



# Bylaws

Version 1.2, October 1, 2023

## Mission

Our Nevada Judges is a nonprofit, nonpartisan organization bridging the gap between the judiciary and the general public.

## Bylaws

### **Article 1:** Board of Directors

#### **Section 1:** General powers

The management of this corporation, including the control and distribution of its property and funds, is generally vested with the board of directors.

#### **Section 1.1:** The Founding Director

- a) Alexander Falconi is the Founding Director.
- b) The Founding Director shall have unilateral, overriding, and countermanding powers only as expressly authorized. The purpose and role of the Founding Director is to preserve brand integrity, ensure the educational and non-partisan mandate, and take decisive action as necessary during the corporation's formative years.
- c) Upon the Founding Director's resignation or death, his position and powers shall be eliminated as provided in Sec. 5.7.

#### **Section 1.2:** Number, Term and Qualifications

- a) Excluding the Founding Director, the number of directors shall be no greater than seven (7).
- b) The term of office for the Founding Director shall be indefinite. The term of office for other directors shall be six (6) years.
- c) The Founding Director shall install any director to a new term, fill a vacancy, or fill a newly created directorship. In the case of filling a vacancy, the newly installed director shall begin a new full term when installed. Directors may be reinstated for additional terms.
- d) Excluding the Founding Director, a director's term shall commence on the date of their installment and shall expire six years from the date of their installment unless they resign or are removed.
- e) Directors' financial contributions to the corporation are appreciated but not expected.
- f) Directors' non-financial contributions are expected to be commensurate with their talents and abilities.

#### **Section 1.3:** Resignation and Removal

- a) Any director may resign by delivering a written resignation to the President of the corporation. The resignation of any director shall take effect upon receipt of such notice,



## Bylaws

Version 1.2, October 1, 2023

and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- b) The Founding Director may, at his sole discretion, remove any director without cause.

### Section 1.4: Advisory Committee

- a) The board of directors should appoint an advisory committee of non-board members to inform and assist the board in fulfilling its mission and principles.
- b) Advisory committee members can be nominated by any member of the board at any time and elected by affirmative vote of a majority of the board of directors.
- c) The advisory committee should be diverse and inclusive, representing a variety of viewpoints, backgrounds, experiences, statewide constituencies and geographic regions.
- d) Members of the advisory committee may serve until death, resignation, removal, or disqualification.
- e) Advisory committee members are not directors; if an advisory committee member becomes a director, their membership on the advisory committee is automatically resigned.
- f) Any member of the advisory committee may resign by delivering a written resignation to the Secretary of the corporation. The resignation of any member of the advisory committee shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- g) Any member of the advisory committee may be removed by a majority vote of the board of directors whenever in their judgment it serves the best interests of the corporation.

### Section 1.6: Conflicts of Interest

- a) A conflict of interest exists if a director receives compensation from the corporation or from any third party because of their service as a director; or represents, is employed by, or owes a fiduciary duty to any party that has an interest in a matter or legal issue that is averse to the interests of the corporation or adverse to a specific position the corporation has taken or indicated it will take.
- b) Reimbursement of a director's expenses or reasonable honoraria for speaking on behalf of the corporation are not considered a conflict of interest. It is the obligation of directors to notify the executive committee if any potential or perceived conflict of interest arises during their term of office. Such director shall disclose to the Founding Director in writing the existence of a conflict of interest and may not participate in debate or voting on matters for which the director has a conflict of interest, unless the board by a majority vote waives the conflict of interest.

### Section 1.7: Internal Operating Procedures & Policy

- a) The media, engineering, and legal operations of the corporation shall be governed by written internal operating procedures and policy.



# Bylaws

Version 1.2, October 1, 2023

- b) It is the duty of the board of directors to draft and amend the internal operating procedures and policies which must be made publicly available.
- c) Any draft or amendment proposed by the board of directors must be approved by the Founding Director.
- d) The Founding Director may unilaterally draft or amend the internal operating procedures and policies. Upon exercising this Sec. 1.1(b) power, the Founding Director shall notify the board of directors in writing.

## Article 2: Meetings

### Section 2.1: Annual Meeting

The corporation shall hold an annual meeting of the board of directors and for the transaction of such other business as may properly be addressed by the board, at a time and place to be determined by majority vote of the Board of Directors.

### Section 2.2: Special Meetings

Special meetings of the board of directors may be held at any place and time, in-person or through electronic means, whenever called by the Founding Director.

### Section 2.3: Notice of Meetings

- a) The Founding Director shall, at least three (3) business days before the meeting, give notice thereof by any usual means of communication.
- b) Such notice shall state with specificity the purpose(s) for which the meeting is called and will include any issues and/or materials which may require a vote of the board.
- c) Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 2.4: Quorum

- a) A majority of the number of directors fixed by these bylaws and holding office at any time shall constitute a quorum for the transaction of any business at any meeting of the board of directors.
- b) Proxy voting is allowed at the sole discretion of the Founding Director.
- c) A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail or email) their dissent or abstention to such action to either the person acting as Secretary of the meeting before the adjournment of the meeting or to the Secretary of the corporation



## Bylaws

Version 1.2, October 1, 2023

within 1 hour after the adjournment of the meeting, which dissent or abstention must be in writing or in an email.

- d) The right to dissent or abstain shall not apply to a director who voted in favor of such action.
- e) The Founding Director shall abstain from any vote in which his Sec. 1.1(b) powers would obviate the need for his vote.

### Section 2.5: Meetings held by Telephone or Other Telecommunications

- a) Members of the board of directors or its committees may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can speak and hear each other at the same time.
- b) Participation by such means shall constitute presence in person at a meeting.

### Section 2.6: Actions by Consent

- a) The President of the corporation may seek the assent of the board of directors with respect to specific action by polling the directors, or the members of the executive committee, by telephone or email, and may take such action with affirmative majority vote of the board or executive committee.
- b) The President should specify a reasonable time for those polled to respond with their votes.
- c) Any action taken by the board of directors or executive committee pursuant to the provisions of this section shall be recorded in the minutes of the corporation.

### Section 2.7: Expedited Order

- a) The President of the corporation may request authority to take action through expedited order.
- b) Under expedited order, the President is authorized to make a series of decisions related to one issue and to report back to the board after finalizing the issue.

### Section 2.8: Communication

- a) For corporate business conducted outside of meetings and not in person, any usual means of communication is considered acceptable.
- b) Email is an acceptable form of communication for written notices, including board and advisory committee resignations, conflicts of interest, and meeting requests.



# Bylaws

Version 1.2, October 1, 2023

## Article 3: Officers

### Section 3.1: Executive Committee

- a) The executive officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such assistant officers and other officers as the board of directors may deem necessary and elect.
- b) No person, except for the Founding Director, may hold more than one office.
- c) In the interim between meetings of the board of directors, the executive committee shall have the full power and authority to manage the business, property and affairs of the corporation, not inconsistent with the instructions and direction of the board of directors.

### Section 3.2: Election and Term

- a) The officers of the corporation shall be elected by a majority vote of the board of directors.
- b) Candidates for office may be nominated by any other director at any time prior to the annual meeting.
- c) Each officer shall hold office until the next annual meeting or until death, resignation, removal, disqualification, or a successor having been elected.
- d) Any director may serve as an officer, and nothing herein shall preclude the re-election of any officer for additional terms.
- e) The Founding Director may unilaterally install an officer of the corporation. Upon exercising this Sec. 1.1(b) power, the Founding Director shall notify the board of directors in writing.

### Section 3.3: President

- a) The President shall be the principal executive officer of the corporation and shall perform all duties incident to the office of the President and such other duties as may be prescribed by the board of directors.
- b) Subject to the control of the board of directors, the President shall, in general, supervise and control all of the business and affairs of the corporation.
- c) Together with the Secretary or any other officer of the corporation duly authorized by the board of directors, the President shall sign and execute contracts and other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly the prerogative of the board of directors, or by these bylaws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.
- d) The Founding Director may countermand any directive given to the President by the board of directors.
- e) The Founding Director may unilaterally and at his sole discretion direct the President as he deems necessary.



## Bylaws

Version 1.2, October 1, 2023

### Section 3.4: Vice President

- a) In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President.
- b) In the event of the President's death, resignation, or permanent inability to perform their duties, the Vice President shall succeed to the office of the President for the balance of the departed President's term.
- c) The Vice President shall perform other duties assigned by the President, the board of directors, or by these bylaws.

### Section 3.5: Secretary

The Secretary shall keep the minutes of the meetings of the board of directors and executive committee and an up-to-date roster of directors and committees along with their current contact information (mailing address, telephone, email address) terms and status, in books or databases provided by the corporation for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation that is affixed to corporate documents, the execution of which on behalf of the corporation under its seal is duly authorized; and perform other duties incident to the office of Secretary, including those assigned by the President, the board of directors, or by these bylaws.

### Section 3.6: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such depositories in accordance with these bylaws; prepare, or caused to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in Nevada within four (4) months after the end of such fiscal year and shall remain available for a period of at least five (5) years; and perform other duties incident to the office of Treasurer, including those assigned by the President, the board of directors, or by these bylaws.

### Section 3.7: Compensation of Officers

The officers of the corporation shall not be compensated for their services as officers but may be reimbursed by the corporation for expenses actually incurred in carrying out their duties, at the discretion of the executive committee.



## Bylaws

Version 1.2, October 1, 2023

### Section 3.8: Resignation and Removal

- a) Any officer may resign by delivering a written resignation to the President of the corporation.
- b) The resignation of any officer shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- c) The President may resign by delivering a written resignation to the Secretary of the corporation.
- d) Any officer elected by the board of directors under Sec. 3.2(a) may be removed by a majority vote of the board of directors whenever in their judgment it serves the best interests of the corporation.
- e) The Founding Director may unilaterally and without cause remove an officer, whether elected under Sec. 3.2(a) or installed under Sec. 3.2(e). When exercising this Sec. 1.1(b) power, the Founding Director shall notify the board of directors in writing.

### Article 4: Funding and Finances

#### Section 4.1: Use of Funds

- a) The funds, properties and assets of this corporation shall be used solely and exclusively for education, scientific, literary or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as prescribed by the Articles of Incorporation; and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any of its officers, directors or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purpose for which this corporation exists within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- b) Disbursements of the funds of the corporation shall be made only upon proper authorization by the board of directors; provided, however, that between meetings of the board of directors' disbursements may be made as duly authorized by the executive committee.
- c) The Founding Director's approval is required before the disbursement of any funds.
- d) The Founding Director may unilaterally authorize the disbursement of funds.
- e) No loan of any funds of the corporation shall ever be made to any officer or director of this corporation or to any member of his or her immediate family, or corporation or by any member of his or her immediate family.

#### Section 4.2: Contracts, Loans, Checks and Deposits

- a) The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and may be general or confined to specific instances.



## Bylaws

Version 1.2, October 1, 2023

- b) The Founding Director's approval is required before entering into a contract or executing and delivering any instrument in the name of or on behalf of the corporation.
- c) The Founding Director may, at his sole discretion and authority, authorize any officer or officer, agents or agents to enter into any contract or execute and deliver any instrument in the name or on behalf of the corporation.
- d) No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.
- e) No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued unless approved by the Founding Director.
- f) The Founding Director may, at his sole discretion and authority, allow loans to be contracted on behalf of the corporation and evidence indebtedness in its name.
- g) All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by the Treasurer.
- h) Any checks, drafts or other orders for the payment of money issued in the name of the corporation larger than \$1,000 shall be signed by two officers of the corporation, one of whom shall be the Treasurer or an assistant Treasurer.
- i) All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the board of directors may select.

### Article 5: General Provisions

#### Section 5.1: Fiscal Year

The fiscal year of the corporation shall be the calendar year.

#### Section 5.2: Books and Records

- a) The corporation shall keep and make available to any director, at any reasonable time:
  - i. The current contact information (mailing address, telephone, email address) of directors and committee members; and,
  - ii. Minutes of the meetings of the board; and,
  - iii. Minutes maintained by committees of the board.
- b) The corporation shall keep and make available to the public, at any reasonable time:
  - i. The Articles of Incorporation; and,
  - ii. The Bylaws; and,
  - iii. Written Directives; and,
  - iv. An up-to-date roster of directors and committees, terms, and statuses; and,
  - v. The corporations internal operating procedures and policies.
- c) Records may be recorded in written form, but must be maintained in an easily transferable digital format.
- d) Public and press requests for records that are maintained in digital format and published to a website may be disregarded and ignored.





## Bylaws

Version 1.2, October 1, 2023

### Section 5.3: Rules of Procedure

Unless otherwise provided herein, the provisions of Roberts' Rules of Order, Newly Revised, shall apply to all meetings of the board and members.

### Section 5.4: Amendments

These bylaws may be amended or repealed and new bylaws may be adopted at the sole discretion and power of the Founding Director. Upon exercising this Sec. 1.1(b) power, the Founding Director shall notify the board of directors.

### Section 5.5: Dissolution of the Corporation

- a) This corporation may be dissolved only at the sole discretion and by order of the Founding Director.
- b) Before dissolving the corporation, the Founding Director must designate a tax-exempt organization to which to transfer all remaining corporate assets.

### Section 5.6: Incapacitation of the Founding Director

- a) The Founding Director may designate a Caretaker to temporarily serve in his stead for the duration of any incapacitation that may occur.
- b) If the Founding Director has not designated a Caretaker, or the designee is unable or unwilling to serve, the board of directors may exercise certain powers they have been excluded from as follows:
  - i. the board of directors may call a special meeting under Sec. 2.2 by majority vote.
  - ii. the board of directors may remove an officer installed under 3.8(d) by majority vote.
  - iii. the Founding Director's approval is not required under Sec. 1.7(c), Sec. 4.2(b), and 4.2(e), if the action the board sought to take was unanimous.
  - iv. The board of directors may authorize litigation as provided by Section 5.9 only by unanimous vote.
- c) The Caretaker shall have the authority to exercise all of the Founding Director's Sec. 1.1(b) powers, except as follows:
  - i. The board of directors may call a special meeting under Sec. 2.2.
  - ii. the Caretaker may not amend these bylaws under Sec. 5.4 without the board of directors' unanimous approval.
  - iii. the Caretaker may not dissolve the corporation under Sec 5.5, without the board of directors' unanimous approval.
- d) If the Founding Director has been incapacitated for longer than one (1) year, the board may proceed under Sec. 5.7.



## Bylaws

Version 1.2, October 1, 2023

### Section 5.7: Elimination of the Founding Director's Position and Powers

- a) Upon Sec. 1.1(c) triggering, and notwithstanding Sec. 5.4, the board of directors shall be vested with the power to amend these bylaws to eliminate the Founding Director's position and alter or create new provisions as deemed necessary to fully empower the board.
- b) The board of directors is encouraged to amend these bylaws under Sec. 5.7(a) such that it governs by majority vote wherever practical and reasonable; and, to allow for the removal of a director only with a showing of cause and after notice and an opportunity to be heard.
- c) The Founding Director may designate a Caretaker that, upon Sec. 1.1(c) triggering, is vested with the powers articulated in Sec. 5.6(c) until the board of directors has satisfied its duty under Sec. 5.7(a). If the Founding Director has not designated a Caretaker, or the designee is unable or unwilling to serve, the board of directors shall instead be vested with the powers articulated in Sec. 5.6(b).
- d) Under no circumstances may a Caretaker interfere with the board of directors efforts to satisfy its duty under Sec. 5.7(a).

### Section 5.8: The Non-Partisan Mandate

- a) Under no circumstances may the corporation endorse any candidate for public office, whether judicial or non-judicial. This provision can be amended only by unanimous approval of the board of directors.
- b) Under no circumstances may the corporation recommend any candidate for appointment for public office, whether judicial or non-judicial. This provision can be amended only by unanimous approval of the board of directors.

### Section 5.9: Litigation

- a) The Founding Director unilaterally and at his sole discretion may authorize litigation in the corporation's name, and participate in the litigation as authorized representative when required by law.
- b) The Founding Director may, when required by law, authorize a director to appear at hearings or sign legal papers and pleadings as an authorized representative.

### Section 5.10: Public and Press Interaction

- a) Unless the issue is related to pending or ongoing litigation involving the corporation, directors and executive officers are permitted and even encouraged to communicate with the public and press when doing so would appear to be in the best interests of the corporation.
- b) The Founding Director may communicate with the public and press at his sole discretion notwithstanding the prohibition articulated under Sec. 5.10(a).



## Bylaws

Version 1.2, October 1, 2023

### Section 5.11: Communication with The Judiciary

- a) Under no circumstances may a director, executive officer, or advisory board member leverage their position in the corporation to intimidate, coerce, or manipulate an outcome in any case before any judge.
- b) Confrontation of any judge that improperly interferes with public, press, or camera access to a judicial proceeding may occur:
  - i. By litigation as provided under Sec. 5.9 when appropriate and permitted by law; and,
  - ii. By complaint to the Commission on Judicial Discipline when appropriate and permitted by law; and,
  - iii. By publication impugning the judge if, when, and as expressly authorized by the Founding Director.