



CONSTITUTION¹
OF THE
LAS VEGAS CHAPTER OF THE NATIONAL BAR ASSOCIATION

ARTICLE I

Name. The Las Vegas Chapter of the National Bar Association, Inc. shall be referenced herein as the “Association”.

ARTICLE II

Objectives. The objectives of the Association shall be to advance the law and the fair administration of justice; to safeguard the independence, integrity, and excellence of the judiciary at the local, state, and national levels; and to uphold the highest standards of ethics and professionalism within the legal profession. The Association shall promote collegiality, mentorship, and leadership development within the legal community, and advocate for laws and policies that expand economic opportunity and protect the civil and political rights of all people, including the full and equal exercise of the franchise guaranteed by the Constitution of the United States.

ARTICLE III

Powers and Limitations. The Association shall have all powers granted to nonprofit corporations under Nevada law, subject to the following limitations: (a) no part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or private persons, except as reasonable compensation for services rendered; (b) the Association shall not be organized or operated for profit; and (c) the Association may engage in advocacy and lobbying activities consistent with the purposes of a business league under Section 501(c)(6), but shall not engage in any activity prohibited by law.

ARTICLE IV

Association’s Fiscal Year. The Association’s Fiscal Year is in accordance with the annual calendar year, from January 1 through December 31, unless otherwise determined by the Executive Board.

ARTICLE V

Section 1. Association Meetings. The Association shall hold all meetings, including all general assembly, special, emergency, and annual meetings, in accordance with the Bylaws.

Section 2. Quorum. A quorum for meetings of the Executive Board shall consist of a majority of the Executive Board members then in office, provided that no fewer than three (3) Executive Board members are present at a duly called meeting. A quorum for general assembly meetings shall consist of a majority of the voting members present at a duly called meeting, provided that no fewer than seven (7) members are present.

¹ Unless otherwise defined herein, all capitalized terms shall adopt the definition presented in the Bylaws of the Association.

ARTICLE VI

Governance. The affairs of the Association shall be governed in accordance with this Constitution and the Bylaws of the Association by the duly elected Executive Board, the number, eligibility, term, powers, and duties of which shall be set forth in the Bylaws.

ARTICLE VII

Amendments to the Bylaws. Bylaws not inconsistent with the provisions of this Constitution may be adopted or amended only at an annual or special meeting, by a simple majority vote of the members present, and upon the following conditions: All proposed amendments to the Bylaws shall be received by the Secretary no later than thirty (30) days prior to the meeting; and notice of the proposed amendments identifying proposed change(s) shall be circulated to the membership of the Association at least ten (10) days prior to the meeting. Amendments to the Bylaws shall go into effect and become law immediately upon the conclusion of the meeting at which they are adopted. Upon the adoption of any amendments to the Bylaws, the Secretary shall make all necessary corresponding corrections to the Constitution.

ARTICLE VIII

Amendments to the Constitution. The Constitution may only be amended at an annual or special meeting by a simple majority of the members present and voting, upon the following conditions: All proposed amendments to the Constitution shall be received by the Secretary no later than thirty (30) days prior to the meeting; and the proposed amendments shall be circulated to the membership of the Association at least ten (10) days prior the meeting. Amendments to the Constitution shall go into effect and become law immediately upon the conclusion of the meeting at which they are adopted. Upon the adoption of any amendments to the Constitution, the Secretary shall make all necessary corresponding corrections to the Bylaws.

ARTICLE IX

Indemnification. The Association shall indemnify its directors, officers, and agents to the fullest extent permitted by Nevada law, as further provided in the Bylaws.

ARTICLE X

Dissolution. Upon dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or to such organization or organizations organized and operated for similar purposes, as determined by the membership, in accordance with Nevada law.