

**CONSTITUTION OF THE
MISSISSIPPI ASSOCIATION OF PUBLIC ACCOUNTANTS**

ARTICLE I

NAME AND PURPOSE

Section 1

The name of this organization shall be MISSISSIPPI ASSOCIATION OF PUBLIC ACCOUNTANTS. The principal office of the association shall be located at any sight designated by the Board of Directors of MAPA. Its object shall be to associate together the men and women engaged in the practice of public accountancy in the State of Mississippi. Its purposes are to promote and maintain higher professional and ethical standards, to safeguard and foster member interest in the profession of accountancy, to develop and improve accountancy education, to correct abuses within the profession, to compile and distribute information to the members for their benefit, to promote harmony and fellowship among practicing public accountants in the State of Mississippi and to maintain honorable relations between the accounting profession and the general public.

Section 2

The Association shall be a non-profit corporation. No pecuniary benefits shall inure to any member or members of the Association except for the positions of Treasurer, Executive Secretary and Executive Director. The Association shall have a seal with the name of the Association, as affixed on the margin hereof, which shall be imprinted on all official documents as approved by the Board of Directors.

ARTICLE II

MEMBERSHIPS

Section 1

The Association shall consist of (a) Principal Members, (b) Staff Members, (c) Associate Members, (d) Reciprocal Members, (e) Student Members and (f) Retired Members.

Section 2

All applicants for active membership must be at least twenty-one years of age; must be of good moral character and pledge in writing to abide by the MAPA Code of Ethics, and shall be residents of the United States or its Territories. Each applicant must meet at least one of the following requirements:

- (a) Principal Members are those licensed or unlicensed who maintain an office or a side practice of accountancy and/or taxation in accordance with the laws of the State of Mississippi.

- (b) Staff Members are those licensed or unlicensed:
- (1) who are employed as Senior or Junior staff accountants by a Public Accountant or Certified Public Accountant, or
 - (2) who are employed as governmental accountants by the United States Government, the State of Mississippi or any of its counties, municipalities or sub-divisions, or
 - (3) who are employed in private sector businesses, with primary responsibilities in accounting and/or taxation, or
 - (4) who are educational accountants, or
 - (5) who are employed by non-profit entities with primary duties in accounting and/or taxation, or
 - (6) who are employed by financial institutions with primary duties in accounting and/or taxation.

Principal Members and Staff Members shall have full voting privileges. The sufficiency of experience of an applicant shall be determined by the Membership Committee of the Association.

Persons who are active members of MAPA prior to July 1, 2000, shall be deemed to have met the eligibility requirements enumerated in Section 2. Thereafter, all applicants for active membership shall comply with the requirements of Section 2.

Section 3

Persons who meet any one of the following requirements shall be eligible for Associate Membership in MAPA:

- (a) Clerical employees of MAPA members engaged in accounting and/or tax practices.
- (b) Representatives of firms which provide professional materials and services in the fields of accountancy and/or taxation.

An Associate Member may attend and participate in any and all general meetings of the association but shall not have the right to vote or hold office. Applicant must be of good moral character and abide by the Code of Ethics of MAPA.

Section 4

Active members of other accounting organizations affiliated with the National Society of Accountants shall be eligible for Reciprocal Membership in the Mississippi Association of Public Accountants. All applicants for Reciprocal Membership shall complete an application for membership specifying the name of the affiliated association. Annual dues for Reciprocal Members shall be \$25.00.

A Reciprocal Member may attend and participate in any and all general meetings and seminars of the association but shall not have the right to vote or hold office.

Section 5

Student membership shall be open to any student enrolled as a full time student in a college or university within the State of Mississippi, provided such student is majoring in accounting. Student members may attend and participate in any and all general meetings of the association but shall not have the right to vote or to hold office. The recipients of the Neil Magruder Scholarship and the William A. Bartlow Scholarship will automatically receive a three year membership at no cost.

Section 6

Retired membership status shall be limited to MAPA members who have been members of MAPA, have formally retired from practice and have no income from accounting or tax preparation. A Retired Member may attend and participate in any and all general meetings of the Association but shall not have the right to vote or hold office.

Section 7

Each principal, staff, associate, reciprocal or student member, upon acceptance, shall be entitled to a certificate and membership card setting forth that he or she is an active, associate, reciprocal or student member. The MAPA Certificate of Membership is the property of MAPA and, therefore, upon revocation of membership, resignation, or non-renewal of membership, the certificate is to be returned to the Central Office of MAPA.

Section 8

Each member of the Association may style himself or herself as “Member, Mississippi Association of Public Accountants”, “Staff Member, Mississippi Association of Public Accountants”, “Associate Member, Mississippi Association of Public Accountants”, “Reciprocal Member, Mississippi Association of Public Accountants”, “Student Member, Mississippi Association of Public Accountants”, or “Retired Member, Mississippi Association of Public Accountants.”

ARTICLE III

BOARD OF DIRECTORS

Section 1

The governing board of the Association shall consist of a Board of Directors, made up of twelve (12) members as follows: President, Executive Vice-President, First Vice-President, Secretary and Treasurer, who shall serve for one (1) year, and five (5) other members in good standing who are elected at the annual meeting. The five (5) members shall serve as follows: Three (3) for a term of two (2) years and two (2) for a term two (2) years on alternating years, or until their successors have been duly elected and qualified. The immediate Past President and NSA State Director will serve as voting members of the governing board.

Section 2

In the event of a vacancy occurring in any elective office between annual meetings of the Association, the Board of Directors shall be empowered to elect an active member in good standing to fill such vacancy for the unexpired term. Such election shall be by majority vote of the members present and voting at the meeting of the Board.

Section 3

Failure or refusal by an officer to perform the duties of his office or the unexcused absence of any officer from three (3) consecutive meetings of the Board shall be sufficient cause for the Board to declare such office vacant.

ARTICLE IV

DUTIES OF BOARD OF DIRECTORS AND OFFICERS

Section 1

- (a) It shall be the duty of the Board of Directors:
- (1) To take control and management of all the property of the Association;
 - (2) To appoint such agents or employees as may be necessary for the proper conduct of the affairs of the Association.
 - (3) To keep a record of its proceedings.
 - (4) To exercise all powers requisite for the purposes of the Association.
- (b) The Board of Directors shall adopt an annual budget and shall estimate the revenue for the ensuing year. No debts shall be contracted nor money expended in excess of the budget appropriation without the approval of a majority of the members of the Board of Directors.
- (c) To call such special meetings of the Association as may be necessary for the proper conduct of its affairs.

DUTIES OF THE PRESIDENT

Section 2

The President shall have general supervision of the affairs of the Association, preside at regular and special meetings thereof, and meetings of the Board of Directors, and perform such other duties as may be assigned to him by the Board of Directors.

DUTIES OF THE EXECUTIVE VICE-PRESIDENT

Section 3

The duties of the Executive Vice-President shall be to discharge the duties of the President in the event of his absence or disability and to discharge such other duties as may be delegated by the President or the Board of Directors.

DUTIES OF THE FIRST VICE-PRESIDENT

Section 4

The duties of the First Vice-President shall be to discharge the duties of the President and Executive Vice-President in the event of their absence or disability and to discharge such other duties as may be delegated by the President or the Board of Directors.

DUTIES OF THE SECRETARY

Section 5

The Secretary shall keep the Minutes of the proceedings of the Association and the Board of Directors and do all things pertaining to this office as shall be required by the Board of Directors. The Secretary shall be the custodian of the MAPA seal.

DUTIES OF THE TREASURER

Section 6

The Treasurer shall sign all checks; attest all deeds, leases, conveyances, contracts, and such other papers as are required to be executed by the Association; keep all books, papers, records and documents belonging to the Association. The Treasurer shall keep an account of all monies, securities, and property of any and every nature of the Association which shall come into his hands; keep an accurate account of all money received and disbursed and keep proper vouchers; maintain such accounts and prepare statements of monies received and disbursed and of money and property on hand; and, generally, do all things pertaining to this office as shall be required by the Board of Directors. The Treasurer shall furnish a surety bond in an amount to be fixed by the Board of Directors. The premium of said bond shall be paid from the funds of the Association.

ARTICLE V

AMENDMENTS TO CONSTITUTION

Section 1

This Constitution may be amended at any annual convention or, in the discretion of the Constitution and By-Laws Committee, with the approval of the Board of Directors, by a mail or e-mail ballot of the active and staff members.

Section 2

The Secretary shall embody in the call for the annual convention all proposals to amend the Constitution.

Section 3

Any proposed amendment to the Constitution shall be approved by a two-thirds (2/3rds) majority vote of the active members present and voting at the annual convention. Amendments to the Constitution made at the annual convention shall become effective immediately after the date of adjournment of such convention, unless otherwise provided for.

Section 4

Amendments to the Constitution may be approved by mail or e-mail, provided however, at least sixty (60) percent of the active and staff members of the Association participate in such mail balloting. Such amendment or amendments must be approved by a two-thirds (2/3rds) majority of votes cast. Mail or e-mail ballots shall be valid and counted only if received within thirty (30) days after the date of mailing or e-mailing ballot forms from the Central Office of the Association to members eligible to vote. Amendments approved by mail or e-mail shall become effective thirty (30) days after such ballots shall have been counted as herein provided.

Section 5

All mail or e-mail ballots shall be forwarded to the Central Office of the Association within thirty (30) days from date of mailing or e-mailing. Upon expiration of the thirty (30) day period from date of mailing or e-mailing, the Central Office shall notify the entire Committee on Constitution and By-Laws that the voting by mail or e-mail is closed. The Chairman of the Constitution and By-Laws committee will then convene the committee within ten (10) days and will then proceed to tabulated all votes received. The Committee will then formally notify the Board of Directors in writing of the results of such balloting, setting forth the total of the affirmative and negative votes counted. The Board of Directors shall then cause the Central Office to notify all members of the results of such balloting.

**BY-LAWS OF THE
MISSISSIPPI ASSOCIATION OF PUBLIC ACCOUNTANTS**

ARTICLE I

Section 1

The fiscal year of the Association shall end with the 30th day of June each year.

Section 2

The annual dues for Principal, Staff Accountants, Associate and Student members shall be prescribed by the Board of Directors. No fee shall be required of retired members. Reciprocal Members shall pay annual dues of \$25.00. The annual dues, once set for Principals, shall flow as follows: Staff Accountants 50% of Principal; Associate Members 35% of Principal.

Section 3

Collection of all dues set forth in Section (2) hereof shall be made by the Treasurer of the Association.

Section 4

Special assessments may be levied by a two-thirds (2/3rds) vote of the Board of Directors.

ARTICLE II

TERMINATION OF MEMBERSHIP

Section 1

Any member who fails to pay his or her annual dues or special assessments to the Association within thirty (30) days from date such debt becomes due (July 1) shall be notified that he or she is suspended as a member of the Association and his or her certificate of membership is to be returned to the Association. If no payment is received, said member shall be terminated, unless mitigating circumstances are presented to and approved by the Board of Directors.

Section 2

Resignations of members in good standing may be offered in writing at any time to the Board of Directors and will become effective on the day of acceptance of such resignation by the Board of Directors. His or her certificate of membership is to be returned to the Association at this time.

Section 3

Any Principal active member of the Mississippi Association of Public Accountants shall meet mandatory Continuing Professional Education requirements to complete a minimum of 72 credit hours in each three year reporting cycle, with a minimum of 16 credit hours in any one year. Staff Accountant members shall meet mandatory CPE requirements equal to ½ of those of a Principal active member. Licensed Attorneys who are members of the Mississippi Association of Public Accountants shall be exempt from MAPA CPE requirements.

Section 4

Any member who has resigned or has been suspended may be reinstated by a majority vote of the active members and the approval of the Board of Directors present and voting at any regular or special meeting of said Board, provided, however, that the person applying submits with his application for reinstatement the amount of assessments and other charges determined to be due.

Section 5

Any member shall be expelled or suspended if the Board of Directors, sitting as a trial board, finds by a majority vote, that he has been convicted of a felony or other crime involving moral turpitude. In case the conviction is reversed by a higher court, such member may be reinstated subject to a majority vote of the Board of Directors.

Section 6

It is the responsibility of each and every member of this Association to conduct himself in a manner becoming a professional at all times. The officers and committee people of this Association are due the respect of every other member of the organization.

Any member who allows his conduct to be detrimental to the image of the Mississippi Association of Public Accountants or to any officer or the profession as a whole shall be tried under the provisions of Article III, Section 3 of these By-Laws.

Anyone having a complaint against any officer or committee person because of the manner in which he is carrying out the duties of his office must present such complaint in writing to the Board of Directors. The Board of Directors will act upon the complaint at its next regular or special meeting.

ARTICLE III

TRIALS AND PENALTIES

Section 1

Any complaint brought by a member against another member for violation of these by-laws shall be submitted to the member accused and the Board of Directors.

Section 2

The Board of Directors shall investigate the matter and shall either dismiss the complaint, notifying the complaining member, or summon the accused member to appear and answer at its next regular or special meeting.

Section 3

The Board of Directors shall instruct the Secretary to send due notice to the parties concerned at least thirty (30) days prior to the proposed date of hearing. The Board of Directors, acting as a trial board, may, by a majority vote of its members, dismiss the member against whom the complaint has been made. If suspended, the period shall not exceed two years. The Board of Directors may at any time after suspension or expulsion of said member rescind or modify such suspension or expulsion upon the petition of the suspended or expelled member.

ARTICLE IV

PROVISIONS FOR DISTRICT CHAPTERS

Section 1

The State of Mississippi shall be divided into districts to be defined by the Board of Directors. A minimum of five (5) active members residing in a district may organize a chapter. Upon proper petition to and the approval by the Board of Directors of the Association such chapter shall be granted a charter.

Section 2

Each chapter may adopt its own Constitution and By-Laws by which it shall be governed provided that such chapter's constitution and by-laws are consistent with the constitution and by-laws of State Association.

ARTICLE V

VOTING

Section 1

All members shall be entitled to attend all meeting of the Association, but only Principal Members and Staff Members shall be entitled to vote or hold office.

ARTICLE VI

COMMITTEES

Section 1

There shall be six (6) standing committees as follows, each composed of a chairman and not less than two (2) members appointed by the President with the advice and consent of the Board of Directors.

- (1) Constitution and By-Laws Committee
- (2) Membership and Credentials Committee
- (3) State Convention Committee
- (4) Auditing Committee
- (5) Educational Committee
- (6) Nominating Committee

Section 2

All standing and special committees shall be appointed by the President. The President shall be an ex-officio member of all committees.

Section 3

A majority of the appointed members of each committee shall constitute a quorum for the transaction of business.

Section 4

Each committee shall be subject to the call of its chairman. In lieu of a meeting the chairman may submit any question by mail or phone to the members of the committee for comment or vote. Any such questions must be approved by two-thirds of the members of the committee.

ARTICLE VII

DUTIES OF COMMITTEES

CONSTITUTION AND BY-LAWS COMMITTEE

Section 1

The Constitution and By-Laws Committee shall solicit and receive from members of the Association such changes and/or amendments to the Constitution and By-Laws of this Association as seem desirable, and present them to the Board of Directors with its recommendation. Upon the approval by the Board of Directors the proposed changes are to be presented at the regular annual meeting or at any special meeting which might be called for the purpose of amending the Constitution and By-Laws of this Association.

MEMBERSHIP AND CREDENTIALS COMMITTEE

Section 2

The Membership and Credentials Committee shall convene immediately after the annual meeting of the Association shall have been called to order, and at any time during the meeting may register proxies submitted to it or transact such other business as may be referred to it by the convention. Only proxies validated by this committee shall be entitled to vote on the floor of the convention.

STATE CONVENTION COMMITTEE

Section 3

The State Convention Committee shall have the duties of planning and supervising the Annual State Convention for the Association, subject to the approval of the Board of Directors.

AUDITING COMMITTEE

Section 4

It shall be the duty of the Auditing Committee to make an audit of all the books and accounts, records, bank statements, etc., of the Association at the end of each fiscal year, and prepare the annual form 990.

EDUCATION COMMITTEE

Section 5

The Education Committee shall prepare and assimilate such information and facts pertaining to the profession of public accountancy as, in its opinion, will be to the benefit of members of this Association or the public generally.

NOMINATING COMMITTEE

Section 6

The Nominating Committee shall select a member for each elective office in the Association and submit their names to the members at the annual convention.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS

Section 1

Nominations shall be made by the Nominating Committee, appointed by the President. The Nominating Committee may consider for nomination the name of any active member in good standing, as a candidate for any elective office in the Association. Nominations may also be made from the floor, by any delegate, for any elective office, immediately after the names selected by the committee have been submitted to the convention assembled.

Section 2

Elections shall be by secret written ballot if there is more than one candidate for an office. The President shall appoint a chairman and two tellers, who shall receive and count the ballots cast and shall announce the results to the presiding officer. A majority of votes shall elect. If there be no majority on the first ballot for any candidate, then the two candidates with the greatest number of votes shall participate in a run off ballot.

PRESIDENT

Section 3

No member of the Association shall be elected President for more than two (2) consecutive terms.

VICE-PRESIDENTS

Section 4

Vice-Presidents must be active members in good standing.

TREASURER

Section 5

Any active member in good standing may be elected Treasurer of the Association. The election shall be for a term of one (1) year. The Treasurer may succeed himself. Compensation, if any, shall be fixed by the Board of Directors. He shall furnish satisfactory surety bond in an amount to be fixed by the Board of Directors and the premium on such bond shall be paid from the funds of the Association.

SECRETARY

Section 6

Any active member in good standing may be elected Secretary of the Association. The election shall be for a term of one (1) year. The Secretary may succeed himself.

ARTICLE X

MEETINGS

Section 1

The date for the annual convention of the Association shall be set by the Board of Directors.

Section 2

Special meetings of the Association may be convened at such dates and places as the Board of Directors shall designate.

Section 3

Notice of each regular meeting of the Association shall be mailed to all members at his last known address at least thirty (30) days prior to the date of such meeting.

Section 4

The rules of parliamentary procedure contained in Roberts Rules of Order, Revised, shall govern all meetings of the Association and the Board of Directors.

ARTICLE X

AMENDMENTS TO BY-LAWS

Section 1

These By-Laws may be amended at any annual convention, or with the approval of the Board of Directors, by a mail or e-mail ballot of the Principal Members and Staff Members in good standing. The Secretary shall embody in the call for the annual convention all proposals to amend the By-Laws. All proposals to amend the By-Laws shall be submitted to the Constitution and By-Laws Committee at least sixty (60) days prior to the annual meeting.

Section 2

Any proposed amendment to the By-Laws shall be approved by a two-thirds (2/3rds) vote of the Principal Members and Staff Members in good standing present and voting at the annual convention. Amendments to the By-Laws made at the annual convention shall become effective immediately after the date of adjournment of such convention, unless otherwise provided for.

Section 3

Amendments to the By-Laws may be approved by mail or e-mail, provided however; at least sixty (60) percent of the Principal Members and Staff Members in good standing of the Association participate in such mail or e-mail balloting. Such amendment or amendments may be approved by two-thirds (2/3rds)

of the votes cast. Mail or e-mail ballots shall be valid and counted only if received within thirty (30) days after the date of mailing or e-mailing ballot forms from the Central Office of the Association of members eligible to vote. Amendments approved by mail or e-mail shall become effective thirty (30) days after such ballots shall have been counted as herein provided.

Section 4

All mail or e-mail ballots shall be forwarded to the Central Office of the Association within thirty (30) days from date of mailing or e-mailing. Upon expiration of the thirty (30) day period from date of mailing, the Central Office shall notify the entire Committee on Constitution and By-Laws, that the voting by mail or e-mail is closed. The Chairman of the Constitution and By-Laws Committee will then convene the Committee within ten (10) days; and will then proceed to tabulate all votes received. The Committee will then formally notify the Board of Directors in writing of the results of such balloting, setting forth the totals of the affirmative and negative votes counted. The Board of Directors shall then cause the Central Office to notify the members of the results of such balloting.

ARTICLE XI

DISSOLUTION

Section 1

In the event of the dissolution of the Mississippi Association of Public Accountants no benefit will inure to any individual. The residual assets of the organization will be turned over to:

- (a) The National Society of Accountants Scholarship Trust Fund. In the event this fund is no longer in existence, the funds will then be turned over to
- (b) The Stanley Stearman Scholarship Fund. In the event this fund is no longer in existence, the funds will then be turned over to
- (c) One or more charitable organizations which themselves are exempt organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code. Said charitable organization(s) to be chosen by the Board of Directors in office at the date of dissolution.