

## Understanding the 2025 Proposed Bylaw Changes

The ARCPA Board of Directors approved proposed revisions to the society's bylaws at their May 29, 2025 meeting. That revision is available for member review and formal approval. The proposed revisions will be presented for membership approval during the virtual Annual Members' Meeting on August 19, 2025. Below is an explanation of those proposed revisions.

### ARTICLE VI – Society Governance

#### SECTION 1. BOARD OF DIRECTORS

1. The governing body of the Society shall be the Board of Directors, each of whom shall be a member of the Society in good standing and a resident of the State of Arkansas or a state bordering the State of Arkansas. The Chair of the Board shall preside at all Board meetings. In addition to the powers conferred upon the Board herein, it shall have such other powers as are ordinarily given such boards by custom or law.
2. The Board shall be composed of fourteen (1~~5~~<sup>4</sup>) members, the chair, the chair-elect, the vice chair, the secretary, the treasurer, and nine (9) elected directors, and the Chair of the Emerging CPAs Committee. Eight (8) members of the Board named above shall constitute a quorum.

3

The past Chair, the presidents of the local chapters referred to in Article XV, and the AICPA Council Representative shall all be nonvoting ex-officio members of the Board.

- ~~2.~~ 3. —Three (3) of the nine (9) elected directors shall be elected by ballot at each annual meeting of the Society for a term of three (3) years; provided, however, at the first election following the adoption of these bylaws, one (1) director shall be elected for a one (1) year term, one (1) director for a two (2) year term, and three (3) directors for a three (3) year term. Except in the case of a director chosen to complete an unexpired or less than three (3) year term, none of the nine (9) elected directors may be reelected as a member of the Board until a period of one (1) year has elapsed since he/she was last a member of the Board.
3. The Chair of the Emerging CPAs Committee will serve as a voting Director for a period of one year during his/her term as Chair of the committee. The one-year position will not require a nomination by the Nominating Committee or a member vote to serve the one-year term.

During the quarterly Officers & Directors Meeting on May 29, 2025, Board members discussed the importance of making sure ARCPA's younger generation of CPA members always have a voice in strategic conversations and planning for ARCPA's future. It was suggested that the Chair of the Emerging CPAs Committee serve on the Board as a designated voting Director with a one-year term beginning annually on April 1. The Emerging CPAs Committee Chair rotates annually on April 1, so this Board position would always be filled by a young CPA and would be a separate and additional position to the nine Director positions currently on the Board of Directors. The Board did not think this one-year designated term should require a separate member vote as does the annual Slate of Officers & Directors, which always includes three new Directors nominated by the Nominations Committee.

There are no other proposed revisions for 2025.

Please direct any questions regarding these proposed revisions or the explanation provided above to Marsha Moffitt at [mmoffitt@arcpa.org](mailto:mmoffitt@arcpa.org).

Register for the Annual Members' Meeting [here](#).

Cast your vote [here](#).