



NATIONAL ASSOCIATION  
OF ENROLLED AGENTS

POWERING AMERICA'S TAX EXPERTS®

Approved December 2018

## Bylaws

### ARTICLE I

#### Name

##### 1.01 Name

The name of this organization is the National Association of Enrolled Agents, Inc. (the "Association"). The Association is a California Nonprofit Mutual Benefit Corporation, and these Bylaws must be in compliance with the California Nonprofit Corporation Law.

### ARTICLE II

#### Object

##### 2.01 Object

The Object of the Association is to advance the Enrolled Agent profession. The Association may exercise all lawful powers and may engage in all lawful purposes and activities granted to it pursuant to law.

### ARTICLE III

#### Members

##### 3.01 Member

Membership in the Association is limited to those persons recognized by the United States Treasury Department, Internal Revenue Service as Enrolled Agents in good standing. The Association will have two classes of Members: Member and Member Emeritus. "Member," as referred to in these Bylaws, refers to both Members and Members Emeritus.

##### 3.02 Member Emeritus

A Member Emeritus will be a person who has been a Member for the preceding five years and who is on "inactive retired status" under Circular 230, Title 31 Code of Federal Regulations Subtitle A, Part 10, as amended ("Circular 230"). A Member Emeritus will not be required to fulfill the requirements for continuing professional education (CPE). The Board may waive the requirement of membership for the preceding five years.

### 3.03 Associates

The Board of Directors may establish an Associate category for any individual who is not an Enrolled Agent. Associates are not eligible to vote or hold elected or appointed office. Associates are not “Members” of the Association within the meaning of these Bylaws.

### 3.04 Member Obligation to Follow Association Rules

Each Member of this Association agrees to abide by these Bylaws and any amendments thereto, and by the lawful actions of the Board or the voting Members of the Association. Each Member will abide by the Association’s Code of Ethics and Rules of Professional Conduct and the NAEA Anti-Harassment Policy.

### 3.05 International Member Obligation to Follow Association Rules

International Members will abide by the rules of the Association but only to the extent said rules are not in violation of any laws or rules of the international country having geographic jurisdiction over the international Member. The international Member will also abide by any rules or laws of the international country. International Members will notify the Association if compliance with international laws would create a violation of the rules of the Association.

### 3.06 CPE Requirements

Each Member will complete thirty hours of qualifying CPE per calendar year. The required hours will be prorated for new Members. Qualifying CPE is defined in the Association’s Policy & Procedure Manual (PPM).

### 3.07 Member Liability

No Member will personally or otherwise be liable for any obligations of the Association.

### 3.08 Membership Dues and Assessments

The Board will set the amount of the annual dues for Membership. Membership dues are due and payable annually per methods approved by the NAEA Board. Once submitted, dues remain the property of the Association unless membership is rejected upon application. The amount of the annual dues will be noticed to the membership no later than sixty days after the Board has voted to change the annual dues or ninety days prior to the close of the fiscal year, whichever occurs first. The Board may, upon affirmative vote of two-thirds of the Directors, levy such additional assessments as are necessary to carry out the activities of the Association.

### 3.09 Termination/Suspension of Membership

A membership will be:

1. Terminated upon written notice of resignation to the Association.
2. Suspended for nonpayment of membership dues or assessments thirty days beyond the due date.
3. Terminated for nonpayment of dues or assessments, or non-submission of required CPE hours, seventy-five days beyond the due date.
4. In the event of hardship or extenuating circumstances, the Board, on written request, may waive the payment of delinquent dues and/or CPE required hours.
5. Members that have been suspended or terminated may not vote or serve on the Board or any committee.

### 3.10 Reinstatement

Any Member terminated within the previous six months for nonpayment of dues or non-reporting of required CPE hours, and whose record shows no complaint or charges pending before the Ethics and Professional Conduct Committee, may be eligible for reinstatement. Resignation, suspension, or expulsion from membership shall not relieve the member from liability for any unpaid dues or other duly assessed fees or charges. To reapply for membership, all back dues must be paid in full before membership may be approved, except as determined by the Board of Directors.

### 3.11 Status with Internal Revenue Service

Any Member whose enrollment to practice before the Internal Revenue Service (IRS) is temporarily suspended for any reason by the issuing authority will be automatically suspended from membership during the period of suspension to practice before the IRS. Any Member whose enrollment to practice before the IRS is permanently terminated by the issuing authority will be automatically permanently terminated from the Association. Membership may be reinstated only upon repeal of the suspension or termination by the issuing authority

### 3.12 Discipline

A Member or an Associate may be disciplined (which may include private or public censure, suspension or expulsion) if:

1. A Member or an Associate violates the Association's Bylaws, Code of Ethics, Rules of Professional Conduct or Circular 230.
2. A Member or an Associate is determined by the Board to have been engaged in an act discreditable to the profession.
3. A Member or an Associate is convicted of a felony.

Actions against a Member or an Associate under this section will be processed in accordance with the current Code of Ethics and Rules of Professional Conduct.

## **ARTICLE IV**

### **Affiliates**

#### 4.01 Affiliates

The Association may establish domestic and international Affiliate organizations such that all members of an Affiliate must be Members of NAEA, and Affiliate boundaries may not overlap. A domestic Affiliate is located within the states, commonwealths, possessions or territories of the United States, or the District of Columbia, and operating in conformity with rules and procedures established by NAEA. An international Affiliate is located outside the United States, its possessions and territories; established under and in compliance with the laws of the country in which it was created; and operating in conformity with rules and procedures established by NAEA, to the extent these are not inconsistent with, or in violation of, the laws of the country with which the international Affiliate must comply.

#### 4.02 Affiliate Membership

A Member will be a Member of an Affiliate whose charter includes either the geographic area of the Member's place of residence or employment. However, contiguous Affiliates may agree to allow Members to join each other's Affiliate. The Member will be allowed to continue this non-geographic affiliation until such time as the Member chooses to rejoin the Affiliate in the Member's geographic area.

#### 4.03 Authority to Charter Affiliates

The authority to charter and to modify the territory of existing Affiliates resides with the Board. The Board will establish procedures for the granting of charters at the state, international, or regional level. Only one association-chartered Affiliate will exist for any geographical area.

#### 4.04 Governing Documents

The governing documents of each Affiliate must be in conformity with the Bylaws of the Association for the Affiliate to be chartered or to retain its charter. The governing documents of new domestic and international Affiliates must be approved by the Association before a charter is granted. Bylaws changes by Affiliates must be reported to the Association.

#### 4.05 Membership Requirements

An Affiliate must require that its members maintain membership in the Association. An Affiliate may require its members to maintain membership in a society or chapter within the geographical area of the Affiliate.

#### 4.06 Dues

The Association will allow each Affiliate to set its dues.

#### 4.07 Withdrawal of Charter

Authorization to operate an Affiliate may be withdrawn whenever the Board in good faith determines that any of the following events have occurred:

1. Failure to serve the Members within the Affiliate's area of responsibility;
2. Failure to abide by Association or Affiliate governing documents;
3. Failure to abide by the Association's Code of Ethics and Rules of Professional Conduct.

#### 4.08 Affiliate Liability

Each Affiliate will be solely liable for any debts or obligations it incurs.

## **ARTICLE V**

### **Directors**

#### 5.01 The Board of Directors

The Board of Directors (Board) of the Association will consist of ten Directors at-large and the Officers of the Association.

#### 5.02 Qualifications and Terms of Office

Only Members will be eligible to serve as Directors and Officers of the Board. Directors will be elected to serve a two-year term. A Director may serve up to two consecutive two-year terms. An appointed term or elected term of less than two years will not exclude a Director from serving two additional consecutive two-year terms. The term of office will commence with the annual installation ceremony.

#### 5.03 Election of Directors

Directors of the Association will be elected by electronic ballot. Five Directors will be elected each year. Ballots will be distributed by December 1 to all Members in good standing as of November 1 of the current year. Ballots, in order to be valid, must be received by the close of business on December 15 if a business day, otherwise at the close of the next business day.

#### 5.04 Duties and Responsibilities

The Board will be the governing body of the Association and will have the authority and responsibility for the supervision, control and direction of the Association.

#### 5.05 Governance Year

The governance year commences with the Officers and Directors installation ceremony and will run until the next installation ceremony.

#### 5.06 Removal of Directors

The Board may declare vacant the office of a Director or may remove a Director for any reason in accordance with the California Nonprofit Corporation Law or other law. A Director will be removed from office for unexcused absence from any two regularly scheduled meetings of the Board per governance year.

#### 5.07 Vacancies

A vacancy on the Board occurs if a Director leaves the Board for any reason. A) If the vacancy occurs in the first year of the two-year term, the Board may elect an eligible Member to fill the vacancy or leave the vacancy unfilled until the next installation ceremony. The nominee or candidate with the highest number of votes in the next election who is not elected to a two-year term as Director shall be elected to serve the remaining term of office. B) If the vacancy occurs in the second year of the two-year term, the Board may elect an eligible Member to serve the remaining term of office or leave the vacancy unfilled.

## **ARTICLE VI**

### **Officers**

#### 6.01 Officers of the Association

The Officers of the Association will be a President, who will automatically succeed to the office of Immediate Past President; a President-Elect, who will automatically succeed to the office of President; a Secretary; a Treasurer; and the Immediate Past President, each of whom must be a Member.

#### 6.02 Election of Officers

In even-numbered years, the President-Elect and Treasurer will be elected by the Members in the same manner as prescribed for Directors. In odd-numbered years, the President-Elect and Secretary will be elected by the Members in the same manner as prescribed for Directors.

#### 6.03 Terms of Office

The President-Elect, the President, and the Immediate Past President will each serve a one-year term. The Secretary and the Treasurer will each serve a two-year term. The Secretary and Treasurer may serve up to two consecutive two-year terms. The term of office will commence with the annual installation ceremony and will continue until the expiration of the terms for which elected and until their successors have been installed.

#### 6.04 Removal of Officers

The Board may declare vacant the office of an Officer or may remove an Officer for any reason in accordance with the California Non-Profit Corporation Law or other law. An Officer will be removed from office for unexcused absence from any two regularly scheduled meetings of the Board per governance year.

#### 6.05 Vacancies

6.05.1 If a vacancy occurs in the office of the President, the President-Elect will assume the duties of that office for the remainder of that term and then serve as President for the next term.

6.05.2 If a vacancy occurs in the office of the Immediate Past President, President-Elect, Secretary or Treasurer, the Board will elect an eligible Member to serve the remainder of the term.

6.05.3 Other than the President-Elect assuming the office of President, if a vacancy occurs in the office of the President-Elect, the election of a President and President-Elect for the following term will be placed before the Membership.

#### 6.06 President

The President is the Chief Executive Officer of the Association.

#### 6.07 Treasurer

The Treasurer is the Chief Financial Officer of the Association.

## 6.08 Secretary

The Secretary is the official Record Keeper of the Association.

## 6.09 Executive Vice President

The Board will engage, as an employee, an Executive Vice President who will perform such duties as are prescribed by the Board. The Executive Vice President will serve as an *ex-officio* non-voting member of the board.

# **ARTICLE VII**

## **Membership Meetings**

### 7.01 Annual Meeting

The Annual Meeting of the Members will be held at a place and time selected by the Board.

### 7.02 Notice of Annual Meeting

The Secretary, or designee, will issue a notice by mail and/or electronic means of the Annual Meeting at least forty-five days but not more than ninety days prior to the date set.

### 7.03 Special Meeting

A special meeting of the membership may be called by a petition signed by five percent of the Members as of the date the petition is received at the office of the Association. The Secretary shall promptly attest to the validity of the Members' signatures and that the number of signatures is sufficient to comply with the five percent requirement. The Secretary, or designee, will then issue a call to the special meeting with the agenda of topics to be considered. The meeting will take place under Standing Rules adopted by the Board of Directors. A special meeting of the Association may be called for any lawful purpose. No business other than the business the general nature of which is set forth in the notice of the meeting, will be transacted at a special meeting of the membership.

### 7.04 Quorum

A quorum at the Annual Meeting of the Members will be a majority of the Members present and whose membership status has been verified by the Association at the meeting. A quorum at a Special Meeting of the Members will be five percent of the Members of the Association. However, if an Annual or Special Meeting of the membership of the Association is attended by less than one-third of the Members, no Bylaws and/or issues may be voted upon except those that were properly noticed under these Bylaws and the California Nonprofit Corporation Law.

### 7.05 Voting

Each Association Member is entitled to one vote on each matter to be decided at the Annual or Special Meeting of the Association. Cumulative and proxy voting will be prohibited. Unless otherwise specified by these Bylaws, by the California Nonprofit Corporation Law, or by Parliamentary Authority, all matters to come before an Annual or Special Meeting of the Association will be decided by a majority vote of the Members present and whose membership status has been verified at the meeting.

## **ARTICLE VIII**

### **Board Meetings**

#### 8.01 Call of Meetings

A meeting of the Board of Directors may be called by the President or upon written request of a majority of the Board. A "meeting" of the Board is a gathering of Board Directors for the purposes of conducting Association business.

#### 8.02 Time and Place of Meetings

The time and place for all meetings of the Board will be fixed and determined by the President with the approval of the Board.

#### 8.03 Notice of Meeting

Notice of a meeting of the Board of Directors may be provided in person, by mail and/or electronic means and will contain an agenda and be available to all members at least seven days prior.

#### 8.04 Open Meetings

All regularly scheduled Board meetings other than closed executive sessions will be open to Members. Members attending these meetings will be heard. The Board of Directors will meet in a closed executive session when discussing personnel, legal, ethical or similar confidential issues.

#### 8.05 Quorum

A quorum at a meeting of the Board will be a majority of the Board.

#### 8.06 Telephonic/Electronic Meeting

Subject to the requirements of the California Nonprofit Corporation Law, a meeting of the Board may be held by conference via telephone or similar communications equipment. Such meeting will be valid if (1) the Board has been noticed, (2) a majority of the Board participate, and (3) if all participants can hear one another.

#### 8.07 Action by Unanimous Consent

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors and Officers will individually or collectively consent in writing to such action.



## **ARTICLE IX**

### **Committees**

#### 9.01 Committees

The Board will establish procedures for the creation and operation of standing committees and task force committees as it deems appropriate.

#### 9.02 Nominating Committee

The President will nominate, for Board confirmation, a Nominating Committee consisting of seven Members for a term of one year. Members may serve a maximum of two consecutive one-year terms. No member of the committee will be a candidate for election.

#### 9.03 Executive Committee

The Executive Committee will consist of the Officers of the Association and one Director elected by the at-large Directors of the Board. The Executive Vice President will serve as an *ex-officio* non-voting member. The Executive Committee will have such powers and authorities as deemed necessary by the Board and as permitted under these Bylaws and the law. The existence of an Executive Committee will not relieve the Board, or any individual Director, of responsibility imposed on Directors by the Articles of Incorporation, these Bylaws, or the law.

## **ARTICLE X**

### **Parliamentary Authority**

#### 10.01 Parliamentary Authority

The Parliamentary Authority of the Association is Robert's Rules of Order Newly Revised.

## **ARTICLE XI**

### **Indemnification and Insurance**

#### 11.01 Indemnification

To the fullest extent permitted by law, the Association will indemnify and hold harmless any and all past, present, or future Directors and Officers, as identified and defined in these Bylaws, and, in its discretion and in accordance with law, may indemnify and hold harmless any agent or employee of this Association of and from all liabilities, expenses, and counsel fees reasonably incurred in connection with all claims, demands, causes of action, and other legal proceedings to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such Director, Officer, employee, or agent on behalf of the Association.

The provisions of this Article will be interpreted and applied subject to and in conformance with the provisions of Sections 7237 and 7238 of the California Nonprofit Corporation Law and will be in addition to and exclusive of any rights to which any Director, Officer, employee, or agent may be entitled by law.

## 11.02 Insurance

The Association will have the right to purchase and maintain insurance to the full extent permitted by law on behalf of all its agents, including Officers, Directors and employees, against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

## **ARTICLE XII** **Amendment of Bylaws**

### 12.01 Amendment Proposals

Amendments to these existing Bylaws require 2/3 vote of the Members voting. Proposals to amend these Bylaws may be made by either Members of the Association, in which case the proposed amendment(s) must be signed by thirty Members, or by the Board. All proposed amendments will be presented to the Bylaws and Governance Committee and shall include a rationale of why it is proposed. The Bylaws and Governance Committee will prepare an analysis of the proposed amendment and submit the analysis to the Board with a recommendation for consideration. If the Board votes to submit the proposed amendment to the membership for vote, it will cause the proposed bylaw amendment, together with the analysis of the Bylaws and Governance Committee, to be sent to the membership with a 45 day notice, and subsequently submitted to the membership for electronic ballot. If the Board concludes the proposed amendment is not appropriate for submission to the membership, the proponents of the measure will be so notified. However, if the Board elects not to take the proposal to the membership, the proponents of the amendment will have the option of resubmitting the identical proposed amendment after the draft minutes of the Board meeting are posted. The resubmitted proposal must include the Bylaws and Governance Committee analysis and the Board action along with the signatures of 150 Members comprised of at least five Members from each of six different Affiliates. The resubmitted proposal must then be properly noticed and submitted to the membership for vote via electronic ballot.

### 12.02 Amendment by the Board of Directors

Notwithstanding other provisions of this Article, the Board of Directors is authorized to adopt certain Bylaws 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 no change to the intent of the proposals or amendments.