

***Bylaws of the
Arizona Society of Enrolled Agents, Inc.
(as of June 2025)***

BYLAWS
ARIZONA SOCIETY OF ENROLLED AGENTS, INC.
Approved as revised, as of June ____, 2025

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ARTICLE I

Name; Principal Office; Purposes and Restrictions

1.01 Name. The name of this organization is the Arizona Society of Enrolled Agents, Inc. (Society). This Society is an Arizona nonprofit corporation chartered by the Arizona Corporation Commission on August 20, 1979.

1.02 Authority. The Society is currently chartered by The National Association of Enrolled Agents (NAEA) to operate under its own bylaws as an Affiliate of NAEA in basic conformity with NAEA bylaws. The Society Board of Directors (Board) may authorize local chapters and regions within Arizona and shall establish requirements for their operation.

1.03 Principal Office. The principal office of the Society is located in Arizona. The Board may elect to change the location of the principal office, as determined by a majority vote of the Board.

1.04 Purposes. The purposes of the Society include:

- a. Promote, preserve, and protect the interests of all Enrolled Agents;
- b. Cultivate a spirit of professional cooperation among all the members of the Society (Members);
- c. Promote a professional level of competence, character, and integrity among all the Members;
- d. Keep all Members informed, through communication and/or education of new relevant tax laws or amendments to existing relevant tax laws that affect the general public and the profession;
- e. Represent Arizona Enrolled Agents on the state and local level to all relevant government agencies and institutions;

- f. Represent the interests of the Arizona Society Members in their relationship with the NAEA and its aims and programs;
- g. Represent the Arizona Society on a regional level (both within and without Arizona) as such regional organizations and activities shall be developed.

1.05 Restrictions. All policies and activities of the Society shall be consistent with applicable federal, state, and local trade regulations and antitrust laws or other legal requirements and applicable tax exemption requirements.

Article II

Object

2.01 Mission Statement- The Society seeks to be the premier professional organization in Arizona that advocates for Enrolled Agents and supports their development as the public’s tax practitioners of choice. The Society provides support for local chapter-based networking; practice development strategies through mentoring; business development strategies and succession planning; high quality continuing professional education; and promotion of the Enrolled Agent brand.

Article III

Definitions, Interpretation

3.01 Society. “Society” refers to the Arizona Society of Enrolled Agents, Inc.

3.02 Board. “Board” refers to the Arizona Society of Enrolled Agents, Inc., Board of Directors as further defined herein.

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

3.04 Notice. Any reference in these Bylaws to the time a notice is given or sent means the time a written notice by mail is deposited in the U.S. Mail, postage prepaid; the time any other written notice is delivered to a common carrier for transmission or delivery; the last time of promulgation of the notice by any electronic means; or any combination of these methods and means that ensures full dissemination and distribution to the membership.

3.05 Society Communications. The Society may use any and all means available to communicate with the Board, Members, and Associates including, but not limited to, the Internet, email, U. S. Mail, telephone (including conference calls), fax, or any combination thereof. The Board will determine the best method to communicate Notices of Meetings, bylaws proposals, voting, and other items of importance to the Board, Members, and Associates.

3.06 Interpretation. These Bylaws are subject to the Arizona Nonprofit Corporation Act and must be interpreted in cases of conflict or ambiguity so as to conform to the Act, as it is interpreted and amended from time to time.

Article IV

Members and Associates

4.01 Members. 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. The Society will have two classes of Members: Member and Member Emeritus. “Member,” as referred to in these Bylaws, refers to both Members and Members Emeritus.

4.02 Member Emeritus. A Member Emeritus will be a person who has worked as an Enrolled Agent in the past and who is on “inactive retirement status” under Circular 230.

4.03 Associates. The Society shall recognize the following Associate status categories:

a. **Federally Authorized Practitioner Associate.** A person who is regulated under Circular 230 as an Attorney, CPA, or Enrolled Actuary (in good standing) shall qualify as an Associate.

b. **Unenrolled Associate.** An Unenrolled Associate is one who is not defined in Section 10.3 (a) through (d) of Circular 230 and is engaged in the practice of tax.

c. **Other Associate.** The Board may establish a separate associate status for persons not falling under the provisions of paragraphs (a) and (b), above.

4.04 Associate Status Matters

a. The word “Member” shall not be used in connection with any person holding Associate status.

b. Associates shall be subject to these bylaws and all standards, policies, and procedures as the Board may adopt.

c. Associates shall have voice, but not vote, nor shall they hold elected or appointed office. Associates may chair or serve on committees, as authorized by the Board.

d. Any person who has been removed from practice under Circular 230 shall not qualify as an Associate.

4.05 CPE Requirements – Each Member will follow Circular 230 guidelines in completing qualifying CPE per calendar year. The required hours will be prorated for new Members.

4.07 Member Liability – No member will be personally or otherwise liable for any obligations of the Society.

4.08 Setting Annual Dues. Annual dues for Members and Associates shall be established by the Board. The amount of the annual dues shall be noticed to the Members and Associates 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 fiscal year, whichever occurs first.

4.09 Payment of Dues. Dues are owed and payable annually using payment methods approved by the Board. Once submitted, dues remain the property of the Society unless the Membership or Associate status is rejected upon application.

4.10 Assessments. The Board may, upon affirmative vote of two-thirds (2/3) of the Board members then elected and appointed, levy such additional assessments as are necessary to carry out the activities of the Society.

4.11 Fees. Fees for education and any other Society activities shall be set by the responsible committee chairperson(s) for the activity, unless the Board overrules the decision of said chairperson(s).

4.12 Compensation and Expenses. Officers, Directors, Members, and Associates shall serve in volunteer or elective positions without compensation. The Board may authorize reimbursement of an Officer, Director, Member, or Associate for actual and necessary expenses for Society business. An Officer, Director, Member, Associate, and other persons may be compensated by the Society as an educational instructor and/or reimbursed for their costs for educational materials provided in connection with such activities.

4.13 Discipline. A Member or Associate may be subject to discipline (which may include private or public censure, suspension, or termination) when a Member or Associate:

- a. Violates these bylaws, the NAEA Code of Ethics or Rules of Professional Conduct, or Circular 230.
- b. Is held by the Board to have engaged in an act discreditable to the profession.
- c. Is convicted of a felony or is judged of unsound mind by the final order of a court.
- d. Purports to represent the official position of the Society without prior approval of the Board. Officers, directors, and committee chairs shall be considered representing the Society in matters regarding their respective positions.
- e. Engages in a pattern of unprofessional behavior or conduct that is deleterious to the Society or its Members.

4.14 Suspension. A Member or Associate automatically shall be suspended for non-payment of dues, fees, or assessments. A Member whose enrollment to practice before the Internal Revenue Service is temporarily suspended for any reason shall automatically be suspended from Society membership during the period of suspension. Membership may be reinstated only upon termination of the suspension by the issuing authority.

4.15 Termination of Member or Associate Status. The Board shall establish methods to deal with termination of Member or Associate status as necessary. Member or Associate status shall be terminated whenever the Board, or a committee authorized by the Board, determines in good faith that any of the following events has occurred:

- a. Resignation of the Member or Associate;
- b. Expiration of Member or Associate status, unless the Member or Associate renews on Society terms;
- c. An occurrence of an event that renders the Member or Associate ineligible for Member or Associate status, or the failure of the Member or Associate to satisfy specific requirements established by NAEA's Code of Ethic or Rules of Professional Conduct, IRS CPE requirements, or Circular 230;

d. If the Member's enrollment to practice before the Internal Revenue Service is terminated by the issuing authority, that person shall automatically be terminated from the Society. Membership may be reinstated only upon repeal of the termination or other form of reinstatement by the issuing authority;

e. A vote of the Board to terminate Member status is approved by at least two-thirds (2/3) of the full voting membership of the Board.

4.16 Process for Termination of Membership or Associate Status in Matters Involving Article

4.13(e). When the Board decides to schedule a vote on termination of membership, the President of the Society will notify the affected Member in writing of the vote at least twenty-five (25) days in advance of the scheduled vote, mailing (by certified mail) the notice to the last known address of the affected Member. The notice shall advise the Member of the right to submit by mail a written statement, signed by the Member, setting forth the reason(s) why Member should not be terminated. The written statement should be addressed to the Board, attention Society President, at the address provided and is due not less than five (5) days before the date of the scheduled vote.

4.17 Actions. Actions against a Member or Associate under this Article shall be processed in accordance with NAEA Ethics and Professional Conduct Procedures and any procedures adopted by the Board, as necessary. Notification to parties to any of these actions shall be as established by the Board.

a. Requests for Reconsideration in Section 4.15(e) terminations: An individual whose membership in the Society has been terminated by a vote of the Board pursuant to Section 4.15(e) of these Bylaws based on a determination of unprofessional behavior or conduct that is deleterious to the Society of its Members (Section 4.13(e)) may submit a request for reconsideration under certain circumstances. The individual shall make such request in writing and submit it to the President of the Board no sooner than twenty four (24) months following the vote of the Board to terminate membership. The request for reconsideration shall describe what actions, if any, the requesting individual has taken to remedy the behavior that resulted in the termination, and shall confirm that the individual otherwise meets the qualifications of Regular or Associate membership. The Board President shall review the request for reconsideration with the Board at the Board's next regularly scheduled meeting. If at least two-thirds (2/3) of the full voting membership of the Board votes to approve the Request for Reconsideration, the Society President shall offer the requesting individual a "period of provisional affiliation" of at least twelve (12) months but not more than twenty-four (24) months in which to participate in Society events and activities, without authority to vote or hold elective office. The Board shall identify a method by which the requesting individual will be expected to participate. At the end of the period of provisional affiliation, the Board shall deliberate and vote whether to extend membership to the requesting individual. Such vote would require approval of two-thirds (2/3) of the full voting membership of the Board. If the provisional individual displays unprofessional behavior or deleterious conduct during the term of provisional affiliation, a majority of the full voting membership of the Board may terminate the period of provisional affiliation.

b. The Board may establish additional policies and procedures to be used in situations arising under Section 4.17(a). Any general policies and procedures will be published in the Society Policy and Procedure Manual.

Article V

Local Chapters

5.01 Local Chapter. A Local Chapter is a grouping of Society Members, usually residing or working in Arizona, into a specific geographical area defined by the Board. A Local Chapter will derive its authority for membership, rules, and regulations directly from the Society. Dual Membership among Local Chapters is authorized. A group of Society Members may petition the Board to form a Local Chapter as the Board may direct. A Local Chapter shall:

- a. Be formed under the authority of the Society.
- b. Be organized with its own bylaws, officers, directors, dues (if applicable), and local rules and regulations, all in basic conformity with Society Bylaws.
- c. Not be incorporated, but will be formed under the umbrella of the Society's Articles of Incorporation from the State of Arizona.
- d. Submit an annual financial statement for Society tax purposes when so required by the Society.
- e. Provide a copy, including any revisions, of its chapter bylaws to the Secretary of the Society for safekeeping.
- f. Be solely liable for any debts or obligations it incurs.

5.02 Withdrawal of Chapter: If the Board receives a request from a Local Chapter to suspend activity or to dissolve, or if the Board determines that a Local Chapter has failed to meet its organizational, operational, and/or administrative requirements, the Local Chapter may be placed in Suspended Activity Status or may be dissolved, as determined by a vote by the Board. All assets and administrative records of the affected Local Chapter will be delivered to the Officers of the Society for proper disposition.

Article VI

Board of Directors and Officers

6.01 The Board of Directors. Only Members shall be eligible to serve on the Board. The Board shall be the governing body of the Society and shall have the authority and responsibility for the supervision, control, and direction of the Society. The Board shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, and at least three (3), but not more than nine (9), directors at large. In addition, each Local Chapter shall be represented by one director, as specified herein, who shall enjoy all the rights, privileges, and responsibilities of elected Board members.

6.02 Election of Board Members. Officers and directors at large shall be elected during the Annual Meeting of the Society by a majority of the total votes cast. Voting for elections of Officers and Directors shall include not only votes cast by Members registered for, and whose attendance has been verified at, the Annual Meeting, but also shall include Member votes cast prior to the Special Meeting via mail ballot, email, or other electronic or other approved means as the Board may direct.

a. Officers. The President and Vice President shall be elected by the Members to serve a two-year term from the time of installation until their successors have been elected and installed. The Immediate Past President automatically shall assume that office upon election and installation of a successor as President. The Secretary and Treasurer shall be elected and installed to serve a one-year term from the time of installation until their successor(s) have been elected and installed. The President and Vice

President shall not be elected to consecutive terms. The offices of Secretary and Treasurer may be combined, as the Board shall direct. The Officers shall have such authority and responsibility as is customary for their respective offices and in accordance with the law, these Bylaws, and any other policies and procedures of the Society that may be in effect.

b. Directors at Large. Directors at large shall be elected in accordance with procedures set forth in these Bylaws during the Annual Meeting of the Society to serve a three (3) year term. One third (1/3) of the total number of directors at large shall be elected each year and their terms shall coincide with the fiscal year of the Society. A Director at Large may be elected to no more than three (3) consecutive terms. An appointed or elected term of less than three (3) years does not exclude a director at large from serving an additional three (3) consecutive three (3) year terms.

c. Local Chapter Directors. Each Local Chapter shall provide one (1) Local Chapter Director, selected in a manner prescribed by that chapter's leadership, to serve as a Society Director with all the duties, rights, and privileges of a Board member for one year. Nothing herein shall preclude a chapter director from serving simultaneously as an officer or director at large of the Society, but each person shall be entitled to only one vote.

6.03 Duties and Responsibilities

a. President. The President is the chief executive officer of the Society and shall preside at all meetings and shall be an ex-officio member of any committee appointed by the Board, and carry out those duties and responsibilities that, with the approval of the Board, may be necessary to follow the provisions of these Bylaws to protect the rights and interests of the Society, its Members, and Associates.

b. Vice President. The Vice President shall assume the duties of the President in the absence of the President and assist the President as otherwise requested. If the Annual Meeting does not result in the election of a Vice-President, the Board may elect, pursuant to a majority vote of the Board, under this section to designate, on an ad-hoc basis, a Director to serve as Vice-President in the absence of the President, and thus assume the duties of the President.

c. Secretary. The Secretary shall be the official keeper of all Board minutes and shall serve as custodian for all papers, correspondence, tax returns, and historical documents in safekeeping, including these Bylaws and all amendments and revisions thereto.

d. Treasurer. The Treasurer is the chief financial officer of the Society and shall keep its financial records and report its financial condition to the membership as directed by the Board, but at least once a year at the annual meeting. The Treasurer shall ensure the annual tax return and other required financial reports are timely submitted, as required by federal and Arizona law and these Bylaws. The Treasurer shall cause all funds received by the Society to be promptly deposited to the credit of the Society in such bank accounts as the Board shall authorize.

e. Immediate Past President. The Immediate Past President shall be the last person who held the position of President and, being no longer President, shall have such powers and perform such duties as the Board or these Bylaws may prescribe.

f. Method of Action. Directors and Officers shall carry out their appointed or volunteer duties in a conscientious and professional manner.

6.04 Fiscal Year. The fiscal year of the Society shall be July 1 to June 30.

6.05 Vacancies. Vacancies shall be filled in the following manner:

a. If the office of President becomes vacant prior to the expiration of the current term of office, the Vice President shall succeed to the higher office and the Board shall elect a Member to serve the remainder of the former Vice President's unexpired term. If the office of Vice President is vacant prior to the expiration of the current term, the Board shall elect a member to serve the remainder of the unexpired term. If both offices become vacant, the Board shall elect Members to serve as President and Vice President for the remainder of the unexpired terms. The Board may appoint another Past President to fill the remaining term for the vacancy in the office of the Immediate Past President, if desired.

b. If the offices of either the Secretary or Treasurer become vacant, the Board shall establish procedures to select a Member to assume these duties for the remainder of the unexpired term(s).

c. In the event a serving Director at Large is subsequently elected an officer of the Society, or is unable to serve for any other reason, the Board may select a Member to fill the vacancy until the next election, at which time a nominee may be submitted for election to serve out the unexpired term of that position.

d. In the event a serving Local Chapter Director is elected or appointed as an Officer or a Director at Large of the Society, or is unable to serve for any reason, the Local Chapter may replace its Director. Nothing herein shall preclude a Local Chapter Director from serving simultaneously as an Officer or Director at Large of the Society.

6.06 Removal of a Board Member. An Officer or Director of the Board may be removed from office by the Board for an unexcused absence at any two (2) scheduled meetings of the Board per year. An excused absence shall be arranged by communication with the President at least twenty-four (24) hours prior to the meeting. Additionally, the Board, in a special meeting, shall have the authority to remove a Board Member or committee person for cause, using such procedures as the Board may establish, except that a removal for cause shall require a two-thirds (2/3) affirmative vote of all the Board Members then elected or appointed, excluding the Board Member up for removal. Removal may be for neglect of duty, incompetence, misconduct, or as the Board may deem necessary for the good of Society order and discipline, and/or as set forth in the NAEA Code of Ethics and Professional Conduct Procedures.

6.07 Society Records. All official correspondence, papers, tax records, and records or files of Members and Associates in their possession when serving as Officers, Directors or members of committees ("Society Records") are the property of the Society and shall be turned over to the Secretary, or a Board member authorized by the Board, upon completion of their tenure of office. A Member or Associate shall not retain a copy of any portion of the Society Records absent specific approval by the Board in advance.

Article VII

Membership Meetings

7.01 Annual Meeting. There shall be a meeting of the Membership once a year to be held at a place and time selected by the Board. The purposes of this meeting are to elect its Officers and Directors and to conduct other Society business or as otherwise required by law.

7.02 Notice of Annual Meeting. The Secretary shall cause to be issued a written Notice of Annual Meeting thirty (30) days prior to the date set for the annual meeting. Such notice shall be in writing and may be sent via U.S. Mail, email, or any other electronic means permitted in these Bylaws, as determined by the Board, and shall include:

- a. An agenda.
- b. The report of the Nominating Committee to include a list of the nominees for Officer and Director positions open for that specific year.
- c. A request for, and procedures on, how Members may either submit separate written nominations or how nominations from the floor may be made.
- d. The text of any proposed amendments, changes, or revisions to Society Bylaws, and/or any proposed resolutions for consideration by the Members with recommendation(s) of the Board. If any proposals were previously issued in writing to the Members via other means approved by the Board, then only the recommendation(s) from the Board shall be necessary in the Notice of Annual Meeting.
- e. Any other matters to be properly brought before the Board or the Membership.

7.03 Special Meetings. A special meeting of Society Members may be called for any lawful purpose by a written petition signed by five percent (5%) of the Members and submitted to the Secretary. The petition shall contain specific topic(s) to be covered. The Secretary shall promptly attest that the signatures are apparently valid and the number of valid signatures meets the five percent (5%) requirement. The Secretary shall then cause to be issued a Notice of Special Meeting with the agenda of topic(s) to be considered. This notice may be via electronic or other means as determined by the Board. The meeting shall take place under rules adopted by the Board. Only the published agenda items set forth in the Notice of Special Meeting shall be transacted at the Special Meeting of the Members. Should a regular Annual Meeting be scheduled within three (3) months of the attestation of the valid signatures, the topic(s) contained in the petition for the Special Meeting shall be scheduled as a separate agenda item and covered at the next regular Annual Meeting instead of convening a separate Special Meeting.

7.04 Quorum

- a. **Annual Meeting.** A quorum at the Annual Meeting shall be a majority of the Members registered for, and whose attendance has been verified at, the Annual Meeting. In addition to in-person attendees, for an Annual Meeting at which virtual attendance has been enabled, the quorum shall also include Members who have registered for the Annual Meeting and whose virtual attendance at the meeting is established.
- b. **Special Meeting.** A quorum at a Special Meeting shall be twenty percent (20%) of the Members.
- c. **Attendance.** If an Annual or Special meeting of the Membership is attended by fewer than one-third (1/3) of the Members, only Bylaws and other issues where Notice of their general nature was given prior to the meeting shall be transacted at the Annual Meeting or at the Special Meeting.

7.05 Voting. Each Society Member shall have one vote on each matter to come before the Members at an Annual or Special Meeting of the Society. Cumulative and proxy voting are prohibited. Unless

specified otherwise in these Bylaws and Arizona law, all matters to come before an Annual or Special Meeting of the Society shall be decided as follows:

a. A majority of the total votes cast by Members registered for and whose attendance has been verified at the meeting, but also shall include Member votes cast on a timely basis prior to the meeting via a secure and reliable electronic means authorized by the Board.

Article VIII

Board of Director Meetings

8.01 Call of Meetings. A meeting of the Board shall be called by the President at least once a year, or at any time upon the request of five (5) members of the Board.

8.02 Time and Place of Meetings. The time and place for meetings of the Board shall be fixed and determined by the President, subject to a majority vote of the Board.

8.03 Notice of Meeting. The President shall cause a Notice of Meeting containing an agenda to be promulgated via phone, email, Society website, or fax to all Board members and to the President of each Local Chapter, where possible, at least seven (7) days prior to the meeting, or as the Board otherwise directs.

8.04 Open Meetings. All meetings of the Board shall be open to the Members except when issues related to ethics and/or professional conduct are to be discussed, or as otherwise directed by the Board.

8.05 Quorum. A quorum at a meeting of the Board shall be a majority of the Board currently elected or appointed.

8.06 Telephonic or Other Type Meetings. Subject to Arizona law, a meeting of the Board may be held by conference telephone call or other communication methods approved by the Board. Such meeting shall be valid only if: (1) all Board members have been Noticed; (2) a majority of the Board members currently elected or appointed participate; and (3) all participating can hear one another.

8.07 Action by Unanimous Consent. Subject to Arizona law, any actions required or permitted to be taken by the Board under any provision of the law may be taken without a meeting if all elected and appointed Board members shall individually or collectively consent in writing to such action. Consent in writing may be given via U.S. Mail, email, or fax.

8.08. Employees. The Board shall have the authority to hire and dismiss full-time or part-time employees.

Article IX

Board Committees and Council

9.01 Committees. The Board may establish procedures for the creation and operation of committees as it deems appropriate. Except as otherwise stated herein, the Board must approve procedures to permit closed sessions for committees. This Article sets forth various standing committees and their operation.

9.02 Nominating Committee. There shall be a Nominating Committee appointed by the Board. The chair of this committee is the Immediate Past President, unless specified otherwise by the Board. The Nominating Committee will invite members to apply for consideration for Board positions and will develop a procedure for such application. This committee shall report its recommendations to the Board. The Board, no later than forty (40) days prior to the Annual Meeting, shall publish the results of the approved Nominating Committee report to the Members. An individual who applied for consideration by the Nominating Committee, but who was not endorsed, may run for the position as an unendorsed candidate, but must notify the Nominating Committee no later than thirty-five (35) days prior to the Annual Meeting and must request inclusion on the ballot. Nominations “from the floor” at the Annual Meeting should be avoided, but the Board may vote to allow such nominations if circumstances warrant such action. If, in the opinion of the Board, there is an insufficient number of nominees for Officer and/or Director positions, the Board may decide, no later than forty-five (45) days prior to the Annual Meeting, to extend the period for submissions of nominations by interested Members. Such extended period should be announced and described in the Notice of Annual Meeting. The Nominating Committee shall meet in closed session.

9.03 Audit Committee. No later than the second Board meeting of the current term of office, the President may nominate, for Board confirmation, an Audit Committee to examine, or cause to be examined, the books and records of the Society for the prior year. The committee report shall be delivered to the Board at such time and in such manner as may be established by the Board. The primary purpose of the examination is to ensure accuracy and continuity of Society paperwork for financial and historical purposes. The Board may establish other purposes at its sole discretion.

9.04 Bylaws Committee. The Board shall appoint a Bylaws Committee, as necessary, to manage the Society Bylaws.

9.05 Reports and Recommendations. Except as otherwise directed by the Board, reports and recommendations of committees shall be submitted to the Board in writing.

9.06 Past Presidents’ Advisory Council. All Past Presidents of the Society who are then current Society Members will comprise the Past Presidents’ Advisory Council. The chair of the council shall be selected by its members. This committee shall have the authority to meet in closed session. Reports are at the discretion of the committee.

9.07 Executive Committee. The Executive Committee shall consist of all of the Officers of the Society in addition to one other Board Member selected by a majority vote of the Executive Committee members. The Executive Committee is authorized with all powers of the full Board when the Board is not in session to deal with time sensitive issues in the best interests of the Society if the item needs to be accomplished before the next scheduled Board meeting.

Article X

Parliamentary Authority

10.01 Parliamentary Authority. Unless otherwise specified herein or otherwise required by Arizona law, Robert’s Rules of Order, Newly Revised, shall 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 Board may adopt.

Article XI

Indemnification and Insurance

11.01 Indemnification. To the fullest extent permitted by law, and in accordance with Arizona law, the Society shall indemnify, defend, and hold harmless any and all past, present, or future agents, including Officers, Directors, Chairpersons, Members, Associates, and employees from all claims arising out of their alleged or actual action or inaction in the performance of their duties on behalf of the Society.

11.02 Insurance. The Society shall have the right, but not the obligation, to purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents, including Officers, Directors, and employees, against any liability asserted against or incurred by the agent in his or her capacity or status as an agent.

Article XII

Management of Society Bylaws

12.01 Amendments, Revisions or Replacement. Proposals for amendments, revisions, revocations and/or replacement of these Bylaws that have been Noticed in accordance with these Bylaws shall be decided on at any Annual or Special Meeting of the membership by a majority vote of the Members voting at such meeting, plus votes cast on a timely basis prior to the meeting via a secure and reliable electronic means authorized by the Board.

a. **Proposals From Bylaws Committee.** Any proposal to amend, revise, or replace these Bylaws by the Bylaws Committee shall be presented to the Board by an appointed Bylaws Committee member for Board approval prior to presentation to the Members for a vote.

b. **Proposals From Members.** All proposed changes to the Bylaws by Members shall be signed by a minimum of ten (10) members, with not more than five (5) members from any one Local Chapter, and shall be submitted to the appointed Bylaws Committee. The Bylaws Committee shall submit the proposal, along with its analysis and recommendation for consideration, to the Board. If the committee recommends the proposal, the Board shall cause the proposal, together with the analysis of the committee, to be included in the next Notice of Annual or Special Meeting, or submitted by mail ballot or other electronic means to the Members for a vote. Should the appointed Bylaws Committee not recommend the proposal, and the Board agrees, the proponents of the proposal shall be notified in writing by the Secretary. The proponents then may resubmit the proposal to the Board after gathering at least forty (40) valid signatures of Society Members, at which time the proposal must be submitted for a vote of the Membership at the next Annual or Special Meeting.

12.02 Administrative Amendments. Notwithstanding any other provisions of this Article, the Board is authorized to adopt certain Bylaws changes related to housekeeping corrections only. The authority of the Board is strictly limited to:

- a. Renumbering sections after the membership has adopted a Bylaws change;
- b. Correcting typographical errors;

c. Making necessary grammatical corrections to published proposals or adopted amendments, provided there is no change to the intent of the proposals or amendments.

12.03 Safekeeping Bylaws. The Board shall promptly cause a copy of all approved Bylaws, amendments, revisions, and/or replacements to be sent to NAEA as required by the Memorandum of Understanding.

Article XIII

Dissolution

13.01 Dissolution. The dissolution or winding up of this Society shall follow the requirements of applicable Arizona law and be guided by the provisions of these Bylaws. All records at the time of dissolution shall be collected and held in safekeeping, as required by Arizona law, by the Secretary. The Treasurer will ensure sufficient funds are paid in advance to secure these records for the time required by Arizona law. This funding shall take place before the financial books are closed. It shall be the obligation of the Treasurer to ensure that all other 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 organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. Alternatively, the Board may choose to distribute part or all of the funds remaining to an organization exempt under 501(c)(6) of the Internal Revenue Code, whose purpose or mission is similar to the Society. Such organizations are to be selected by the Board.

Approved by vote of the membership on June ____, 2025 in _____, AZ.

_____, EA
President, AzSEA

_____, EA
Secretary, AzSEA