

**AMENDED AND RESTATED BYLAWS OF
TEGE EXEMPT ORGANIZATIONS COUNCIL**

**ARTICLE I
OFFICES; GENERAL PURPOSES**

1.01. Principal Office. The principal office of the TEGE EXEMPT ORGANIZATIONS COUNCIL (the “*Corporation*”) in the State of Texas shall be located in the City of Dallas, County of Dallas. The Corporation may have such other offices and mailing addresses, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code (the “*TBOC*”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors or the Chair.

1.03. Purposes of the Corporation. As set out in the Certificate of Formation, the Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “*Code*”) and will be operated solely to (i) open and maintain lines of communication between the Tax Exempt & Government Entities Division (the “*Division*”) of the Internal Revenue Service (the “*IRS*”) and the practitioner community, (ii) provide the Division with the thinking of the practitioner community on procedural and systemic matters, (iii) provide practitioners a forum to share their concerns with the IRS regarding both policies and specific tax issues and procedures, (iv) educate the practitioner community and the exempt organizations community (the “*EO Community*”), and (v) do all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

**ARTICLE 2
BOARD OF DIRECTORS**

2.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

2.02. Number, Election, Tenure, and Qualification. The number of directors shall be fixed by the Board of Directors; the number of directors shall be at least three (3) and not more than eleven (11). The directors shall be specifically comprised of at least two (2) members from each of the historical TE/GE “regions” which are consistent with IRS examination regions: Pacific Coast, Great Lakes, Mid-Atlantic, Northeast, and Gulf Coast, and an additional directorship held by the Chair of the Corporation. Further, directors should be selected and elected in a fashion to give comparable representation to attorneys and certified public accountants. To the extent possible, no more than one (1) representative from any one (1) firm shall hold a director position.

Each term shall begin on March 1, unless otherwise provided by the Board of Directors. Each director shall serve a term of three (3) years; provided, however, that no director who has served for six (6) consecutive years shall succeed himself or herself in such position until the expiration of one (1) year after the completion of his or her service as a director. The terms of the directors shall be staggered so that the terms of approximately one-third (1/3) of the directors expire each year. Any term of less than three (3) years, including a partial term to fill a vacancy, shall not count towards a director's maximum consecutive terms, except to the extent otherwise provided by the Board of Directors. The Board of Directors may, in its discretion, permit one (1) or more directors to serve a term in excess of that set forth in this Section 2.02 if it determines such variance would be in the best interests of the Corporation. Notwithstanding the term limit set forth in this Section 2.02, each director shall hold office until the next regular annual meeting and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

2.03. Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio directors or non-voting advisory directors, and each such category or classification shall have such rights and privileges as the Board of Directors may determine.

2.04. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than these Bylaws. The Board of Directors may provide the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without notice other than such determination.

2.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair. A special meeting of the Board of Directors shall be called by the Secretary whenever requested in writing by a majority of the directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto as provided in Section 10.01.

2.06. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors present by proxy shall not be counted towards a quorum.

2.07. Executive Session. The Board of Directors may meet in executive session in its discretion.

2.08. Manner of Acting. Except as otherwise specifically provided herein, in the exercise of any of the powers herein given to the directors, a majority of directors present at a meeting at which quorum is present shall have authority to make determinations and to act, and all actions of the directors shall be taken either by resolution at a meeting or by written record in the case of an action without a meeting.

2.09. Removal. Any director may be removed with or without cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

2.10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, or until his or her successor qualifies, or until his or her earlier death, resignation, or removal.

2.11. Powers. No Chair of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of three thousand dollars (\$3,000.00) unless he or she has obtained advance authorization to do so by the Board of Directors. No other director, officer, employee, or agent of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of five hundred dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board of Directors.

ARTICLE 3 MEMBERS

3.01 Members. Any reference to a “Member”, “Members”, or “Membership” in these Bylaws shall not be construed to mean members as defined in the TBOC. Members shall have no voting privileges, but each member shall be entitled to all other rights and privileges of membership, including the ability to attend “Council Meetings” and to serve as members of the Board of Directors.

For purposes of these Bylaws, the term “*Council Meetings*” shall include the periodic educational meetings held by the Corporation, and does not refer to meetings of the Board of Directors; provided, however, that meetings of the Board of Directors may take place during a Council Meeting

3.02. Number, Election, Qualification, Tenure and Dues. There is no minimum or maximum number of members. The initial members of the Corporation shall be those individuals who are currently members of an existing TE/GE regional council. In addition to initial members, any person may be a member of the Corporation if such person (i) expresses an interest in the purposes of the Corporation and in Corporation membership; and (ii) provides professional services in or to the EO Community. Potential new members must complete a basic membership application establishing their qualifications with this Section 3.02. Each member will continue to qualify for membership so long as the member meets the qualifications of this Section 3.02 and affirms membership in writing to the Membership Chair in a manner determined by the Board of Directors from time to time. Members shall not be required to pay dues.

3.03. Removal. A Member may be removed by a majority vote of the Board of Directors under the following circumstances:

- (i) the Member ceases to maintain a practice as described in Section 3.02;

(ii) the Member engages in any act or conduct inimical to the purposes or public image of the Corporation; or

(iii) at the discretion of the Board of Directors or a committee of the Board of Directors, the Member is no longer actively participating in the Corporation, and efficiencies dictate removal of the Member from the membership rolls.

ARTICLE 4 OFFICERS; CHAIRS

4.01. Officers. The officers of the Corporation shall be a Chair, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretary(ies) and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Additional elected chairperson positions, who are not officers, shall include: two (2) Program Co-Chairs, two (2) Logistics Chairs, two (2) or more Treasury IRS Connection – Tax Advisors’ Queries (“**TIC-TAQ**”) Forum Co-Chairs, a Regulatory Affairs Chair, a Membership Chair, and a Marketing/Growth Chair. The Board of Directors may elect or appoint additional Program Chairs, additional TIC-TAQ Forum Co-Chairs, or additional chairperson positions as it shall deem desirable, such chairpersons to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

To the extent possible, no more than two (2) representatives from any one (1) firm shall hold officer or chairperson positions. Under no circumstance shall the offices of Chair and Secretary be held by the same person.

4.02. Election; Term of Office; Compensation. The officers and chairpersons of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices or chair roles may be created and filled at any meeting of the Board of Directors. Each officer or chairperson shall hold such role until his or her successor shall have been duly elected and shall have qualified. The compensation (if any) of all officers, chairpersons, and agents of the Corporation shall be fixed from time to time by the Board of Directors or pursuant to its direction. No individual shall be prevented from receiving such compensation by reason of the individual also being a director. All compensation shall meet the requirements of the Code and the Treasury Regulations promulgated thereunder.

4.03. Removal. Any officer or chairperson elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.04. Vacancies. A vacancy in any office or chair role because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.05. Chair. The Chair shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all regular and special meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

4.06. Program Chairs. The Program Chairs shall be principally responsible for establishing the respective agendas of each Council Meeting, with the exception of the TIC-TAQ Forums with the Division and other government representatives, and shall make such recommendations to the Chair concerning their respective areas of interest as they may deem appropriate or as the Chair may request. One (1) or more Assistant Program Chairs may be appointed by the Board of Directors at its discretion. To the extent possible, at all times one (1) Program Chair shall be an attorney and one (1) shall be a certified public accountant. In the absence of the Chair or in the event of his or her inability or refusal to act, the Program Chair with the longest tenure in that office shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

4.07. Logistics Chair. The Logistics Chairs shall provide logistics support for the Council Meetings and the regular annual meeting of the Board of Directors held on or about February or March of each year (unless otherwise determined by the Chair).

4.08. TIC-TAQ Forum Chairs. The TIC-TAQ Forum Chairs shall establish the agendas for the TIC-TAQ Forums, including collecting and facilitating questions, and coordinating such questions with the relevant government representatives. To the extent possible, at all times at least one (1) TIC-TAQ Forum Chair shall be an attorney and at least one (1) shall be a certified public accountant.

4.09. Regulatory Affairs Chair. The Regulatory Affairs Chair shall assist the Corporation in increasing and strengthening its relationship with Division and other government contacts and creating new and unique ways of supporting the EO Section through communication and interaction with the Division, including (without limitation) developing and supporting a process by which the Corporation facilitates the provision of comments to the IRS regarding EO Community forms and issues.

4.10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law, including sending all meeting notices and correspondence; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

4.11. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article 6 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the directors, and at such other time as the directors shall require.

4.12. Membership Chair. The Membership Chair shall be principally responsible for seeking qualified candidates for membership, promoting diversity among the membership, and maintaining the membership roster, in coordination with the Secretary.

4.13. Marketing/Growth Chair. The Marketing/Growth Chair shall, with the assistance of a committee for such purpose, seek to increase membership and promote the Corporation to the public.

4.14. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chair or the Board of Directors.

ARTICLE 5 COMMITTEES

5.01. Committees of Directors. A majority of the Board of Directors then acting may, by affirmative vote, designate and appoint one (1) or more committees, the majority of the members of which shall be directors, which committees, to the extent provided by the Board, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to altering, amending, repealing, replacing, or restating the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; altering, amending, repealing, replacing, or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary winding up and termination of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or altering, amending, repealing, replacing, or restating any resolution of the Board of Directors which by its terms provides that it shall not be altered, amended, repealed, replaced, or restated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility

imposed on it or him or her by law. Committees shall at all times remain subject to the control and supervision of the Board of Directors.

5.02. Program Committee. A Program Committee composed of a minimum of five (5) individuals shall support and assist in the Program Co-Chairs. To the extent possible, the Program Committee shall be composed of various subsets of the EO Community and shall provide comparable representation to attorneys and certified public accountants.

5.03. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the Board of Directors. Except as otherwise provided by the Board of Directors, members of each such committee shall be appointed by the Chair of the Corporation. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

5.04. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5.05. Chair. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5.06. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.07. Quorum. Unless otherwise provided by the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.08. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. In the absence of such determination by the Board of Directors, any such instruments approved by the Board of Directors, as contemplated by the Corporation's budget process or otherwise, may be signed by the Chair.

6.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to

time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or a Program Chair of the Corporation. Provided, however, that any such instrument may only be signed as set forth in this Section 6.02 to the extent the expenditure has been approved by the Board of Directors, as contemplated by the Corporation's budget process or otherwise.

6.03. 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 Directors may select.

6.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 7 INDEMNIFICATION

7.01. Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 7.02, the Corporation shall indemnify and advance expenses to any person who (i) is or was a director or officer of the Corporation or (ii) while serving as a governing person, is or was serving at the request of the Corporation as a representative of another enterprise, another organization, or an employee benefit plan, to the fullest extent that a corporation may or is required to grant indemnification to a director under the TBOC; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 7.01(ii) and who is not a director, to such extent, consistent with law, as may be provided by the Corporation's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

7.02. Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 7.01(i) or (ii) by right of his or her holding a position named in Section 7.01(i) or (ii), the Corporation shall only indemnify such person for reasonable expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

7.03. Indemnification of Other Persons. This Article 7 shall not limit the right of the Corporation to the extent and in the manner authorized or permitted by law to indemnify and to advance expenses to persons other than persons identified in Section 7.01(i) and (ii). Without limiting the foregoing, the Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any person who is or was an employee or agent of the Corporation to the same extent that it may indemnify and advance expenses to persons identified in Section 7.01(i) and (ii) and to any such further extent as may be authorized or permitted by law.

7.04. Non-Exclusive. The indemnification provided by this Article 7 shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.

7.05. Continuation. Any right of indemnification or advance payment as provided by this Article 7 shall continue as to a person who has ceased to hold a position named in Section 7.01 or Section 7.03, as applicable, and such right shall inure to his or her heirs, executors, and administrators.

7.06. Insurance. The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such person as specified in Section 7.01 and Section 7.03, against any such expense, liability, or loss, to the extent permitted by the TBOC and without regard to whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the TBOC.

7.07. Reports. Indemnification payments, advance payments, and insurance payments made under this Article 7 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 8 BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE 9 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 10 NOTICE, MEETINGS, AND INFORMAL ACTION

10.01. Notice. Any notice required under these Bylaws may be delivered personally or sent by mail, email, or facsimile to the applicable director or committee member at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10.02. Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or these Bylaws, a waiver

thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such written waivers shall be filed with the minutes of such meeting. The attendance of a director or committee member at any meeting shall constitute a waiver of notice of such meeting, except where a director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10.03. Meetings by Telephone and Other Means. Any meeting described in these Bylaws may be held by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, the Corporation shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

10.04. Informal Action

(a) Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members, or any action which may be taken at a meeting of directors or committee members may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or committee members, as applicable.

(b) Less Than Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members, or any action which may be taken at a meeting of directors or committee members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by at least eighty-five percent (85%) of the individuals entitled to vote at such meeting. Prompt notice of the taking of any action without a meeting by less than unanimous written consent of the individuals entitled to vote on the action shall be given to those individuals who did not consent in writing to the action.

(c) Execution and Transmission. A consent permitted in this Section 10.04 may be executed and transmitted in the form of: (i) an original signed writing or a reliable reproduction thereof, including but not limited to a photocopy, scan, or facsimile; or (ii) an electronic transmission, provided that the transmission contains or is accompanied by information from which it can be determined that it was transmitted by or on behalf of the relevant individual, and such individual's approval of the matter at issue is clearly stated.

10.05. Electronic Signatures. Any consent or action required to be taken in writing by these Bylaws may be executed by electronic signature. Acceptable forms of electronic signature include but are not limited to: (i) a scanned or photographic image of a written signature, and (ii) a typed name adopted by the signatory with the intent to sign the writing. The Corporation may adopt other methods for capturing electronic signatures, such as software applications designed for that

purpose. Where a signature is transmitted by electronic means, it should include or be accompanied by information from which it can be determined that the electronic transmission was sent by or on behalf of the relevant individual.

ARTICLE 11
AMENDMENTS TO BYLAWS

These Bylaws may only be altered, amended, repealed, replaced, or restated at any regular meeting or at any special meeting of the Board of Directors by the affirmative vote of a majority of the directors then acting, if at least two (2) days' written notice is given of an intention to alter, amend, repeal, replace, or restate these Bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by the directors on the ____ day of February, 2023.

AMBER SHERRILL,
Secretary