Channel Islands
A Chapter of the California Society of Enrolled Agents

Bylaws

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New, or replacement text to be in compliance with
the CSEA Model Bylaws is in red.
Text to removed is ~~struck through.~~

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CHANNEL ISLANDS CHAPTER
of the California Society of Enrolled Agents

Bylaws

Article I
NAME, SERVICE AREA, PURPOSES, RESTRICTIONS & DEFINITIONS

1.01 **Name**
The name of this unincorporated association is the "Channel Islands Chapter of the California Society of Enrolled Agents, Inc." (Chapter).

1.02 **Charter and Geographical Boundaries.** The California Society of Enrolled Agents (CSEA) has chartered Channel Islands as a Chapter serving the geographical area ~~as set forth by CSEA~~. described in Exhibit A.

1.03 **Purposes.** The purpose of this Chapter *is* to assist the CSEA in implementing and attaining its aims and goals by being affiliated with CSEA as a Chapter, in order to:

a) To advance and improve all aspects of the profession of Enrolled Agent;
b) To cultivate a spirit of professional cooperation among the Members;
c) To require a professional level of competence, character and integrity among the Members; *and*
d) To represent the Members' interests in their relationship with the State Society and its aims and programs.

1.04 **Restrictions.** All programs, policies and activities of the Chapter shall be consistent with:

a) CSEA Bylaws and these Chapter Bylaws;
b) Federal, State and local antitrust and trade regulations and laws; and
c) Applicable tax-exemption requirements.

1.05 **Parliamentary Authority.** The Parliamentary authority of the chapter is ~~Unless otherwise specified in these Bylaws, or otherwise required by the California Corporation Code,~~ *Robert's Rules of Order, Newly Revised*, ~~shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Chapter may adopt.~~

Article II
MEMBERS

2.01 **Membership Qualifications.** Members of the Chapter shall be Members of the State Society.

2.02 **Non-Member Affiliate.**

a) The Chapter shall recognize the "Professional Affiliate~~, Student Associate and/or Professional~~ and Associate" status of the State Society;

b) The Chapter may recognize other "associate/affiliate" categories to persons not otherwise eligible for membership, provided that such associates/affiliates shall not vote on any issue before Chapter Members and shall not hold elective or appointive office. The word "Member" shall not be used to describe any associate/affiliate in any title or official document provided to the associate/affiliate.

2.03 **Discipline.** A Member or a non-Member associate/affiliate is liable for discipline in accordance with the Ethics and Professional Conduct procedures of the State Society, which are incorporated into these Bylaws by reference.

2.04 **Member Obligation to Follow Chapter Rules.** Each Member and non-Member associate/affiliate of this Chapter agrees to be bound by these Bylaws and any amendments thereto and by the lawful actions of the Board or Members of the Chapter.

Article III
DUES and ASSESSMENTS

3.01 **Setting Annual Dues.** The Board of Directors may establish dues and admission fees ~~may be established by the Board of Directors.~~

3.02 **Assessments.** Assessments in excess of the regular dues may be levied upon ratification at the Annual Meeting, or a Special Meeting, by a two-thirds (2/3) vote of the Chapter membership.

Article IV
BOARD OF DIRECTORS

4.01 **Board of Directors.** The Board is the governing body of the Chapter and has authority and is responsible for the supervision, control and direction of the Chapter.

4.02 **Composition.** The Board shall be composed of the Officers of the Chapter. Chapter. In addition, there shall be at least two, but no more than (12) Directors, none of whom shall be an officer. Each member of the Board of Directors shall be a Member of the Chapter.

4.03 **Election and Term of Office.** The Members shall elect Directors at the annual membership meeting for a term of (1) years.

4.04 **Vacancies.** If a vacancy occurs on the Board for any reason, the Board of Directors may select a Member to assume the duties of the vacant position for the unexpired portion of its term.

4.05 **Meetings.** A meeting of the Board of Directors may be called by the President and shall be called upon written request of two members of the Board of Directors.

4.06 **Open Meetings.** All meetings of the Board of Directors shall be open to the Members except when issues related to ethics, professional conduct, personnel or a lawsuit involving the Chapter are before the Board of Directors.

4.07 **Quorum.** A quorum of the Board of Directors shall be a majority of the Board of Directors.

4.08 **Board Action.** Every act or decision done or made by the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

4.09 ~~**Absence.** If a Director is absent from two consecutive Board meetings in any one fiscal year for reasons, which the remaining members of the Board of Directors shall determine to be insufficient, his or her resignation shall be deemed to be rendered and accepted, and he or she shall be so notified.~~

4.09 **Removal**. Any Director may be removed by the Board of Directors whenever it determines that such removal would serve the best interests of the Society, or may be removed by a majority vote of the Board. The grounds for removal are, but not limited to, consistent failure to perform the prescribed duties and commission of any act that brings discredit to the Chapter.

4.10 **Meetings.** A meeting of the Board may be held by conference telephone or similar communications equipment. Such meeting shall be valid if: 1) all members of the Board have been noticed, 2) a majority of the members of the Board of Directors participate, and 3) if all participating can hear one another.

Article V
OFFICERS

5.01 **Officers.** The officers of the Chapter shall be a President, a ~~First~~ Vice President, ~~Second Vice President~~, Secretary, Treasurer and the Immediate Past President. Each officer ~~of whom~~ shall be a member of the Chapter. The officers shall have such authority and responsibility customary for their office, and in accordance with the law, Bylaws, procedures and policies of the Chapter. Each officer is considered to be a member of the Board of Directors.

5.02 **Election and Term of Office.** Officers shall be elected by a majority vote of the members in good standing present and voting at the Annual Membership Meeting. The term of office for officers shall be one year.

5.03 **President.** The President is the Chief Executive Officer of the Chapter.

5.04 **Secretary.** The Secretary shall oversee the official recordkeeping of the Chapter.

5.04 **Treasurer.** The Treasurer is the Chief Financial Officer of the Chapter.

5.05 **Vacancies.** If a vacancy occurs among the officers for any reason, the Board of Directors may select a Member to assume the duties of the vacant position for the unexpired portion of its term.

5.06 **Removal.** An officer shall be removed ~~from office for missing two consecutive meetings of the Board of Directors without adequate reason as deemed by the remaining officers of the Board~~.by the Board of Directors whenever it determines that such removal would serve the best interests of the Society, or may be removed by a majority vote of the Board. The grounds for removal are, but not limited to, consistent failure to perform the prescribed duties and commission of any act that brings discredit to the Chapter.

~~5.07 **Term Limits.** The term of office for officers shall be one (1) year. Officers and Directors may be elected to succeed themselves provided however, that a President or Vice President may serve in the same office two (2) consecutive terms only.~~ ***Note: combined with 5.02***

Article VI
MEMBERSHIP MEETINGS

6.01 **Annual Membership Meeting.** The Chapter shall hold an annual meeting of the membership at the place and on the date that the Board of Directors determines. At the annual meeting, Directors and Officers shall be elected, the Board shall report the activities of the Chapter to the Members and other business shall be transacted as may be properly brought before the meeting.

6.02 **Special Meetings.** Special meetings of the Chapter membership may be called by the President or the Board of Directors and shall be called upon written petition signed by five (5) percent of the Members.

6.03 **Notice.** The Board must give Chapter Members notice of all annual and special meetings at least ten (10) days (but not more than ninety (90) days) before the meeting.

6.04 **Quorum, Voting.** The presence of (10%) percent of the members of the Chapter constitutes a quorum.

Article VII
REPRESENTATIVE TO CSEA

7.01 **Representative.** The Chapter shall elect one regular Member of the Chapter to be a member of the CSEA Board of Directors.

~~7.02 **Number of Representatives.** The number of representatives shall be determined in accordance with the CSEA Bylaws.~~

7.02 **Election and Term of Office.** The representative shall be elected in the same manner and for the same term of office as the officers of the Chapter.

7.03 **Duties.** The duties of the representative are defined in the CSEA Bylaws.

7.04 **Vacancy.** If the current representative is unable to serve, the Chapter Board shall appoint a regular Member of the Chapter to fill the position for the unexpired term.

7.05 **Removal.** If the Chapter Board determines that there is adequate reason, a special election will be held to determine if the representative shall be replaced and by whom.

Article VIII
COMMITTEES

8.01 **Committees.** The President shall nominate, for confirmation by the Board of Directors, chairs of the following Standing Committees:

a) Finance and Budget Committee
b) Legislative Affairs Committee
c) Member~~ship~~ Engagement & Promotion Committee
d) Education/Program Committee
e) ~~Public Information and Awareness Committee~~

The President may appoint such other committees or task forces as may be necessary.

~~**Or**~~

~~The Board of Directors may establish procedures for the creation and operation of standing committees and task forces.~~

8.02 **Nominating Committee.** There shall be a Nominating Committee of no less than (2) members elected by the Board of Directors. This committee may inform the Board of Directors but shall report to the membership no later than (15) of days prior to the annual meeting.

8.03 **Financial Review Committee.** No later than June 30th the President shall nominate, for Board of Directors confirmation, a Financial Review Committee to review the books and records of the Chapter. The Financial Review Committee report, after approval of the Board of directors, shall be delivered in writing to CSEA no later than August 31st following the end of the fiscal year. The Board of Directors shall cause said report to be presented to the membership.

8.04 **Open Meetings.** Generally, Committee meetings shall be open to the members. The Board of Directors must approve procedures to permit executive sessions for Committees.

Article IX
FISCAL YEAR

9.01 **Fiscal Year.** The fiscal year of the Chapter shall be ~~the same as that of the California Society of Enrolled Agents~~ July 1 through June 30.

Article X
INDEMNIFICATION

10.01 **Indemnification.** To the fullest extent permitted by the law, the Chapter shall defend, indemnify and hold harmless its agents who are subjected to any ~~claim by reason of any~~ alleged or actual action or inaction in the performance of their duties in performance of their duties performed in good faith on behalf of the Chapter. "Agent" for this purpose shall include any and all Directors, Officers and employees, past, present and future.

Article XI
AMENDMENT OF BYLAWS

11.01 **Amendment.** Amendments to these Bylaws may be made at any annual meeting or special meeting by a ~~majority~~ two-thirds (2/3) vote of the Members voting.

Article XII
INTERPRETATION

12.01 **Interpretation.** These Bylaws are subject to and must be consistent with the CSEA Bylaws and must be interpreted to conform with the CSEA Bylaws, as they may be amended from time to time.