

# **The North American Basque Organizations, Inc.**

## **A Nevada Non-Profit Public Benefit Corporation**

### **Book of By-Laws**

#### **Article I**

##### **Office**

The principal office of the corporation shall be located in the law offices of Vaughan, Hull, Marfisi & Goicoechea, 530 Idaho Street, Elko, Nevada. The corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

#### **ARTICLE II**

##### **Members**

##### **Section 1: Classes**

The Corporation shall have two (2) classes of members - A General Membership and an Associate Membership. The General Member entertains full rights and privileges as outlined in the Book of By-Laws. Associate membership is available only to qualified clubs of 50 members or less, that are supportive of North American Basque Organizations, Inc. but are unable to participate as a General Member. An Associate Member may attend meetings but does not have voting privileges. Associate Members are entitled to all correspondence and minutes.

(Amendment 3: February 25, 1984)

##### **Section 2: Election and Qualifications**

To be eligible for general or associate membership, an organization of Basque membership in North America may apply by completing an application supplied by North American Basque Organizations, Inc. and submitting it, along with a copy of applicant's current By-Laws and a copy of applicant's membership list of paid members of the previous year. All information will be held in confidence and be available only to the Board of Directors of this Corporation (Amendment 4: February 25th, 1984). Basque Clubs or organizations seeking membership in the North American Basque Organizations, Inc. must complete and submit the Basque Government Registration forms at the same time as they apply to join the North American Basque Organizations, Inc. (Amendment 14: Aug. 30, 1997) Membership will be granted upon two-thirds ( $\frac{2}{3}$ ) approval by vote of the Board of Directors of North American Basque Organizations, Inc. (Amendment 4: February 25th, 1984)

##### **Section 3: Definitions**

- a. Meetings: include both regularly scheduled meetings and special meetings.
- b. Member: means a general or associate organization of Basque membership as set forth in Article II, Section 2, of these by-laws, which is officially affiliated with the North American Basque Organizations, Inc.

- c. Board of Directors, Board, Voting Representatives and Delegates: are inclusive terms for the representatives selected by each member and possess the voting rights to act on behalf of those members for carrying out the affairs and business of the North American Basque Organizations, Inc.

#### **Section 4: Dues:**

The Board of Directors (Delegates) may determine from time to time the amount of annual dues payable to the Corporation by members. Said dues shall be payable on or before January 1 of each year for the following year, but no later than June 1st. Should any member be unwilling to pay any increase in annual dues, they may resign as a member and thereby be discharged of paying such dues. Members need to be current in dues to be eligible to be counted for quorum and N.A.B.O. programs.

#### **Section 5: Voting Rights**

Each General Member club of North American Basque Organization, Inc. which has paid its annual dues is entitled to have two (2) voting representatives (Delegates) who shall also be on the Board of Directors of this corporation and shall each be entitled to one (1) vote on each matter submitted to vote.

#### **Section 6: Resignation**

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued against such member and unpaid.

#### **Section 7: Reinstatement:**

Upon written request by a former member and filed with the secretary, the Board of Directors (Delegates) by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors (Delegates) may deem appropriate.

#### **Section 8: Transfer of Membership**

Membership in this Corporation is not transferable or assignable.

### **ARTICLE III Meeting of Members**

#### **Section 1: Annual Meeting**

An annual meeting of the Board of Directors shall be held during any month of the year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors (Delegates) shall cause the election to be held at a special meeting of the Board of Directors as reasonably soon thereafter as may be arranged.

## **Section 2: Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the Board of Directors (Delegates).

## **Section 3: Place of Meeting**

The Board of Directors (Delegates) shall designate any hour and place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors (Delegates). If a special meeting be otherwise called, the person or persons authorized to call such meeting shall fix the time and place for holding such special meeting called by them.

## **Section 4: Notice of Meetings**

Notice of the date, hour and place of any meeting of Board of Directors shall be given to each of the Board of Directors (Delegates) who is entitled to vote at such meeting and to member organizations, not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

## **Section 5: Informal Action by Members**

If action is required by law, it will never be subject to approval or disapproval by the Board of Directors.

## **Section 6: Quorum**

A majority of the whole number of members of the Corporation in good standing, represented in person or by proxy, shall be necessary to transact business. Any decision of a majority of the Board of Directors (Delegates) assembled as a meeting of the Corporation shall be valid.

## **Section 7: Proxies**

At any meeting of members, a member's voting representatives (Delegates) may vote by proxy executed in writing by the member or by their duly authorized representative (Delegate). No proxy shall be valid one month after the date of its execution, unless otherwise provided in the proxy. No person or Board of Director member can be assigned more than three proxies and cannot represent more than two member organizations at any given Board of Director meeting.

# **ARTICLE IV**

## **Board of Directors**

### **Section 1: General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. Directors (Delegates) represent members of the Corporation in good standing and current in the payment of their corporate dues.

### **Section 2:**

Said Directors shall serve their term without compensation. The President, the Vice President, the Secretary and the Treasurer shall each be reimbursed for travel and room while attending any official North American Basque Organizations, Inc. meeting. Reimbursement shall be based upon

round-trip coach airfare to each meeting site or by the current GSA mileage rate, if traveling by personal car. Room expenses will be paid as incurred. (Amendment 13: Aug. 4, 1995)

### **Section 3: Number, Tenure and Qualification**

The number of Directors shall consist of two (2) voting representatives (Delegates) from each general member of North American Basque Organizations, Inc. that is in good standing and is current in the payment of their corporate dues. Each Director (Delegate) shall act until their successor has been specified by the member organization represented.

### **Section 4: Regular Meetings**

The Board of Directors (Delegates) shall determine the place and time of the annual meeting and regular meetings.

**Section 5:** (removed – February 9<sup>th</sup>, 2019)

**Section 6:** (removed – February 9<sup>th</sup>, 2019)

**Section 7:** (removed – February 9<sup>th</sup>, 2019)

### **Section 8: Board Action**

The act of a majority of the Directors (Delegates) present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.

### **Section 9: Consent of Directors**

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all the members of the Board or of such committee. Such written consent shall be filed with the minutes of proceedings of the Board or committee.

### **Section 10: Vacancies**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the member organization represented by that vacancy. Vacancies in representation of member clubs in good standing do not count for quorum.

### **Section 11: Bizi Emankorra – Lifetime Contribution Award**

The N.A.B.O. Bizi Emankorra, also known as the N.A.B.O. Lifetime Contribution Award, is awarded to persons who have made significant contributions to N.A.B.O. Nominations are presented no later than the winter meeting by general members through their voting representatives, and approved with a majority vote of the Board of Directors. The award is generally presented at the N.A.B.O. convention. (Amended on June 8<sup>th</sup>, 2018)

## **Section 12. Committees**

The Board of Directors, by a majority vote of its members, may create a Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business affairs of the corporation, except the power to adopt, amend, or repeal the by-laws. The Chairperson of such Committee and its members will be appointed or removed by the Board of Directors, by a majority vote of its members. Although any committee member, and even its chairperson, can be a person who is not a member of the Board of Directors, at least one committee member must be a member of the Board of Directors (NRS 82.206). Vacancies on any Committee, including the Chairperson, may only be filled by the Board of Directors, by a majority vote of its members. (Amended on October 20<sup>th</sup>, 2018)

## **ARTICLE V Officers**

### **Section 1: Officers**

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors (Delegates) may elect or appoint such officers, including one or more assistant Treasurers as it deems desirable. Such officers have the authority to perform the duties prescribed from time to time by the Board of Directors (Delegates). The Board of Directors (Delegates) may elect or appoint one or more Vice Presidents; however, the Board of Directors (Delegates) shall appoint the outgoing President as a Vice President of the corporation for a term consistent with the term of office of the newly elected President. The President shall appoint the corporate secretary and one or more assistant secretaries, or delegate that authority to the Board of Directors (Delegates). Any person may hold two or more offices subject to the provisions of Section 8 of Article 5.

### **Section 2: Election and Term of Office**

The officers of the Corporation shall be elected annually by the Board of Directors (Delegates) at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Statements from those running for office shall be sent to the member organizations and the Board of Directors (Delegates) 60 days before the meeting where elections will take place. No nominations will be accepted from the floor at the meeting where elections are held. Each officer shall hold office until their successor has been duly elected and has accepted office. (Amendment 13: Feb. 13, 2016)

### **Section 3: Removal**

Any officer elected or appointed by the Board of Directors (Delegates) may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

### **Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors (Delegates) for the un-expired portion of the term.

## **Section 5: Qualifications**

No person shall be eligible to serve as an officer unless such person is a voting representative (Delegate) of a member in good standing and that member is current in the payment of corporate dues. Once an officer is elected, that officer remains qualified to fulfill the term of office even if during the term of office they no longer serve as a voting representative (Delegate) of a member.

## **Section 6: President**

The President shall be the principal officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors (Delegates), any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors (Delegates) have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors (Delegates) or by these By-Laws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors (Delegates) from time to time. The President is an ex-officio member of all committees, but does not have committee voting privileges and does not count against the committee's quorum. The President does not have a vote representing their North American Basque Club. Once elected, the President is no longer a voting representative and their member organization has the right to send a replacement delegate for the term of the presidency. The President has the power of a vote in circumstances in which the President must break a tie vote of the Directors of the Corporation (Delegates).

## **Section 7: Vice President**

In the absence of the President or in event of their inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors (Delegates).

## **Section 8: Treasurer**

The Treasurer shall not be a member of the same North American Basque organization as the President and shall be a member of the Board of Directors of this Corporation (a delegate from a member organization). If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors (Delegates) shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; make payments in a timely manner; file annual tax returns and such other duties as from time to time may be assigned to them by the President or by the Board of Directors (Delegates).

### **Section 9: Secretary**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors (Delegates). (Amendment 12: July 7, 2009)

### **Section 10: Assistant Treasurers and Assistant Secretaries**

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE VI**

### **Contracts, Checks, Deposits and Funds**

#### **Section 1: Contracts**

The Board of Directors (Delegates) may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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: Checks, drafts, etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents 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 determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President.

#### **Section 3: Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

#### **Section 4: Voluntary Transfers**

The Board of Directors (Delegates) may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE VII**

### **Certificates of Membership**

**Section 1: Certificates of Membership** (removed February 9<sup>th</sup>, 2019)

**Section 2: Issuance of Certificates** (removed February 9<sup>th</sup>, 2019)

## **ARTICLE VIII**

### **Books and Records**

**Section 1: Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors (Delegates), and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

**Section 2: Financial Reporting**

The Treasurer shall present at each annual meeting a full, true, and clear report of the business of the Corporation for the period reported upon, and its condition as of the date of the report. Each report shall disclose in detail the financial condition of the Corporation, the income and expenses of the Corporation and any contribution, gift, bequest, or devise to or from the Corporation for the period of the report. Such financial information may be given by means of balance sheets and statements of profit and loss or revenue statements, prepared from and in accordance with the books and records of accounts of the Corporation.

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on the 1st day of January, and end on the 31st day of December the same year. (Amendment 2: Sept. 25, 1982)

## **ARTICLE X**

### **Corporate Debt and Assessments**

The members of this Corporation shall not be held individually liable for any debts, contract or liabilities of the Corporation, and shall not be liable for assessment or be assessed for any purpose.

## **ARTICLE XI**

(removed February 9<sup>th</sup>, 2019)



## **ARTICLE XII**

### **Amendments to By-Laws**

These By-Laws may be altered, amended or repealed and additional By-Laws may be adopted by the Board of Directors of this Corporation (Delegates) by two-thirds ( $\frac{2}{3}$ ) approval or by the written consent of two-thirds ( $\frac{2}{3}$ ) of the members of this Corporation.