

REPUBLICAN MEN'S CLUB OF NORTHERN NEVADA, INC.
ARTICLES OF INCORPORATION

Article I **Name** - The name of this Corporation shall be the Republican Men's Club of Northern Nevada, Inc.

Article II **Purpose** -

A. The purpose of corporation is to develop a Social and Educational Organization for the exchange of social and political ideas and activities. In conjunction with such purposes, the objective of this corporation is that through the medium of education and social discourse that its members will be better informed concerning the social and political resources, activities and policies of the various governmental and political organizations within our Nation..

B. Said CORPORATION (Republican Men's Club of Northern Nevada, Inc.) is organized exclusively for social and educational purposes, within the meaning of section 501 (c) (7) of the Internal Revenue Code (or corresponding section.)

C. No part of the net earnings of the CORPORATION shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Republican Men's Club of Northern Nevada, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (7) purposes. Notwithstanding any other provision of these articles, the CORPORATION shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (7) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Article III **Affiliation** - This corporation may be affiliated with various Local, State, Regional or National social and political organizations and shall be governed by, and shall comply with the principles, rules and regulations established within this Corporation.

Article IV **Location** - The principal operations of this corporation shall be in and about the State and Counties of Nevada and may extend into other areas as provided for by these Articles.

Article V **Term** - Perpetual until dissolved by Two Thirds (2/3) vote of the Board of Directors.

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Article VI Powers - This corporation shall have the following powers in addition to the powers expressly or implicitly conferred on it by law.

- A. To make and enforce rules and regulations to govern itself on a local basis, but consistent with and not contrary to any rules and regulations promulgated by any higher affiliate organization.
- B. To solicit contributions for the financial operation of the Corporation.
- C. To enter into contracts necessary for the operation of said Corporation.
- D. To hold and own property as necessary for the operation of said Corporation.
- E. To own, lease and/or operate such business(es) as appropriate for the forwarding of the purpose(s) of this Corporation.

Article VII Membership:

- A. Regular Membership: All male residents residing within the State of Nevada eighteen years of age and above.
- B. Junior Membership: All male residents residing within the State of Nevada under eighteen years of age.
- C. Associate Member: Any individual not identified in paragraph A or B above.

Article VIII Property Rights of Members: The Property Rights and Interest of each Regular Member are equal.

Article IX Officers and Directors - All Officers and Directors of this corporation shall be citizens of the community(ies) in which this corporation operates, must be well respected and Regular Members in good standing.

- A. Total numbers for the Board of Directors shall not exceed five (5).
- B. In the event of any vacancies, the Board of Directors shall appoint an individual who fulfills the standards for participation in this Corporation to complete the remaining term of the vacated position.

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Article IX Officers and Directors continued

C. Following the initial election of Officers and Board Members the Officers and Directors of the Corporation shall be elected by ballot at the Annual Meeting of the Corporation. Election of Officers and selection of Board Members may be accomplished prior to the annual meeting via mail, email, or other electronic means with the results of such balloting being provided to the membership at the annual meeting. All balloting information must be posted on the Organizations website and/or provided in paper form available to each Regular Member.

D. The term of office shall be for one (1) year and re-election for a second term shall be permissible. Said term limited individuals may be returned as an Officer or Director upon a one year vacancy. No individual may serve more than four (4) consecutive years in any combination of Officer and Board member.

E. Officer positions shall consist of:

1. President
2. Vice President,
3. Secretary*
4. Treasurer*

* These positions may be combined if necessary.

F. Officer and Director positions shall be filled by Regular Members in good standing. It is strongly suggested that the Board exercise an extensive search to locate individuals who have a strong interest in forwarding the social and educational assistance to all individuals participating in this Corporation.

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Article X Standing Committees -

A. 1.) Publicity Committee - To ensure that the activities and actions of the Corporation are publicize to the general public so as to provide the basis for ensuring that the community as a whole is advised and knowledgeable of the Corporations activities thus providing the greatest interest by the community to support the Corporations efforts.

2.) Finance Committee - To develop financial activities that will provide the necessary funding for the Corporation to proceed with its stated activities on behalf of enhancing its membership.

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Article X Standing Committees continued

3.) Audit Committee - This committee shall consist of the Corporations Vice President (Chair), Treasurer plus one additional individual selected by the Audit Committee Chair and approved by the Corporation President.

B. Additional standing committees may be established by a simple majority vote of the Board of Directors during legal session when the adding of specified additional standing committee(s) has/have been stated on the meeting agenda. Standing Committees may be removed via the same procedure as stated for addition.

C. The Chairman of each standing committee shall be appointed by the President with the consent of the Board of Directors.

Article XI Ad hoc Committees - Ad hoc Committees may be established at the discretion of the President or majority vote of the Board of Directors.

Article XII Meetings of the Corporation -

A. Regular Meetings - Regular meetings of the corporation shall be called semiannually by the President. These meetings may be conducted as a part of the Organizations monthly social and educational meeting.

B. Special Meetings - Special meetings may be called by the President or through the President by request of one third (1/3) of the sitting Board members.

C. Annual Meeting - The annual meeting of the corporation shall be conducted no later than December fourteenth of each year for the purpose of electing officers, selection of Board Members and for the reading of officers and committees year end reports. This meeting may be conducted as a part of the Organizations monthly social and educational meeting.

D. Quorum - A quorum for conducting business shall consist of fifty (50%) of the membership of the Board of Directors excluding the need to count vacant seats.

E. Open Meetings - All meetings of the Board of Directors shall be open meetings and all Regular members of the corporation are invited to attend.. Interested individuals are encouraged to attend.

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Article XIII Amending - The Articles of Incorporation may be amended or repealed by a two thirds (2/3) vote of the Board of Directors. Written notice and publication on the Corporations website of such and the proposed changes must be included in the call to meeting and be on the agenda of the meeting during which such consideration will be accomplished. Such notice and materials must be postmarked and posted no later than fifteen (15) days prior to the meeting.

Article XIV Rules of the Assembly - "Roberts Rules of Order, Newly Revised, current edition shall be the parliamentary authority on all matters not covered by the Articles of Incorporation of this corporation.

Article XV Fiscal Year - The Fiscal Year of this Corporation shall commence on January 1 of each calendar year and close on December 31 of the following year. The Fiscal Year may be changed with the agreement of two thirds (2/3) vote of the Board of Directors and the filing of any and all appropriate notices to Local, State and/or National overseeing organizations.

Article XVI Dissolution - Upon dissolution of this CORPORATION, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code, i.e. social or recreational, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Proposed: September 24, 2011