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1897

# Members and officers: Constitution and by-laws: Certified public accountants act; Constitution and by-laws; Certified public accountants act

National Society of Certified Public Accountants in the United States

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National Society of Certified  
Public Accountants of the  
United States

August 1897

THE  
NATIONAL SOCIETY  
OF  
CERTIFIED PUBLIC ACCOUNTANTS  
IN THE  
UNITED STATES.

J O H N R. L O O M I S, C. P. A.

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MEMBERS AND OFFICERS.  
CONSTITUTION AND BY-LAWS.  
CERTIFIED PUBLIC ACCOUNTANTS ACT.

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AUGUST, 1897.

THE  
NATIONAL SOCIETY  
OF  
Certified Public Accountants  
IN THE UNITED STATES.

---

PRESIDENT.

ARTHUR W. SMITH.

FIRST VICE-PRESIDENT,

ALBERT B. BIERCK.

SECOND VICE-PRESIDENT,

FRANKLIN ALLEN.

SECRETARY,

FREDERICK C. MANVEL.

TREASURER,

LEONARD H. CONANT.

COUNSEL,

THE HON. ALBERT A. WRAY,

64 Wall Street, New York.

BANKERS,

NATIONAL BANK OF COMMERCE,

New York.

OFFICES:

62 Wall Street, New York.

THE F. WILLIAMS PRINTING CO.,  
20 Cedar St., New York.

## BOARD OF GOVERNORS.

---

ALLEN, FRANKLIN  
ANYON, JAMES T.  
ARNOLD, THOMAS E.  
BIERCK, ALBERT B.  
CAESAR, WILLIAM J.  
CONANT, LEONARD H,  
COOK, HENRY R. M.  
COWLES, WALTER C.  
DAVIES, W. SANDERS  
FRANCIS, JOHN W.  
HAMILTON, JAMES A.  
HARDCASTLE, JOSEPH  
HOW, FRANCIS W. ST. G.  
KOEHLER, HON. THEODORE G. C. F.  
KUHNS, MAURICE S.  
LOOMIS, JOHN R.  
MANN, R. DE WITT  
MANVEL, FREDERICK C.  
MOWATT, WILLIAM G.  
PHELPS, CHARLES D.  
ROLLO, DAVID  
SMITH, ARTHUR W.  
STOTT, FRANK I.  
TIPSON, FREDERICK S.  
WALKER, ALFRED P.

**AUDIT COMMITTEE.**

BRAGG, HENRY T.  
 LE JEUNE, CAPEL E.  
 MARTIN, ANDREW B.

---

**MEMBERSHIP COMMITTEE.**

KETCHUM, NELSON V.  
 MERCER, CHARLES J.  
 NILES, HENRY A.  
 SMITH, CHARLES B.  
 STOCKING, CHARLES H.

---

**FINANCE COMMITTEE.**

HARDCASTLE, JOSEPH  
 HOW, FRANCIS W. ST. G.  
 PHELPS, CHARLES D.  
 ROLLO, DAVID  
 STOTT, FRANK I.

---

**LEGISLATION COMMITTEE.**

COOK, HENRY R. M.  
 DAVIES, W. SANDERS  
 HAMILTON, JAMES A.  
 KOEHLER, HON. THEODORE G. C. F.  
 MANN, R. DE WITT  
 MOWATT, WILLIAM G.  
 TIPSON, FREDERICK S.

**MEMBERS.**



**LIBRARY COMMITTEE.**

ALLEN, FRANKLIN  
ANYON, JAMES T.  
ARNOLD, THOMAS E.  
CAESAR, WILLIAM J.  
COWLES, WALTER C.  
LOOMIS, JOHN R.  
WALKER, ALFRED P.

---

**BY-LAWS COMMITTEE.**

BIERCK, ALBERT B.  
CONANT, LEONARD H.  
COOK, HENRY R. M.  
MANVEL, FREDERICK C.  
PHELPS, CHARLES D.

## MEMBERS.

## A

Name	C. P. A. Cert. No.
ABRAHAMS, JOHN W., (Bagot & Abrahams), 62 William St., N. Y.	66
ADAMS, EDWARD, (Deloitte, Dever, Griffiths & Co.) 69 Wall St., N. Y.	67
ALLEN, FRANKLIN, . . . . . 371 Fulton St., Brooklyn, N. Y.	68
ANGELO, WILLIAM, . . . . . 237 Broadway, N. Y.	87
ANYON, JAMES T., (Barrow, Wade, Guthrie & Co.) 27 Pine St., N. Y.	31
ARNOLD, THOMAS E., . . . . . 206 Broadway, N. Y.	32

## B

BAGOT, THOMAS, (Bagot & Abrahams), 62 William Street, N. Y.	45
BEAUJON, ANTON R., . . . . . 140 Nassau St., N. Y.	33
BIERCK, ALBERT B., . . . . . 392 Lafayette Avenue, Brooklyn, N. Y.	69
BRAGG, HENRY T., . . . . . 253 Broadway, N. Y.	109

Name	U. P. A. Cert. No.
BROAKER, FRANK, (Broaker & Chapman), 150 Nassau St., N. Y.	1
BRUMMER, LEON, 7 Pine St., N. Y.	88

## C

CAESAR, WILLIAM J. (Jones, Caesar & Co.), 54 Wall St., N. Y.	89
CAMPBELL, HUDSON, 97 Cedar St., N. Y.	70
CHAPMAN, RICHARD M. (Broaker & Chapman), 150 Nassau St., N. Y.	2
CLARKE, ANDREW A., (Smith, Reckitt, Clarke & Co.), 62 Wall St., N. Y.	15
CLERIHEW, ALEXANDER C., 104 West 61st St., N. Y.	90
CONANT, LEONARD H., 99 Cedar St., N. Y.	3
COOK, HENRY R. M., 7 Pine St., N. Y.	107
COWELL, LEWIS P., 39 West 45th St., N. Y.	58
COWLES, WALTER C., White Building, Buffalo, N. Y.	35
CUTHBERT, ROBERT L., 27 Pine St., N. Y.	16

## D

DAVIDSON, ARNOLD, 49 Exchange Place, N. Y.	17
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Name	C. P. A. Cert. No.
DAVIES, W. SANDERS, . . . . . 45 Broadway, N. Y.	4
DAVIS, HENRY C., . . . . . 44 Pine St., N. Y.	71
DIXON, HIRAM R., . . . . . 61 Broadway, N. Y.	92

## E

EDMONDS, DAVID J., . . . . . (Ward, Edmonds & Bouton), 45 Exchange Pl., N. Y.	93
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## F

FARRINGTON, WESLEY, . . . . . 203 Broadway, N. Y.	73
FRANCIS, JOHN W., . . . . . Penn. Mut. B'lding, Phila., Pa.	74

## H

HAMILTON, JAMES A., . . . . . 6 Austin Building, Buffalo, N. Y.	37
HARDCASTLE, JOSEPH. . . . . 1193 Broadway, N. Y.	104
HOOKE, EDWARD W., . . . . . 150 Nassau St., N. Y.	38
HORLEY, THOMAS R., . . . . . 7 Pine St., N. Y.	106
HOW, FRANCIS W. ST. G., . . . . . 27 William St., N. Y.	94

## II

Name	C. P. A. Cert. No.
HOWARD, THOMAS P., 99 Nassau St., N. Y.	75
HUTCHISON, RICHARD W., (Yalden, Walker & Co.) 32 Nassau St., N. Y.	48

## J

JASPER, WILLIAM H., (Frank I. Stott), 68 Broad St., N. Y.	105
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## K

KAVANAGH, JOHN B., 280 Broadway, N. Y.	96
KETCHUM, NELSON V., 241 Broadway, N. Y.	110
KERR, JAMES C., 257 Broadway, N. Y.	50
KOEHLER, HON. THEODORE G. C. F., 1215 Broadway, N. Y.	76
KUHNS, MAURICE S., 346 Wabash Ave., Chicago.	97

## L

LAFRENTZ, FERDINAND W., 100 Broadway, N. Y.	20
LAMB, FERGUS, 253 Broadway, N. Y.	21
LE JEUNE, CAPEL E., 31 Pine St., N. Y.	39

Name	C. P. A. cert. No.
LEVER, SAMUEL, (Barrow, Wade, Guthrie & Co.) 27 Pine St., N. Y.	40
LEWIS, RICHARD, 115 Broadway, N. Y.	111
LOOMIS, JOHN R., 40 Wall St., N. Y.	51

## M

MANN, R. DE WITT, 328 Kirk Building, Syracuse, N. Y.	77
MANVEL, FREDERICK C., 65 Nassau St., N. Y.	8
MARTIN, ANDREW B., (A. B. & C. A. Martin), 75 Times Building, N. Y.	24
MARTIN, CLARENCE A., (A. B. & C. A. Martin), 75 Times Building, N. Y.	25
MERCER, CHARLES J., 52 Wall St., N. Y.	9
MOWATT, WILLIAM G., 702 D. S. Morgan Building, Buffalo, N. Y.	64
McGIBBON, BROWNELL, (Lewis & McGibbon), 44-46 Pearl St., N. Y.	7

## N

NIELD, CHARLES F., 45 Broadway, N. Y.	79
NILES, CHARLES E., 50 Broadway, N. Y.	99
NILES, HENRY A., 50 Broadway, N. Y.	59

## P

Name	C. P. A. Cert. No.
PATTERSON, ANDREW S. (Patterson & Corwin) 30 Broad St., N. Y.	41
PHELPS, CHARLES D., 143 Liberty St., N. Y.	43
PLADWELL, JOHN E., 31 North Pearl St., Albany, N. Y.	80

## R

RECKITT, CHARLES C., (Smith, Reckitt, Clarke & Co.) 62 Wall St., N. Y.	108
RECKITT, ERNEST, (Smith, Reckitt, Clarke & Co.) 62 Wall St., N. Y.	61
ROBERTS, E. CULLEN, 56-58 Pine St. N. Y.	26
ROLLO, DAVID, 62 Wall St., N. Y.	27
ROSE, ALFRED, 150 Nassau St., N. Y.	60

## S

SALWAY, W. S., (W. S. Salway & Co.), 97 Cedar St., N. Y.	101
SARGENT, SIDNEY E., 380 Broadway, N. Y.	28

Name	C. P. A. Cert. No.
SELF, EDWARD. . . . .	52
Bennett Building, N. Y.	
SHAIBLE, WILLIAM G., . . . . .	62
Comptroller's Office, Albany, N. Y.	
SHERIDAN, FRANK J., . . . . .	81
45-49 Cedar St. N. Y.	
SMITH, ARTHUR W., . . . . .	44
(Smith, Reckitt, Clarke & Co.) 62 Wall St., N. Y.	
SMITH, CHARLES B., . . . . .	53
45 Broadway, N. Y.	
STEVENS, RICHARD F., . . . . .	29
Prudential Building, Newark, N. J.	
STOCKING, CHARLES H., . . . . .	102
27 Thames St., N. Y.	
STOTT, FRANK I., . . . . .	12
68 Broad St., N. Y.	
STRICKLAND, SYLVESTER E., . . . . .	82
45 Pine St., N. Y.	
SULLIVAN, THOMAS J. . . . .	83
280 Broadway, N. Y.	

## T

TIPSON, FREDERICK S. . . . .	84
441 Pearl St., N. Y.	

## W

WALKER, ALFRED P. (Yalden, Walker & Co.), . . . . .	14
32 Nassau St., N. Y.	
WHITEHEAD, JOHN W., . . . . .	103
World Building, N. Y.	



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION  
OF THE  
NATIONAL SOCIETY  
OF  
Certified Public Accountants  
IN THE UNITED STATES:

STATE OF NEW YORK, }  
CITY AND COUNTY OF NEW YORK } ss.

We, the undersigned, all being of full age, and at least two-thirds being citizens of the United States of America, and at least one being a resident of the State of New York, desiring to form a corporation pursuant to the provisions of the Membership Corporations Law of the State of New York, do hereby certify :

FIRST—That the particular objects for which the corporation is to be formed are : The elevation of the profession of Accountancy ; the establishment in one body of the Certified Public Accountants practicing in the United States ; the imparting of professional accountancy knowledge by lectures and meetings ; creating and disseminating technical literature, and the formation of an Accountant's library, and to establish and maintain and cause to be respected the degree letters, " C.P.A.," and to secure legal, mutual recognition of these honored letters by and between the States of the United States of America.

SECOND—That the name of the proposed corporation is 'the "NATIONAL SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS IN THE UNITED STATES."

THIRD—That the territory in which its operations are to be principally conducted is the State of New York and the other States and territories of the United States of America.

FOURTH—That the city in which its principal office is to be located is the City of New York, in the County of New York, and State of New York.

FIFTH—That the number of Directors of the said proposed corporation is twenty-five (25).

SIXTH—That the names and places of residence of the persons to be directors until its first annual meeting, at least two of whom are residents of the State of New York, are :

NAME	PLACE OF RESIDENCE.
Allen, Franklin,	Brooklyn, New York
Anyon, James T.,	New York, "
Arnold, Thomas E.,	New York, "
Bierck, Albert B.,	Brooklyn, "
Caesar, William J.,	New York, "
Conant, Leonard H.,	Brooklyn, "
Cook, Henry R. M.,	Brooklyn, "
Cowles, Walter C.,	Buffalo, "
Davies, W. Sanders,	New York, "
Francis, John W.,	Philadelphia, Pa.,
Hamilton, James A.,	Buffalo, New York
Hardcastle, Joseph,	New York, New York
How, Francis W. St. G.,	New York, "

NAME.	PLACE OF RESIDENCE.
Koehler, Theodore G. C. F.,	Long Island City.
Kuhns, Maurice S., . . . .	Chicago, Illinois
Loomis, John R., . . . .	New York, New York
Mann, R. DeWitt, . . . .	Syracuse, “
Manvel, Frederick C., . . . .	New York, “
Mowatt, William G., . . . .	Buffalo, “
Phelps, Charles D., . . . .	New York, “
Rollo, David, . . . .	“ “
Smith, Arthur W., . . . .	“ “
Stott, Frank I., . . . .	“ “
Tipson, Frederick S., . . . .	“ “
Walker, Alfred P., . . . .	Brooklyn, “

SEVENTH—That the times for holding the annual meetings are the last Tuesday in December in each year.

*IN WITNESS WHEREOF*, We have hereunto set our hands this 17th day of August, 1897.

ARTHUR W. SMITH,  
 ANDREW A. CLARKE,  
 FRANK I. STOTT,  
 JOSEPH HARDCASTLE,  
 RICHARD M. CHAPMAN,  
 ALBERT B. BIERCK,  
 HENRY R. M. COOK,  
 FRANCIS W. ST. G. HOW,  
 CHARLES D. PHELPS,  
 ALFRED P. WALKER.

STATE OF NEW YORK, }  
 CITY AND COUNTY OF NEW YORK } ss.

On this 17th day of August, 1897, before me personally came Arthur W. Smith, Andrew A. Clarke, Frank I,

Stott, Joseph Hardcastle, Richard M. Chapman, Albert B. Bierck, Henry R. M. Cook, Francis W. St. G. How, C. D. Phelps and A. P. Walker, known to me, and to me known to be the persons who executed the foregoing certificate of incorporation, and they duly severally acknowledged to me that they executed the same.

WILLARD U. TAYLOR,  
Notary Public,

[Seal]

New York Co. (64).

STATE OF NEW YORK,                    }  
CITY AND COUNTY OF NEW YORK } ss.

I, Henry R. Beekman, Justice of the Supreme Court of the State of New York, do hereby approve the annexed Certificate of Incorporation of the "NATIONAL SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS IN THE UNITED STATES."

Dated August 17, 1897.

HENRY R. BEEKMAN,

Justice Supreme Court,

First Judicial District.

CONSTITUTION.

# CONSTITUTION.

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## ARTICLE I.

### NAME.

SECTION 1. The name of the Society shall be the "NATIONAL SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS IN THE UNITED STATES."

### OBJECTS.

SEC. 2. The objects of this Society are: The elevation of the profession of Accountancy; the establishment in one body of the Certified Public Accountants practicing in the United States, and those who may hereafter be legally admitted to the profession, and who shall have been legally registered by any State of the United States as possessing the necessary qualifications of citizenship and professional accountancy attainments; the cultivation of friendly intercourse by giving moral and material aid to its members; the imparting of professional accountancy knowledge by lectures and meetings; creating and disseminating technical literature; and the formation of an Accountants' Library, thereby aiding, by proper suggestions, the adoption of standard forms and practice; and, further, to establish, maintain and cause to be respected the degree letters, C. P. A., and to secure legal mutual recognition of these honored letters by and between the States of the United States of America.

## ARTICLE II.

## MEMBERSHIP.

The members of this Society shall consist of :

SECTION 1. The incorporators and such other persons as co-operated with them in the organization of the "National Society of Certified Public Accountants in the United States," provided they be Certified Public Accountants registered by the State of New York, and shall subscribe to the Constitution and By-Laws of said Society.

SEC. 2. All persons who may receive a certificate of accountancy qualifications, conferring the right to the use of the distinguishing degree letters, C. P. A., or J. C. P. A., from the Regents of any University, Court of Record or Board of Examiners named, appointed or authorized by Legislative Act to issue same.

SEC. 3. All persons who may receive a C. P. A. certificate (subject to the provisions stated in this Article, Section 2) shall be known as Senior Members.

SEC. 4. All persons who may receive a J. C. P. A. certificate (subject to the provisions stated in this Article, Section 2) shall be known as Junior Members.

## ARTICLE III.

## OFFICERS.

SECTION 1. The officers of this Society shall be a President, First and Second Vice-Presidents, Secretary and Treasurer, all of whom shall first be elected as members of the Board of Governors.



## BOARD OF GOVERNORS.

SEC. 2. There shall be twenty-five Directors, who shall be Senior members of the Society, (including the officers mentioned in Section 1 of this Article), and who shall be known as a Board of Governors, and the members elected shall hold office until their successors are elected.

SEC. 3. The membership of the Board of Governors shall be increased by the election of one additional member as representing every ten members of the Society in excess of one hundred members, and the members holding certificates from other States of the United States shall also in addition to the before stated membership of the Board of Governors be entitled to elect one member from their respective States as representing every ten persons who may become members of the Society.

SEC. 4. The term of office of the officers or of a member of the Board of Governors shall be for one year (subject to the provisions stated in Section 2 of this Article), whether filled by one person or by a person elected as his successor.

## ARTICLE IV.

## ELECTION AND TERMS OF OFFICERS.

SECTION 1. The annual meeting of the Society shall be the regular meeting in December of each year, and all officers, members of the Board of Governors and members of elective Committees shall then be elected, and shall enter upon the duties of their respective offices January 1, following.

SEC. 2. The President, Vice-Presidents, Secretary and Treasurer shall hold their respective offices for one year

from the time they enter upon their offices, or until their successors shall have been elected.

SEC. 3. The members of the Board of Governors shall hold office for one year from the time they enter upon their offices, or until their successors shall have been elected.

SEC. 4. The Committees elected by the Society or appointed by the Board of Governors, shall serve for one year from the time of their election or appointment, or until new committees shall have been elected or appointed.

## ARTICLE V.

### COMMITTEES.

#### FINANCE COMMITTEE.

SECTION 1. The Board of Governors shall appoint five of its members to serve as a Finance Committee.

#### LEGISLATION COMMITTEE.

SEC. 2. The Board of Governors shall appoint seven of its members to serve as a Legislation Committee.

#### LIBRARY COMMITTEE.

SEC. 3. The Board of Governors shall appoint seven of its members to serve as a Library Committee.

#### BY-LAWS COMMITTEE.

SEC. 4. The Board of Governors shall appoint five of its members to serve as a By-Laws Committee.

#### MEMBERSHIP COMMITTEE.

SEC. 5. The Society shall elect five of its members to serve as a Membership Committee.

## AUDIT COMMITTEE.

SEC. 6. The Society shall elect three of its members to serve as an Audit Committee.

SEC. 7. No member of the Board of Governors shall be eligible to serve on either the Membership or Audit Committees.

## ARTICLE VI.

## SEAL.

SECTION 1. The Corporate Seal of this Society shall be circular in form, consisting of two concentric rings, between the rings the words, "NATIONAL SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS IN THE UNITED STATES, 1897," and in the centre displayed an eagle, upon its breast a shield, within its talons a bunch of arrows and an olive branch, beneath a riband, containing the motto, "Custos Fidelitatis,"

## ARTICLE VII.

## CERTIFICATE OF MEMBERSHIP.

SECTION 1. The Society shall issue to each of its members a Certificate in the following language :

" This is to certify that		C. P. A.,
No.	State of	is a
. . . . . MEMBER		
OF		

the " National Society of Certified Public Accountants in the United States," and is known to the Society to possess the requisite experience and skill, to be at the present time engaged in active and reputable practice, and to

have legally qualified as to moral character and professional attainments, to practice as a Certified Public Accountant.

“ This Certificate is conditioned upon continuous membership and good standing in the Society, and is to be returned to the Society in the event of permanent discontinuance of practice within twenty years of the dating hereof, or upon the expulsion or voluntary resignation of the member to whom it is issued.

“ In ratification and confirmation of which conditions the said member has hereunto subscribed his name.

-----  
 “ Given under the Corporate Seal and attested by the Officers and twenty members of the Board of Governors of the National Society of Certified Public Accountants in the United States, this                      day of                      ”

### ARTICLE VIII.

#### MEMBER'S INTEREST IN SOCIETY PROPERTY.

SECTION I. Upon the death, resignation or expulsion of a member, his interest in the property and assets of this Society shall immediately cease.

### ARTICLE IX.

#### DISCIPLINE.

SECTION I. Any member may prefer charges in writing against any other member or any officer of the Society for a violation of the Constitution or By-Laws, or for conduct unbecoming a gentleman, or for unprofessional acts which shall tend to bring scandal upon the Society as set forth in this Constitution.

SEC. 2. Such charges shall be made, in the first instance, to the Board of Governors, who shall cause the same to be investigated, giving proper notice to the accused and reasonable opportunity to him of a fair and just hearing.

SEC. 3. Any member found guilty of a violation of the Constitution or By-Laws, of conduct unbecoming a gentleman or of unprofessional acts which shall tend to bring scandal upon the Society, shall be suspended for a period not exceeding two years, or expelled from the Society.

SEC. 4. No member shall be expelled upon charges unless found guilty by a vote of at least two-thirds of all the members of the Board of Governors, and the concurring vote of a majority of the members of the Society present in regular meeting.

## ARTICLE X.

### IN MEMORIAM.

SECTION I. The names of all deceased members who are in good standing at the time of their demise, shall be forever continued upon the roll of the Society; and such decease shall be noted, against the member's name, by an asterisk, with date of demise, upon all lists of membership. At each annual meeting of the Society the names of deceased members shall be included in the Roll Call.

## ARTICLE XI.

### BY-LAWS.

SECTION I. The Society may adopt By-Laws in addition to this Constitution, for the ordering of its affairs,

and may provide therein (subject to this Constitution) for all matters not covered hereby.

## ARTICLE XII.

### AMENDMENTS.

SECTION I. All amendments proposed to this Constitution shall be submitted in writing at a regular meeting of the Society, and shall thereupon be referred to the Board of Governors without debate. The Board of Governors shall report on such amendments at the next regular meeting of the Society after the same have been offered, and such amendments may then be debated, and at the following regular meeting of the Society the amendments shall be voted upon. The concurrence of at least two-thirds of the members present in person or by proxy, and voting shall be necessary to the adoption of an amendment to the Constitution.

BY-LAWS.

# BY-LAWS.

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## ARTICLE I.

### DUTIES OF OFFICERS.

#### PRESIDENT.

SECTION 1. The President shall preside at all meetings of the Society and Board of Governors, and shall be a member *ex-officio* of all committees; and shall appoint all committees except those chosen by ballot, and enforce the observance of the Constitution and By-Laws. He shall call all regular and special meetings, whenever he shall deem it necessary, or upon the written request of fifteen members of the Society.

#### VICE-PRESIDENTS.

SEC. 2. In the absence or disability of the President, the First Vice-President, or in his absence the Second Vice-President shall perform the duties of the President.

#### CHAIRMAN PRO-TEMPORE.

SEC. 3. In the absence of the President and Vice-Presidents, a temporary presiding officer shall be chosen by the members of the Society.

#### SECRETARY.

SEC. 4. The Secretary shall have charge of the Seal of the Society, conduct all correspondence of the Society,



he shall keep a record of its proceedings, and a book wherein he shall record the name, residence, place of business, number and date of original C. P. A. Certificate, with name of State by which it is issued, and date of admission of each member. He shall also keep proper books of account, notify all members of their entrance fees, dues, charges, or arrears, and countersign all checks drawn by the Treasurer.

He shall give written notice of their election to all new members, and shall send by mail to every member a notice of each regular and special meeting. He shall cause to be published such advertisements as are required by law, and shall perform such other duties pertaining to his office as the Society shall direct.

#### TREASURER.

SEC. 5. The Treasurer shall have charge of the funds of the Society. He shall collect all moneys due and shall deposit the same in the name of the Society in a bank to be designated by the Board of Governors. All payments shall be made by check (so far as may be done with reasonable convenience), which shall be signed by him as Treasurer and be countersigned by the Secretary.

He shall keep a correct account of all moneys received and disbursed with proper vouchers therefor, and he shall present a statement thereof at each regular meeting of the Board of Governors, and an entry thereof shall be made upon the minutes. A general financial statement for the year shall be prepared by him and be submitted at the annual meeting of the Society, after first having been submitted to and approved by the Audit Committee.

## ARTICLE II.

## DUTIES OF COMMITTEES.

## BOARD OF GOVERNORS.

SECTION I. (a) The Board of Governors shall organize within five days subsequent to the first of January in each year, or upon call of the President, and shall have general charge of the affairs, funds and property of the Society; it shall have power to control the expenses and charges, to receive and redress complaints submitted by any member or committee of the Society; to make rules (subject to the Constitution and By-Laws) for its own government; to hear and investigate in the first instance charges made against any officer or member; to enforce the provisions of these By-Laws touching the payment of dues and charges, by suspending members in arrears and dropping their names from the roll for non-payment of dues and charges; but no member expelled by the Society on charges made against him shall be re-instated or admitted again to membership by the Board of Governors.

The Board of Governors shall appoint from its own members such committees as are provided for in the Constitution, and may also appoint other special or sub-committees for the better management of its affairs. It shall have a general oversight of all standing committees, whether elected or appointed, except the Audit Committee.

(b) The Board shall meet on the last business Tuesday in every month, but may, however, vote at any regular meeting to omit the meetings in July and August, or either. Nine members shall constitute a quorum.

(c) The Board shall submit to the Society at each regular meeting a brief written statement of the receipts

and disbursements of the period preceding and of all bills then contracted and unpaid.

(d) Any member who shall be absent from the meeting of the Board for three consecutive meetings without good and sufficient excuse, endorsed by the President, thereby vacates his office, and a successor shall be elected for the unexpired term of the office so vacated.

(e) No debt shall be contracted by any committee, officer or member without the approval of the Board, unless such debt shall have been authorized or shall be ratified by the Society in meeting assembled.

#### FINANCE COMMITTEE.

SEC. 2. All bills reported to the Board of Governors shall be referred to and audited by the Finance Committee before payment is made by the Treasurer.

#### LEGISLATION COMMITTEE.

SEC. 3. All matters of legislation shall be submitted to the Legislation Committee, who shall report thereon with proper recommendations to the Board of Governors. The committee shall (subject to resolution of the Board of Governors) in the name of the Society appear against any proposed "act" which may tend to militate against the profession of accountancy, as well as to formulate and introduce legislation in any State of the United States for the advancement of the Accountancy Profession.

#### LIBRARY COMMITTEE.

SEC. 4. This committee shall have power to accept any works which they may consider as suitable for an Accountant's Library, and shall also have power to purchase (within limits of amount voted by Board of Governors) such books as they may consider expedient.

They shall also have power to form a Circulating Library, with such rules and regulations as may be approved by the Board of Governors, and with like approval may rent such rooms as they may deem expedient and suitable for the majority of the members.

#### BY-LAWS COMMITTEE.

SEC. 5. All amendments to the Constitution and By-Laws shall be submitted to the By-Laws Committee by the Board of Governors, and this committee shall carefully inquire into the advantages and disadvantages of the same and make a report thereon in writing to the Board of Governors.

#### MEMBERSHIP COMMITTEE.

SEC. 6. The Membership Committee shall receive and investigate all applications for membership in the Society, and shall report thereon to the Board of Governors at a regular meeting. The committee may meet as often as its members deem necessary. All its proceedings and all communications made to it shall be confidential, and no member of this committee shall be questioned as to his action thereon.

#### AUDIT COMMITTEE.

SEC. 7. The Audit Committee shall audit all financial reports, accounts, and books of the Society, and report thereon to the Society. It shall have the power to inspect and examine for purposes of investigation, all records, books, accounts and communications kept by the officers or any or all committees of the Society.

## ARTICLE III.

## ELECTION OF MEMBERS.

SEC. 1. All applications for membership shall be in writing upon such form as shall be prescribed by the Board of Governors, and contain the name, business address, residence and signature of the applicant, with number and date of original C. P. A. Certificate, and name of the State by which it is issued, and be approved by two members of the Society.

SEC. 2. Each application for membership shall be delivered to the Secretary, and by him be referred to the Membership Committee, who shall report thereon to the Board of Governors at its next regular meeting.

SEC. 3. Two-thirds majority of the Board of Governors present and voting shall be necessary to elect an applicant.

SEC. 4. No person elected to membership shall be entitled to the privileges of the Society until he shall have subscribed to the Constitution and By-Laws and paid the initiation fee and dues to 31st December of the year in which application is made, and unless these conditions have been fully complied with within thirty days after notice of his election has been sent to the address given in his application, he shall be deemed to have declined to become a member, but the Board of Governors for cause shown, and upon the applicant complying with these requirements may restore the name of any person so failing to qualify.

SEC. 5. No person whose application for membership has been rejected shall be proposed again within six months from the time of such rejection.

## ARTICLE IV.

## RESIGNATION FROM MEMBERSHIP.

SECTION 1. Resignation from membership shall be in writing, addressed to the Secretary, and by him laid before the Board of Governors. If all indebtedness to the Society has been paid, and no charges are pending against the member (pursuant to Article IX of the Constitution) the Board shall accept the resignation.

## ARTICLE V.

## INITIATION FEES AND DUES.

SECTION 1. The initiation fee after January 1st, 1898, shall be \$10 for Senior Members and \$5 for Junior Members.

SEC. 2. The annual dues of Senior Members after January 1, 1898, shall be \$5, and of Junior Members \$5, payable in advance, which shall be pro-rated from the date of the admission of a member until the end of the year. If the same are not paid within thirty days after the notice is sent, the Board of Governors may, in its discretion, suspend the delinquent, and if the arrears are not paid within thirty days from the date of suspension, the Board may in its discretion order the name of the delinquent to be dropped from the roll, and he shall thereupon cease to be a member.

SEC. 3. No member under suspension shall be entitled to vote at any meeting of the Society.

## ARTICLE VI.

## MEETINGS.

SECTION 1. Regular meetings of the Society shall be held on the last business Tuesday in March, June, September, and December of each year.

SEC. 2. Special meetings may be called by the President, or in his absence by the First or Second Vice-President, upon the written request of fifteen members. Notice of such special meeting, stating the object thereof, shall be given by the Secretary through the mail to each member of the Society, at least three (3) days before such meeting.

SEC. 3. Twenty members of the Society present in person or by proxy shall constitute a quorum for the transaction of business.

## ARTICLE VII.

## NOTICES.

SECTION 1. All notices to members shall be given to them by mail and sent to the addresses stated in their application for membership, unless notice has been served upon the Secretary of a change of address.

## ARTICLE VIII.

## PROXY.

## MEMBERS RIGHT TO VOTE BY PROXY.

SECTION 1. A member who may be unavoidably absent from any meeting of the Society shall be entitled to be represented by proxy, which proxy shall authorize the

Secretary to vote in the member's name, aye or nay upon any question, motion or resolution to be voted upon by the Society.

## ARTICLE IX.

### ORDER OF BUSINESS.

SECTION 1. The order of Business at regular meetings of the Society shall be as follows :

1. Roll call.
2. Reading and confirmation of minutes.
3. Communications and motions relative thereto.
  - (a) Board of Governors.
  - (b) General.
4. Reports of officers.
5. Reports of committees and motions relative thereto.
  - (a) Board of Governors.
  - (b) Membership Committee.
  - (c) Legislation Committee.
  - (d) Library Committee.
  - (e) Audit Committee.
  - (f) Special Committees.
6. Unfinished business.
7. Election of officers and committees.
8. New business.
9. Adjournment.

SEC. 2. The order of business at regular meetings of the Board of Governors shall be as follows :

1. Roll call.
2. Reading and confirmation of minutes.
3. Communications and motions relative thereto.
4. Reports of committees and motions relative thereto.



- (a) Membership Committee.
  - (b) Finance Committee.
  - (c) Legislation Committee.
  - (d) Library Committee.
  - (e) By-Laws Committee.
  - (f) Special Committees.
5. Unfinished business.
  6. Election of members.
  7. Treasurer's report of receipts and payments.
  8. Payment of bills.
  9. New business.
  10. Adjournment.

SEC. 3. The regular order of business may be varied or suspended by the vote of a majority of the members present.

SEC. 4. The rules of procedure shall be those contained in Cushings' Manual.

## ARTICLE X.

### AMENDMENTS.

SECTION 1. These By-Laws may be altered or amended by a two-third's vote of the members present in person or by proxy and voting at any regular meeting provided written notice of the amendment proposed has been given at a regular meeting preceding that at which the vote is taken, and that a copy of the proposed amendments has been embodied in the notice of the said meeting issued by the Secretary.

NOTES ON THE LAW,

## Certified Public Accountants.

*Laws of New York, 1896, ch. 312.*

### AN ACT TO REGULATE THE PROFESSION OF PUBLIC ACCOUNTANTS.

§ 1. Any citizen of the United States, or person who has duly declared his intention of becoming such citizen, residing or having a place for the regular transaction of business in the State, being over the age of 21 years and of good moral character, and who shall have received from the Regents of the University a certificate of his qualifications to practice as a public expert accountant as hereinafter provided, shall be styled and known as a certified public accountant; and no other person shall assume such title, or use the abbreviation C. P. A. or any other words, letters or figures, to indicate that the person using the same is such certified public accountant.

§ 2. The regents of the University shall make rules for the examination of persons applying for certificates under this act, and may appoint a board of three examiners for the purpose, which board shall, after the year 1897, be composed of Certified Public Accountants. The Regents shall charge for examination and certificate such fee as may be necessary to meet the actual expenses of such examinations, and they shall report, annually, their receipts and expenses under the provisions of this act to the State Comptroller, and pay the balance of receipts over expenditures to the State Treasurer. The Regents may

revoke any such certificate for sufficient cause after written notice to the holder thereof and a hearing thereon.

§ 3. The Regents may, in their discretion, waive the examination of any person possessing the qualifications mentioned in Section 1 who shall have been, for more than one year before the passage of this act, practicing in the State on his own account, as a Public Accountant, and who shall apply in writing for such certificate within one year after the passage of this act.

§ 4. Any violation of this act shall be a misdemeanor.

§ 5. This act shall take effect immediately.

#### NOTES ON THE LAW.

1. The use of the abbreviation C. P. A. or any other words, letters or figures to indicate that the person using the same is a Certified Public Accountant is prohibited except to those holding Regents' certificates.

2. The three Examiners are to be appointed to serve for one, two and three years respectively. After 1897 the Board is to be composed of Certified Public Accountants.

3. Certificates will be revoked for cause.

4. Examinations may be waived on unanimous recommendation of the Examiners in the case of candidates well known to them as meeting the professional requirements and as having been in reputable practice as Public Accountants since January 1, 1890, the same fee to be paid as for examination.

5. The full C. P. A. Certificate is to be granted only to those at least 25 years of age who have had five years' satisfactory experience in the study or practice of accounting.

6. Candidates having the required preliminary educa-

tion and passing the required examinations, but lacking the age or the five years' experience required for the full C. P. A. Certificate may be certified as Junior Accountants under the same conditions as to residence and character.

7. Two examinations, in June and in December, are to be held annually. There are to be four sessions of three hours each as follows: 1. Theory of accounts. 2. Practical accounting. 3. Auditing. 4. Commercial law.

8. Candidates must complete all four subjects at a single examination as required in medicine.

9. Candidates for either the C. P. A. or the Junior Accountant Certificate must be more than 21 years of age and of good moral character. They must pay a fee of \$25, and must have the Regents' academic diploma or its equivalent as prescribed for other professional examinations.

10. The Regents will accept as fully equivalent to the academic diploma any one of the following:

*a.* A certificate of having successfully completed at least one full year's course of study in the collegiate department of any college or university, registered by the regents as maintaining a satisfactory standard.

*b.* A certificate of having passed in a registered institution examinations equivalent to the full collegiate course of the freshman year or to a completed academic course

Three full academic years of satisfactory work may be accepted as a high school course till August 1, 1896, when four full academic years will be required.

*c.* Regent's passcards for any 48 academic counts or any regent's diploma.

*d.* A certificate of graduation from any registered gymnasium in Germany, Austria or Russia.

*e.* A certificate of the successful completion of a course of five years in a registered Italian *gimnasio* and three years in a *liceo*.

*f.* The bachelor's degree in arts or science, or substantial equivalents from any registered institution in France or Spain.

*g.* Any credential from a registered institution or from the government in any state or country which represents the completion of a course of study equivalent to graduation from a registered New York high school or academy or from a registered Prussian gymnasium.

The first examination under this law is to be held in New York City and in Buffalo Tuesday and Wednesday, December 15 and 16, 1896; the second in New York City, Albany, Syracuse and Buffalo, Tuesday and Wednesday, June 15 and 16, 1897. Application should be made at least 10 days in advance to Examination Department, University of the State of New York, Albany, N. Y.