

IV BOARD OF DIRECTORS AND OFFICERS

4.1 BOARD OF DIRECTORS AND THEIR TENURE

(a) The Society shall be governed by a ~~seven-nine (79)~~ member Board of Directors which shall be the senior decision-making and policy-making body of the Society. The ~~seven-nine (79)~~ members shall be the ~~PresidentChair~~, the ~~PresidentChair~~-Elect, the Treasurer, the Secretary, the Chair of the Advisory Council, and ~~two-four (24)~~ at-large members elected in accordance with this Section. The members of the Board of Directors shall be Certified or International Members who have been residents of the State of Connecticut for at least one continuous year immediately prior to election.

The members of the Board of Directors shall be elected at the annual meeting. The Nominating Committee shall propose a slate of candidates for the Board of Directors pursuant to Section 6.2. In the event that no other candidates have been proposed pursuant to Section 6.4, the presiding officer shall instruct the Secretary to cast a ballot for the slate of nominees from the Nominating Committee, each of whom shall thereupon be elected as a member of the Board of Directors.

(b) In the event that there are additional candidates for any office or for any other seat on the Board of Directors pursuant to Section 6.4 of these bylaws, there shall be an election by the members entitled to vote at the annual meeting as follows.

If there are two (2) candidates for any such position, a majority of the votes cast shall elect the officer or director. If there are three (3) or more such candidates, and no candidate receives a majority of such voting members upon the initial vote, there shall follow another vote by such voting members, omitting the candidate who received the smallest number of votes on the first vote. This process of holding successive votes and omitting the candidate with the fewest votes shall continue until one candidate receives a majority vote of such voting members.

(c) Other than the ~~PresidentChair~~-Elect, at the 2022 annual meeting of the Society, four (4) members shall be elected for a one (1) year term and four to a two (2) year term to the Board of Directors. Every year after each member of the Board of Directors shall be elected for a ~~one-two (12)~~ year term at the annual meeting of the Society, except if elected to fill a vacancy in accordance with Sections 4.4 (e) and 6.2. Other than the ~~PresidentChair~~-Elect, no member of the Board of Directors may serve more than two (2) consecutive terms. The ~~PresidentChair~~-Elect may serve for two (2) such consecutive terms in addition to his or her years of service on the Board of Directors by virtue of his or her status as ~~PresidentChair~~-Elect and ~~PresidentChair~~.

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(d) No member who has served on the Board of Directors and completed the maximum applicable term may be re-elected as a member of the Board of Directors until one (1) year has elapsed since he or she completed his or her term as a member of the Board of Directors. However, for purposes of this Section, service in filling a vacancy on the Board of Directors for less than a full term shall not be considered a term on the Board of Directors.

(e) The Board of Directors shall have general management and control of the affairs, funds and property and finances of the Society. It shall carry out the purposes for which the Society exists and shall have all powers necessary to perform such duties. The Board of Directors shall have full authority with respect to the admission or reinstatement to membership, and there shall be no appeal from its decisions on such matters. It shall be responsible for requiring both the proper observance of these bylaws and high standards of professional conduct by the members of the Society. It shall act in matters involving termination of membership and disciplinary proceedings in accordance with these bylaws. It shall have the power to delegate its authority in disciplinary proceedings by entering into agreements with the American Institute of Certified Public Accountants for mutual ethics enforcement. It may engage such employees, agents and attorneys as it may deem necessary to properly carry out the functions of the Society.

(f) Whenever an appointment is to be made to the State Board of Accountancy, in order to comply with the provisions of the Connecticut General Statutes, the Board of Directors shall submit to the Governor of the State of Connecticut the names of five residents who are licensed as Connecticut Certified Public Accountants, and who, in the opinion of the Board of Directors, are qualified to serve as members of the State Board of Accountancy.

4.2 OFFICERS AND THEIR TENURE

(a) The officers of the Society shall be a PresidentChair, a PresidentChair-Elect, a Treasurer and a Secretary, all of whom shall be Certified or International Members. No person shall hold more than one office at the same time.

(b) The officers (~~with the exception of~~except for the PresidentChair unless Section 4.4(d) applies), shall be elected at the annual meeting of the Society and shall hold office until the next annual meeting or until the election or qualification of their successors. The PresidentChair-Elect shall automatically succeed to the office of the PresidentChair at the next annual meeting.

4.3 BOARD OF DIRECTORS MEETINGS

(a) The PresidentChair of the Society shall serve as Chair of the Board of Directors. The Secretary of the Society shall serve as Secretary of the

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Board of Directors. In the absence of the PresidentChair, the PresidentChair-Elect shall serve as Chair.

(b) No more than thirty days following the annual meeting, upon not less than six (6) days notice, the PresidentChair shall call a meeting of the Board of Directors. At such meeting, he or she shall present to the Board of Directors a schedule of not less than six (6) dates for regular meetings of the Board of Directors during the ensuing year.

(c) Special Meetings of the Board of Directors may be called:

(1) by the PresidentChair, upon not less than two (2) days written or oral notice, or

(2) by the Secretary, upon no fewer than fifteen (15) days notice, after the receipt by the PresidentChair and the Secretary of a petition for a meeting signed by at least two (2) members of the Board of Directors. If the Secretary does not call the meeting within seven (7) days after receipt of the written request, the members of the Board of Directors making the request may call the meeting. Notice may be given by the person calling the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

These meetings shall be held at such time and place specified in the call. Actions at any special meeting shall be limited to matters named in the notice or waiver of notice of such meeting.

(d) ~~Four-Five~~ (5) members of the Board of Directors shall constitute a quorum at all of its meetings, except as otherwise provided in these bylaws. The affirmative vote of at least ~~four-five~~ (45) directors present at a meeting at which there is a quorum shall be required for action by the Board of Directors on any matter, except for those matters for which the vote of a greater proportion is required by the Connecticut statutes, or these bylaws.

(e) Robert's Rules of Order, as revised, shall govern the procedure of meetings.