

FRIENDS OF NEVADA LIBRARIES, INC.
ARTICLES OF INCORPORATION/AGREEMENT

July 10, 2009

ARTICLE I
NAME

The name of this organization shall be Friends of Nevada Libraries, Incorporated (commonly known as FNL) and hereinafter referred to as the corporation.

ARTICLE II
OBJECT

The object and purpose of this organization, organized as a non-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, shall be and it is exclusively for the promotion and support of libraries in Nevada through friends of libraries and other library support groups and individuals.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE III
REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in the State of Nevada a registered office and a registered agent. The address of its registered office in the State of Nevada is 1211 West Jornada Street, Pahrump, NV 89048 and the name of its registered agent at said address is Robert N. Alvis. The address and name of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE IV
MEMBERSHIP

Qualifications for membership in the corporation shall be as provided in the bylaws.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors, elected by the membership, and such other members as the bylaws may prescribe, provided however that the number of directors shall never be less than three. Procedures for electing directors shall be detailed in the by-laws.

**ARTICLE VI
OFFICERS**

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers and agents as the bylaws may provide. The positions of Secretary and Treasurer may be held by the same person, if deemed appropriate by the board of directors. The officers shall be determined by the Board of Directors.

**ARTICLE VII
ELECTION OF TAX STATUS**

The officers and directors of the Corporation may make such elections of tax status under the United States Internal Revenue Code and the Nevada Tax Code as are appropriate and in the best interests of the Corporation and not in violation of these Articles of Incorporation or by-laws of the corporation.

**ARTICLE VIII
CORPORATE SEAL**

If a corporate seal is used, it shall be in such form as the board of directors shall approve. Such seal, or a facsimile thereof, may be impressed on, affixed to, or in any other manner, reproduced upon instruments of any nature required to be executed by officers of the corporation

**ARTICLE IX
ADMENDMENTS**

These Articles of Incorporation/Agreement may be amended by a majority vote of the board of directors at any regular or special board meeting, provided that 30 days notice of the meeting has been provided to all FNL members and the notice included a description of each proposed amendment.

These Articles of Incorporation/Agreement were adopted at the board meeting of July 10, 2009.

Edward Sepulveda
President

Ellen B. Spiegel
Vice President

Paula Petruso
Secretary

Ronald D. Hughes
Treasurer

**BYLAWS OF THE
FRIENDS OF NEVADA LIBRARIES, INC.**

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**ARTICLE III
MEMBERS**

Section 3.1 Members: The members of FNL shall be those persons and groups who have paid the required membership dues.

Section 3.2 Classification and Dues: The board of directors may create or abolish classes of membership, assess, alter, and amend dues and other qualifications of membership, and generally fix the conditions and privileges of membership in FNL.

Section 3.3 Duration of Membership: All memberships shall be for a period of one fiscal year, beginning July 1 and ending June 30; provided that the board may appoint members by resolution for other periods of time in recognition of special services or contributions to FNL, or for other good cause.

Section 3.4 Emeritus Positions: The board of directors may elect to emeritus status any retiring member whose service is deemed to have been exceptionally worthy. Emeritus status may be granted at any regular meeting by a three-fourths affirmative vote of those present. Such emeritus member shall be entitled to attend any and all board meetings, but shall not have a vote, being in advisory capacity only.

ARTICLE IV OFFICERS AND THE BOARD OF DIRECTORS

Section 4.1 Number, Qualification and Term: The affairs of FNL shall be managed by a board of directors consisting of the officers and such other members as the bylaws may prescribe, provided that the board shall not consist of less than three members. The term of each director shall be until the end of the fiscal year for which he was elected or appointed, or until his successor is elected and qualified. Directors will hold individual memberships.

Section 4.2 Elections: Elections to the board of directors shall take place during the annual meeting. In order to be elected, the candidate must receive a simple majority of those present at the meeting

Section 4.3 Nominating Committee: A nominating committee appointed by the President shall select a list of candidates for the board of directors. The slate shall be published to the membership at least 10 days prior to the Annual Meeting.

Section 4.4 Nominations From The Floor: Additional nomination may be made by any member of the Club from the floor. A candidate for election shall be a member in good standing of the organization, at least eighteen years of age.

Section 4.5 Duties of the Board of Directors: Directors shall be guided by the following in the performance of their duties.

Section 4.5.1 Contracts: The board of directors may authorize any officer or agent of FNL to enter into any contract in the name of and on behalf of FNL, and such authority may be general or confined to specific instances. Unless so authorized by the board or by these bylaws, no officer, agent or employee shall have any power or authority to bind FNL to any contract or engagement, or to pledge its credit or to render it liable for any purpose or to any amount.

Section 4.5.2 Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of FNL shall be signed by such officers or employees as authorized pursuant to these bylaws or by resolution of the board of directors.

Section 4.5.3 Depositories: All funds of FNL shall be deposited in such banks, trust companies, or other depositories as the board of directors designate, upon such terms and conditions as shall be fixed by the board.

Section 4.5.4 Acceptance of Gifts: Members of the board of directors, by or through its duly appointed agents, may accept on behalf of FNL any contribution, gift, bequest or device for the general purpose or for any special purpose.

Section 4.5.5 Reimbursements: No member of FNL, officers, directors, agents or committee members shall receive any compensation for such membership except by way of reimbursement for reasonable expenses actually incurred by reason of such membership. Such reimbursement must be approved by the board of directors prior to the expense being incurred.

Section 4.5.6 Delegation: The board of directors may delegate temporarily the powers and duties of any officer, in the case of absence or for any other reason, to any other officer.

Section 4.5.7 Exempt Activities: Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of FNL shall take any action or carry on any activity by or on behalf of FNL not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 4.5.8 Indemnification: FNL shall, to the full extent permitted by the laws of the State of Nevada, indemnify all directors, officers, and members whom it may indemnify pursuant thereto.

Section 4.6 Officers: The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer and such other officers and agents as the bylaws may provide. The positions of secretary and treasurer may be held by the same person, if deemed appropriate by the board of directors. At its discretion, the board of directors may leave unfilled any office except those of the president, vice-president, treasurer and secretary.

Section 4.6.1 Election and Term: Officers shall be chosen by the board of directors at the annual meeting and take office on the first day of the next fiscal year. Each shall serve a term of one year or until a successor has been chosen, or until his death, or resignation, or removal. Officers shall hold individual membership in FNL.

Section 4.6.2 Resignation: Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4.6.3 Removal: Any officer may be removed by the board of directors after due consideration of cause considered proper to such action.

Section 4.6.4 Vacancies: Any vacancy (other than expiration of term of office) occurring in the board of directors may be filled by the vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum, at any meeting. The member shall serve the remainder of the term. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of the board called for that purpose.

Section 4.7 General Duties: The officers of FNL shall have such powers and duties as conferred by the board of directors and by these bylaws.

Section 4.7.1 The President: The president shall be the chief executive officer and shall have general direction of the affairs of FNL and general supervision over its officers. The president shall at each annual meeting, and from time to time, report to the board of directors all matters within his knowledge which may require to be brought to their notice; shall sign and execute in the name of FNL contracts or other instruments authorized by the board; and in general shall perform all duties incident to the office of president, and such other duties as may be assigned to him.

Section 4.7.2 The Vice-President: At the request of the president, or in the president's absence or disability, vice-president shall perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

Section 4.7.3 The Secretary: The secretary shall attend all sessions of the board and record the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board or president.

Section 4.7.4 The Treasurer: The treasurer shall: (a) have charge and custody of and be responsible for all funds and other valuables of FNL, (b) deposit all funds in the name of FNL in such banks, trust companies or depositories as shall be selected in accordance with the provisions of these bylaws, (c) keep complete and accurate records of account, showing the financial condition of FNL, (d) render a statement of the conditions of the finances at all annual meetings of the board, and (e) in general, perform all duties and exercise all powers incident to the office of treasurer and such other duties and powers as the board or president may assign to or confer on him.

ARTICLE V MEETINGS

Section 5.1 Annual Membership Meeting: An annual meeting of the membership of FNL shall be held each year at a time and place fixed by the board of directors. Notice of the annual meeting shall be sent to members no less than 30 days in advance of the meeting date. The quorum for membership meetings, regular and special, is (1) two board members and (2) any other member(s) in attendance.

Section 5.2 Scheduling of Meetings: The board of directors shall make every effort to schedule the annual membership meeting at the same time and location as either the meeting of the Nevada Library Association or the Nevada State Legislature. The planning shall be subject to the approval of the board and should include coordination with the local Friends group of the area where the meeting will be held.

Section 5.3 Special Meetings: Special meetings of the membership may be called by a majority vote of the board of directors at any time upon notice of at least ten days in advance of such meeting.

Section 5.4 Meetings of the Board of Directors: Regular meetings of the board of directors shall be held at times and places fixed by resolutions of the board. The secretary shall notify each director of regular meetings by sending an agenda at least thirty days before the meeting.

Section 5.5 Special Meetings of the Board of Directors: Special meetings of the board of directors shall be held at times and places fixed by resolutions of the board or by call of the president and any two directors. The secretary shall notify each director of special meetings at least ten days before the meeting. Such notice shall include an agenda for the meeting. A waiver of notice of any special meeting, in writing, signed by the persons entitled to such notice, shall be equivalent to the giving of such notice.

Section 5.6 Quorum: Two directors present at a meeting properly called shall constitute a quorum for the transaction of business. Proxies may not be used to establish a quorum nor to vote.

Section 5.7 Procedure at Meeting: The president of the board shall preside at all meetings. In the president's absence, the vice-president presides; in the absence of the vice-president, the secretary shall preside. In the absence of all three officers, the meeting will be cancelled.

Section 5.8 Electronic Meetings and Electronic Voting: The board of directors may adopt a Standing Rule or Special Rule of Order for procedures to follow in the event it is deemed appropriate to conduct a meeting using electronic media, i.e., telephone, email, video conferencing, etc. This may include the procedures to follow for voting electronically.

ARTICLE VI COMMITTEES

Section 6 Committees: The president may, with the consent of the board of directors, appoint committee chairmen and members. Committee members must be FNL individual members or representatives from organizations having membership status. Members of the board may be appointed to committees.

Section 6.1 Standing Committees: To further the purposes of the organization, the board of directors may establish standing committees.

Section 6.1.1 Bylaws Committee: This standing committee will be appointed annually, will review FNL bylaws, and make recommendations in writing to the board of directors of such changes to the bylaws as may be deemed advisable. The committee will report and present its recommendations at the annual membership meeting.

Section 6.1.2 Membership Committee: This standing committee will be appointed annually to publish (1) a listing of FNL members; (2) a listing of members of the board of directors; (3) a listing of members of any committees that may have been commissioned during the year; (4) if available, a listing of all library districts within the state; (5) and a listing of all Friends groups within the state. Each listing shall include name, address, phone number and e-mail address. This listing shall be presented at the annual meeting. The listing of individual members of FNL shall not be made public.

Section 6.1.3 Finance Committee: This standing committee, chaired by the treasurer, shall study the financial needs of FNL, analyze the expenses and income, and prepare a realistic budget for the following fiscal year. The committee further has the duty to see that all approved bills are paid. A report of financial activities for the year shall be presented at the annual meeting.

Section 6.1.4 Financial Review Committee: This standing committee shall audit the accounts of FNL at the end of each fiscal year. Discrepancies should be resolved immediately. The committee shall review the following items for accuracy and reasonableness: the checkbook, bank statements and canceled checks, cash receipts journal, cash disbursement journal, paid bills, deposit slips, financial statements, unpaid bills and any other material the committee feels is relevant to FNL's financial condition. The review shall be completed prior to the first meeting of the new fiscal year. A report shall be made to the board as soon as the review is completed.

Section 6.2 Special Committees: The president may appoint, with consent of the board, such special committees as may be deemed appropriate.

Section 6.3 Advisory Board Memberships: The president may appoint as advisory members of the board such persons as may be appropriate to further the FNL mission and/or special projects. Advisory Board members will not have a vote on the board, nor will they have term limits.

ARTICLE VII PARLIAMENTARY AUTHORITY

Section 7.1 Parliamentary Authority: The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of FNL in all cases to which they are applicable and in which they are not inconsistent with the articles of incorporation, bylaws and other adopted rules or policies of the organization.

**ARTICLE VIII
AMENDMENTS**

Section 8.1 Amendments: These bylaws may be amended by a majority vote of the board of directors at any board meeting, provided that 30 days notice of the meeting has been provided to all FNL members and the notice included a description of each proposed amendment.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1 Dissolution: Upon dissolution of Friends of Nevada Libraries, whether voluntary or involuntary, the assets, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over to such nonprofit corporation having similar purposes to those of Friends of Nevada Libraries as the directors may designate. Any assets not disposed of as above shall be disposed of by court authority of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine.

Section 9.2 Prohibition Against Sharing in Trust Earnings: No director, officer, employee, or member of a committee, or person connected with FNL, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of FNL. This shall not prevent the payment to any person of reasonable compensation for services rendered to or for FNL. No person or persons shall be entitled to share in the distribution of any of the FNL assets upon the dissolution.

Section 9.3 Fiscal Year: The fiscal year shall begin July 1 of each year and end June 30 of the following year unless a different year is specified by the Board of Directors.

These by-laws were adopted at the board meeting of July 10, 2009.

Edward Sepulveda
President

Ellen B. Spiegel
Vice President

Paula Petruso
Secretary

Ronald D. Hughes
Treasurer