



Opportunity Alliance Nevada

Amended and Restated Bylaws

ARTICLE I - NAME AND NON-PROFIT POLICY

Section 1 - This non-profit corporation is formed under NRS Chapter 82 and shall be known as: Opportunity Alliance Nevada hereinafter referred to as OA-NV.

Section 2 – OA-NV shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purpose for which it is organized and may be amended from time to time.

Section 3 - OA-NV will abide by the guidelines provided by the state of Nevada and the Internal Revenue Service as they relate to advocacy and lobbying by non-profit organizations.

ARTICLE II - ORGANIZATION PURPOSE

Section 1 – OA-NV is organized exclusively for charitable, religious, literary, scientific and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("**Section 501(c)(3)**"). The purposes for which OA-NV is formed include, but are not limited to, bringing together all socio-economic classes to understand the barriers faced by struggling low to moderate income Nevadans and provide a pathways and services to a self-sustaining future. These services to include the provision of financial literacy training, financial coaching, credit and *housing counseling in the state of Nevada*.

OA-NV

ARTICLE III – MEMBERSHIP

Section 1 - General Members – Any person or organization interested in the purpose of

the organization may participate as a general member of OA-NV. As established by the Board of Directors, General Members may apply for membership by completing a membership application and providing payment of designated dues.

Section 2 - General Members, although entitled to bring to the attention of the Board of Directors and/or Executive Committee topics for discussion, may not vote, set the agenda, create and/or vote on decision making policies for the Organization.

Section 3 - General Meetings – The President of the Board of Directors shall convene a General Membership Meeting annually to provide a report of the past year's activities and future goals. Notice of the General Membership Meeting will be provided to members by electronic mail at least 15 days prior to the meeting.

Section 4 - Voting Members – Only elected members of the Board of Directors and its Executive Committee may have the ability to vote on policies, directives and general business of OA-NV.

ARTICLE IV - DUTIES OF THE OA-NV BOARD OF DIRECTORS/BOARD MEMBERS

Section 1 – Authorities of Directors - The Board of Directors shall have the power to conduct all business pertaining to the organization including: setting the direction of the organization; electing Board Members; making policy decisions for the organization; approving financial and program reports; hiring and firing the OA-NV Director; approving and amending the mission statement of the organization; approving and amending the Bylaws; approving dissolution, merger, or transfer of all or substantially all of the OA-NV assets; and, performing other duties as defined by these Bylaws.

Section 2 – Compensation of Board of Directors - Board of Directors shall not be compensated for serving as an OA-NV Board Member.

Section 3 – Election and Powers: The Board of Directors will be elected by a two-thirds majority of the Board Members present at the designated election meeting.

Section 4 - Board Members may serve a term of up to two years with no term limits. Board Members will be elected in two groups. Each group shall begin and end their terms the same year, with the terms of one group expiring each year to create staggered board terms over two years, and/or serve until his/her successor is elected, and/or his/her membership is vacated by resignation, removal or otherwise.

Section 5 – Number of Board Members – The number of Board Members shall not be less than 5 or more than 25.

Section 6 - Vacancies – In case of a vacancy occurring on the Board, the majority of the

remaining Board Members may elect a successor to fill the unexpired term and to serve until the successor shall have been duly elected.

Section 7 – Absences – Any Board Member accumulating three consecutive meeting absences without satisfactory excuse by the Board will be deemed to have resigned and the vacancy shall be filled.

Section 8 – Resignation – Any Board Member may resign by filing a written resignation with the Board Secretary.

Section 9 – Removal – At any meeting of the Board of Directors duly called, a Board Member, by a vote of the majority of Board Members attending, may be removed from office and another may be elected by the Board, to fill the unexpired term of the removed Board Member.

ARTICLE V - OA-NV EXECUTIVE COMMITTEE

Section 1 – The Executive Committee shall consist of Board Members that have been elected to the positions of President, Vice-President, Secretary, Treasurer, and Committee Chairs as appointed. The Executive Committee may exercise oversight authority over the OA-NV Director position (including hiring, compensation and benefits, performance review, discipline, and firing) with final approval from the Board of Directors.

Section 2 - The President shall have executive supervision over the activities of the organization within the scope provided for within these Bylaws and shall preside at all meetings of the organization. The President, with consent from the Executive Committee or Leadership Committee, shall create standing committees and appoint committee chairs as needed to carry out the business of the organization. The President shall report annually or as requested by the Executive Committee or the Leadership Committee activities of the organization and shall appoint committee chairs for standing committees.

Section 3 - The Vice-President shall assume the duties for the President in the event of absence, incapacity, resignation or removal from office of the President.

Section 4 - The Secretary shall keep the minutes of meetings of the Executive Committee and the Board of Directors, maintain a list of general members and voting members, and perform duties customary to the office of the Secretary.

Section 5 - The Treasurer shall be responsible for the safekeeping of the organization's funds, maintaining adequate financial records, and for depositing funds with a reliable banking company in the name of the organization. He/she shall at all reasonable times exhibit the books and accounts to any Executive Committee Member or Board of Directors as requested. Monies will be paid out by numbered checks signed the both the

Treasurer and the President. The Treasurer will also be responsible for collecting any contributions made to the organization and shall provide financial reports at regular meetings.

Section 6 – Committee Chairs – As deemed necessary by the President or Executive Committee, Committee Chairs may participate as members of the Executive Committee.

Section 7 – Resignation and Removal – Resignation of any Executive Committee Member is effective upon receipt by the President or Secretary of a written notification. The Board of Directors, at its discretion, may remove any Officer by a two-thirds vote of the entire Board. Removal shall occur only after the Officer has been given notice and a reasonable opportunity to respond to the Board.

ARTICLE VI - OTHER COMMITTEES

Section 1 – Standing Committees – In addition to the Executive Committee there may be Standing Committees appointed by the Executive Committee as approved by the Board of Directors. Standing Committee Chairs may be appointed by the President of the Board of Directors.

Section 2 – Other Committees – The President in consultation with the Board of Directors may establish other committees, networks, and task forces as deemed necessary to serve the goals of OA-NV. All committees may be evaluated, retained, revised, or eliminated by action of the Board of Directors.

Section 3 – Descriptions of the functions and duties of all committees shall be submitted to and maintained by the Secretary or OA-NV staff, and shall be made available to members upon request.

Section 4 – Committee Appointments – Committee members may be appointed by the Committee Chair or President of the Board of Directors as deemed necessary.

ARTICLE VII - OA-NV SCHEDULE AND QUORUM FOR MEETINGS

Section 1 – The annual meeting of the OA-NV Board and General Membership shall be held in March of each year on such date and at such time and at a place as may be identified by the Board of Directors.

Section 2 - Special meetings may be called by the President or may be requested, in writing, by a minimum of three members of the Board of Directors.

Section 3 – Quorum - A majority of the entire membership of the Board of Directors shall constitute a quorum at any meeting (in person or via conference call).

Section 4 – Notice of Meetings – Notice of the time and place of Board Meetings shall be made at least 5 business days in advance of the scheduled meeting.

Section 5 - The Agenda for the regular meetings shall be provided to the Board Members at least 3 days in advance of the meeting date.

Section 6 – If urgent business must be attended to and the Board Members are not available or scheduled to meet, the President can obtain by phone or email, documented consent/vote from a majority of Board Members.

ARTICLE VIII - OA-NV DIRECTOR POSITION

Section 1 – The Board of Directors (via the Executive Committee) may appoint and employ an OA-NV Director that will serve at the direction of the Board.

Section 2 – The Director may have the responsibility and authority for carrying out the policies and purposes that have been approved by the Board. The Director shall be the chief officer of the organization and shall hire, supervise, and when necessary fire staff. The Director will have such powers and duties as may be designated by the Board.

ARTICLE IX - FINANCIAL ADMINISTRATION

Section 1 – Fiscal Year – The fiscal year of OA-NV shall be January 1 to December 31 but may be changed by resolution of the Board of Directors.

Section 2 – All revenue generated shall be expended in accordance with OA-NV purposes consistent with its budget, or with the special terms of a grant or bequest. No loan shall be made or contracted on behalf of the OA-NV, and no evidence of indebtedness shall be issued in its name.

Section 3 – Checks, Drafts, and Contracts – All contracts, checks, or other orders for payment of money by OA-NV shall be signed by two signatures including the Treasurer and one other Executive Committee Member or designee authorized by the Board of Directors.

Section 4 – Annual Financial Statements – Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.

ARTICLE X – RECORDS

Section 1 – Books and Records – OA-NV shall keep correct and complete books and records of accounts, and minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

Section 2 – Public Disclosure – After receiving IRS recognition of its federal tax-

exemption, OA-NV shall keep available for public inspection at its principle place of business copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 filed within the past three years. As required by tax code and regulations, OA-NV shall provide copies of the materials to any member of the public making a request in person or in writing, during normal business hours.

ARTICLE XI - CONFLICT OF INTEREST

Section 1 – Conflict of Interest Policy – The Board of Directors shall by resolution adopt a conflict of interest policy applicable to Officers, Directors, members of committees of the Board, and employees that shall 1) define conflicts of interest (including competing financial interests); 2) require that conflicts be disclosed; and 3) require that the conflicted person be recused from any decision-making with regard to the matter.

Section 2 – Annual Statements - The Conflict of Interest Policy shall be distributed to Board Members and committees of the Board who shall sign a statement annually which affirms that they have received a copy of the Policy, have read and understand the Policy, and agree to comply with the Policy.

ARTICLE XII - AMENDMENTS AND OTHER PROVISIONS

Section 1 – Amendments – These Bylaws may be adopted, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Board of Directors, provided that at least 2 weeks notice has been given to Board Members to consider the proposed amendment(s).

ARTICLE XIII – INDEMNIFICATION

Section 1 – Definitions: “Matter” shall mean any actual or threatened civil, criminal, or administrative action; arbitration proceeding and/or claim, suit, proceeding, or appeals therefrom; or any criminal or administrative investigation, hearing or other proceeding. “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee, an officer, an agent, and employee, or volunteer of OA-NV.

Section 2 – Right to Indemnification – Any Eligible Person made a party to or respondent in a Matter by reason of their position with or service to OA-NV shall to the fullest extent permitted by law, be indemnified by OA-NV against all liabilities and all expenses reasonably incurred by him/her arising out of or in connection with such Matter, except in relation to Matters as to which 1) the Eligible Person failed to act in good faith and for a purpose which he/she reasonably believed to be in the best interests of OA-NV; 2) in the case of a criminal Matter, the Eligible Person had reasonable cause to believe that their conduct was unlawful; 3) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

Section 3 – Limitation on Right of Indemnification – Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after 1) The Board of Directors (acting by a quorum of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 2; 2) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section 2.

Section 4 – Other Rights – The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which an Eligible Person may be entitled by law. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of their heirs, executors or other lawful representative.

Section 5 – Insurance – The Board of Directors may authorize the purchase of and maintain insurance on behalf of any Eligible Person against liability asserted against or incurred by him/her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not OA-NV would have the power to indemnify the person against that liability under law.

It is the intention that these Amended and Restated Bylaws shall replace and supersede in their entirety the previous Bylaws of OA-NV approved April 9, 2015.

These Amended and Restated Bylaws of OA-NV were duly approved and adopted on May 19, ~~2019~~. 2020

Respectfully submitted:

By: Nancy Brown
Print Name: Nancy Brown
Title: OA-NV Board Chair & President