

NEVADA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

BYLAWS

ARTICLE I

NAME, SEAL AND PURPOSES

1.1 NAME. The name of this organization is the Nevada Society of Certified Public Accountants, hereinafter called the Society or referred to as the NSCPA.

1.2 SEAL. The corporate seal of this Society is shown by the impress as follows:

NEVADA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS,
INCORPORATED NEVADA, OCTOBER 21, 1947

1.3 PURPOSES. The purpose of this Society shall be:

(a) To promote and maintain high standards of integrity and competence within the accounting profession.

(b) To safeguard the interests of the general public and certified public accountants in the practice of accountancy.

(c) To improve accountancy education and encourage young men and women to enter the accounting profession.

(d) To furnish information regarding accountancy and its practices and methods to persons interested.

(e) To assume responsibility for leadership and enlightenment of the general public in areas where the accounting profession has demonstrated a special competency.

(f) To encourage improvements in the laws affecting accountancy or the application of accounting principles or procedures.

(g) To promote cordial relationships among the members and with others interested in accountancy or related fields.

1.4 ANTITRUST COMPLIANCE POLICY. The Nevada Society of Certified Public Accountants and its officers, directors, employees and chapters fully support and intend to comply with all applicable federal and state antitrust laws and shall not engage in anticompetitive conduct or practice, nor allow the Nevada Society of Certified Public Accountants to be used by any member or chapter or anyone for anticompetitive or unlawful purpose or having any anticompetitive effect.

ARTICLE II

MEMBERSHIP

2.1 CLASSES OF MEMBERS. Membership in the Society shall consist of six classes, namely Fellows, Associates, Non-CPA Affiliates, Students, Retired and Inactive. The word member standing alone shall refer to Fellows, Associates, Non-CPA Affiliates, Students, Retired and Inactive alike.

2.2 FELLOWS. Any person holding a certificate from the State of Nevada as a Certified Public Accountant in good standing is eligible to make application in writing to become a Fellow member.

2.3 ASSOCIATES. Any person who is employed as a non-CPA in an accounting or finance-related position, a Certified Public Accountant or the substantial equivalent of a foreign country or political subdivision, or who has passed the CPA examination but has not fulfilled the experience requirement for certification, is eligible to make application in writing to become an Associate member. Associates may not hold office or have the right to vote except as members of Council, but in all other respects shall have equal rights and privileges with Fellows.

2.3.1 NON-CPA AFFILIATES.

(a) Any person, not a CPA, or company, having a direct interest in the profession of the Certified Public Accountant may apply for membership as a Non-CPA Affiliate. This membership is open, but not limited, to other professionals, vendors and affinity partners, and other organizations or individuals whose interests coincide with our own. Any individual eligible for another category of membership shall not be eligible for Non-CPA Affiliate membership.

(b) Removal. The Board of Directors may remove a Non-CPA Affiliate member from membership for any cause it deems reasonable. Non-CPA Affiliate members must follow the Code of Conduct for Non-CPA Affiliate Members. Non-CPA Affiliate members may be appointed to serve on, Committees, Task Forces, or asked to provide other service to the Society.

2.3.2 STUDENTS. Any person currently enrolled at an institution of higher education, having obtained a junior status and completed 12 credits in accounting is eligible to make application to become a Student member. Student members will receive selective mailings and may not hold office or have the right to vote. Student membership may be continued until Associate status is obtained or three years after graduation.

2.3.3 RETIRED AND INACTIVE MEMBERS.

(a) Individuals who have been Fellow or Associate members of the Society may apply for Retired or Inactive status. Individuals who are granted Retired or Inactive status shall be entitled to all rights of membership except they cannot vote or hold any elected or appointed office.

(b) Retired status means the voluntary termination of all gainful employment activities in the profession of public or private accounting through retirement or upon becoming permanently disabled. A retired member must also have retired their CPA license in all states.

(c) Inactive status means the voluntary reversion to a nonprofessional status outside the fields of public, private or governmental accounting before retirement. An inactive members must have an inactive CPA license in all states.

(d) Individuals may petition the Board of Directors for exception to the above requirements for consideration of special circumstances.

2.4 APPLICATIONS. Any person who may qualify as a Fellow, Associate, Non-CPA Affiliate, or Student as defined may, if in good standing, apply for membership in this Society.

(a) Application must be made in writing, and filed with the Secretary of the Society. Such application shall contain the following information:

(1) Full name and business address of the applicant, date and number of his CPA Certificate and by what state (or territory, etc.) issued, if applicable. It shall also contain a clause whereby the applicant agrees to observe the Bylaws and to surrender immediately to the Secretary the certificate of his membership in this Society in the event of such membership ceasing from any cause except death.

(2) In the case of applications based on certificates from other than the State of Nevada, the Board of Directors may require any applicant to submit evidence from the issuing State Board of Accountancy that the certificate is still valid and the applicant is in good standing.

(b) Applications may be approved by the Secretary upon verification of the statements contained therein.

2.5 CERTIFICATE. A membership certificate shall be issued to a member holding a certificate from the State of Nevada as a Certified Public Accountant, shall be signed by the Chairman and Secretary of the Society, and shall bear the seal thereof.

2.6 RESIGNATION. Resignation of membership shall be submitted to the Secretary in writing and be accompanied by the membership certificate, whereupon the resignation shall become effective immediately, provided that the member offering it is in good standing in the Society. But no resignation shall be accepted unless (1) it is accompanied by the membership certificate, (2) nor if the member is in arrears, nor (3) if charges are pending against him under Article XIV, unless the Board of Directors for good reason in a particular case shall waive these prohibitions.

2.7 TERMINATION. A member may be suspended or expelled:

(a) For nonpayment of dues or assessments as described in Paragraph 13.4.

(b) Because of disciplinary action taken pursuant to Article XIV, including but not limited to the following:

(1) On complaint of any member, he is adjudged guilty of willfully violating any of the Rules of Professional Conduct as enumerated in Article XV or any other of these Bylaws.

(2) He is convicted of a felony or gross misdemeanor involving intent or moral turpitude.

(3) He is declared by a court of competent jurisdiction to have committed any fraud, or to be insane or otherwise incompetent.

(4) His CPA Certificate has been revoked by any state, territory or the District of Columbia.

(5) He is disciplined in accordance with provisions of the AICPA and NSCPA Joint Ethics Enforcement Plan adopted and approved by the Society Board of Directors as provided in Article XIV

2.8 READMISSION. A member who has been suspended may be reinstated by the Board of Directors at its discretion, but one who has been expelled may not be reinstated. A suspended member must apply in writing for reinstatement by addressing a letter to the Secretary. The Secretary shall submit such a letter to the Board of Directors for its action. The Board shall make a final disposition of the request within three months from the date of the writing to the said member. The decision should state the reason for refusal if reinstatement is not allowed or, if the reinstatement is granted, the Board should outline the conditions, if there be any. The membership shall be given timely notice of the pending application for reinstatement.

2.9 LIFE MEMBER. The Society hereby provides for a special category of members under the following conditions:

(a) Upon recommendation by the Board of Directors, any Fellow member in good standing may be elected a Life Member by a majority vote of the members present at an annual meeting of the Society, in appreciation of faithful service to the Society, and such shall thereafter be exempt as to dues and assessments.

(b) A member who has maintained membership and paid dues to this Society for at least 30 consecutive years and has reached the age of 65 and has fully retired from accounting activities whether public or private, and does not hold an active CPA license shall upon having notified the Society of these facts become a Life Member and shall thereafter be exempted from payment of dues. The member's CPA license(s) must be Inactive or Retired with the appropriate Board(s) of Accountancy.

(c) A Life Member shall be considered a Fellow and entitled to the privileges thereof.

ARTICLE III

BOARD OF DIRECTORS

3.1 COMPOSITION. The Society shall be governed by a Board of Directors consisting of eleven to fifteen members. The Chief Operating Officer of the Society shall be a permanent member of the Board of Directors and serve as Secretary thereof, with full voting privileges. The Board of Directors shall also serve as the Board of Trustees of the Nevada Society of Certified Public Accountants Foundation for Education and Research. Only Fellow members in good standing shall be eligible for election to the Board of Directors

3.2 REGULAR MEETINGS. The Board of Directors shall hold at least one meeting in each calendar quarter, for transaction of all business which may come before the meeting, ten days written notice being given to all Board members by the Chairman as to the time and place of each meeting.

3.3 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman, or by any (6) Directors, on five (5) days' notice given to each Director. Such notices shall state the business to come before such special meeting, and the business of the special meeting shall be limited to the matters contained in such notice.

3.4 WAIVER OF NOTICE. A written waiver of notice of meeting signed by all Directors shall be as valid and binding as if notice of the meeting had been duly given. No notice of meetings shall be necessary if all Directors are present.

3.5 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of any business.

3.6 SUCCESSION. In the absence of the Chairman and the Chairman-elect at an otherwise qualified meeting of the Board, at which a quorum is present, the Directors present shall elect a chairman pro tempore, who shall preside at the meeting; and in the absence of the Secretary from any qualified meeting, the Directors present shall elect one of their number to record the minutes and to perform any other secretarial acts for the meeting.

3.7 GENERAL POWERS. The Board of Directors shall have the general management and control of all the affairs, funds and property of the Society. It shall have responsibility for the hiring and overseeing of the chief operating officer operating officer.

ARTICLE IV

OFFICERS

4.1 DESCRIPTION. The officers of the Society shall be a Chairman, a Chairman-elect and a Treasurer, all of whom shall be Fellow members of the Society. The office of Secretary shall be filled by the Chief Operating Officer. No person shall hold more than one office at the same time.

4.2 ELECTION. The officers shall be elected by the membership from among its members. Candidates receiving the majority of votes for each position shall be declared the winners.

4.3 VACANCY. If any vacancy shall occur in an office during the fiscal year by reason of death, resignation, or otherwise, the Board of Directors shall appoint a member thereof to fill the vacancy.

ARTICLE V

REMOVALS, VACANCIES AND RESIGNATIONS

5.1 REMOVALS. Any officer or member of the Board of Directors may be removed by a majority affirmative vote of the Board at a regular or special meeting, the call for which contained a notice of intent to consider such removal.

5.2 OTHER VACANCIES. If the office of any member of the Board of Directors becomes vacant by reason of death, resignation, disqualification, or otherwise, the Board of Directors by a majority vote may choose a successor to fill the vacancy, in which event the person so chosen shall hold office for the unexpired term, or until his successor is duly elected and qualified. Each resignation by a member of the Board of Directors shall take effect at the time the same is presented to and accepted by the Board of Directors or at such later time as may be specified therein.

ARTICLE VI

DUTIES OF OFFICERS

6.1 CHAIRMAN. The Chairman shall be the chief executive officer of the Society, and it shall be his duty:

- (a) To preside at all general meetings of the Society and of the Board of Directors..
- (b) To appoint the members of such special committees as may from time to time be raised by said Board of Directors, by the Chairman, or by members at any meeting.
- (c) To see to the proper enforcement of these Bylaws.
- (d) To join with other officers, as herein provided, in signing certificates of membership, checks, drafts, notes, deeds and any other written instruments issued by and in the name of the Society.
- (e) If the Chairman is temporarily unable or unwilling to act, the Chairman-elect shall act in his stead. If the Chairman-elect is not available to preside at a meeting, any member selected by a majority vote of those present may act as presiding officer pro tempore.

6.2 CHAIRMAN-ELECT.

(a) The Chairman-elect shall act for the Chairman in his absence or inability to serve, and shall discharge other such duties as the Chairman or the Board may from time to time assign to him. In the case of disability of the Chairman to act, he shall exercise all of the powers and prerogatives of the Chairman.

(b) The Chairman-elect shall serve as the designated member of the Council of the American Institute of Certified Public Accountants in accordance with the provisions of the Bylaws of the American Institute of Certified Public Accountants.

6.3 TREASURER. The Treasurer shall serve as a member of the Board of Directors. The Treasurer shall render a report annually, or when requested by the Board, and shall perform other duties ordinarily pertaining to his office or delegated to him by the Chairman. The accounts of the Society shall be audited annually.

6.4 SECRETARY. The Secretary shall keep a record of the proceedings of the annual meeting of members and the Board of Directors, and shall issue all notices and calls for meetings, shall conduct the correspondence of the Society, and shall perform other duties designated elsewhere in these Bylaws and duties ordinarily pertaining to his office or as the Chairman may direct. If the Secretary is not present at a meeting or is temporarily unable to keep a record of the proceedings of a meeting, a person designated by the Presiding Officer of the Meeting shall record its proceedings. The Secretary shall have custody of all monies, securities, and valuable papers of the Society; shall collect all dues, fees, charges and assessments; shall deposit promptly all monies received in one or more banks or trust companies designated by the Board of Directors; shall pay all bills after approval thereof in the manner and form designated by the Board of Directors; shall keep a correct account of all receipts, disbursements and funds; and shall perform other duties ordinarily pertaining to his office or delegated to him by the Chairman. The Chief Operating Officer fills the position of Secretary of the Board of Directors.

6.5 ANNUAL REPORTS. The Chairman and Treasurer shall each render an annual report at the annual meeting of the Society.

6.6 OFFICE OF THE CHIEF OPERATING OFFICER. The Chief Operating Officer, with the assistance of staff under his direction, shall pursue the objectives of the Society as stated in the Bylaws and perform all duties assigned to him by the Board of Directors. The Chief Operating Officer shall recommend to the Board of Directors policies, procedures and actions to achieve the objectives of the Society. The office of the Chief Operating Office of the Society conducts the day-to-day business of the Society. The Chief Operating Officer shall serve as Secretary of the Board of Directors.

ARTICLE VII

COMMITTEES AND TASK FORCES

7.1 CREATION. The members of the Society at any meeting may recommend, or the Chairman may designate, such committees and task forces as may seem desirable from time to time to create in order to carry out the purposes of the Society, and the Chairman may specify the number of members to compose each such committee or task force and the duties thereof. Committee members shall otherwise be appointed by the Chairman.

7.2 TERMS OF MEMBERS. Except when a committee is discharged earlier, a committee member shall serve until the close of the fiscal year for which he is appointed or until the appointment of a successor. A member of an appointed committee may be removed by the Chairman and a vacancy in an appointed committee may be filled by the Chairman.

7.3 NOMINATIONS COMMITTEE. The Nominations Committee shall consist of Fellow members and shall have duties as provided in Article X

ARTICLE VIII

MEMBER INTEREST GROUPS

8.1 MEMBER INTEREST GROUPS. Member Interest Groups may be initiated by the Board of Directors. The Interest Groups may be formed on the basis of any group interest that conforms to NSCPA Rules of Professional Conduct and is relative to the professional lives of its members

8.2 VOTING. Members shall annually designate only one geographic chapter and one Interest Group, or only two Interest Groups, to which they choose primary (voting) affiliation, although they may participate in various other Interest Groups and chapter activities.

ARTICLE IX

NOMINATIONS

9. COMMITTEE. The Chairman of the Board of Directors shall appoint six (6) fellow members to the Nominations Committee. The Chief Operating Officer shall also serve on the committee. The committee shall elect its own chairman to preside over its proceedings and report its nominees for the Board of Directors. The Board of Directors shall vote on the slate of nominees. If accepted, the slate of nominees shall be presented to the Society membership for their vote.

ARTICLE X

MEETINGS OF MEMBERS

10.1 ANNUAL MEETING. There shall be an annual meeting of members at which the Board of Directors for the forthcoming year shall take office and such other business shall be transacted as may come before the meeting.

10.2 SPECIAL MEETINGS. Special meetings of the members may be called by the Chairman of the Board of Directors.

10.3 TIME, PLACE AND AGENDA. The annual meeting of the members shall be held within 120 days of the first day of each fiscal year. The Chairman of the Board shall designate the time, place and agenda for the annual meeting. The Chairman shall designate the time, place and agenda for all special meetings of the members. When the Chairman calls a special meeting on petition of the Board of Directors, the meeting shall be held within sixty days after receipt of the petition. The agenda and notice of the meeting shall include the matters set forth in the petition. At special meetings, no other business shall be transacted other than that which conforms to the purpose or purposes stated in the notice.

10.4 NOTICE OF MEETING. Written notice of the time, place, and agenda of every meeting of the members shall be mailed by the Secretary to each member at his address shown on the Society's records. The notice shall be mailed not less than twenty nor more than forty days before the annual

meeting and not less than ten nor more than forty days before any special meeting. The agenda of the meeting may be changed by a majority vote of those present at the meeting.

10.5 QUORUM. A quorum shall consist of the Fellow members present at the annual meeting or special meetings as duly called.

10.6 PROXIES. All Fellow members of the Society in good standing shall be entitled to equal voting privileges. All voting shall be personal and no proxies shall be admitted.

10.7 VOTE BY MAIL. The Fellow members present at any meeting may direct that a motion or resolution be submitted through the mail to each Fellow member and that a mail vote thereon be taken in lieu of a vote at a meeting of the Fellow members.

10.8 CHAIRMAN. All meetings of the membership shall be presided over by the Chairman of the Board of Directors or in his absence the Chairman-elect. If the Chairman and Chairman-elect are absent, a quorum shall elect from the Fellow members present a chairman pro tempore to preside over the meeting, who shall have all of the powers and duties with respect to membership meetings and things to be done therein conferred by these Bylaws upon the Chairman. The Secretary of the Society shall act as Secretary of all membership meetings and shall record the minutes thereof. In the absence of the Secretary, a quorum shall elect from the Fellow members present, a Secretary of the meeting.

10.9 RULES OF ORDER. The usual parliamentary practice as provided in Robert's Rules of Order shall prevail at all membership meetings.

ARTICLE XI

FISCAL MATTERS

11.1 FISCAL YEAR. The fiscal year of the Society shall commence on August 1 and end on July 31.

11.2 AUDIT. The books of the Society shall be closed as of July 31 of each year, and shall be audited within six months following the close of the fiscal year.

11.3 BUDGETS. Prior to the close of the fiscal year, the Board of Directors shall recommend a budget for the ensuing fiscal year. At the first meeting following their election, the new Board shall review for adoption the budget for the current fiscal year. The Executive Board may amend the budget from time to time thereafter. No expenditure shall be made in a fiscal year unless it is authorized or ratified by the Executive Board. Such authorization or ratification shall automatically amend the budget to that extent.

ARTICLE XII

DUES AND ASSESSMENTS

12.1 ANNUAL DUES. Annual dues shall be paid to the Society in advance on August 1, and shall be as established by the Board of Directors.

12.2 DUES NEW MEMBERS. New members shall pay dues pro rata for the fiscal year from the first of the calendar month in which they shall be accepted, except for new licensees who are granted automatic membership and are exempt from dues for the first year of membership. On the anniversary of their first free year, they shall be invoiced for the second year pro-rata from the date of admittance.

12.3 NONPAYMENT. Any dues or assessment not paid within thirty days of billing shall be considered delinquent. If any member is delinquent for 3 months in the payment of his dues or assessment, after having been notified in writing of his delinquency, the Secretary shall so report to the next meeting of the Board of Directors and on action of the Board, said member shall be dropped from the roll and the Secretary shall notify him by mail of such action.

12.4 ASSESSMENTS. By a two thirds majority vote of the Board of Directors or in a special membership meeting called for the purpose, assessments may be levied upon the Fellow members for the creation of special funds. All monies collected for such special funds shall be separately accounted for and expended only for the purposes for which the fund was created upon the approval of the chairman of the appropriate committee named in the creation of the fund, the Chairman of the Board of Directors and the Treasurer.

ARTICLE XIII

DISCIPLINARY PROCEEDINGS

13.1 CAUSES FOR DISCIPLINE. A member may be expelled from membership, suspended for not more than two years, or censured if he is found guilty of the acts described in Paragraph 2.7(b) or as hereinafter provided.

13.2 HEARING PROCEDURE.

(a) Whenever a member of the Society, whether or not he or she is a member of the American Institute of Certified Public Accountants, shall be charged with violating these Bylaws or any Code of Professional Ethics promulgated hereunder, the said charge shall be initiated in accordance with the terms of any then subsisting agreement between the Society and the AICPA relating to ethics enforcement. The Board of Directors, after reviewing the appropriate reports developed through the Plan procedures may, by majority vote of the total Executive Board, censure, suspend, or expel any member as may be deemed appropriate.

(b) In the further event that a hearing is required to dispose of such charge or charges, the hearing shall be conducted under the terms of the aforesaid agreement, the then operative rules of the Joint Trial Board Division and the then operative joint ethics enforcement procedures in effect by virtue of the agreement between the Society and the AICPA.

13.3 APPEALS. All committees, boards, and other bodies of the Society are hereby empowered to carry the provisions of Section 14.2(a) and 14.2(b) into effect by acting jointly and in cooperation with the appropriate bodies of the AICPA under the agreements, rules, and procedures in effect between the Society and the AICPA at the time of such action.

ARTICLE XIV

RULES OF PROFESSIONAL CONDUCT

14.1 GENERAL. The reliance of the public and the business community on sound financial reporting and advice on business affairs imposes on the accounting profession an obligation to maintain high standards of technical competence, morality and integrity. To this end, a member of the Nevada Society of Certified Public Accountants shall at all times maintain independence of thought and action, hold the affairs of his clients in strict confidence, strive continuously to improve his professional skills, observe generally accepted auditing standards, promote sound and informative financial reporting, uphold the dignity and honor of the accounting profession, and maintain high standards of personal conduct.

14.2 AICPA RULES. The rules of professional ethics of the Society shall consist of the Code of Professional Ethics of the American Institute of Certified Public Accountants (AICPA) as now constituted and as may be hereafter amended, except that in the case of any conflict between that Code and these Bylaws, the Bylaws of the Society shall prevail.

14.3 VIOLATIONS. Any violations of the AICPA rules adopted and conviction thereof shall be cause for disciplinary proceedings as stated in Article XIV.

ARTICLE XV

INDEMNIFICATION AND INSURANCE

15.1 INDEMNIFICATION. To the fullest extent permitted by law, the Society shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties "Agents" for this purpose shall include directors, officers and employees.

15.2 INSURANCE. The Society shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE XVI

AMENDMENTS

16.1 PROPOSED AMENDMENTS. Every proposal to adopt, amend, or rescind Bylaws shall be in writing and shall set forth the nature of the proposal. Such proposal may be initiated and presented to the Secretary of the Board of Directors by fifteen or more Fellow members in good standing. Following publication of the proposal to the membership not less than 20 days prior to a Board Meeting, proposals to adopt, amend or rescind Bylaws may be approved by a majority vote of the Board of Directors.

16.2 VOTING ON AMENDMENTS. Unless the Executive Board orders a mail ballot, the Secretary shall include in the call for the next Executive Board meeting all properly presented proposals to adopt, amend, or rescind Bylaws. A simple majority affirmative vote of the Executive Board members voting in person is required to adopt, amend, or rescind Bylaws.

16.3 MAIL BALLOTS. When the Executive Board orders a mail ballot, the Secretary shall forthwith submit the proposal to the Fellow members in writing. Ballots shall be valid and counted only if received within the time specified by the Board of Directors which shall not be less than thirty days after date of mailing the ballot form. Approval by mail ballot of any proposal to adopt, amend, or rescind Bylaws shall require the affirmative vote of two thirds of the valid votes cast, and the total number of ballots so cast must equal at least twenty five percent of the total Fellow membership at the date of said mailing.

16.4 VERIFICATION. The Secretary shall verify the results of the mail ballot, and ballots shall be available for inspection by any member in good standing for a period of sixty (60) days. The final adoption or rejection of the proposed amendments shall be noticed to all members of the Society.

16.5 EFFECTIVE DATE. Any amendment, if adopted, shall become effective from the date specified in the proposal, or if no date is specified, from the day the proposal was approved.

ARTICLE XVII

CHAPTERS

17.1 AUTHORITY TO ORGANIZE. The Executive Board may authorize the organization of chapters in various parts of the State of Nevada, define the chapter area, and designate the manner in which the affairs of the chapter shall be conducted.

Application for the formation of a new chapter shall be forwarded to the Chairman of the Society and must be approved or disapproved by the Executive Board within ninety days after receipt thereof by the Chairman. The application for formation of the chapter shall contain the signatures of not less than ten (10) members of the Society residing within the designated geographical area as contained on the application.

17.2 MEMBERSHIP. Members of the Society having their residence or office within a chapter area may be members of such chapter. Members located out of the boundaries of a chapter may select the chapter with which they desire to be affiliated. No member may be a member of more than one chapter.

17.3 BYLAWS. The Bylaws of each chapter shall be self governing, but no chapter may have or adopt Bylaws which are in conflict with the Bylaws of the Society, except from Article XII, paragraph 11.2, AUDIT, and may instead have compiled or reviewed financial statements of the chapter's books.

Chapter bylaws and any amendments thereto or changes therein, shall not be effective unless and until notified by the Executive Board of the Society. Any bylaw of the chapter inconsistent with these Bylaws shall be declared void by the Executive Board of the Society.

17.4 FUNDS. Allocation of funds to the local chapters shall be determined by the Executive Board

17.5 SUSPENSION OR DISSOLUTION. The Executive Board may suspend or dissolve a chapter. In that event, all of the property, funds and records of the chapter shall revert to the Society.

17.6 LIMITATION ON CHAPTER COMMUNICATION. No chapter or chapter committee, except by express written permission of the Society, shall communicate with (a) any federal or state governmental body, bureau, commission, or unit concerning matters affecting the profession in Nevada as a whole, or (b) any national or state professional society, except in matters relating to the dissemination of general information to the public pursuant to plans adopted by such national or state professional society and except in general routine matters.