

BY LAWS
NEVADA PROFESSIONAL ENGINEERS FOUNDATION, INC.

Article I
Trustees

- Section 1. This Foundation shall be governed by a Board of Trustees, composed of:
- a) The four elected officers of the Nevada Society of Professional Engineers;
 - b) at least four at-large members appointed by the President of the Nevada Society, one of which may be the State of Nevada MATHCOUNTS Coordinator
 - c) the most current immediate past-president of the Nevada Society of Professional Engineers.
 - d) Other Board of Trustee members can be appointed by the existing Board of Trustees
- Section 2. The terms of the members of the Board of Trustees shall be two (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. The President of the Nevada Society of Professional Engineers shall appoint at least four at-large members under the meeting required under Article II, Section 2 of these Bylaws with terms of office as described in Article I, Section 2.s.
- Section 4. Vacancies in the Board of Trustees shall exist whenever such a member: (a) dies, (b) resigns, or (c) fails to attend three successive Board meetings. Whenever such a vacancy occurs, it shall be filled for the balance of the unexpired term by action of the remaining Trustees.
- Section 5. At any meeting of the Board of Trustees, a simple majority of the current members shall constitute a quorum.
- Section 6. The State MATHCOUNTS Coordinator shall be appointed by the Board of Trustees' Chairman at the meeting required in Article II, Section 2 of these Bylaws. The Coordinator is a member of the Board of Trustees and shall serve for two years .

Article II
Officers

- Section 1. The Board of Trustees shall elect the following officers: Chairman, Vice Chairman, Auditor, Treasurer, and Secretary. The Board of Trustees, at their option, may hire an Administrator and/or a Financial Officer. Under this option, an elected Secretary and/or a Treasurer are/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, if they leave the board prior to completion of their term, until their successors are selected. The Treasurer shall

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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 Chairman, Vice 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 any and all such actions 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 therefrom 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 therefrom 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 purposes specified in Article 2 of the Articles of Incorporation.

Article IV
Financial

Section 1. Books of account shall be kept by the Treasurer, and same shall be audited annually by the Auditor. 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 1^t through to and including the following June 30.

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.

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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 shall be called by the Chairman of the Board of Trustees of the Foundation upon 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 Chairman and Secretary can, by telephone or email, communicate with the Trustees and receive a majority vote of the entire Board in order to act.

Section 2. The order of business shall be determined by the Board. Robert's Rules of Order shall govern procedure at meetings of the Board of Trustees.

Article-VII
Amendment to Bylaws

Section 1. These Bylaws 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 the terms of the proposed amendment has 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.

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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 or her in connection with the defense of an action, suit, or proceeding to which he or she 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 also appoint a web master for the establishment and maintenance of a web site for the Foundation.

Article XI
Fundraising

Section 1. The Foundation may select sister organizations, which have a similar mission and goals as the Foundation, to plan and supervise fundraising events. The Foundation's Board of Trustees will request the sister organizations to perform the fundraising by sending letters to the organizations with a copy of these Bylaws and any other special conditions. The selected organizations will be the Foundation's agent. Net receipts from these events will be sent to the Foundation for distribution. By action of the sister organizations' Boards of Directors, the Foundation's letter and conditions will become the contract between the Foundation and the sister organization.

Section 2. The President of the selected sister organizations shall be appointed a member of the Foundation's Board of Trustees.

Section 3. At year's end the Foundation will prepare a combined Treasurer's report and will file a combined U. S. Treasury, and if needed, any State Income Tax returns in the name of the Foundation.

Article XII
Effective Date

Section 1. These Bylaws shall become effective 16 January 2015, upon their adoption in the manner prescribed for voting on amendments, and thereupon the previous Bylaws and prior amendments thereto are repealed.

Revision history: cfv: 2 Nov 2007 dej: 18 Jul 2008 dej: 8 Jun 2012 dej 9 May 2014; dej 26 September 2014, dej 16 Jan 2015