

**By-Laws
OF
NASSAU/SUFFOLK
NATIONAL CONFERENCE OF CPA PRACTITIONERS, INC.**

**ARTICLE I.
PURPOSES**

Section 1. The objects and purposes of the Nassau/Suffolk Chapter of the National Conference of CPA Practitioners, Inc. are:

To be sensitive and responsive to the nature, importance to the profession and special needs of smaller accounting firms, including sole practitioners;

To promote the exchange of ideas among its members;

To aid the progress of the public accounting profession generally;

To enhance the status of the certified public accountant and to aid the profession;

To provide a forum for the discussion of issues and concerns common to members of the public accounting profession and to encourage research and the preparation of papers, documents and reports on accounting topics and on concerns common to members of the accounting profession and to advance public relations with other organizations and the public in general.

Section 2. The Chapter may do and perform such acts and things in furtherance of, incidental to and in connection with the foregoing purposes.

**ARTICLE II
MEMBERSHIP**

Section 1. The membership of this Chapter shall be limited to firms or other practice units, all the sole practitioners or partners of which, or in the case of professional corporations, all of the shareholders of which, are licensed as Certified Public Accountants as acceptable by National By-Laws. A firm or practice unit shall not be eligible for membership in the Chapter solely by reason of the fact that a foreign member or shareholder holds a comparable license in the foreign country or jurisdiction in which he/she resides or practices.

Section 2. Each member firm shall subscribe to and agree to be bound by these By-Laws and all amendments thereof.

Section 3. Any member of the Chapter may withdraw from membership by tendering a written resignation to the Board of Directors. The resignation of a member shall not become effective

unless the member has paid all indebtedness to the Chapter remaining unpaid on the date of tender of resignation.

Section 4. Any member firm of the Chapter which violates any of the By-Laws, rules or regulations of this Chapter, or which is guilty of conduct unbecoming a member of this Chapter, may be suspended or expelled by a two-thirds vote of the Board of Directors present at any regular or special meeting. Charges made against any member of the Chapter shall be in writing, shall contain a concise statement of all the facts constituting the breach of the By-Laws or other cause for suspension or expulsion and, unless the complaint has been initiated by the Chapter, the name and address of the member firm making the complaint. A true and correct copy of the complaint shall be delivered to the member against whom such complaints entered by the Chapter, if initiated by it, or by the complaining member firm at the same time the complaint is filed with the Board of Directors. Not less than 30 days notice of the date set for the meeting of the Board of Directors at which the complaint is to be considered shall be given by the Chapter to the member firm against whom the complaint has been made and to the member firm making the complaint, and the member firm against whom the complaint has been made shall have the right to appear, in person or by counsel, and be heard at such meeting before the Board of Directors shall take any final action on such complaint. All parties shall be notified of the Board's decision in writing within 30 days.

Section 5. Any member firm whose membership in the Chapter has terminated by resignation, expulsion or other cause shall forfeit thereby all interest in any and all funds, property, rights and interests belonging to the Chapter.

ARTICLE III MEETINGS OF MEMBER FIRMS

Section 1. Meetings of member firms shall be held in Nassau and/or Suffolk County and at such place as may be fixed from time to time by the Board of Directors.

Section 2. An annual meeting of member firms at which they shall elect directors and officers and transact such other business as may properly be brought before the meeting shall be held on such day during the Month of September as shall be fixed by the Board of Directors.

Section 3. Special meetings of member firms for any purpose or purposes, unless otherwise prescribed by statute or by the By-Laws, may be called by the President or the Board of Directors, and shall be called by the President upon written request of 10% or more of the

total number of firms registered by the Secretary at the end of the month preceding the written request submitted for a special meeting.

Section 4. Written notice of all meetings of member firms shall be mailed by first class mail to all member firms and practice units entitled to vote at such meeting. Not less than 30 days notice shall be given in the case of special meetings. The notice of special meetings shall state at whose direction the meeting has been called and the purpose or purposes for which the meeting is to be held.

Section 5. The business transacted at any special meeting of member firms shall be limited to the purpose or purposes set forth in the notice of meeting.

ARTICLE IV QUORUM AND VOTING OF MEMBERS

Section 1. Each member firm having voting power shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member firm may vote either in person or by proxy executed in writing by the member firm or by its authorized attorney-in-fact.

Section 2. Member firms entitled to cast 25 votes shall constitute a quorum at all meetings of member firms for the transactions of business except as otherwise provided by statute or the By-Laws. If ,however, such quorum shall not be present or represented at any meeting of the members, the member firms present, in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3. If a quorum is present, the affirmative vote of a majority of the member firms entitled to vote at the meeting shall be the act of the member firms, unless the vote of a greater number of member firms is required by statute or the By-Laws.

Section 4. Whenever member firms are required or permitted to take any action by vote, such action may be taken without a meeting, on written consent, setting forth the action so taken, signed by all of the member firms entitled to vote thereon.

Section 5. Unless a member firm shall otherwise direct, by written instructions filed with the Secretary of the Chapter, the Chapter may recognize and accept the presence or action of any partner or shareholder of a member firm as the presence or action of such member firm.

Section 6. Except as otherwise provided in these By-Laws, all meetings of member firms shall be conducted in accordance with the rules contained in the most recent edition of Robert's Rules of Order.

ARTICLE V CANVASS OF MEMBERS

Section 1. A mail canvass seeking the expression of opinion of the members on any matter shall be had if requested (a) by a vote of one-third of the Board of Directors, (b) by vote of the members at a meeting or (c) upon receipt by the Chapter of a petition for a mail canvass signed by at least 10% of the total number of member firms registered by the Secretary at the end of the month preceding the receipt of the petition requesting a mail canvass. On any matter on which a mail canvass is to be had, the Secretary shall prepare a ballot and set forth thereon a fair summary of the arguments pro and con and the results of any vote of the Board of Directors or of the members upon such matter. The ballot shall be mailed to the members within 20 days of the event that determines that there is to be a mail canvass. Only those ballots received by the Chapter within 20 days from the date the ballot was mailed to the members shall be counted. The results of any canvass shall not be binding upon the Board of Directors or the Chapter, but the Secretary shall inform the membership of the results of any such canvass.

ARTICLE VI DUES AND ASSESSMENTS

Section 1. All member firms shall comply with the National dues structure to retain their membership in this Chapter.

Section 2. After a member firm has been in default in the payment of any dues or assessments for a period of more than 60 days, the Board of Directors, with 30 days notice to the member firm, may suspend or expel a member firm. Suspension or expulsion shall not relieve the member firm from the obligation of which it is in default.

ARTICLE VII DIRECTORS

Section 1. The Chapter shall be governed by the Board of Directors. The Board shall include no more than one Elected Officer and one other Director from any member firm. The Board of Directors shall consist of the following persons:

- a).** Those elected officers holding the positions of President, Executive Vice President, Vice President, Secretary and Treasurer of the Chapter. Officers may succeed themselves in office no more than once.

b). The immediate past President, who shall automatically serve as a Director of the Chapter;

c). Six persons elected as Directors by the membership at large (herein Elected Directors); the Elected Directors shall be elected for a two-year term commencing November 1 following such annual meeting. No Elected Director may serve more than four consecutive years in such position. Three Elected Directors shall be elected every other year. All Directors shall be at least 18 years of age.

Section 2 a). Any or all of the Elected Directors may be removed with or without cause at any time by a vote of the member firms at a special meeting called for that purpose.

b). Any Elected Director may be removed for cause by a vote of the Board of Directors at a special meeting for that purpose, provided that there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

c). The Board shall vote upon continued membership on the Board of Directors of any Board member who has missed three Board meetings during the current fiscal year.

Section 3. Any person holding the position of Director by virtue of his/her status as an officer designated in Paragraph a) of Section 1 of this Article VII shall cease to be a Director if he/she shall cease, for any reason, including by reason of his removal as such an Officer, to hold such office.

Section 4. Any person holding the position of Director by virtue of his/her status as the immediate past President of the Chapter may be removed for cause at any time by the vote of the member firms at a special meeting called for that purpose.

Section 5. Notwithstanding any of the foregoing no Director may be removed by the Board of Directors or by constituent members of the Chapter, or by the member firms, without prior notice of and an opportunity to be heard, at the meeting of the Board of Directors, when the Chapter members or the member firms would consider the question of removal.

Section 6. Vacancies among Elected Directors, however caused, may be filled by the affirmative vote of a majority of the remaining Directors constituting a quorum. A Director elected by the Board of Directors to fill a vacancy shall serve until the next succeeding annual meeting of members and until his/her successor shall have been elected. The term of any Elected Director elected at an annual meeting to fill a vacancy shall expire at the expiration of the originally scheduled term of the Elected Director whose vacancy is being filled.

Section 7. The business affairs and the activities of the Chapter shall be managed by its Board of Directors, which may exercise all such

powers of the Chapter and do all such lawful acts and things as are not by statute or by these By-Laws directed or required to be exercised or done by the member firms.

Section 8. The Treasurer shall keep the books of account of the Chapter.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings of the Board of Directors may be held upon such notice and at such time and place as shall from time to time be determined by the Board.

Section 2. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or Secretary on written request of at least one-third of the Directors, on 10 days notice to each Director either personally, by mail or by telegram.

Section 3. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting or attends the meeting without protesting prior thereto or at its commencement the lack of notice. Notice of any special meeting of the Board of Directors shall set forth the purpose of the meeting.

Section 4. Seven members of the Board of Directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by these By-Laws. The vote of a majority of the Directors present at any meeting at which a quorum is in attendance shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these By-Laws. If a quorum shall not be present at any meeting of Directors, a majority of the Directors present may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present.

Section 5. Unless the By-Laws provide otherwise, any action required or permitted to be taken at a meeting of the Directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 6. Unless otherwise restricted by these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation in a meeting shall constitute presence in person at the meeting.

Section 7. A partner or shareholder of any member firm although not a member of the Board of Directors may attend any meeting of the Board of Directors provided, however, that the Board of Directors may adopt rules from time to time permitting the Board to convene in executive session from which persons who are not Directors of the Chapter may be excluded, provided that two-thirds of the Directors present so vote.

ARTICLE IX COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members standing committees, each consisting of one or more Directors. Except as otherwise provided by law, each such committee shall perform the function and have the powers and authority delegated to it by the Board in the resolution or resolutions establishing such committee. The Board may designate one or more directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee. Vacancies in the membership of any standing committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors.

Section 2. The Board, by resolution adopted by a majority of the entire Board, may create such special committees of the Board as it may from time to time deem desirable. Special committees shall include at least one member of the Board, and unless otherwise provided in the resolution creating such special committee, shall be appointed by the President. A special committee shall have only those functions and powers specifically delegated to it in the resolution creating such committee.

Section 3. The Board may dissolve any standing or special committee by resolution adopted by a majority of the entire Board.

Section 4. Committees of the Chapter may be created by resolution adopted by a majority of the entire Board, or by a majority vote at the annual meeting of member firms, or at any special meeting of member firms called for this purpose. Unless otherwise provided in the resolution creating such a committee of the Chapter, the committee members shall be appointed by the President from among the members of the Board or the partners or shareholders of the member firms. Committees of the Chapter shall not, without prior approval of the Board or membership by which it was created, issue any public recommendations or pronouncements in the name of the Chapter or on behalf of the Chapter. The provisions of this section shall not be deemed to apply to the Nominating Committee, which is governed solely by ARTICLE XII of these By-Laws.

Section 5. Any committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

ARTICLE X NOTICES

Section 1. Whenever , under the provisions of the statutes or of the By-Laws, notice is required to be given to any director or member firm, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, addressed to such member firm, at his/her or its address as it appears on the records of the Chapter with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given by telegram.

Section 2. Whenever any notice of a meeting is required to be given under the provisions of the statutes or these By-Laws, a waiver thereof in writing signed by the person or firm entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI OFFICERS

Section 1. At the annual meeting of members, the following officers of the Chapter shall be elected, all for a one-year term commencing November 1 next following such annual meeting; a President, Executive Vice President, Vice President, a Secretary and a Treasurer.

ARTICLE XI OFFICERS

Section 1. At the annual meeting of members, the following officers of the Chapter shall be elected, all for a one-year term commencing November 1 next following such annual meeting; a President, Executive Vice President, Vice President, a Secretary and a Treasurer.

Section 2. Any officer elected by the member firms may be removed with or without cause by the vote of the member firms at a special meeting called for that purpose. The authority of any officer elected by the members to act in his or her official capacity may be suspended for cause by action of the Board of Directors at a special meeting called for that purpose. No officer elected by the member firms may be suspended by the Board of Directors without prior notice of, and an opportunity to be heard at, the special meeting of the Board of Directors at which the question of suspension is to be considered.

Section 3. The officers of the Chapter shall hold office until their successors are chosen and qualify. In the event that the office of

President becomes vacant for any reason, the Executive Vice President shall succeed to the office of President. Any other vacancy occurring in any other office of the Chapter shall be filled by the Board of Directors.

THE PRESIDENT

Section 4. The President shall be the chief executive officer of the Chapter, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the activities and the business of the Chapter and shall see that all orders and resolutions of the Board of Directors are carried into effect.

THE EXECUTIVE VICE PRESIDENT

Section 5. The Executive Vice President shall perform the duties and exercise the powers of the President in the absence or disability of the President. The Executive Vice President shall perform such other duties and have such powers as the Board of Directors may from time to time prescribe.

THE VICE-PRESIDENT

Section 6. The Vice-President shall perform such duties and exercise such powers as the Board of Directors may from time to time prescribe.

THE SECRETARY

Section 7. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meeting of the Chapter and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for any standing committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the member firms and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he or she shall be.

THE TREASURER

Section 8. The Treasurer shall have direct custody of the Chapter funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit all moneys and other valuable effects in the name and to the credit of the Chapter in such depositories as may be designated by the Board of Directors.

Section 9. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so

requires, an account of all his or her transactions as Treasurer and of the financial condition of the Chapter. **Effective September 4, 2003**

ARTICLE XII NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of five persons (plus one alternate). Two shall be designated by the president at the first Board Meeting after the Annual Meeting, and two (plus one Alternate) shall be elected from the floor at the first Chapter Meeting after the Annual Meeting. No person shall be eligible for election to the Nominating Committee if he or she has served as a member of such committee during the preceding year. The Past President shall be one of the five members of the committee and shall serve as Chairperson of the committee. No member of the Nominating Committee shall be nominated to serve as an Officer or Elected Director. The President may not serve on the nominating committee. The prior year Chairperson shall serve as a non-voting advisor to the Committee.

Section 2. There shall be no more than one individual from a member firm on the Nominating Committee.

Section 3. Those members of the Nominating Committee elected from the floor or appointed by the President shall meet a minimum attendance requirement of 50% of general membership meetings during the current fiscal year.

ARTICLE XIII NOMINATIONS OF ELECTED DIRECTORS AND OFFICERS

Section 1a). The Nominating Committee shall certify by a report, filed with the Secretary not less than 40 days prior to the annual meeting of members, its nominations for Officers and Elected Directors, and that the nominees have consented to serve if elected.

Section 1b). The Secretary shall disclose in the annual meeting notice the nominations submitted by the Nominating Committee and any independent nominations already submitted and notification of the right of the members to submit independent nominations pursuant to the procedures of ARTICLE XIII, Section 2.

Section 2a). An independent nomination for an Officer or Elected Director may be made by petition filed with the Secretary 15 days prior to the vote at the annual meeting of members. The petition shall be signed by at least 20 members of the Chapter, and shall certify that the nominee(s) has (have) consented to serve if elected.

Section 2b). If any independent nominations are received by the Secretary after the mailing of the annual meeting notice, but within 15 days of the annual meeting, the Secretary shall notify the members of all pending nominations not later than 10 days prior to such annual

meeting. The Secretary shall set forth with the report the same personal information as appears with respect to each nominee of the Nominating Committee.

Section 3. If a nominee of the Nominating Committee for an officer or Elected Director dies or otherwise becomes unavailable as a nominee before the election meeting, the Nominating Committee shall; as early as practicable, but by the time of the election meeting, and without reference to the procedure set forth in Sections 1&2, report a substitute nomination. If such substitute nomination is not practicable, such position shall remain unfilled. The Committee shall report a substitute nomination to the Secretary within 10 days of the election meeting, notice of which shall be included in the next regular meeting notice. A vote to fill such vacancy shall be taken at the next regular Chapter meeting. If the substitute nomination is of a person previously nominated by the Nominating Committee for an officer or Elected Director, the Nominating Committee shall at the same time report a substitute nomination for that office or directorship. If a successful nominee dies after the election meeting but before his/her term of office is scheduled to commence, or if during that period otherwise becomes unavailable to serve his/her term, the death or unavailability shall be considered a vacancy to be filled as elsewhere provided in these By-Laws.

ARTICLE XIV

FISCAL MATTERS AND MISCELLANEOUS

Section 1. Fiscal Year -The fiscal year of the Chapter shall be November 1 through October 31.

Section 2. Checks- All checks or demands for money and notes of the Chapter shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Chapter Representative - The Board of Directors shall designate a person to represent the Chapter at the National Board meetings. The Treasurer shall be authorized to reimburse the Chapter Representative for reasonable unreimbursed expenses related to such National meetings.

ARTICLE XV

AMENDING THE BY-LAWS

Section 1. Initiation - A proposal to amend the By-Laws may be initiated by the Board or by petition filed with the Secretary and signed by at least twenty member firms.

Section 2. Adoption of By-Laws Initiated by Petition Within ninety days following the initiation by petition of a proposal to amend the By-Laws, the proposed change shall be submitted to all of the member

firms of the Chapter by mail for a vote at the next regular meeting. If at least two-thirds of those voting approve such proposal, it shall become effective as an amendment to the By-Laws.

Section 3. Adoption of By-Laws Initiated by the Board of Directors A proposal to amend the By-Laws initiated by the Board of Directors shall be submitted to all of the member firms of the Chapter for a vote in the same manner as provided in Section 2 of this Article or, if the Board of Directors shall so direct, be submitted at the annual or a special meeting of member firms called for such purpose. If the proposal is to be submitted at a meeting of member firms, the notice of such meeting shall set forth the proposed amendment to be so submitted. Any amendment so submitted for action at a meeting of members shall require the affirmative vote of two-thirds of those members voting at the meeting at which a quorum is in attendance in person.

Section 4. Amendments, if adopted as above provided, shall become effective on the date specified in the proposal or, if no date is specified, on the date on which adopted.

END

Effective December 1, 2005