

# SOUTHERN ARIZONA CHAPTER OF ENROLLED AGENTS

## BYLAWS

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### Article I

#### Name, Principal Office, Purposes, Restrictions

**1.01 Name.** The name of this organization is the **Southern Arizona Chapter of Enrolled Agents (SACEA)**.

**1.02 Authority.** The Chapter was chartered by the Arizona Society of Enrolled Agents (Society), a non profit Arizona corporation, in November, 1987, and has been authorized to operate under its own Bylaws in conformity with the bylaws of the National Association of Enrolled Agents (Association) and the Society.

**1.03 Geographic Area of the Chapter.** The geographic area of the Chapter is designated as the southern portion of Arizona starting at about Casa Grande, Arizona, not including Yuma, Arizona and environs.

**1.04 Principal Office.** The principal office of the Chapter is located in Tucson, Arizona. The Board of Directors (Board) may change the location of the principal office.

**1.05 Purposes.** The purposes of the Chapter shall include but not be limited: To promote, preserve and protect the interests of southern Arizona Enrolled Agents; to cultivate a spirit of professional cooperation among SACEA Members and all Enrolled Agents; to promote a professional level of competence, character, and integrity among the Members.

**1.06 Restrictions.** All policies and activities of the Chapter shall be consistent with applicable federal, state and local trade regulations, laws, and antitrust or other legal requirements, applicable tax exemption requirements, and the bylaws of the Association and Society.

### Article II

#### Membership

**2.01 Member.** There shall be two classes of Members: Member and Member Emeritus, as defined in Association bylaws.

**2.02 Membership.** Each Member must maintain membership in the Association and the Society.

**2.03 Member Obligation to Follow Chapter Rules.** Each Member agrees to be bound by these Bylaws and by the lawful actions of the Board and the voting members of the Chapter. In particular, without limitation, each Member shall fulfill educational requirements as promulgated by the Association and shall abide by the Association Code of Ethics and Rules of Professional Conduct, these Bylaws, and the provisions of Circular 230.

**2.04 Cessation of Membership.** A membership shall be terminated whenever the Board, or a committee authorized by the Board, in good faith, determines that any of the following events has occurred: Resignation of Member; expiration of the period of membership, an occurrence of any event that renders a Member ineligible for membership or the failure of the Member to satisfy specific qualifications established by Association bylaws, its Code of Ethics, Rules of Professional Conduct or Circular 230.

**2.05 Discipline.** A Member is liable for discipline in accordance with Association Bylaws.

**2.06 Membership Liability.** No Member of the Chapter shall be personally or otherwise liable for any of the debts, and/or obligations of the Chapter.

**2.07 Compensation and Expenses.** Members of the Chapter shall serve without remuneration. However, an Officer, Director or a Member may be compensated by the Chapter as an educational instructor. The Board may authorize reimbursement of an Officer, Director or a Member for actual and necessary expenses spent for Chapter business.

### **Article III Associate Status**

#### **3.01 Associate Status**

1. The Board may recognize Associate status categories as defined in Association bylaws. These are:

a. **Federally Authorized Practitioner Associate.** This is for practitioners regulated under Circular 230. No Enrolled Agent and no person who has been removed from practice under Circular 230 shall qualify.

b. **Associate.** One who is not defined in Section 10.3 (a) through (d), Circular 230, and is engaged in some aspect of the practice of tax. No person who has been removed from practice under Circular 230 shall qualify.

2. All Associates must follow Association, Society and Chapter bylaws, including completing the required number of hours of continuing education per year, where appropriate; and also, the Association Code of Ethics and Rules of Professional Conduct, and where appropriate, Circular 230.

3. The term "Member" shall not be used in connection with any person granted Associate status. Associates may not vote or hold elective office in the Chapter but may serve on Chapter committees, as authorized by the Board. Any Associate status recognized by the Chapter shall be reported to the Society and the Association.

**3.02 Cessation of Associate Status.** Associate status shall be terminated whenever the Board, or a committee or person authorized by the Board, in good faith, determines that any of the following events has occurred: Resignation of Associate; expiration of the period of associate status, an occurrence of any event that renders an Associate ineligible for associate status or the failure of the Associate to satisfy specific qualifications established by Association bylaws, its Code of Ethics, and where applicable, to Circular 230 .

**3.03 Discipline.** An Associate is liable for discipline in accordance with Association bylaws and its code of Ethics.

### **Article IV Dues, Assessments and Admission Fees**

**4.01 Setting Annual Dues.** Dues for Members and Associates shall be established by the Board. The amount of annual dues shall be noticed to the Members and Associates no later than sixty (60) days after the Board has voted to charge or change the annual dues, or ninety (90) days prior to the close of the fiscal year, whichever occurs first. The due date will be established by the Board. Non-payment of dues will result in suspension after payment is (30) thirty days late. Once submitted, dues remain the property of the Chapter unless membership or associate status is rejected upon application.

**4.02 Assessments.** The Board may, upon affirmative vote of two-thirds (2/3) of all the officers and directors, then elected and appointed, levy such additional assessments as are necessary to carry out the activities of the Chapter.

**4.03 Admission Fees.** The Board may set admission fees for the various activities the Chapter sponsors.

### **Article V Membership Meetings**

**5.01 Annual Meeting.** There shall be an annual meeting of the Members held at a place and time selected by the Board for the election of officers and directors and any other business authorized by the Board. A Notice of Meeting shall be promulgated by the Board at least fifteen (15) days prior to the date set. Such notice shall be in writing and/or by any electronic means and shall include: an agenda for the business to be conducted; the report of the Nominating Committee to include a list of the nominees for officer and director positions; and if applicable, the text of any proposed bylaws change(s). Additional agenda items from the Members shall be submitted, in writing, to the Secretary at least five (5) days prior to the scheduled meeting.

**5.02 Election of Officers and Directors.** Officers and Directors of the Chapter shall be elected during the annual meeting of the Chapter. Nominations, in addition to the Nominating Committee's report, may be made by any Member in the manner and at the time prescribed by the Board.

**5.03 Quorum.** A quorum at the annual meeting shall be a majority of the Members registered and whose attendance has been verified for that meeting.

**5.04 Voting.** Each Chapter Member is entitled to one vote on each matter to be decided at the annual meeting of the Chapter. Cumulative and proxy voting shall be prohibited.

**5.05. Periodic General Meetings.** The Board may call periodic general meetings of the membership to cover Chapter business and conduct educational activities. All means of communication may be used to notify Members of these meetings and their purpose, including any agenda items to be discussed and/or voted upon. Any agenda items from the Members shall be submitted, in writing, to the Secretary at least five (5) days prior to the scheduled meeting.

## **Article VI Board of Directors**

**6.01 The Board of Directors.** Only Members shall be eligible to serve on the Board. The Board normally shall be composed of the President, Vice President, Secretary, Treasurer and Immediate Past President, and no more than seven (7) but not less than four (4) Directors, all elected annually by the Members. The offices of Secretary and Treasurer may be combined as the Board shall direct. The officers and directors shall have such authority and responsibility customary for their offices, and in accordance with the law, Society bylaws, and these Bylaws.

**6.02 Election of Board Members.** The Officers and Directors shall be elected by the Members at the Annual Meeting to serve a one year term from the time of installation until their successors have been elected and installed. The Immediate Past President shall automatically assume office. Board members may succeed themselves, except that the President and Vice President may only serve two consecutive terms.

**6.03 Duties and Responsibilities.** The Board shall be the governing body of the Chapter and shall have the authority and responsibility for the supervision, control and direction of the Chapter. Each officer shall be responsible as follows:

a. The President is the chief officer of this Chapter and shall preside at all meetings and carry out any and all things, that with the approval of the Board, may be necessary to follow the provisions of these Bylaws, and to protect the rights and interests of the Chapter, its Members and Associates. The President shall be an ex-officio member of any committee appointed by the Board.

b. The Vice President shall take over in the absence of the President and assist the President as requested.

c. The Secretary shall keep minutes of the annual and special meetings of the membership and of board meetings, and shall keep all historical documents in safekeeping. Additionally, the Secretary shall have the responsibility of keeping membership records when there is no appointed membership committee.

e. The Treasurer shall keep the financial records of the Chapter, pay all legal obligations incurred by the Chapter, report the financial condition of the Chapter to the membership, as directed by the Board, and provide copies of Chapter financial records to the Society Treasurer for use in preparing tax returns and other required reports. The Treasurer shall cause all funds received by the Chapter to be deposited to the credit of the Chapter in such banks and accounts as the Board selects.

**6.04 Vacancies.** Vacancies shall be filled in the following manner: If the office of president becomes vacant the Vice President shall succeed to the higher office and the Board shall elect a Member to serve the remainder of that term. If the office of vice president becomes vacant, the Board shall elect a vice president to serve the remainder of the unexpired term; If the office of secretary or treasurer becomes vacant, the Board shall establish procedures to select a Member to assume these duties for the remainder of the unexpired term(s); If the office of Immediate Past President (IPP) becomes vacant, the Board may establish procedures to select a Member to become a director in place of the IPP. If possible, the membership of the Board should not fall below the requirements listed in Paragraph 6.01, above.

**6.05 Removal.** A member of the Board may be removed from office by the Board for unexcused absence at any two (2) scheduled meetings of the Board per year. An excused absence shall be arranged by communication with the president at least 24 hours prior to the meeting. Additionally, the Board, meeting in person, in a special meeting, shall have the authority to remove a board member or chairperson for cause, using such procedures as the Board may direct, except any removal for cause will require a 2/3 affirmative vote of all the board members then elected and appointed, except for the person being voted on. Removal may be for neglect of duty, incompetence, misconduct, or as the Board may deem necessary for the good of Chapter order and discipline.

**6.06 AzSEA Board Member.** The Board shall elect one Member of the Chapter to serve a one (1) year term on the Society Board of Directors. The term shall coincide with the fiscal year of the Society.

## **Article VII Board of Directors' Meetings**

**7.01 Call to Meeting.** A meeting of the Board may be called by the President or, upon written request to the President or Secretary, by four (4) members of the Board. The time and place for all meetings of the Board shall be determined by the Board. Notice of board meetings shall contain an agenda and be communicated to Board members at least three (3) days prior thereto by the President or a designated person. The use of electronic means is authorized.

**7.02 Open Meetings.** Board meetings shall be open to the Members except when a confidential issue, as determined by the Board, is before the Board. Such issues could include matters related to ethics, professional conduct, or personnel.

**7.03 Quorum.** A quorum at a meeting of the Board shall be a majority of the Board, then elected and appointed.

**7.04 Telephonic and Other Meetings.** A meeting of the Board may be held by conference telephone or similar communications equipment. Such meeting shall be valid if (1) all board members were notified of the telephonic meeting, (2) a majority of the Board Members participate, and (3) all participating can hear one another. Additionally, the Board is authorized to conduct business via E-mail provided all communications from any Board Member are passed to all other Board Members. If a motion is made using telephone or E-mail, the Secretary shall record the motion, its final outcome, and the date for the permanent record.

## **Article VIII Committees**

**8.01 Committees.** The Board shall establish procedures for the creation and operation of committees, as it deems appropriate, such as a nominating committee, a bylaws committee, a financial audit committee, and others.

**8.03 Open Meetings.** Generally, committee meetings shall be open to Members. The Board must approve procedures to permit closed sessions for committees.

**8.02 Nominating Committee.** There shall be a Nominating Committee of no less than two (2) nor more than five (5) Members appointed by the Board each year. Unless specified otherwise by the Board, the chair of this committee customarily shall be the Immediate Past President. The committee will report to the Board, which shall report to the membership no later than fifteen (15) days prior to the Annual Meeting. The Nominating Committee shall have the authority to meet in closed session.

**8.04 Reports and Recommendations.** Reports and recommendations of committees shall be submitted to the Board in writing. Electronic reports are authorized.

## **Article IX Indemnification and Insurance**

**9.01 Indemnification.** To the fullest extent permitted by law, the Chapter shall indemnify, defend and hold harmless any and all past, present, or future agents, including directors, officers, and employees from all claims arising out of their alleged or actual action or inaction in the performance of their duties on behalf of the Chapter.

**9.02 Insurance.** The Chapter shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents, including officers, directors and employees, against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such.

## **Article X Amendment or Revisions of Bylaws**

**10.01 Amendment or Revision.** An amendment or a revision of these Bylaws may be voted upon at the Annual Meeting, or at a special time established by the Board. A mail ballot may be authorized by the Board. There are two procedures authorized to change these bylaws, through the bylaws committee or through a Member recommendation..

**10.02 Bylaws Committee Recommendation.** A proposed amendment or revision to these Bylaws normally shall be presented to the Board by the Bylaws Committee for approval. Once approved, the amendment/revision along with an analysis of the change shall be provided the Members, as directed by the Board, for approval.

**10.03. Member Recommendation.** A proposal to amend or revise these Bylaws also may be submitted to the Board, if signed by a minimum of ten (10) Chapter members. The Bylaws Committee shall prepare an analysis of the proposed amendment(s) or revision and include the proposal, an analysis and a recommendation to the board for final approval. If the board approves, this proposal will be presented for a vote to the Members, at the annual meeting, or as an insert with any mail ballot solicitation, no later than 180 days following presentation to the Bylaws Committee or the next annual meeting, whichever come first. Should the board not approve of the change, that exact proposal may be brought to the Annual Meeting for a vote, in a manner approved by the Board.

**10.03 Administrative Amendments.** Notwithstanding other provisions of this Article, the Board is authorized to adopt certain bylaws amendments related to housekeeping corrections only. This authority is limited to: renumbering sections after the membership has adopted a bylaws change; correcting typographical errors for publication; and, making necessary grammatical corrections to published proposals or adopted amendments, provided there is no change to the intent of the amendment(s).

## **Article XI Miscellaneous Provisions**

**11.01 Chapter Records.** All official correspondence, papers and records in the possession of members while serving as an officers, director or member of a committees are the property of the Chapter and shall be turned over to the President, or a designated officer, upon completion of that person's tenure of office.

**11.02 Time Notices.** Any reference to the time a notice is given or sent in these Bylaws means the time a written notice by mail is deposited in the United States mails, postage prepaid; or the time any other written notice is delivered to a common carrier for transmission, or by electronic means of transmission.

**11.03 Fiscal Year.** The fiscal year of the Chapter shall coincide with the fiscal year of the Society

**11.04 Dissolution.** The dissolution of the Chapter shall follow Arizona law and be guided by the provisions of state law, Association and Society bylaws .

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Approved by vote of the membership on this \_\_\_\_ day of \_\_\_\_\_ , 2003 in Tucson, Arizona to replace all previous Chapter Bylaws.

Certified and dated this \_\_\_\_ day of \_\_\_\_\_, 2003

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Charles Dangel, EA  
President, SACEA

\_\_\_\_\_  
Elizabeth Huelsman, EA  
Secretary, SACEA

**Note:**

- \* Original Chapter Bylaws approved November 19, 1987.
- \* A minor revision was made in 1989 changing the Society name to "Arizona Society of Enrolled Agents" from "Enrolled Agents Practicing in Arizona."
- \* First major revision was dated June 14, 2001.

Approved by the Board for presentation to the membership on May 1, 2003 RMJ 6/16/03