## PENNSYLVANIA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
### BYLAWS

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ARTICLE I

CPA Membership

Section 1.
(a) The CPA membership of this Institute shall consist of four classes: CPA Members, Non-Resident CPA Members, Retired CPA Members, and Life Members. Additional non-CPA membership categories are detailed in Article II.
(b) All four classes of CPA members shall have the right to vote. CPA members shall have the right to hold office in this Institute. The Secretary is not required to be a member.

CPA Members

Section 2. Any person who is a certified public accountant of Pennsylvania or another state or political subdivision of the United States, or who is a certified public accountant or the substantial equivalent thereof of a foreign country or political subdivision of such foreign country shall be eligible to apply to become a CPA Member.

Non-Resident CPA Members

Section 3. Any person who is a certified public accountant and who does not reside in Pennsylvania and is not employed in Pennsylvania shall be eligible to apply to become a Non-Resident CPA Member.

Retired Members

Section 4. Any CPA Member or Non-Resident CPA Member who is not engaged in the practice of public accounting or other employment and is not currently seeking employment may request transfer to Retired Membership provided he or she has been a member in good standing for at least one year immediately preceding his or her request to transfer to Retired Membership.

Life Members

Section 5. Any CPA Member, Non-Resident CPA Member, or Retired Member who has been a member of the Pennsylvania Institute of CPAs for forty consecutive years shall be eligible for election to Life Membership. Life Members shall of not be required to pay membership dues.

Membership Applications

Section 6. All applications for membership shall be made in a manner approved by the Board of Directors and submitted to the Secretary, or his or her designee, who shall determine the eligibility of the applicant for membership.

Section 7. Each application for membership shall be accompanied by a remittance of the appropriate dues for the applicable class of membership, which remittance shall (a) be returned in the event of the rejection of the applicant, and (b) in the event of the acceptance of the applicant to membership become payment of the applicant’s dues (notwithstanding anything in Article X to the contrary).

Section 8. Upon determining eligibility of the applicant, his or her name shall be duly enrolled as a member of the Institute, and he or she shall be entitled to receive a certificate signed by the President and the Secretary, and bearing the seal of the Institute, certifying to membership therein.

Last Amended October 7, 2017
In case of resignation or disqualification of any member, the certificate of membership shall be surrendered to the Secretary of the Institute.

**Resignations-Reinstatements**

Section 9.

(a) Resignations from the Institute must be documented and shall not be effective until accepted by the Secretary or his or her designee.

(b) A member who shall resign while in good standing may be reinstated by the Secretary or his or her designee provided the person shall submit an application for reinstatement, together with dues for the year in which his or her reinstatement becomes effective.

(c) No action shall be taken on the resignation of a member with respect to whom charges are under investigation by the Committee on Professional Ethics or against whom a complaint is pending before the Joint Trial Board Division unless the Committee or the Division, as the case may be, recommends that resignation be accepted. If a person whose resignation was accepted when he or she was under investigation or while a complaint was pending should subsequently apply for reinstatement, the Board shall not reinstate such person without the consent of the Committee on Professional Ethics or the Joint Trial Board Division, whichever then has jurisdiction.

(d) No person shall be considered to have resigned while in good standing if at the time of his or her resignation he or she was in debt to the Institute for dues or other obligations.

(e) The Secretary, or his or her designee, may reinstate a member whose membership shall have been terminated for nonpayment of dues or other sums due by him/her to the Institute. The person applying shall submit with his or her application for reinstatement the amount of dues, reinstatement fee, and/or other sums due by him/her to the Institute at the time his or her membership was terminated, together with dues for the year in which his or her reinstatement becomes effective.

(f) A member who has resigned or whose membership has been terminated may not file a new application for admission but may apply for reinstatement under paragraphs (b) and (e) of this section.

**ARTICLE II**

**Non-CPA Membership**

Section 1.

(a) The non-CPA membership of the Institute shall consist of five classes: Candidate for Admission, Student Affiliate, Accounting Affiliate, Associate Member, and CGMA Associate Member.

(b) All five classes of non-CPA members shall not have the right to vote or hold elected office in the Institute.

(c) Non-CPA members may participate on PICPA committees and task forces and may attend meetings of the Institute and have the privilege of the floor.

(d) A person seeking to become a non-CPA member shall agree in the application that the designation as a non-CPA member may be terminated at any time, with or without cause and with or without notice, by the Board and that the non-CPA member has no property or other rights or interests in the Institute.
The Code of Professional Conduct shall be the official standard of ethical behavior for all non-CPA members of the Institute. Non-CPA members who do not comply with the rules of conduct are subject to termination as provided in Section 1(d) above [Sections (c), (d), and (e) were consolidated and moved from the sections below.]

All non-CPA members are subject to the resignation and reinstatement provisions provided in Article 1, Section 9.

**Candidate for Admission**

**Section 2.** Any person who has passed the entire Uniform CPA Exam, but who has not met the other requirements in order to be granted a Certificate as a Certified Public Accountant will be admitted as a Candidate for Admission of the Institute.

**Section 3.** Each application for Candidate for Admission, if received during the fiscal year upon which successful completion of the Uniform CPA Exam was attained, shall be exempt from the dues requirement noted in Section 2 above for that fiscal year.

**Section 4.** A Candidate for Admission, following his or her being granted a Certificate of Certified Public Accountant, shall be transferred to CPA membership.

**Section 5.** A Candidate for Admission may be designated or described only as a “Candidate for Admission–Pennsylvania Institute of Certified Public Accountants.”

**Student Affiliate**

**Section 6.** Any student enrolled full-time in an accredited college or university in an undergraduate or graduate program and is majoring in accounting or a related field may seek to become a Student Affiliate of the Institute.

**Section 7.** A Student Affiliate, at the time of his or her graduation or upon the granting of a graduate degree in accounting (or a related field) shall no longer be eligible as a Student Affiliate.

**Section 8.** A Student Affiliate may be designated or described only as a “Student Affiliate–Pennsylvania Institute of Certified Public Accountants.”

**Accounting Affiliate**

**Section 9.** Any person who has graduated from an accredited college or university with a baccalaureate or a graduate degree in accounting or a related field may seek to become an Accounting Affiliate of the Institute.

**Section 10.** An Accounting Affiliate, upon successful completion of the Uniform CPA Exam shall advance to Candidate for Admission status. An Accounting Affiliate, who following five years after his or her graduation or receipt of a graduate degree has not successfully completed the Uniform CPA Exam, shall no longer be eligible as an Accounting Affiliate.

**Section 11.** An Accounting Affiliate may be designated or described only as an “Accounting Affiliate–Pennsylvania Institute of Certified Public Accountants.”
Associate Member

Section 12. Any person with a baccalaureate degree who does not qualify for another class of membership may apply to become an Associate Member. Applicants for Associate membership must have a baccalaureate degree; be employed in public accounting, accounting education, or a finance or accounting position in government or industry; and meet any additional requirements set by the Board of Directors.

Section 13. An Associate Member, upon successful completion of the Uniform CPA Exam, shall be advanced to Candidate for Admission.

Section 14. An Associate Member may be designated or described only as an “Associate Member-Pennsylvania Institute of Certified Public Accountants.”

CGMA Associate Member

Section 15. Any person who is not eligible for CPA membership but is pursuing or currently holds the Chartered Global Management Accountant (CGMA) credential may seek to become a CGMA Associate Member.

Section 16. The Board shall determine appropriate processes for the membership application, resignation, and termination of CGMA Associate Members.

ARTICLE III

Board of Directors

Section 1.
(a) The Governing Body shall be called the Board of Directors, or Board, and shall consist of the President, President-elect, two Vice Presidents, Treasurer, and the immediate Past President of the Institute for the year following his or her term as President, together with an odd number of no less than five nor more than nine directors-at-large. The Board will meet at the call of the President or on request of five members thereof, provided that the Board shall meet at least four times in each fiscal year. It shall keep minutes of its proceedings.

(b) The Board shall determine at least one hundred days prior to the next Annual Meeting the number of authorized directors-at-large and at-large Council members to serve for the ensuing year, provided that the Board may not increase or decrease the number of authorized directors-at-large by more than two in any one fiscal year, and may not increase or decrease the number of authorized directors-at-large in the succeeding year.

(c) In the event that the Board shall determine that the number of authorized directors-at-large to serve for the ensuing year is to be increased or decreased, the term of office of the directors to be elected in each of the two succeeding years shall be so designated by the Board in order that for years subsequent to the aforesaid two succeeding years, one-half of the number of authorized directors-at-large shall be elected each year.

(d) Directors-at-large shall be elected in accordance with Article IX from among the CPA
membership by a majority of the members voting. The directors-at-large so elected shall hold office for a term of two years, except as provided in subsections (b) and (c) of this section, and shall serve until their successors are elected and qualified. Except as provided in subsections (b) and (c) of this section, one-half of the number of authorized directors-at-large shall be elected each year. Directors-at-large completing an elected term shall be eligible for re-election for one succeeding term but thereafter shall not then be eligible for election as a director-at-large until after the expiration of one year.

Section 2.
(a) Vacancies in any director-at-large position or any office, (except that of President or President-elect), and vacancies on Elected Committees shall be filled by the Board, subject to the qualifications set forth in this Article and Section 1 of Article V. Such appointees shall hold their respective positions until the next annual election or until the expiration of the term for which they are appointed, whichever is the greater.

(b) The election to office of any member who currently holds any elected position within the Institute creates a vacancy in the position formerly held. “Elected position” includes, but is not limited to, directors-at-large, the Ethics Committee, the Nominations Committee, and Council.

Powers of the Board

Section 3. The Board shall have general charge of the property and of the affairs of the Institute; it shall have power to direct and control the expenditure of the funds, to formulate and present to the Institute plans for its advancement, and to do such other things as may be provided in the Bylaws or may be assigned to it.

Section 4. The Board may submit to the Institute at the Annual Meeting in each year a report upon the general condition and welfare of the Institute and such matters as in its opinion should be brought to the attention of the membership.

Council

Section 5.
(a) Council shall consist of the members of the Board, two additional members to be appointed by each chapter of the Institute, and no fewer than 12 and no more than 15 at-large delegates. The President-elect of the Board will be designated as Chair of Council. Each Council member shall be entitled to a vote at a regular or special meeting of the Council. The Council will meet at least 1-2 times per fiscal year at the call of the Chair, or on request of ten members thereof. It shall keep minutes of its proceedings.

(b) The at-large Council members shall be elected in accordance with Article IX from among the CPA membership by a majority of the members voting. The Council members so elected shall hold office for a term of two years, and shall serve until their successors are elected and qualified. One-half of the number of authorized Council members-at-large shall be elected each year. Council members completing an elected term shall be eligible for re-election for one succeeding term but thereafter shall not then be eligible for election as a Council member-at-large until after the expiration of one year.

Last Amended October 7, 2017

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Powers of the Council
Section 6. Council shall have responsibility for evaluating and revising the strategic plan for the Institute and authoring resolutions on issues impacting the profession on behalf of the Institute. Council will have oversight of one standing committee, Bylaws, and shall have the authority to appoint subcommittees or task forces as needed to fulfill its responsibilities.

Section 7. All actions of Council shall be taken at regular or special meetings duly convened, unless Council authorizes a mail, telephonic, or electronic ballot at a regular or special meeting duly convened to determine the vote on a matter.

ARTICLE IV
Officers
Section 1. The executive officers of the Institute shall be a President, a President-elect, two Vice-Presidents, a Secretary, a Treasurer, and the immediate past president following his or her year in office.

Section 2. The President, President-elect, two Vice-Presidents, and Treasurer shall be elected in accordance with Article IX by the majority of the members voting, provided, however, that the President-elect shall, without further vote, become President at the Annual Meeting for the year following his or her election. If, however, a vacancy exists in the office of President-elect, both a President and President-elect shall be elected. The above officers shall hold their respective offices for the term of one year and serve until their successors are elected and qualified.

Section 3. The Board shall elect the Secretary who shall act as an executive officer under the direction of the Board. He or she shall hold office until his or her successor is elected and qualified.

Duties of Officers
Section 4. It shall be the duty of the President to preside at all meetings of the Institute and of the Board, to appoint the committees, except the Committees on Professional Ethics and Nominations, to receive the reports of the committees, to enforce the Bylaws of the Institute and to perform all the other duties usually appertaining to his or her office. He or she shall call special meetings of the Institute upon the written request of not less than twenty-five members of the Institute.

Section 5. In the event of the disability of the President, the President-elect shall assume the duties of the President.

Section 6. In the absence of the President from any meeting of the Institute or of the Board, the President-elect shall preside at such meeting. In the absence of both the President and President-elect, one of the Vice-Presidents shall preside at such meeting. In the absence of the President, President-elect, and the Vice-Presidents, one of the CPA Members present shall be chosen by a majority vote to preside at such meeting.

Section 7. It shall be the duty of the Secretary:
(a) To give notice of all meetings of the Institute, the Board and of the Council.
Section 8. It shall be the duty of the Treasurer:
(a) To have charge of all monies, securities and valuable papers of the Institute.
(b) To collect all amounts due to the Institute and deposit same in the name of the Institute in a bank or trust company to be designated by the Board.
(c) To make disbursements of funds upon presentation of vouchers approved in the manner directed by the Board.
(d) To invest available funds of the Institute in such investments as may be designated by the Board in accordance with such investment policy or policies as may be adopted by the Board.
(e) To submit interim financial statements to the Board or Council as may be appropriate and to report on matters affecting the finances of the Institute.
(f) To serve as Chair of the Budget & Finance Committee.
(g) The Treasurer shall have the assistance of such personnel of the Institute office staff as is necessary, to aid in the collection and deposit of monies due the Institute, preparation of checks for disbursements of funds and preparation of books of account.

ARTICLE V
Committees
Section 1. The regular standing committees consisting of three or more members each shall be the Past Presidents Committee, Professional Ethics Committee, Budget and Finance Committee, Bylaws Committee, Peer Review Committee, Audit Committee, Investment Committee, and Nominations Committee. The President-elect shall appoint to serve during the next fiscal year other committees required under the committee organization prior to his or her succession to the Presidency. The President shall have power in his or her discretion to constitute and appoint special committees or task forces as occasion may arise. Members of committees shall serve until their successors have been elected or appointed.

At the Annual Meeting of the Institute, the members shall elect from among the CPA Members, other than officers and members of the Board, sixteen members to constitute a Professional Ethics Committee, five of whom (six every third year) shall be elected in accordance with Article IX for a term of three (3) consecutive years. A member may be elected to serve two (2) consecutive three (3) year terms. The Committee shall contain at least one member from each Chapter. The member to serve as Chair shall be a CPA Member in public practice, chosen by a majority vote of the members of the Committee from among the continuing members of the Committee.
The Nominations Committee shall consist of eleven CPA members, with three (3) members being elected each year for a three (3) year term with staggered initial terms. Two members shall be the two most immediate past Presidents of the Institute. The nine remaining members of the Committee shall be nominated by the Board, and elected by the members in accordance with Article IX and shall not be officers, members of the Board, or members of Council. One of the nine elected members, who shall have served on the Committee in the immediately preceding year, shall be designated as Chair by the current President of the Institute.

ARTICLE VI

Duties of Committees

Section 1. It shall be the duty of the Past Presidents Committee to report to the Board its recommendations regarding the programs and activities of the Institute, and to undertake projects or studies that require the experience and support of the Past Presidents. The Past President Committee shall also identify potential new leaders and make recommendations to the Nominating Committee of the individuals to be considered by the Committee as President-elect of the Institute, to be voted upon in accordance with Article IX.

Section 2. It shall be the duty of the Budget and Finance Committee to recommend to the Board an annual budget and forecasts for subsequent years, and to make recommendations to the Board regarding the income and expenditures required to operate the Institute and maintain the services and activities approved by the Board.

Section 3. It shall be the duty of the Professional Ethics Committee to answer inquiries of members and others regarding interpretations of the Code of Professional Conduct, to review and recommend to the Board approval of changes in the Rules of Professional Conduct, and Interpretations of Rules of Conduct, and approve summaries of ethics rulings; and to cooperate in implementing the disciplinary proceedings according to the terms of the agreement then in force between the Pennsylvania Institute and the American Institute of Certified Public Accountants. (Refer to Article XIII and Article XIV.)

Section 4.
(a) It shall be the duty of the Nominations Committee to make such nominations as shall be required for the President, President-elect, two Vice-Presidents, Treasurer, at-large members of the Board and Council, and Committee on Professional Ethics, at least ninety days prior to the Annual Meeting, and such nominations, together with the slate of nominees for the Nominating Committee, shall posted at least sixty days prior to the Annual Meeting.
Any twenty-five members of the Institute may, however, submit independent nominations, provided that such nominations be filed with the Secretary at least forty-five days prior to the Annual Meeting and sent to the members at least thirty days prior to the Annual Meeting.

(b) It shall be the further duty of the Nominations Committee to recommend individuals for consideration by the Board in connection with the filling of vacancies pursuant to Article III, Section 2.
Section 5. It shall be the duty of the Peer Review Committee to implement and administer the peer review program in accordance with the terms of the agreement then in force between the Pennsylvania Institute and the American Institute of Certified Public Accountants, and to consider and review reports on completed peer reviews.

Section 6. It shall be the duty of the Investment Committee to work with the fund advisor to oversee the Institute’s long-term reserve fund. The committee will make annual reports on the Institute’s portfolio performance to the Board, and recommend investment and spending policy adjustments as needed.

Section 7. It shall be the duty of the Audit Committee to, on behalf of the Board, oversee financial reporting, internal controls, the audit process, tax filing, enterprise risk management, and compliance with related laws and regulations.

Section 8. It shall be the duty of the Bylaws Committee to propose changes to the Bylaws of the Institute for the consideration of Council, or to consider and submit its recommendations on changes submitted by Council or the Board, and to prepare proposed amendments to the Bylaws for submission to and vote of the membership.

Section 9. A majority of each committee shall constitute a quorum for the transaction of business and, unless otherwise herein provided, the actions of the committee shall be by a majority vote of the members participating; any action approved in writing by not less than two-thirds of the whole committee shall be declared an act of the committee.

ARTICLE VII

Meetings

Section 1. The Annual Meeting of the Institute shall be held after the close of the fiscal year at such time and place as the Board shall determine.

Section 2. Special meetings of the Institute shall be called by the President upon motion of the Board or upon the written request of at least twenty-five members of the Institute.

Section 3. Notices of all meetings of the Institute shall be sent by the Secretary to all members not less than fifteen days prior to said meetings, stating the time, place and object of same.

Section 4. The Board shall hold at least four regular meetings each year at such dates, time and place as it may determine. Members of the Board shall be entitled to reimbursement for their traveling and other necessary expenses in connection with their attendance at regular or special meetings of the Board other than when such meeting is held at the time and place of the Annual Meeting of the Institute outside the commonwealth of Pennsylvania. All actions of the Board shall be taken at regular or special meetings duly convened, unless the Board authorizes a mail, telephonic or electronic ballot at a regular or special meeting duly convened to determine the vote on a matter.
Section 5. The President may call special meetings of the Board whenever, in his or her judgment, an occasion shall arise for such meeting, and a special meeting of the Board shall be called by the President upon the written request of five or more members of the Board.

Section 6. All committees shall meet at the Call of their respective Chair. The Chair shall preside at all meetings and in his or her absence an acting Chair may be chosen by a majority vote of the members present at such meeting.

ARTICLE VIII

Quorum

Section 1. Twenty-five members present shall constitute a quorum for the transaction of business at meetings of the Institute.

Section 2. A majority of the Council or Board shall constitute a quorum for the transaction of business at meetings of the Council or Board.

ARTICLE IX

Elections at Annual Meeting

The nominees of the Nominations Committee for officers, members of the Board, Council, Scholarship Fund Trustees, Committee on Professional Ethics, and members of the Nominations Committee, shall be declared elected by the Secretary, casting a single ballot, if no independent nominations are filed for such positions as provided in Article VI, Section 4.

If independent nominations are received, an Election Oversight Committee (EOC) will be automatically formed, consisting of the at-large members of the Board who are not listed candidates on either the Nominations Committee or independent ballots. The EOC shall meet within seven (7) days of formation and shall elect a Chair at its initial meeting. The Secretary shall notify all active members of the Institute, either through electronic methods or mail, and at least thirty days prior to the annual meeting of the Institute, by ballot containing the names, relevant background information and statements of position of the nominees nominated by the Nominations Committee and the names, relevant background information and statements of position of nominees independently nominated. Relevant background information is defined as a candidate’s history of service with the PICPA, as contained in the PICPA database, in reverse chronological order. Each ballot shall contain an announcement that votes will be counted only if received by the designated independent tabulator at least fifteen days before the annual meeting of the Institute. Electronic and/or mail ballots shall be counted by the designated independent tabulator (for example the Institute’s Auditor or a professional balloting organization), who shall certify the results for declaration to the membership. Electronic and/or mail balloting and voting shall be permissible subject to such procedures and safeguards as Election Oversight Committee may determine.
ARTICLE X

Dues

Section 1. The Board shall determine the annual dues, which shall be paid by the members in accordance with such categories as it deems appropriate, and may require dues of a different amount for each category.

Section 2. All dues shall be payable on or before the first day of each fiscal year. Each member’s rate of dues shall be determined upon the basis of such member’s status as of the beginning of the fiscal year for which the dues apply. In the case of those members whose status is in more than one class of membership or in more than one of the above categories, the rate of dues applicable to the principal activity will prevail.

Section 3. In the event that in any district there is now or may hereafter be constituted a Chapter of the Institute there shall be allocated annually by the Institute to such Chapter for its use and benefit a proportion of the dues collected.

The total amount of the dues to be allocated by the Institute to the Chapters in each year shall be allocated to the respective Chapters on the basis of a formula approved by three-quarters of the members of the Board present. If the Board does not approve a formula for the succeeding fiscal year, the last approved formula shall continue for the next succeeding fiscal year. In addition, the Board shall have the right, in any year, to allocate to any of the several Chapters, upon request, such amounts as, in its discretion, it deems necessary for such Chapter to undertake a special project or program.

Section 4. If any member shall fail to pay his or her dues to the Institute in accordance with the provisions of Section 2 of this Article on or before August 31, his or her membership shall be subject to termination.

Section 5. The Board shall determine a member’s class of membership and may from time to time, within the fiscal year, change the class of membership, but in no event shall the rate of dues of the member be increased during such fiscal year. The Board may also, in its discretion, abate, credit or refund all or any part of the dues of any member when reason shall be shown for so doing.

ARTICLE XI

Chapters

Section 1. Membership

(a) A group of one hundred or more CPA Members of the Institute residing or maintaining offices in one locality may, upon approval of the Board of the Institute, constitute themselves a Chapter of the Institute, and such Chapter shall be styled and known as the “(place named) Chapter of the Pennsylvania Institute of Certified Public Accountants” and not otherwise.

(b) A member of the Institute residing or having his or her place of business in the locality
where a Chapter of this Institute is domiciled, may upon his or her acceptance as a member of the Institute become a member of such Chapter.

(c) A member of the Institute residing or having his or her place of business in a locality where no Chapter of this Institute is domiciled may, upon application, become a member of any Chapter.

(d) A member of the Institute may not belong to more than one Chapter at the same time, and upon changing his or her business location, will be transferred from his or her present Chapter to the Chapter serving his or her new business location, unless the member specifically requests that his or her Chapter membership shall remain unchanged.

(e) Whenever the CPA Members of any Chapter shall become less than one hundred and shall continue so for three months, such a Chapter shall cease to be part of the Institute and all its rights and privileges as such shall be forfeited. The members of such Chapter shall continue as members of the Institute and may request to become affiliated with another Chapter.

(f) A Chapter having been deprived of its rights under the previous section may be reinstated by the Board of the Institute when the Active Members eligible for membership in such Chapter shall again have reached a total of one hundred.

(g) If a member of any Chapter shall cease to be a member of the Pennsylvania Institute of Certified Public Accountants, he or she shall at once cease to be a member of said Chapter and his or her name shall be removed from the rolls.

(h) All communications with respect to state and federal legislation or regulation to any legislative body or any member thereof, or to any other society or association of public accountants, shall be referred to the Institute Board. [Moved from Section 2 below]

Section 2. Committees

(a) Each Chapter shall have an Executive Committee, which Committee shall have charge of the affairs of said Chapter, shall direct and control the expenditure of its funds and generally carry out the purposes of the Chapter consistent with the Bylaws of the Institute. The Executive Committee shall consist of the chapter officers and the number of at-large members specified in the Chapter’s operating procedures.

(b) Each Chapter shall have the right to appoint such further committees of its members as may be deemed necessary for the purpose of said Chapter.

Section 3. Officers

(a) Each Chapter at its Annual Meeting shall elect a President and a President-elect, who shall hold office for one year and until their successors are elected and qualified. A Chapter may also elect a Secretary, Treasurer, and up to two Vice Presidents. Any duly elected officer may also serve on the Executive Committee if elected as provided in Article XI, Section 2(a).

(b) The President-elect holds office for one year and until his or her successor is elected and qualified. The President-elect of a Chapter shall, without further vote, become President at the beginning of the fiscal year following his or her term as President elect. If, however, a vacancy exists in the office of President-elect, both a President and President-elect shall be elected.

(c) All classes of CPA membership of the Chapter shall be eligible to vote.
ARTICLE XII

Rules of Order
The rules of parliamentary procedure laid down in the *Modern Rules of Order* shall govern at all meetings of the Institute, the Board, or of the Council. The order of business at any meeting may be changed by a vote of a majority of members present.

ARTICLE XIII

Professional Conduct
Section 1. The Code of Professional Conduct and any amendments thereto, shall be the official standard of ethical behavior of members of the Pennsylvania Institute. Members who do not comply with the Rules of Conduct are subject to discipline.

Section 2. The Code of Professional Conduct consists of three sections of ethical standards, namely:

- Principles of Professional Conduct, which provide the framework for the rules and express recognition of members’ responsibilities to the public, to clients and to colleagues

- Rules of Conduct, which govern the performance of professional services by members

- Interpretations of Rules of Conduct, consisting of interpretations which provide guidelines as to the scope and application of the Rules

A member who departs from such guidelines shall have the burden of justifying such departure in any disciplinary hearing.

Principles of Professional Conduct, and Interpretations of the Rules of Conduct, may be adopted, amended or repealed by a vote of two-thirds of the members of the Board upon recommendation approved by two-thirds of the members of the Committee on Professional Ethics. Rules of Conduct are a part of the Bylaws and the requirements for amendment of the Bylaws shall govern the amendment of this category of ethical standards.

In addition to the three categories of ethical standards set forth above, a fourth category, Ethics Rulings, consists of formal ruling summarizing the application of Rules of Conduct and Interpretations to a particular set of factual circumstances. Members who depart from such rulings in similar circumstances will be requested to explain such departures. Ethics Rulings may be adopted, amended or repealed by a vote of two-thirds of the members of the Committee on Professional Ethics.
ARTICLE XIV

Disciplinary Proceedings and Penalties

Section 1. A member renders himself or herself liable to suspension or expulsion if:

(a) He or she infringes or violates any of these Bylaws or the Rules of Conduct of the Code of Professional Conduct, or

(b) He or she is guilty of gross neglect, fraud, deceit or willful misrepresentation in the practice as a certified public accountant, or

(c) He or she is guilty of any act or omission discreditable to a certified public accountant, or

(d) He or she has pleaded guilty, entered a plea of nolo contendere or has been found guilty by a judge or jury of a crime defined as a felony under the law of the convicting jurisdiction; or

(e) His or her certificate as a certified public accountant is suspended, revoked or withdrawn for cause by the authority of any state or territory of the United States or the District of Columbia.

(f) He or she fails to cooperate with the Committee on Professional Ethics in any disciplinary investigation of the member or a partner or employee of the member’s firm by not making a substantive response to interrogatories or a request for documents from the Committee within thirty days after the mailing of the interrogatories or request for documents by registered or certified mail, postage prepaid, to the member at his or her last known address according to the records of the Institute; or by not complying with the educational and remedial or corrective action determined by the Committee to be necessary within the time set forth in the Committee’s directive ordering such action.

Section 2.

(a) Whenever a member of the Pennsylvania Institute of Certified Public Accountants (PICPA), whether or not a member of the American Institute of Certified Public Accountants (AICPA), shall be charged with violating the Bylaws or the Rules of Conduct of the Code of Professional Conduct, except in the case of automatic suspension or expulsion as provided in Section 4, the said charge or charges shall be initiated in accordance with the Joint Ethics Enforcement Program (JEEP) agreement between the PICPA and the AICPA relating to ethics enforcement.

(b) In the further event that a hearing is required to dispose of such charge or charges, the hearing shall be conducted under the terms of the JEEP Agreement, the then operative rules of the Joint Trial Board Division and the then operative joint ethics enforcement procedures in effect by virtue of the JEEP Agreement.

Section 3. The Committee on Professional Ethics is hereby empowered to carry the provisions of Section 2(a) and (b) into effect by acting jointly and in cooperation with the appropriate bodies of the AICPA under the agreements, rules and procedures in effect between the PICPA and the AICPA at the time of such action. The Committee is specifically empowered to impose administrative sanctions pursuant to the JEEP Agreement and enforcement procedures, including settlement agreements, required corrective action, admonishment, and recommendation for participation in educational, quality review or practice review programs; as well as additional or alternative sanctions adopted in the future pursuant to the JEEP Agreement and enforcement procedures.

Last Amended October 7, 2017
Section 4.

(a) Membership shall be suspended without a hearing should there be filed with the Secretary a judgment of conviction, whether resulting from a plea of guilty, nolo contendere or not guilty, imposed upon any member for
   i. A crime defined as a felony under the law of the convicting jurisdiction;
   ii. The willful failure to file any income tax return which the member, as an individual taxpayer, is required by law to file;
   iii. The filing of a false or fraudulent income tax return of the member; or
   iv. The willful aiding in the preparation and presentation of a false and fraudulent income tax return of a client; and membership shall be terminated by expulsion upon the similar filing of a final judgment of conviction.

(b) Membership shall be suspended without a hearing should a member’s certificate as a certified public accountant, or license or permit to practice as such, be suspended as a disciplinary measure by the State Board of Accountancy of the Commonwealth of Pennsylvania, or by the authority of any state or territory of the United States or the District of Columbia, but such suspension of membership shall cease upon reinstatement of the certificate or license. Membership shall be terminated by expulsion without a hearing should such certificate or license be revoked or withdrawn as a disciplinary measure by the said State Board of Accountancy or similar regulatory authority.

(c) A member also renders himself/herself liable to automatic discipline without a hearing when the member has been disciplined by a government agency or other organization authorized to regulate certified public accountants, by means of a sanction that is commensurate with the action taken by such agency or organization. The appropriate sanction shall be determined by the Committee on Professional Ethics. The automatic discipline shall apply only in the case of governmental agencies and other organizations approved by AICPA Council, and shall be subject to all of the rules, terms and rights of appeal provided to a respondent pursuant to the JEEP Agreement, the then operative rules of the Joint Trial Board Division and the then operative joint ethics enforcement procedures in effect by virtue of the JEEP Agreement.

(d) A member who has been suspended shall, for the period of the suspension, refrain from identifying himself/herself as a PICPA member on any letterhead or other written material; he or she may not be a committee member or hold any office; and he or she may not vote. Membership in any PICPA sponsored insurance programs held prior to the suspension may continue as long as the member continues to pay membership dues and the premiums due for such insurance programs. A suspended member may not enroll in any additional sponsored insurance programs; may not increase benefits under existing coverage; and may not participate in any other PICPA membership benefits or sponsored programs. PICPA publications continue dependent upon the continued payment of dues during the suspension. When all of the conditions of the suspension period have been met, the membership automatically reverts to its status prior to the suspension. If the member did not remit dues during the suspension period, then the membership would be terminated at the conclusion of the suspension period as a result of non-payment of membership dues.

Last Amended October 7, 2017
Section 5. Offenses of wrongful conduct shall be subject to discipline under the Bylaws of the Pennsylvania Institute in effect at the time of their occurrence and any hearing shall be conducted in accordance with Section 2 hereof.

Section 6. Notice of every disciplinary action by a trial board under Section 3, as well as every action of admonishment, whether or not imposed by a trial board, and every action under Section 4 resulting in suspension or expulsion shall be published in such form and manner as the Board may prescribe, including but not limited to, a membership periodical or website of the Institute or by letter to the members. Additional disclosure of the results of ethics investigations may be made by the Professional Ethics Committee to a complainant as it deems appropriate. In the case of publication under either Section 3 or Section 4, the notice shall set forth a brief statement of the basis for the action and shall disclose the name of the member involved. No such publication shall be made until the action warranting publication shall have become effective according to the then governing rules.

Section 7.  
(a) A member who has been suspended or expelled may request that the suspension be terminated or may request reinstatement if the finding of the court or other governmental authority upon which the suspension or expulsion was based, has been reversed or otherwise set aside or invalidated. Such request shall be referred to the Committee on Professional Ethics which, after investigating all related circumstances and after according such hearing, if any, as may be appropriate, shall report the matter, with the Committee’s recommendation, to the Board, whereupon the Board may, by a majority vote of the members present and entitled to vote, terminate the suspension or reinstate such member.

(b) A member who has been expelled and who has not been reinstated under the provision of Section 7(a) may after three years from the effective date of such expulsion, request reinstatement of his or her membership. Such request shall be referred to the Committee on Professional Ethics, which after investigation and after according such hearing, if any, as may be appropriate, shall report the matter, with the Committee’s recommendation, to the Board, whereupon, the Board may reinstate such member on such terms and conditions as it shall determine to be appropriate. If an application for reinstatement under this paragraph is denied, the member concerned may again apply for reinstatement after two years from the date of such denial.

ARTICLE XV

Fiscal Year

Section 1. The fiscal year of the Institute and of each Chapter thereof shall end with the last day of April of each year.

Annual Audit

Section 2. The Board shall, based on the recommendation of the Audit Committee, select an Auditor. The Auditor shall be a CPA Member engaged in public practice or a firm of certified public accountants of which a member of the Institute is associated. An individual practitioner or
any partner of a firm of certified public accountants selected as Auditor shall not be a member of the Board or Council.

Section 3. The Auditor shall make a regular annual audit of the accounts of the Treasurer and to report thereon to the Audit Committee. The Audit Committee shall approve for issuance the audited financial statements. The Chair of the Audit Committee will then present to the Board the issued financial statements. The same audited financial statements will then be made available to the membership. In the event of the inability of the Auditor to act, the Board shall appoint another qualified individual or firm to perform the duties of Auditor.

ARTICLE XVI

Indemnification
The Institute shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Institute to procure a judgment in its favor) by reason of the fact that he or she is or was a representative of the Institute, including any committee thereof, against expenses, (including attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action, or, upon a determination in the specific case that such indemnification is proper in the circumstances because he or she has met the standard of conduct applicable in Section 7741 or Section 7742 of the Pennsylvania Non-Profit Corporation Law. The Institute may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 7747 of the Pennsylvania Non-Profit Corporation Law.

ARTICLE XVII

Amendments
An amendment, to the Bylaws of the Institute, which shall be recommended by a majority of the members of Council, may be submitted to all members of the Institute for a referendum vote by mail or electronic means. If such amendment is approved by two-thirds of the members so voting, within sixty days from the date of the transmission to them of the ballot form, same shall be declared by the President to be effective.