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Illinois Association of Public Accountants

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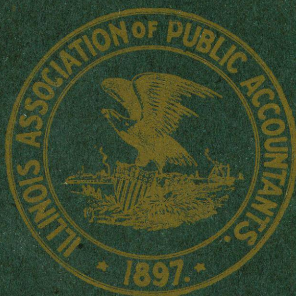
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Illinois Association
of
Public Accountants.



Constitution and By-Laws.

1897.

ILLINOIS ASSOCIATION
-- OF --
PUBLIC ACCOUNTANTS.



CONSTITUTION AND BY-LAWS.

1897.



CHARTER MEMBERS

OF THE

ILLINOIS ASSOCIATION OF PUBLIC ACCOUNTANTS

ALL OF WHOM HAVE BEEN ENGAGED AS PROFESSIONAL PUBLIC
ACCOUNTANTS FOR MORE THAN FIVE YEARS.

FRANK M. BOUGHEY,	-	Royal Insurance Building.
R. S. BUCHANAN,	- -	Royal Insurance Building.
HENRY F. BUTLER,	- -	Marquette Building.
JOHN A. COOPER,	- -	The Temple.
S. B. FOSTER,	- - -	Monadnock Building.
WILLIAM FRIES,	- - -	Roanoke Building.
CHARLES W. HAWLEY,	-	151 La Salle Street.
LAURENCE A. JONES,	-	151 La Salle Street.
LEWIS D. JONES,	- -	Monadnock Building.
FREDERICK F. JUDD,	-	84 La Salle Street.
G. L. MARCHAND,	- -	Opera House Building.
ERNEST RECKITT,	- -	Royal Insurance Building.
GEORGE E. SHAW,	- -	Royal Insurance Building.
GEORGE WILKINSON,	-	Royal Insurance Building.

Illinois Association of Public Accountants.

CONSTITUTION.

ARTICLE I.

NAME.

SECTION 1. The name of the Association shall be the "Illinois Association of Public Accountants."

OBJECTS.

SEC. 2. The objects of the Association are to protect the interests of Public Accountants in the State of Illinois; to promote the study of laws appertaining to accounts; to acquire a reference library of works useful to accountants; and to secure the better recognition of the practice of Accountancy as a profession.

BY-LAWS.

ARTICLE I.

SECTION 1. The following persons shall be eligible as members of the Association :

(a) Any person above the age of 25 years who has been engaged in reputable practice as a Public Accountant, in the State of Illinois for a continuous period of three years, immediately preceding the date of his application for membership in the Association.

(b) Any member of the Institute of Chartered Accountants of England and Wales, who, at the time of application for admission to the Association, is in good standing in such Institute, and who shall have been engaged in reputable practice as a Public Accountant in the State of Illinois, for a continuous period of one year immediately preceding the date of his application for membership in the Association.

(c) Any "Fellow" of "The American Association of Public Accountants," of New York, who shall have been engaged in reputable practice as a Public Accountant in the State of Illinois for a continuous period of one year, immediately preceding the date of his application for membership in the Association.

(d) Any person who holds membership in any other

reputable Association or Society, solely composed of Public Accountants, outside of the State of Illinois, who is in good standing therein, at the time of application for admission to the Association, and who has been, for a continuous period of one year, immediately preceding the date of his application for admission to the Association, in practice as a Public Accountant in the State of Illinois.

SEC. 2. (a) Any person desiring to become a member of the Association, must be proposed by a member and be seconded by another member, both of whom must be in good standing.

(b) Such members shall advise the Secretary in writing the name and business address of the applicant for membership, together with particulars of his qualifications therefor, as per Section 1 of this Article.

(c) Upon due notification, by the Secretary, of his nomination, such applicant for membership shall remit to the Treasurer the amount of his entrance fee as hereinafter provided.

(d) The Directors of the Association, other than the Officers, shall be a committee on applications for membership.

(e) The Secretary shall upon due payment of the entrance fee by an applicant, mail to each member of the Association, the name and address of the applicant and the names of the proposer and seconder, and thirty days shall then elapse before the election of such applicant can be held.

(f) In the event that any member make a written objection to the election of such applicant within the said thirty days, the Secretary shall notify the committee on applications for membership, and it shall be the duty of the latter to investigate the objection and report to the Directors thereupon.

(g) In the event that the directors refuse to elect any

applicant, the Treasurer shall remit such entrance fee as the applicant may have paid as per paragraph "c" of this Section.

SEC. 3. The Directors may, in their discretion, dispense with any or all of the requirements mentioned in Section 1 of this Article, in favor of any applicant for admission to membership in this Association, but such action shall only be of effect when taken by the unanimous vote of all the Directors.

SEC. 4. Every person admitted to membership in this Association shall upon due notification, by the Secretary, pay to the Treasurer of the Association, such annual subscription as is hereinafter provided; and his failure to do so within one month of his being notified of such admission to membership, shall nullify his admission and his right to become a member shall cease, subject to the discretion of the directors.

ARTICLE II.

SECTION 1. The Association shall be governed by a Board of five Directors who shall be elected at the annual meeting of the members of the Association, or at an adjournment of same.

SEC. 2. The term for which Directors are elected shall be three years, except that one of the Directors elected in 1897 shall retire in 1898 and two shall retire in 1899.

SEC. 3. If, owing to any cause, a vacancy arises in the Board of Directors, the remaining Directors shall have power to elect a member to fill the vacancy for the unexpired term.

SEC. 4. If a Director absents himself from three consecutive meetings of the Board, the other Directors shall then have power to declare his office vacant, and in such event shall elect his successor.

SEC. 5. The Officers of the Association shall consist of the following :

- A President,
- A Vice-President,
- A Secretary,
- A Treasurer,
- Two Auditors,

all of whom shall be members of the Association.

SEC. 6. The Officers shall hold their respective positions for one year, and until their successors are elected and qualified; provided that any officers may be removed by a majority vote of all the Directors, when in their opinion, the best interests of the Association may so require.

SEC. 7. No more than one office can be filled by one person, with the exception that the office of Secretary and Treasurer may, at the discretion of the Board, be filled by the same individual.

SEC. 8. It shall be the duty of the President to attend all the meetings of the Directors and of the members and to preside thereat; to enforce the by-laws of the Association and to perform all other duties pertaining to his office.

SEC. 9. The Vice-President shall be chosen from the Board of Directors.

SEC. 10. In the absence of the President from any meeting of the Directors or of the members, it shall be the duty of the Vice-President to preside thereat.

SEC. 11. In the event of the continued absence of the President from the City of Chicago, or upon the disability of the President through ill health or accident, the Vice-President shall assume the duties of the President, mentioned in Section 8 of this Article, until the President is in a position to resume his duties.

SEC. 12. In the absence of both the President and Vice-President from any meeting of the Directors or the

members, any Director of the Association, being present, may, by a majority vote of those present, preside at said meeting.

SEC. 13. The Secretary shall be chosen from the Board of Directors.

SEC. 14. (a) It shall be the duty of the Secretary to attend the meetings of the Board of Directors, and of the members. He shall keep, in a book provided for the purpose, a true record of the proceedings of all such meetings, which record when duly approved shall be sufficient and conclusive evidence of the facts therein stated.

(b) The Secretary shall have custody of the Corporate Seal and shall affix same to papers and documents whenever required by law.

(c) The Secretary shall issue notices to all the members of all meetings of the members, and to all the Directors of all meetings of the Board of Directors, stating the time and place of such meetings and briefly stating the purpose of all special meetings.

(d) The Secretary shall keep a register of the names of all members, together with the business address of each, and upon the expiration of his term of office he shall deliver all records, books, papers and other property of the Association into the hands of his qualified successor.

SEC. 15. In the event of the absence of the Secretary from any meeting of the members or of the Board of Directors, it shall be competent for any member present, upon motion, duly seconded, to assume the duties of the Secretary for the time. It shall be the duty of such Secretary pro-tem to report in writing to the Secretary the action taken at such meeting, and thereafter the duties of the Secretary pro-tem shall cease.

SEC. 16. (a) The Treasurer shall have custody of the funds of the Association and shall open a bank account

in the name of the Association in a bank selected by the Directors.

(b) All entrance fees, dues and other funds due the Association shall be paid to the Treasurer, who shall deposit same in the bank to the credit of the Association.

(c) All debts of the Association, after being passed upon by the Board of Directors, shall be paid by checks signed by the Treasurer.

(d) It shall be the duty of the Treasurer to keep proper books of account to record all receipts and disbursements, such books of account to be available to the Directors at any time within customary office hours.

SEC. 17. (a) The Auditors shall be elected by the members of the Association at their annual meeting assembled, and shall in no event be Directors of the Association.

(b) The Auditors shall make a through audit of the books of account and of all vouchers and documents contributory thereto. Such books, vouchers and documents shall be submitted to the auditors by the Treasurer at least six days before the annual meeting.

(c) The Auditors shall file a report upon the audit with the Secretary of the Association at least two days before the annual meeting. It shall be the duty of the Auditors to be present at the annual meeting and of one of them to read their report to the members of the Association.

(d) In the event of the inability of either of the Auditors to attend to the duties set forth in paragraphs b and c of this Section, he shall duly advise the President, in writing, of the cause of such inability, and the President shall select another member (not being an officer or director) to perform such duties.

SEC. 18. The Directors shall frame rules governing the library of the Association, and shall decide from time to time what books and papers shall be purchased therefor.

ARTICLE III.

SECTION 1. The election of Directors and of Auditors shall take place at the annual meeting of the members.

SEC. 2. The election of Officers shall take place at the first meeting of the Directors immediately following the annual meeting of the members.

SEC. 3. All elections, whether for Directors or Officers, shall be by ballot. Every nomination made must find a seconder. The Tellers shall be appointed by the Chairman. They shall receive the ballots, and shall immediately count same, and shall report the result to the Chairman, who thereupon shall announce the result and declare the person receiving the majority of votes cast, elected.

ARTICLE IV.

SECTION 1. There shall be four regular meetings of the members of the Association and they shall take place on the second Tuesday in January, April, July and October, in each year, unless otherwise arranged by the Board of Directors, who, at their discretion, may name some other business day of said month, in which case due notice shall be given to all the members.

SEC. 2. The annual meeting shall be held on the second Tuesday in April of each year.

SEC. 3. (a) Special meetings of the members may be called by the Board of Directors, at which meetings no business shall be transacted other than that specified in the call.

(b) Notices of all meetings of the members, whether regular or special, shall be sent by the Secretary, not less than five days prior to each meeting, to every member, at his registered address, stating the hour, date and place of said meeting, and in the case of special meetings the nature of the business to be transacted.

SEC. 4. (a) The regular meetings of the Board of

Directors shall be held at the office of the Association, or at the office of any of the Officers of the Association, on the second Tuesday of every month, or at such other time as may be mutually convenient to a majority of the Directors.

(b) Special meetings of the Board of Directors may be called at any time by the Secretary, on the motion of two Directors.

(c) In calling special meetings, it shall be the duty of the Secretary to mail to each director, at his registered address, a written notice three clear days before such meeting, stating concisely the business to be transacted at such meeting, and the names of applicants for membership in the Association, if any are to be presented at such special meeting of Directors.

SEC. 5. All committees that may be formed to facilitate the business of the Association, shall be subject to the call of their respective Chairmen.

SEC. 6. (a) Seven members shall constitute a quorum authorized to transact business at any of the meetings of the members of the Association.

(b) Three Directors shall constitute a quorum of the Board of Directors.

(c) A majority of any and all committees shall constitute a quorum of such committees.

If no quorum be present within thirty minutes after the time appointed for a meeting, those present may adjourn until such time as a quorum can be had.

ARTICLE V.

SECTION 1. The order of business at a regular meeting of the members of the Association shall be as follows:

1. Roll Call.
2. Reading of minutes of preceding meeting.
3. Reading of communications and motions relative thereto.

4. Unfinished business laid over from previous meeting.

5. Reports of Directors.

6. Reports of Committees.

7. New Business.

SEC. 2. The order of business at a meeting of the Board of Directors shall be as follows :

1. Roll Call.

2. Reading of minutes of preceding meeting.

3. Reading of communications and motions relative thereto.

4. Unfinished business laid over from previous meeting.

5. Reports of Officers.

6. Reports of Committees.

7. Election of Members.

8. New Business.

ARTICLE VI.

SECTION 1. Robert's Rules of order shall apply to all meetings, when, not in conflict with these by-laws.

ARTICLE VII.

SECTION 1. The Association shall issue Certificates to each of its members in such form as may be decided upon by the Directors.

SEC. 2. Each member shall, upon receipt of his certificate of membership, agree in writing that he will return such certificate to the Secretary if called upon to do so by the Board of Directors as provided in these by-laws.

ARTICLE VIII.

SECTION 1. All members shall pay an entrance fee of \$25 and an annual subscription of \$20, which subscription

shall be due and payable in April of each year, or at the date of a member's election, and until payment thereof, no certificates of membership shall be issued.

ARTICLE IX.

SECTION 1. If any person while he is a member of the Association:

1. Violates any of the by-laws of the Association applicable to him; or

2. Is convicted of felony, or misdemeanor, or is finally declared by any Court of competent jurisdiction to have committed any fraud; or

3. Is declared by any Court or authorized commission to be insane; or

4. Is held by the Board of Directors on the complaint of any person aggrieved, whether a member or not, to have been guilty of any act or default discreditable to a Public Accountant; or

5. Shall cease to practice as a Public Accountant for a consecutive period longer than two years; or

6. Fails to pay any subscription, assessment, or other sum payable by him to the Association under the by-laws, for three months after the same has become due; he shall be liable to be excluded from membership, or to be suspended for any period, not exceeding two years, by a resolution of the Board of Directors, at a meeting specially convened for the purpose, with notice of the object, and opportunity given to the member complained against being heard, at which meeting there shall be present not less than four Directors, and for which exclusion or suspension, there must be a majority of not less than three-fourths of those present.

SEC. 2. Upon the exclusion or suspension of any member, the Secretary shall demand the return of the Certificate of membership as provided for in Article VII,

Section 2 of these by-laws, and in the event of the refusal of such member to return such certificate the President shall adopt such course as may be necessary to enforce this Section.

SEC. 3. It shall be within the power of the Board of Directors to recall, rescind or modify any resolution for exclusion or suspension, at a meeting similarly called and by a like majority as provided for in Section 1 of this by-law.

SEC. 4. Any person excluded from membership in this Association as provided in Section 1 of this Article, shall thereafter refrain from making any use of any device or any words or letters indicating that he was a member of this Association.

SEC. 5. Notice of any resolution for exclusion or suspension shall forthwith be sent, by the Secretary, to the person affected thereby, and to each member of the Association.

ARTICLE X.

SECTION 1. Any member may appeal to the members of the Association against any penalty imposed by the Directors under Article 9, at any ordinary meeting of the members, provided that he shall give the Secretary notice of his intention so to do at least fifteen days prior to such meeting and the action of the Board of Directors in suspending or expelling a member may be overruled by a majority of not less than two-thirds of all the members of the Association, due notice having been given to each member, by the Secretary, of such proposed appeal.

ARTICLE XI.

SECTION 1. No member shall allow any person not being either a member of the Association or in partnership with himself as a public accountant, to practice in his name as a Public Accountant.

ARTICLE XII.

SECTION 1. These by-laws may be amended by a two-thirds vote of the members of the Association present at the annual meeting or at a special meeting of the members called for the purpose. Due notice of such special meeting, embodying the proposed changes having been sent to each member not less than ten days prior to the date of such special meeting.

ARTICLE XIII.

SECTION 1. The Association, by a majority vote of its members, present at the annual meeting or at a special meeting of members, duly called for the purpose, as hereinbefore provided, may levy assessments upon its members.

ARTICLE XIV.

SEAL.

SECTION 1. The seal of the Association shall be a band or scroll on which is inscribed "Illinois Association of Public Accountants, 1897." Within the scroll there shall be displayed an eagle standing upon a shield and a rock, as hereto attached.