

RES-2023-006

A resolution to reform the staff of the Organization

May 7th, 2023

Whereas, in order to allow for more complexity in its staff, the Board wishes to create a mechanism in which it can divide said staff into named Divisions, and;

Whereas, the Board wishes to form a new position of Executive Director/President to replace the Con Chair as the organization's top officer; now, therefore, be it

Resolved, that Articles 4, 7, 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 [four senior officers who shall report directly to the Board, including a Chair of the Board of Directors, a Secretary, and a Treasurer. The Board of Directors shall also, from amongst its own members, appoint an Executive Director, who shall be the fourth senior officer](#) ~~in addition to whatever other Officers are deemed necessary for the operation of the Organization.~~
 - 1.a. [Junior officers shall report to a senior officer or an officer who reports to a senior officer. The junior officers of the Organization shall consist of the Deputy Treasurer, the Chairs and Vice Chairs of each division, and the Department Heads.](#)
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.~~

5. For the purposes of these bylaws, Directors are not considered Officers.
6. Officers may appoint staff members to assist in their duties with the authorization of the Board and these Bylaws.

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 7 — Committees

~~**Section 7.01 — Standing Committees**~~

~~There shall be no standing committees.~~

Section 7.01 — Executive Committees

1. The Board may create a division of the Organization and appoint a standing executive committee to lead said division. It shall be presided over by the Division Chair and shall consist of the Division Chair, the Heads of the Departments that fall under said Division, and any other members duly appointed by the Board of Directors.
 - a. The division's executive committee shall be authorized to create staff positions below those of a Board-appointed Officer. It shall also define the process by which such positions may be filled and dismissed, along with any other important procedures, in its Operating Policy, which shall be approved by the Board of Directors.
2. The divisions of the Organization shall consist of the LVFC Division, whose executive committee may alternatively be referred to as the "Convention Committee", and the Community Events Division.

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.
 - a. When deemed necessary, the Board may, by a majority vote, dissolve any special committee it creates.

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 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. Preside over all meetings of the Organization or appoint someone who shall.
 - c. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Organization.
2. The Chair of the Board may also adopt the title “Chairman”, “Chairwoman”, or “Chairperson” depending on their individual preference.

Section 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 10.03 — 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~~ Executive Director

1. The ~~Con-Chair~~ Executive Director shall be the Chief Executive Officer and President of the Organization's staff. The ~~Con-Chair~~ Executive Director 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.f.~~ Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Organization.

Section 10.05 — The ~~Vice~~ Division Chair

1. The Division Chair shall be the chief of staff of their division and the presiding officer of the committee in charge of running said division.
2. The Chair shall:
 - a. Make the final decision on urgent matters concerning their division.
 - b. Supervise the Department Heads of their division.
 - c. Make regular reports to the Executive Director as chief of staff for their division and a report to the Board of Directors as the chair of the division's executive committee.
3. The ~~Con~~ Division 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.

- 4.a. The Board may alternatively appoint two co-chairs to a division.

Section 10.06 — Department Heads

1. The Department Heads, also known as the Department Directors, are the overseers of the ~~Organization's~~ Division's Departments. Said Departments may be formed by the Board of Directors at any time. ~~Department Heads are subordinate to the Con Chair.~~ Department Heads shall:
 - a. Oversee all other ~~Officers~~staff members and Volunteers who serve under the Head's department.