

**AMENDED AND RESTATED BYLAWS
WASHOE COUNTY BAR ASSOCIATION**

ARTICLE 1

Name and Purpose

Section 1.01. Name. This Association shall be called WASHOE COUNTY BAR ASSOCIATION.

Section 1.02. Purpose. The purpose of this Association is to encourage the practice of law as a profession; to promote the administration of justice; to encourage a thorough and continuing legal education program; to maintain the honor and integrity of the legal profession; to promote the highest standards of ethics among the members of the Association in accordance with the Canons of Ethics of the American Bar Association and the Nevada Supreme Court Rules governing attorney conduct; to advance the interests of other members of the legal profession in Washoe County, Nevada with respect to public relations and the influence of the profession on the economic, social and cultural life of the community.

Section 1.03. Non-Profit Association. This Association does not contemplate pecuniary gain or profit for its members. No part of the net earnings of the Association shall inure to the benefit of any member or individual, nor shall any compensation be paid to any member by the Association. In the event of liquidation or dissolution of this Association, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds. It is intended that the purposes and activities of the Association, as well as any disposition of its assets, shall at all times conform to Section 501(c) of the Internal Revenue Code, relating to exempt organizations.

ARTICLE 2

Membership

Section 2.01. Classes. Membership shall be divided into eight (8) categories. Category A, Honorary Members over 40 years; Category B, Sustaining Members; Category C, Over Ten Years; Category D, Six to Ten Years; Category E, Zero to Five Years; Category F, retired/semi-retired from private practice of law membership; Category G, student membership (student enrolled in law school); Category P, Paralegal/Legal Assistant membership; Category S, Social Membership.

Section 2.02. Category A, Honorary Members. Persons of distinction who are members of the legal profession may be elected to honorary membership in the Association by the Executive Board and approval by the Association. Persons who are

current WCBA members with forty (40) or more years of membership in the Nevada Bar, and new admittees from time of admission to the Nevada Bar until December 31st of the year of admission, will be automatic honorary members.

Section 2.03. Category B, Sustaining Members. Any person admitted to the Nevada Bar who wishes to volunteer additional financial support for the Association and its services in the amount of or greater than specified in Article 10, Section 10.01 of these bylaws.

Section 2.04. Category C, Over Ten Years. Any person admitted to the Nevada Bar over ten (10) years prior to the current year.

Section 2.05. Category D, Six to Ten Years. Any person admitted to the Nevada Bar six to ten (6-10) years prior to the current year.

Section 2.06. Category E, Zero to Five Years. Any person admitted to the Nevada Bar zero to five (0-5) years prior to the current year.

Section 2.07. Category F, Retired Membership. Any person admitted to the Nevada Bar who is semi-retired or retired from the active practice of law or who is employed by a recognized non-profit legal service provider such as Washoe Legal Services., Nevada Legal Services, Senior Law Project or Volunteer Attorneys of Rural Nevada, and law clerks..

Section 2.08. Category G, Student Membership. Any person currently enrolled in law school.

Section 2.09. Category S, Social Membership. Any person on inactive status or not admitted to the Nevada Bar and approved by the Executive Board, may apply for social membership. Social members are entitled to all membership privileges and discounts, except as provided in Article 3.

Section 2.10 Category P, Paralegal/Legal Assistant membership (does not require any specific credentials or test, nor does it confer upon any paralegal members any endorsements or accreditation.

Section 2.11. Voting Rights. All classes of members shall have voting rights in the Association, with the exception of Category G (student members) and Category S (social members).

Section 2.12. Termination or Suspension of Membership. Membership may be terminated or suspended, as appropriate, by resignation, by nonpayment of dues, by suspension or disbarment by the Supreme Court of Nevada, or by expulsion by a three-fourths (3/4) vote of the members present at a meeting called pursuant to Section 9.02 for the purpose of considering the matter. There shall be opportunity during such a meeting for a hearing before a vote is taken.

ARTICLE 3

Voting and Other Privileges

Section 3.01. Voting. All members, with the exception of members in Category G (student members) or Category S (social members), who are not delinquent in payment of dues shall be entitled to one (1) vote.

Section 3.02. Other Privileges. All categories of membership shall be entitled to attend and participate in meetings of the Association, provided they are not delinquent in their dues. Neither Category G (student members) nor Category S (social members) are eligible to become officers in the Association.

ARTICLE 4

Officers

Section 4.01. Government. The government of the Association shall be vested in the members of the Association and in an Executive Board consisting of the officers and such other members as provided in the Bylaws of the Association.

Section 4.02. Officers. The Association shall have the following elected officers; a Vice President, a Secretary, a Treasurer, and a Sergeant-at-Arms. The President shall be a non-elected office filled by the person who has served as the Vice President during the previous year.

ARTICLE 5

Nomination and Election

Section 5.01. Annual Election. The Association shall hold a regular annual election of officers of the Association during the month of June or as soon thereafter as is reasonably possible.

Section 5.02. Nomination Committee. The Executive Board shall propose a slate of candidates for the various offices, with the exception of the President. The Secretary shall notify the membership of the slate of candidates no less than ten (10) days prior to the date of the annual meeting of members and by identifying the slate of candidates at a monthly meeting of the Association held during the month prior to the annual election or in a monthly periodical published by the Association.

Section 5.03. Election and Term of Office of Officers. All officers shall be elected annually by the active members of the Association and shall hold office for a

term of one (1) year or until the installation of their successors. The Vice President shall automatically become the President upon the expiration of the term of the person serving as President, and the President shall hold office for a term of one (1) year or until the installation of his/her successor.

Section 5.04. Votes to Elect. The officers shall be elected by a plurality of votes cast at the annual election.

Section 5.05. No Proxy Voting. No member may vote by proxy.

Section 5.06. Installation. The installation of the newly elected officers shall take place during the Annual Election meeting or during the month following their election.

ARTICLE 6

Duties of the Officers of the Association

Section 6.01. President. It shall be the duty of the President to preside at all meetings of the Association. With the advice of the Executive Board, he may appoint members to committees as the Executive Board may from time to time direct or as may from time to time seem to him in the best interests of the Association. He shall have such other powers and perform such other duties, not inconsistent with the Association's Bylaws, as usually are possessed or exercised by presiding officers. He shall be an ex-officio member of all committees and shall be the presiding officer of all meetings of the Executive Board. The President shall be the WCBA representative to the Second Judicial District Court Bench Bar Committee.

Section 6.02. Vice President. It shall be the duty of the Vice President to assist the President of the Association in performance of his duties and to perform such other duties as may be assigned to the Vice-President, not inconsistent with the Association's Bylaws. The Vice President may act, at the direction of the President, as a liaison to the Washoe Legal Services Board, or its successor entity. However, other officers of the Association may act, at the direction of the President, as a liaison to the Washoe Legal Services Board, or its successor entity.

Section 6.03. Secretary. It shall be the duty of the Secretary to keep a record of all meetings of the Executive Board, together with a record of all matters of which a record may be ordered by the Association or its Executive Board. In the absence of an Executive Director, he shall notice all meetings and keep a record of the names and addresses of all members of the Association, which records shall be kept at the offices of the Washoe County Bar Association. In the absence of an Executive Director, he shall have custody of all records, reports, and other papers belonging to the Association. He shall perform such other duties as may be assigned to him by the Association, the Executive Board or the President.

Section 6.04. Treasurer. The Treasurer shall collect and take charge of, and under the direction of the Executive Board shall disburse, all funds of the Association. He shall keep an accurate record of all receipts and disbursements of the Association which shall be open to the inspection of any member of the Executive Board. At the last regular meeting of the Executive Board, prior to the annual meeting of members, he shall make a full report of all receipts and disbursements of the last year, and shall make an identical report to the members at any annual meeting, or in the absence of an annual meeting, shall cause this report to be published and distributed to the membership. The Treasurer shall be the WCBA designated representative to Washoe County Bar Foundation. The Treasurer may delegate any or all of the above duties (other than the Foundation representation) to the Executive Director, but shall oversee the execution thereof.

Section 6.05. Sergeant-at-Arms. The Sergeant-at-Arms shall control the demeanor of members at meetings. He is the parliamentarian of the Association and Chairman of the Publication and Publicity Committee and shall oversee the publication of the Writ. He shall perform such other duties and functions as may be delegated to him by the President.

Section 6.06: Certain Prohibitions on Conduct of Officers, the Executive Director, and the Associate Director. (a) Neither the President nor the Executive Director of the Association shall, in his or her official or individual capacity, during the period of occupancy of his or her position, publicly oppose, endorse, or permit the use of his or her name regarding any candidate for Washoe County District Attorney, Reno City Attorney, or Sparks City Attorney; or any candidate for elective or appointive judicial office in the state courts of Nevada.

(b) The Vice President, Secretary, Treasurer, Sergeant-at-Arms, and Associate Director of the Association shall not, in their official capacity, publicly oppose or endorse any candidate for Washoe County District Attorney, Reno City Attorney, or Sparks City Attorney; or any candidate for elective or appointive judicial office in the state courts of Nevada.

(c) Nothing in this Section shall prevent an officer, Director or Associate Director of the Association from making a contribution to any such candidate, so long as the contribution is made solely in their individual capacity, with no identification of their status as an officer, Director or Associate Director of the Association, either for identification or attribution purposes.

(d) Nothing in this Section shall prevent an officer of the Association from becoming a candidate for Washoe County District Attorney, Reno City Attorney, or Sparks City Attorney or becoming a candidate for elective or appointive judicial office in the state courts of Nevada or serving on any judicial selection committee.

ARTICLE 7

Executive Board

Section 7.01. Composition. The Executive Board shall consist of the duly elected officers.

Section 7.02. Powers and Duties. The Executive Board shall manage and control the business and affairs of the Association and shall determine its policies, subject to and in accordance with the Bylaws of the Association. All appropriations of funds of the Association shall be made by the Executive Board, unless ordered by a majority of the members voting at a meeting of the members. The Executive Board shall approve all expenditures incurred by or on behalf of the Association and shall review, at least annually, the accounts of the Treasurer, including all bank balances. The Executive Board may hire an Executive Director and other staff to be responsible for administering and implementing all decisions of the Executive Board.

Section 7.03. Meetings. The Executive Board shall meet at the call of the President and the Secretary shall keep a record of its proceedings. It shall make its own rules as to times, places and notices of its meetings and shall make its own rules of procedure. A special meeting of the Executive Board may be called at any time by any officer of the Association.

Section 7.04. Quorum. A majority of the members of the Executive Board shall constitute a quorum. The act of the majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board unless the act of a greater number is required by the Act, the Articles of Incorporation or these Bylaws.

Section 7.05. Action Without a Meeting. Any action that may be taken at a meeting of the Executive Board or of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before or after the action by ratification by all of the members of the Executive Board or all of the members of the committee, as the case may be. E-mail approval of all the members of the Executive Board may be acted upon, but the Executive Board shall approve the action at some time thereafter during the course of an Executive Board meeting or by a resolution.

Section 7.06. Vacancies. If the office of an elective member of the Executive Board shall become vacant, such office shall be filled for the unexpired term by a majority vote of the remaining Executive Board members.

ARTICLE 8

Meeting of General Membership

Section 8.01. Annual Election and Regular Meetings. There shall be an annual meeting of the Association. The annual meeting shall be held in the month of June (or as soon thereafter as is reasonably possible), at a time and place designated by the President for the purpose of electing new officers, and there shall be such other regular meetings that shall be called by the President. All meetings of this Association shall be held in the room or place and at the hour of the day as designated by the President of the Association.

Section 8.02. Special Meetings. Special meetings may be called at anytime by the President, or by a written notice signed by not less than fifty (50) members of good standing of the Association.

Section 8.03. Exercise of Powers. At all meetings and adjournments thereof, however duly called, at which a quorum is present, all powers of the Association may be exercised, except as otherwise provided in the Bylaws.

Section 8.04. Quorum. The presence of at least fifteen (15) active members shall be necessary to constitute a quorum at any meeting of the Association.

ARTICLE 9

Order of Business

Section 9.01. Executive Board Regular Meetings and Board Meetings. At each meeting of the Association, and at such meeting of the Executive Board, the order of business shall be determined by the President.

Section 9.02. Change in Order. The order of business may be changed by vote of the majority of the members present. Roberts Rules of Order shall govern at all meetings of the Association, so far as the same are not inconsistent with the provisions of the Articles of Incorporation and Bylaws of the Association.

ARTICLE 10

Dues

Section 10.01. Annual Dues. The dues of active and associate members shall be fixed and determined from time to time in accordance with Articles 11 and 12 of these Bylaws. Until and unless otherwise determined by the Executive Board and the members of the Association, the annual dues shall be as follows:

Category A – HONORARY MEMBER – A current member of WCBA in practice in Nevada over 40 years	\$ <u>80.00</u>
Category B – SUSTAINING MEMBER – Any member who wishes to volunteer financial support for the WCBA and its services.	\$ <u>200.00</u>
Category C – OVER 10 YEARS – Admitted to the Nevada Bar over 10 years ago, inclusive.	\$ <u>175.00</u>
Category D – 6 TO 10 YEARS – Admitted to the Nevada Bar between 6 and 10 years ago, inclusive.	\$ <u>135.00</u>
Category E – 0 TO 5 YEARS – Admitted to the Nevada bar in the last five years.	\$ <u>105.00</u>
Category F – RETIRED MEMBERSHIP (and other members identified in Section 2.07 above) – Available to anyone admitted to the Nevada Bar who is semi-retired or retired from the active practice of law or who is employed by a recognized non-profit legal service provider such as Washoe Legal Services.	\$ <u>80.00</u>
Category G – STUDENT MEMBERSHIP – Available to any student currently enrolled in law school	\$ <u>30.00</u>
Category P – PARALEGAL/LEGAL ASSISTANT MEMBERSHIP	\$ <u>50.00</u>
Category S – SOCIAL MEMBERSHIP – Available to anyone on inactive status or not admitted to the Nevada State Bar.	\$ <u>95.00</u>

Section 10.02. Failure to Pay Annual Dues. Annual dues shall be payable on or before January 1 of each calendar year. Any member failing to pay his dues on or before March 1 of any calendar year may be suspended by the Executive Board after notice, and thereafter shall be reinstated only by payment of all dues.

ARTICLE 11

Committees

Section 11.01. Committees. There may be committees that the Executive Board may from time to time establish.

Section 11.02. Vacancies. The President shall have the power to fill vacancies on any committee.

Section 11.03. Meetings. Each committee shall fix its own times, places, and notices of meetings and shall adopt rules for its own proceedings consistent with the Articles of Incorporation and Bylaws of the Association. Each committee shall keep a record of all its proceedings. A majority shall constitute a quorum at committee meetings.

ARTICLE 12

Amendment

These Bylaws may be amended by the affirmative vote of two-thirds of the Executive Board or members of the Association present and voting at any meeting thereof provided that notice of the proposed amendment shall have been given by the Secretary to all members at least fifteen (15) days before the meeting at which the amendment is offered.

ARTICLE 13

Effective Date

These Bylaws shall take effect immediately upon their adoption.

ARTICLE 14

Miscellaneous

Section 14.01. Subheadings. The subheadings of the Articles and Sections of these Bylaws are for convenience only and are not a part of the Bylaws and do not limit or amplify the terms and provisions of these Bylaws.

Section 14.02. Partial Invalidity. If any provisions of these Bylaws shall for any reason become unenforceable or invalid, the remaining provisions shall nevertheless remain in effect unless amended or repealed.

Effective March 9, 1983.

Amended March, 1997

Amended - 2002

Amended - May, 2005

Amended and Restated - April, 2008

Amended and Restated - December, 2010

Amended June, 2012

Amended - April, 2013

Amended – August, 2017

Amended – February 2019