

BYLAWS OF VOTE NEVADA

ARTICLE I. FORM, PURPOSE AND OFFICES

- Section 1. *Form.* The corporation shall be a nonprofit public benefit corporation incorporated under the laws of the state of Nevada.
- Section 2. *Purpose.* The purpose of the corporation shall be to promote civic engagement through education and informed and active participation of citizens in government. The corporation may take action on local and State governmental measures and policies in the public interest. The corporation shall be strictly non-partisan and shall not endorse any political party or candidate.
- Section 3. *Principal Office.* The principal office of the corporation shall be located in the place determined by the Board of Directors.
- Section 4. *Other Offices.* The corporation may have offices at such other places as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II. BOARD OF DIRECTORS

- Section 1. *General Powers.* The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2. *Number, Term, and Qualifications.* The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than three nor more than seven. Each director shall hold office until his death, resignation, retirement, removal, disqualification or until his successor shall have been elected and qualified. All directors shall be voting members of VOTE NEVADA.
- Section 3. *Election of Directors.* The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. A simple majority of the quorum constitutes a legal vote. If any director so

demands, the election of directors shall be by ballot.

Section 4. *Removal.* Any director may be removed at any time without cause by the vote of a majority of the directors present at a meeting at which quorum is present.

Section 5. *Vacancies.* Any vacancy occurring in the elected directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6. *Compensation.* The Board of Directors may not compensate directors for their services as such but by resolution may pay a fixed sum for special services rendered or procured.

ARTICLE III. MEETINGS OF DIRECTORS

Section 1. *Regular Meetings.* A regular annual meeting of the Board of Directors shall be held annually at the principal office of the corporation or at such other place as the Board may designate. In addition, the Board of Directors may provide the time and place for the holding of additional meetings.

Section 2. *Notice of Meetings.* Meetings of the Board of Directors may be held with one day's written notice thereof sent by e-mail to each director at his address as shown in the records of the corporation. Such notice need not specify the purpose for which the meeting is called.

Section 3. *Quorum.* More than half of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4. *Manner of Acting.* Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. *Informal Action by Directors.* Action taken by a majority of the directors without a meeting is nevertheless Board action if written

consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 6. *Executive Director and Committees of the Board.* The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may appoint an Executive Director, with or without compensation, and constitute an Executive Committee and other committees.

Section 7. *Manner of Holding Meetings.* All meetings of the Board of Directors, including meetings of Committees, may be held in person, by telephone conference and/or by electronic means. Votes may be taken by voice, ballot or electronic means.

ARTICLE IV. OFFICERS

Section 1. *Officers of the Corporation.* The officers of the corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. *Election and Term.* The officers of the corporation shall be elected at the annual meeting by the Board of Directors and each officer shall hold office for one year or until his successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. *Chair.* The Chair shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors,

shall in general supervise and control all of the business and affairs of the corporation. The Chair shall, when present, preside at meetings of the Board of Directors if the Chairman of the Board is not present or if there is no Chairman of the Board. The Chair shall sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. *Vice Chair.* In the absence of the Chair or in the event of death, inability, or refusal to act, the Vice Chair, unless otherwise determined by the Board of Directors, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him the Chair or Board of Directors.

Section 8. *Secretary.* The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

ARTICLE V.
ADVISORY BOARD AND SUPPORTERS

- Section 1. *Advisory Board.* The Corporation may, at the discretion of the Board of Directors, form an Advisory Board of individuals who wish to support the corporation in its mission. Members of the Advisory Board will be invited to the Annual Meeting.
- Section 2. *Supporters.* Supporters will be invited to attend events promoted by the corporation, either in person or through virtual means. A nominal charge of \$5 may be charged to become a supporter. Supporters are not members and do not have any of the rights inherent in membership.

ARTICLE VI.
CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

- Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. *Loans.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer, Secretary or Chair of the corporation.
- Section 4. *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE VII.
GENERAL PROVISIONS

- Section 1. *Indemnification.* Officers, directors, employees and agents of the corporation shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elective or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.
- Section 2. *Fiscal Year.* The fiscal year of the corporation shall be fixed by the Board of Directors.
- Section 3. *Amendments.* Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or articles of incorporation) at such meeting.
- Section 5. *Distribution Upon Dissolution.* Upon dissolution, all of the corporation's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.
- Section 6. *Books and Records.* The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the corporation shall, at all times, during reasonable business hours, be subject to inspection by any director. The articles of incorporation and the bylaws of the corporation shall be available for inspection by any member at the principal office of the corporation.

The Secretary shall provide a copy of the minutes of each meeting to each of the directors by e-mail. Upon request, a copy will be provided by certified mail with return receipt.

Section 7.

No Financial Benefit to Any Private Member. Directors who have affiliations or financial interests that are conflicts of interest, or create even the appearance of conflicts of interest, with their official duties, shall disqualify themselves from decisions until such conflicts cease to exist.