Association, the Board of Directors, the Executive Committee, or the President.

SECTION 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall assist the Secretary and the Treasurer in the exercise of their duties and shall perform such duties in the absence of the Secretary and/or Treasurer. The Assistant Secretary Treasurer shall perform such other duties as may be assigned by the Association, the Board of Directors, the Executive Committee, or the President.

ARTICLE XIII

COMMITTEES

SECTION 1. Executive Committee.

(A) Composition and purpose. The Executive Committee shall consist of not more than 9 members, the purpose of which shall be to manage the day to day operations of the Association, to facilitate and assure the execution of the policies and programs of the Association, and to assist in the performance of the duties of the Officers.

1. The Executive Committee shall have all of the rights, powers and authority of the Board of Directors in between meetings of the Board of Directors.

2. The Executive Committee shall not impinge upon the rights, powers or privileges of the Board of Directors. The Board of Directors may approve, disapprove, limit, extend, or reverse any action of the Executive Committee. The Executive Committee shall render a report of its adopted resolutions and recommendations for action at each Board of Directors' meeting.

(B) Meetings. The President or Vice-President shall have the power to call a meeting of the Executive Committee at any time or place that he/she may deem appropriate.

(C) Membership. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, Assistant Secretary-Treasurer, the immediate Past-President, other Past-Presidents, and up to one other member of the Association. The other member of the Association and Past-Presidents (other than the immediate Past-President) shall be appointed by the President. The total membership of the Committee membership shall consist of no more than nine persons.

(D) Performance of Officer's Duties. When a majority of the Executive Committee believes that an Officer is not performing the duties of such Office, the Executive Committee may by resolution temporarily or permanently assign such duties to itself or to any one or more of its members. Any Officer may request such re-assignment of duties, or if not requested by the Officer, such Officer shall receive thirty days notice prior to the Executive Committee voting on such re-assignment of duties. Such resolution may be suspended, modified, or revoked by majority of the Executive Committee upon ten days notice to the members of the Executive Committee.

SECTION 2. Other Committees. The Association shall have standing committees to be known by the names, and to have the functions as are hereinafter set forth. The Board of Directors, the Executive Committee or the President may, from time to time, designate other standing and special committees, either in lieu of or in addition to those hereinafter provided in this Article, and may direct the disbanding and discontinuance of any standing or special committee, and may delegate to any committee all or any of the functions of any standing or special committee of the Association. The committees shall be composed of such number of members as the President shall determine and members shall be appointed to the committees annually by the President, as soon after his/her election as is practicable, and shall continue in office until the next annual meeting after the appointment and until successors are appointed. Any vacancies occurring during the year shall be filled by appointment by the President.

SECTION 3. Committee Governance. Each committee shall have the power to fix its own times and places and methods of meetings, and to adopt rules for its own governance and proceedings consistent with the Articles of Incorporation, these By-Laws, and the directions of the Association. Each committee shall keep a record of all its proceedings, and shall forward a committee report semi-annually, to the Vice-President. A majority shall constitute a quorum at meetings of committees.

SECTION 4. The standing committees shall be as follows

MEMBERSHIP COMMITTEE

The Membership Committee will (i) ensure that programs are in place to maintain and increase the Association's membership and (ii) ensure that the needs of the members are being fulfilled through the implementation of programs and services.

MEETINGS AND EDUCATION COMMITTEE

The Meetings and Education Committee shall oversee the meetings of the Association, subject to the approval of the President, and shall make the arrangements for the Association's meetings and education programs. The Meetings and Education Committee when feasible shall appoint a local chair to assist in the planning of each meeting. The selections of the geographical location of the meetings are subject to the approval of the Executive Committee and the Board of Directors.

DUAL RIGHTS COMMITTEE

The Dual Rights Committee shall review complaints and submit proposals to the Board of Directors for the purposes of determining the policies of this Association as to those matters which might affect the members of this Association in connection with their maintaining licenses as attorneys and/or certified public accountants.

CHAPTER & REGIONAL DEVELOPMENT COMMITTEE

The Chapter & Regional Development Committee shall assist in the formation and operation of state and local chapters of attorney-certified public accountants. It shall also assist the state and local chapters in arranging and operating regional meetings.

FINANCE COMMITTEE

The Vice-President shall chair the Finance Committee which shall also consist of the Treasurer, and the Assistant Secretary-Treasurer and such other members as may be designated by the President or Treasurer. The responsibilities of the Committee will include audit and governance issues as well as preparing and proposing the annual budget.

THE AMERICAN COLLEGE OF ATTORNEY-CERTIFIED PUBLIC ACCOUNTANTS COMMITTEE

The Board of Directors has established the American College of Attorney-Certified Public Accountants to provide status designations to members of the Association for significant professional education obtained through Association sponsored education programs. Tiers of status shall recognize members for hours of professional education credits obtained through Association education programs within certain consecutive year periods as provided in the rules, standards and procedures developed and implemented by the standing committee for the American College of Attorney-Certified Public Accountants and approved by the Board of Directors. Status designation shall be held for life so long as the designee is a member in good standing of the Association.

MEMBERS EDUCATION FUND COMMITTEE

The Members Education Fund Committee has been established to solicit member business expense donations to the separate Members Education Fund and/or charitable contributions to the Attorney CPA Foundation designated for educational purposes. The Members Education Fund Committee will also receive and review funding requests and make recommendations to the Executive Committee as to how the income from the

Members Educations Fund should be spent. The Members Education Fund Committee shall consult and coordinate with the appropriate committee/board members of the Attorney-CPA Foundation to consider proposals for spending the income of the Members Education Fund. The Members Education Fund Committee shall be appointed and/or removed by the President and approved by the Executive Committee. The term of service on the Members Education Fund Committee shall continue until the committee member resigns or is replaced.

ARTICLE XIV

STATE AND LOCAL CHAPTERS

SECTION 1. A state or local chapter (whether or not separately incorporated) is defined as a chapter which subscribes to these By-Laws and includes fifteen or more members from a state or local region who are members of this Association. A region shall consist of all or part of a state or a group of states or any foreign jurisdiction which is defined from time to time by the Board of Directors. No state or jurisdiction or a portion thereof shall be part of more than one region.

SECTION 2. The term "members of state or local chapters" shall include those persons who are members of the Association who reside in a state in which there is a state or local chapter, whether or not such state or local chapter is active.

SECTION 3. The foregoing Section shall not prevent the Board of Directors, when it deems recognition of state or local chapters to be in the best interests of this Association, to vote to recognize a state or local chapter with less than fifteen members but having at least ten members, as defined in Section 1 of this Article.

ARTICLE XV

AMENDMENTS TO BY-LAWS AND GENERAL PROVISIONS

SECTION 1. By the Board of Directors. These By-Laws may be amended at any annual or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors present and voting. No prior notice need be given to the general membership of amendments by the Board of Directors.

Amendments may also be made by two-thirds vote of the Board of Directors by mail, fax or email, with only votes cast within a thirty-day period from date of mailing, faxing, or emailing by the Secretary only being valid for such purpose.

Proposed amendments submitted to a Board of Directors meeting may be further amended or changed by a vote of two-thirds of those Directors present and voting.

SECTION 2. Forms of Notice. Whenever a notice or something written is required under the provisions of these By-Laws, the notice or the writing may be provided via mail, fax, or email. With respect to notices or writings required to be provided to members, such notices or writings shall be provided to the last known address, fax number, or email address on record with the Association, by the member's preferred mechanism for receiving such notices.

The foregoing By-Laws as amended, replacing all prior versions of the Association By-Laws, are hereby adopted,

ratified and confirmed by the Board of Directors in Washington, DC on this November __, 2014.

Jo Ann M. Koontz, Secretary

ATTACHMENT A

Dues Schedule effective October 1, 2013 – This is currently being updated to be effective 10/2014

REGULAR MEMBERSHIP

(including International Associates)

First Year of Membership, per year	\$ 130.00 per year
Second and following years, per year	\$ 260.00 per year

LIFE MEMBERSHIP

Over 65 (at time of purchase)	\$ 2,750.00 (single payment)
Under 65 (at time of purchase)	\$ 4,750.00 (single payment)

SPECIAL MEMBERSHIPS

Retired Member	\$ 125.00 per year
Educator/Government Employee Member (not practicing as an Attorney or CPA)	\$ 85.00 per year
Associate Member	\$ 40.00 per year
Student Member	\$ 40.00 per year
Honorary Member/Emeritus Member (80 years of age and paying member 20 yrs.)	Dues Waived

ATTACHMENT B

Affiliate Fee Schedule effective October 1, 2012

	<u>Annual Payments</u>
Affiliate	\$295.00
Educator Affiliate	\$95.00
Graduate Student Affiliate	\$40.00 up to 5 years
Undergraduate Student Affiliate	Waived up to 5 years