

## **ORANGE COUNTY CHAPTER OF CALIFORNIA SOCIETY OF ENROLLED AGENTS BYLAWS COMMITTEE**

### **I. POLICY**

It is the policy of the Orange County Chapter to establish and maintain a Bylaws Committee whose primary function is to develop and maintain a set of Bylaws under which the Chapter shall be operated and which shall be in general compliance and in close correlation with the Chapter Model Bylaws of the California Society of Enrolled Agents, Inc. (CSEA).

### **II. RESPONSIBILITIES**

The Bylaws Committee shall be responsible to:

A. Develop and maintain a set of Bylaws which shall be the governing document of the Chapter. The Committee shall establish procedures to maintain these Bylaws in close correlation with the CSEA Chapter Model Bylaws. These procedures shall be used to permit amendments to these Bylaws as they become necessary to maintain this correlation and to provide for necessary or appropriate amendments because of circumstances unique to the Chapter.

B. Establish new Policies, review existing Policies, provide guidance and consultation to the Board of Directors when new Policies or existing Policies need to be revised to meet new circumstances, and ensure that the Secretary shall maintain copies of all duly approved Policies.

C. Work with cognizant Vice Presidents and Committee Chairs to establish new Standard Operating Procedures and/or revise existing Standard Operating Procedures to document responsibilities, duties, and processes relating to these respective Standing Committees; maintain files of all Standard Operating Procedures and ensure that copies of these shall be maintained by the Chapter Secretary; and ensure that Standard Operating Procedures be passed on to succeeding Committee Chairs.

### **III. COMPOSITION**

The Committee shall consist of at least three (3), but no more than five (5) Members of the Chapter in good standing, including the Chairperson. Non-member Professional Affiliates and Associates shall not be members of this Committee, since they do not possess voting power. The Committee shall be under the direct cognizance of the President of the Chapter.

### **IV. DUTIES**

A. Review present Bylaws to ensure compliance and/or correlation with the CSEA Chapter Model Bylaws.

B. Report to the President and to the Board of Directors divergences and discrepancies with the Chapter Model Bylaws, and propose additions, deletions and/or changes to the Chapter Bylaws to bring them back into compliance or correlation with the Chapter Model Bylaws.

C. Propose procedures to be adopted by the Chapter to provide the mechanism to amend these Bylaws as necessary.

D. Maintain cognizance of proposed changes to Bylaws of the National Association of Enrolled Agents (NAEA) and/or the California Society of Enrolled Agents (CSEA), report these in a timely manner to the Board of Directors and report back the results of voting action at their respective Annual Meetings or as otherwise implemented.

E. Maintain close contact with the Bylaws Chairs of the CSEA and the NAEA at all times and establish a close working relationship with them.

F. Based on Board of Directors actions and decisions, establish new Policies or revise existing Policies. Ensure that the Secretary maintains copies of all duly approved Policies.

G. Work with cognizant Vice Presidents and Standing Committee Chairs to develop and/or revise Standard Operating Procedures to document responsibilities, duties, and processes for these respective Committees. Maintain copies of all duly approved Standard Operating Procedures and ensure that the Secretary maintain copies thereof. Ensure that the relinquishing Chair of each Standing Committee pass on to succeeding Chair copy of the respective Standard Operating Procedures. Provide copies of all approved Standard Operating Procedures to CSEA for their archives.

H. Annually, provide relevant information to the President concerning actions taken by the Committee for insertion into the President's Annual Report to the CSEA.

## **V. PROCEDURES**

### **A. Bylaws Amendments**

1. Amendments to the Bylaws may be proposed by the Board of Directors, by Members of the Chapter, by changes to CSEA Bylaws or Chapter Model Bylaws.

2. If proposed by Chapter Members, such proposals shall be signed by at least five (5) Chapter Members in good standing and presented to the Bylaws Committee for review and presentation to the Board accompanied by the Committee's analysis.

3. The Board-approved proposed amendment shall be submitted to the Society Bylaws Committee for its review and approval.

4. Upon receipt of approval, the Board shall cause publication of the proposed amendment and notice of its consideration at the next general membership meeting which is at least thirty (30) days following such publication and notice.

5. If the general membership approves such proposal at that meeting, the Chapter Board shall declare the amendment adopted.

### **B. Policies**

1. New or revised Policies shall be proposed by Board Members and voted by the Board.

2. If approved, a cognizant Officer or Board Member in conjunction with the Bylaws Committee shall draft a new Policy or revise an existing Policy that shall be presented to the Board for final passage.

3. If passage of the Policy should impact the Chapter Bylaws, the Bylaws Committee shall bring this to the attention of the Board and propose appropriate amendments to the Bylaws. If possible, new or revised Policies should be so structured as not to require Bylaws amendments.

### **C. Standard Operating Procedures**

1. The Bylaws Committee and the Secretary shall each maintain a copy of all approved Standard Operating Procedures.

2. If Standard Operating Procedures for specific Standing Committees have not been drafted or revised to represent current responsibilities, duties and processes, the Bylaws Committee shall work with the cognizant Vice President and Committee Chair to draft proposed Standard Operating Procedures to be presented to the Board of Directors for approval and adoption.
3. On approval, the Standard Operating Procedures shall be formalized and copies retained by the Bylaws Committee and by the Secretary. These copies may be on paper or on computer media.
4. The Bylaws Committee shall provide copies of all approved Standard Operating Procedures to the California Society of Enrolled Agents for their archives.