

A Resolution to Amend the Bylaws

September 22nd, 2022

Whereas, Southern Nevada Anthropomorphic Events is seeking 501(c)(3) recognition from the IRS, and;

Whereas, the Bylaws as they currently stand were written with the intent of being recognized as a 501(c)(7) organization, and;

Whereas, the Organization wishes to limit membership to the voting membership only; now, therefore, be it

Resolved, that the Bylaws of Southern Nevada Anthropomorphic Events are hereby amended to read as follows:

Bylaws of Southern Nevada Anthropomorphic Events

Adopted by the Board of Directors on July 5th, 2022

Revised ~~19 August~~ September 22nd, 2022

Article 1 — Name

The name of this corporation shall be Southern Nevada Anthropomorphic Events, hereinafter “the Organization”.

Article 2 — Object

Section 2.01 — Relevant Authorities

Southern Nevada Anthropomorphic Events is a non-profit corporation organized pursuant to [Chapter 82](#) of the Nevada Revised Statutes and for purposes exclusively in accordance with ~~Section 501(c)(7)~~ [Section 501\(c\)\(3\)](#) of the Internal Revenue Code.

Section 2.02 — Mission Statement

~~Our mission is to support the growth of the furry fandom, i.e. the community of enthusiasts of anthropomorphic animals in various media and art forms, in Southern~~

~~Nevada by organizing events where they can socialize, create, interact, and learn with others in this community.~~

Our mission is to support and promote the community of enthusiasts of art and other media, especially such art revolving around anthropomorphic animals, in Southern Nevada by organizing events where such enthusiasts can learn, create, interact, and showcase their work with others in this community, and to educate both members of the community and of the general public about this artform. We raise funds for both the organization and for local charities.

Article 3 — Members

Section 3.01 — ~~Membership~~ Definitions

~~Any person who pays an annual due to the Organization, to be decided by the Board of Directors, is a member of the organization for one year from the date of payment. All ticket sales of any event held by the Organization shall be accompanied by a non-voting membership for the person who the ticket is intended for. Membership may also be granted directly by the Board of Directors.~~

~~There shall be two classes of members: voting members and non-voting (associate) members.~~

The term “member” on its own refers to any person who has been granted membership in the Organization pursuant to Section 3.03.

The term “General Membership” consists of all members of the Organization collectively.

Section 3.02 — ~~Voting Members~~ Powers of Members

- ~~1. A list of members who meet a list of qualifications below will be granted the power to vote at general meetings and in elections for the Board of Directors. Voting members shall keep their right to vote for one year from their qualification.~~
- ~~2. The qualifications to become a voting member will be as follows:
 - ~~a. Volunteer for the Organization at least eight hours within the year.~~
 - ~~b. Have said hours approved by an Officer or Director of the Organization.~~~~
- ~~3. All Officers and Directors of the Organization shall also be classed as voting members.~~
- ~~4. Voting members may have their membership due waived by the Board of Directors.~~
- ~~5. The Secretary shall maintain a list of voting members.~~

All members of the Organization shall be granted the power to vote at general meetings and in elections for the Board of Directors, in addition to all other powers granted by any other section of these Bylaws.

The Secretary shall maintain a list of all members and the term of their membership pursuant to [NRS 82.181](#).

~~Section 3.03 — Non-Voting Members~~

~~Non-voting or associate members shall consist of all other members who have paid their due but have not fulfilled the qualifications required in the previous section.~~

Section 3.03 — Requirements for Membership

1. All Officers and Directors of the Organization shall be granted membership for the duration of their term.
2. A membership may also be granted to individuals directly by the Board of Directors.
 - a. A membership granted by the Board of Directors shall last for one year, unless otherwise specified by the Board.
3. Volunteers of the Organization who fulfil certain requirements shall be granted a membership with a term of one year without the need to be approved by the Board of Directors. Membership shall be granted to volunteers who:
 - a. Have volunteered for the Organization at least eight hours within the year and
 - b. Have said hours approved by an Officer or Director of the Organization.

Section 3.04 — Revocation of Membership

A membership ~~of any class~~ may be revoked should the Board of Directors find the accused disobeying the Code of Conduct. A two-thirds vote by the Board of Directors shall be required to remove a member.

Article 4 — Officers

Section 4.01 — Composition

1. In accordance with [NRS 82.211](#), there shall be a Chair, a Secretary, and a Treasurer in addition to whatever other Officers are deemed necessary for the operation of the Organization.
2. Officers may be compensated by the Board of Directors.
3. Directors may serve as Officers but may not be compensated.
4. Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Organization.

5. Collectively, all Officers of the Organization may be referred to as the Staff.
6. For the purposes of these bylaws, Directors are not considered Officers.

Section 4.02 — Appointments

Officers shall be appointed by the Board of Directors whenever there is a vacancy.

Section 4.03 — Terms of Office

Officers shall serve indefinitely.

Section 4.04 — Removal from Office

Officers serve at the discretion of the Board and may be dismissed at any time by a majority vote in the Board.

Article 5 — Meetings

Section 5.01 — General Meetings

1. **Definition** — A general meeting shall be a meeting of ~~voting~~ members of the Organization.
 - a. Any motion or resolution properly made and adopted by the ~~voting membership~~ **General Membership** at a general meeting shall be sent to the Board of Directors for final approval.
2. **Annual Meeting** — There shall be a single general meeting every year known as “the annual meeting.” This meeting shall occur on the second Saturday in July.
 - a. The time and place of the meeting shall be decided and announced by the Board of Directors one month prior.
3. **Special Meetings** — A special meeting of the ~~voting membership~~ **General Membership** may be called by the Chair, or by a petition of one-half of all ~~voting~~ members.
4. **Quorum** — One-fourth of all ~~voting~~ members shall constitute a quorum for doing business.
5. **Notice** — The notice for a general meeting shall be posted to the Organization website and distributed to all ~~voting~~ members at least one month before it is to occur.
6. **Teleconference** — ~~Voting~~ **All** members shall be free to attend the meeting and vote electronically.

Section 5.02 — Meetings of the Board of Directors

1. **Regular Meetings of the Board** — At the final scheduled meeting of the year, the Board of Directors shall create and adopt a schedule for regularly scheduled meetings for the following year.
2. **Special Meetings of the Board** — A special meeting may be called by the Chair for matters requiring immediate deliberation. The notice for the meeting shall be posted to the Organization website and distributed to all Directors seventy-two (72) hours before the meeting is to occur.
3. **Quorum** — One-half of all seated members of the Board of Directors shall constitute a quorum for doing business.
4. **Notice** — The call for meetings of the Board of Directors shall be posted on the Organization website and distributed to all Directors with the time and place of the meeting.
5. **Teleconference** — Directors attending meetings over teleconference are considered to be in attendance so long as they can hear all other members of the Board.
6. **Agenda Initiatives** — Any ~~voting or non-voting~~ member of the Organization may, with the signature of one other member, introduce a resolution for consideration to the Board of Directors. Resolutions must be submitted to the Chair at least three days before a Board of Directors meeting.
7. **Open Meetings** — All meetings of the Board of Directors must be open to all ~~voting~~ members of the Organization. All ~~voting~~ members may be allowed to speak during debate, but only Directors may vote on motions and resolutions.

Article 6 — The Board of Directors

Section 6.01 — Composition

1. The duly elected Directors of the Organization shall together constitute the Board of Directors (hereinafter “the Board”).
2. There shall be a maximum of six (6) members of the Organization who shall serve as Directors.
3. Directors shall not be compensated by the Organization beyond having ~~their~~ any membership due waived.
4. These Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Organization.

Section 6.02 — Duties

1. ~~The Board shall have full control over the affairs of the Organization pursuant to NRS 82.201.~~ The Board shall act in place of the General Membership while a general meeting is not in progress.

2. The Board may spend money, enter contracts, appoint Officers pursuant to Article 4 of these bylaws, and represent the ~~membership~~ **General Membership** on behalf of the Organization.
3. The Board shall set the structure of the Staff by forming the Departments and Offices of the Organization.
4. The Board shall fix the hour and place of meetings, make recommendations to the Organization, and perform such other duties as are specified in these bylaws.

Section 6.03 — Elections

1. Elections for the Board of Directors shall occur at the end of every fourth year beginning in 2024.
2. The election shall utilize a single transferable vote system (STV) and there will be a single race to fill every available seat. All ~~voting~~ members of the Organization shall be eligible to participate.
3. The election shall be held by a three-person commission appointed by the Board and made up of persons who are not running for a Director position.
4. The election shall begin on the first Saturday of June and last until the end of the Annual Meeting in July.
5. The results of the election shall be announced by the commission at the end of the Annual Meeting.

Section 6.04 — Eligibility

1. To be eligible for elections, candidates for the Board of Directors must:
 - a. Have previously served on the Organization's Staff, or
 - b. ~~Have volunteered for at least eight hours each year over the three years preceding the election.~~ **Have been a member of the Organization for the three years prior to the election.**

Section 6.05 — Removal

1. A Director may lose their seat if they are found guilty of misconduct. A two-thirds vote by the Board of Directors, minus the accused, is required to remove a Director.
2. A Director may also be removed by a majority of the entire ~~voting membership~~ **General Membership** at a general meeting or by petition. Recall petitions must be submitted to the Secretary for verification.

Section 6.06 — Vacancies

In the case of a Director vacancy between elections, any member may submit their

name to the Secretary for consideration at the next meeting of the Board of Directors. An appointed Director shall serve until the next scheduled election.

Article 7 — Committees

Section 7.01 — Standing Committees

There shall be no standing committees.

Section 7.02 — Special Committees

1. A special committee may be formed by a majority vote by the Board. At the establishment of the special committee, the Board shall choose a Director to chair the committee and it shall consist of members appointed by said chair and approved by the Board.
2. When deemed necessary, the Board may, by a majority vote, dissolve any special committee it creates.

Article 8 — Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt.

Article 9 — Amendments to Bylaws

Section 9.01 — Amendment Process

1. These bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote.
2. Proposed bylaw amendments must be submitted to the Secretary prior to the meeting and attached to the notice of the meeting it will be considered.
3. Amendments will be recorded in the minutes of the Board meeting they were approved.
4. Upon passage, the Secretary will update the version of the bylaws kept on the Organization website.

Article 10 — Duties of the Officers

Section 10.01 — The Chair

1. The Chair shall be the Chief Executive Officer of the Organization's staff and the presiding officer for the Board of Directors. The Chair shall:
 - a. Ensure the execution of all motions and resolutions made by the Board of Directors.
 - b. Act as or hire the registered agent for the Organization pursuant to [NRS 82.193](#).
 - c. Act as the Responsible Party of the Organization in matters concerning the Internal Revenue Service.
 - d. Act as a liaison and primary contact between the Organization and any external entities, including the State of Nevada.
 - e. Supervise the Heads of the various Departments.
 - i. The Chair may appoint temporary Officers to serve existing Departments and Offices until the next meeting of the Board of Directors.
 - f. Make a report to the Board of Directors about the state of the Organization.
 - g. Preside over all meetings of the Organization or appoint someone who shall, who may or may not be the Vice Chair.
 - h. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Organization.
2. In their role as the principal officer, the Chair may be referred as "the Con Chair" or "the Chief Executive Officer". In their role as the presiding officer of the Board of Directors, the Chair may be referred to as "the Chair of the Board of Directors."

Section 10.02 — The Vice Chair

1. The Chair may, with the consent of the Board, appoint a Vice Chair to assist in their duties and act as Chair in their absence.

Section 10.03 — The Secretary

1. The Secretary shall be the primary record keeper of the Organization. The Secretary shall:
 - a. Write and keep the minutes of Board of Directors meetings.
 - b. Maintain and certify the membership ledger and a current copy of these bylaws in accordance with [NRS 82.181](#).
 - c. Maintain and certify all other records of the organization.
 - d. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Organization.

Section 10.04 — The Treasurer

1. The Treasurer shall track and maintain the finances of the Organization. The Treasurer shall:
 - a. Execute any financial transactions made by the Organization.
 - b. Give a report of all financial activities made on behalf of the Organization at every Board meeting.
 - c. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Organization.

Section 10.05 — Department Heads

1. The Department Heads are the overseers of the Organization's Departments. Department Heads are subordinate to the Chair. Department Heads shall:
 - a. Oversee all other Officers and Volunteers who serve under the Head's department.

Article 11 — Miscellaneous Provisions

Section 11.01 — Indemnification

The Organization shall indemnify all directors, officers, staff, and members against expenses pursuant to [NRS 82.541](#).

Article 12 — Dissolution

This organization may be dissolved by a two-thirds vote of the Board of Directors or by action taken by the state of Nevada. Upon dissolution of this organization, all assets shall be liquidated and dispersed to three different [501\(c\)\(3\)](#) charities ~~as to be~~ decided at the final meeting of the Board of Directors.