

RES-2023-002

A resolution to restore the position of Chair of the Board of Directors and create the position of the Deputy Treasurer

February 5th, 2023

Whereas, the Board of Directors previously amended the bylaws to combine the positions of its presiding officer and chief executive of the organization, and;

Whereas, the Board now wishes to separate the powers of its presiding officer and chief executive of the organization's staff, and;

Whereas, in order to relieve pressure on the Treasurer, who in accordance with the bylaws is the only member permitted to make transactions on behalf of the organization, the Board has seen fit to create the position of Deputy Treasurer; now, therefore, be it

Resolved, that Articles 4, 5, and 10 of the Bylaws for Southern Nevada Anthropomorphic Events are hereby amended to read as follows:

Article 4 — Officers

Section 4.01 — Composition

1. In accordance with [NRS 82.211](#), there shall be a Chair of the Board of Directors, 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 members of the Organization.
 - a. Any motion or resolution properly made and adopted by the 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 General Membership may be called by the Chair of the Board of Directors, or by a petition of one-half of all members.
4. **Quorum** — One-fourth of all 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 members at least one month before it is to occur.
6. **Teleconference** — 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

- of the Board of Directors 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 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 of the Board of Directors 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 members of the Organization. All members may be allowed to speak during debate, but only Directors may vote on motions and resolutions.
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Article 10 — Duties of the Officers

Section 10.01 — The Chair of the Board

1. The Chair of the Board of Directors 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-b.~~ _____ Preside over all meetings of the Organization or appoint someone who shall; ~~who may or may not be the Vice Chair.~~

~~h-c.~~ _____ 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 to 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." The Chair of the Board may also adopt the title "Chairman", "Chairwoman", or "Chairperson" depending on their individual preference.~~

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~~ 10.02 — 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~~ 10.03 — 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.
- ~~2. The Treasurer may, with the approval of the Board, appoint a Deputy Treasurer to assist in their duties.~~

Section 10.04 — The Con Chair

1. The Con Chair shall be the Chief Executive Officer of the Organization's staff. The Con 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. Make a report to the Board of Directors about the state of the Organization.
 - f. Supervise the Heads of the various Departments.
 - a. The Con Chair may appoint temporary Officers to serve existing Departments and Offices until the next meeting of the Board of Directors.
 - g. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Organization.

Section 10.05 — The Vice Chair

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

Section 10.05 10.06 — Department Heads

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

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