

BYLAWS OF THE NORTHERN NEVADA INTERNATIONAL CENTER 12-2008

ARTICLE I

NAME AND HEADQUARTERS

1. Name: The name of this organization shall be the Northern Nevada International Center, and may be referred to as the International Center. It shall be a not-for-profit corporation. It is also part of the Sponsored Projects Department of the University of Nevada, Reno, herein after referred to as the University.
2. Headquarters: The headquarters of the International Center shall be in Reno, Nevada.
3. Fiscal Year: The fiscal year of the International Center shall be from July 1 to June 30.
4. Organisation Type: The International Center shall be a membership organisation, in which an active member shall be any person making an annual, direct contribution within any one of the categories of support defined by the Board of Directors.

ARTICLE II

MISSION AND PURPOSE

1. Mission: The Northern Nevada International Center fosters the role of citizen diplomacy in building bridges of international awareness and understanding through programs of international exchange, and community and educational outreach in order to promote the unity of all peoples.
2. Purpose: The International Center hosts international visitors traveling under the auspices of several federal agencies and provides language and culture programs for the local community. It can be affiliated to other local, national and international like minded organisations to further its mission. It can also engage in other activities to promote international awareness as deemed appropriate by the Board.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors of the International Center has four primary responsibilities.

- a. It is responsible for appointing and evaluating the Executive Director of the International Center. The Board shall review annually the performance of the Executive Director, advise the University's designated authority on personnel matters regarding the Executive Director, and shall have the power to hire or fire the Executive Director.

b. The Board of Directors shall provide guidance and advice to the oversee the activities of the Executive Director to ensure that he or she is appropriately fulfilling the mission of the Northern Nevada International Center as given in these bylaws.

c. The Board of Directors shall maintain the fiscal responsibility of the International Center.

d. The Board of Directors shall develop and perpetuate the Board of Directors to ensure the long term success and growth of the International Center. Board members should commit to regular attendance at board meetings, as well as participation in or support of the activities of the International Center.

1. Terms. The Board of Directors shall consist of at least nine members, each serving three-year terms. Members may serve up to two consecutive terms, but before serving a third full term members must step down from the board for a period of at least one year. This term limit shall not include partial terms. Members shall have staggered terms, so that in each year one-third of the membership shall complete their term. Terms shall begin on January 1 and expire on December 31.
2. Nominations and Elections. New Directors shall be nominated and elected by the Board of Directors prior to the start of their new term. Board members should be selected from a wide variety of backgrounds to ensure that the Board represents the diverse international interests of the Northern Nevada. In addition, Directors should be chosen for their enthusiasm and willingness to support the mission of the International Center.
3. Emeritus Board members. The Directors may nominate members of the Board whose term(s) have expired to serve as Emeritus Board members. These members will not have all the rights and duties of Board Directors.
4. Resignation and Removal. Members may resign from the Board of Directors by notifying the President in writing. Members may be removed by the Board before the end of their term for poor attendance or unprofessional conduct or any reason deemed appropriate by the Board. Members may be removed by a two thirds vote of the entire Board. Members may not vote on his or her removal. Upon resignation or removal, a new member shall be nominated and elected by the board to complete the term of the member who has resigned or been removed.
5. Roster. The Secretary shall maintain or cause to be maintained, a current roster of the Board of Directors, including a professional description, contact information, and information on terms and office. This shall be for the exclusive use of the Executive Director and the board members.
6. Meetings and Minutes. The Board of Directors may meet monthly or bimonthly, as the board sees fit. Special meetings shall be called if the President deems it necessary, or at the petition of any three members. The Secretary, or his or her designee in the case of unavoidable absence, shall also keep minutes of each meeting and present them to the board at the next meeting for correction and approval. The annual meeting shall be held each January.
7. Notice and Quorum Requirements. The Board of Directors may meet if the Board members were provided at least five (5) working days prior notice of the meeting. A quorum will be achieved if a majority of the Directors are present.
8. Agenda. The President shall prepare an agenda for each meeting in consultation with the secretary and the Executive Director, and shall distribute the agenda and as much supportive material as is required at least five (5) working days prior to the meeting. This can be provided electronically.

9. Voting. The Board of Directors may vote on any motion made by any Board member made at any meeting. Members may vote by proxy or by informing the President in writing. Amendment of these bylaws, removal of officers, or dismissal of the Executive Director shall require a vote of at least two-thirds of the entire Board. All other decisions shall require only a simple majority of those members present and voting. Members may nominate or second themselves for any position, but no member may vote on his or her own election or removal. The President shall not vote except to break a tie, or to cast a deciding vote where a two-thirds vote is necessary. When deemed necessary by the President, Board members may vote outside of scheduled meetings by any verifiable means. The President shall make every reasonable effort to contact members of the Board before the vote. In determining the number of votes required for passage, all members of the Board shall be deemed present and voting. The vote shall then be reviewed and read into the record at the next scheduled board meeting.
10. Procedure. On matters where these bylaws are not specific, *Robert's Rules of Order* shall serve as a guide.

ARTICLE IV

OFFICERS

1. Positions. The Board of Directors shall elect the following officers from among its membership:

- a. A President to serve as President of the organisation and presiding officer of the Board.
- b. A Vice-President who shall exercise the duties of the President when the President is unable to serve.
- c. A Treasurer, who shall be responsible for overseeing the financial reports and annual budgets, to ensure that they are prepared according to generally accepted accounting procedures and reported to the Board at least quarterly. The treasurer shall be responsible for overseeing audits of the International Center's accounts and assets when necessary.
- d. A Secretary, who shall take minutes of the board meetings and distribute them for Board approval, assist in the maintenance of a membership roster and other official records of the Board, schedule meetings of the Board, and ensure that members are properly notified of upcoming meetings and events.

2. Elections. Officers shall be elected by the Board of Directors for one-year terms, and may serve multiple and consecutive terms. These terms shall begin on January 1 and expire on December 31, and officers shall be elected by the board prior to the start of each term. Any member may be nominated and elected to serve as an officer of the board. Members may nominate or second themselves for an officer position but not vote on their election.

3. Resignation and Removal. Members may resign as officers of the Board of Directors by notifying the President or Vice-President in writing. Officers may be removed by the Board with a two-thirds vote of the entire Board. Upon resignation or removal, a member shall be nominated and elected by the Board to complete the term of office of the member who has resigned or been removed.

ARTICLE V

COMMITTEES

1. Standing Committees The Board may choose to designate committees at any time for any purpose. Each committee shall have at least one board member whose responsibility it will be to report to the board as a whole.
2. An Executive Committee consisting of the four current officers of the Board, who shall provide an annual review of the Executive Director's performance in accordance with established University procedures. Before this committee presents its report to the University's designated authority, this committee's recommendations shall be presented to the Board, without the Executive Director present, for approval.
3. Resignation and Removal Committee members or committee chairmen may resign by notifying the President in writing. Committee members or committee chairmen may be removed by the Board of Directors by a two thirds vote of the entire Board.

ARTICLE VI

EXECUTIVE DIRECTOR

The Executive Director is responsible for promoting and executing the mission of the International Center. The Executive Director shall act as Chief Executive Officer for the corporation. The Executive Director shall report to the Board at each meeting on the activities, finances, and commitments of the International Center, especially as they pertain to fulfillment of the mission. Between board meetings, the executive director shall report to the President as needed. He or she shall also report regularly on these matters to the University's designated representative, especially as they pertain to fulfillment of the university's missions of education and outreach to the community.

He or she shall be responsible for all managerial decisions, such as personnel decisions for subordinate staff, purchasing decisions and ensuring adequate revenue sources for the corporation.

ARTICLE VII

GENERAL PROVISIONS

1. Compensation of Board Members. While the executive director may be a paid employee, the members of the Board of Directors shall receive no compensation as such, provided, however that they may be reimbursed for all expenses incurred on behalf of the International Center.
2. Conflict of Interest. In the exercise of voting rights by the members of the Board of Directors, no individual may vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such issue, motion, or resolution if he or she first discloses the nature of his or her interest.

3. Indemnification of Directors and Officers. Each member or officer of the Board of Directors, whether or not then in office, shall be indemnified by the organisation against all liabilities, costs and expenses reasonably incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a member or officer of the Board of Directors, such expense to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation.

4. Spokesperson. Only the Board President and the Executive Director shall serve as designated spokespeople for the International Center. Other board members may do so with the permission of the board.

5. Dissolution. Upon dissolution, the assets of the International Center shall be donated to any other 501(c)(3) organisation deemed appropriate by the Board.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended or repealed, or new bylaws may be adopted by a two-thirds vote of the entire Board of Directors of the International Center at any regular meeting of the board, provided that notice and agenda requirements are met.

As Amended on: March, 2001, September, 2007, October 23rd, 2008, December 12th, 2008

Vote: For: 13 Against: 0

Signed:

Patricia Idler
Chair of the Board of Directors
Northern Nevada International Center

Wayne Howle
Secretary of the Board of Directors
Northern Nevada International Center