

**Second
Restated Bylaws**

of

Houston Chapter TSCPA

and

Houston TSCPA Foundation

**SECOND
RESTATED BYLAWS
OF
HOUSTON CHAPTER
OF THE
TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

Article I

The name of this organization shall be the HOUSTON CHAPTER OF THE TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS.

**Article II
MISSION STATEMENT**

To educate, inform and lead.

**Article III
MEMBERSHIP**

Section 1. Any Certified Public Accountant resident in the Chapter area, who is a member in good standing in the Texas Society of Certified Public Accountants, is eligible for membership in the Chapter and may become a member thereof by submission of an application and payment of dues.

Section 2. Any member who shall fail to pay his dues, assessments, or any other indebtedness to the Chapter after such has become due and notice thereof shall have been given by the Treasurer, shall forfeit his membership. The Full Board may establish a grace period between the payment due date and the membership forfeiture date. A person who has forfeited his membership may be reinstated upon payment of the regular annual dues and outstanding indebtedness.

Section 3. Any member who shall have been dropped from membership in the Texas Society of Certified Public Accountants for non-payment of dues or assessments or expelled or suspended from membership therein for cause shall automatically and without notice cease to be a member of the Chapter.

Section 4. A CPA who has heretofore been a member of the Chapter, but no longer resides in the State of Texas, may become a non-resident, non-voting member by submission of an application and payment of dues. Such non-resident, non-voting member shall pay dues as prescribed by the Full Board.

Section 5. A CPA otherwise eligible for membership in this Chapter, but who does not reside or maintain his or her principal office within the boundaries of the Chapter as established by the Texas Society of Certified Public Accountants and who is not at that time a member of any other Chapter, may become a member of the Chapter upon making application for membership and payment of dues.

Section 6. Resignation of a member may be offered in writing at any time and should be effective on the date of acceptance by the Full Board.

Section 7. Any member who in the opinion of the Full Board has performed outstanding service to the Chapter may be nominated for Honorary Life Membership by unanimous vote of the Full Board, such nomination to be subject to approval by unanimous vote of the members present at any regular Chapter meeting. Honorary Life Members shall be exempt from the requirement to pay dues.

Section 8. Any person who has passed the written examination as set forth by the Texas State Board of Public Accountancy or of any state or territory of the United States or of the District of Columbia but who has not met experience requirements for licensing shall be eligible for membership as a Candidate for Membership. Such candidate shall be required to pay dues, but shall not be eligible to hold offices or to vote at meetings, but all other privileges of the Chapter shall be extended to them. All rights and privileges of a candidate for membership in that status shall expire effective five years from the date of notification of passing the written examination.

Section 9. Members who shall have attained the age of fifty-five or a later age and shall pay to the Chapter the amount of ten times the dues they are assessed for the current year shall be relieved of further payment of dues. This Life Membership status is subject to termination should the Life Member not qualify for continuing membership under Sections 2 or 3 of this Article III.

Section 10. Members who have been members for forty consecutive years shall become lifetime members and shall be relieved of further payment of dues.

Article IV BOARD OF DIRECTORS

Section 1. The management of the business and affairs of the Chapter shall be vested in the Board of Directors of twenty-five (25) members in good standing, of which eighteen (18) shall be elected by the Chapter members (the "Coordinating Directors"), the immediate past president and the other six (6) shall be the six (6) elected officers of the Chapter, other than the Assistant Secretary (the "Officer Directors").

Section 2. The Coordinating Directors and the Officer Directors acting together shall be referred to as the "Full Board". The Officer Directors, acting in their capacities as Directors of the Chapter, shall be referred to as the "Executive Committee". The duties of the Full Board are set forth in Article V below. The duties of the Executive Committee are set forth in Article VI below. The duties of the Coordinating Directors are set forth in Article VII below.

Article V THE FULL BOARD

Section 1. The Full Board shall make the following determinations on behalf of the Chapter:

- (a) A decision to increase or decrease member dues;
- (b) The approval of the annual budget of the Chapter and all amendments thereto;
- (c) The approval of the financial statements of the Chapter;
- (d) Decisions regarding the functions and activities of the various committees of the Chapter, other than the committees overviewed by the Executive Committee pursuant to Article VI, Section 4 (the "EC Committees");

- (e) The approval of the committee chairmen appointed by the President other than Committee Chairmen that are specifically filled pursuant to other provisions of these Bylaws and chairmen of the EC Committees;
- (f) A decision to propose and draft the content of amendments to the Articles of Incorporation, Bylaws and other organizational documents of the Chapter and to submit such amendments to a vote of the Members when required;
- (g) The appointment of three (3) members to the Nominating Committee as described in Article XI, Section 1; and
- (h) The appointment of three (3) Coordinating Directors to the Audit Committee as described in Article XI, Section 2 and the approval of the selection of the Chapter auditors and the resulting audit reports.

Section 2. Except as provided in Article V, Section 3 below, any action or determination of the Full Board shall be accomplished by (i) a majority vote of the members of the Full Board present at a meeting of the Full Board at which a quorum of the members of the Full Board is present or (ii) a written instrument unanimously signed by the members of the Full Board indicating their consent to such action or determination. A majority of the members of the Full Board shall constitute a quorum at a meeting of the Full Board.

Section 3. The Full Board may override any action or determination of the Executive Committee by (i) a vote of two-thirds (2/3) of the members of the Full Board present at a meeting of the Full Board where a quorum of the members of the Full Board is present or (ii) a written instrument unanimously executed by the members of the Full Board indicating their determination to override the action or determination of the Executive Committee. All members of the Full Board shall be apprised of the determinations and activities of the Executive Committee on a regular basis by, among other things, the timely provision of the minutes of each meeting of the Executive Committee and other appropriate reports regarding Executive Committee actions and determinations to each member of the Full Board. The Full Board shall, from time to time, provide directives regarding the submission of information regarding Executive Committee actions and determinations so as to ensure a quality review function of Executive Committee activities and determinations.

Section 4. In the event of a vacancy in any directorship of the Chapter, whether such vacancy relates to a Coordinating Director or to an Officer Director, the Full Board shall fill said vacancy for the unexpired term thereof by the requisite vote determined pursuant to the provisions of Article V, Section 2 above, without requirement of submitting same to a vote of the membership.

Section 5. The term of any director, whether a Coordinating Director or an Officer Director, may be terminated (i) for cause by a vote of two-thirds (2/3) of the membership of the Full Board or (ii) with or without cause by a vote of two-thirds (2/3) of the members of the Chapter at a meeting of the Chapter at which a quorum is present.

Section 6. Meetings of the Full Board shall occur at least quarterly as scheduled by the President and noticed by the Secretary (the "Regular Meetings"). Absence from two (2) consecutive Regular Meetings shall constitute a tender of such director's resignation, unless a satisfactory explanation is offered to, and accepted by, the Full Board. Written or electronic notice shall be given to each member of the Full Board at least ten (10) days prior to the scheduled date of each Regular Meeting, enclosing a proposed agenda and supporting documentation for all action items proposed to be acted upon at such Regular Meeting.

Section 7. At the written request of the President, or in his absence or disability, the President-elect, or upon the instructions of the Executive Committee, the Secretary shall call a special meeting of

the Full Board (a "Special Meeting"). Notice of any Special Meeting shall be given in writing, by telephone, electronically or in person at least one (1) day in advance of the scheduled date of such Special Meeting.

Section 8. Subject to the provisions of these Bylaws regarding notice and quorum, meetings of the Full Board may be convened via telephone or other electronic equipment that allows participants to communicate with each other.

Section 9. Action taken by a mail, electronic or teleconference ballot in which there is a unanimous vote of the Full Board indicating their agreement shall constitute a valid action of the Full Board and reported via meeting minutes or ballot summary and ratified at the next meeting of the Full Board.

Section 10. Each member of the Full Board of the Chapter shall serve as a member of the Board of Directors of the Houston TSCPA Foundation in the same capacity as such member of the Full Board serves with the Chapter.

Article VI EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers of the Chapter, other than the Assistant Secretary, as set forth in Article VIII below. Subject to the provisions of Article V, Section 3 above, all other powers not vested in the Full Board pursuant to the provisions of Article V, Section 1 or elsewhere in the Articles of Incorporation or these Bylaws, shall be vested in the Executive Committee and the Executive Committee, in exercising such powers, shall be deemed to be acting on behalf of the Full Board to the fullest extent permitted by law.

Section 2. Any action or determination of the Executive Committee shall be accomplished by (i) a majority vote of the Officer Directors present at a meeting of the Executive Committee at which a quorum is present or (ii) a written instrument unanimously signed by the Officer Directors indicating their consent to the action or determination. In the event of a tie in vote, the President's vote shall act as the tie-breaker. A majority of the Officer Directors shall constitute a quorum at a meeting of the Executive Committee.

Section 3. Meetings of the Executive Committee shall be held as scheduled by the President and noticed by the Secretary as the President may determine from time to time; provided that notice of any such meeting shall be given in writing, by telephone, electronically or in person at least three (3) days in advance of the meeting.

Section 4. Subject to the provisions of these Bylaws regarding notice and quorum, meetings of the Executive Committee may be convened via telephone or other electronic equipment that allows participants to communicate with each other.

Section 5. Action taken by a mail, electronic or teleconference ballot in which there is a unanimous vote of the Executive Committee indicating their agreement shall constitute a valid action of the Executive Committee and reported via meeting minutes or ballot summary and ratified at the next meeting of the Executive Committee.

Section 6. The Executive Committee shall specifically oversee the following committees of the Chapter: (i) Personnel and (ii) all Task Forces created by the President pursuant to Article IX, Section 1 below (the "Ad Hoc Committees").

Article VII COORDINATING DIRECTORS

Section 1. The Coordinating Directors shall serve as leadership liaisons with all of the various committees of the Chapter, other than the EC Committees (as described in Article VI, Section 4). Designation of Coordinating Directors for specific committees shall be determined by mutual agreement of the President and the respective Coordinating Director. The Coordinating Director shall oversee such committee's activities and meetings, report appropriate actions and activities to the Full Board as appropriate at Regular or Special Meetings of the Full Board and shall generally assist the committee chairman of such committee as such committee's leadership liaison.

Section 2. If a Coordinating Director shall be elected as an Officer Director during his or her unexpired term, a successor shall be elected by the membership to finish the unexpired term.

Section 3. The Coordinating Directors shall be elected by the Chapter members not later than the February meeting of the members of the Chapter. Each Coordinating Director shall serve for a term of two (2) years, half of the Coordinating Directors to have their terms beginning in uneven years, and the other Coordinating Directors (including a remaining Coordinating Director if the number of Coordinating Directors is odd) to serve terms beginning in even years.

Article VIII OFFICERS

There shall be seven (7) officers of the Chapter, consisting of a President, a President-elect, a Vice President, a Secretary, an Assistant Secretary, a Treasurer and a Treasurer-elect, all of whom (other than the Assistant Secretary) shall be members in good standing of the Chapter and elected by the membership not later than the January or February meeting of the members of the Chapter, to serve for one year or until successors are elected and qualified. Provided, however, that in the event of a vacancy created by the resignation, death, or inability of any of the officers to serve out his term, the Board of Directors shall meet as a Full Board and fill said vacancy for the unexpired term thereof without referring same to the membership as a whole.

Article IX DUTIES OF OFFICERS

Section 1. *President:* The President shall preside at all meetings of the Chapter, the Full Board, and the Executive Committee; shall appoint all chairmen to the various committees of the Chapter, other than committee chairmen that are specifically filled pursuant to other provisions of these Bylaws; assign committees to the Coordinating Directors to act as leadership liaisons to such committees; create special "ad hoc committees", called "Task Forces", and assign chairmanships of such Task Forces; and shall coordinate all the activities of the Chapter.

Section 2. *President-elect:* The President-elect shall assist the President as the President may request; in the absence of the President, act in his stead; and jointly prepare with the Treasurer and the Treasurer-elect a budget for the Chapter covering the next fiscal year. The President-elect shall also assist in the Task Forces as mutually determined with the President.

Section 3. *Vice President:* The Vice President shall assist the President, and in the absence of the President and the President-elect, shall act in the President's stead. The Vice President shall also assist in the Task Forces as mutually determined with the President.

Section 4. Secretary: The Secretary shall issue notice of all meetings of the Executive Committee and Full Board; keep a record of all acts or proceedings of the Executive Committee and Full Board; conduct correspondence; make such reports to the Texas Society of Certified Public Accountants as may be required from time to time; and keep a register of the members of the Chapter. The Secretary shall also assist in the Task Forces as mutually determined with the President.

Section 5. Assistant Secretary: The Assistant Secretary shall assist the Secretary and may have the additional title of, and serve as, Executive Director.

Section 6. Treasurer: The Treasurer shall collect and disburse all monies of the Chapter; keep regular accounts thereof subject to the inspection of the President and any member of the Board of Directors; and jointly prepare with the President-elect and the Treasurer-elect a budget for the Chapter covering the next fiscal year. The Treasurer shall also assist in the Task Forces as mutually determined with the President.

Section 7. Treasurer-elect: The Treasurer-elect shall jointly prepare with the Treasurer and the President-elect a budget for the Chapter covering the next fiscal year. The Treasurer-elect shall also assist in the Task Forces as mutually determined with the President.

Section 8. Each officer of the Chapter shall also serve as an officer of The Houston TSCPA Foundation in the same capacity as such officer serves with the Chapter.

Article X MEETINGS

Section 1. Regular meetings of the members of the Chapter shall be held at such times and places as may be designated by the Full Board or the President. The annual meeting for the election of officers and directors shall be held during January or February of each year.

Section 2. Fifty (50) members when present in person shall constitute a quorum at any meeting of the members of the Chapter. The rules of procedure as set forth in Robert's Rules of Order shall apply.

Section 3. At the written request of the President, or in his absence or disability, the President-elect, or members having not less than one percent of the votes entitled to be cast at such meeting, the Secretary shall call a special meeting of the members.

Section 4. Special meetings shall be held at a time and place fixed by the Full Board or by the Executive Committee, or if neither of them, then by the Secretary; which in any event shall be held within 30 days of the Secretary's receipt of written request for the calling of such special meeting.

Section 5. The Secretary shall give to each member, not less than 10 or more than 50 days written notice of each annual meeting and special meeting of the Chapter. The notice shall state the time and place of the meeting and the person or persons calling the meeting and, in general terms, the purpose or purposes of each special meeting.

Article XI OTHER COMMITTEES

Section 1. The Nominating Committee shall consist of (i) the Immediate Past President as Chairman, (ii) three members to be elected by the Full Board at its first meeting of each fiscal year, (iii) three members to be elected by the Chapter membership and (iv) the President-elect. The elected members of the Nominating Committee shall be members of the Chapter for at least five years and may

not serve again for two years. If any vacancy shall occur on the Nominating Committee during the fiscal year by reason of death, resignation, or otherwise, the Full Board shall appoint a member to fill the vacancy until the next regular election of the Nominating Committee.

Section 2. The Audit Committee shall consist of at least three Coordinating Directors. A chairman shall be appointed by the President, who may or may not be a member of the Full Board. If any vacancy shall occur on the Audit Committee during the fiscal year by reason of death, resignation, or otherwise, the Full Board shall appoint a member to fill the vacancy until the next regular election of the Audit Committee. The Audit Committee shall have the authority to recommend auditors for the Chapter, to meet with such auditors and to review any reports by or correspondence from such auditors.

Section 3. The Chapter shall have such other standing or special committees as the Full Board may deem necessary.

Section 4. Any committee designated pursuant to this Article shall meet at such times and at such place or places as may be provided by such rules, or by resolution of such committee or the Full Board. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution.

Article XII NOMINATIONS

The Nominating Committee shall issue a call for officer and director nominations to all members of the Chapter no later than August 1 each year. Nominees to director positions shall have been a member in good standing for a minimum of five years and served previously as a Committee Chair. Nominees to officer positions shall have been a member in good standing for a minimum of five years and served previously as a coordinating director.

The Nominating Committee shall announce by December 15 of each year, by written notice to all members, its slate of nominees for the officers and directors to be elected at the Chapter meeting of the members in the succeeding January or February. Any nomination other than those presented by the Nominating Committee must be presented in a petition to the Chapter President at least thirty (30) days prior to the election meeting, and the petition must be signed by at least five (5) members in good standing. The Chapter President shall inform the membership of the names of all additional nominees prior to the date of the election meeting.

Article XIII FISCAL YEAR AND TENURES OF OFFICE

The fiscal year of this Chapter shall correspond to that of the Texas Society of Certified Public Accountants. Tenures of office of officers shall coincide with such fiscal year.

Article XIV DUES

Section 1. The annual dues for members shall be determined by the Full Board.

Section 2. Members admitted during the membership year shall pay a fee established by the Full Board in lieu of the annual dues for such year.

Section 3. Dues shall be paid annually in advance in June of each year.

Section 4. Members of the Chapter may be excused from the payment of dues for reasonable cause upon recommendation of the Full Board. Members who have previously been approved for dues waiver under this Article XIV, Section 4 because of permanent disability will automatically receive dues waiver for succeeding fiscal years of the Chapter upon request by such members.

Article XV SEAL

If so desired, the seal of the Chapter shall be the seal approved by the Full Board.

Article XVI INDEMNIFICATION

The Chapter shall indemnify each member of the Full Board to the fullest extent permitted by Chapter 8, Section 8.001 and Sections 8.101-8.103 of the Texas Business Organizations Code of the State of Texas, as the same may be amended from time broader indemnification of officers and directors than permitted prior to such amendment). Any repeal or amendment of this Article XVI shall be prospective only and shall not adversely affect any duty of the Chapter to indemnify officers and directors of the Chapter existing at the time of such repeal or amendment.

Article XVII AMENDMENTS

The Bylaws of this Chapter may be amended by:

- a. A two-thirds affirmative vote of all members present at any meeting of the members of the Chapter, or
- b. By vote by mail ballot, if approved by two-thirds of the members so voting within thirty (30) days after the date of mailing the ballot.
- c. In the event of lack of clarity, the Full Board shall interpret these Bylaws.

Article XVIII CONFORMITY WITH STATE SOCIETY BYLAWS

The Houston Chapter of the Texas Society of Certified Public Accountants is affiliated with the Texas Society of Certified Public Accountants and in the event any part of the Chapter Bylaws is or becomes in conflict with the State bylaws, then that part in conflict shall be void and the State Society bylaws shall govern.

**SECOND
RESTATED BYLAWS
OF
THE HOUSTON TSCPA FOUNDATION**

**Article I
NAME AND SEAL**

- (a) The name of this corporation shall be The Houston TSCPA Foundation.
- (b) If so desired, the seal of this corporation shall be the seal approved by the Board of Directors.

**Article II
DIRECTORS**

(a) The governing body of this corporation shall be its Board of Directors, who shall have the general charge and control of the affairs, funds and property of this corporation, shall carry out the objectives of this corporation in accordance with these bylaws, and shall exercise all such powers of this corporation and do all such acts and things as deemed proper which are not prohibited by law or by the Articles of Incorporation or the bylaws of the corporation. The number of members of the Board of Directors of this corporation shall be the number of members of the Board of Directors of the Houston Chapter of the Texas Society of Certified Public Accountants (the "Chapter"), and the persons who shall serve on the Board of Directors of this corporation shall be the persons serving on the Board of Directors of the Chapter. Those persons serving on the Board of Directors of the Chapter as "Coordinating Directors" under the bylaws of the Chapter shall also be referred to with reference to this corporation as "Coordinating Directors". Similarly, those persons serving on the Board of Directors of the Chapter that are designated as "Officer Directors" under the bylaws of the Chapter shall also with reference to this corporation be referred to as "Officer Directors". The Coordinating Directors and the Officer Directors acting together shall be referred to as the "Full Board". The Officer Directors, acting in their capacities as Directors of this corporation, shall be referred to as the "Executive Committee". The terms and duties of the Full Board of this corporation shall be exactly the same, or as consistent as possible, with the terms and duties of the Full Board of the Chapter. The duties and terms of the members of the Executive Committee of this corporation shall be exactly the same, or as consistent as possible, with the terms and duties of the Executive Committee of the Chapter. The terms and duties of the Coordinating Directors of this corporation shall be exactly the same, or as consistent as possible, with the terms and duties of the Coordinating Directors of the Chapter.

(b) Resignation or removal of a member of the Full Board of the Chapter from such board shall be deemed to be the resignation or removal of such person from the Full Board of this corporation. A person selected to fill a vacancy on the Full Board of the Chapter shall also be elected to the corresponding vacancy on the Full Board of this corporation.

Article III OFFICERS

(a) The officers of this corporation shall consist of the officers of the Chapter. The officers (with the exception of the Assistant Secretary) shall be members of the Full Board.

(b) The term of office of the officers shall be concurrent with the term of office of the officers of the Chapter.

(c) Resignation or removal of an officer of the Chapter shall be deemed to be the resignation or removal of such person from the corresponding office of this corporation. A person selected to fill a vacancy in an office of the Chapter shall also be elected to fill the corresponding vacancy in the office of this corporation.

Article IV INDEMNIFICATION

This corporation shall indemnify each officer and director of this corporation to the fullest extent permitted by Chapter 8, Section 8.001 and Sections 8.101-8.103 of the Texas Business Organizations Code of the State of Texas, as the same may be amendment permits broader indemnification of officers and directors than permitted prior to such amendment). Any repeal or amendment of this Article IV by the directors of this corporation shall be prospective only and shall not adversely affect any duty of this corporation to indemnify officer and directors of this corporation existing at the time of such repeal or amendment.

Article V FISCAL MATTERS

The fiscal year of this corporation shall coincide with the fiscal year of the Houston Chapter of the Texas Society of Certified Public Accountants.

Article VI AMENDMENTS

(a) The bylaws of this corporation may be amended by a two-thirds affirmative vote of the members of the Full Board present at a meeting at which quorum is present; provided, however, that written notice clearly setting forth the proposed amendment shall be mailed to each director at his last known address, at least five days prior to such meeting.

(b) A proposal to amend the bylaws shall be initiated by the Full Board.

(c) In the event of lack of clarity the Full Board shall interpret these bylaws.