

NEVADA NATURAL RESOURCE EDUCATION COUNCIL

BYLAWS

Article I – Name

Name: The corporation shall be known as Nevada Natural Resource Education Council and be referred to herein as the Council or NNREC.

Article II – Purpose

Purpose: The purpose of the Council shall be to develop and promote Natural Resource Education in Nevada. The purpose of the Council may be carried out in the following ways:

1. Coordinating activities of agencies and/or organizations working in natural resource education;
2. Acting as a clearinghouse for information and resources in natural resource education;
3. Generating support for natural resource education;
4. Providing natural resource education training; and
5. Expanding awareness of, and participation in, natural resource education.

Article III – Governance

- A. **The Council** shall be governed by a Board of Directors of no less than three members.
- B. **The Board of Directors** will represent the geographic diversity and natural resource education community of the state of Nevada.
- C. **The Responsibility** of the Board of Directors will be to provide leadership and to set policy necessary for the operation of the Council to serve the natural resource education community.

Article IV – Nominations and Elections

- A. **Nominating Committee:** The state chair shall appoint a nominating committee no later than sixty (60) days before the annual meeting.
- B. **Eligibility:** Nominees for the Board of Directors must be members in good standing of the organization, and live within the State of Nevada.
- C. **Election:** The Board of Directors may elect members of the Board of Directors at any time, and such members will serve until the second annual meeting following their election, or until their successors have been elected.
- D. **Vacancies:** Any vacancy on the Board of Directors or officers occurring during the year may be filled for the unexpired portion of the term by appointment, by the remaining members of the Board of Directors.
- E. **Removal from Office:** Members of the Board of Directors may be removed from office upon a two-thirds (2/3) vote of the voting members of the Board of Directors. Any such member of the Board of Directors shall be entitled to at least ten (10) days written notice by mail of the reason for the proposed removal and the meeting at which such removal is to be voted upon and shall be entitled to appear before, and be heard at, such meeting.

Article V – Officers of the Board of Directors

- A. **Officers:** The Board will appoint from among its members a President, Secretary and Treasurer. A member may serve more than one office, except that a member may not serve

concurrently as President and Treasurer. Officers will serve a term of up to one (1) year, ending at the annual meeting.

- B. **President:** The duties of the Chairperson will be to provide leadership of the board, to preside at all meetings of the Council and Board, and to speak for the Council on policies created by the board. The Chairperson will be the voice of the Council within the natural resource education community and to the public.
- C. **Secretary:** The duties of the Secretary will be to take notes at all meetings of the Council and Board, to handle general correspondence, to maintain a permanent record of the Council, and to file paperwork necessary for the maintenance of state and federal nonprofit status.
- D. **Treasurer:** The duties of the Treasurer will be to ensure fiscal responsibility in all operations and actions of the Council.
- E. **Other officers:** The Board of Directors may appoint from among its members any other officers appropriate for governance of the organization.

Article VI – Committees and Task Forces

- A. **Creation:** The Board of Directors may create task forces and committees for specific purposes and appoint chairs for such committees from among the membership of the organization.
- B. **Board representation:** At least one regular board member will be a member of each committee.

Article VII – Meetings of the Board of Directors

- A. **Annual Meeting:** The annual meeting of the Council shall be held for the purpose of electing Board of Directors and state officers, approving a general plan of activities and proposed budget, and the transaction of such other business as may properly come before the Council. Notice of the time, place, and purpose or purposes of the annual meeting shall be posted on the Council website no less than ten (10) days prior to the meeting.
- B. **Other Meetings:** The Board of Directors may set other meeting times and places as necessary to govern and conduct the business of the Council. Notice of the time, place and purpose or purposes of the meeting shall be posted on the Council website no less than five (5) days prior to the meeting.
- C. **Quorum:** At any meeting of the Board of Directors, the voting members present shall constitute a quorum for all purposes except as otherwise provided by law or in these bylaws, and the act of a majority of the members present shall be the act of the full Board.
- D. **Open Meetings:** All meetings of the Board of Directors will be open to Associate Members and the public, except executive sessions related to staff hiring, supervision and termination.

Article VIII – Fiscal Responsibility

- A. **Fiscal Responsibility:** Fiscal responsibility is that of the Board of Directors. The Treasurer and any individual on the bank signature card must be bonded.
- B. **Fiscal Year:** The Board of Directors will set the fiscal year of the Council.

Article IX – Staff

- A. The Board of Directors may delegate any responsibility, except that of governance, to employees, volunteers, or independent contractors.
- B. The Board of Directors will establish policies to ensure that all the activities of staff are consistent with nonprofit operation and are effective, prudent and ethical.
- C. The board will evaluate, either directly or through a chief executive officer, the performance of all staff in reaching ends policies set by the board.

Article X – Associate Members

- A. **Governance:** Associate members shall not govern the Council.
- B. **Categories, dues and benefits:** The Board of Directors may establish categories of associate membership, membership dues, and membership benefits.
- C. **Qualification:** The qualification of associate members in the corporation is any individual, organization, agency or business that believes in the value of natural resource education, and specifically believes in the purposes stated in Article II.
- D. **Admission:** Applicants will be admitted to associate membership on making application in writing or through verified electronic communication and the payment of applicable membership dues.
- E. **Termination of Membership:** Associate membership may be revoked by vote of the Board of Directors.

Article XI – Powers and Duties of Regional Chapters

- A. **Regional chapters** created by the Board act to serve the natural resource education and leadership needs of their geographic area.
- B. **Chapters may be delegated** responsibility for governance and may elect or appoint a Chapter Board, Chapter President, and other officers and committees as appropriate.
- C. **Chapters may be delegated fiscal responsibility** and may operate with their own funds or funds allocated by the Board of Directors. Quarterly financial reports will be made to the Board of Directors, and all records necessary to maintain state and federal nonprofit status will be maintained and submitted to the Board of Directors in a timely manner. It will be determined by board policy whether Regional Chapter administrators of funds be bonded.
- D. Chapters may establish policy and procedures (their own standing rules), within the constraints set by the Board of Directors
- E. Chapters may be terminated by the Board of Directors for inactivity exceeding one year, or for actions outside constraints set by the Board of Directors, or for actions outside commonly accepted practice in nonprofit organizations.

Article XII – Compensation and Expenses

- A. **Board of Directors:** Members of the Board of Directors shall receive no salary for their services and can not hold separate paid staff employee positions. By resolution of the Board of Directors, a fixed reasonable sum for expenses may be allowed for attendance at meetings of the Board of Directors and/or the annual meeting.
- B. **Travel and Related expenses:** Travel and other Council related expenses may be reimbursed upon submission of appropriate documentation and approval by the Board of Directors.
- C. **Personal Benefit / Compensation:** No part of the net earnings of this Council shall ever be distributed to, or for the benefit of, its individual members, directors, officers or other private persons except that the Council shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Article XIII – Policies

Authorization to Speak: Members of the Board of Directors or their designees may speak for the Council, however, they may relate only what has been addressed and recorded in the minutes of the Council or its Board of Directors.

Article XIV – Parliamentary Authority

Parliamentary Authority: The rules contained in these Bylaws or with any statute of the State of Nevada shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with any special rules of order the Council may adopt.

Article XV – Amendments

Amendments: These bylaws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting, provided that the amendment has been submitted in writing as part of the notice of such meeting.

Article XVI – Dissolution

- A. **Dissolution:** Dissolution of this Council may be accomplished by either a majority vote of the voting members, or by inaction of the Board of Directors for a period of thirty (30) months or more.
- B. **Distribution of Assets:** Upon the dissolution of this Council, after paying or adequately providing for the debts and obligations of the Council, the remaining assets shall be distributed to a fund, foundation or corporation which is organized and operated exclusively for charitable, education, or religious and/or scientific purposes.

Revision History

2002-04-07: major revision of bylaws at Annual Meeting

2006-05-04: Article V – Governance of Organization, Section D – The Members, change officer term to one year (to correct typo), remove requirement for break in board service

2006-06-19: Reorganized Article V – Governance, Article VI – Nominations and Elections, Article VII – Officers of the Board of Directors, and Article VIII – Committees and Task Forces to logically group issues; modified Article VI paragraph C to allow election of additional board members by the board as well as by members; modified Article VII to clarify term of service of officers and to change Chair to President

2006-10-21: Article VI – Nominations and Elections, Section C – Election: modified to allow board to elect board members, in addition to election by the members of the organization

2007-03-10: Revised entire bylaws to indicate that the board is elected by the board, and to provide consistent language for referring to the board and associate members