

NEVADA BAR FOUNDATION
Bylaws of the Board of Trustees

Article 1. Name and Purpose

This Foundation shall be known as the Nevada Bar Foundation, referred to herein as the "Foundation."

The Foundation's purposes shall be as stated in its Articles of Incorporation, as permitted by law. The Foundation shall at all times be a nonprofit corporation. The Foundation or Trustees shall not have any powers that disqualify the Foundation's status as a nonprofit corporation. The Foundation is set-up exclusively for educational, charitable or eleemosynary purposes as provided in NRS section 82.021, as amended, and within the meaning of Sections 170 and 501(c) 3 of the Internal Revenue Code of 1954 and any acts amendatory thereto.

Article 2. Board of Trustees

- 2.1 *Trustees* --- The Foundation shall be governed by a Board of Trustees, referred to herein as the "Board," who shall exercise all powers granted by law to trustees or directors of a nonprofit corporation. The Board of Trustees shall be composed of eleven (11) members: 7 of whom shall be members in good standing of the state bar. The Nevada Supreme Court shall appoint 6 members and the State Bar of Nevada Board of Governors shall appoint 5 members. The members of the Board shall not be members of the governing body or employees of grantee organizations.
- 2.2 *Term of Office* -- Trustees shall serve two-year terms commencing on July 31. No Trustee may serve for more than a lifetime total of eight (8) years. The terms of office of Trustees shall be staggered. The time served in filling a partial term created by a vacancy shall not be included in computing the 8-year lifetime limit. Vacancies on the governing body of the bar foundation shall be filled by the original appointing entity by appointment.
- 2.3 *Resignation or Removal* -- Trustees may resign at any time by giving written notice to the Board or the president. Any such resignation shall take effect at the time specified, or, if the time is not specified, upon its acceptance by the Board.
- 2.4 *Compensation* -- Trustees shall not receive any stated salaries for their services, but the Board may, in its discretion, allow a fixed sum and expenses for the attendance at a Board meeting or other Foundation related meetings.
- 2.5 *Duties* -- The business and affairs of this Foundation and the general policies to be followed by the Foundation shall be the responsibility of the Board.
- 2.6 *Enumerated Powers* -- Subject to the limitations contained in the Articles of Incorporation, these Bylaws, and applicable laws and regulations, the Board has the full power to manage and govern the Foundation, including (but not limited to) the following:
- a. *Delegation* -- The Board may delegate their power and authority to a committee, to a subcommittee, or to one or more officers of the Foundation.
 - b. *Banking Accounts* -- In the name of the Foundation, the Board shall have the power to maintain commercial banking accounts or savings accounts, or both, to deposit funds of the foundation, and invest funds according to the Board's investment policy and to make appropriations and disbursements from

such funds to pay all necessary expenses for effectuating the purposes of the Foundation. The Board shall develop internal audit controls of funds.

- c. *Employment* -- The Board may hire employees and establish their powers and authority.
- d. *Donations and Charitable Gifts* -- The Board shall have a gift acceptance policy. The Board may make donations, contributions, grants and loans consistent with the Foundation's purposes.

Article 3. Officers of the Foundation

- 3.1 *Officers* -- The officers of the Foundation, who shall be members of the Board, are a President, Secretary and Treasurer. The President and Treasurer of the Foundation shall be elected from the Board by the Trustees to serve two year terms. The State Bar of Nevada Executive Director shall serve as the Secretary. The term of office shall commence on July 31 of any given year. Officers may serve multiple terms up to a lifetime total of eight years. The President sets the agendas for meetings and presides at all meetings. All officers are signatories.
- 3.2 *Vacancy* -- In the event of a vacancy in the office of President the Treasurer shall assume the office of President. The officers of the Foundation shall continue in office until their successors are elected.
- 3.3 *Presiding officer* -- The President shall preside at all meetings of the Foundation. In the event of the President's absence or inability to act, the Treasurer shall preside. Other duties of the President, Secretary and Treasurer shall be determined by the Board. The President shall also serve as the official spokesperson for the Foundation or may designate a spokesperson.

Article 4. Meetings of the Board of Trustees

- 4.1 *Notice* -- All regular meetings shall be preceded by written notice delivered via U.S. mail or electronically to Trustees stating location, date and time of meeting and delivered at least three days in advance of the meeting.
- 4.2 *Quorum* -- At meetings of the Board the presence of a majority of Trustees shall constitute a quorum for the transaction of any business of the Board. Participation by telephone, video conference, or email shall constitute "presence" of a Trustee for the purposes of establishing a quorum and conducting business.
- 4.3 *Agenda* -- The agenda of each meeting of the Board may include those topics requested by any Trustee.
- 4.4 *Voting* -- At all meetings of the Board, each Trustee is entitled to one vote per matter presented for vote. The affirmative vote of the majority of Trustees present shall be the act of the Board of Trustees. Voting by proxy shall not be allowed.
- 4.5 *Robert's Rule of Order* -- The conduct and voting at the Board meetings are to be governed by the most recent edition of *Robert's Rule of Order*.

Article 5. Committees

- 5.1 *Standing Committees* -- Standing committees of the Board shall include an audit committee and a budget committee. As needed, the president may appoint non-voting advisory committee members who possess knowledge specific to the committee.

- a. *Audit Committee* – This committee shall be composed of three Trustees appointed by the president. The responsibilities of this committee shall be to recommend an independent auditor, set the scope of the audit and to receive and review the annual independent audit.
- b. *Budget Committee* – This committee shall be composed of at least three Trustees appointed by the president. The responsibilities of this committee shall be to recommend the adoption of the operating budget for approval by the Board and to monitor implementation of the operating budget.
- c. *IOLTA Grant Committee* – This committee shall be composed of at least five Trustees appointed by the president. The responsibilities of this committee shall be to recommend to the Board the disbursement of IOLTA funds as directed under SCR 216.
- d. *Investment Committee*—This committee shall be composed of at least three Trustees appointed by the president. The responsibilities of this committee shall be to recommend to the Board investment policies and procedures, how the funds of the Foundation should be invested and the retention of any investment advisors and/or managers.
- e. *Banking Committee*—This committee shall be composed of at least three Trustees appointed by the president. This committee shall be responsible for working with the Foundation’s banking partners to facilitate the creation of and payment of interest on IOLTA accounts.
- f. *Fundraising Committee*—This committee shall be composed of at least three Trustees appointed by the president to increase funding to allow the Foundation to carry out its mission.

5.2 *Special Committees* -- The Board by resolution may create committees other than standing committees. In establishing such a committee, the Board shall set forth the responsibilities of the committee and approve a committee chair and committee members.

Article 6. FINANCIAL AFFAIRS

6.1 *Fiscal Year* -- The fiscal year of the Foundation shall end on the last day of December of each year.

6.2 *Books and Records* -- The books and records of the Foundation shall be managed by the Board of Trustees.

Article 7. IOLTA PROGRAM

7.1 *Acceptance of Responsibility* – The Foundation accepts the responsibility and duty to be the lawful recipient of funds constituting interest on lawyers’ trust accounts (IOLTA); designated by the State Bar of Nevada Board of Governors and approved by the Nevada Supreme Court pursuant to SCR 216.

7.2 *Maintenance of IOLTA Segregated Accounts* – The Foundation shall maintain one or more segregated and separate checking, savings, interest bearing, money market, or other accounts, in banks or other depositories to serve solely as a depository of funds derived from interest on lawyers’ trust accounts under SCR 216-221, inclusive. The IOLTA segregated trust accounts maintained by the Foundation shall be separately utilized, and accounted for, and are to be utilized solely for the purposes authorized under section 501(c)(3) of the Internal Revenue Code, as amended.

7.3 *Distribution* – Substantially, all IOLTA funds, after adequate reserves (as approved by the Supreme Court) and reasonable expenses, shall be disbursed for the purposes of providing legally related services to the poor, to victims of domestic violence, and to children protected by or in need of protection of the juvenile court.

7.4 *Annual Statements* – The Foundation shall submit annually to the Supreme Court an audited financial statement in sufficient detail to analyze expenditures, and shall cause the financial statement to be published annually in the state bar publication. The Foundation shall be audited once a year by certified public accountants and the Foundation shall have year-end financial prepared according to generally accepted accounting principles. The Foundation shall also provide the Supreme Court with an annual statement concerning the performance of the recipients of IOLTA grants, including a declaration of how the recipients have expended the funds and of the activities of the Foundation

7.5 *Policy* – The Foundation shall develop and adhere to a financial matters policy regarding the expenditures of the Board of Trustees, including, but not limited to cash disbursements, maintenance of operating and designated accounts, investments, and expense reimbursements for Foundation-related travel. The Foundation shall also establish a conflict of interest policy acknowledged by each Board of Trustees member.

Article 8. INDEMNIFICATION

8.1 *Indemnification of Trustees* – The Foundation shall provide indemnification to qualified indemnities for liability arising out of qualified actions. A qualified indemnitee is a person who is or was a Trustee, or is serving at the request or appointment of the Foundation as a member of a committee or subcommittee. A qualified action is an action in good faith within the course and scope of the authority expressly or impliedly delegated by policy adopted by the Board. Each qualified indemnitee who is party to, or is threatened to be made a party to, or is involved in any threatened, pending or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the indemnitee or person of whom the indemnitee is a legal representative is or was a Trustee, shall be defended, indemnified and held harmless by the Foundation to the fullest extent legally possible under the laws of the State of Nevada. Such right of indemnification shall be a contract right that may be enforced by the indemnitee.

8.2 *Insurance* – The Foundation may purchase and maintain insurance on behalf of a Trustee, or agent of the Foundation serving at the request of the Foundation as a member of a committee against any liability or theft against such person and incurred in any such capacity or arising out of such status, whether or not the Foundation would have the power to defend and indemnify such person against such liability.

Article 9. DISSOLUTION

9.1 *General Prohibition* – In the event the Foundation is dissolved, no part of the assets or property of the Foundation shall be distributed, paid or otherwise transferred to other than an organization which is:

- A. Organized and operating exclusively for educational, scientific, general charitable and eleemosynary and/or organizational purposes;
- B. Subject to the restrictions and prohibitions set forth in the Articles of Incorporation; and
- C. Exempt from tax by reason of Section 501(c)(3) of the Internal Revenue Code, as amended.

9.2 *Specific Requirements* – At the time of dissolution, the assets or property of the Foundation shall be distributed, paid, or otherwise transferred to an organization that meets the requirements of Section 9.1 and SCR 216, as determined by a majority of the Foundation Board of Trustees.

Article 10. AMENDMENTS

These bylaws may be amended, revised, repealed, or rescinded by a majority vote at any meeting of the Board.

The foregoing bylaws were duly adopted as the bylaws of the Foundation on the 19th of December, 1997.

Revised and approved September 4, 2014.