

**CALIFORNIA SOCIETY OF ENROLLED AGENTS EDUCATION FOUNDATION, INC,  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**BYLAWS**

**ARTICLE I: NAME, PRINCIPAL OFFICE, PURPOSES, AND RESTRICTIONS**

**1.01 Name**

The name of this Foundation is the California Society of Enrolled Agents Education Foundation, Inc. The Foundation is a California nonprofit public benefit corporation.

**1.02. Principal Office**

The principal office of the Foundation for the transaction of its business is located in Sacramento County, California. The Board of Trustees may change the location of the principal office.

**1.03. Purposes**

The primary objectives and purposes of this Foundation are

- a. To foster, improve and provide access to tax-related information and services available to the general public through education programs and scholarships aimed at increasing the knowledge of current Enrolled Agents and potential Enrolled Agent candidates.
- b. To receive contributions and to make donations to, dispense charitable contributions through, and otherwise aid and support those organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)
- c. To have and to exercise all rights and power conferred on nonprofit corporations under the laws of the State of California, including the power to contract, rent, buy or sell personal or real property.

**1.04. Restrictions**

All policies and activities must be consistent with

- a. Applicable federal, state, and local antitrust, trade regulations, and other legal requirements, and
- b. Applicable tax exemption requirements

## **ARTICLE II: DEFINITIONS, PARLIAMENTARY AUTHORITY, AND MEMBERS**

### **2.01. Definitions**

- a. "Foundation" means the California Society of Enrolled Agents Education Foundation, Inc., a California nonprofit public benefit Corporation.
- b. "Society" means the California Society of Enrolled Agents, Inc., a California nonprofit mutual benefit Corporation.

### **2.02. Parliamentary Authority**

Unless otherwise specified in these Bylaws, or otherwise required by the California Corporate Code, the current edition of Robert's Rules of Order Newly Revised will govern the Society 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 Society may adopt.

### **2.03. Members**

The Foundation has no Members, only officers and Trustees. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, will require the approval of only the Board of Trustees.

## **ARTICLE III : OFFICERS**

### **3.01. Number of Officers**

The officers of the Foundation are a President, a Vice President, a Secretary, and a Treasurer. The Officers have the responsibility and authority customary to their offices and which is in accordance with the law, the Articles of Incorporation of this Corporation, these Bylaws, and as may be determined from time to time by the Board of Trustees.

### **3.02 The President**

The President is the chief executive officer of the Foundation and, subject to the control of the Board of Trustees, supervises and controls the affairs of the Foundation and the activities of the officers. The President presides at all meetings of the Board of Trustees.

The Foundation President for any given year is the individual who was the Society's Immediate Past President the preceding year.

### **3.03. Vice President**

The Second Vice President of the Society is the Vice President of the Foundation.

### **3.04. Secretary and Treasurer**

The Secretary and Treasurer, respectively, of the Society are the Secretary and Treasurer of the Foundation. The Treasurer is the Chief Financial Officer of the Foundation.

### **3.05 Compensation**

Officers serve without compensation, although they may be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties.

### **3.06 Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or other circumstance of any officer other than the Foundation President will be filled in accordance with the Society's Bylaws and Policies. In the event of a vacancy in the office of the Foundation President, the vacancy will be filled by the Society President.

### **3.07. Executive Vice President**

The Executive Vice President of the California Society of Enrolled Agents is the Executive Vice President of the Foundation and is considered an Officer for all purposes except that the Executive Vice President is not a member of the Board of Trustees and therefore may not vote on matters reserved for the Board. The Executive Vice President may sign and execute all authorized contracts or other obligations in the name of the Foundation. The Executive Vice President has the general powers and duties of supervision and management usually vested in the office of Executive Vice President of a Corporation.

## **ARTICLE IV: BOARD OF TRUSTEES**

### **4.01. Number of Trustees**

The Foundation will have five Trustees and collectively they and the officers constitute the Board of Trustees. Three trustees must be members of the Society ("Member Trustees") and two must be individuals who are not members, affiliates, or associates of the Society ("non-Member Trustees"). The Society Immediate Past President is *ex officio* one of the three Member Trustees. The remaining Trustees will be appointed to two-year terms with one non-Member and one Member Trustee appointed each year by the Foundation President.

### **4.02. Powers**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this

Foundation will be conducted and all corporate powers will be exercised by or under the direction of the Board of Trustees.

#### **4.03. Duties**

The Trustees' duties are to

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- b. Meet at such times and places as required by these Bylaws;
- c. Register their addresses with the Secretary of the Corporation. Notices of meetings mailed or electronically transmitted to them at those addresses will be considered valid notices.

#### **4.04 Terms of Office**

Each Trustee will hold office until the next annual meeting or until their term of office is complete and their successors have been selected and/or qualify .The four appointed members of the Board of Trustees may serve no more than two two-year successive terms in office. The fifth Trustee, the Immediate Past President of the Society, will become Foundation President when they are succeeded as Society Immediate Past President, and the new Society Immediate Past President will become a member Trustee.

#### **4.05. Selection of Trustees**

Each year before the first meeting of the Board of Trustees, the Foundation President appoints one (1) non-Member Trustee and one (1) Member Trustee.

#### **4.06. Compensation**

Trustees will serve without compensation, although they may be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties.

#### **4.07. Election to a Society Office**

In the event that a Trustee is elected to any Officer position in the Society, the Trustee must immediately resign as Trustee of the Foundation.

#### **4.08. Vacancies**

Any Trustee vacancy caused by the death, resignation, removal, disqualification, or other circumstance of a trustee will be filled by the Foundation President. The replacement Trustee will serve for the rest of the term of the original Trustee. This service will not count as a term for the term limits described in Section 4.04 of this article.

#### **4.09. Non-liability of Trustees**

The Trustees will not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### **ARTICLE V: MEETINGS**

#### **5.01. Place of Meetings**

Meetings may be held at the principal office of the corporation or at a place designated by the Board of Trustees. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all Trustees participating in such meeting can hear one another contemporaneously.

#### **5.02. Regular and Annual Meetings**

Regular and annual meetings of Trustees will be held as determined by the Board in advance.

#### **5.03. Special Meetings.**

Special meetings of the Board of Trustees may be called by the President, the Vice President, the Secretary, or by any two Trustees.

#### **5.04. Notice of Meetings**

Regular meetings of the Board of Trustees may be held without notice. Special meetings of the Board will be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone or other electronic means. If sent by mail, the notice will be deemed to be delivered on its deposit in the mails; if sent by electronic means, when electronic receipt is verified. Such notices will be addressed to each Trustee at his or her address as shown on the books of the Foundation.

#### **5.05. Quorum for Meetings**

A quorum consists of no less than two officers and three Trustees.

#### **5.06. Action by Unanimous Written Consent Without a Meeting**

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

## **ARTICLE VI: COMMITTEES**

### **6.01. Bylaws, Audit Committee and Finance and Budget Committees**

The Society's Bylaws Committee will act as the Foundation's Bylaws Committee. The Society's Audit Committee will act as the Foundation's Audit Committee. The Society's Finance and Budget Committee will act as the Foundation's Finance and Budget Committee.

### **6.02. Other Committees**

The Board of Trustees may establish other committees as necessary for the conduct of Corporation business. Such other committees may consist of persons who are not also members of the Board.

## **ARTICLE VII: FISCAL YEAR**

### **7.01. Fiscal Year of the Corporation**

The fiscal year of the corporation will be from July 1 through June 30.

## **ARTICLE VIII: INDEMNIFICATION AND INSURANCE**

### **8.01. Indemnification**

The Foundation may, to the extent it deems appropriate and to the extent permitted by law, indemnify, defend, and hold harmless any and all past, present, or future agents, including trustees, officers, and employees from claims arising out of their alleged or actual action or inaction in the performance of their duties on behalf of the Foundation

### **8.02. Insurance**

The Foundation has the right to purchase and maintain insurance to the full extent permitted by law on behalf of all its agents, including officers, trustees, and employees, against any liability asserted against or incurred by the agent in this capacity or arising out of the agent's status.

## **ARTICLE IX: AMENDMENT OF BYLAWS**

### **9.01. Amendment**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Trustees.