

BY LAWS

NEVADA PROFESSIONAL ENGINEERS FOUNDATION, INC

Article I Trustees

Section 1. This Foundation shall be governed by a Board of Trustees, composed of the elected officers of the Nevada Society of Professional Engineers and the State of Nevada Mathcounts Coordinator.

Section 2. The terms of the members of the Board of Trustees shall be 2 years.

Section 3. As soon as the new officers of the Nevada Society of Professional Engineers are installed, they become members of the Board of Trustees, replacing the old officers.

Section 4. Vacancies in the Board of Trustees shall exist whenever such a member either (a) dies, (b) resigns or (c) fails to attend three successive meetings of the Board. Whenever such a vacancy occurs, it shall be filled for the unexpired term by action of the remaining Trustees.

Section 5. At any meeting of the Board of Trustees, a majority of the current members shall constitute a quorum.

Section 6. The State Mathcounts Coordinator shall be appointed by the Board of Trustees' President at the meeting required in Article II, Section 2 of these Bylaws. The Coordinator shall serve for two years.

Article II Officers

Section 1. The Board of Trustees shall elect the following officers: ~~President~~Chairman, Vice ~~President~~Chairman, Treasurer and Secretary. The Board of Trustees, at their option, may hire an Executive Secretary. Under this option, an elected secretary and/or treasurer is not required.

Section 2. These officers shall be elected by the Board of Trustees at their first meeting after the installation of new officers of the Nevada Society of Professional Engineers. They shall serve for a term of two years or until their successors are selected. The Treasurer shall furnish a corporate surety bond in such amount as the Board of Trustees shall determine. The premium on said bond shall be paid by the Foundation.

Section 3. The duties of such officers shall be such as are usually attached to such offices, and in addition thereto such further duties as may be designated from time to time by the Board of Trustees.

Section 4. The Executive Committee, composed of the ~~President~~Chairman, Vice ~~President~~,Chairman, Secretary (when one is elected) and Treasurer (when one is elected), shall be empowered to make decisions and take action for the Board of Trustees in emergencies and when it is not practical to secure a quorum of the Board, and shall report such action to the Board of Trustees.

Article III Gifts, Donations and Bequests

Section 1. Gifts, donations, and bequests may be given directly to the Foundation with directions that the principal or the income there from shall be used for certain specified purposes, or the principal of such gift, donation, or bequest may be given to some other person, corporation or trustee with instructions that the income there from shall either be paid to the Foundation or disbursed in accordance with the instructions of the Board of Trustees, providing, however, that the uses and purposes of all such gifts, donations and bequests, either of income or principal, shall be in accord with the purpose specified in the Articles of Incorporation.

Article IV Financial

Section 1. Books of account shall be kept by the Treasurer and same shall be audited annually. The said audit shall, at reasonable times, be open to inspection by any member of the Board of Trustees.

Section 2. The fiscal year of the Foundation shall be from July 1st thru the following June 30th.

Article V Committees

Section 1. The appropriate committees, committee members and committee chairmen shall be appointed by the President and approved by the Board of Trustees, as deemed necessary.

Article VI Meetings

Section 1. The Board of Trustees shall hold a meeting, either concurrently with the general meetings of the Board of Directors of the Nevada Society of Professional Engineers or within two weeks prior to such meetings. The Secretary shall notify the entire Board as to the exact time, date, and place of the meeting at least ten days in advance thereof. The minutes of the Board of Trustees of the Foundation shall constitute a report to the Board of Directors of

the Nevada Society of Professional Engineers and shall be a part of the agenda of such meetings.

Special meetings of the Board of Trustees may be called and shall be called by the President of the Board of Trustees of the Foundation on written request of any three members of the Board of Trustees.

The Secretary shall then advise all members of the Board of the meeting at least ten days in advance stating the time, place, and date of such meeting. In emergency conditions, the Secretary can by phone, call not less than forty-eight hours prior to the time of such meeting.

Section 2. The order of Business shall be determined by the Board. Roberts rRules of Order shall govern procedure at meetings of the Board of Trustees.

Article-VII Amendment to By-Laws

Section 1. These by-laws may be amended by the majority of the Trustees present at any meeting of the Board of Trustees of this Foundation, if notice of intention to amend and if the terms of the proposed amendment shall have been electronically transmitted to each Trustee at least ten days before such meeting. Any alteration in the proposal, properly germane to the terms of which notice is given, may be made at the meeting without further notice.

Article VIII Dissolution, Use of Assets, Activities

Section 1. In the event of the dissolution of this Foundation, after paying or making provision for payment of all liabilities of the Foundation, the Board of Trustees shall dispose of all assets, if any, in accordance with the Articles of Incorporation.

Article IX Indemnification

Section 1. The Foundation shall indemnify an officer or member of the Board of Trustees or former officer or former member of the Board of Trustees against expenses actually and necessarily incurred by him in connection with the defense of an action, suit or proceeding to which he is made a party by reason of being or having been such officer or member of the Board of Trustees, except in actions adjudged to be the result of negligence or misconduct in the performance of duty.

Article X Communications

Section 1. The Board shall provide for and supervise the publication and distribution of all proceedings or transactions of the Foundation and shall have authority to appoint an editor

and publish an official periodical and a web master for the establishment and maintenance of a web site for the Foundation.

Article XI Fundraising

Section 1. The Foundation may select a sister organization, which has a similar mission & goals as the Foundation, to plan & supervise their fundraising events. The Foundation's Board of Trustees will ask the sister organization to perform their fundraising by sending a letter to the organization with a copy of these Bylaws and any other special conditions. By action of the sister organization's board of directors, the Foundation's letter and conditions will become the contract between the Foundation &and the sister organization. The selected organization will be the Foundation's agent and at year's end the Foundation will prepare a combined Treasurer's report and will file a combined U. S. Treasury Income Tax return in the name of the Foundation. Net receipts from these events will be sent to the Foundation for distribution. The President of the selected organization shall be a member of the Foundation's Board of Trustees.

Article XII Effective Date

Section 1. These Bylaws shall become effective on ~~1 June 2007~~ September 2008, upon their adoption in the manner prescribed for voting on amendments and thereupon the previous Bylaws and prior amendments thereto are repealed.