

Nevada Open Government Coalition

Mission and Bylaws

Mission

The Nevada Open Government Coalition is a nonprofit, nonpartisan organization supporting democratic government accountability through transparency. The diverse coalition educates, advocates, and empowers civic engagement in Nevada through increased access to government information processes, and public understanding of public records laws, open meetings laws, and other issues related to open government.

Bylaws

Article 1: Board of Directors

Section 1.1 General powers

The management of this corporation, including the control and distribution of its property and funds, are vested in the board of directors. All powers of this corporation, including the power to adopt, amend, and alter the bylaws, are vested in the board of directors.

Section 1.2 Number, Term and Qualifications

The number of directors shall be between nine (9) and seventeen (17). The term of office for each director shall be four (4) years. A director's term shall commence on the date of their election and shall expire four years from the date of their election, unless they resign early or are removed. The board of directors shall elect any director to a new term, fill a vacancy, or fill a newly created directorship by a majority vote of the directors present at a meeting of the board. In the case of filling a vacancy, the newly elected director shall begin a new full term when elected. Directors may be reelected, but may serve no more than two (2) consecutive terms.

The board of directors should include at least one (1) member each affiliated with and representing the Nevada Press Association, American Civil Liberties Union of Nevada, Society of Professional Journalists Las Vegas, League of Women Voters of Nevada, and Nevada Policy Research Institute. No fewer than two (2) and no more than five (5) directors must be attorneys licensed to practice in Nevada. In keeping with the corporation's mission, the board of directors must be diverse and inclusive, representing a variety of viewpoints, backgrounds, experiences, statewide constituencies and geographic regions. Directors' contributions to the

corporation--financial or otherwise--are expected to be commensurate with ability as an individual and/or representative of their organization.

Section 1.3 Resignation and Removal

Any director may resign by delivering a written resignation to the President of the corporation. The resignation of any director shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any director may be removed by the affirmative vote of a majority of the entire board of directors at any meeting, provided that notice of the alleged justification for such action shall have been delivered to the subject of removal ten (10) days in advance of the meeting, and provided that the subject of removal shall have been given an opportunity to be heard at the meeting at which the vote regarding removal is taken.

Section 1.4 Advisory Committee

The board of directors should appoint an advisory committee of non-board members to inform and assist the board in fulfilling its mission and principles. Advisory committee members can be nominated by any member of the board at any time and elected by affirmative vote of a majority of the board of directors. In keeping with the corporation's mission, the advisory committee must be diverse and inclusive, representing a variety of viewpoints, backgrounds, experiences, statewide constituencies and geographic regions, and should include representatives of media organizations, universities, public-interest groups, and government entities and agencies. Members of the advisory committee may serve until death, resignation, removal, or disqualification. Advisory committee members are not directors; if an advisory committee member becomes a director, their membership on the advisory committee is automatically resigned.

Any member of the advisory committee may resign by delivering a written resignation to the Secretary of the corporation. The resignation of any member of the advisory committee shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the advisory committee may be removed by a majority vote of the board of directors whenever in their judgment it serves the best interests of the corporation.

Section 1.5 Ad-hoc Committees

The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the

Bylaws; elect, appoint or remove any member of any such committee or any director or executive officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law.

Section 1.6 Conflicts of Interest

A conflict of interest exists if a director:

- (1) receives compensation from the corporation or from any third party because of their service as a director;
- (2) represents, is employed by, or owes a fiduciary duty to any party that has an interest in a matter or legal issue that is adverse to the interests of the corporation or adverse to a specific position the corporation has taken or indicated it will take.

Reimbursement of a director's expenses or reasonable honoraria for speaking on behalf of the corporation are not considered a conflict of interest. It is the obligation of directors to notify the executive committee if any potential or perceived conflict of interest arises during their term of office. Such director shall disclose to the executive committee in writing the existence of a conflict of interest and may not participate in debate or voting on matters for which the director has a conflict of interest, unless the board by a majority vote waives the conflict of interest. An undisclosed or unresolvable conflict of interest may provide grounds for the removal of a director or advisory committee member.

Article 2: Meetings

Section 2.1 Annual Meeting

The corporation shall hold an annual meeting of the board of directors, for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly be addressed by the board, at a time and place to be determined by majority vote of the Board of Directors.

Section 2.2 Special Meetings

Special meetings of the board of directors may be held at any place and time, in-person or through electronic means, whenever called by the President, Secretary, or by written request of one-third (1/3) of the directors.

Section 2.3 Notice of Meetings

The person or persons calling a meeting of the board of directors shall, at least three (3) business days before the meeting, give notice thereof by any usual means of communication. Such notice shall state with specificity the purpose(s) for which the meeting is called and will include any issues and/or materials which may require a vote of the board.. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.4 Quorum

A majority of the number of directors fixed by these bylaws and holding office at any time shall constitute a quorum for the transaction of any business at any meeting of the board of directors. Only those directors present at any meeting of the board may vote; proxy voting is prohibited. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail or email) their dissent or abstention to such action to either the person acting as Secretary of the meeting before the adjournment of the meeting or to the Secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 2.5 Meetings held by Telephone or Other Telecommunications

Members of the board of directors or its committees may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can speak and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.6 Actions by Consent

The President of the corporation may seek the assent of the board of directors with respect to specific action by polling the directors, or the members of the executive committee, by telephone or email, and may take such action with affirmative majority vote of the board or executive committee. The President should specify a reasonable time for those polled to respond with their votes. Any action taken by the board of directors or executive committee pursuant to the provisions of this section shall be recorded in the minutes of the corporation.

Section 2.7 Expedited Order

The President of the corporation may request authority to take action through expedited order. Under expedited order, the President is authorized to make a series of decisions related to one issue and to report back to the board after finalizing the issue.

Section 2.8 Communication

For corporation business conducted outside of meetings and not in person, any usual means of communication is considered acceptable. Email is an acceptable form of communication for written notices, including board and advisory committee resignations, conflicts of interest, and meeting requests.

Article 3: Officers

Section 3.1 Executive Committee

The executive officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such assistant officers and other officers as the board of directors may deem necessary and elect. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary, and no officer may act in more than one capacity where the action of two (2) or more officers is required. In the interim between meetings of the board of directors, the executive committee shall have the full power and authority to manage the business, property and affairs of the corporation, not inconsistent with the instructions and direction of the board of directors.

Section 3.2 Election and Term

The officers of the corporation shall be elected at each annual meeting by the affirmative vote of a majority of the board of directors. Candidates for office may self-nominate and/or be nominated by any other director at any time prior to the annual meeting and vote. Each officer shall hold office until the next annual meeting or until death, resignation, removal, disqualification, or a successor shall have been elected. Any director may serve as an officer, and nothing herein shall preclude the re-election of any officer for additional terms. A vacancy in any office may be filled by nomination and majority vote of the board at any meeting of the board.

Section 3.3 President

The President shall be the principal executive officer of the corporation and shall perform all duties incident to the office of the President and such other duties as may be prescribed by the board of directors. Subject to the control of the board of directors, the President shall, in general, supervise and control all of the business and affairs of the corporation. Together with the Secretary or any other officer of the corporation duly authorized by the board of directors, the President shall sign and execute contracts and other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

The immediate past President shall serve as a director for at least one year following the conclusion of their term as President, to advise and consult with the newly elected President. If the immediate past President's term as a director is set to conclude during the year following their term as President, the term shall be extended at least until the conclusion of the new President's first year. The board of directors may excuse the immediate past President from these duties by majority vote at any meeting.

Section 3.4 Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President. In the event of the President's death, resignation, or permanent inability to perform their duties, the Vice President shall succeed to the office of the President for the balance of the departed President's term. The Vice President shall perform other duties assigned by the President, the board of directors, or by these bylaws.

Section 3.5 Secretary

The Secretary shall keep the minutes of the meetings of the board of directors and executive committee and an up-to-date roster of directors and committees along with their current contact information (mailing address, telephone, email address) terms and status, in books or databases provided by the corporation for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation that is affixed to corporate documents, the execution of which on behalf of the corporation under its seal is duly authorized; and perform other duties incident to the office of Secretary, including those assigned by the President, the board of directors, or by these bylaws.

Section 3.6 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such depositories in accordance with these bylaws; prepare, or caused to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in Nevada within four (4) months after the end of such fiscal year and shall remain available for a period of at least five (5) years; and perform other duties incident to the office of Treasurer, including those assigned by the President, the board of directors, or by these bylaws.

Section 3.7 Compensation of Officers

The officers of the corporation shall not be compensated for their services as officers but may be reimbursed by the corporation for expenses actually incurred in carrying out their duties, at the discretion of the executive committee.

Section 3.8 Resignation and Removal

Any executive officer may resign by delivering a written resignation to the President of the corporation. The resignation of any executive officer shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The President may resign by delivering a written resignation to the Secretary of the corporation.

Any executive officer elected or appointed by the board of directors may be removed by a majority vote of the board of directors whenever in their judgment it serves the best interests of the corporation.

Article 4: Funding and Finances

Section 4.1 Use of Funds

The funds, properties and assets of this corporation shall be used solely and exclusively for education, scientific, literary or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as prescribed by the Articles of Incorporation; and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any of its officers, directors or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purpose for which this corporation exists within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Disbursements of the funds of the corporation shall be made only upon proper authorization by the board of directors; provided, however, that between meetings of the board of directors disbursements may be made as duly authorized by the executive committee.

No loan of any funds of the corporation shall ever be made to any officer or director of this corporation or to any member of his or her immediate family, or corporation or by any member of his or her immediate family.

Section 4.2 Contracts, Loans, Checks and Deposits

The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by the Treasurer. Any checks, drafts or other orders for the payment of money issued in the name of the corporation larger than \$1,000 shall be signed by two officers of the corporation, one of whom shall be the Treasurer or an assistant Treasurer.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the board of directors may select.

Article 5: General Provisions

Section 5.1 Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Section 5.2 Books and Records

The corporation shall keep and make available to any director or their agent, at any reasonable time: current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; an up-to-date roster of directors and committees along with their current contact information (mailing address, telephone, email address) terms and status; and minutes of the meetings of the board and any minutes maintained by committees of the board. Records may be recorded in written form, but must be maintained in an easily transferable digital format.

Section 5.3 Rules of Procedure

Unless otherwise provided herein, the provisions of Roberts' Rules of Order, Newly Revised, shall apply to all meetings of the board and members.

Section 5.4 Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by affirmative vote of a majority of the directors present at any meeting of the board of directors; provided, however, that no action may be taken to amend or repeal or to adopt bylaws at any meeting of the board of directors unless the notice of such meeting contains a statement of the proposed amendment or repeal or new bylaw provision.

Section 5.5 Dissolution of the Corporation

This corporation may be dissolved by majority vote of the board of directors. Before voting to dissolve the corporation, the board of directors must designate, by majority vote, a tax-exempt organization to which to transfer all remaining corporation assets.