

**East Bay - Northern California Chapter
of the Institute of Management Accountants
Bylaws**

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BYLAWS OF THE EAST BAY - NORTHERN CALIFORNIA CHAPTER

Article I: Name and Logo

1. The name of the Chapter shall be the **East Bay - Northern California**, Institute of Management Accountants (IMA), hereafter referred to as the “Chapter.” This which exists by way of a resolution, and Charter adopted by the Board of Directors of the IMA pursuant to Article XVI, Section 8 of the IMA Bylaws.
2. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is registered.
3. The logo of the Chapter shall be the IMA logo as established by Institute of Management Accountants (IMA) National Board of Directors and the Chapter will follow the standards guide for logo use as published on the IMA web site.
4. Customized supplemental logos may be used but cannot be a substitute for the logo established by IMA according to the IMA standards guide.

Article II: Governance

1. This Chapter is chartered by the IMA and will conduct its affairs in accordance with the Articles of Incorporation, Bylaws, Policies of the IMA and the IMA Statement of Ethical Professional Practice and any resolution of the Board of Directors of IMA that may now or in the future be put into effect.
2. The Chapter shall be governed by these Bylaws, consistent with the Bylaws of IMA. In the event that these Bylaws are in conflict with IMA’s Bylaws, those of IMA shall govern.
3. The decisions made by the board of directors are binding unless overridden by a later vote of the board of directors, or by a superior authority, as outlined above. This holds true regardless of the makeup of board members at a given vote, or any other considerations.
4. The purpose of this organization shall be to:
 - a. Further the purposes and objectives of the IMA and the members of this Chapter.
 - b. Promote and facilitate cooperation and communication between its individual members and to provide a means through which their resources may be pooled

to assist the members of the IMA to achieve its purposes within the local area served by this Chapter.

- c. Conduct, sponsor, or participate in such activities, as it deems desirable or necessary in accomplishing the foregoing purpose.
5. No part of the activities of this Chapter shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office
6. The Chapter fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates on the basis of age, race, color, religion, gender, sexual orientation marital status, national origin, religion, or physical or mental disability. Likewise, the Chapter will take no official action that is or appears to be detrimental or discriminatory to any class or group of persons.
7. It is the policy of this Chapter to adhere to the highest standards of ethical conduct in all its activities. The Chapter fully supports and expects strict compliance by every member with all applicable laws and regulations in the conduct of business and the profession.

Article III: **Membership**

1. IMA Membership will be attained through application for IMA membership and payment of dues to IMA.
2. Chapter membership is achieved by the selection of Chapter on the IMA membership form at time of renewal or application. Transfer to this Chapter from another Chapter is accomplished through notification to IMA Headquarters. IMA Headquarters maintains the official Chapter roster of members.
3. Any member of the Chapter will be automatically dropped from the Chapter roster as maintained by IMA Headquarters for failure to pay dues to IMA or expulsion from membership for just cause as prescribed by IMA Bylaws.

Article IV:

Board of Directors

1. The Chapter shall be governed by a Board of Directors (Board) comprised of Elected Chapter Officers and the President Emeritus. The Board shall be responsible for carrying out the purposes and objectives of the Chapter.
2. Elected Chapter Officers shall consist of (as a minimum):
 - a. President
 - b. Secretary
 - c. Vice-President - Membership
 - d. Treasurer
3. Elected Chapter Officers may also included:
 - a. President-Elect
 - b. Vice-President - Marketing and Public Relations
 - c. Vice-President - Administration
 - d. Vice-President - Professional Development and Education
 - e. Vice-President - Communications
4. The Board shall be elected by the membership and shall be members in good standing of IMA and of the Chapter. The term of office shall be one (1) year.
5. The Chapter shall hold elections annually such that the newly elected Chapter Officers may be reported to IMA Headquarters per a schedule as established by IMA Headquarters and installed for July of the new IMA year.
6. The Board shall have power to fill vacancies of Officers positions. The selected Officers shall serve until the next annual election only, at which time the vacancy shall be filled in the manner herein prescribed for other vacancies occurring in the regular course.
7. A member of the Board of Directors may be removed by one of the following procedures:
 - a. Two-thirds of the members voting where a quorum is present.
 - b. Three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. The Director proposed to be removed must be provided with 30 days advance written notice including the reason for the proposed removal; the Director must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision.
 - c. A member of the Board may only be removed due to one of the following reasons: unprofessional or unethical behavior, lack of involvement, or an inability to meet the responsibilities of their position.

8. The Board shall conduct business at regularly scheduled meetings and members in attendance thereof shall constitute a quorum. (See Voting & Quorum, Article XI). Board members may participate by teleconference or other means of communication by which all participating members may hear one another. Changes to the regularly scheduled meetings, such as date, time or location shall be posted to the Chapter website immediately upon agreement by the Board.
9. The President on his/her own initiative may call *special meetings* of the Board of Directors. Such meetings must be given two weeks notice. Board members may participate by teleconference or other means of communication by which all participating members may hear one another.
10. The Board approves the establishment, disestablishment or continuance of Committees which may be recommended by the President. (See Committees, Article VI)

Article V: **Officers**

1. The Officers of the Chapter shall consist of [at a minimum] President, Secretary, Vice President of Membership, and Treasurer, and shall be elected by the Chapter membership for a one year term. Additional Officers such as President-Elect, Vice-President - Marketing and Public Relations, Vice-President - Administration, Vice-President - Communications, Vice-President - Professional Development and Education, , and other designated Officers as developed by the Board shall be elected by the Chapter membership also for a one-year term. Officers may succeed themselves in office if duly elected by the membership for additional terms. Officers are voting members of the Board.
2. Term Limits for Board positions have not been established. If Chapter membership deems that term limits are appropriate, these Bylaws need to be amended.
3. The President shall be responsible for general supervision of the affairs of the Chapter and shall preside at the meetings of the Chapter.
 - a. The President may recommend the establishment, disestablishment, restructuring or continuance of Chapter Committees to the Board for approval. The President shall appoint Committee Chairs and has general supervision over all Chapter Committees. In the absence of the President, or in the case where the President cannot complete his/her term, the duties shall devolve to the President-Elect, or persons as voted upon by the Board.
 - b. The President shall sign all written contracts and obligations of the Chapter, with the concurrence of the Treasurer on financial obligations. The President shall obtain a legal review of all major contracts for which the Chapter could incur significant liability.
 - c. The President shall report the status of affairs of the Chapter to the Chapter membership at the annual Chapter meeting, at a minimum addressing: a) the financial and membership status of the Chapter; b) a review of the Chapter's activities for the current year; and c) and the Chapter's progress

in achieving the goals and objectives of the IMA Strategic Plan. (See Meetings and Activities, Article VIII)

4. The Secretary shall have responsibility of the correspondence and records of the Chapter. The Secretary shall: (a) give timely notices of all meetings to all members; (b) record the proceedings of all Board and membership meetings; and (c) submit the annual report to the Board of Directors during the last calendar quarter. Only a majority of the Board by vote may override or amend the Secretary's recorded minutes.
5. The Vice President - Membership shall have the responsibility for building membership and ensuring a strong membership base by satisfying the needs of all members. The Vice President shall: (a) promote the advantages of the IMA to non-members; (b) conduct on-going membership programs and efforts; and submit reports on current membership including trends and activities to the board.
6. The Treasurer shall be comptroller of the accounts of the Chapter under the direction of the President.
 - a. The Treasurer shall: make collections and disbursements under the supervision of the President as directed by the Chapter; (b) render monthly and annual reports or filings as may be called for by the President, the Board of Directors, IMA or any governmental body with jurisdiction upon the Chapter; (c) file Federal, state, and local income tax returns and (d) render annual report with a copy of any tax filings to IMA to ensure the retention of the Chapter's 501(c)(3) status.
 - b. A review committee of three members appointed by the President or an independent entity shall review the accounts annually, prior to the submission of the annual financial report to IMA Headquarters. The committee shall report the results of the review to the President in October. The accounts shall also be reviewed prior to any transition of the office of Treasurer. (See also Finances, Article VII)

Article VI:

Committees, Task Forces and Special Advisors

1. The Chapter may establish Chapter Operations and Chapter Mission Committees. The members of these committees shall be members in good standing of IMA and of the Chapter. The Members of the Board will act as chair of these committees or oversee an appointed member in good standing of the Chapter in the position. Committee Chairs do not sit as part of the Board. In addition to the Chapter Committees, the President may establish other special task forces and assign advisors deemed necessary to accomplish the Chapter's mission, with a specified term of office.
2. Operations Committees are those that support the President and Board of Directors in administration of the Chapter. Standing operations committees could include: a) Finance; b) Education and Mentoring Fund; b) Audit; c) Administration, and d) Nominating.

3. Mission Committees are those that support IMA's and Chapter's Strategic Plan and assists the Chapter in accomplishing its goals and objectives. Standing Mission Committees could include: a) Membership; b) Education and Training; c) Relationships; d) Recognition; and, e) Outreach (i.e. Young Professionals, college students, K-12) Programs.
4. Ad hoc or temporary Committees may be established to achieve goals and implement objectives set forth in IMA's and Chapter's Strategic Plan at the recommendation of the President and with the approval of the Board of Directors. These committees should have specific short term missions.

Article VII: **Finances**

1. The fiscal year of the Chapter shall begin on the first day of July.
2. A budget shall be submitted by the Treasurer annually by August 31st or the first Technical Meeting, whichever comes first for review and approval by the Chapter's Board of Directors.
3. All expenditures must be part of the approved Chapter Budget.
 - a. Non-budget expenditures must be approved by the Board prior to any contract signed or expenditure made.
 - b. All expenditures must have the signature of the Treasurer. If the Treasurer is not available, one of the designated signers of the Chapter's banking account may sign in lieu of the Treasurer.
4. All funds deemed not required for immediate operations shall be invested in income producing instruments rather than reside in the operation banking account.
5. If the Chapter plans to raise funds and grant scholarships, the Chapter shall establish a separate Education Fund. The Education Fund shall be administered in accordance with the IMA Financial Guidelines in addition to applicable state and local laws and regulations.
6. Upon dissolution of this Chapter, all assets will be forwarded to:
 - a. The Chapter acquiring the majority of the current membership of this Chapter,
 - b. The Golden West Regional Council for inclusion in the Council's general fund or,
 - c. If the Council is not in operation, then to IMA Global for inclusion into IMA's general fund.

Article VIII: **Meetings and Activities**

1. Regular meetings and technical, professional and social activities of the Chapter shall be developed and implemented to meet the goals and objectives set forth in IMA's and

Chapter's Strategic Plan. Such activities shall be planned to achieve participation of all segments of the Chapter membership and a broad cross section of management accountants.

2. The Chapter shall conduct an annual meeting that may include awards to recognize outstanding individuals, committees, corporate supporters and corporate group members. The Chapter's annual meeting may be combined with a regular meeting held in the month coinciding with Chapter annual elections or installation of the new Board of Directors. (See Nominations & Elections, Article IX)
3. The President or Board may call for a special meeting at any time to conduct business of the Chapter. The President or Board are required to communicate the time, place and meeting agenda to chapter membership, two weeks before the date of special meeting. The only business stated in the call to meeting shall be transacted at the special meeting. Conduct of business utilizing teleconferencing and email voting is permitted.

Article IX: **Nominations and Elections**

1. The Nominations Committee Chair develops a slate of elected officers for each position as specified in Articles IV and V, obtaining input for such slate from the Board and members of the Chapter.
2. The minimum qualification for a person to be nominated or to nominate an individual for office is to be a member in good standing of IMA and the Chapter.
3. A slate of Officers is presented to the Chapter membership at the Chapter's Annual Meeting and voted upon by those members in attendance. The slate, as determined by the Board, shall be announced to the Chapter membership 30 days prior to the meeting. Members shall be given an opportunity to submit ballots prior to the meeting for the purpose of the election. A quorum is not needed for these general elections. The results of the election shall be transmitted to the Council's Regional Vice President and the IMA Headquarters per a schedule as established by IMA Headquarters.
4. Following the election of Elected Officers, the new President may recommend additional Committee Chairs at any time during the year for approval by the Board.
5. The installation of the new Board shall occur on July 1 of the next fiscal year.
6. A member of the Board of Directors may resign at any time by providing written notice to the Board of Directors.
7. A member of the Board of Directors may be removed by one of the following procedures:
 - a. Two-thirds of the members voting where a quorum is present.
 - b. Three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. The Director proposed to be removed must be provided with 30 days advance written notice including the reason for the proposed removal; the Director must have an opportunity to contest the

proposed removal in writing or in person, and be given final written notice of the removal decision.

- c. A member of the Board may only be removed due to one of the following reasons: unprofessional or unethical behavior, lack of involvement, or an inability to meet the responsibilities of their position.

Article X: **Communications**

1. Some form of communication with Chapter membership shall occur with regularity via one or more of the following mechanisms: presentations at meetings or activities; web site; electronic mail; Internet or list serve distribution; media outlets; hard copy; or others deemed appropriate by the Chapter.
2. At a minimum the Chapter shall regularly communicate the following: a) list of Officers and Committee Chairs with their contact information; and b) activity announcements and registration information.
3. The standard for the Chapter website shall be at a minimum one page listing Chapter Officers with their email addresses and telephone numbers and a link to the IMA Global web site. The chapter is responsible for ensuring compliance to the website content and communication standards as established by IMA Global.
4. The standard for the Chapter newsletter shall be at a minimum one page issued at least quarterly and distributed to all members of the Chapter, via email and/or regular mail. An update on the Chapter by the Chapter President or an update approved by the Chapter Board shall be included in the Chapter newsletter at least quarterly.

Article XI: **Voting and Quorum for Board of Directors**

1. Voting on an issue shall be conducted after discussion is complete and a motion to vote has been made. Voting can be conducted in person, by conference call, or electronically. In person and conference call votes will immediately follow the discussion. Electronic votes may be used: (a) if time permits and (b) if an analysis of the discussion is provided for consideration. Electronic votes are not closed until a majority of the Board approves or denies the motion, or until a combination of expressed abstentions and votes in the negative make passage impossible.
2. Officers are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Chapter Officer. An individual is entitled to only one vote regardless of the number of positions or offices held within the Chapter.
3. The Board shall conduct business at regularly scheduled meetings or at special meetings. Board members may participate by teleconference or other means of communication by which all participating members may hear one another. A quorum, consisting of at least 50% plus 1 of the chapter officers, is required to conduct business. The affirmative vote of a majority of those in attendance (including those attending by

teleconference) is required to pass motions, [unless a higher percentage is required by these Bylaws.]

Article XII: **Cooperation with Other Organizations**

In the furtherance of IMA's goals and objectives, the Chapter will cooperate with other societies and organizations toward the improvement of the professional status and standards of the accounting and finance profession and related professions to foster education and the knowledge of accounting, finance and associated disciplines.

Article XIII: **Amendments and Revisions**

1. Amendments and/or revisions to Chapter Bylaws may be made by a *two vote majority* of the chapter members at the chapter meeting when the vote will take place:
 - a. Provided that the proposed amendment and/or revision has been previously approved by a *two vote majority* of the Board, and
 - b. That the proposed amendments and/or revisions shall be provided to the chapter membership at least thirty days prior to the chapter meeting along with an announcement of the date, time, and place of the chapter meeting when the vote will take place; and
 - c. Provided further that the amendments and/or revisions are not in conflict or contradictory to IMA Global Articles of Incorporation or Bylaws. (See Nominations & Elections, Article IX)
2. Adoption of an entirely new set of Bylaws must be by *unanimous* consent of the Board and then at least 2/3 of members present at the noticed chapter meeting.

Article XIV: **Storage of Records and Property**

1. The retention and safeguarding of Chapter Bylaws, accumulated minutes of meetings, and electronic copy of the Chapter Directory is the responsibility of Secretary and Treasurer. If both positions are not filled in a fiscal year, these records must be kept by two different Officers within the organization, choosing these two positions wherever possible.
2. The storage and safekeeping of tangible chapter property is the responsibility of the Chapter Secretary unless otherwise directed by the Chapter Board. Chapter property must be stored in a location where it is highly unlikely to be stolen or damaged.

Approved by vote of the Board of Directors on _____

Robert Hulin, Chapter President

Joel Smith, Chapter Secretary

And approved by a majority vote of the members on this _____ day of _____
at the regular chapter meeting of the East Bay - Northern California Chapter.

Signed: _____

Joel Smith, Chapter Secretary