



Article VII

Officers and Directors

1. The officers of the Association shall be the Chair, Chair-Elect, Treasurer, and Immediate Past Chair. Each position may only be held by CPA members.
2. The Chair-Elect and Treasurer shall be elected at the Annual Business Meeting, or at any adjourned meeting of the same, by a vote of the majority of the CPA members present. The Chair, Chair-Elect, and Treasurer shall hold their respective offices until their successors are elected.
3. Directors shall be elected at the Annual Business Meeting, or adjourned meeting of the same, from among the CPA and non-CPA members, as well as Associate members, by a vote of the majority of the voting CPA members present. The directors shall hold office until their successors are elected.
4. The Board of Directors shall consist of the Chair, Chair-Elect, Treasurer, Immediate Past Chair and additional directors, but at no point should the Board of Directors exceed 16 members. The Nominating Committee will determine the appropriate number based on the strategic needs of the Association, subject to confirmation by the board. At no time shall non-CPA members comprise more than one-third of the Board of Directors.
5. At the Annual Meeting, those selected by the Nominating Committee shall be eligible for election as directors by the vote of a majority of the CPA members in attendance at such Annual Meeting for terms ranging in length of one to three years based on the Association's needs for subject matter or leadership expertise, as determined by the current Board of Directors.
6. The Executive Committee shall consist of the Chair, Chair-Elect, Treasurer, and Immediate Past Chair together with two directors—who shall be affirmed by the Board of Directors at a duly called meeting and by a majority vote of those attending. The Secretary to the corporation shall attend meetings of the Executive Committee, except for meetings or discussions of personnel matters relating to the CEO.

Article VIII

Election and Removal of Officers and Directors

1. Each office, except that of Chair and Secretary, shall be filled by a separate election in the following order: (a) Chair-Elect, (b) Treasurer, and (c) directors as required. The Chair-Elect shall automatically become Chair upon the election of his or her successor. If there is any contest for any office, the procedure outlined in Section 3 of this article shall be followed; otherwise, upon proper motion, the Chair shall declare any such person elected to such office or as a director. The CEO shall serve as Secretary to the corporation, without any additional compensation.
2. In the event of death, disability, or resignation of any elected officer or director of the Association, the Executive Committee is granted the authority to appoint, subject to the ratification by the Board of Directors, another qualified individual to fill such vacancy for the unexpired term. All such interim appointees shall hold office until the next Annual Business Meeting, at which point each such interim appointee shall be eligible for nomination and reelection in accordance with Article VII, Section 3 hereof.
3. In voting for officers and directors, the Chair will determine how to count the votes cast and report results of the election.
4. The Nominating Committee shall be composed of two immediately preceding Past Chairs, the Chair-Elect, two members currently serving on the Board of Directors who shall be selected by the Chair-Elect to serve during his or her term as Chair, and two at large members elected by the Executive Committee from a list consisting of nominees submitted by the CEO. The Immediate Past Chair shall serve as vice chair during his or her first year on the committee and as chair during his or her second year on the committee.

5. The Nominating Committee shall, at least 60 days before the Annual Business Meeting, submit to the membership one eligible candidate for each office or directorship to be filled. Nominees for the office of Chair-Elect shall have past or current service on the Board of Directors. Nominations for officers and directors shall include at least one nominee not in public practice. Members of the Nominating Committee are ineligible for nomination as an officer or director.
6. Additional nominations for directors and officers must be submitted in writing to the Secretary of the Association at least 30 days prior to the election and submitted to the membership. Nominations must be supported by the signatures of not less than 15 members.
7. Annually, each committee of the Association may submit nominees to the Nominating Committee for vacancies on the Board of Directors and for officer positions. Each committee of the Association will be provided information about the Board of Directors, including backgrounds of continuing members, and the criteria for election as an officer or director. Members of the Association may also submit names of eligible candidates for consideration by the Nominating Committee.
8. At the Annual Business Meeting, candidates nominated by the Nominating Committee or the membership at large shall be eligible for election as directors by the vote of a majority of the CPA members in attendance at such Annual Meeting. Director terms range in length of one to three years based on the Association's needs for subject matter or leadership expertise, as determined by the current Board of Directors.
9. Any officer may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the remaining directors if in their judgment the best interest of the Association would be served thereby. Such officer must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as an officer shall remain a director unless simultaneously removed as a director in accordance with Section 10 of this Article VIII.
10. Any director may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the remaining directors if in their judgment the best interest of the Association would be served thereby. Such director must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Last Updated/Approved: March 20, 2019 Board of Directors Meeting