

**CALIFORNIA SOCIETY OF ENROLLED AGENTS EDUCATION FOUNDATION, INC,
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

BYLAWS

**ARTICLE I
OFFICES**

Section 1. Principal Office. The principal office of the Corporation for the transaction of its business is located in Sacramento County, California.

Section 2. Change of Address. The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Trustees may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____, 20__

**ARTICLE II
DEFINITION AND PURPOSES**

Section 1. Definition. "Corporation" shall mean the California Society of Enrolled Agents Education Foundation, Inc., which is a California nonprofit Corporation. "Society" shall mean the California Society of Enrolled Agents, which is a California nonprofit Corporation.

Section 2. Objectives and Purposes. The primary objectives and purposes of this Corporation shall be:

1. To foster, improve and provide access to tax-related information and services available to the general public through education programs and scholarships aimed at increasing the knowledge of current Enrolled Agents and potential Enrolled Agent candidates.
2. To receive contributions and to make donations to, dispense charitable contributions through, and otherwise aid and support those organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)
3. To have and to exercise all rights and power conferred on nonprofit corporations under the laws of the State of California, including the power to contract, rent, buy or sell personal or real property.

ARTICLE III MEETINGS

Section 1. Place of Meetings. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by the Board of Trustees. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Trustees given either before or after the meeting and filed with the Secretary of the Corporation or after all Trustees have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all Trustees participating in such meeting can hear one another.

Section 2. Regular and Annual Meetings. Regular meetings of Trustees shall be held as determined by the Board in advance.

If this Corporation makes no provision for members, then, at the Annual Meeting of Trustees, the President of the California Society of Enrolled Agents shall nominate two (2) non-Member and three (3) Members of the Society as Trustees per year. In addition, the Immediate Past President of the Society shall serve as the Corporation President. Trustees shall be elected by the Board of Trustees in accordance with this section. Cumulative voting by Trustees for the election of a Trustee shall not be permitted. The candidate receiving the highest number of votes shall be elected. Each Trustee shall cast one vote, with voting being by ballot only.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be called by the President, the Vice President, the Secretary, or by any two Trustees, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 4. Notice of Meetings. Regular meetings of the Board of Trustees may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, telegraph or other electronic means. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails, on its delivery to the telegraph company, or if sent by electronic means, when electronic receipt is verified. Such notices shall be addressed to each Trustee at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Trustees absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 5. Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 6. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Quorum for Meetings. A quorum shall consist of no less than two officers and three Trustees.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Trustees present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4 of this Article.

The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

ARTICLE IV TRUSTEES

Section 1. Number. The Corporation shall have five Trustees and collectively they and the officers shall be known as the Board of Trustees. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating

to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

Section 3. Duties. It shall be the duty of the Trustees to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

(c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Corporation and notices of meetings mailed, telegraphed or electronically transmitted to them at such addresses shall be valid notices thereof.

Section 4. Terms of Office. Each Trustee shall hold office until the next annual meeting for election of the Board of Trustees as specified in these Bylaws, and until his or her successor is elected and/or qualifies. The five elected members of the Board of Trustees shall serve no more than three one-year successive terms in office

Section 5. Nomination and Election of Trustees. The President of the Society shall nominate two (2) non-Members of the Society and three (3) Society Members Trustees per year. In addition, The Immediate Past President of the Society shall serve as the Corporation Chair. The Trustees so nominated shall thereafter be presented to the Board of Trustees for election at the first meeting of the Corporation's new year.

Section 6. Compensation. Trustees shall serve without compensation. In addition, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Trustees may not be compensated for rendering services to the Corporation in any capacity other than Trustee unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

Section 7. Restriction Regarding Interested Trustees. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8. Majority Action as Board Action. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Trustee has a material financial interest (Section 5233) and indemnification of Trustees (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 9. Conduct of Meetings. Meetings of the Board of Trustees shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert' Rules of Order Newly Revised, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 10. Action by Unanimous Written Consent Without Meetings. Any action required or permitted to be taken by the Board of Trustees 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. For the purposes of this Section only, "all members of the Board" shall not include any "interested trustee" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Bylaws of this Corporation authorize the Trustees to so act and such statement shall be prima facie evidence of such authority.

Section 11. Vacancies. Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any Trustee, and (2) whenever the number of authorized Trustees is increased.

The Board of Trustees may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this Corporation has any members, then, if the Corporation has less than fifty (50) members, Trustees may be removed without cause by a majority of all members, or, if the Corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this Corporation has no members, Trustees may be removed without cause by a majority of the Trustees then in office.

Any Trustee may resign effective upon giving written notice to the President of the Board, the Vice President, the Secretary, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No Trustee may resign if the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Trustees then in office is less than a quorum, by (1) the unanimous written consent of the Trustees then in office, (2) the affirmative vote of a majority of the Trustees then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of Incorporation or these Bylaws, or (3) a sole remaining Trustee. If this Corporation has members, however, vacancies created by the removal of a Trustee may be filled only by the approval of the members. The members, if any, of this Corporation may elect a Trustee at any time to fill any vacancy not filled by the Trustees.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Trustees or until his or her death, resignation or removal from office.

Section 12. Non-liability of Trustees. The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE V OFFICERS

Section 1. Number of Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall be designated the

Treasurer. The Corporation may also have, as determined by the Board of Trustees, one or more Assistant Secretaries, Assistant Treasurers, or other officers.

Section 2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. The President shall preside at all meetings of the Board of Trustees. The Immediate Past President of the Society shall serve as the President of the Corporation.

Section 3. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Second Vice President of the Society shall be the Vice President of the Corporation.

Section 4. Secretary and Treasurer. The Secretary and Treasurer of the Society shall be the Secretary and Treasurer of the Corporation. The Secretary and Treasurer shall perform the duties and functions as specified by the Board of Trustees.

Section 5. Subordinate Officers. The Board of Trustees may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Trustees.

Section 6. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the Society President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 7. Election to a Society Officer. In the event that an elected Trustee is elected to any Officer position in the Society, the Trustee shall immediately resign the elected Corporation's trusteeship.

Section 8. Executive Vice President. .The Executive Vice President of the California Society of Enrolled Agents shall be the Executive Vice President of the Corporation and shall be considered an Officer for all purposes except that the Executive Vice President is not a Trustee and, therefore, may not vote on matters reserved for Trustees. The Executive Vice President may sign and execute all authorized contracts, or other obligations in the name of the Corporation. The Executive Vice President shall have the

general powers and duties of supervision and management usually vested in the office of Executive Vice President of a Corporation.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The officers of the Corporation and one Trustee shall constitute the Executive Committee. The Board of Trustees shall annually, by a majority vote of the Board, elect one (1) Trustee to serve on the Executive Committee. The Executive Committee shall have all powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation between Board meetings, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the Trustees for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.
- (h) The approval of any transaction to which this Corporation is a party and in which one or more of the Trustees has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below one (1) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Committees. The Board of Trustees may establish one or more committees as necessary for the conduct of Corporation business. The Board of Trustees shall appoint the Society's Bylaws Committee as the Corporation's Bylaws Committee.

Section 3. Other Committees. The Corporation shall have such other committees as may from time to time be designated by the Board of Trustees. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 4. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be fixed by the Board of Trustees or by the committee. The time for special meetings of committees may also be fixed by the Board of Trustees. The Board of Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by action of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by those designated by the Board of Trustees.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustee may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

**ARTICLE VIII
CORPORATE RECORDS, REPORTS AND SEAL**

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Trustees, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal. The Board of Trustees may adopt, use, and at will alter, a Corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to Corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Trustees' Inspection Rights. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Members' Inspection Rights. If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of Trustees as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose

for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 5. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 6. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Trustees of the Corporation and, if this Corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

If this Corporation has members, then, if this Corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

Section 7. Annual Statement of Specific Transactions to Members. This Corporation shall mail or deliver to all Trustees and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(b) Any Trustee or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(c) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Trustee or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE IX FISCAL YEAR

Section 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first of July and end on the thirtieth of June in each year.

**ARTICLE X
AMENDMENT OF BYLAWS**

Section 1. Amendment. Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Trustees unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Trustees of the Corporation, the maximum or minimum number of Trustees, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this Corporation.

**ARTICLE XI
AMENDMENT OF ARTICLES**

Section 1. Amendment of Articles Before Admission of Members. Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Trustees.

Section 2. Amendment of Articles After Admission of Members. After members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Trustees and by the approval of the members of this Corporation.

Section 3. Certain Amendments. Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Trustees of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE XII
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

Section 1. Prohibition Against Sharing Corporate Profits and Assets. No member, Trustee, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit

from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE XIII MEMBERS

Section 1. Determination of Members. If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Trustees.

ARTICLE XIV MISCELLANEOUS PROVISIONS

Section 1. Indemnification by Corporation of Trustees, Officers, Employees and Other Agents. To the extent that a person who is, or was, a Trustee, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Insurance for Corporate Agents. The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Trustee, officer, employee or other agent of the

Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Dissolution. Dissolution of the Corporation can only occur by a two-thirds vote of the Trustees at an Annual Meeting or Special Meeting of the Corporation. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Trustees in the Articles of Incorporation of California Society of Enrolled Agents Education Foundation, a California nonprofit Corporation, and, pursuant to the authority granted to the Trustees by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of eighteen pages, as the Bylaws of this Corporation.

Dated: _____

_____, President

_____, Vice President

_____, Treasurer

_____, Trustee

_____, Trustee

, Trustee

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Trustees of said Corporation on the date set forth below.

Dated: _____

, Secretary