

BYLAWS OF  
THE ALLIANCE FOR NEVADA NONPROFITS

**Article I: Name and Location**

The name of the Corporation shall be Alliance for Nevada Nonprofits (ANN). The principal office of the organization, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the State of Nevada as may be fixed from time to time by the board of directors.

**Article II: Purpose**

The Alliance for Nevada Nonprofits has been organized to operate exclusively for charitable purposes, including but not limited to:

- (A) Social betterment of nonprofit organizations in the State of Nevada, including their members or clients;
- (B) Increasing the effectiveness of nonprofit organizations serving the people of the State of Nevada by providing a forum:
  - (1) where they can make their needs known and voices heard;
  - (2) where they can take joint action on problems of mutual concern;
  - (3) where they can share resources;
- (C) Sharing information with the administrative and legislative branches of state, county and local government on the role of nonprofit organizations;
- (D) Education of the general public on services and needs of nonprofit organizations; and
- (E) Providing services to assist nonprofit organizations in carrying out their missions.

**Article III: Dedication of Assets**

The properties and assets of ANN are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of ANN, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of ANN. On liquidation or dissolution, all remaining properties and assets of ANN shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

## Article IV: Membership

SECTION 1. Eligibility for Nonprofit Membership. Any nonprofit agency or organization with an application pending for or tax-exempt status under Section 501(c)(3) of the Internal Revenue Code is eligible for membership. A nonprofit membership shall have three votes.

SECTION 2. Eligibility for General Membership. The board of directors may approve general membership for individuals and all other organizations which seek to affiliate with the Alliance for Nevada Nonprofits. A general membership shall have one vote.

SECTION 3. Dues. Annual membership dues shall be determined by the board of directors.

SECTION 4. Procedure for Membership. An individual, agency or organization shall become a member of the Alliance for Nevada Nonprofits if it:

- (A) meets the eligibility criteria;
- (B) agrees to work for the purposes of the Alliance for Nevada Nonprofits and to operate within these bylaws; and
- (C) submits the membership application form and pays its dues.

SECTION 5. Observation of autonomy. The Alliance for Nevada Nonprofits and its members shall scrupulously observe the autonomy of each and every other member of the organization.

SECTION 6. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership.

SECTION 7. Liability for Debts or Obligations. A member of ANN is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 8. Membership Book. The Corporation shall keep a membership book containing the names and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office and shall be available for inspection by any director or member of the Corporation during regular business hours.

## **Article V: Meetings of Members**

SECTION 1. Annual Membership Meetings. The members of the Corporation shall meet once a year at a time and place determined by the Board of directors.

SECTION 2. Special Meetings. Special meetings of the members of the Corporation may be called by the Chair, by any three members of the Board of directors or by any 10% of the Corporation's members in good standing. No business, other than the business the nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 3. Notice. Notice shall be given to all members by first class mail, postage prepaid, by electronic transmission, or by personal delivery, not less than thirty days prior to meetings. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

SECTION 4. Quorum. Ten percent of the members shall constitute a quorum. Once a quorum has been established, the meeting is official until it is adjourned by a majority of those present and voting.

SECTION 5. Proxy. Each member is entitled to vote by written proxy consistent with the Nevada Nonprofit Public Benefit Corporation Law. To be valid, a proxy must be signed by the member, filed with the secretary of the Corporation, and set forth the general nature of the matter to be voted on.

SECTION 6. Percentage of Votes Required for Official Action. All actions, except amendments of these Bylaws, shall be passed by majority vote of those present and voting at a lawful meeting.

SECTION 7. Rules of Order. Roberts Rules of Order shall guide the operations of the meetings unless and until the Board of directors adopts an alternative method for conducting meetings.

## **Article VI: Board of Directors**

SECTION 1. Management. The management of the Alliance for Nevada Nonprofits shall be vested in a board of directors which shall number not less than seven or more than fifteen and shall include the officers of the Corporation. All powers not delegated by the board of directors are reserved to it.

SECTION 2. Nondiscrimination Policy. ANN is committed to a policy of fair representation on the board of directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age. Directors shall be selected on the basis of

representation from the nonprofit sector, the business community, and the community at large. Insofar as possible, at least 51 per cent of the board will consist of representatives of nonprofit members.

SECTION 3. Election of New Directors. Election of new directors or election of current directors to a second term will occur at the Alliance for Nevada Nonprofits' annual meeting. Directors will be elected by a majority vote.

SECTION 4. Term of Office. The term of each director of the corporation will be three years. No director will be eligible to serve more than two consecutive full terms as a director, except when authorized by a two-thirds majority vote of the board of directors (The board chair is exempt from this "two consecutive full terms" limit, as noted in Section 11). Approximately one-third of the members of the board of directors shall be elected each year. As nearly as numerically possible, one-third of the directors of the first Board will serve for one year, one-third for two years and one-third for three years commencing with the first annual meeting. All subsequent members of the Board of directors shall be elected for three-year terms by the members at the Annual Meeting of the Corporation. All subsequent elections shall be for three-year terms except when the election is for an unexpired term.

SECTION 5. Unexpired Term. When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

SECTION 6. Removal of Director. Any director may be removed from the board of directors by an affirmative vote of 2/3 of the directors present at an official meeting of the board. At least ten days' notice of the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered.

SECTION 7. Compensation and Expenses. No compensation will be paid to any member of the board of directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board and for special services rendered by any director.

SECTION 8. Absence Considered a Resignation. Absence from three consecutive meetings of the board of directors without a valid reason in the judgment of the board of directors shall be considered a resignation constituting a vacancy to be filled by the board.

SECTION 9. Vacancies. The board may elect one or more persons to serve as directors until the next annual meeting of the members to fill a position on the board when the number of directors is less than the total allowed by these bylaws.

SECTION 10. *Ex-officio member*. The Executive Director of the Alliance for Nevada Nonprofits shall be a non-voting ex-officio member of the board of directors which will allow full participation in all board discussions and committees but without a vote.

SECTION 11. Meetings. The Board of directors shall meet at least four times a year including a meeting held immediately after each regular meeting of members. Meetings can occur by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 12. Special Meetings. Special meetings of the Board of directors may be called by the Chair, the Executive director or by any three members of the Board of directors, with the time and place determined by whomever calls the meeting.

SECTION 13. Notice. Notice of all meetings shall be given to all Board members by first class mail, personal delivery, or electronic transmission, not less than 7 days prior to such meetings.

SECTION 14. Quorum. One-half of the members of the Board of directors then in office shall constitute a quorum.

SECTION 15. Proxy. Directors may not vote by proxy.

SECTION 16 Percentage of Votes Required for Official Action. Adoption or revocation of a plan of merger, consolidation, voluntary dissolution, bankruptcy or reorganization, or for the sale, lease or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual course of its business, requires the approval of two-thirds (2/3) of the directors. All other actions by the Board of directors shall be passed by majority vote of those present and voting.

#### **Article VII: Officers of the Corporation**

SECTION 1. Officers. The officers of the Alliance for Nevada Nonprofits shall be the Chair, Vice Chair, Secretary, Treasurer and Executive Director.

SECTION 2. Duties of the Chair. The duties of the Chair shall be: 1) to take on a significant leadership role in the Corporation to ensure that the Corporation fulfills its mission; 2) to represent the organization officially; 3) to ensure that meetings run appropriately, that the committee structure serves the corporation, that the bylaws are followed, and that vacancies on the Board of directors are filled in a timely manner. The Chair is authorized to execute in the name of the Corporation all contracts and other documents authorized by the Board to be executed by the Corporation.

SECTION 3. Duties of the Vice Chair. The duties of the Vice Chair shall be: 1) to take on a leadership role in the Corporation to ensure that the Corporation fulfills its mission; and 2) to fulfill the duties of the Chair if the Chair is unable to do so.

SECTION 4. Duties of the Secretary. The duties of the Secretary shall be: 1) to take on a leadership role in the Corporation to ensure that the Corporation fulfills its mission; and 2) to assure preparation and maintenance of accurate records of Membership, legal papers, Board of directors minutes (including attendance), distribution of Notices of meetings, and other documents of the Association, excluding financial information.

SECTION 5. Duties of the Treasurer. The duties of the Treasurer shall be: 1) to take on a leadership role in the Corporation to ensure that the Corporation fulfills its mission; 2) to ensure that records and reports of the financial status of the organization are maintained; 3) to present financial reports to the Board at each meeting of the Board.

SECTION 6. Duties of the Executive Director. The Executive director shall: 1) provide leadership for the Corporation; 2) represent the Corporation officially; 3) plan for and manage the day to day activities and operations of the Corporation; 4) provide leadership to the Board of directors for purposes of strategic planning; 5) keep the Board of directors fully informed concerning the activities of the Corporation; and 6) work creatively with staff and the Board of directors to develop and implement strategic plans including fundraising.

The Executive director is authorized to: 1) contract, receive, deposit, disburse, and account for funds of the Corporation; 2) execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation; 3) negotiate all material business transactions of the Corporation; and 4) act, speak for, or otherwise represent the Corporation between meetings of the Board.

SECTION 7. Term of Office. The initial Officers of the Corporation shall be elected for one-year terms at the Board of directors meeting following the regular meeting of members. Subsequent Officers shall be elected for two-year terms and may be re-elected for two consecutive terms.

SECTION 8. Election. Officers of the Corporation shall be elected by the Board.

SECTION 9. Other Positions. The Board of directors shall create other positions as it may from time to time deem necessary.

#### **Article VIII: Standard of Care**

SECTION 1. General. A director shall perform duties of a director in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements prepared or presented by one or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or counsel, accountants or others as to matters which the director believes to be within such person's professional competence. A person who performs the duties of a

director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director.

SECTION 2. Mutual Directors. No contract or other transaction between the Corporation and any Nevada nonprofit public benefit corporation of which one or more of its directors are directors of this Corporation is void because such directors are present at a meeting of the Board which approves the contract or transaction if the material facts as to such director's other directorship are fully disclosed or known to the Board and the Board approves the contract or transaction in good faith by a vote without the vote of the common director(s) or if the contract or transaction is just and reasonable at the time it is approved.

#### **Article IX: Committees**

SECTION 1. Executive Committee. The officers of the Corporation shall constitute the Executive Committee. The Executive Committee shall act on behalf of the full Board but subject to its ratification.

SECTION 2. Nominating Committee. The Nominating Committee shall consist of not less than three nor more than five persons. This committee will be appointed from the membership of the Corporation by the Board of directors. The Nominating Committee shall solicit nominees from the members of the Corporation and create a slate of nominees for the Board of directors for presentation to the annual meeting.

SECTION 3. Standing and Special Committees. The Board of directors may establish such Standing and Special Committees as deemed necessary and specify their duties. The directors shall designate such committees to be formed and select the Committee Chair and members. An effort will be made to include Corporation members, and other experts on Standing and Special committees.

#### **Article X: Finances, Contracts, and Records**

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall start January 1.

SECTION 2. Authorizing Contracts and Loans. The Board of directors may authorize any officer or officers, agent or agents to enter into any contracts or execute and deliver instruments in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the organization, and no evidence or indebtedness shall be issued in its name, unless authorized by a resolution of the Board of directors. Such authority may be general or confined to specific instances. No loans shall be made by the organization to its Officers or directors.

SECTION 3. Handling of Funds. All checks, drafts or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents of the organization in such manner as shall from time to time be determined by resolution of the Board of directors. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of directors may select.

SECTION 4. Records. The Corporation shall keep at its office the original or a copy of its Articles of Incorporation and Bylaws which shall be open to inspection by the members and directors at all reasonable times during office hours.

#### **Article XI: Corporate Seal**

The Corporation shall have no seal.

#### **Article XII: Indemnification and Insurance**

SECTION 1. Indemnification. The Corporation shall indemnify and hold harmless any director, officer or member of the Corporation, and his/her heirs and personal representatives, for any expenses actually and necessarily incurred by him/her, or any judgment levied or settlement made, in connection with any action, suit or proceeding in which he/she is made a party by reason of being or have been a director, officer or member of the Corporation. Such right of indemnification shall not apply to any action, suit or proceeding in which such director, officer or member is adjudged liable for gross negligence or misconduct in the performance of his/her duties as director, officer or member of the Corporation. In the absence of an adjudication which expressly absolves any director, officer or member of liability of gross negligence or misconduct in the performance of his/her duty in any action, suit or proceeding, the Corporation shall grant the indemnification provided herein upon receipt of a written opinion of independent counsel selected by the Corporation, who shall not be an attorney at law regularly employed by the Corporation to the effect that the director, officer or members concerned is not legally liable for gross negligence or misconduct in the performance of his/her duty with respect to the particular instance for which indemnification is sought.

SECTION 2. Insurance Bond. The Corporation may, to the extent that the Board of directors deems necessary, purchase and maintain liability insurance, a surety bond or other appropriate protection on behalf of any person who is or was director or officer of the Corporation.

#### **Article XIII: Amendments to the Bylaws**

These Bylaws may be altered, amended or repealed and changes in the Bylaws may be adopted at the Annual Meeting, provided and proposed amendments are presented in writing to all members at least thirty days in advance of the Annual Meeting. Approval of changes in the

Bylaws must be by a two-thirds vote of the members in good standing present and voting at a lawful meeting.

#### **Article XIII. Dissolution**

In the event of the dissolution of the Alliance for Nevada Nonprofits and after the payment or the provision for payment of all the liabilities of the corporation, the board in its sole discretion shall transfer all net assets of the Alliance for Nevada Nonprofits exclusive for the purpose of the Alliance for Nevada Nonprofits to another nonprofit which has Internal Revenue Service 501(c)(3) tax exempt status during the year the dissolution occurs. Any assets not disposed of will be disposed of by a court of competent jurisdiction in the county in which the principle office of the corporation is then located.

#### **Article XV. Miscellaneous**

The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefore.

Date of Adoption: December 5, 2008