

BY-LAWS
NEVADA ELKS MAJOR PROJECT, INC

General.

Mission Statement

The Nevada Elks Major Project, Inc. *the Corporation* within the Nevada State Elks Association, pledges its commitment to addressing the unmet needs of children suffering abuse, neglect or exploitation, throughout the State of Nevada, by developing a program of support services funding to aid these children, without discrimination.

Major Project

The Elks State Major Project is called Safe Haven and was initiated in 1990. ***Its sole purpose is to provide the funding for a statewide emergency shelter care program for abused and neglected children.*** The money that we donate is used to support the care that these abused and neglected kids need when they are removed from harm's way and placed into the Safe Haven foster care homes. **Not one penny is used for salaries or administration.** All of the Safe Haven Emergency Shelter Care Homes are nonprofit foster homes and are required to be licensed by Nevada Revised Statute and that means they undergo very stringent inspections and investigations before being licensed. Often the Safe Haven Homes are called upon in the middle of the night, weekend and holidays to provide a nurturing and supportive home for children who are traumatized as a result of abuse and neglect.

The Nevada Child Protective Services agencies now annually receive in excess of 25,000 reports of child abuse and neglect that they must investigate. Fortunately about 40% of these turn out to be unsubstantiated, but you do the math – some 60% of the cases reported are substantiated. There are no counties that have a zero case rate although Eureka County certainly has the lowest case rate.

The Elks ongoing commitment to this project has been vital to the State of Nevada Child and Family Services Division efforts to serve abused and neglected children in Nevada. The financial support for the program has been outstanding; however, it is the spirit of the Elks commitment that has made the program successful. The same spirit of dedication and commitment is continued in the opportunity to make a difference in the lives of the youngest and most vulnerable members of our community. We have joined with Camp To Belong, an international non-profit organization that is committed to reuniting children placed in foster homes, kinship care and/or adoptive placements. Like any camp should be, Camp To Belong is a fun filled, non-stop experience that allows children separated from their siblings to come together for a week and build strong bonds through various outdoor activities such as hiking, archery, canoeing, a ropes challenge course and swimming including a photograph and scrapbooking party. The program intentionally provides a forum for the children to realize the impact their siblings and other foster care children have had or can have on them and to help them realize they are not alone. Our major project provides funds to send Nevada children, in foster care homes to the Camp To Belong experience.

ARTICLE I – MEMBERSHIP

Section 1. Eligibility and Acceptance

All Subordinate Lodges of the Benevolent and Protective Order of Elks of the United States of America located in the State of Nevada and accepted for membership in the Nevada State Elks Association in accordance with the terms and conditions set forth in the By-Laws of the State Association shall, by such action, automatically become members of the Corporation., and as such shall comply with the provisions of its Article of Incorporation and the By-Laws hereinafter expressed.

- a. NEVADA ELKS MAJOR PROJECT, INC., shall hereby be referred to as "*the Corporation*".

Section 2. Representation at Meetings

- a. Each member Lodge shall be entitled to representation at all meetings of *the Corporation*, whether regular or special, as follows.
- b. Each member Lodge will be represented at meetings of *the Corporation* by the Elected and Appointed Major Project Trustees. Agenda items requiring a vote will be voted upon at meetings of the Nevada State Elks Association and will be limited to Delegates and Representatives of member Lodges.

Section 3. Delegate and Representative

- a. At any meeting of *the Corporation* held in conjunction with a meeting of the Nevada State Elks Association, the delegate and representative selected by each member Lodge under the terms and conditions set forth in the By-Laws of said State Association and duly certified to its Secretary shall automatically be the same and therefore entitled to cast the vote of the Lodge accordingly.
- b. At any special meeting of *the Corporation* not held in conjunction with a meeting of the Nevada State Elks Association, the delegate selected and certified in accordance with 3.a of this ARTICLE shall be entitled to cast the entire vote of the member Lodge either in person or by proxy, executed in writing and forwarded to *the Corporation* Secretary at least five (5) days prior to the opening of the special meeting. Such a proxy, signed by the designated delegate shall contain the number of votes as provided in Section 2 of this ARTICLE, together with the yea or nay vote on the matter/s to be voted on and attested to by the Lodge Secretary.

Section 4. Membership Fees/Per Capita Dues and Voting Privileges

At no time shall *the Corporation* assess any of its member Lodges either a membership fee or per capita dues as a requisite for membership in *the Corporation*; however, any member Lodge whose voting privileges have been suspended by the Nevada State Elks Association for non-payment of its per capita dues levied by said State Association shall also have its voting privileges suspended at all meetings of *the Corporation* until such dues in arrears are paid in full and *the Corporation* is so notified.

Section 5. Fiscal Year

The fiscal year of *the Corporation* shall be the same as the fiscal year of the Nevada State Elks Association, i.e., it shall begin with the Installation of Officers of said State Association at each Annual Meeting.

Section 6. Tax Exempt

THE CORPORATION., is a tax exempt 501 (c) (3) Corporation of the Nevada State Elks Association. The fiscal year for filing tax information is July 1 - June 30, code document 88-0123518.

ARTICLE II – MEETINGS

Section 1. Annual Meeting

The Annual Meeting of *the Corporation* shall be held during the Annual Meeting of the Nevada State Elks Association on a day and at a time to be fixed by the Governing Body of said State Association.

Section 2. Mid-Year Meeting

The Mid-Year Meeting of *the Corporation* shall be held during the Mid-Year of the Nevada State Elks Association on a day and at a time to be fixed by the Governing Body of said State Association.

Section 3. Special/Quarterly Meetings

Special/Quarterly Meetings may be called by the Chairman of *the Corporation*, with the consent of the Trustees, when deemed necessary.

Section 4 Election of Officers

Following the Annual Meeting of the Nevada State Elks Association, and the annual election of the 3-year State Major Project Trustee, the State Vice President, and the State President-Elect, the seven (7) State Major Project Trustees for the ensuing year shall convene to elect the Chairman, Vice Chairman and Secretary. The seven (7) Trustees consist of the one year Trustee, two-year Trustee, the newly elected three-year Trustee, and the incoming State Vice President, the incoming State President-Elect, and the two Trustees appointed by the State President-Elect comprising of a Past State President representing the Southern District, and a Past State President representing the Northern District.

Section 5. Notices

- a. Notice of the Annual and Mid-Year Meeting of *the Corporation* shall be included in the notices of the Annual and Mid-Year Meetings of the Nevada State Elks Association sent by the Secretary of said State Association.
- b. Notice of any Special/Quarterly Meeting of *the Corporation* together with the reason(s) for calling it, shall be sent by *the Corporation* Secretary not less than thirty (30) days in advance of such meeting to the Trustees of *the Corporation*.

Section 6. Quorum

Trustees (Elected or Appointed) duly certified and specified elsewhere in these By-Laws and representing a majority shall constitute a quorum for all meetings of *the Corporation*, whether they be regular or special/quarterly.

Section 7. Registration and Registration Fees

- a. All Elks attending the Annual and Mid-Year Meetings of *the Corporation* who have registered and paid the registration fee required by the Nevada State Elks Association in accordance with the By-Laws of said State Association, shall not be required to re-register or pay an additional registration fee in order to participate in the Annual and Mid-Year Meetings of *the Corporation*; however, any Elk not so registered or who has failed to pay such a fee to said State Association shall be barred from participation in the Annual and Mid-Year Meetings of *the Corporation*.
- b. All Elks in attendance at any Special/Quarterly Meeting of the Corporation shall register with the Secretary of *the Corporation* prior to opening of any such meeting; however, no registration fee shall be charged.

ARTICLE III – BOARD OF TRUSTEES

Section 1. Appointments

The Corporation shall be administered by an Executive Director and a Board of Trustees, to consist of three (3) Elected Trustees consisting of: one (1) One-Year Trustee; one (1) Two-Year Trustee; and one (1) Three-Year Trustee (duly elected by the membership of the Nevada State Elks Association) and four (4) Trustees appointed, consisting of: the duly elected incoming President-Elect of the Nevada State Elks Association; the duly elected incoming Vice President of the Nevada State Elks Association; one (1) Past President of the Nevada State Elks Association representing the Southern District; one (1) Past President of the Nevada State Elks Association representing the Northern District. The appointments of the Executive Director and the two Past State Presidents will be made by the President-Elect of the Nevada State Elks Association, with the advice and consent of the Governing Body of said State Association.

Section 2. Terms of Office

The Elected Trustees shall be elected by the membership of the Nevada State Elks Association to serve a three (3) year term. In addition, a Past State President from the North and a Past State President from the South shall be appointed to serve a one (1) year term respectively and the duly elected incoming President-Elect and the duly elected incoming Vice President shall be appointed to serve a one (1) year term respectively. No Elected Trustee may serve more than two (2) consecutive terms. The term of the Executive Director shall be indefinite and will be subject to the review and approval of the State Association and Advisors.

Section 3. Qualifications for Trustees

Any Elk who is in good standing in a member Lodge of the Nevada State Elks Association shall be eligible for election or appointment to the Board of Trustees as provided in Section 1 of this ARTICLE.

Section 4. Ex-Officio Membership

The Grand Lodge Advisor for the State of Nevada shall be an ex-officio member of the Board of Trustees of *the Corporation* without vote. The Executive Director shall be an ex-officio member of the Board of Trustees of *the Corporation* and will vote only when necessary to break a tie.

Section 5. Meetings

- a. The current Board of Trustees shall hold its organizational meeting during the Annual Meeting of the Nevada State Elks Association. The Trustees elected and appointed for the ensuing year shall convene after the election held at the annual meeting, to elect a Chairman, a Vice Chairman and a Secretary. The Chairman, or in his/her absence or disability, the Vice Chairman, shall preside at all meetings of the Board. The Secretary shall keep, in writing, an accurate record of the proceedings of the Board and deliver same to his/her successor in office. The Treasurer shall present, at each meeting of the Board, a financial report summarizing the condition of the various accounts, funds and investments administered by the Board on behalf of *the Corporation*, with copies to go to the Governing Body of the Nevada State Elks Association.
- b. Thereafter, the Board shall meet as often as it may deem necessary during the fiscal year in order to administer, maintain and promote any project(s) or program(s) as may be adopted by *the Corporation*.

Section 6. Quorum

A majority of the members of the Board of Trustees shall constitute a quorum at all meetings of said Board.

Section 7. Executive Session

At any of the meetings, the Board of Trustees may, by majority vote, go into executive session, during which all persons not members of said Board shall be excluded.

Section 8. Notice of Meetings

Notice of all meetings of the Board of Trustees shall be sent by the Board Chairman by regular mail at least ten (10) days in advance of all such meetings to the members of the Board, the members of the Governing Body of the Nevada State Elks Association, as well as others deemed appropriate.

Section 9. Emergency Voting

Matters requiring the immediate attention of the Board of Trustees, before it may conveniently assemble, may be submitted by the Chairman to the Board Members by mail, telephone or email. Any such action approved by the Board as a result of such mail, telephone or email poll shall become valid and effective, providing the majority of the Board members so polled waive the calling of a regular/special meeting.

Section 10. Removal

Upon receipt of the proper notification from either the Board of Trustees of *the Corporation*, or a member of the Governing Body of the Nevada State Elks Association, the President of said State Association, by written Executive Order specifying the grounds, may remove any member of the Board of Trustees who neglects the duties of his/her office, is guilty of contumacy or of conduct injurious to the Order of Elks. Such an order shall be served on said Board member at his/her address of record by certified mail, return receipt requested, with copies to the other members of the Board of Trustees and the members of the Governing Body of the Nevada State Elks Association. Such a vacancy so created shall be filled as provided in Section 11 of this ARTICLE.

Section 11. Vacancies

- a. Should a vacancy occur on the Board of Trustees due to death, resignation, or otherwise, the President of the Nevada State Elks Association, with the advice and consent of the Governing Body of said State Association, shall, within thirty (30) days, appoint a successor to serve the unexpired term. Such an appointment shall comply with the requirements as set forth in Section 1 of this ARTICLE; i.e. The successor so named shall be a member of a Lodge within the same Grand Lodge District in which the vacancy occurs.

- b. Should a vacancy occur in the office of Board Chairman, the Vice Chairman shall assume the duties of that office for the remainder of the fiscal year in which the vacancy occurs. To fill the vacancy thus created in the office of the Vice Chairman by such circumstance, or whenever the vacancy on the Board results in the loss of the Vice Chairman, or the Secretary, said Board shall elect a replacement who shall serve for the remainder of the Fiscal Year in which the vacancy occurs. Such an election shall be held no later than ten (10) days following the filling of the vacancy on the Board by the President of the Nevada State Elks Association, as provided in paragraph one (1) of this Section. The Secretary of the Board shall then notify the members of the Governing Body of the Nevada State Elks Association and the member Lodges of *the Corporation*, the name and mailing address of the Trustee so elected.

ARTICLE IV – CORPORATION OFFICERS

Section 1. Selection Process

The officers of *the Corporation* shall be a Chairman, a Vice Chairman, and a Secretary and shall be the same as those elected by the Board of Trustees at its organizational meeting to serve as officers of said Board during the Fiscal Year, i.e., the Trustee elected to serve as the Board Chairman shall serve as Chairman of *the Corporation*; the Board Vice Chairman shall serve as *the Corporation* Vice Chairman; the Board Secretary shall serve as *the Corporation* Secretary; the Executive Director shall serve as *the Corporation* Treasurer.

Section 1. Selection Process

The officers of *the Corporation* shall be a Chairman, a Vice Chairman, and a Secretary and shall be those elected by the ensuing year Board of Trustees to serve as officers of said Board during the forthcoming Fiscal Year. The Trustee elected to serve as the Board Chairman shall serve as Chairman of *the Corporation*; the Board Vice Chairman shall serve as *the Corporation* Vice Chairman; the Board Secretary shall serve as *the Corporation* Secretary; the Executive Director shall serve as *the Corporation* Treasurer.

Section 2. Chairman

- a. The Chairman shall be the Chief Executive Officer of *the Corporation*. He/she shall preside at all meetings; preserve order; appoint all committees not otherwise provided for; decide all questions of order subject to appeal to *the Corporation*; fill all vacancies unless otherwise specified; and perform all other duties that may be imposed upon him/her by *the Corporation* or the Board of Trustees and such as are customary to be performed by presiding officers.
- b. As presiding officer of *the Corporation* and Chairman of its Board of Trustees, he/she shall present, at each Annual Meeting of *the Corporation*, a written report, summarizing the activities of said Board for the year just ending, together with any recommendations approved by the members of the Board regarding the administration, maintenance and promotion of any project(s) or program(s) as may be adopted by *the Corporation*, with an interim report to be presented at each Mid-Year Meeting of *the Corporation*.
- c. The Chairman shall assume the duty as Chairman of the State Major Project Luncheon held at the Mid Term Meeting and the State Convention, and preside. The State Major Project Trustees will assist.

Section 3. Vice Chairman

The Vice Chairman shall attend all meetings of *the Corporation*. Should the Chairman be absent or unable to act, he/she shall discharge the duties of that office until such time as the Chairman is able to resume the obligations of his/her office. He/she shall also perform such other duties as may be reasonably imposed upon him/her by *the Corporation* or its Board of Trustees.

Section 4. Secretary

- a. The Secretary shall attend all meetings of *the Corporation*; including that of the election of its officers; keep a true record of the proceedings of same, unless otherwise provided for in these By-Laws or the By-Laws of the Nevada State Elks Association; preserve such records, documents, and papers and attend to all correspondence as may be incumbent upon his/her office; and perform such duties as stated elsewhere in these By-Laws or as may be properly required of him/her.
- b. He/she shall also be the custodian of the seal of *the Corporation* and shall sign and attest with said seal all official papers and documents required to be signed by him/her or to which said seal is required to be affixed.
- c. Immediately upon leaving office he/she shall deliver to his/her successor the seal of *the Corporation*, together with such official records, correspondence, documents and papers as may be in his/her possession, the preservation of which is necessary for the good of *the Corporation*.

Section 5. Executive Director/Treasurer

- a. The Executive Director/Treasurer shall attend all meetings of *the Corporation*, receive and be custodian of all monies belonging to *the Corporation* and be empowered to invest and re-invest said monies in such a manner as may be authorized by the Board of Trustees; pay claims against *the Corporation*, or authorize the payment of such claims, upon receipt of proper warrants or other documentation, as may be approved by the Board of Trustees; supervise the keeping of accounts of receipts and disbursements which will disclose the condition of any fund at any time; and perform such other duties as may be properly required of him/her by *the Corporation* or its Board of Trustees.
- b. He/she shall, before assuming the duties of his/her office, execute and deliver to the Board of Trustees a corporate surety bond for the faithful discharge of his/her duties in an amount as may be required by said Board, with the expense of such bond to be paid by *the Corporation*.
- c. The Board of Trustees shall authorize the Treasurer to invest the funds of *the Corporation*, in Banks and/or Financial institutions, into accounts which are federally insured obligations of the United States, its agencies or other obligations guaranteed by the United States Government. No funds should be invested in stocks and bonds which are speculative in nature.
- d. At each Annual Meeting of *the Corporation* he/she shall submit a full and complete report of all funds entrusted to his keeping or which he/she supervises and all transactions for the year just ending, with an interim financial report to be presented at *the Corporation* Mid-Year Meeting.
- e. Immediately upon leaving office he/she shall transfer to his/her successor all funds and accounts belonging to *the Corporation* and to which he/she has been entrusted, together with such books, records and correspondence pertaining to his/her office, the preservation of which is necessary for the good of *the Corporation*.

Section 6. Vacancies

Should a vacancy occur among the officers of *the Corporation* during the fiscal year, such vacancy shall be filled as provided in ARTICLE III, Section 11, of these By-Laws.

Section 7. Other Members, Board of Trustees

All members of the Board of Trustees not elected to serve as an officer of said Board during each fiscal year shall attend all meetings of *the Corporation* and shall perform such duties as may be reasonably imposed upon them by the Chairman of *the Corporation*.

ARTICLE V – COMMITTEES

Section 1. Standing Committees

The Chairman of the Board of Trustees (Chairman of *the Corporation*) may, upon his/her election at the beginning of the fiscal year and at his/her discretion, appoint such committees as may be deemed necessary by the Trustees or as may be mandated by the Nevada State Elks Association or the Grand Lodge of the Benevolent and Protective Order of the Elks of the United States of America. Such committees shall serve during the fiscal year in which they are appointed, or until their successors are named.

Section 2. Reports

The Chairman, or designated member, of each committee included under Section 1 of this ARTICLE shall report directly to the Board of Trustees. Such reports shall be included in the report of the Chairman of *the Corporation* (Chairman of the Board of Trustees) at each Annual and Mid-Year Meeting of *the Corporation* when deemed advisable and in the best interests of *the Corporation*.

Section 3. Fund Raising Projects

No committee established under Section 1 of this ARTICLE shall be permitted to engage in any fund raising project(s) without the prior consent and proper authorization by the Board of Trustees. Further, any monies so received and disbursed as a result of such project(s) shall be reported directly to the Board of Trustees and shall be included in all reports submitted at each Annual and Mid-Year Meeting of the *Corporation* by the Treasurer of *the Corporation*.

Any action authorized by the Board of Trustees of *the Corporation* concerning the above must be endorsed and authorized by the Governing Body of the Nevada State Elks Association.

ARTICLE VI – PERSONNEL AND COMPENSATION

Section 1. Personnel

The Board of Trustees is hereby empowered to engage the services of such professional and non-professional personnel as deemed necessary in order to administer, maintain and promote any project(s) or program(s) as may be approved by *the Corporation*.

Section 2. Offices

No professional or non-professional personnel employed by the Board of Trustees to administer, maintain or promote any project(s) or program(s) as may be approved and adopted by *the Corporation* shall hold an elective or appointed office within *the Corporation*.

Section 3. Officers, Committeemen and Employees

The Board of Trustees shall make provision for the proper reimbursement of expenses of certain officers, committeemen and employees in the performance of *the Corporation* related duties as it may determine.

ARTICLE VII – ORDER OF BUSINESS

Section 1. Annual and Mid-Year Meetings

The general Order of Business at the Annual and Mid-Year Meetings of *the Corporation* shall be as follows:

- a. Call to Order
- b. Introduction of Guests
- c. Roll Call of Officers
- d. Approval of Minutes of Previous Meeting
- e. Reports: Chairman and Treasurer, together with any other(s) as may be deemed necessary by the Board of Trustees
- f. Unfinished Business
- g. New Business
- h. Presentation of Awards
- i. Acceptance of Miscellaneous Contributions (Mid-Term Meeting) Exalted Rulers' March for the Major Project (Annual Meeting)
- j. Closing and Adjournment

Section 2. Special/Quarterly Meetings

The general Order of Business at any Special/Quarterly Meeting of *the Corporation* shall be as follows:

- a. Call to Order
- b. Roll Call of Members, Board of Trustees
- c. Report on Credentials (Corporate Secretary)
- d. Discussion and Resolving of Business at Hand
- e. Closing and Adjournment

Section 3. Executive Sessions

The Corporation may, at any of its Annual, Mid-Term or Special/Quarterly Meetings, by a three-fourths (3/4ths) majority vote of members present, go into Executive Session, during which all persons not members of *the Corporation* may be excluded and no minutes shall be recorded during that period when the Executive Session shall be in effect.

Section 4. Parliamentary Practice

All Parliamentary Practice in conducting the business of *the Corporation* at any of its Annual, Mid-Term or Special/Quarterly Meetings, not herein provided for, shall follow "Robert's Rules of Order, Newly Revised."

ARTICLE VIII – LIMITATIONS, OFFENSES AND PENALTIES

Section 1. Limitations

- a. No question of a political or sectarian character shall be introduced at the meetings of *the Corporation* and no person shall be directly or indirectly endorsed or recommended for any political or Grand Office, nor shall any public question be introduced or discussed unless the same directly relates to or affects the Order and its membership, or unless previous action on such subject shall have been taken by Grand Lodge.
- b. *The Corporation* shall exercise no legislative, executive or judicial functions, nor power of government except concerning its own affairs, nor have jurisdiction over the Subordinate Lodges of which it is composed, nor their members.
- c. At no time shall *the Corporation* sponsor or create any charitable fund, trust or other agency using the word “foundation”, or any title or designation in which the word shall appear.

Section 2. Offenses

- a. Any Corporation officer, committeeman or representative of a member Lodge shall forfeit his/her position automatically by failure to keep in good standing in a member Lodge and shall be subject to such penalty as provided in Section 3 of this ARTICLE.
- b. No Corporation officer or committeeman, nor any other person, shall, without prior consent of *the Corporation*:
 - (1) Use or claim relationship to *the Corporation* for commercial or political purposes;
 - (2) Institute or maintain any publication of a magazine, newspaper or other printed material purporting to be a publication or purporting to have the sponsorship of *the Corporation* or of a committee of *the Corporation*;
 - (3) Solicit or accept funds for or on behalf of a purpose which is, or which is alleged to be, connected with, approved by or for the benefit of *the Corporation*.

Section 3. Penalties

Any violation of this ARTICLE shall be punishable by such penalty as a simple majority of the Board of Trustees may deem proper, provided that suspension or expulsion from membership in *the Corporation* shall be carried into effect only after approval of such penalty by *the Corporation* at its next regularly scheduled meeting.

Section 4. Provisions Not Otherwise Covered

In all cases where subjects are not covered by *THE CORPORATION* Articles of Incorporation or these By-Laws, the By-Laws of the Nevada State Elks Association or the Grand Lodge Statutes shall govern.

ARTICLE IX – AMENDMENTS

Section 1. Articles of Incorporation and By-Laws

- a. Any proposed amendment(s) to the Articles of Incorporation and/or proposed amendment(s), addition(s) to or general revision of the By-Laws of *the Corporation* submitted to and approved by its Board of Trustees shall be referred to the Governing Body of the Nevada State Elks Association for further review and approval, sent by email or by mail from *the Corporation* Secretary.
- b. As soon as possible thereafter, and no later than thirty (30) days prior to *the Corporation* Meeting at which time proposal(s) is/are to be voted upon, notice setting forth the full proposal(s) shall be sent by *the Corporation* Secretary to the member Lodges for consideration.
- c. Upon receipt, it shall be the responsibility of each member Lodge to review such proposal(s) and then instruct its duly selected delegate and/or representative its decision.
- d. Such proposal (s) shall then be presented by the Board of Trustees at the meeting of *the Corporation* at which the same is/are to be voted upon.
- e. In the voting which shall follow, should there be no opposition, the Chairman of *the Corporation* shall direct that the record show that such proposal(s) was/were adopted by unanimous vote; otherwise a roll call vote shall be ordered, with a two-thirds (2/3rds) affirmative vote of the member Lodges present required to adopt.

Section 2. General Requirements and Provisions

- a. Immediately upon taking office, it shall be the responsibility of the Board of Trustees of *the Corporation*, and the members of the Governing Body of the Nevada State Elks Association, as well as the Chairman of the Articles of Incorporation and By-Laws Committee of said State Association, to have in their possession the most current publication of the Articles of Incorporation and By-Laws of *the Corporation*, together with any amendment(s) thereto or revision(s) thereof not heretofore included, shall also be part of the permanent records maintained by the Nevada State Elks Association.
- b. Likewise, it shall be the responsibility of each member Lodge to have in its permanent files at least one (1) copy of the most current publication of the Articles of Incorporation and By-Laws of *the Corporation*, together with at least one (1) copy of any amendment(s) thereto or revision(s) thereof not heretofore included.

Section 3. Adoption

Thereafter, such proposal(s) as may be adopted during any one Corporation year by either an unanimous vote or by the required two-thirds (2/3rds) affirmative vote shall become effective the next Corporation year immediately following, with further stipulation that the same is/are forwarded to the President and Secretary of the Nevada State Elks Association, as well as the Chairman of the Articles of Incorporation and By-Laws Advisory Committee of said State Association, together with a certificate signed by *the Corporation's* Chairman and Secretary under the seal of said Corporation, which shall be substantially the following form:

This is to certify that the foregoing amendment(s) to the Articles of Incorporation of The Corporation, being Section(s) All of ARTICLE(S) I through IX, submitted herewith were adopted by vote of the members of *the Corporation* entitled to vote thereon, all as provided by the By-Laws of *the Corporation*.

Barbara Rackley

Corporation Chairman

Pamela Shirkey

Corporation Secretary