

## **Responsibilities of an FICPA Board of Directors Member**

As a member of the FICPA Board of Directors (BOD), I will

1. Commit to the FICPA mission statement, vision, core values and business plan; become familiar with the leadership board manual and Web resources.
2. Understand that my service on the Board of Directors (BOD) requires both a monetary and substantial time commitment.
  - a. As an BOD member, I can expect to commit in excess of 100 hours per year. I recognize that I also need the commitment of my Partner(s), Firm or sponsoring Organization.
  - b. Prepare, attend and participate in all meetings.
    - Attendance is expected at all BOD meetings. However, leadership recognizes there are times that attendance may not be possible. I will communicate my absence with the Chair and President/CEO. BOD members are allowed two unexcused absences per fiscal year. Unexcused absences in excess of two meetings are cause for removal from the BOD.
  - c. Lead by example, demonstrating financial commitment with an annual contribution to the:
    - CPA/PAC of \$250 (pacesetter level) or more (unless prohibited by employment)
    - FICPA Educational Foundation Life Member (\$100 year for 5 years) or higher.
  - d. Serve as a mentor to at least one member of the FICPA Council.
3. Implement policies promulgated by the FICPA Council and establish guidelines for the operation of the corporation consistent with said policies.
4. Receive the recommended annual budget of the corporation prepared by the Finance and Office Advisory Subcommittee (of the Board of Directors), and after review and appropriate modifications, submit a proposed final budget to the FICPA Council for action.
  - a. Control expenditures in accordance with the approved budget. The Board of Directors may authorize additional expenditures in total not to exceed five percent (5%) of budgeted revenues from all sources. Once the five percent (5%) threshold has been met, any additional expenditure must be approved in advance by the FICPA Council.
5. Oversee the President/CEO as the chief executive officer of the Institute.
6. Oversee and coordinate the activities of all committees and task forces of the Institute, Regional Representatives and chapters. The Board of Directors shall receive all committee and task force reports and make recommendations to the FICPA Council for appropriate action.

- a. Committee Days (CD): while the BOD convenes on both days scheduled for CD Days, we also ask that all BOD members sit in during a portion of the committee meetings (which he/she oversees) scheduled to meet at CD. Staff will provide a committee schedule prior to CD.
7. Represent the Florida Institute in its relations with the American Institute of Certified Public Accountants or other state societies, other professional bodies, Federal and State governmental authorities and the public.
8. Recommend changes to the Articles of Incorporation, Bylaws and policies of the Florida Institute of Certified Public Accountants.
9. Attend at least one Florida Board of Accountancy meetings as representatives of the Institute.
10. Vote all shares of stock of CPA/Service Corporation and subsidiary.
11. Actively recruit and help identify and develop others:
  - a. Identify and recruit future FICPA leaders; recognizing the need for members in industry, government and education
  - b. Sign up one or more new FICPA members annually
12. Remember to enjoy my Committee service.

I attest that I have read the duties and responsibilities of a Board of Directors Member and agree to comply during my term of office.

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Name (please print):

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Signature:

## **STATEMENT OF POLICY:**

### **Duties and Responsibilities of the Board of Directors**

**Approved 07-08-2015**

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#### **Purpose**

*To document in policy the other duties and responsibilities of the Board of Directors not specifically addressed in the Articles of Incorporation and/or Bylaws of the Corporation.*

#### **Statement of Policy:**

The Board of Directors oversees the affairs and management of the Florida Institute of Certified Public Accountants, Inc. (FICPA) and has general charge of the property and affairs of the FICPA, the power to direct and control the expenditure of funds within approved budget by Council, to formulate and present plans for the advancement of the Institute and other responsibilities as assigned.

#### **Section 1. Other Duties and Responsibilities of the Board of Directors:**

- a. Establish guidelines for the operation of the corporation within policy.
- b. Between meetings of the Council, the activities of the Institute shall be directed by the Board of Directors.
- c. The Board of Directors shall act as the Executive Board of Council between meetings of Council, shall control and manage the business, and activities of the Institute, and shall take whatever action it deems desirable including the establishment of policies for the conduct of the affairs of the Institute consistent with the provisions of the bylaws, resolutions of the membership, or actions of the Council.

#### **Section 2. Reports to Council:**

- a. The actions of the Board of Directors shall be reported to the Council at least semiannually.

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**Section 3.** The Board of Directors shall establish certain policies of this corporation:

- b. Human Resources Policies and Procedures
- c. Accounting Policies and Procedures
- d. Policy on Disciplinary Suspension and Termination of Membership
- e. Policy on Membership Application and Acceptance
- f. Policy on Termination of Membership
- g. State Legislative Policies

#### **Approval:**

*Approved:*  
*Approved:*

*July 8, 2015*  
*July 8, 2015*

*Executive Committee*  
*Board of Governors*