

Junior League of Reno, Inc. Bylaws

Article I. Name

The name of this organization shall be the Junior League of Reno, Incorporated, hereinafter referred to as the "League" or "JLR."

Article II. Mission, Vision and Focus

Our Mission: The Junior League of Reno, Inc., is an organization of women committed to promoting voluntarism, developing the potential of women and improving communities through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

Our Vision: The Junior League of Reno creates a lasting impact on our community and enriches the quality of lives for women and children through innovative projects, effective advocacy, generous community grants and collaborative partnerships.

Our Focus: Promote and support programs for women and children in the greater Reno area around specific focus areas (see policies and procedures for more focus area details).

Article III. Membership in the League

The Junior League of Reno, Inc. does not discriminate on the basis of race, religion or national origin. The League reaches out to women of all races, religions and national origins who demonstrate an interest in and commitment to voluntarism.

Section I. Categories of Membership and Membership Requirements

The League shall admit only women over the age of twenty one (21) who comply with the requirements of the Association of Junior League's International (AJLI) new member curriculum. No member shall at any time be a member of more than one Junior League unless there are extenuating circumstances and the Board of Directors approves them. Additionally, active members may request flexibility with membership requirements in the event of life changes. The Board of Directors will approve all requests. The categories for membership shall be as follows:

- **New Member (Provisional):** A New Member is someone who is in the process of completing training and requirements to become an active member. New Members are not eligible to hold office or vote. They are required to fulfill two (2) volunteer hours as part of a class project that directly connects to the approved focus areas and two (2) volunteer hours applied to League approved fundraisers. Additionally, they are required to purchase one (1) ticket to a League sponsored fundraiser.
- **Active:** A member who has completed new member training and demonstrates Active membership through volunteer service to the community and the League. Active member requirements include payment of annual dues, completion of eight (8) hours of approved volunteer service per League year, attendance at a minimum of five (5) general membership meetings per League year, placement on a League committee and fulfillment of all fundraising requirements as outlined in the proceeding sections. Active members can hold office and vote. Additionally, those seeking additional flexibility can select one of two (2) active membership statuses: Platinum and Diamond. Members with these statuses are still required to fulfill

membership dues and other financial obligations. Diamond Members are not required to pay the fundraising obligation.

- **Sustainer:** Sustaining members are those members who have fulfilled the Active membership requirements for a minimum of seven (7) years and who continue to support the League and the community financially by maintaining their membership in the League. The exception is the Sustainer Chairperson; sustaining members are not eligible to vote.

- **Sustainer Emeritus:** Sustainer Emeritus is granted to a Sustainer member who has reached eighty (80) years of age and has requested Emeritus status. Upon being granted this status, the member shall no longer have a dues requirement to the League.

- **Member of Distinction:** A League member who has achieved fifty (50) years of service in any Junior League shall be granted the status of Member of Distinction.

- **Honorary:** An Honorary member is elected by a two-thirds (2/3) vote of the League Executive Officers. An Honorary member is one who has justified membership through interest in voluntarism, commitment to community service and contribution to the League. An Honorary member can be a current League member or in more instances, will be a member of the community.

Section II. Admission to Membership

Women who have an interest in developing their potential for voluntary community participation and willingness to acquire the skills, knowledge and experience that will enable them to perform effective voluntary services in the community may be admitted for membership in the League.

Section III. Privileges of Membership

A member shall be considered in good standing if she fulfills all membership obligations, as defined by the Bylaws, including, but not limited to, timely payment of dues, fulfillment of membership class requirements, participation in League activities and no violations of code of conduct including being placed on probation, as defined in the Policies and Procedures.

Only Active members in good standing may vote at meetings of the League, including the Sustainer Chair.

Section IV. Transfer, Inter-League, Seasonal, Non-Resident

Any Active or Sustaining member in good standing of the League may transfer membership to another League. A member who transfers to another League shall be granted the status consistent with the specifications of membership categories of the receiving League.

- **Inter-League:** Active, and Sustaining members, who will be residing temporarily in the League radius and who so formally request, shall be granted the Inter-League privilege for a period not to exceed one (1) year. The period may be extended for one (1) additional year. An Inter-League member shall comply with the requirements of the League and shall be entitled to all privileges of membership except the right to vote or hold office. Inter-League members shall be listed as a member of and pay dues to the sending League, which shall have the final responsibility in all matters.

- **Seasonal Inter-League:** A Sustaining member who resides for a portion of the year near the member's League and a portion of the year near another League, and who so formally requests, shall be granted the seasonal Inter-League privilege. The Sustaining member shall be listed as a member of and shall pay dues to the sending League, which shall have the final responsibility for the member in all matters.

- **Non-Resident:** An Active or Sustaining member who is living at a distance from the League service area, so as to make fulfillment of all membership requirements impossible. A non-resident member is responsible for paying annual dues but may not vote or hold office.

Section V. Disability Status

This status provides an option for a member who is unable to fulfill certain obligations of Active membership because of physical limitations. A member seeking Disability Status shall submit a written request to the Membership Development committee. Membership Development shall provide a report to the Board of Directors outlining appropriate modifications to the membership requirements. The Board of Directors shall vote on the status change.

Section VI. Resignation

Any Active or Sustaining member of the League, who is not in arrears financially, may resign at any time by giving written notice to the Board of Directors in care of the Secretary of the League.

Any New Member may resign in good standing at any time prior to becoming an Active member, without incurring additional financial or fundraising requirements.

Section VII. Reinstatement of Membership

A member, who resigned in good standing as defined in these Bylaws, may be reinstated upon payment of the dues currently payable. An individual whose membership was terminated for non-fulfillment of her membership obligations may be reinstated by a two-thirds (2/3) vote of the Board of Directors upon paying a reinstatement fee of \$25.00 in addition to annual dues for the current year. Members who resigned not in good standing will not be permitted to rejoin the League.

Any New Member wishing to reinstate will be required to repeat the New Member course in its entirety and fulfill all financial obligations, including dues and New Member fees. An Active member seeking reinstatement may do so upon paying annual dues and a Sustaining member may be reinstated if the member has successfully completed seven (7) active years in the League, exclusive of leaves of absence, prior to resignation.

Section VIII. Leaves of Absence

An Active member in good standing may submit in writing to Membership Development a request to go on a leave of absence for general purpose, educational, emergency, medical or maternity. The Board of Directors will approve all requests. Extensions will be granted on a case-by-case basis. Those on a leave of absence are not required to fulfill member requirements, except for annual dues and fundraising requirements.

Article IV. Code of Conduct

Section I. General Policy

Staff and League members shall work to engage and participate in ways that ensure a healthy and respectful environment. Staff and Members are expected to conduct themselves in an ethical, professional and responsible manner that upholds the Bylaws and Policies and Procedures at all League sponsored activities. The League will not condone the activities of staff or members who achieve goals by violating the law or League policies. Those that violate this Code of Conduct will be subject to the guidelines specified below.

Section II. Addressing Code of Conduct Violations

A League member or staff person accepts the responsibility to conform to all rules and regulations of the League. Failure to do so will justify appropriate disciplinary actions, including removal or probation. Violations are outlined in greater detail in the Policies and Procedures.

Section III. Immediate Suspension

Some offenses are so serious that immediate suspension will be taken, even if it is the first offense. Immediate suspension is an action undertaken for offenses committed by a League member or staff person including, but not limited to: threatening or inflicting serious bodily harm to another member; possession of illegal weapons or drugs; theft of League property or monies; acts of vandalism causing damage to League property. Immediate suspension will result in immediate membership termination. Suspended members will not be allowed to reinstate their membership with the League where the offense was documented. The VP of Member Development will document and manage the suspension accordingly. An opportunity for the offending member to appeal a decision of suspension will be determined by the Executive Officers on a case-by-case basis depending on the severity of the offense and must be agreed by the Board of Directors with a 2/3 vote.

Section IV. Probation

A member who has failed to fulfill all requirements or who is in violation of the Code of Conduct (see article IV section II) may be put on probation. The Membership Development committee along with the President will review and determine whether a member with an inadequate record will be placed on probation. The VP of Membership Development will notify the member under consideration, which will begin the Probation Review process. Probation will be evaluated over a three (3) month period. Probationary status is confidential. A member on probation may not be slated for office, attend League sponsored seminars or conferences or resign in good standing. If the member does not show improvement during the three (3) month period, removal from the League will commence. The review process shall remain confidential to protect the member in question.

Section V. Termination

A League Officer who fails to fulfill the duties of their assigned position or who violates the Code of Conduct (see article IV section II) may be terminated by the President with a minimum two thirds (2/3) vote of the Board of Directors. A member of any category who fails to fulfill the outlined member requirements, or alternative options, may be terminated by the Board of Directors with a two thirds (2/3) vote.

Article V. Conflict of Interest

The standard of behavior of the League is that all staff and members avoid conflicts of interest between the League and that of a personal or professional entity. Members and staff are to understand this policy is to protect the integrity of the League and maintain its reputation both internally and with the community served by the League. Upon or before election, hiring or appointment of an entity, staff and members will make a full, written disclosure of interests; relationships and holding that could potentially result in a conflict of interest. It is a requirement that all prospective League vendors and affiliates, with an estimated work requirement in excess of \$1,000, go through a three (3) bid process to ensure the integrity of the League's standards are upheld. This process will be evaluated and decided upon by the Board of Directors.

Article VI. Member Dues and Financial Requirements

The Board of Directors, in its authority to govern and manage the League, shall set the amount for membership dues and other fees. Changes to dues and fees shall be subject to the approval of the membership by 2/3 vote, and are defined in the League Policies and Procedures. League members are required to fulfill all financial requirements and no refunds will be given after a member has submitted payment for annual dues. Additionally, an increase in Association dues shall cause a corresponding increase in the dues of the League.

Section I. Annual Dues

All League members shall pay dues unless otherwise noted by the membership status below. Annual dues, including AJLI fees and New Member application fees, are outlined as follows:

- New Member: \$156 (\$104 dues + \$18 meeting fee + \$34 membership application fee)
- Active (includes Platinum and Diamond): \$122 (\$104 dues + \$18 meeting fee)
- Sustainer: \$104 dues
- Member of Distinction: None
- Honorary Member: None
- Sustainer Emeritus: None

Section II. Payment of Dues

Annual dues shall be payable on March 1 for all Active and Sustaining members. New Members that join during the Fall recruitment class shall have dues payable on October 1 and New Members that join during the Winter recruitment class shall have dues payable on March 1. Additional clauses are outlined in the League Policies and Procedures.

Section III. Fundraising Requirements

All Active members are required to contribute to the annual fundraisers by purchasing two (2) tickets total to a League approved fundraiser. New members are required to purchase one (1) ticket to a League approved fundraiser. Sustaining members are encouraged to participate in all League fundraising events but do not have a fundraising requirement.

Article VII. Executive Officers and Vice Presidents

Section I. Executive Board of Directors

The Executive Board of Directors shall include the President, President-Elect, Treasurer, Secretary and Sustainer Chair. These Executive Officers shall constitute the governance body that presides over the Vice Presidents otherwise referred to as the management body of the League. Officers of the governance and management bodies of the League are voting members and may be elected to serve a second term.

Section II. Board of Directors

The group of governance and management officers together may also be referred to as the Board of Directors. Active members of any status, in good standing, are eligible to serve on the Board of Directors.

For further explanation of the League governance hierarchy, reference the Organizational Structure chart located in the Policies and Procedures document.

- **President:** The President shall be the Executive Officer of the League, shall preside at the meetings of the League and the Board of Directors; shall be an ex-officio member of all committees. The President with guidance from the Board of Directors will create other committees as needed. She shall, in collaboration with the Treasurer, sign all contracts and obligations authorized by the Board of Directors.
- **President-Elect:** The President-Elect shall prepare to serve as President of the League and acquire training as needed. She shall manage the Bylaws, uphold the Strategic Plan and act as a liaison to the Community Advisory Council. The President-elect will also serve on the Fund Development Committee to assist with Community Enrichment Grants.
- **Secretary:** The Secretary is responsible for the keeping of all meeting minutes of the League. She is responsible for the custody of the seal of the League and the affixing of it. The Secretary shall be in general charge of the records of the League, other than financial records, and shall perform other duties as assigned by the League President.
- **Treasurer:** The Treasurer shall serve as the custodian of all funds of the League, including the investments of the League. She oversees the books, accounts, and is responsible for the preparation of the League budget as well as serving as the primary manager of League fundraisers and donor campaigns.
- **Sustainer Chair:** The Sustainer Chair will act as a liaison between sustainer members and the active membership. The Sustainer Chair is the only voting member of the sustaining membership.

The Vice Presidents of the League shall serve as the management sector of the organization that oversees committee level work. Those roles shall include:

- **VP of Fund Development:** serves as the leader overseeing all fundraising activities, manages donor relationships and database, oversees the Community Enrichment Fund and provides recommendations to the Board of Directors and duties as assigned as they relate to fund development.

- **VP of Community Impact:** serves as the leader overseeing volunteer opportunities, advocacy work, drives the implementation of Issue-based community impact, and ensures issue areas remain the focus through League projects.
- **VP of Communications:** serves as the leader overseeing community outreach opportunities and public relations; she will develop an annual media plan and work with members to assist in promotion of League events and projects.
- **VP of Membership Development:** serves as the leader overseeing the successful placement of members to committees, provides recommendations for incoming slate to Board of Directors for approval and voting from members, ensures all members receive annual training and mentorship opportunities and work with the Office Manager to ensure membership requirements are upheld.
- **VP of New Member:** serves as the leader overseeing the recruitment, training and retention of new members; ensures new members receive the resources needed to be successful active members.

Section I. Eligibility and Tenure

The Executive Officers and Vice Presidents shall be slated and the slate in its entirety shall be approved by 2/3 vote at the general membership meeting during the spring of each League year. All League approved positions shall serve one-year terms with the option to be elected to serve a second term via the annual slating process.

Section II. Confidentiality

Each member serving on the Board of Directors shall be required to sign and adhere to a strict Confidentiality Agreement annually. Breach of the Confidentiality Agreement shall be subject to probation, removal from the Board of Directors, and may result in removal from the League.

Section III. Meetings

The regular meeting of the Board of Directors shall be open to the membership at any time. If there are sensitive topics to be discussed, the Board will place those items in a closed portion of the meeting agenda, called an executive session, to adhere to confidentiality policies. At the discretion of the Board of Directors, guest attendees may be asked to sign a confidentiality agreement. The President may call special meetings. Special meetings may also be called at the written request of a minimum of three (3) Board of Directors.

Section IV. Voting and Quorum

All Board of Directors, including the President of the League, shall be voting members at Board of Directors meetings. A majority of the voting members of the Board shall constitute a quorum.

At General Membership Meetings, one-third (1/3) of the active membership will constitute a quorum and two-thirds (2/3) approval will be required to pass a vote.

Section V. Resignation

Any member of the Board of Directors of the League may resign from office at any time. Such resignation shall be made by written notice, and shall take effect at the time specified therein.

Section VI. Removal

A Board member may be removed from office if any financial requirements, Bylaws, Code of Conduct or Policies are violated as stated per the previous Code of Conduct section previously.

Section VII. Vacancies

When a vacancy occurs in any Board of Directors position, the vacancy shall be filled by appointment upon a majority vote of the Board of Directors. Whenever possible, the vacancy shall illicit recommendation(s) from the Membership Development committee. When a vacancy occurs in the office of the President, the President-Elect shall fill the vacancy.

Article VIII. Committees

The goal of Membership Development is to achieve quality placement for each member of the League. Placement on a League committee is a requirement of all active members, unless the member has been approved for alternative options, and provides an opportunity for all classes of members to receive training and professional development. Double committee placement is not encouraged and requires majority approval by the Board of Directors.

Section I. Standing Committees

All committees of the League are defined in the League Policies and Procedures. The approved committees of the League shall consist of the following:

- Fund Development
- Community Impact
- Communications
- New Member
- Membership Development
- Sustainer

Section II. Ad Hoc Committees

Ad hoc committees will be developed at the discretion of the Board of Directors. Such committees will vary and will be a secondary placement, and voluntary, for all active and sustaining members.

Article IX. League Staff

The League may hire a paid staff member to serve as the Office Manager for the organization or additional staff as deemed necessary by the Board of Directors. The hiring and initial salary of staff is at the discretion of the Executive Officers and does not require a vote by membership. Voting by the Board of Directors is required for a salary increase, bonus or other financial change that would impact the current annual budget.

Article X. League Office and Operations

The League shall comply with all office and operational policies identified in the Policies and Procedures document. Such policies will ensure due diligence and security enforcement of League property and functions.

Article XI. Email Policy for League Staff and Officers

The purpose of this Policy is to establish an understanding of the general terms and conditions under which employees and Board of Directors will use email and how they will use it.

Article XII. Fiscal Policies

Section I. Fiscal Year Defined

The League fiscal year will begin on June 1 and will end on May 31.

Section II. Bonding

Board of Directors who handle any League funds must be bonded. This includes the League President, President-Elect, Treasurer, Secretary, VP of Fund Development and the Office Manager.

Section III. Budget(s) of the League

The annual budget of the General Fund will be presented by the Treasurer to be approved by the Board of Directors. The budget will be presented to the membership in the spring prior to the next League year. Budget recommendations and requests must be submitted to the Treasurer no later than February. This does not guarantee recommendations will be included in the budget for approval.

Budget extensions must be presented to the President and Treasurer for approval. Additionally, the Board of Directors must notify all members regarding emergency expenditures as well as any changes to the Budgets. In the event of a budget shortfall, natural disaster, or other extenuating circumstances, the Board of Directors may impose budget cuts during the League year. The membership will be informed of any budget cuts at the next general membership meeting.

As standard practice, all purchases in excess of \$1,000.00 shall receive three (3) bids. In the event of a sole-source provider, documentation must be provided as to why three (3) bids were not obtained. Record of this process will be facilitated by the office manager and filed by the Secretary of the League.

Section IV. Audit

The books of the League shall be audited at a minimum of every-other-year by a certified public accountant. In the event of a major event or fiscal change, the Board of Directors may request an audit be conducted in off years. Additionally, the summary of the audit will be presented at a general membership meeting to provide full disclosure of recommendations.

Section V. League Accounts and Management of Funds

Policies related to League financial accounts and deposits of money are addressed in the Policies and Procedures.

Section VI. Expenditures

When an Executive Officer or Vice President of the League entertains a non-member for purposes of furthering League business, the expenses are reimbursable if pre-approved in writing by the President and Treasurer. The following guidelines outline amount of expenditures and type. Additionally, no League member can use the League as a vehicle to promote his or her private businesses. If a League member wishes to obtain business from the League they are required to comply with the League bid process. Non-reimbursable expenditures are outlined in the League Policies and Procedures.

Section VII. Budget Extension

Budget extensions will be submitted in writing via the Budget Extension Checklist to the Board of Directors.

Section VIII. Travel Policy

All expenses incurred during travel are to be approved prior to such travel by the President and Treasurer. Travel expenses will be budgeted during the year prior and any additional expenses will require a majority vote of approval by the Board of Directors. As defined in the League Policies and Procedures, only members in good standing will be allowed to travel on behalf of the League.

Section IX. Cash Handling

The cash handling policies apply to all League members and for all League sponsored events and programs. No individual member may handle cash or transactions on behalf of the League without another member present. All money management process and handling shall be approved, reviewed and overseen by the Board of Directors in collaboration with the Treasurer and the committee requesting allocation of funds. Failure to follow the defined policies will result in the member(s) violating Code of Conduct and thus will begin a review process to determine corrective action. Additionally, all cash and checks shall be handled in a manner, which protects the League assets and members from potential loss or harm.

Section X. Loans

No loans shall be contracted on behalf of the League and no evidence of indebtedness shall be issued in its name unless authorized by vote of the Board of Directors. Such authority may be general or confined to specific instances.

Section XI. Community Assistance Fund

The Community Assistance Fund is a discretionary fund administered by the Executive Officers. The purpose of the Community Assistance Fund is to help meet immediate and specific emergency needs of a critical human nature. These League initiated requests shall not exceed one thousand dollars (\$1,000.00) each to a maximum of two thousand dollars (\$2,000.00) per year.

Section XII. Investment Policy

See Policies and Procedures document for policy information.

Article XIII. Privacy of Information

The League is committed to protecting the privacy of its donors, Board of Directors, staff and stakeholders. In addition to this policy, the League's Confidentiality Policy binds the Board of Directors and staff. Subsequent policies are outlined in Policies and Procedures..

Article XIV. Gift Acceptance

The purpose of this Gift Acceptance Policy Statement is to establish an understanding for the League, its Board of Directors, members and employee(s), donors and professional advisors as to the general terms and conditions under which gifts may be accepted. This policy statement shall be supplementary to any other policies that may be considered with respect to particular gifts, and programs.

Article XV. Fundraisers

Fund Development is an established component of the League that receives contributions from several sources. The objective is to raise money from several sources including individuals, corporations and foundations. Funds are generally raised through annual campaigns, fundraising events and other appeals.

All other policies and procedures are identified in the Policies and Procedures document.

Article XVI. Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the Parliamentary Authority for all matters not specifically covered by these Bylaws and Policies and Procedures.

Article XVII. Meetings

Section I. General Membership Meetings

General Membership Meetings (GMMs) are held monthly. Notice stating the date, location, and time of the meeting shall be e-mailed no less than seven (7) days before the date of the meeting.

Section II. Annual Meeting

The annual meeting shall be held in May and will include an annual review given by the President.

Section III. Special Meetings

The President calls special Meetings at any time. A written notice stating the location, date, time, and purpose of the meeting shall be e-mailed by the President seven (7) days after receipt of a request for a special meeting and at least ten (10) days before the date set for the Special meeting. No business other than business directly related to the purpose for the special meeting shall be transacted at a special meeting.

Section IV. Attendance

Active members shall attend five (5) General Membership Meetings during the fiscal year. Absences will be reviewed by Membership Development and discussed with the Board of Directors.

Article XVIII. Voting

Section I. Voting Process

Official voting policies are available in the Policies and Procedures document.

Motions will be adopted by a two-thirds (2/3) vote at Board of Directors meetings and GMMs.

Quorum will constitute one-third (1/5) of the active members in good standing at a GMM or a majority of board members at a Board of Directors meeting.

Section II. Absentee Ballots

Notice of a vote must be emailed to membership no later than seven (7) days prior to the scheduled meeting. Absentee ballots are available through the Junior League of Reno office and required to be submitted to the Junior League Office at the start of the voting meeting. Absentee ballots may be submitted in person to the Junior League office or to the office via email.

Article XIX. Social Media Policy

This policy governs the publication of and commentary on social media by employees, Board members, and volunteers of the League. For the purposes of this policy, social media means any facility for online publication and commentary, including without limitation blogs, wiki's, social networking sites such as Facebook, LinkedIn, Twitter, Flickr, and YouTube. This policy is in addition to and complements any existing or future policies regarding the use of technology, computers, e-mail and the internet. Refer to Policies and Procedures for further clarification.

Article XX. Capitalization Policy

The Capitalization Policy provides direction to capitalization of property acquired and owned by the League for accounting, auditing and financial reporting purposes. The policy applies to any item(s) valued at more than \$1,000. For additional information refer to Policies and Procedures.

Article XXI. Document Retention

The document retention policy establishes standards for document integrity, retention, and destruction of sensitive materials.

Article XXII. Suspected Misconduct, Dishonesty, Fraud and Whistle-Blower Protection

The League is committed to the highest possible standards of ethical, moral, and legal conduct. Consistent with this commitment, this policy aims to provide an avenue for employees, Board members, consultants, and volunteers to raise concerns about suspected misconduct, dishonesty, and fraud and to provide reassurance that they will be protected from reprisals or victimization for whistle-blowing in good faith.

Article XXIII. Public Disclosure

In accordance with Federal and State Law, and in the interest of public disclosure, the League will make available to the public the following documents, which will be available at the League office.
Annual Report

Audited Financial Statements
Articles of Incorporation
By-Laws
IRS form 990
IRS form 1023
Policy Statements

The League will make the form 990-T (Exempt Organization Business Income Tax Return) available to the public for any years in which it files the form.

Section I. Notice of Availability

Notice of the availability of these documents will be made in League publications including the annual report and on the League website.

Article XXIV. Transparency and Accountability Disclosure of Financial Information

By making full and accurate information about its mission, activities, finances, and governance publicly available, the League practices and encourages transparency and accountability to the general public. This policy will:

- Indicate which documents and materials produced by the League are presumptively open to staff and/or the public
- Indicate which documents and materials produced by the League are presumptively closed to staff and/or the public
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

Section I. Financial and IRS documents

The League shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws and policies, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Section II. Means and Conditions of Disclosure

The League shall make “Widely Available” the aforementioned documents on its internet website: www.jlreno.org to be viewed and inspected by the general public.

- a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- c) The League shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

- d) The League shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

Section III. IRS Annual Information Returns (Form 990)

The League shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section IV. League Officers and Board of Directors

- a) All deliberations at Board of Directors meetings shall be open to the public except where the board passes a motion to make any specific portion confidential.
- b) All Board of Directors meeting minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- c) All papers and materials considered by the Board of Directors shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

Section V. Staff Records

- a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- b) No staff records shall be made available to any person outside the League except the authorized governmental agencies.
- c) Within the League, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- d) Staff records shall be made available to the Board of Directors when requested.

Section VI. Donor Records

- a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- c) Within the League, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- d) Donor records shall be made available to the Board of Directors when requested.

Article XXV. Indemnification

Section I. Scope

Except as prohibited by Chapter 78 of the Nevada Revised Statutes, every member of the League Board of Directors shall be entitled as a matter of right to be indemnified by the League in connection with any actual or threatened claim, action, suit or proceedings, civil, criminal, administrative, investigative or other, whether brought by or in the right of the League or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a member of the League Board of Directors or by reason of the fact that such person is or was serving at the request of the League as a director, officer, employee, fiduciary or other representative of the League or another corporation, partnership, joint venture, trust, employee benefit plan or other entity, that no such right of indemnification shall exist with respect to an action brought by a member of the League Board of Directors against the League other than in a suit for indemnification. Such indemnification shall include the right to have expenses incurred in connection with an action paid in advance by the League prior to final disposition of such action, subject to such conditions as may be prescribed by law, and any liability incurred in connection with an action paid. As used herein "expense" shall include, among other things, fees and expenses of counsel and "liability" shall include, among other things, amounts of judgment, excise taxes, fines and penalties, and amounts paid in settlement.

Section II. Liability

To the fullest extent that Chapter 78 of the Nevada Revised Statutes permits elimination or limitation of the liability of directors and officers, no member of the League Board of Directors shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director or officer. Any amendment or repeal of this Article which has the effect of increasing director or officer liability shall operate prospectively only, and shall not affect any action taken, or any failure to act, prior to its adoption.

Section III. Insurance

The League may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any action, whether or not the League would have the power to indemnify such person against such liability or expense by law or under the provisions of this Section 2. The League may make other financial arrangements, which may include, among other things, a trust fund, program of self-insurance, grant of a security interest or other lien on any assets of the League, or establishment of a letter of credit, guaranty or surety (as set forth in Chapter 28 of the 1987 Statutes of Nevada), to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section IV. Non-exclusive

The right of indemnification provided herein (i) shall not be deemed exclusive of any other right, whether now existing or hereafter created, to which those seeking indemnification hereunder may otherwise be entitled, (ii) shall be deemed to create contractual rights in favor of persons entitled to indemnification hereunder, (iii) shall continue as to persons who have ceased to have the status pursuant to which they were entitled or were designated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representative of persons entitled to indemnification hereunder, and (iv) shall be applicable to actions, suits or proceedings commenced after the adoption of this Section 2, whether arising from acts or omissions occurring before or after the adoption hereof. The right of indemnification provided for herein may not be amended, modified or repealed so as to limit in any way

the indemnification provided for herein with respect to any acts of omissions occurring prior to the adoption of any such amendment or repeal.

Section V. Other Types of Indemnification

- **Mandatory Indemnification.** The League shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- **Permissible Indemnification.** The League shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- **Indemnification of Officers, Agents and Employees.** An officer of the League who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Nevada law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Article XXVI. Dissolution

In the event of dissolution of the League, the assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to such corporations as the League Officers and Directors shall determine, which are organized and operated exclusively for charitable purposes and which have established their status as a tax exempt organization under 501 (c) (3) of the U. S. Internal Revenue Code.

Article XXVII. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote at any GMM or special meeting provided that the proposed amendments have been emailed to each active member at least seven (7) days prior to the date of the voting meeting. The Board of Directors can create a substitution of the Bylaws to eliminate the need for line-by-line changes. The complete substitution must be voted on at the BOD level and confirmed by a two-thirds (2/3) vote at the membership level. Policies and Procedures may be amended by a two-thirds (2/3) vote at any BOD meeting. The proposed substitution must be emailed to each board member at least seven (7) days prior to the date of the voting meeting.

Article XXVIII. Miscellaneous Provision

Refer to the Policies and Procedures document.