

**BYLAWS – DOUGLAS COUNTY EDUCATION FOUNDATION, INC.**  
**As Amended 28 March, 2007**

**ARTICLE I – PURPOSE**

The DOUGLAS COUNTY EDUCATION FOUNDATION is a community nonprofit corporation organized solely to operate for educational and charitable purposes and is to solicit, receive, or enlist financial aid from individuals or organizations for the benefit of the students in the Douglas County public schools.

**ARTICLE II – OFFICES**

The Board of Trustees shall fix the location of the principal executive office of the FOUNDATION at any place within the County of Douglas, State of Nevada.

**ARTICLE III – MEMBERS**

This corporation shall have no members.

**ARTICLE IV – THE BOARD OF TRUSTEES**

**Section 1 POWERS**

Subject to the provisions of the Nevada Nonprofit Corporations Laws and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the FOUNDATION shall be managed and all powers shall be exercised by or under the authority of the Board of Trustees.

**Section 2 NUMBER OF TRUSTEES**

The number of Trustees shall be any odd number between five (5) and twenty-one (21).

**Section 3 MANNER OF SELECTION AND TERM**

A. Each Trustee shall serve for a term of three years or until a successor is elected. During the terms for the initial election, one-third of the Trustees shall serve until the first Annual Meeting, one-third until the second Annual Meeting, and one-third until the third Annual Meeting. One-third of the Trustees shall be elected each year at the Annual Meeting by a majority vote of the Trustees then in office. Nominations for Trustees may be submitted by the Nominating Committee or by individual board members.

B. No person who serves as a member of the Douglas County School Board shall serve as a Trustee of the FOUNDATION. A Trustee may be an educator employed by the Douglas County School District, however, no single school may be represented by more than one Trustee.

## **Section 4 VACANCIES**

Except as otherwise stated in these Bylaws, any vacancy occurring among the Trustees shall be filled by a majority vote of the Trustees then in office. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

## **Section 5 QUORUM**

A majority of the current number of Trustees shall constitute a quorum for the transaction of business. A majority of the quorum shall be able to conduct business. Trustees may not vote by proxy, except Trustees may vote by proxy to fill any vacancy on the Board of Trustees.

## **Section 6 COMPENSATION**

No Trustee shall receive, directly or indirectly, any compensation for his or her service as Trustee. The Board may authorize reimbursement of reasonable expenses incurred by Trustees in connection with their duties as Trustees.

## **Section 7 REMOVAL FROM OFFICE**

Any Trustee failing to attend three (3) consecutive regular meetings of the FOUNDATION or who is convicted of a felony involving moral turpitude shall be automatically removed from the Board. The Board of Trustees may remove any Trustee by majority vote for good cause, upon notice to the subject Trustee, who shall be provided meaningful opportunity to contest such action.

## **Section 8 TRUSTEE ELECTION**

Trustees shall be elected by the Board of Trustees and shall hold office until their successors are elected and qualified. They shall be elected by majority vote of a quorum present, as follows: The Chairperson shall appoint a three (3) member nominations committee to select qualified candidates for election to the Board at least ninety (90) days before the date of any election of Trustees. The nominating committee shall make its report at least sixty (60) days before the date of election, or at another time as the Board may determine. The Board's Secretary shall forward to each member, together with a notice of Board meeting required by these By-Laws, a list of all candidates nominated by the committee. At the Annual Board Meeting or at any other meeting of Board members established to elect Trustees, any member present at the meeting may place names in nomination. The Board may formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. Trustees may be reelected to fill one or more additional terms. The retiring Chairperson of the Board shall serve as ex-officio member of the Board until his or her successor completes his or her term of office. This language shall not preclude an existing Chairperson from succeeding himself or herself in that office.

## **ARTICLE V – OFFICERS**

### **Section 1 NUMBER AND TITLES**

The officers of the FOUNDATION Board of Trustees shall consist of a Chairman, a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may from time to time appoint.

### **Section 2 ELECTION AND TERM OF OFFICE**

Officers shall be elected annually by and from the Board of Trustees immediately following the election of Trustees at the regular Annual Meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall hold office until a successor shall have been duly elected and qualified.

### **Section 3 CHAIRMAN**

The Chairman of the Board shall, if present, preside at meetings of the Board of Trustees and exercise and perform such other duties as may be prescribed by the Board and the Bylaws.

### **Section 4 PRESIDENT**

Subject to the control of the Board of Trustees and the Bylaws, the President shall have general supervision of the affairs of the FOUNDATION. The President shall preside at all meetings of the Board of Trustees in the absence of the Chairman, and shall have such other duties as may be prescribed by the Board. The President shall act as an ex-officio member of all committees, with the exception of the Nominating Committee.

### **Section 5 VICE PRESIDENT**

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall have such other powers and duties as may be assigned by the Board.

### **Section 6 SECRETARY**

The Secretary shall act as secretary of all meetings of the Board of Trustees and shall be responsible for keeping and maintaining the minutes of all such meetings. The Secretary shall perform such additional duties as shall be assigned by the Board.

### **Section 7 TREASURER**

The Treasurer shall be responsible for the accounting for all monies of the FOUNDATION, including depositing them in accordance with policy adopted by the Board. The Treasurer shall have such additional powers and duties as may be assigned by the Board.

## **ARTICLE VI – COMMITTEES**

### **Section 1 COMMITTEES**

Except as otherwise stated in these Bylaws, the President shall appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.

### **Section 2 EXECUTIVE COMMITTEE**

There shall be an Executive Committee composed of the President, Vice-President, Secretary, Treasurer and Past President of the FOUNDATION. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the FOUNDATION between meetings of the Board. All actions taken by the Executive Committee shall be subject to ratification by the Board, and said action shall be presented for ratification not later than the next regular meeting of the Board. The Executive Committee, by majority vote, may expend sums of money for operating purposes not to exceed a total sum of \$2,000.00, during any fiscal year.

### **Section 3 STANDING COMMITTEES**

A. Allocations Committee. There shall be an Allocations Committee whose responsibilities shall include review of proposals and recommendations for program allocations. No more than one-half (1/2) of the members of this committee may be employees of the Douglas County School District.

B. Finance Committee. There shall be a Finance Committee of seven (7) persons consisting of the four (4) members of the Executive Committee and three (3) additional Trustees to be elected annually by the Board of Trustees. The manner of controlling, managing, investing and disposing of the property of the FOUNDATION for the purpose of earning an income therefrom, as distinguished from the manner of applying property and funds to educational or charitable purposes, shall rest exclusively with this committee.

C. Fundraising Committee. There shall be a Fundraising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the FOUNDATION'S purposes.

D. Nominating Committee - The nominating committee will be made up of the Chairman and two Trustees, all appointed by the President for a term of two years.

Purpose: The primary purpose of the Nominating Committee is to identify, screen, and select candidates to fill Trustee vacancies. A secondary purpose of the Nominating Committee is to present a slate of candidates for the officer positions to the Board at the annual meeting.

It is necessary to have a Board of prominent knowledgeable Trustees representing the broad variety of professions and businesses in the community. In addition, the FOUNDATION needs a variety of specialized skills such as finance, fundraising, law, education and marketing to effectively carry out its activities. Geographic balance in terms of Lake Tahoe-Carson Valley must also be considered. As such, it is the Nominating Committee's responsibility to review the balance and skill needs of the FOUNDATION anytime a vacancy occurs. This is true whether the Committee is recruiting or responding to an unsolicited person interested in becoming a Trustee.

Vacancy Process: At the direction of the President, the Nominating Committee will conduct a balance and skills needs assessment to establish the desired qualifications for open Trustee positions. Candidates who meet the assessment criteria will be identified, contacted, and invited to apply. The candidate(s) completing the application form will be invited to an interview by the Committee. After the interviews, the Committee will rank the candidates to be recommended to the Board for its consideration. Unsolicited applications will be accepted at any time and maintained for two years. These applications will be reviewed along with solicited applications.

Voting Process: Candidate(s) shall be recommended by the Nominating Committee to the Board for consideration. Board consideration of applicant(s) shall be by secret ballot of a quorum present. Following the vote and the tally, should there be more than three (3) dissenting votes, the application shall be deemed rejected. The use of a Proxy shall not be acceptable for the voting process.

E. Public Information Committee. There shall be a Public Information Committee whose responsibilities shall include planning a program to earn understanding and acceptance of the FOUNDATION by the public.

F. Liaison Committee. There shall be a Liaison Committee of not less than three (3) persons. The Liaison Committee shall effect communications between the FOUNDATION and the Douglas County School District.

#### **Section 4 OTHER COMMITTEES**

The Board may create additional committees as needed. Committee members need not be Trustees.

### **ARTICLE VII – MEETINGS**

#### **Section 1 ANNUAL MEETING**

The Annual Meeting of the Board of Trustees shall be held in the month of March at such date, time and place as the Board of Trustees shall determine.

#### **Section 2 REGULAR MEETINGS**

Regular meetings shall be held at least quarterly and shall be called by the President or any two Trustees. One quarterly meeting may be conducted in conjunction with the Annual Meeting.

#### **Section 3 SPECIAL MEETINGS**

Special meetings may be called by any two officers or any five Trustees.

#### **Section 4 NOTICE OF MEETINGS**

A. Notice of the Annual Meeting shall be given to the Trustees at least thirty (30) days prior to the meeting.

B. Notice of regular meetings shall be given to all Trustees a minimum of ten (10) days prior to the meeting.

C. Notice of special meetings, if delivered by first class mail, must be delivered four (4) days prior to the meeting, or forty-eight (48) hours prior, if delivered personally or by telephone.

D. Except as provided for telephone or personal notice of special meetings, all notices of regular meetings shall contain a proposed agenda and shall be mailed with first class postage prepaid.

E. Notice requirements contained in these Bylaws may be waived in writing by any Trustee. All waivers shall be made part of the minutes of the meeting.

F. Notwithstanding any provision of this Section 4, any notice required by these Bylaws may be made by email, provided that the Trustee in question has previously given his or her actual or implied consent to that form of notice. The length of notice otherwise required shall not be altered when giving notice by email. Consent shall be implied where the Trustee has not previously objected to email notice.

## **ARTICLE VIII – MISCELLANEOUS**

### **Section 1 FISCAL YEAR**

The fiscal year shall begin January 1st and shall end December 31st.

### **Section 2 RULES**

Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Trustees of the FOUNDATION.

### **Section 3 REPORT TO TRUSTEES**

The Treasurer shall furnish a written financial report to all Trustees of the FOUNDATION at the Annual Meeting.

### **Section 4 AMENDMENTS**

These Bylaws may be amended by the affirmative vote of a majority of the authorized number of Trustees. However, when the actual number of Trustees is less than nine (9), these Bylaws may be amended only upon a two-thirds (2/3) vote of the elected Trustees. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting, if delivered by first class mail, or a minimum of forty-eight (48) hours prior to the meeting if the notice is delivered personally or by email.