

Nevada Afterschool Network (NAN) Bylaws

ARTICLE I – NAME

The name of the organization is the *Nevada Afterschool Network (NAN)*.

ARTICLE II – MISSION AND PURPOSE

NAN is organized and shall be operated exclusively for charitable or educational purposes, including for such purposes, but without limitation thereon:

- A. To raise awareness, help increase sustainability and promote the importance of quality out-of school programs in the State of Nevada.
- B. To support or conduct other such activities which are in furtherance of or related to the purposes herein stated.
- C. To have all powers that may be conferred upon not-for-profit corporations formed under the laws of the State of Nevada.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501c(3) of the Internal Revenue Code of 1954, as amended, or in the corresponding provision of any future United States Internal Revenue Law, and shall be construed in accordance therewith.

Notwithstanding any other provision of these Articles, NAN will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501c(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation's contributions to which are deductible under Section 170c(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. NAN is not organized and shall not be operated for pecuniary gain or profit. Any monetary profits or other benefits, which flow to Directors of NAN, shall be incidental to NAN's function. NAN shall not participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property, income or other assets be devoted to such purposes, nor shall more than a substantial part of its activities consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in Section 501 (h) of the Internal Revenue Code of 1986, as amended. In the event of dissolution, the residual assets of NAN will be turned over to one or more organizations described in Sections 501c(3) and 170c(2) of the Internal Revenue Code of 1954, as amended or to a local government for exclusive public purposes.

ARTICLE III – CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE IV – OFFICES

The principal office of NAN will be located at 991 S C Street - Virginia City, NV 89440. NAN may also have offices at such places as the Board of Directors may from time to time appoint for the purposes that NAN may require.

ARTICLE V – BOARD OF DIRECTORS

- A. **Function.** The business and property of NAN shall be managed and controlled by the Board of Directors.
- B. **Power and Authority.** Except as otherwise provided by law, all of the authority of NAN shall vest in and be exercised by the Board of Directors. The Board of Directors may by general resolution, delegate to committees of their own number, or to officers or employees of NAN such powers as they see fit.
- C. **Number.** The Board of Directors of NAN shall consist of not less than nine (9) and not more than fifteen (15) members, but such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XIX. When the number of directors is decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or her term expires, or until his resignation or removal as herein provided.
- D. **Terms of Office.** Members of the Board of Directors shall serve a term of four (4) years and are eligible for re-appointment. The terms shall be staggered so that at least two-thirds (2/3) of the members are re-appointed each year, except that the initial membership shall be exempt from this requirement for a period of five (5) years.

Directors selected to fill a vacancy caused by the resignation or removal of another Director, holds office until the term of the Director they are replacing has expired, or shall, if they are selected to hold a position not previously filled by another Director, hold office for four (4) years from the date of their selection. Directors are limited to two (2) full consecutive terms of four (4) years each. After a one-year absence as a Director, former Directors may, if so elected, serve two (2) additional four-year terms. Directors elected for an

initial term of less than four (4) years, regardless of reason, shall have their short term extended for the full four (4) years.

Members of the Board of Directors representing state agencies are exempt from the term of office requirements. Once seated, these Board of Directors serve without term limitations; however, they are subject to removal based on the provisions in Article V, Section H.

- E. **Election.** Members of the Board of Directors shall be elected by a majority vote of the members at a meeting at which there is a quorum, except that members of the initial Board shall serve without election until the period prescribed in Section D. The Chairman of the Board shall appoint a nominating committee to study and recommend methods and procedures and names for ensuring that the Board receives nominations of qualified Directors and that elections are so conducted as prescribed.
- F. **Composition of Board of Directors.** The Board's composition shall be as follows: one (1) representative from each of the following state agencies: Legislative representative (serving in either the Nevada State Senate or Assembly), Nevada State Department of Education, Nevada State Division of Health, and University of Nevada Cooperative Extension. Other members of the Board of Directors shall include one (1) representative from each of the following: Northern, Southern, and Rural Nevada (each as defined by the Nevada Division of Welfare and Supportive Services), a Business representative, and a Statewide Organization entity. In addition, the immediate past chairperson may be invited by the new Executive Board to continue sitting on Board of Directors as a non-voting member for up to two (2) years.
- G. **Resignation.** Any Director may resign by providing a 30 calendar day notice in writing to the Board.
- H. **Removal.** Any Director may be removed from office for conduct detrimental to the interest of the NAN by a majority vote of the required quorum at any regular or special meeting called for that purpose, but the Director subject to removal proceedings shall not vote and his/her vote shall not be counted for the purpose of determining the amount of votes required for a majority. Any such Director shall be entitled to at least fifteen (15) calendar days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear at and be heard at such meeting. A Director after two (2) unexplained absences shall be sent a notice and warning. Upon a third unexplained absence, a Director may be dropped without being entitled to the notice and hearing hereinafter provided.
- I. **Vacancies.** Vacancies in the Board of Directors may be filled by the remaining Directors at any meeting of the Directors in the same manner

provided for the election of members of the Board in Article V, Section E. The nominating committee will put forward a nomination(s) of a new Director to the Board of Directors. An affirmative vote will appoint the nominee to fulfill the balance of that position's term.

- J. **Annual Meetings.** Subject to the selection of an alternate date by the Directors, the annual meeting of the Directors shall be held one (1) time each year.
- K. **Regular Meetings.** The full membership of the Board of Directors shall meet quarterly and from time to time as necessary.
- L. **Emergency Meetings.** Emergency meetings of the Board of Directors may be called by the Chairperson or by a majority of the Executive Committee.
- M. **Meetings by Other Media.** The Board of Directors and any committee of NAN may hold a meeting by telephone or video conference call in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference call must state the fact that the meeting will be held by telephone conference as well as all other matters required to be included in the notice. Participation of a person in a telephone conference-call meeting constitutes presence of that person at the meeting.
- N. **Notice of Meetings.** The secretary of NAN, with assistance from staff, is responsible for notifying members of the Board of the time, place, and purpose of the meetings. Annual meetings require at least fifteen (15) business days written or e-mail notice. Regular meetings require at least ten (10) business days written or e-mail notice. Emergency meetings require at least 24-hour voice notice. Without notice or waiver thereof, at any meeting at which every Director shall be present, any business may be transacted.
- O. **Quorum.** At all meetings of the Board of Directors, a simple majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of all business. The act of a majority of the Directors present and voting at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically provided by statute or by the Bylaws.
- P. **Compensation.** The Directors shall serve without compensation for their services. However, Directors may receive reimbursement for travel and other applicable per diem expenses, if so allowed by approved operating procedures. In addition, nothing herein contained shall be construed to preclude any Director from serving NAN in any other capacity and receiving reasonable compensation for such services.

- Q. **Discharge of Duties.** Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of NAN. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports or statements, including financial statements and other financial data, concerning NAN or another entity or person that were prepared or presented by a variety of persons, including officers and employees of NAN, professional advisors or experts such as accountants, consultants, or legal counsel.
- R. **Acceptance of Gifts, Bequests, Etc.** The Board of Directors may accept on behalf of NAN any contribution, gift, or bequest, The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, Articles of Incorporation, State law, and any requirements for maintaining NAN's federal and state tax-exempt status.
- S. **Loans to Directors, Etc.** No loans shall be contracted for on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the board of directors. Such authority shall be confined to specific instances. No loan shall be made to any officer or director of the corporation.
- T. **Confidentiality.** All Board of Directors will be expected to sign an 'oath of confidentiality' at the beginning of each term.

ARTICLE VI – BOARD OFFICERS

- A. **Number.** The Board of Directors will be comprised of representatives from the south, north and rural communities ensuring balanced representation of NAN membership. The Officers of NAN shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, and Chairs' Liaison as well as any other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The same person may hold no two offices concurrently.
- B. **Election and Term of Office.** Officers shall be elected every two (2) years at the Annual Meeting by the Board of Directors and shall hold office until their respective successors are elected and take office. Officers of the Board of Directors may serve two (2) consecutive, two-year terms in the same office, if so elected. The Board may also elect such additional officers, as it deems necessary.
- C. **Vacancies.** In case any office of NAN becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority vote may fill such vacancy, and the persons elected shall hold office and serve until their successor is elected and takes office. As per Article V,

Section D, an Officer so elected may still serve two (2) full elected terms of office.

- D. **Chairperson.** The Chairperson shall have and exercise general charge and supervision of the affairs of NAN and shall undertake and perform such other duties as may be assigned by the Board of Directors and per the position description. The Chairperson shall preside at meetings of the Board of Directors.
- E. **Vice Chairperson.** The Vice-Chairperson shall take the place of the Chairperson and execute his or her duties whenever the Chairperson shall be absent or unable to act, as well as perform other duties as may be assigned by the Board of Directors and per the position description. In the absence of the Chairperson and Vice Chairperson, the Secretary shall act as the Chairperson until the Board of Directors elects, from its members, a new Chairperson. The board member fulfilling the position of Vice Chairperson shall succeed to Chairperson at the end of their term.
- F. **Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary or an assistant shall attend and keep the minutes of all the meetings of the Board of Directors of NAN. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall undertake and perform such other duties as may be assigned by the Board of Directors and per the position description. The Secretary shall be entitled to make use of the services of assistants in the performance of his or her functions. The position of Secretary has no succession and is open to be filled by any member of the Board of Directors.
- G. **Treasurer.** The Treasurer shall oversee the proper custody of all funds, property, and securities of NAN, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to be bonded with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of NAN for collection of checks, notes, and other obligations, and shall deposit the same to the credit of NAN at such bank or banks or depository as the Board of Directors may designate. The Treasurer may delegate but must maintain oversight responsibility for: the signing of all receipts and vouchers; the signing of all checks of NAN and all bills of exchange and promissory notes issued by NAN; and the making of such payments as may be necessary or proper on behalf of NAN unless otherwise specifically instructed by the Board of Directors. The Treasurer shall oversee the books of NAN, ensure full and accurate account of all monies and obligations received, paid or incurred by NAN and shall exhibit such books at all reasonable times to any Director on application at the offices of NAN. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the wishes of the Board of Directors and

per the position description. The Treasurer shall serve as the Chairperson of the Finance & Resource Development Committee. The position of Treasurer has no succession and is open to be filled by any member of the Board of Directors. The Treasurer is considered an authorized signatory and may act as one of the two signatures needed for any fiscal, financial, or legally binding document.

- H. **Chairs' Liaison:** The Chairs' Liaison manages the Chairs Committee and periodically communicates the activities of the various standing committees' to the general membership. Additionally, they regularly report to the Board of Directors and the Executive Committee on the standing committees' questions, concerns, activities and suggestions. The Chairs' Liaison shall, in general, perform all duties incident to the office of Chairs' Liaison, subject to the wishes of the Board of Directors and per the position description. The position of Chairs' Liaison has no succession and is open to be filled by any member of the Board of Directors.

- I. **Removal.** Any Officer may be removed from office by the affirmative vote of a majority of the Directors present at any regular or emergency meeting where there is a quorum called for that purpose, for nonfeasance, or misfeasance, malfeasance, for conduct detrimental to the interest of NAN or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least fifteen (15) calendar days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. No Officer may vote on his or her own removal, and the majority voting requirement for removal shall be calculated as if the Officer were not a serving Director.

- J. **Compensation.** No Officer elected shall receive compensation for his or her service as an Officer of NAN, notwithstanding Article V, Section P.

ARTICLE VII – EXECUTIVE COMMITTEE

- A. **Number.** In addition to such other Committees as may be established by general resolution of the Board of Directors, NAN shall have a permanent Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and Chairs' Liaison of NAN. These positions are elected by the full Board.

- B. **Powers.** The Executive Committee shall be empowered to have and execute all the powers and authority of the Board of Directors of NAN between meetings of the Board and which are not prohibited by law. They are not authorized to amend, alter, or repeal the Bylaws; elect, appoint or remove any member of the Executive Committee, and Director or Officer of NAN, or

any member of the staff of NAN; amend the Articles of Incorporation; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of NAN; authorize the voluntary dissolution of NAN or revoke proceedings therefore; adopt a plan for distribution of the assets of NAN; or amend, alter, or repeal any resolution of the Board of Directors unless written consent of the Directors is provided. The Executive Committee shall fully report its activities to the Board of Directors at the next regularly scheduled Board meeting, including the preparation of a written report, to be sent to all Directors in advance of such meeting.

ARTICLE VIII – OTHER COMMITTEES

- A. **Standing Committees.** The Chairperson, with concurrence of the Board of Directors, shall appoint the members and chairpersons of standing committees, except in the case of the Chairperson of the *Finance & Resource Development Committee*, in which the Treasurer of NAN shall serve as the “chair” of this committee. The Standing Committees shall be:
1. The *NAN Finance Committee* shall select and recommend to the Board the independent CPA who will be conducting corporate audits for Board approval; as well as working with the selected auditors in their conduct of NAN’s audit. The Committee shall also review and recommend to the Board an annual operating budget in conjunction with the Executive Director or other appropriate designee. Furthermore, this Committee will monitor and make recommendations to the Board of Directors as it relates to the financial sustainability of NAN and its programs.
 2. The *NAN Marketing & Public Relations Committee* Recommends policies and procedures for marketing and public relations for NAN. Works in conjunction with the other committees and member partners to identify opportunities to promote NAN and the work it accomplishes in providing and promoting high quality out-of-school programs.
 3. The *NAN Program Quality & Evaluation Committee* Develops process and assessment tools to ensure the programs and services provided are congruent with the organization’s mission and philosophy. Support member partner organizations in evaluation and assessment of programs and services including an outcome and output reports. And, is responsible for evaluating annually NAN itself.
 4. The *NAN Personnel Committee* shall review and recommend to the Board of Directors policies and actions on all personnel matters, including recruiting, hiring, disciplinary, and appeals by staff

members; as well as review and recommend to the Board actions regarding Board and corporate procedures.

5. The *NAN Bylaws & Nomination Committee* shall search and screen names of potential new members for the Board of Directors. The Committee shall be guided in their recommendations to the Board by the provisions of Article V, Section F. The Committee shall also recommend a slate of officers to the Board of Directors at the annual meeting. The Committee shall oversee the Board elections. In addition to the aforementioned duties, the Committee shall review annually and recommend revisions to NAN's Articles of Incorporation and Bylaws. Those serving on this committee can not be nominated for officership for the duration of their period on the committee,
6. The *NAN Public Policy Committee* shall be accountable for identifying tracking and representing NAN on legislative and governmental matters. The Public Policy Committee assists NAN in establishing and representing policy positions. The Public Policy Committee actively works with the Nevada Legislators and governmental officials statewide as appropriate.

- B. **Other Committees and Advisory Councils.** The Board, may by general resolution, establish other committees and advisory groups, as it deems necessary. These other committees and/or advisory groups shall have such powers and perform such duties or functions, not inconsistent with Nevada law, as may be set forth for it by the Board of Directors. Appointments to and filling of vacancies for such other committees shall be the responsibility of the Chairperson of the Board. The full Board of Directors shall appoint and fill vacancies of persons serving on advisory groups. Actions taken by such committees or advisory groups shall be subject to control, revision, and alteration by the Board, provided that no rights of third parties shall be prejudicially affected. No member of any committee or advisory groups will receive compensation for their services.

Standing Special Committees and Councils shall be:

1. The *NAN Member Partners Council* will represent those organizations, groups, and individuals that have an interest in providing quality after-school programs and services to children, youth, and their families. The *Member Partners* will act in an advisory role to the Board and will be composed of representatives from state and other supporting organizations and associations. The *Partners* will also provide feedback as necessary on policy and trends as it relates to quality after-school programs and related topics as well as assume other duties that the Board of Directors may require. *Network Partners* do not sit on the Board of Directors nor are they voting members of the Board of Directors.

2. The *NAN Youth Advisory Council* will represent a small diverse group of K-12 students from across the state. The Advisory Council creates a unique opportunity for youth to play an active role with school, community, and government leaders to create healthier schools and communities. *NAN Youth Advisory Council Members* do not sit on the Board of Directors nor are they voting members of the Board of Directors.
3. The *NAN Chairs Committee* is the conduit in which all of the committees' questions, concerns, activities and suggestions can be communicated to the Executive Committee, Board of Directors, and out to the general membership. It is comprised of the chairs of each standing committee, chair of the Youth Advisory Council, chair of the Member Partners Council, and a youth representative from the Youth Advisory Council. It is chaired by the Chairs' Liaison (who also a Board Director and Executive Committee Member).

ARTICLE IX – AGENTS AND REPRESENTATIVES

The Board of Directors may appoint or hire such agents, representatives and/or attorneys for NAN with such powers to perform acts or duties on behalf of NAN as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE X – FISCAL YEAR

The fiscal year of NAN shall commence on January 1st and end on December 31st each year.

ARTICLE XI – CONTRACTS

The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAN. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind NAN by any contract of engagement or to pledge its credit, or render it liable peculiarly for any purpose or in any amount.

ARTICLE XII – VOTING UPON STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the Treasurer, after consultation with the full Board, shall have full power and authority on behalf of NAN to vote either in person or by proxy at any meeting of stockholders of any corporation in which NAN may hold stock, and at any such meeting may possess and exercise all of the rights and powers NAN might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers granted at its pleasure.

ARTICLE XIII – INVESTMENTS

NAN shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter, be permitted by law to make.

ARTICLE XIV – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer, employee, or person connected with NAN, or member of any advisory, special, or other committee, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of NAN; provided that this shall not prevent reimbursement for travel and other applicable per diem expenses, nor the payment to any such person of compensation for services rendered to or for NAN in effecting any of its purposes as authorized elsewhere in the Bylaws, nor shall it limit the extent to which scholarships and fellowships can be made available to scholars, researchers, students, writers and others. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of NAN. All Directors of NAN shall be deemed to have expressly consented and agreed that, upon such dissolution of NAN, whether voluntary or involuntary, the remaining assets of NAN shall be distributed to a corporation or organization(s) qualified under IRS Section 501c(3) chosen by the Board, capable of carrying out and agreeing to the purposes of this Network.

ARTICLE XV – CONFLICTS OF INTEREST

Directors shall be bound by corporate conflict of interest laws and authorities prevailing in the State of Nevada. In addition, no NAN Director shall determine, discuss or vote on any grant, loan, or other financial or programmatic assistance which NAN may directly award to an organization in which he or she has a special interest or relationship, is a Board member, Officer, or paid staff member. No Director or Officer shall use his or her position as a Director or Officer of NAN for his or her own direct or indirect financial gain. The Board of Directors or the Chairperson under the provisions of Article VIII, Section B of these Bylaws may appoint a committee to review and make recommendations to the Board on any conflict of interest matters. It is the responsibility of every Director, Officer or Committee member to give notice to the Board as it relates to conflict of interest matters. Directors, Officers, or Committee members found violating this Article may be subject to removal.

ARTICLE XVI – INDEMNIFICATION AND INSURANCE

- A. **Indemnification.** The board of directors may authorize the corporation to pay, or cause to be paid by insurance or otherwise, any judgment of fine rendered or levied against a present or former director, officer, employee, or agent of the corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a director, officer,

employee, or agent of the corporation, provided that the board of directors shall determine a good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interests of the corporation. Payments authorized hereunder include amounts paid and expenses incurred (including attorney's fees) in satisfaction of any liability or penalty or in settling any action or threatened action, but in no event shall this Article permit payment of any amount, payment of which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986 if the corporation is at such time a private foundation.

- B. **Insurance.** NAN, to the extent permitted by Nevada statute, may purchase and maintain insurance.

ARTICLE XVII – RECORDS

- A. **Maintenance of Corporate Records.** NAN shall keep:

1. Adequate and correct books and records of account;
2. Minutes in written form of the proceedings of its members, Board and committees of the Board;
3. A record of its members, giving their names, addresses and terms of office. Upon termination of any Director for any cause, the date of termination and the facts relating thereto should be so noted in the record.
4. The Secretary shall maintain all such records at NAN's principal office.

- B. **Members' Inspection Rights.** Financial and other corporate records shall be open to inspection, extract and/or copy, upon written request and ten (10) days notice, by any Board member during normal business hours. Any Board member or his or her authorized agent can make such inspection. The written request to inspect, extract or copy the records shall be made to the Executive Director, Secretary, or any other Officer designated by the Board of Directors. Every Director shall also have the absolute right at any reasonable time to inspect any physical properties NAN may own.

1. NAN may institute a fee to cover staff and material costs associated with copying and delivering records.

- C. **Maintenance & Inspection of Articles and Bylaws.** NAN shall keep at its principal office, the original or certified true copy of its Articles and Bylaws, as amended to date. These documents shall be open to inspection by Board members at reasonable times during normal office hours. As in the preceding Section, a Director or his or her authorized agent may request to inspect these documents at reasonable times.

ARTICLE XVIII – CONDUCT OF MEETINGS

The conduct of all meetings of NAN shall be according to the current edition of Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of the State of Nevada, the Articles of Incorporation, and these Bylaws.

ARTICLE XIX – ADOPTION AND AMENDMENT

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws or Articles of Incorporation by a majority vote of the members of the Board voting at a regular meeting at which there is a quorum. In the case of an amendment, the proposed amendment or clause (s) must be submitted to all of NAN’s membership in writing at least fifteen (15) business days before the meeting for handling such an issue.

ARTICLE XX – SAVINGS CLAUSE

All actions heretofore taken, and all resolutions heretofore adopted by the Board, which are not inconsistent with these Bylaws, shall remain in full force and effect after the adoption of these Bylaws.

SIGNATURES

Reviewed by counsel and approved this _____ day of _____, 200 ____ by
Community Chest, the NAN umbrella organization.

Sean Griffin
Executive Director Community Chest

Deborah Loesch-Griffin,
NAN Liaison

Adopted this _____ day of _____, 200 ____ at a regularly scheduled meeting of
the NAN Board of Directors.

Chair
NAN Board of Directors

Secretary
NAN Board of Directors

Chair
NAN Bylaws &
Nomination Committee

Nevada Afterschool Network (NAN) Board Nomination Form

NAN is seeking nominates for its Board of Directors. The composition of the Board is noted below. If you are interested in nominating yourself or someone else, please complete the steps below and return your packet to Community Chest with the subject "NAN Board Nomination" via email (trnpt@aol.com) or fax (**CCI FAX**) no later than **DATE**.

The NAN Bylaws and Nomination Committee will review all of the names submitted and prepare a slate to be presented at the membership meeting scheduled for (**DATE / LOCATION**).

Nominated by: Phone: Email:

Nominee Information

Name: Title:
Company & Dept:
Address:
Phone: Fax: Email:

1. Please attach a short a biography or résumé and a paragraph of support (electronically if possible).
2. Place an "X" in the box beside the seat for which you are nominating the above candidate. *(A separate form must be completed for each nominee or seat.)*

Legislative: Serving in either the Nevada State Assembly or Nevada State Senate

NV Dept of Ed:

NV Div of Health:

University of Nevada Cooperative Extension:

Business Rep:

Statewide Organization:

Northern NV: As defined by the Nevada Division of Welfare and Supportive Services

Southern NV: As defined by the Nevada Division of Welfare and Supportive Services

Rural NV: As defined by the Nevada Division of Welfare and Supportive Services