

Changes to the Bylaws and What it Means for Members

Fellow members of MassCPAs are being asked to vote on a bylaws update ahead of the proposed merger with the state CPA societies in Maine, New Hampshire, Rhode Island and Vermont to form one entity: the New England Society of CPAs. You can learn more about the proposed merger [here](#).

A redlined version of the bylaws with the proposed changes can be found [here](#). This fact sheet explains the updates.

Why are we updating the bylaws?

- ◆ To modernize our processes ahead of the merger and to carry the bylaws forward to the new entity;
- ◆ To align with current-day association standards, including the bylaws of the four CPA societies with which we intend to merge;
- ◆ To clarify the voting rights of members; and
- ◆ To provide the board with the full authority to govern and make decisions for the organization, including the upcoming proposed merger with four other New England states.

What are the proposed updates and what will change?

- ◆ **Currently**, Fellow members are the only tier of membership with the right to vote. **With the updates, this will not change.**
- ◆ **Currently**, Fellow members elect board members by a majority vote at the annual meeting, or a regular or special meeting. **With this update**, this will not change and Fellows will retain full authority to vote to elect board members at these meetings. Fellows will also retain the right to vote by proxy.
- ◆ **Currently**, the board appoints all officers to the Society besides the chair, vice chair and vice chair of finance, which are elected by Fellows. **With this update**, the board will appoint the chair, vice chair and vice chair of finance.
- ◆ **Currently**, the bylaws may be altered, amended or repealed through a majority vote of Fellow members at any meeting. **With the update**, bylaws revisions will require a majority vote **by the board**.

Who is a Fellow member?

A Fellow member is a Certified Public Accountant under the laws of Massachusetts OR a Certified Public Accountant under the laws of another state in the United States.

Questions?

Members with questions can contact Zach Donah at zdonah@masscpas.org or 617.303.2411.