

FRIENDS OF NEVADA STATE MUSEUM, LAS VEGAS

BYLAWS

Adapted by Majority Vote, June 23, 2016

Amended, January 18, 2018

Amended, January 21, 2021

Amended January 28, 2023

Article 1 – Name

This non-profit organization hereby associates itself as a Corporation under the laws of the State of Nevada to be known by the name of Friends of Nevada State Museum, Las Vegas (subsequently referred to as Friends). It shall be affiliated with the Nevada State Museum, Las Vegas (NSMLV).

Article 2 – Purpose

The purpose of this organization shall be to bring together people with cultural and philanthropic interests.

- A. The primary purpose of the Friends will be to assist in fundraising projects for the future of the NSMLV.
- B. The Friends will encourage, foster, and assist in NSMLV programs and activities.
- C. The Friends will promote community interest in the NSMLV.

We will not engage in political or legislative activities designed to affect the outcome of any primary, general, or special election or question.

The Corporation shall operate as a nonprofit organization (IRS code 501©(3) and no part of the assets or earnings shall be used for the benefit of any one person as long as the Corporation shall exist,

Article 3 – Membership

Membership shall not be denied on the basis of race, religion, creed, national origin, age, sexual orientation, or disability. All members of Friends of NSMLV must be members of the Nevada State Museum, Las Vegas. FRIENDS membership is on an annual basis. Annual dues will be proposed by the Board of Directors and approved by two-thirds (2/3) vote of the members at a regular meeting. Dues will be paid on a voluntary basis. Dues are delinquent if not paid within 2 months of anniversary date. A member will lose all membership benefits when dues are 4 months delinquent. A delinquent member will be dropped from the membership list (not mailing list) when dues are 6 months delinquent.

Categories of membership are:

- A. Student – open to any full time high school or college student. Dues will be waived for students.
- B. Individual – open to any person who pays dues
- C. Honorary – Upon a two-thirds (2/3) vote of the Board of Directors, honorary membership may be granted to person's of distinction interested in promoting the NSMLV. Honorary members shall be exempt from payment of dues.

Article 4 – Directors

Directors shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of two (2) annual meetings.

Directors shall take office immediately following the close of the annual meeting at which they are elected. No director shall serve more than two (2) consecutive two-year terms. Fulfilling an incomplete term is not considered part of the term limit. If possible, Directors shall serve staggered terms to balance continuity with new perspective.

4.1 – Governing Body

The Governing Body of this organization shall be the Board of Directors, which is composed of the elected officers. Board Members are expected to attend all Board Meetings. If a Board Member misses two meetings of the Board in succession without prior notice, or is involved in acts/omissions which involve intentional misconduct, fraud, or knowing violation of law, that member may be dropped from the Board.

The Board shall have the power to act for the Corporation between meetings of the membership. All records generated by the officers in conducting Corporation business are considered the property of the Corporation, and shall be passed along to the new officers at the conclusion of the annual business meeting at which new officers are elected.

General officers of the Corporation shall be: President, Vice-president, Secretary, Treasurer, and Community Outrerech. Creation of new, or abolishment of existing, Board of Director positions, shall be treated as an amendment to the bylaws. All officers shall be elected by the general membership at the annual business meeting. All of these positions are unpaid. Vacancies on the Board, except for the office of President, shall be filled by Majority Vote of the Board. The office of President shall be filled by the Vice-President, and the Board shall fill the vacancy created.

4.2 – President

It shall be the duty of the President to preside at all meetings of the Friends, both Board and General meetings, appoint chairperson of all committees, be an ex-officio member of all committees (except the nominating committee) and perform other duties as usually pertain to the office. The President will act as representative of the group. The President has the authority to cosign with the Treasurer or Secretary all contracts involving the Friends. The President shall ensure that the Corporation's financial accounts are audited annually.

4.3 - Vice-President

The Vice-President shall cooperate with and assist the President in the performance of their duties, and shall perform the duties of the President in her/his absence. In the event of a vacancy and unexpired term of President, the Vice-President shall assume this office for the remainder of the unexpired term.

4.4 – Secretary

The Secretary shall keep a written record of minutes, of all Board and Membership meetings, and shall be responsible for any Corporation correspondence as directed by the President or Board. The Secretary shall make available a copy of the minutes of the General and Board Meetings to the Board no later than one week following the meeting, keeping paper copies, properly filed, , including meeting minutes of all approved official records. The Secretary has the authority to cosign with the President all contracts involving the Friends.

4.5 – Treasurer

The Treasurer shall manage the finances of the Corporation, receive Member's dues, pay bills, distribute membership cards, maintain membership information, submit monthly financial reports to the Board, and submit an annual financial report to the membership at the annual business meeting. The Treasurer shall be responsible for filing any federal or state reports or returns required by law. The Treasurer has the authority to cosign with the President all contracts involving the Friends.

4.6 – Community Outreach

Community Outreach shall be responsible for the following: programs to increase meeting attendance; programs to increase membership; activities to increase public awareness; updating, on a frequent basis the Friends website; and coordinating any other publicity required.

Article 5 – Nominations and Elections

5.1 Nominating Committee

No less than two (2) months prior to an annual business meeting at which an election is to be held, a nominating committee of three Members shall be appointed from the membership at large by the President, with the approval of a simple majority of the Board. The chairperson of this committee shall be elected by the members of the committee.

5.2 Nominations

The nomination procedure shall be as follows:

1. The Nominating Committee shall nominate at least one candidate for each office. Only individual members in good standing shall be eligible for nominations as officers.
2. At the annual business meeting, nominations may be made from the floor. All nominees must have given permission to have their names submitted, verbally or in writing. Members must be current with dues to be eligible to hold office.

5.3 Election

The Board shall be elected at the annual business meeting by ballot. Election ballots shall be tabulated by the Secretary. Those nominees receiving the highest number of votes for each office shall be elected. The Secretary shall announce the election results to the membership before the conclusion of the annual business meeting.

Election ballots shall be preserved by the Secretary for three (3) months after the annual business meeting. Any voting member of the Friends shall have the right to inspect the ballots during that period.

Elected nominees shall take office at the conclusion of the annual business meeting. If for any reason elections cannot be conducted, or if the results of the voting are not complete, the current officers shall continue in office until a successor has been elected.

Any officer may be removed from office by vote of not less than two-thirds (2/3) of the voting members present at the annual business meeting.

Article 6 – Meetings

6.1 Annual Business Meeting

The Annual Business Meeting shall be held in place of the normal membership meeting in January. The Annual Business Meeting shall include an election section as discussed in Article 5. A quorum at the annual business meeting shall consist of the members present. The time and place of the annual meeting shall be posted on the Friends website or other official social media at least thirty (30) days in advance.

6.2 Board Meetings

Board Meetings shall be held at a time and place agreed upon by the Board members. A quorum of the Board shall consist of three (3) members. Board Meetings will be open to all members, however, the general membership shall have no vote and cannot speak unless recognized.

6.3 Rules of Order

Members of the Corporation and the Board shall be conducted according to procedures specified in the most recent edition of Robert's Rules of Order.

Article 7 – Finances

7.1 Fiscal Year and Disbursements

The fiscal year of the Corporation shall correspond to the calendar year. Funds accruing from membership and other sources shall be disbursed and accounted for by the Treasurer. No officer of the Corporation shall obligate the organization for a greater expenditure in one year than the total amount of anticipated income of the current year. Any encumbrance of expenditures in excess of \$250 shall require the prior authorization of the Board.

7.2 Grants

Grants may be solicited to assist in meeting the aims and objectives of the Corporation. Any Grant application must receive the written approval of the President prior to submission.

7.3 Audits

The Corporation's accounts shall be audited annually. Two members of the Board, the Treasurer excluded, may serve as auditors.

Article 8 – Amendments

The Bylaws may be amended by a two-thirds (2/3) affirmative vote of all members present and voting at the annual business meeting. All proposed amendments shall be posted on the Friends website at least thirty (30) days prior to the annual business meeting.

Article 9 – Dissolution

Should the Corporation, at any time, terminate or cease to exist and function, the title to all assets of whatsoever kind shall be transferred to the NSMLV AS a restricted donation for the sole purpose of the continued management and upkeep of the collections currently held by the NSMLV.