

# BYLAWS OF NEVADA ASSOCIATION OF LAND SURVEYORS

## ARTICLE I: NAME AND LOCATION

### 1.01 NAME

The name shall be the Nevada Association of Land Surveyors.

### 1.02 LOCATION OF OFFICES

The principle office shall be that of the Executive Director or as designated by the Board of Directors.

## ARTICLE II: OBJECTIVES

### 2.01 PURPOSE

The purpose of the Association shall be:

- (a) To promote the good and welfare of its members and their activities in the profession of land surveying.
- (b) To promote the common good and welfare of the public in terms of professional land surveying activities.
- (c) To promote and maintain the highest possible standards of professional ethics and practices.
- (d) To promote public awareness and trust in the land surveying profession.
- (e) To attract and mentor the next generation of Land Surveyors.

### 2.02 SCOPE

This organization, in its activities and in its membership shall be non-partisan, non-sectarian, and non-discriminatory. This action is not intended to restrict the activities undertaken by the organization to protect and promote the profession of land surveying such as proposing and supporting or opposing legislation, legislative activist efforts or support for state licensing board representatives.

## ARTICLE III: MEMBERSHIP

### 3.01 CLASSES OF MEMBERSHIP

#### 3.01.1 REGULAR MEMBER

Any person holding a registration as a Professional Land Surveyor in the state of Nevada and residing in Nevada may apply as a Regular Member. Regular members shall have the right to vote.

#### 3.01.2 NON-RESIDENT REGULAR MEMBER

Any person holding a registration as a Professional Land Surveyor in the state of Nevada that resides outside of Nevada may apply as a Non-Resident Regular Member. Non-Resident Regular members shall have the right to vote.

#### 3.01.3 RETIRED REGULAR MEMBER

A retired regular member may be any person who is licensed as a Land Surveyor in the state of Nevada, has at least ten years continuous membership in the association, has retired from active practice and is either at least sixty-two years of age or permanently disabled.

#### 3.01.4 L.S.I. MEMBER

Any person holding a certificate as a Land Surveyor Intern may apply as a L.S.I. member. L.S.I. members do not have the right to vote.

### **3.01.5 AFFILIATE MEMBER**

Any person who, in their profession, relies on the fundamentals of land surveying may apply as an Affiliate member. Affiliate members may not be licensed as a Professional Land Surveyor or Land Surveyor Intern. Affiliate members do not have the right to vote.

### **3.01.6 STUDENT MEMBER**

Any person who is a student in a college or university and is actively pursuing a survey-related education. Student members are required to provide proof of enrollment in survey-related education at the time of application. Student members may not be licensed as a Professional Land Surveyor or Land Surveyor Intern. Student members do not have the right to vote.

### **3.01.7 SUSTAINING MEMBER**

Any individual, company or firm, who by their interest in the land surveying profession is desirous of supporting the purposes and objectives of this Association may apply as a Sustaining member.

### **3.01.8 CORRESPONDING MEMBER**

Any person holding a registration as a Professional Surveyor in a state other than Nevada may apply as a corresponding member. Corresponding members do not have the right to vote.

### **3.01.9 LIFE MEMBER**

Any person who is licensed as a Professional Surveyor in the State of Nevada, that has at least ten years continuous membership in the Association, is 60 years of age or older, and who has shown exemplary service to the Association and the land surveying profession may be awarded Life membership. Life members are exempt from paying annual dues. Life memberships must be approved by the Board of Directors.

### **3.01.10 HONORARY MEMBER**

An honorary member may be any person who is not eligible to be a regular member but who through their affiliation with the surveying community has given special service to the association or its objectives. Honorary members are exempt from paying annual dues. Honorary memberships must be approved by the Board of Directors. Members in this class shall have no right to vote or hold office in the association.

## **3.02 MEMBERSHIP IN ONE CLASS & TERM OF MEMBERSHIP**

Membership may be only in the highest classification available for which the member qualifies. Each member may belong to only one class of membership.

The term of each membership shall be for a one-year period commencing on the first day of January and ending on the last day of December except that the term of a Life Membership is, subject to the requirements set forth in these bylaws, for life. If a member is admitted by the Association to a different class of membership than that member previously held, the membership in the previous class shall be automatically terminated.

## **3.03 APPLICATION & APPROVAL OF MEMBERSHIP**

All applications for membership shall be submitted on a membership form approved by the Board of Directors. Each application shall clearly prove that the applicant fulfills the requirements for the class of membership for which the application was filed.

Applications shall be submitted to and examined by the Executive Director. If an application is determined to be complete and correct, and the applicant fulfills all requirements for the class of membership sought, the Executive Director shall approve the application and the member shall be admitted. The Executive Director shall notify the member of such approval and admittance. If the application is denied, the Executive Director shall notify the applicant, stating the reason for denial.

## **3.04 MEMBERSHIP CERTIFICATES**

Members of the Association shall be issued a certificate evidencing membership in the Association.

### **3.05 DUES AND FEES**

Dues for each class of membership, entrance fee, and reinstatement fee shall be established annually by the Board of Directors at the fall Board of Directors meeting. Dues may be increased or decreased by not more than 15% of the dues then in effect.

Dues shall be payable to the Association on the first day of January in each fiscal year. Annual dues of new members shall be prorated from the first day of the month in which the new member applies for membership.

If dues for the renewal of membership are not paid by the first day of January, the member shall be carried on the rolls as a member not in good standing until paid or until the first day of July.

### **3.06 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.

### **3.07 TERMINATION OF MEMBERSHIP AND REINSTATEMENT**

Any person's membership in the Association shall automatically terminate upon:

- a) Failure to pay dues by July 1<sup>st</sup> if a written or electronic notice has been sent within the previous 60 days. Member may be reinstated upon payment of dues and reinstatement fee.
- b) Receipt of a written or electronic resignation request. Such resignation shall not relieve the member of the obligation to pay any dues and other charges previously accrued but not paid. Member may be reinstated upon payment of dues and reinstatement fee.
- c) Revocation of the license, registration or certificate that qualified the person to attain membership. Member may be reinstated provided they once again qualify for membership and upon payment of dues and reinstatement fee.
- d) Expulsion of the member from the Association. Member may not be reinstated without approval by the Board of Directors. If approved for reinstatement, member must pay dues and reinstatement fee.
- e) Death of the member.

No dues shall be refunded to any member whose membership terminates for any reason.

### **3.08 EXPULSION, SUSPENSION OF MEMBER**

A member may be suspended or expelled for cause by the Board of Directors. Cause shall include a failure, in a serious degree, to:

- (1) observe the Association's Articles of Incorporation, Bylaws, or Code of Ethics or;
- (2) abide by the lawful decisions of the Board of Directors or;
- (3) engage in conduct which is deemed by the Board contrary or prejudicial to the interests and/or purposes of the Association.

Suspension or expulsion shall require two-thirds vote of the Board of Directors. The discipline shall only occur after:

- a) the Executive Directors provides at least 15 days prior written notice of the expulsion or suspension including the charges pending against the member and;
- b) the member has an opportunity to be heard, orally or in writing, not less than 5 days before the effective date of the expulsion or suspension by the Board of Directors.

The Board of Directors is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

### **3.09 NON-LIABILITY OF MEMBERS**

A member of Nevada Association of Land Surveyors is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

## ARTICLE IV: MEETINGS OF MEMBERS

### 4.01 ANNUAL MEMBERSHIP MEETING

The members of the Association may meet once a year at a time and place determined by the Board of Directors. No business, other than the business set forth in the notice of the meeting may be transacted at the annual meeting.

### 4.02 SPECIAL MEETINGS

Special meetings of the members of the Association may be called by the President, by any three members of the Board of Directors, or by 10% of the Association's Regular members in good standing. No business, other than the business set forth in the notice of the meeting may be transacted at a special meeting.

### 4.03 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. Notice shall include the location, date, time of meeting, and business to be transacted.

### 4.04 QUORUM

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

### 4.05 VOTING

Each Regular and Non-Resident Regular member shall have one vote on any matter at a meeting of the members. No proxy, delegated, or absentee voting will be allowed. All actions, except amendments to these Bylaws, shall be passed by majority vote of those present and voting at a lawful meeting of members.

## ARTICLE V: BOARD OF DIRECTORS

### 5.01 NUMBER AND QUALIFICATIONS

The Board of Directors shall consist of the Association Officers and Directors and each shall have one vote.

As provided in these Bylaws, Article 11, each Chapter shall elect a maximum of three Chapter Representatives to serve as a Director on the Board of Directors.

Officers and Directors must be a Regular member in good standing. Any Director who ceases to be a Regular Member shall thereupon cease to be an eligible member of the Board of Directors. The Director shall be given 30 days, after notice, to reinstate Regular Memberships considered vacated.

At its discretion, the Board of Directors may, at its annual meeting, elect a former director to the position as Honorary Director who will have the privilege of the floor, but no vote.

The Executive Director shall serve as an ex-officio member of the Board of Directors without a vote.

### 5.02 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors is the decision making body of the Association. The Board shall act only as a deliberative body where Directors have the opportunity for discussion and deliberation which includes participation in a meeting in person, through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the participants to communicate simultaneously or sequentially.

The Board of Directors shall have authority over the general management of the affairs of the Association in conformity to its Articles of Incorporation and these Bylaws. Subject to the provisions of the laws of the State of Nevada and any limitations of the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the authority of the Board of Directors.

### **5.03 DUTIES OF INDIVIDUAL DIRECTORS**

It shall be the duty of a Director to:

- (a) Perform any and all duties imposed individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Fully abide in their fiduciary duty of care, inquiry, and loyalty.
- (c) Attend meetings at such times and places as required by these Bylaws;
- (d) Register their addresses with the Secretary of the Association;
- (e) Serve on committees established by these Bylaws and by the Board of Directors.

Nothing in this section shall be interpreted to authorize any Director to act on behalf of the Board of Directors without approval of the Board of Directors.

### **5.04 COMPENSATION**

No Director, except the Executive Director, shall receive any salary or compensation except expenses, including travel, incurred on behalf of the Association and approved by the Board of Directors.

### **5.05 ABSENCE CONSIDERED A RESIGNATION**

The term of any Officer or Director who has been absent from two consecutive regular meetings or three meetings in a two year period of the Board of Directors shall automatically terminate; however, the Board shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of the Board. Any vacancy on the Board, other than by the President shall be filled as provided in these Bylaws.

### **5.06 VACANCIES**

Whenever vacancies in the position of Director shall occur, the vacancy shall be filled from the parent Chapter of the vacant Director. Whenever a vacancy occurs in the position of Secretary or Treasurer, the vacancy shall be filled by majority vote of the Board of Directors.

### **5.07 NON-LIABILITY OF OFFICERS AND DIRECTORS**

The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

### **5.08 STANDARD OF CARE**

A director shall perform duties of a director in good faith, in a manner such director believes to be in the best interest of the 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 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.

## **ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS**

### **6.01 REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

A regular meeting of the Board of Directors shall be held quarterly, or as otherwise determined by the Board. The time and place of each regular meeting shall be as determined by the Board.

The Board of Directors meetings may be held where Directors have the opportunity for discussion and deliberation which includes participation in a meeting in-person, through electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially.

### **6.02 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

A special meeting of the Board of Directors may be called by the President or any 3 members of the Board of Directors in accordance with the laws of the state of Nevada. Only that business specified in the notice of meeting shall be transacted at any special meeting of the Board of Directors.

### **6.03 NOTICE OF MEETINGS**

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.

The notice shall state the location, date, time of meeting, and business to be transacted.

### **6.04 QUORUM**

A majority of the total number of Directors having the right to vote, shall constitute a quorum for the transaction of business.

Business may only be considered by the Board of Directors at any meeting at which a quorum is present, except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law. The Directors 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 because of a withdrawal of directors from the meeting, provided that any action thereafter taken shall be approved by at least a majority of the required quorum for such a meeting.

### **6.05 MAJORITY ACTION AS BOARD OF DIRECTORS ACTION**

Every act or decision done or made by the affirmative vote of a majority of the Directors having the right to vote who are present and voting at a meeting duly held at which a quorum is present is the act of the Board of Directors unless the Articles of Incorporation, these Bylaws, or the laws of the State of Nevada require a greater percentage or different voting rules for approval of a matter by the Board.

### **6.06 VOTING**

The elective officers and each Director shall have one vote each on any matter presented to the Board of Directors for action. No Officer or Director may vote by proxy.

### **6.07 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING**

Any action required or permitted to be taken by the Board 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 in the manner specified in the Nevada Nonprofit Corporation Law.

## **ARTICLE VII: OFFICERS**

### **7.01 OFFICERS**

The officers of this Association shall consist of the President, Vice President, Secretary, and Treasurer. The Association Officers shall be elected annually and shall be limited to two successive terms in office. The office of Secretary and Treasurer may be held by the same individual.

The Association Officers shall be elected by the voting members of the Association.

The Immediate Past President shall serve as an ex-officio member of the Board without a vote and shall serve as the Chair of the Past President's Advisory Committee and the Nominating Committee.

### **7.02 ELECTION OF OFFICERS**

A Nominating Committee, as defined in Article 9 shall nominate one or more candidates for each office to be filled by election. The committee shall make its recommendations to the Board of Directors not later than July 15th or the third regular Board meeting of the year, whichever comes first.

If acceptable, the recommendations of the Nominating Committee shall be approved by the Board of Directors. Additional nominations may be made by the Board of Directors for any office to be filled by election.

Upon approval of the Board of Directors, the Executive Director shall notify the Regular Members, by mail, electronically, or by inclusion in the Association official publication, not later than August 15th of the nominations for office. Additional nominations may be proposed by the general membership by submitting a written petition to

the Executive Director containing the signatures of ten or more Regular Members. Such petition shall be received not later than September 15<sup>th</sup>.

Each candidate may submit a statement to the Executive Director of their qualifications and views on matters affecting the Association. The form of such statement shall be determined by the Board of Directors. Any such statement submitted in the proper form by October 1st shall be included with the ballot for the consideration of the membership.

Not later than October 15<sup>th</sup>, the Executive Director shall provide by mail, or by electronic ballot to each Regular member a ballot stating the names of all duly nominated and qualified persons for each office to be filled. Members will be provided a minimum of 30 days to cast their ballot.

The Tellers Committee, appointed by the President, shall count the ballots. Candidates receiving a majority or plurality shall be elected. The Tellers Committee shall certify the results of the vote to the Executive Director to notify all candidates of the tally.

If only one candidate is nominated for each elective office, the Secretary shall cast a unanimous ballot in lieu of formal elections.

Results of the election shall be published to the membership. The officers shall take an oath of office and be installed at the first regular meeting of the Board of Directors.

## **ARTICLE VIII: DUTIES OF OFFICERS**

### **8.01 PRESIDENT**

The President shall:

- (a) Attend all meetings of the association
- (b) Be the chief executive officer of the Association.
- (c) Preside at all meetings of the Board of Directors.
- (d) Sign all contracts and other instruments requiring the seal of the Association and such other instruments as the Board of Directors may require.
- (e) Appoint committee chairs and assign duties to be ratified by the Board of Directors.
- (f) Shall serve as ex-officio member of all committees with the exception of the Nominating Committee.

### **8.02 VICE PRESIDENT**

The Vice President shall:

- (a) Attend all meetings of the association.
- (b) in the event of a temporary absence of the President, or in the event the President's temporary inability to act, the Vice President shall perform the duties of the President, and shall have the powers of the President.
- (c) Perform such other duties as may be assigned by the Board of Directors.

### **8.03 SECRETARY**

The Secretary shall:

- (a) Attend all meetings of the association.
- (b) give, or cause to be given, notice as required by these Bylaws of all meetings of the members and of the Board of Directors Take minutes of all Association meetings and make due record of same.
- (c) Prepare and keep such records as the Association may require and the Board of Directors may prescribe.
- (d) Be custodian of the seal of the Association and have authority to affix it to all papers and documents requiring a seal.
- (e) In accordance with NRS 78.150 to NRS 78.185, on or before November 30<sup>th</sup> of each year, shall file with the Secretary of State, a list of Association Officers and other Directors, together with current address, certified by the Secretary and President.
- (f) Perform such other duties as may be assigned by the Board of Directors.

The Secretary shall review the duties of the office and shall request the Board at their first regular meeting of the year to approve the delegation of specific duties, if any, to the Executive Director.

#### **8.04 TREASURER**

The Treasurer shall:

- (a) Attend all meetings of the association
- (b) Be the fiscal officer of the association.
- (c) Pay the annual corporate fee to the Secretary of State as stipulated in NRS 78.150 on or before November 30<sup>th</sup> of each year and obtain a formal certificate.
- (d) Prepare and keep such accounts as the Association may require and the Board of Directors may prescribe.
- (e) Have custody of the funds and securities of the Association.
- (f) Prepare and keep accurate accounting of receipts and distributions
- (g) Deposit all monies and other valuable effects in the name of and credit of the Association, in such depositories as may be designated by the Board of Directors.
- (h) Disburse the funds of the Association as provided in these bylaws, as ordered by the Board of Directors, or in accordance with Board approved policies, taking proper vouchers for such disbursements.
- (i) Invest all funds not needed for current disbursement as ordered by the Board;
- (j) Render to the Board of Directors, an accounting of all transactions and final condition of the Association.

The Treasurer shall review the duties of the office and shall request the Board at their first regular meeting of the year to approve the delegation of specific duties, if any, to the Executive Director.

#### **8.05 EXECUTIVE DIRECTOR**

The Executive Director, subject to the control of the Board of Directors, shall be the principal administrative officer of the Association; shall assist the Board in the meetings of the Association; shall be an ex-officio director but shall have no right to vote; shall be a non-voting ex-officio member of all committees of the Association; and shall provide a quarterly report to the Board regarding the Executive Office activities. The Executive Director shall assume such duties of the Secretary and/or Treasurer, as the Board shall assign.

### **ARTICLE IX: STANDING COMMITTEES**

The following are the standing committees of the Association. Each committee shall consist of not less than two members of the Association. One member must be a member of the Board of Directors. Unless outlined specifically in these bylaws, the Chair of each committee shall be appointed by the President and ratified by the Board of Directors. The Board of Directors will provide the committee charges to each Chair.

- |                                    |                                       |
|------------------------------------|---------------------------------------|
| 1. Advanced Education              | 8. NSPS Director                      |
| 2. Board of Registration Liaison   | 9. Legislation                        |
| 3. Communications/Publications     | 10. Professional Practices            |
| 4. Constitution and Bylaws         | 11. Outreach                          |
| 5. Continuing Education/Conference | 12. WFPS Delegate                     |
| 6. Membership                      | 13. Past President's Advisory Council |
| 7. Nominating Committee            |                                       |

The Nominating Committee shall be chaired by the Immediate Past President. Members of the Nominating Committee will include the Chapter Presidents and one Past President of the Association selected by the Chair.

The Communications/Publications Committee shall be chaired by the Editor of the Nevada Traverse.

The Past President's Advisory Council shall be chaired by the Immediate Past President.

At the last Board of Directors meeting of each fiscal year, the NALS Board of Directors shall appoint the Principal Directors to the Nevada Land Surveyors Education Foundation.



## ARTICLE X: SPECIAL COMMITTEES

The Association shall have such other ad hoc and special committees as may be created from time to time by a majority vote of the Board of Directors. Such other committees shall consist of at least one member of the Board of Directors.

## ARTICLE XI: LOCAL CHAPTER

### 11.01 FORMATION OF A CHAPTER

With the approval of the Board of Directors, any group of ten or more Regular Members of the Association may organize a chapter. The name of the chapter shall readily identify it as a subsidiary organization of the Association. The members of a proposed chapter may meet, elect officers, draft bylaws, and otherwise engage in the formation of such chapter under the direction and guidance of any director of the Association serving as an organizing agent.

### 11.02 APPROVAL OF CHAPTER

If its bylaws, functioning principles, and purposes are consistent with those of the Association, then the Board of Directors may charter the proposed chapter as a subsidiary organization of the Association. Upon approval, the Association shall issue a "Certificate of Charter" to said Chapter.

### 11.03 AUTHORITY OF ASSOCIATION

Each chapter is a subsidiary organization of the Association. The chapter shall meet all requirements of the Articles of Incorporation and these Bylaws. No chapter shall take any action or any position contrary to any provision of the Articles of Incorporation, these Bylaws, or any resolution or motion of the Board of Directors.

The chapter's charter is subject to the authority of the Association. Copies of all contracts shall be submitted to the Association office. Copies of the books and records of each Chapter, including all financial records, shall be made available to the Association by March 1<sup>st</sup> each year so that the Association may prepare and file tax returns and other documents as may be required by law.

### 11.04 CHAPTER DUES

Each local chapter may assess dues upon its members. Chapter dues will be collected by the Association and payable to the Chapter on a quarterly basis.

### 11.05 CHAPTER REPRESENTATIVES

Each local Chapter, when organized and approved as herein provided, shall be entitled to representation on the Board of Directors per the following ratio:

NUMBER OF REGULAR MEMBERS	NUMBER OF CHAPTER REPRESENTATIVES
1-50	1
51-99	2
100 or more	3

By September 30<sup>th</sup> of each year, the Association shall notify the Chapter as to their number of regular and non-resident regular members in good standing and the number of representatives they may elect as Directors on the Association Board of Directors.

### 11.06 CHAPTER OFFICERS AND ELECTIONS

By November 30<sup>th</sup> each local Chapter shall elect Officers and Chapter Representatives and report results of elections to the Association.

## ARTICLE XII: INSPECTION OF CORPORATE RECORDS

A director or any person who has been a member of record of a corporation for at least 6 months, or at least 5 percent of the members of the corporation, upon at least 5 days' written demand, is entitled to inspect in

person or by agent or attorney, during usual business hours, the members' ledger or duplicate ledger and to make copies therefrom. If the records required are kept outside of this State, a director or other person entitled to inspect those records may serve a demand to inspect the records upon the corporation's registered agent. Upon such a request, the corporation shall send copies of the requested records, either in paper or electronic form, to the director or other person entitled to inspect the requested records within 10 business days after service of the request upon the registered agent.

An inspection may be denied to a member or other person upon the refusal of the member or other person to furnish to the corporation an affidavit that the inspection is not desired for any purpose not relating to his or her interest as a member, including, but not limited to, those purposes set forth below:

- (a) To solicit money or property from the members
- (b) For any commercial purpose or purpose in competition with the corporation;
- (c) To sell to any person; or
- (d) For any other purpose not related to his or her interest as a member.

In every instance where an attorney or other agent of the director or member seeks the right of inspection, the demand must be accompanied by a power of attorney signed by the director or member authorizing the attorney or other agent to inspect on behalf of the director or member.

The corporation may impose a reasonable charge, covering costs of labor, materials and copies of any records provided to the member or director.

### **ARTICLE XIII: MEMBERSHIP CERTIFICATES AND EMBLEMS**

The Board of Directors shall adopt an emblem as the official emblem of the Association which may be used by the members. Each member shall be given a Certificate of Membership upon being admitted to the Association with the Association seal affixed. The Seal of the Association shall set forth the name of the Association and the date of incorporation.

### **ARTICLE XIV: PUBLICATION**

The official publication of the Association is the Nevada Traverse which shall be published to the membership quarterly, or as directed by the Board of Directors. The Editor of the Nevada Traverse shall serve as the Chair of the Communications/Publications Committee

### **ARTICLE XV: FISCAL YEAR**

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

### **ARTICLE XVI: INDEMNIFICATION**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee, or authorized agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any

compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, employees, and authorized agents. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, employee or authorized agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

When a Director, officer, committee chair, committee member, authorized agent, or employee of the Association acts outside their authority, or beyond their scope, they forfeit the obligation of the Association to indemnify. Indemnification and the Association's insurance deal only with wrongful acts or omissions within the areas of their authority.

#### **ARTICLE XVII: ETHICS**

The Board of Directors shall periodically review and may amend the Code of Ethics for the Association.

#### **ARTICLE XVIII: RULES OF ORDER**

Robert's Rules of Order shall guide the operations of meetings unless and until the Board of Directors adopts an alternative method for conducting meetings.

#### **ARTICLE XIX: CONSTITUTION AND BYLAW AMENDMENTS**

These Bylaws may be amended from time to time. Proposed amendments may be recommended by the Board of Directors, the Constitution and Bylaws Committee, or at least 5 Regular Members in Good Standing.

All recommended bylaw amendments must first be approved by the Board of Directors. Upon approval by the Board of Directors, the Executive Director shall prepare and mail, deliver, or electronically transfer, a ballot to each Regular Member with instructions to indicate approval or rejection of such amendment and to return same to the Executive Director within 30 days. The adoption of said amendment shall require an affirmative vote of two-thirds of votes cast.

This is provided that such bylaws as adopted or amended are not in conflict with the Articles of Incorporation or with the laws of Nevada. Whenever an amendment or bylaw is adopted, it shall be copied in the book of Bylaws. A bylaw may be repealed by the same procedure as used for the amendment of these Bylaws. Whenever a bylaw is repealed, the fact of repeal with the date of its repeal shall be stated in said book of Bylaws.