

Golden Gate Chapter
A Chapter of the California Society of Enrolled Agents

Bylaws

Proposed 07/10/03

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**Golden Gate Chapter
of the California Society of Enrolled Agents
Bylaws**

Proposed July 10, 2003

Article I

NAME, SERVICE AREA, PURPOSES, RESTRICTIONS & DEFINITIONS

- 1.01 **Name.**
The name of this unincorporated association is the “Golden Gate Chapter of the California Society of Enrolled Agents, Inc.” (*Chapter*)
- 1.02 **Charter and Geographical Boundaries.** The California Society of Enrolled Agents (*CSEA/ State Society*) has chartered the Golden Gate Chapter to serve San Francisco and San Mateo Counties.
- 1.03 **Purpose.** The purpose of this Chapter is to assist CSEA in implementing and attaining its aims and goals by being affiliated with CSEA as a Chapter, in order to:
- a) Advance and improve all aspects of the profession of Enrolled Agent.
 - b) Cultivate a spirit of professional cooperation among the Members.
 - c) Require a professional level of competence, character and integrity among the Members.
 - d) 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.** 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
MEMBERSHIP**

- 2.01 **Membership Qualifications.** Membership requirements and membership status for this Chapter shall be the same as the Bylaws of CSEA, which are incorporated into these Bylaws by reference.
- 2.02 **Discipline.** Members, Associates and Affiliates are liable for discipline in accordance with the Ethics and Professional Conduct charter of the State Society, which are incorporated into these Bylaws by reference.
- 2.03 **Member Obligation to Follow Chapter Rules.** Each Member, Associate or Affiliate of this Chapter agrees to be bound by these Bylaws and any amendments thereto, and by the lawful

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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.
- 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.
- 3.03 The Chapter may charge Members fees or dues for educational events or courses, refreshments, materials or meetings approved by the Board of Directors.

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 and 9 Directors. Only Members of Golden Gate Chapter in good standing may hold office.
- 4.03 **Election and Term of Office.** The Members shall elect Directors at the annual membership meeting for a term of two years. Five Directors shall be elected during odd numbered years and Four Directors shall be elected during even numbered years.
- 4.04 **Meetings.** A meeting of the Board of Directors may be called by the President, or shall be called upon written request of two Members of the Board of Directors.
- 4.05 **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.
- 4.06 **Electronic 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) all participating can communicate with one another.
- 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.
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- 4.09 **Absence.** If a Director is absent from two Board meetings in any one fiscal year, for reasons, which the remaining Members of the Board of Directors may determine to be insufficient, his or her resignation may be deemed to be rendered and accepted, and he or she will be so notified.
- 4.10 **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.

Article V OFFICERS

- 5.01 **Officers.** The officers of the Chapter shall be a President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President. 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.
- 5.02 **Election and Term of Office.** Officers shall be elected at the Annual Membership meeting. The term of office for officers shall be one year. Officers and Directors may be elected to succeed themselves. The President or Vice-President (s) may serve in the same office two (2) consecutive terms only.
- 5.03 **President.** The President is the Chief Executive Officer 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 **Absence.** If an Officer is absent from two Board meetings in any one fiscal year, for reasons, which the remaining Members of the Board of Directors may determine to be insufficient, his or her resignation may be deemed to be rendered and accepted, and he or she will be so notified.

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.
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- 6.04 **Quorum, Voting.** The presence of 10 percent of the Members of the Chapter constitutes a quorum.

Article VII REPRESENTATIVE(S) TO CSEA

- 7.01 **Representative(s).** The Chapter shall elect one or more regular Members of the Chapter to be members of the CSEA Board of Directors.
- 7.02 **Number of representatives.** The number of representatives shall be determined in

accordance with the CSEA bylaws.

- 7.03 **Election and term of office.** The representative(s) shall be elected in the same manner and for the same term of office as the officers of the Chapter.
- 7.04 **Duties.** The duties of the representative are defined in the CSEA bylaws.
- 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 removed.
- 7.06 **Vacancy.** If the current representative is unable to serve, the Chapter Board shall elect a Member of the Chapter to fill the position for the unexpired term.

Article VIII COMMITTEES

- 8.01 **Committees. The Standing Committees:**
a. Finance and Budget Committee
b. Legislative Affairs Committee
c. Membership Committee
d. Education/Program Committee
e. Public Information and Awareness Committee
The Board of Directors may appoint such other task force committees as may be necessary. The President shall nominate, for confirmation by the Board of Directors, Chairs of the Committees.
The Board of Directors may establish procedures for the creation and operation of standing committees and task force committees.
- 8.02 **Nominating Committee.** There shall be a Nominating Committee of no less than 5 (five) Members elected by the Board of Directors. This committee may inform the Board of Directors, but shall report to the Membership no later than (45) days prior to the annual meeting.
- 8.03 **Audit Committee.** Not later than July 31st of the current term of office the President shall nominate, for Board of Directors confirmation, an Audit Committee to audit the books and records of the Chapter. The Audit Committee report shall be delivered to the Board of Directors in writing by August 31st. The Board of Directors shall approve the report in time to publish a summary in the October Newsletter.
- 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.

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Article IX FISCAL YEAR

- 9.01 **Fiscal Year.** The fiscal year of the Chapter shall be concurrent with CSEA.

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 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 vote of the Members voting.

Notwithstanding other provisions of this Article, the Board of Directors is authorized to adopt certain bylaw amendments related to housekeeping corrections only.

The authority of the Board is strictly limited to:

1. Renumbering sections after the membership has adopted a bylaw change.
2. Correcting typographical errors for publication.
3. Making necessary grammatical corrections to published proposals or adopted amendments, provided there is not change to the intent of the proposals or amendments.

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.

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