

**NEVADA ASSOCIATION OF
SCHOOL PSYCHOLOGISTS, Inc.**

By-Laws

Adopted December 2014

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Article 1. Name and Principal Office

Section 1.1. Name. The name of this corporation is Nevada Association of School Psychologists, Inc. (hereinafter referred to as the "Association").

Section 1.2. Principal Office. The principal office for the transaction of the activities, affairs and business of the Association shall be located at Dr. Beth Howe Center, Psychological Services, 3626 S. Pecos-McLeod, Las Vegas, Nevada 89121. The Board may from time to time, in its discretion, change the principal place of business; and such change shall not be considered an amendment to these Bylaws.

Section 1.3. Other Offices. At the discretion of the Board, the Association may from time to time establish branch or subordinate offices at any place or places where it is qualified to conduct its activities.

Article 2. Mission Statement

"Nevada Association of School Psychologists will provide Nevada School Psychologists with the highest level of support and professional training so that they can remain effective in a dynamic educational environment."

Adopted by the Board of Directors in November 2014.

Article 3. Members

Section 3.1. Classes of Members. The Association shall have four mutually exclusive classes of members, as follows:

(a) **Regular Members.** Regular Members shall be persons who are credentialed school psychologists who are actively engaged in the supervision of or have administrative responsibility for psychological services in public or private schools in Nevada. Regular members also include trainers in Nevada colleges or university school psychology programs. They are referred to in these Bylaws as "Members."

(b) **Associate Members.** Associate members are:

- (1) those persons who are engaged in educational administration or another field that is closely related to school psychology but is not primarily school psychological in nature, and who have the appropriate licenses and credentials for their positions;
- (2) persons otherwise eligible for regular membership but on leave of absence from their positions as attested by a letter from their place of employment;
- (3) school psychologists employed outside of Nevada.

(c) **Students.** Student members shall be persons who are enrolled in a training program which leads to credentialing as a school psychologist, as attested by signature of an instructor at the training institution, and who are not employed in any capacity which would allow membership in any other class.

(d) **Retirees.** Retiree members shall be persons who have retired from active employment and are not qualified for any other class of membership.

Upon the occurrence of any event that changes the eligibility of a member for any class of membership, if such member is then eligible for membership in any other class of membership he or she may be transferred to such other class upon request to the Association, or the Association may make such transfer at its own discretion unless the member gives notice of resignation. No prorations or refunds of dues for the current period shall be made upon the transfer of any member from one class to another.

Section 3.2. Members in Good Standing. Members who have paid the required dues and fees in accordance with these Bylaws, who have not lost their eligibility for membership, who are not under suspension and have not been expelled shall be deemed members in good standing (effective 9/1/15).

Section 3.3. Rights of Members. All members of the Association shall have the right to attend and speak at membership meetings of their respective Affiliates. The other rights of the members shall be as follows:

(a) **Regular Members.** Regular Members in good standing shall be entitled to all the rights and privileges of membership, including (without limitation) the following:

- (1) the right to vote, to serve on committees, to nominate candidates for office as set forth herein, and to hold office if elected;
- (2) consultation on employee relations issues, under the circumstances and to the extent provided in a non-discriminatory policy adopted by the Board.
- (3) hardship reduction of dues, under the circumstances and to the extent provided in a non-discriminatory policy adopted by the Board.
- (4) all other member benefits offered by the Association on a non-discriminatory basis.
- (5) the right to share pro-rata with other regular members in any distribution of the assets of the Association upon dissolution or otherwise.

Section 3.4. Term of Membership. Membership shall commence when a member is admitted in accordance with these Bylaws and the policies and procedures established by the Board, and shall continue until the member resigns, is expelled, dies or becomes ineligible for membership.

Section 3.5. Dues. Dues for each class of membership shall be determined by the Board from time to time, and shall be payable at such times as the Board shall determine. The dues for each member of any class shall be the same as for any other member of the same class. Dues are non-refundable.

Section 3.6. Transfer of Membership. Membership is personal to the member. It is not assignable or transferable under any circumstances. Any purported assignment or transfer of any rights of membership shall be null and void and of no effect.

Section 3.7. Termination or Suspension of Membership.

(a) **Resignation and Non-Renewal.** A member may resign from membership at any time. Such resignation is effective upon receipt by the Association of written notice of resignation signed by such member, unless the member specifies a later effective date, in which case resignation shall become effective as of such later date; provided, however, that no resignation may be made effective any later than the expiration of the period for which dues are currently paid. Dues, pro-rated or otherwise, will not be refunded.

(b) **Member Discipline.** A member may be suspended or expelled from membership in this Association, or fined or otherwise disciplined, for one or more of the following causes:

- (1) Failure to pay dues within 30 days after the due date thereof.
- (2) Occurrence of any event that makes the member ineligible for membership.

(3) The good faith determination by the Board, or a committee or hearing officer authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes or interests of the Association.

A member may be suspended or expelled from membership only after receiving at least 15 days' written notice of such proposed action and an opportunity to be heard in his or her own defense no later than five days before the effective date of any suspension or expulsion, by the board of directors or by another body with authority to decide that the proposed suspension or expulsion not take place. The Board may adopt reasonable procedures in compliance with these Bylaws and applicable law for the suspension and expulsion of members.

(c) **Reinstatement.** Upon satisfactory proof of compliance with any conditions imposed by the Board, a member who has been suspended may be reinstated as a member in good standing. A person who has been expelled at any time may be readmitted only with the express approval of the Board and upon compliance with such conditions to readmittance as the Board may require.

(d) **Effect of Resignation, Expulsion or Suspension.** Upon the effective date of resignation or expulsion, a member loses all rights and benefits of membership in the Association. A suspended member retains the benefits of membership, but while such suspension remains in effect, such member may not vote, hold office or exercise any other rights for which membership in good standing is required. A member who is expelled or suspended remains liable for any dues and charges incurred, and services rendered, before such expulsion or suspension.

Section 3.8. Open Meetings.

(a) Except as set forth in this section, all meetings of the members, the Board and all committees at which the business of the Association is acted upon shall be open to all members in good standing of the Association. It is expected that the Executive Committee attend all meetings. A meeting may not be closed except for good cause and upon the vote of at least two-thirds of those entitled to vote at such meeting, and then only for such portion of the meeting as is necessary to achieve the purpose for which the meeting was closed.

(b) Meetings, such as personnel, legislative strategy, regulatory reform, and political action meetings, may be closed at the discretion of the Executive Committee.

Article 4. Chapters

Section 4.1. Definition. Members are encouraged to form local associations throughout the state, in compliance with these Bylaws. A "Charter" is an organized association of members of the Association who hold a valid and unrevoked charter from this Association. A charter, for purposes of this section, is an instrument issued by authority of the Board, under seal, signed by the Executive Committee, authorizing the existence of a Chapter and specifying its rights, privileges and duties.

Section 4.2. Purposes. The purposes of a Chapter shall be to promote cooperation among the members, to provide a forum for meetings of members and participation in the affairs of the Association, to recruit and organize members, and to carry out the purposes of the Association at a local level.

Section 4.3. Eligibility for Charter. Any group of members who desire to obtain a charter as a Chapter of this Association may petition the Board in writing, specifying the geographic territory which the proposed Chapter is to include. No Chapter may include any territory currently in the geographic area of another Chapter; and the Board may in its discretion limit or alter the territory to be allocated to any Chapter. After receiving permission to organize and approval of its geographic territory, but prior to receiving a charter, such group must draw up a roster of the names and email addresses of its members (including NvASP membership status and such other information as the Board may require), establish a meeting schedule and plan of action, adopt bylaws for the regulation of its affairs, adopt a budget for the conduct of its operations, elect officers, and take such other organizational steps as the Board may require, all in compliance with such policies and procedures as the Board may establish from time to time. The Board may establish requirements for the substance of Chapter bylaws, or may in its discretion require each Chapter to adopt and keep a standard form of bylaws established by the Board. The provisions of these Bylaws shall control any contrary provision in any Chapter bylaws.

Section 4.4. Charter Document. When all organizational steps required by Section 4.3 have been taken to the satisfaction of the Board, and the proposed Chapter is prepared to operate in compliance with applicable law, these Bylaws, the policies and procedures of the Association and sound business practice, the Association shall issue a charter to it. For as long as it remains in force, such charter shall confer upon the Chapter and its members all the rights and duties contained therein and in these Bylaws. The provisions of every charter shall be deemed to include a requirement that the Chapter operate in conformity with these Bylaws as amended from time to time.

Section 4.5. Chapter Officers. Each Chapter shall have a president, a president-elect (who may be designated the vice-president, but shall have the right of succession to the office of President), a secretary and a treasurer. A Chapter may provide in its bylaws that one person hold the offices of secretary and treasurer. Only NvASP Members in good standing may hold the office of president, president-elect, secretary, or treasurer in any Chapter, and the bylaws of each Chapter shall so provide.

Section 4.6. Term and Termination of Charter. A charter shall continue in effect from the date it is issued until it is surrendered or terminated. The members of a Chapter may, by vote or written consent of a two-thirds majority of all such members, elect to surrender their charter. For noncompliance with the provisions of these Bylaws or the policies and procedures established by the Board, or for other good cause, and after notice and a reasonable opportunity for the officers of such Chapter to be heard, the Board may terminate a charter. In the event of either surrender or termination of a charter, the Chapter shall automatically and immediately cease being a Chapter of the Association.

Section 4.7. Membership. Each member in good standing who works within the territory of a Chapter, or for any other reason desires to belong to such Chapter, may belong to it. Membership in a Chapter shall require the paying of dues to the Association. A person may belong to only one Chapter upon complying with the rules for membership in each.

Section 4.8. Chapter Dues. Individual chapters may make requests for additional money to the Board of Directors. Individual chapters are expected to fund their own meetings. Fifty percent of the dues paid to NvASP by members who are also members of a Chapter will be remitted to their respective Chapter in line with the fiscal year. A summary of the Chapter budget for the year must be submitted to the NvASP Executive Board in order to access the remittance.

Section 4.9. Chapter Records. Each Chapter shall keep accurate and complete minutes and records of the proceedings of its officers, committees and membership; accurate and complete financial records; and permanent files of its correspondence, contracts and other documents. All such records shall be retained for a minimum of five years. Each Chapter shall file with the Secretary of the Association a true and complete copy of its bylaws as amended from time to time, its budget, its meeting schedule, and such other reports of the proceedings and activities of the Chapter, its financial affairs and other information as the Board may reasonably require.

Section 4.9. Chapter Meetings. The Chapter President shall attend at least one meeting of the Association in person or by electronic means. Each Chapter President shall hold at least one Chapter meeting annually.

Article 5. Membership Meetings and Voting

Section 5.1. Place of Meetings. Meetings of Members shall be held at the principal office of the Association or at such other place or places in or out of Nevada, or virtually, as may be designated from time to time by resolution of the Board.

Section 5.2. Annual Meeting. The corporation may hold an annual meeting of Members if the Board so resolves. No annual meeting shall be required to elect the Directors, who shall be elected by electronic ballot.

Section 5.3. Other Regular Meetings. Other regular meetings of the Members shall be held as determined by resolution of the Board.

Section 5.4. Special Meetings of Members. Special meetings of the Members may be called by the Board, the President, or any executive board members of the Board. In addition, special meetings of the Members for any lawful purpose may be requested in writing by any Member.

Section 5.5. Voting Rights. Regular Members shall be the only voting members of the Association. Any reference in these Bylaws to voting by members, or to rights of members with respect to nominations and elections, shall be construed to mean and apply only to Regular Members, referred to herein as "Members." Each Member is entitled to one vote on each matter submitted to a vote by the Members. Votes must be cast in person; or by electronic means.

Section 5.6. Action by Written Ballot Without a Meeting.

(a) Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Association distributes an electronic ballot to each Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time to cast their vote.

Section 5.7. Nomination and Election Standards. The Association shall make available to Members reasonable nomination and election procedures with respect to the election of Directors by Members. Such procedures shall be reasonable given the nature, size and operations of the Association, and shall include:

- (a) A reasonable means of nominating persons for election as officers and Directors.
- (b) A reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all Members to choose among the nominees.

Article 6. Board of Directors

Section 6.1. Powers of the Board. Subject to the provisions and limitations of applicable law, and subject to any limitations in the Articles of Incorporation, the Association's activities and affairs shall be managed, and all corporate power shall be exercised by or under the direction of, a board of directors constituted as set forth in this Article. Said Board is sometimes referred to herein as the "Board." A member of the Board (including an Officer who serves as a member of the Board) is referred to herein as a "Director."

Section 6.2. Number and Qualification of Directors. The Board shall consist of two types of Directors; Executive Directors and Sitting Directors. Executive Directors shall have full voting rights. Sitting Directors shall not have voting rights. Executive Directors of the Board shall consist of the President, the Vice President/President-Elect, the Secretary, the Treasurer, and the Director at Large. Sitting Directors of the Board shall consist of the NASP Delegate, the Director from a Majority/Minority Area, and the Social Director.

Section 6.3. Eligibility. Only Regular Members in good standing who reside in Nevada shall be eligible to be elected or to serve as Directors.

Section 6.4. Terms of Office.

(a) The term of office for the President, Vice President/President-Elect, Secretary, Treasurer, Director at Large, Social Director, and Director from a Majority/Minority Area shall be two years, commencing November 1 of the year elected. The Vice President/President-Elect shall be elected by the Regular Members each term. The office of President shall automatically be filled by succession to such office by the person who served as Vice President/President-Elect for the prior term. Thus making the position of Vice President/President-Elect a 4 year commitment.

(b) The term of office for the NASP Delegate shall be two years, commencing July 1. The NASP Delegate Director position shall be filled by the member residing as the current NASP Delegate for the state of Nevada. The NASP Delegate position is not an elected position.

Section 6.5. Nominations.

(a) Selection of Nominees.

(1) On October 1 of an election year, the Association shall issue a call for nominations to all Members in good standing, provide them with a reasonable means to suggest candidates for all positions to be filled by vote of the Members making such suggestions. The Board may from time to time promulgate and amend rules of procedure for the selection process, standards for the qualification of candidates and other rules governing the nomination process.

(2) **Nominations by Members.** Any NvASP Regular Member in good standing may place in nomination the names of one candidate for Director for each position, with the exception of NASP delegate and President, to be filled by vote of the Members making such nomination. All such nominations shall specify the position for which each candidate is nominated. Nominations for Directors shall be declared closed on October 10. Proper nominations of eligible candidates received by the NASP Delegate before the close of nominations shall be placed on the ballot. The Nominations shall be counted and certified by the NASP Delegate.

(b) **Solicitation of Votes.** Subject to fair and reasonable procedures to be established by the Board, each nominee shall be afforded a reasonable opportunity to communicate to the Members such nominee's qualifications and the reasons for the nominee's candidacy, and a reasonable opportunity to solicit votes. All Members shall be afforded a reasonable opportunity to choose among the nominees.

(c) **Use of Corporate Funds.** No funds of the Association may be expended to support a nominee for Director.

Section 6.6. Election of Directors.

(a) **Election Ballot.** The NASP Delegate or Executive Committee shall mail, email or otherwise make available the official ballot to the eligible voting membership by October 15 of the election

year. There shall be space on the ballot for write-in votes for every office.

(b) **Polling Duration.** The polls shall be declared closed 10 days after the availability date of the ballot. The NASP Delegate shall count and certify the votes. A simple majority of the votes cast shall be required for election to an office. The results shall be made known to the membership via mail or electronic communication. In case of a tie vote or failure to obtain the needed majority, a separate vote will be held by the Executive Committee to break the tie.

Section 6.7. Time for Taking Office. Newly elected Directors shall take office, replacing their predecessors, on November 1 of the year in which they are elected. The Vice President/President-Elect shall become the President on November 1 of the election year..

Section 6.8. Meetings of the Board.

(a) **Place of Meeting.** All meetings of the Board shall be held at such places as the Board may determine. Unless otherwise determined by the Board and stated in the notice of meeting, all Board meetings shall be held at the principal office of the Association.

(b) **Regular Meetings.** The Board shall hold a regular meeting, on the date and at the time set by the Board, monthly as needed. At such meetings the Board shall review the business and affairs of the Association, receive reports from Officers, committees and employees, review and adopt a budget, and transact the other business of the Association. Notice of meeting shall be given in writing or by electronic means.

(c) **Quorum.** A majority of the authorized number of Executive Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Executive Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors. Any action taken or decision made that is approved by at least three votes would be sufficient for passage.

(d) **Electronic Meetings.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications or other communications equipment, which participation shall constitute presence in person at the meeting if all of the following apply:

- (1) Each Director participating in the meeting can communicate with all of the other Directors concurrently.
- (2) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to each action to be taken.
- (3) Appropriate means are adopted and used to verify that a person so participating is a Director entitled to participate in the meeting and that all statements, questions, actions and/or votes are made by such Director.

(e) **Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if a majority of the Executive Directors consent to that action. Such action shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 6.9. Compensation of Directors. No Director shall be entitled to any compensation for services rendered as such Director. The Association shall, however, pay or reimburse the reasonable expenses incurred by the Directors in connection with attending meetings of the Board, serving on Committees of the Board or other committees, or otherwise carrying out their duties on behalf of the Association. Any compensation must be approved by at least three of the Executive Directors.

Section 6.10. Vacancies.

(a) **Causes of Vacancies.** A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events:

- (1) The death or resignation of a Director.
- (2) The declaration by resolution of the Board of a vacancy in the office of a Director who has been

declared of unsound mind by an order of court or convicted of a felony since being elected as a Director, who has missed more than three regular board meetings in his or her current term, or who has ceased to meet the eligibility requirements for his or her position.

(3) Succession of the President-Elect to the office of the President before the expiration of the President's term, which event shall create a vacancy in the office of President-Elect.

(4) Regional Representatives no longer working in region he or she represents.

(b) **Resignation.** A Director may resign by giving written notice to the President, the Secretary or the Board. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date.

(c) **Removal by Board.** The Chapter President may be removed by the Board at any time, with or without cause. The Board may remove other Directors only as set forth in subsection (a) (2), above, of this section.

(e) **Filling Vacancies.** A vacancy shall be filled by special election of the membership, or appointed by the Board of Directors under the recommendation of the President.

Article 7. Committees of the Board

Section 7.1. Constitution and Powers. The Board may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board ("Committees of the Board"). Appointments to Committees of the Board shall be by majority vote of the Executive Directors then in office. Any such Committee shall have all the authority of the Board, to the extent provided in the Board resolution creating it, except that no Committee, regardless of Board resolution, may:

- (a) Take any final action on any matter that, under applicable law, also requires approval of the Members;
- (b) Fill vacancies on the Board or on any Committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal these Bylaws or adopt new bylaws;
- (e) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (f) Create any other Committees of the Board or appoint the members of Committees of the Board;
- (g) Expend funds of the Association to support a nominee for Director after more people have been nominated for the same position than can be elected.

Section 7.2. Meetings and Action of Committees. Meetings and actions of Committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other actions of the Board. Minutes of each meeting of any Committee of the Board shall be kept and verified by such Committee, and shall be filed with the minutes and records of the Board. The Board may adopt rules for the governance of any Committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee may adopt such rules. The Board may dissolve any committee, including Committees of the Board, at any time, and may amend or cancel any resolution or action of any committee or Committee of the Board to the same extent the Board could then amend or cancel its own actions or resolutions.

Section 7.3. Executive Committee.

(a) **Membership.** There is hereby established an Executive Committee, which shall be a Committee of the Board as defined in this article. The members of the Executive Committee shall be the Executive Directors.

(b) **Authority.** Subject to any applicable provisions or limitations of these Bylaws, and to any limitations enacted by the full Board, the Executive Committee shall exercise the authority of the Board to manage the activities and the affairs of the Association, in the name and with the authority of the Board, between meetings of the Board. The Board may from time to time more fully define, or more narrowly limit, the authority of the Executive Committee.

(c) **Meetings.** Meetings of the Executive Committee shall be called, noticed and conducted in the same way as meetings of the Board. Three of the members of the Executive Committee shall constitute a quorum for the transaction of business.

(d) **Vacancies.** Any member of the Executive Committee who resigns or is removed as a Director or Officer shall automatically lose his or her position, if any, on the Executive Committee. Vacancies on the Executive Committee may be filled only by filling the office of the Officer whose death, resignation or removal caused such vacancy.

Section 7.4. Other Committees. The Board may establish other committees from time to time to serve particular purposes of the Association. If any committee has any members who are not Directors, it is not a Committee of the Board, and it may not have or exercise the powers set forth in this Article 7.

Article 8. Committees

Section 8.1. Creation of Committees. The Association may have both standing committees and ad hoc committees. In addition, it may have task forces as may be determined by resolution of the Board. Unless otherwise provided in these Bylaws or in the resolution creating a committee, the President shall appoint the chair of each committee, subject to the approval of the Board, and the committee chair shall appoint all other members of the committee.

Article 9. Officers

Section 9.1. Principal Officers. The principal officers of the Association (“Officers”) shall be the Executive Directors, immediate past president, Director from a Majority/Minority, NASP Delegate, Social Director, and any Chapter President.

Section 9.2. Election and Eligibility of Officers. Officers shall be subject to the provisions of Article 6 for eligibility, and shall be elected as set forth in that article and the other provisions of these Bylaws for the nomination and election of Directors generally. Any event which creates a vacancy in the office of any Director who is also an Officer shall be deemed to remove such person as an Officer as well as a member of the Board; the death, resignation or removal of any Officer shall be deemed his death, resignation or removal as a Director; and vacancies among the Officers shall be filled as set forth in Article 6 for filling vacancies among the Directors.

Section 9.3. Duties of Officers.

(a) **President.** Subject to the overall control of the Board, the President shall be the chief executive officer of the Association, and shall supervise, direct and manage the Association’s activities, affairs and other Officers and employees. The President shall preside at meetings of the members and of the Board, and shall be an ex-officio member of every committee. The President shall appoint all committee chairs, subject to ratification by the Board, and shall have such other powers and duties as may from time to time be prescribed in these Bylaws or by the Board.

(b) **President-Elect.** The President-Elect shall preside at all meetings of members and of the Board which the President is unable to attend. The President-Elect shall also perform the other duties of the President during such time as the President is unable to do so, until the President is able to resume the duties of that office and so informs the President-Elect. In the event of a vacancy in the office of President, the President-Elect shall automatically succeed to the office of President.

(c) **Immediate Past President.** The Immediate Past President shall endeavor to provide for a smooth and effective transition in the leadership, policies, activities and programs of the Association from year to year; shall act as Parliamentarian at meetings of Members and the Board; and shall have such other responsibilities as may from time to time be prescribed by the Board.

(d) **Secretary.** The Secretary shall keep or cause to be kept, record of monthly and annual meeting minutes.

(e) **Treasurer.** The treasurer shall serve as chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct records and accounts of the Association’s properties and transactions. The Treasurer shall oversee the collection of all amounts owed to the Association and the payment of the obligations of the Association.

(f) **Director at Large.** The Director at Large shall act as a Board representative for the interests of the members in regions not represented by the Board. They shall also serve as liaison between members, Affiliates and the Board in their respective regions, acting to facilitate communication in matters of mutual interest and concern to members of their regions.

(g) **Director from a Majority/Minority.** The Director from a Majority/Minority shall act as a Board representative for the interests of the members in their respective region of the state. They shall also serve as liaison between members, Affiliates and the Board in their respective regions, acting to facilitate communication in matters of mutual interest and concern to members of their regions.

(h) **Social Director.** The Social Director shall oversee the social gatherings of the association.

(i) **NASP Delegate.** The NASP Delegate shall act as liaison between the Board and the National Association of School Psychology. They shall also carry out the procedures of the NvASP election.

(j) **Chapter President.** The Chapter President shall act as liaison between the Board and the officers of the Affiliates. Chapter Presidents shall also be allowed hold the position of Director from a Majority/Minority.

Section 9.4. Resignation. An Officer may resign such office by giving written notice to the Board.

Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date. Resignation as an Officer shall include resignation as a Director.

Section 9.5. Compensation of Officers. No Officer shall be entitled to any compensation for services rendered as such Officer. The Association shall, however, pay or reimburse the reasonable expenses incurred by the Officers in connection with attending meetings of the Board and the Members, serving on Committees of the Board and other committees, and otherwise carrying out their duties on behalf of the Association. Any compensation must be approved by at least three of the Executive Directors.

Section 9.6. Subordinate Officers. The Board may appoint, and may authorize the President to appoint, such other officers as the Association may require. Each officer thus appointed shall have the title and duties, shall report to the Officer, shall hold office for the period and shall receive the compensation, prescribed by the Board, all subject to the provisions of these Bylaws and of applicable law. No such subordinate officer shall be deemed an Officer of the Association. Committee chairs and the members of the Professional Advisory Group (specialists) may be dismissed from their positions, without cause, at the discretion of the President, or with a majority vote of the five-member Executive Committee. Any such subordinate officer may also resign at any time, without prejudice to the rights of the Association under any contract with such officer.

Article 10. Indemnification

Section 10.1. Right of Indemnity. To the fullest extent permitted by law, this Association shall indemnify its Directors, Officers, subordinate officers, and committee members against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them.

Section 10.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether to authorize indemnification.

Section 10.3. Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents, as defined above, against any liability asserted against or incurred by any such person in such capacity or arising out of his or her status as such agent of the Association.

Article 11. Records and Reports

Section 11.1. Maintenance of Corporate Records. The Association shall keep:

- (a) Adequate and correct records of account;
- (b) Written minutes of the proceedings of its Members, standing committees, the Board, and Committees of the Board; and
- (c) A record of each member's name, email address, workplace (if any), and class of membership.

Section 11.2. Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal office the original or a copy of the Articles of Incorporation, and these Bylaws, as amended to date, which shall be open to inspection by the voting members at all reasonable times during office hours.

Article 12. Amendment of Bylaws

Section 12.1. Amendment by the Board. These Bylaws may be adopted, amended or repealed by the vote of at least three Executive Directors present at any meeting of the Board at which a quorum is present. In addition, a simple majority must be reached by vote of the Members.

Section 12.2. Record of Amendments. The Secretary shall keep complete records of all amendments for at least five years after the effective date thereof, including the bylaws as they existed before each amendment, the exact text of each amendment, and the bylaws as amended. In the discretion of the Board, these Bylaws may be restated in their entirety to incorporate extensive amendments, or the amendments may be endorsed upon the existing Bylaws and signed in the margin by the Secretary. In any event, the Secretary shall ensure that these Bylaws accurately and completely incorporate all amendments to date, and shall certify that the Bylaws, as so amended, are the true and complete bylaws of the Association.

Article 13. Interpretation

Section 13.1 Supremacy of the Bylaws. These Bylaws are the supreme authority of the Association, subject only to the Articles of Incorporation and to U.S. and Nevada law. Any act of the Board, of any Committee of the Board, any Officer, Affiliate, member, committee or agent of the Association in conflict with these Bylaws is, to the extent of such conflict, null and void.

Section 13.2 Definitions. Unless the context clearly requires another meaning, all terms defined below and used in these Bylaws with a capitalized initial shall have the meaning given them in this section, as follows:

“Association” shall mean this Association.

“Board” shall mean the Board of Directors established by Article 6.

“Chapter” shall mean an organized group of members holding a valid and unrevoked charter from this Association pursuant to Article 4.

“Committee of the Board” shall mean a committee composed entirely of Directors and established pursuant to Article 7.

“Director” shall mean a member of the Board, including Officers who serve as members of the Board.

“Executive Committee” shall mean the Executive Committee established by Article 7.

“Member” shall mean a regular member as defined in Article 3, Section 3.1(a).

“Officer” shall mean one of the 10 principal officers of the Association identified in Article 9, Section 9.1.

Section 13.3 Rulemaking Authority. No grant of authority herein contained permitting the Board to make and amend rules in certain instances shall be deemed to restrict the authority of the Board to make and amend rules in other instances.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Nevada Association of School Psychologists, Inc., Nevada non-profit mutual benefit corporation, that the foregoing bylaws, consisting of 19 pages, including this page, are the bylaws of this corporation as adopted by the incorporator in December of 2014, and that they have not been amended or modified since that date.

Dated:

Secretary