



BYLAWS OF THE NEW JERSEY SOCIETY OF ENROLLED AGENTS, INC.

Article I.

NAME, PRINCIPAL OFFICE AND RESTRICTIONS

1.01 Name

The name of this organization is the New Jersey Society of Enrolled Agents, Inc. The Society is a New Jersey nonprofit mutual benefit Corporation in compliance with New Jersey State Title 15A known as the New Jersey Nonprofit Corporation Act.

1.02 Principal Office

The Board of Directors (Board) may establish and/or change principal office.

1.03 Purposes

The purposes of the Society include:

- a. Advancement and improvement of all aspects of the profession of Enrolled Agents in New Jersey (the profession) through meetings, communications, publications, education, and other programs and activities;
- b. Articulating and advocating the needs and interests of the profession before legislative, administrative, and judicial branches of New Jersey State Government and the federal government offices in New Jersey;
- c. Cooperating on behalf of the profession with persons and businesses directly and through their organizations in matters involving the business and government affairs of the profession;
- d. Promulgating policies and activities for the betterment of all those individuals involved in some aspect of the profession in New Jersey; and,
- e. Providing assistance to legislators and government agencies as to the impact of proposed governmental actions and their possible effect on the clientele of Enrolled Agents.

1.04 Restrictions

All policies of the Society shall be consistent with:

- a. Applicable federal, state, and local antitrust, trade regulation or other legal requirements;
- b. Applicable tax exempt requirements; and,
- c. Rules, policies, and bylaws of the National Association of Enrolled Agents (Association).

Article II.

DEFINITION AND PARLIAMENTARY AUTHORITY

2.01 Circular 230

“Circular 230” means the United States Treasury Department Circular 230, Title 31 Code of Federal Regulations, Subtitle A, Part 10 as amended.

2.02 Member, Associate Member and Academic Associate

a. “Member” shall refer to both members and members emeritus.

b. “Associates” The term “Associate(s)” will include any individual who is not an enrolled agent and who is engaged in some aspect of the practice of tax.

2.03 Notice

Any reference to the time a notice is given or sent in these bylaws means the time a written notice by mail is deposited in the United States mails, postage prepaid; or any other written notice is delivered to a common carrier for transmission; Notice can be sent by electronic means; or any combination of these means which ensures full distribution. Notice isn’t officially given until 10 days after it is mailed [NJSA 15A:1-9].

2.04 Parliamentary Authority

The Society will use a recognized parliamentary authority as specified in the NJSEA Policy and Procedures manual

Article III.

MEMBERS

3.01 Qualifications and Rights of Membership

The Society shall have two classes of members: member and member emeritus.

3.02 Member

Membership in the Society is limited to those persons recognized by the United States Treasury Department, Internal Revenue Service as Enrolled Agents in good standing, and those persons qualifying under Section 5.03 of these bylaws, who live or practice within the State of New Jersey.

3.03 Member Emeritus

A member emeritus shall be a person who has been a member for the preceding five (5) years, who is on “inactive retired status” under Circular 230. A member emeritus shall not be required to fulfill the requirements for continuing education (CE). The Board may waive the requirement for membership for the preceding five years.

3.04 State Membership

Members of the National Association of Enrolled Agents who live, practice, or have an interest in New Jersey taxation and pay annual dues shall be members of the New Jersey Society of Enrolled Agents.

3.05 Membership of NAEA

Members of the New Jersey Society of Enrolled Agents must be members of the National Association of Enrolled Agents.

3.06 Member Obligation to Follow Society Rules

Each member of this Society agrees to be bound by these bylaws and any amendments thereto, and by the lawful actions of the Board or the voting members of the Society. In particular, each member shall fulfill CE requirements as promulgated by the Society, shall annually report to the NAEA the fulfillment of those

requirements, and shall abide by the NAEA's Code of Ethics and Rules of Professional Conduct and these bylaws.

3.07 Continuing Education Requirements

Each member shall comply with the continuing education requirements as promulgated by the National Association of Enrolled Agents in conjunction with the requirements set forth under Circular 230 as per the Code of Federal Regulations of the United States of America Title 31 › Subtitle A › Part 10.

3.08 Member Liability

No member shall be personally or otherwise liable for any obligations of the Society.

3.09 Compensation

No person who holds office in the Society shall be employed by the Society except as an educational instructor. Members who serve in volunteer or elective positions for the Society shall do so without remuneration; however, the Board of Directors may allow reimbursement for actual and necessary expenses incurred for Society business.

3.10 Society Records

All official correspondence, papers, and records in the possession of members when serving as officers, directors, or members of committees are the property of the Society and shall be turned over to their successors upon completion of their tenure in office.

3.11 Associates

The Society shall recognize "Associate" status for those persons who chose to pay the Society's dues and participate in the regular meetings of the Society and as stated in section 2.02b above.

Associates may not vote or hold elected office in the Society. The Society shall not use the word "member" in reference to any Associate.

Article IV.

MEMBERSHIP DUES AND ASSESSMENTS

4.01 Setting Annual Dues

The Board of Directors shall set the amount of annual dues for membership. The amount of the annual dues shall be noticed to the membership no later than sixty (60) days after the Board has voted to change the annual dues or ninety (90) days prior to the close of the calendar year, whichever occurs first.

4.02 Payment of Dues

Membership dues are due and payable annually per methods approved by the NAEA Board. Once submitted, dues remain the property of the Society unless membership is rejected upon application.

4.03 Assessments

The Board of Directors may, upon ratification of two-thirds (2/3) majority of the Directors, levy such additional assessments as are necessary to carry out the activities of the Society.

Article V.

MEMBERSHIP STATUS **(Cessation, Suspension, Expulsion)**

5.01 Cessation of Membership

A membership shall terminate whenever any of the following events have occurred:

- a. Resignation of member, on reasonable notice to the Society;
- b. Expiration of the period of membership, unless membership is renewed on the renewal terms fixed by the Board; or
- c. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy or continue to satisfy membership qualifications.

5.02 Failure to Pay Dues or Make a CE Report

- a. Membership shall automatically be suspended for non-payment of dues or assessments thirty (30) days after the due date. Membership shall automatically terminate when a member is delinquent in payment of dues seventy-five (75) days or more after the due date of that member's dues assessments.
- b. Membership shall automatically be suspended for non-reporting of the fulfillment of the CE requirements to the National Society of Enrolled Agents thirty (30) days after the due date for reporting. Membership shall automatically terminate when a member is delinquent with this requirement seventy-five (75) days after the due date.
- c. Any member whose membership is in jeopardy of termination under this section shall be notified at least thirty (30) days prior to the potential date that membership will terminate.
- d. Any member whose membership was suspended or terminated for non-payment of dues or non-reporting of CE requirements within the previous six (6) months, may be eligible for reinstatement by forwarding a request for same to the Secretary of the Society with one year's dues and/or evidence of fulfilling the CE requirements.
- e. In the event of hardship of extenuating circumstances, the Board of Directors, on written request, may waive the payment of delinquent dues and/or the CE requirements.

5.021 Reinstatement

Any member terminated for non-payment of dues or non-maintenance of required CE hours whose record shows no complaint or charges pending before the Ethic and Professional Conduct Committee, may be eligible for reinstatement.

5.03 Status with Internal Revenue Service

- a. Any member whose enrollment to practice before the Internal Revenue Service (Service) is temporarily suspended for any reason by the issuing authority shall be automatically suspended from membership during the period of suspension to practice before the Service. Any member whose enrollment to practice before the Service is permanently terminated by the issuing authority shall be automatically expelled by the Society.
- b. Notwithstanding any other provision of these bylaws, any person whose enrollment to practice before the Internal Revenue Service is canceled by virtue of the issuance of a state license to practice as a Certified Public Accountant or admission to practice before the Bar of any state or higher jurisdiction, if said reason is the sole reason for cancellation of enrollment, shall be eligible for membership in the Society provided said person meets all other criteria for membership.
- c. Notwithstanding any other provision of these bylaws, any person who is not allowed to practice before the Internal Revenue Service by virtue of their acceptance of a position in government service, if said reason is the sole reason for not being able to practice before the Service, shall be eligible for membership in the Society provided said person meets all other criteria of membership.

5.04 Discipline

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

- a. A member violates Association or Society bylaws, Code of Ethics, Rules of Professional Conduct, or Circular 230.
- b. A member is determined by the Board of Directors to have been guilty of an act discreditable to the profession.
- c. A member is convicted of a felony or is judged of unsound mind by a final order of a court.
- d. A member purports to represent the official position of the Society without prior approval of the Board of Directors. Directors and Committee Chairmen shall have the authority to represent the Society in matters regarding their respective positions.

Actions against a member under this Section shall be processed in accordance with the Ethics and Professional Conduct Standard Operating Procedures adopted by the Society and incorporated into these bylaws.

Associate members or academic associates are subject to review by the Board should an issue occur effecting continuance of membership.

Article VI.

MEMBERSHIP MEETINGS

6.01 Regular Meetings

Regular meetings of the Society shall be held on dates and times promulgated by the Board of Directors. No regular meeting will be held in the month in which the annual meeting is held.

6.02 Annual Meeting

The annual meeting of the members shall be held at a place and time selected by the Board of Directors.

6.03 Call to Annual Meeting

The President shall issue a Call to the Annual Meeting at least thirty (30) days prior to the date set. Such notice shall be delivered by mail and/or electronic means and shall include:

- a. Place, time and date of the meeting
- b. An Agenda for the business meetings of the meeting.
- c. The report of the Nominating Committee to include a list of the nominees.
- d. The text of any proposed bylaw change with the analysis of the Bylaws Committee including minority reports if any.
- e. Such public notices as may be required by "Sunshine Laws," state and federal agencies.

6.04 Election of Officers and Directors

The Officers and Directors of the Society shall be elected during the annual meeting. Nominations in addition to the Nominating Committee's report may be made from the floor of the meeting by any member at the time designated.

6.05 Quorum

A quorum at the annual meeting shall be a majority of the members whose attendance is verified at the Annual Meeting.

6.06 Voting

Each Society member is entitled to one vote on each matter to be decided at the annual meeting. Cumulative and proxy voting shall be prohibited. Unless otherwise specified by these bylaws, or otherwise required by the New Jersey Nonprofit Corporation Act or otherwise in conflict with NJSEA Policy and Procedures, all matters to come before the annual meeting of the Society shall be decided by a majority of those voting.

Article VII.

DIRECTORS

7.01 The Board of Directors

The Board of Directors shall consist of six (6) directors at large, the immediate Past President and the officers of the Society.

7.02 Qualifications and Terms of Office

Only members shall be eligible to serve as members of the Board of Directors. Directors shall be elected to serve a two (2) year term. Three (3) directors shall be elected during odd numbered years and three (3) shall be elected during even numbered years.

7.03 Duties and Responsibilities

The Board of Directors shall be the governing body of the Society and shall have the authority and responsibility for the supervision, control, and direction of the Society.

7.04 Removal of Directors

A Director shall be removed from office for unexcused absence at two (2) scheduled meetings of the Board per year or if they violate their Membership Status as stated in section 5.01 and 5.02.

7.05 Vacancies

If a Directorship becomes vacant for any reason, the Board of Directors shall select a member to fill the vacancy until the next annual meeting, at which time the membership shall elect a Director to serve any remaining term.

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, delivered by mail and/or electronic means, of six (6) members of the Board.

8.02 Time and Place of Meetings

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

8.03 Notice of Meeting

Notice of meeting, delivered by mail and/or electronic means, shall contain an agenda, and be communicated to the members of the Society at least seven (7) days prior thereto by the Secretary, or designee.

8.04 Open Meetings

All meetings of the Board of Directors shall be open to the members except when an ethics or professional conduct issue or personnel issue is before the Board. Members attending open Board Meetings shall be heard and shall adhere to the standing rules. Non Board Members cannot cast votes. Non NJSEA Members as a rule are not in attendance at Board Meetings but may request to be in attendance or permitted to attend as agreed by the Board of Directors.

8.05 Quorum

A quorum at a meeting of the Board of Directors shall be a majority of the Board.

8.06 Telephonic Meeting

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

8.07 Action by Unanimous Consent

Any action required or permitted to be taken by the Board of Directors 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.

Article IX. OFFICERS

9.01 Officers of the Society

The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be a member.

9.02 Election of Officers

Each officer shall be elected by the members at the annual meeting to serve for a one-year term. Officers shall serve from the time of their installation until their successors have been elected, or assumed office, and have been installed.

9.03 Removal of Officers

Any officer shall be removed from office for unexcused absence at two (2) regularly scheduled meetings of the Board or if they violate their Membership Status as stated in section 5.01 and 5.02.

9.04 Vacancies

If, because of disability, resignation, or other cause, any office becomes vacant, the Board shall elect member(s) to serve the remainder of the term.

9.05 President

The President shall be the Chief Executive Officer of the Society and shall exercise general supervision over the affairs of the Society. The President shall preside at all members' meetings and Board meetings and have such other powers and perform such other duties as the Board or the bylaws may prescribe.

9.06 Vice President

The Vice President shall be responsible, at the direction of the President, for the functioning of standing and task force committees. In the absence or disability of the President, the Vice President shall perform the duties of the President and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

9.07 Secretary

The Secretary, or designee, shall keep the minutes of all members' meetings and Board meetings, shall maintain proper books and records of the Society, shall have custody of the seal of the Society, shall maintain membership rolls of the Society, and shall have such other powers and perform such other duties as the Board or bylaws may prescribe.

9.08 Treasurer

The Treasurer shall be the Chief Financial Officer of the Society. The Treasurer shall be responsible for the preparation of the tax returns for the fiscal year ending during the term of office. The Board may designate

another person to prepare the tax returns. The Treasurer, or designee, shall receive all funds of the Society and deposit same in the name of the Society in such bank or banks as the Board may select, shall maintain complete records and books of account of all the financial affairs and transactions of the Society, shall render a report and account to the Board relative to the administration thereof upon request of the Board and, shall have such other powers and perform such other duties as the Board or bylaws may prescribe.

9.09 Reports

All officers shall make a written report to the annual meeting.

Article X.

COMMITTEES

10.01 Committee Members

All committee chairmen and committee members shall be members. The President and the Vice President shall be ex officio members of all committees, except for Nominating Committee and Ethics and Professional Conduct Committee.

10.02 Nominating Committee

Prior to the close of the January Board of Directors meeting, the President shall elect with Board approval, a Nominating Committee of no less than three (3) members. This Committee shall report to the Board of Directors and to the membership no later than thirty (30) days prior to the annual meeting.

10.03 Special Committee

Audit Committee to audit or cause to be audited the books and records of the Society for the prior year. The Audit Committee report shall be delivered in writing to the Board of Directors and shall be presented to the membership.

Ethics and professional Conduct Committee which shall consist of no less than three (3) members. Only one (1) member of this committee maybe also a member of the board.

10.04 Standing Committees

No later than the second Board of Directors meeting of the current term of office, the President shall nominate a chairman for each of the following standing committees

- a. Bylaws Committee
- b. Education Committee
- c. Finance and Budget Committee
- d. Government Relations Committee
- e. Long- Range planning Committee
- f. Membership Committee
- g. Public Information Committee
- h. Website Committee
- i. Educate America Committee

10.05 Ad Hoc Committee

The President may appoint such task force committees as deemed appropriate and shall report the formation of any such committees at the next Board of Directors meeting.

10.06 Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The existence of an executive Committee shall not relieve the Board, or any individual director, of the responsibility imposed on directors by the Articles of incorporation, bylaws or the law.

10.07 Other Committees

The President may establish committees it deems necessary to conduct the business of the Society. The President shall appoint the chair of each such committee as detailed in the NJSEA policy and procedures

10.08 Reports and recommendations

Reports and recommendations of committees shall be submitted in writing to the Board of Directors. Each committee shall make an annual written report to the members at the annual meeting.

Article XI.

CALENDAR YEAR

11.01 Calendar Year

The Society shall be a fiscal year entity with an ending date of June 30.

Article XII.

CHAPTERS

12.01 Authority to Charter Chapters

The authority to charter and to modify the territory of existing Chapters resides with the Board. The Board will establish procedures for the granting of charters. Only one chapter will exist for any geographical area. All chapters will operate in accordance with the Standing Operating Procedures for Chapters as adopted by the Board of Directors of the Society.

12.02 Charters

A charter will be issued to each chapter bearing the seal of the corporation and the signatures of the President and the Secretary of the corporation. The acceptance of said charter by the chapter will be deemed to constitute ratification and acceptance of the Bylaws of the Society, and the chapter's membership will be bound by the Bylaws of the Society.

12.03 Withdrawal of Charter

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

- a. Failure to serve the members within the chapter's area of responsibility.
- b. Failure to abide by Society Bylaws and NJSEA Standard Operating Policies and Procedures.
- c. Failure to abide by the NAEA's Code of Ethics and Rules of Professional Conduct.

Such withdrawal under this section will be predicated upon a thorough investigation by the appropriate committee. The chapter will receive notification that such withdrawal is being considered and will benefit from the principles of due process. A chapter will retain the right to appeal any decision of the Board to the

membership at the Annual Meeting. A chapter may voluntarily surrender its chapter by submission or notice in writing, accompanied by the charter, to the Board.

ARTICLE XIII,

INDEMNIFICATION AND INSURANCE

13.01 Indemnification

To the fullest extent permitted by law, the Society shall 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 Society of and from all liabilities, expenses, and counsel fees reasonably incurred in connection with all claims, demand, 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 Society.

13.02 Insurance

The Society shall 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 all liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE XIV.

DISSOLUTION

14.01 Dissolution

The dissolution or winding up of the Society shall follow the provisions of the New Jersey Corporations Code. Upon dissolution, it shall be the obligation of the Treasurer to ensure that all just debts and claims against the Society are paid. Any funds remaining after payment of all debts and obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization exempt for taxation under Section 501 or any comparable section of the Internal Revenue Code. Such organizations are to be selected by the Board.

ARTICLE V.

AMENDMENT OF BYLAWS

15.01 Amendment

Amendments to these bylaws that have been properly noticed may be made at any regular annual meeting of the members by a majority vote of the members voting. Amendments may also be made by mail ballot.

15.02 Amendment Proposals

Proposals to amend these bylaws may be made by members of the Society or by the Board of Directors. All proposed amendments will be presented to the Bylaws Committee. The Bylaws Committee shall prepare an analysis of the proposed amendment and shall include both the proposal and the analysis in the Call to Annual Meeting for adoption.

15.03 Annual Meeting

All proposals that have been processed within the prescribed time for issuance of the Call to Annual Meeting shall become a part of the meeting agenda; any proposals not received in sufficient time for processing shall

be forwarded to the succeeding Bylaws Committee for inclusion in notice to and presentation at the next annual meeting.

15.04 Special Quorum Requirement

Notwithstanding any other provisions of these bylaws, these bylaws may be amended at any properly called annual meeting which is attended by one-third (1/3) of the members of the Society.