

**A RESOLUTION CREATING THE CLARK COUNTY EMERGENCY RESPONSE FUND, A NONPROFIT CORPORATION, AND APPROVING OTHER MATTERS RELATED THERETO**

**WHEREAS**, pursuant to Senate Bill No. 13 of the 2019 Legislative Session of the 80th Nevada State Legislature ("SB 13") and codified as NRS 244.197, Board of County Commissioners (the "Board") of Clark County, Nevada (the "County"), is authorized to form a nonprofit corporation to aid the County in providing to residents and visitors emergency assistance or any other governmental service, including, without limitation, social services and financial assistance for food and shelter certain services during an emergency; and

**WHEREAS**, the Board desires to form the "Clark County Emergency Response Fund", a nonprofit corporation (the "Nonprofit") under the provisions of SB 13 and approve the Articles of Incorporation (the "Articles of Incorporation") and the Bylaws (the "Bylaws") of the Nonprofit; and

**WHEREAS**, the Articles of Incorporation, attached hereto as Exhibit A and incorporated herein by this reference, provides for the formation of the Nonprofit;

**WHEREAS**, the Bylaws, attached hereto as Exhibit B and incorporated herein by this reference, provide for the organizational rules of the Nonprofit.

**NOW, THEREFORE, BE IT RESOLVED, BY THE CLARK COUNTY BOARD OF COUNTY COMMISSIONERS THAT:**

1. The Board hereby approves the formation of the "Clark County Emergency Response Fund" as a nonprofit corporation pursuant to SB 13 and shall be organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including corresponding provisions of any subsequent federal tax laws (the "Code"). Subject to the foregoing, the specific purposes and objectives of the Nonprofit shall include and be limited to:
  - a. aiding Clark County and its residents and visitors following the declaration of an emergency by Clark County by providing emergency assistance or any other governmental services, including, without limitation, social services and financial assistance for food and shelter; and

- b. supporting other organizations, projects, and initiatives that are organized and operated for similar purposes.
2. The Board hereby approves the Articles of Incorporation and the Bylaws of the Nonprofit pursuant to SB 13.
3. The Board hereby authorizes the officers of the County to file the Articles of Incorporation with the Nevada Secretary of State.
4. The Board hereby authorizes the officers of the County to apply to the Internal Revenue Service for recognition of the Nonprofit as a tax exempt organization under Section 501(a) of the Code, by reason of being an organization described in Section 501(c)(3), and to execute and deliver all such applications, certificates, powers of attorney and other instruments and perform all such other acts as any of them may deem necessary or appropriate to obtain such recognition.
5. The Board hereby determines that the fiscal year of the Nonprofit shall commence on July 1 and end on June 30 of each year.
6. All actions taken on behalf of the Nonprofit prior to the date of this action by the County or by any of the persons appointed as officers are approved and ratified in all respects.
7. This resolution is effective on adoption and approval.

**PASSED, ADOPTED AND APPROVED** on this 20<sup>th</sup> day of September, 2022.

CLARK COUNTY, NEVADA  
BOARD OF COUNTY COMMISSIONERS

BY: \_\_\_\_\_  
JAMES B. GIBSON, Chair

Attest:

\_\_\_\_\_  
LYNN MARIE GOYA, Clerk

# **Exhibit A**

## **Articles of Incorporation**



**BARBARA K. CEGAVSKE**  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

\*040604\*



# Nonprofit Articles of Incorporation

(PURSUANT TO NRS CHAPTER 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	Clark County Emergency Response Fund			
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input checked="" type="checkbox"/> Office or Position with Entity (name and address below)			
	Secretary Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity			
	500 S. Grand Central Pkwy., Floor 6 Street Address	Las Vegas City	Nevada	89155 Zip Code
			Nevada	Zip Code
	Mailing Address (if different from street address) _____ City _____			
<b>3. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) James B. Gibson Name 500 S. Grand Central Pkwy., Floor 6 Street Address Las Vegas City State 89155 Zip Code			
	2) Justin Jones Name 500 S. Grand Central Pkwy., Floor 6 Street Address Las Vegas City State 89155 Zip Code			
	3) Michael Naft Name 500 S. Grand Central Pkwy., Floor 6 Street Address Las Vegas City State 89155 Zip Code			
	4) See attachment for additional Directors. Name Street Address City State Zip Code			
<b>4. Purpose:</b> (required; continue on additional page if necessary)	<i>The purpose of the corporation shall be:</i> See attachment.			
<b>5. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. _____ Lynn Marie Goya, Secretary Name 500 S. Grand Central Pkwy., Floor 6 Address Las Vegas City NV 89155 State Zip Code			
<b>6. Certificate of Acceptance of Appointment of Registered Agent:</b>	<i>I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.</i> _____ X _____ Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles  
Revised: 9-26-17

**ATTACHMENT TO  
ARTICLES OF INCORPORATION OF THE  
CLARK COUNTY EMERGENCY RESPONSE FUND**

**3. Names and Addresses of the Board of Directors**

- 4) Name: Marilyn Kirkpatrick  
Address: 500 S. Grand Central Pkwy., Floor 6, Las Vegas, NV 89155
- 5) Name: Ross Miller  
Address: 500 S. Grand Central Pkwy., Floor 6, Las Vegas, NV 89155
- 6) Name: William McCurdy II  
Address: 500 S. Grand Central Pkwy., Floor 6, Las Vegas, NV 89155
- 7) Name: Tick Segerblom  
Address: 500 S. Grand Central Pkwy., Floor 6, Las Vegas, NV 89155

**4. Purpose.** The Clark County Emergency Response Fund (the “Corporation”) is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including corresponding provisions of any subsequent federal tax laws (the “Code”). Subject to the foregoing, the specific purposes and objectives of the Corporation shall include and be limited to:

- a) aiding Clark County and its residents and visitors following the declaration of an emergency by Clark County by providing emergency assistance or any other governmental services, including, without limitation, social services and financial assistance for food and shelter; and
- b) supporting other organizations, projects, and initiatives that are organized and operated for similar purposes.

*[See Sections 5 and 6 above]*

**7. Governmental Unit.** The Corporation is formed as a nonprofit corporation by the Clark County, Nevada Board of County Commissioners (the “Commissioners”) pursuant to Senate Bill No. 13 of the 2019 Legislative Session of the 80th Nevada State Legislature, and shall be controlled by and financially accountable to the Commissioners.

**8. Powers and Restrictions.**

- a) **Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in N.R.S. Section 244.198 and Section 8.2 of these Articles of Incorporation (the “Articles”), the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Nevada and may do everything necessary or convenient for the accomplishment of any of the

corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

b) Restrictions On Powers.

(i) Notwithstanding anything to the contrary in these Articles or the bylaws of the Corporation (the “Bylaws”), the Corporation may operate only after a declaration of an emergency by Clark County, and operation and use of funds following such declaration shall be limited to operation and use that benefit victims of such emergency, except that the Corporation may engage continuously in routine administrative and fund raising activities in order to maintain the existence, good standing, and ability of the Corporation to operate in the event of an emergency.

(ii) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(iii) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Upon dissolution of the Corporation, all of the Corporation’s assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to Clark County for use in a manner consistent with the purposes of the Corporation.

(v) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

**9. Board of Directors.**

a) General. The Commissioners shall serve as the Board of Directors of the Corporation (the “Board”). The management of the affairs of the Corporation shall be vested in the Board.

b) Indemnification. Subject to N.R.S. Sections 244.196 to 244.1995, the Corporation shall indemnify each of its directors and officers to the fullest extent permissible under the provisions of N.R.S. Section 82.541, including any successor amended statute.

c) Liability of the Corporation and the Board. Any liability or action against the Corporation shall be determined in the same manner and with the same limitations and conditions as provided in N.R.S. Sections 41.0305 to 41.039, inclusive. To this extent, pursuant to N.R.S. Section 244.199, the Corporation shall be deemed a political subdivision of the State of

Nevada and the members of the Board shall be deemed employees of the political subdivision. Any repeal or modification of this Section 7.2 shall be prospective only and shall not adversely affect any right or protection of a member of the Board of the Corporation existing at the time of such repeal or modification.

**10. Officers.** The officers of the Corporation are as follows:

- a) The Chair of the Clark County Board of Commissioners is the Chair of the Board of the Corporation.
- b) The Vice-Chair of the Clark County Board of Commissioners is the Vice-Chair of the Board of the Corporation.
- c) The Clark County Manager is the Manager of the Corporation.
- d) The Clark County Clerk is the secretary of the Corporation.
- e) The Clark County Treasurer is the treasurer of the Corporation.

**11. Bylaws.** The initial Bylaws shall be as adopted by the Board. Except to the extent limited by N.R.S. Sections 244.196 to 244.1995 and Chapter 82 of the N.R.S., the Board shall have power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. The Bylaws may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles, as these Articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.

**12. Place of Business.** The street address of the known place of business of the Corporation is 500 S. Grand Central Pkwy., Floor 6, Las Vegas, NV 89155.

**13. Nonmembership Corporation.** The Corporation shall have no members.

**14. Duration.** The Corporation shall have perpetual existence.

**15. Amendments.** The Board shall have the exclusive power and authority at any time and from time to time to amend these Articles by the vote of a majority of the members of the Board then in office.

# **Exhibit B**

## **Bylaws**

**BYLAWS**  
**OF**  
**THE**  
**CLARK COUNTY EMERGENCY RESPONSE FUND**  
\_\_\_\_\_ **, 2022**

## TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I OFFICES; NO MEMBERS .....	1
Section 1.1    Business Offices.....	1
Section 1.2    Registered Agent.....	1
Section 1.3    No Members.....	1
ARTICLE II BOARD OF DIRECTORS.....	1
Section 2.1    General Powers .....	1
Section 2.2    Meetings.....	1
Section 2.3    Special Meetings .....	1
Section 2.4    Public Notice.....	2
Section 2.5    Presumption of Assent .....	2
Section 2.6    Quorum and Board Action.....	2
Section 2.7    Voting by Proxy .....	2
Section 2.8    Compensation .....	2
Section 2.9    Reports .....	2
Section 2.10    Committees .....	2
Section 2.11    Advisory Boards .....	3
Section 2.12    Meetings by Telephone or Video Conference .....	3
ARTICLE III OFFICERS AND AGENTS.....	3
Section 3.1    Designation and Qualifications.....	3
Section 3.2    Officer Appointment, Election, and Term .....	3
Section 3.3    Compensation .....	3
Section 3.4    Removal .....	4
Section 3.5    Vacancies .....	4
Section 3.6    Authority and Duties of Officers .....	4
ARTICLE IV FIDUCIARY MATTERS .....	5
Section 4.1    Indemnification .....	5
Section 4.2    General Standards of Conduct for Directors and Officers .....	6
Section 4.3    Approval of Conflicting Interest Transactions .....	7
Section 4.4    Liability of Directors for Unlawful Distributions .....	7
Section 4.5    Loans to Directors and Officers Prohibited .....	7
ARTICLE V RECORDS OF THE CORPORATION .....	7
Section 5.1    Minutes, Etc.....	8
Section 5.2    Accounting Records.....	8
Section 5.3    Records in Written Form .....	8
Section 5.4    Records Maintained at Principal Office.....	8
ARTICLE VI MISCELLANEOUS .....	8
Section 6.1    Effective Date .....	8
Section 6.2    Fiscal Year .....	8

Section 6.3	Conveyances and Encumbrances .....	8
Section 6.4	Designated Contributions.....	9
Section 6.5	Amendments .....	9
Section 6.6	References to Internal Revenue Code.....	9
Section 6.7	Principles of Construction.....	9
Section 6.8	Severability .....	9

**BYLAWS OF  
THE  
CLARK COUNTY EMERGENCY RESPONSE FUND**

**ARTICLE I**

**OFFICES; NO MEMBERS**

Section 1.1 Business Offices. The initial principal office of the Clark County Emergency Response Fund (the “Corporation”) shall be as stated in the Articles of Incorporation of the Corporation (the “Articles”). The Corporation may at any time and from time to time change the location of its principal office in Nevada. The Corporation may maintain offices and transact business at any place designated by the Board of Directors of the Corporation (the “Board”).

Section 1.2 Registered Agent. The registered agent required by Chapter 82 of the Nevada Revised Statutes to be maintained in Nevada may be changed from time to time by the Board.

Section 1.3 No Members. The Corporation shall have no voting or nonvoting members.

**ARTICLE II**

**BOARD OF DIRECTORS**

Section 2.1 General Powers. The Clark County, Nevada Board of County Commissioners serves as the Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board.

Section 2.2 Meetings. A regular annual meeting of the Board shall be held at the time and place as determined by the Board, for the purpose of appointing officers and transacting such business as may come before the meeting. The Board may provide notice of the time and place for the holding of additional regular meetings. Meetings of the Board shall be conducted consistent with Nevada Open Meeting Law, N.R.S. Chapter 241, as amended, and the then-current Clark County Board of Commissioners Rules of Procedure Handbook, as if references therein (a) to the ‘Board’ are references to the Board of the Corporation, (b) to the ‘Clerk’ are references to the Secretary of the Corporation, and (c) to the ‘County Manager’ are references to the Manager of the Corporation (thus interpreted, the “Board Rules”). For purposes of the Nevada Open Meeting Law, the Board shall be considered a “public body.” Any executive session of the Board shall be conducted pursuant to the Nevada Open Meeting Law.

Section 2.3 Special Meetings. Special meetings may be called by the Chair, the Vice-Chair, or by a majority of the Board, upon notice to the Board in accordance with the Board Rules.

Section 2.4 Public Notice. Meetings of the Board shall be noticed and open to the public in the same manner and to the same extent as required under the Nevada Open Meeting Law, N.R.S. Chapter 241, as amended, or any successor provisions.

Section 2.5 Presumption of Assent. A director who is present at a meeting of the Board or a committee of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director objects to the transaction of such business or to such action at the meeting. The right of a director to dissent as to a specific action taken in a meeting of the Board or a committee of the Board pursuant to this Section 2.5 is not available to a director who votes in favor of such action.

Section 2.6 Quorum and Board Action. Determination of quorum and the vote of the Board shall be made in accordance with the Board Rules.

Section 2.7 Voting by Proxy. No director may vote or act by proxy at any meeting of directors.

Section 2.8 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Such fixed amount shall be consistent with the expense reimbursement paid to directors of comparable non-profit boards of directors as is determined from time to time by resolution of the Board.

Section 2.9 Reports. The Board shall provide an annual report to the Clark County Board of County Commissioners which must include, without limitation, the information set forth in N.R.S. 244.197(5) (as such provision may be amended from time to time).

Section 2.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the Board may designate one or more committees, the name, objectives and responsibilities of each such committee, and the rules and procedures for the conduct of its activities, shall be determined by the Board. Each such committee must be comprised of at least one director and, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board, provided that no such committee may:

(a) Amend, alter or repeal these Bylaws; Elect, appoint, or remove any member of any such committee or any director of the Corporation; Amend or repeal the Articles, adopt a plan of merger or plan of consolidation with another corporation; Authorize the sale, lease, or exchange of all of the property and assets of the Corporation; Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; Adopt a plan for the distribution of the assets of the Corporation; or Amend, alter, or repeal any resolution of the Board unless it provides by its terms that it may be amended, altered, or repealed by a committee; or Take any other action prohibited by Chapter 82 of the Nevada Revised Statutes.

The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility or standard of conduct imposed by law or these Bylaws. Rules governing procedures for meetings of any committee shall be the same as those

set forth in these Bylaws or Chapter 82 of the Nevada Revised Statutes for the Board unless the Board or the committee itself determines otherwise.

Section 2.11 Advisory Boards. The Board may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Board shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Board. An advisory board may provide such advice, service, and assistance to the Corporation, and carry out such duties and responsibilities for the Corporation as may be specified by the Board; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or advisory board may not exercise any power or authority reserved to the Board by Chapter 82 of the Nevada Revised Statutes, the Articles, or these Bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board or the Manager of the Corporation.

Section 2.12 Meetings by Telephone or Video Conference. Members of the Board or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

## ARTICLE III

### OFFICERS AND AGENTS

Section 3.1 Designation and Qualifications. The officers of the Corporation shall be a Chair of the Board, a Vice-Chair of the Board, a Manager, a secretary, and a treasurer. The Board may also appoint, designate, or authorize such other officers, assistant officers and agents, as it may consider necessary or useful. One person may hold more than one office at a time. Only the Chair and the Vice-Chair must be directors of the Corporation. All other officers need not (but may be) members of the Board. All officers must be natural persons who are eighteen years of age or older.

#### Section 3.2 Officer Appointment, Election, and Term.

(a) Clark County Board of County Commissioners shall serve ex officio as Chair and Vice Chair of the Board, respectively. The Clark County Manager shall serve ex officio as the Manager of the Corporation. The Clark County Clerk shall serve ex officio as the secretary of the Corporation. The Clark County Treasurer shall serve ex officio as the treasurer of the Corporation. The Board, or an officer or committee to which such authority has been delegated by the Board, shall elect or appoint any other officers at such times as determined by the Board. Each such officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal. Compensation. The compensation, if any, of each officer shall be as determined from

time to time by the Board, or by an officer or a committee to which such authority has been delegated by the Board. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the Corporation. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Code.

Section 3.4 Removal. Any officer or agent may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 3.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Manager or to the Board. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Board, or by any officer or committee to which such authority has been delegated by the Board, for the unexpired portion of the term. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 3.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Manager, the Board, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) Chair of the Board. The Chair of the Board shall (i) preside at all meetings of the Board; (ii) see that all resolutions of the Board are carried into effect; and (iii) perform all other duties incident to the office of Chair of the Board and as from time to time may be assigned to the Chair by the Board.
- (b) Vice-Chair. The Vice-Chair shall assist the Chair of the Board and shall perform such duties as may be assigned to them by the Chair or by the Board. The Vice-Chair shall, at the request of the Chair, or in the Chair's absence or inability or refusal to act, perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions on the Chair.

- (c) Manager. The Manager, if any, shall, subject to the direction and supervision of the Board, (i) be the chief operating officer of the Corporation with general responsibility for all day-to-day operations of the Corporation; (ii) propose, prepare, and present to the Board specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board; and (iv) perform all other duties and responsibilities as from time to time may be assigned to the Manager by the Board.
- (d) Secretary. The secretary shall (i) keep the minutes of the proceedings of the Board and any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation (if any); and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the Manager or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.
- (e) Treasurer. The treasurer shall (i) be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts and acquittances for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board statements of account showing the financial position of the Corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the Corporation as a tax-exempt organization described in section 501(c)(3) of the Code; (v) upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the Manager or the Board. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

## ARTICLE IV

### FIDUCIARY MATTERS

#### Section 4.1 Indemnification.

- (a) Scope of Indemnification. Subject to N.R.S. Sections 244.196 to 244.1995, the Corporation shall indemnify each director and officer of the Corporation to the fullest extent permissible under the laws of the State of Nevada, including under N.R.S. Section

82.541 and any successor amended statute, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 4.1. The Corporation shall have the right, but shall not be obligated, to indemnify any employee, volunteer, or agent of the Corporation not otherwise covered by this Section 4.1 to the fullest extent permissible under the laws of the State of Nevada.

(b) Savings Clause; Limitation. If any provision of Chapter 82 of the N.R.S. or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of Chapter 82 of the N.R.S. or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Code.

#### Section 4.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 4.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to the Corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 4.2.

(d) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 4.3 Approval of Conflicting Interest Transactions. All action of the Corporation shall be subject to Clark County Code Chapter 2.42 Ethical Standards, including without limitation, Section 2.42.020 Conflict of interest, as amended, as if references therein (a) to a ‘commissioner’ are references to a director of the Board of the Corporation, (b) to the ‘board’ are references to the Board of the Corporation, (c) to a ‘county employee’ are references to an officer of the Corporation, and (d) to the ‘county manager’ are references to the Manager of the Corporation (thus interpreted, the “Conflict of Interest Policy”). Without limiting the Conflict of Interest Policy, before acting on any matter, a director or officer must disclose to the Board any potential conflict of interest and abstain on items of conflict and not participate in any way on the item, whether by voting, discussion, persuasion, or otherwise. To the extent permitted under the Conflict of Interest Policy, the Corporation may enter into a conflicting interest transaction provided either:

- (a) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or to a committee of the Board that authorizes, approves or ratifies the conflicting interest transaction, and the Board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the Board or committee, even though the disinterested directors are less than a quorum; or
- (b) The conflicting interest transaction is fair as to the Corporation.

Section 4.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of Chapter 82 of the N.R.S. or the Articles shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating Chapter 82 of the N.R.S. or the Articles if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Section 6.2.

(b) Contribution. A director who is liable under Section 4.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 4.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of Chapter 82 of the N.R.S. or the Articles, to the extent the distribution to that person exceeds what could have been distributed to that person without violating Chapter 82 of the N.R.S. or the Articles.

Section 4.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

## ARTICLE V

### RECORDS OF THE CORPORATION

Section 5.1 Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by a committee of the Board in place of the Board on behalf of the Corporation, and a record of all waivers of notices of meetings of the Board or any committee of the Board.

Section 5.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 5.3 Records in Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 5.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of the current directors and officers;
- (d) A copy of the most recent corporate report delivered to the Nevada secretary of state;
- (e) All financial statements prepared for periods ending during the last three years;
- (f) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (g) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

## **ARTICLE VI**

### **MISCELLANEOUS**

Section 6.1 Effective Date. These Bylaws shall become effective upon their adoption by resolution of the Board.

Section 6.2 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board.

Section 6.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the Corporation as may be authorized to do so by the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease

or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section 6.5 Amendments. The power to alter, amend or repeal these bylaws and adopt new Bylaws shall be vested solely in the Board.

Section 6.6 References to Internal Revenue Code. All references in these Bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 6.7 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 6.8 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

**ADOPTED** the \_\_\_\_\_ day of \_\_\_\_\_, 2022.

**CLARK COUNTY EMERGENCY RESPONSE FUND**

By:

James B Gibson, Chair of the Board