

**RESTATED BYLAWS
OF THE
FIRST JUDICIAL DISTRICT BAR ASSOCIATION**

**ARTICLE 1
Name and Purpose**

Section 1.01 Name.

This Association shall be called the First Judicial District Bar Association (hereinafter the "Association").

Section 1.02 Purpose.

The purpose of this Association is to encourage the practice of law as a profession; to promote the administration of justice; to encourage thorough continuing legal education; to maintain the honor and integrity of the legal profession by promoting the highest standards of ethics among the members of the Association in accordance with the Rules of Professional Conduct of the State Bar of Nevada; to advance the interests of the members of the legal profession in Carson City, Nevada with respect to public relations and the influence of the profession on the economic, social and cultural life of the community.

Section 1.03 Non-Profit Association.

This Association does not contemplate pecuniary gain or profit for its members. No part of the net earnings of the Association shall inure to the benefit of any member by the Association. In the event of liquidation or dissolution of this Association, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds. It is intended that the purposes and activities of the Association, as well as any disposition of its assets, shall at all times conform to Section 501(c) of the Internal Revenue Code of 1954, relating to exempt organizations.

ARTICLE 2 **Membership**

Section 2.01 Class of Members.

There shall be two classes of members; voting and non-voting members. Membership shall be open to any person admitted to the Nevada Bar and in good standing with the Nevada Bar, pursuant to Supreme Court Rules.

Section 2.02 Voting Members and Rights.

All lawyers admitted by the State Bar of Nevada shall have voting rights in the Association.

Section 2.03 Non-Voting Members.

This class of membership is open to all non-attorneys, including, but not limited to, appointed hearings officers, paralegals, legal office support staff, and any other individuals whose profession is in alignment with the purpose of this Association.

Section 2.04 Termination of Membership.

Membership may be terminated by resignation, by nonpayment of dues, by suspension or disbarment from the State Bar of Nevada, or by expulsion by a unanimous vote of the elective officers or a three-fourths (3/4) vote of the members present at a meeting called for the purpose of considering the matter. There shall be an opportunity for a hearing before a vote is taken, and expulsion by the elective officers may be appealed to the membership.

ARTICLE 3 **Voting and Other Privileges**

Section 3.01 Voting.

All members who are not delinquent in payment of dues shall be entitled to one (1) vote.

Section 3.02 Other Privileges.

All members shall be entitled to attend and participate in meetings of the Association and to become officers in the Association, provided they are not delinquent in their dues.

ARTICLE 4
Officers

Section 4.01 Government.

The government of the Association shall be vested in the members of the Association and in the elective officers of the Association.

Section 4.02 Officers.

The Association shall have the following elective officers; a President, a Vice-President, and a Secretary/Treasurer.

ARTICLE 5
Duties of the Officers of the Association

Section 5.01 President.

It shall be the duty of the President to preside at all meetings of the Association. The President shall appoint members to such committees as the elective officers or the members of the Association may from time to time direct or as may from time to time seem to the President in the best interests of the Association. The President shall have such other powers and perform such other duties, not inconsistent with these Bylaws, as usually are possessed or exercised by presiding officers.

Section 5.02 Vice-President.

It shall be the duty of the Vice-President to assist the President of the Association in the performance of the President's duties and to perform such other duties as may be assigned to the Vice-President by the President, not inconsistent with these Bylaws.

Section 5.03 Secretary.

It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of members, together with a record of all matters of which a record may be ordered by the Association or its elective officers. The Secretary shall mail all notices of meetings and keep a record of the names and addresses of all members of the Association. The Secretary shall have custody of all records, reports, and other papers belonging to the Association. The Secretary shall perform such other duties as may be assigned to him/her by the Association, the elective officers, or the President.

Section 5.04 Treasurer.

It shall be the duty of the Treasurer to collect and take charge of, and under the direction of the elective officers disburse, all funds of the Association. The Treasurer shall keep an accurate record of all receipts and disbursements of the Association which shall be open to the inspection of the elective officers and any member of the Association. At the last annual regular meeting of the members, the Treasurer shall make a full report of all receipts and disbursements of the past year, and shall make an identical report to the members at the annual meeting. The Treasurer shall perform such other duties as may be assigned to him/her by the Association, the elective officers, or the President.

Section 5.05 Powers.

The elective officers shall manage and control the business and affairs of the Association and shall determine its policies, all subject to and in accordance with these Bylaws. All appropriations of funds of the Association shall be made by the elective officers, unless ordered by a majority of the members voting at a meeting of the members. The elective officers shall approve all expenditures incurred by or on behalf of the Association and shall review, at least annually, the accounts of the Association, including all bank balances.

ARTICLE 6 **Elections; Nominations**

Section 6.01 Annual Election.

The Association shall hold a regular annual election for the election and installation of officers of the Association during the month of October.

Section 6.02 Nominations.

All nominations shall be received from the floor.

Section 6.03 Election and Term of Office of Officers.

All elective officers shall be elected bi-annually by the active members of the Association and shall hold office for a term of two (2) years and until the elections of their successors.

Section 6.04 Votes to Elect.

A plurality of votes cast shall elect.

Section 6.05 No Proxy Voting.

No member may vote by proxy.

ARTICLE 7
Meeting of General Membership

Section 7.01 Annual and Regular Meetings.

There shall be an annual meeting of the Association in the month of October of each year, at a time and place designated by the President, and there shall be such other regular meetings that shall be called by the same authority. Any of such meetings may be adjourned from time to time.

Section 7.02 Special Meetings.

Special meetings may be called at any time by the President, or by a written notice signed by not less than five (5) Attorneys in good standing of the Association.

Section 7.03 Exercise of Powers.

At all meetings and adjournments thereof, however duly called, at which a quorum is present, all powers of the Association may be exercised, except as otherwise provided in these Bylaws.

Section 7.04 Quorum.

The presence of five (5) Attorney members shall be necessary to constitute a quorum at any meeting of the Association.

ARTICLE 8
Order of Business

Section 8.01 Annual Meetings.

At each annual meeting of the Association, and at all other meetings of the Association, the order of business shall be determined by the President.

Section 8.02 Change in Order.

The order of business may be changed by vote of the majority of the members present. Roberts Rules of Order shall govern at all meetings of the Association, so far as the same are not inconsistent with the provisions of the Articles of Incorporation and these Bylaws.

ARTICLE 9
Dues

Section 9.01 Admission Fee.

The dues of members shall be fixed and determined from time to time by the elective officers with the approval of a majority of Attorneys present and voting at any meeting which addresses an increase or decrease in dues. Effective October 2009, the dues will be \$45.00 for Attorney members and \$25 for Associates.

Section 9.02 Failure to Pay Dues.

Annual dues shall be payable on or before October 1 of each calendar year. Any member failing to pay his/her dues on or before December 31 of any calendar year may be suspended by the elective officers without notice, and thereafter shall be reinstated only by payment of all dues owed.

Section 9.03 Cost of Meetings/Luncheons.

The officers shall determine the cost of the meeting and whether or not that price will include Continuing Legal Education credit or whether a separate charge shall be added for CLE. The cost of the meeting may take into account the facilities, any meals served, any cost related to speakers, whether a reservation was made, and whether the attendee is a member or non-member.

ARTICLE 10 Committees

Section 10.01 Committees.

Elective officers or members of the Association at any meeting thereof upon majority vote may order the appointment of a committee or committees to consider and act upon any particular matter which may be presented to the Association.

Section 10.02 Meetings.

Each committee shall fix its own times, places, and notices of meetings and shall adopt rules for its own proceedings consistent with the Articles of Incorporation and these Bylaws. Each committee shall keep a record of all its proceedings. A majority shall constitute a quorum at committee meetings.

Section 10.04 Vacancies.

The President shall have the power to fill vacancies in any committee.

ARTICLE 11 Amendment

These Bylaws may be amended by the affirmative vote of two-thirds of the Attorney members of the Association present and voting at any meeting thereof provided that notice of the proposed amendment shall have been given by the Secretary to all members at least fifteen (15) days before the meeting at which the amendment is offered.

ARTICLE 12
Effective Date

These Bylaws shall take effect immediately upon their adoption.

ARTICLE 13
Miscellaneous

Section 13.01 Subheadings.

The subheadings of the Articles and Sections of these Bylaws are for convenience only and are not part of these Bylaws and do not limit or amplify the terms and provisions of these Bylaws.

Section 13.02 Partial Invalidity.

If any provision of these Bylaws shall for any reason become unenforceable or invalid, the remaining provisions shall nevertheless remain in effect unless amended or repealed.

ADOPTED this _____ day of _____, 2009.

President, First Judicial District Bar Association

Vice President, First Judicial District Bar Association

Secretary, First Judicial District Bar Association

Treasurer, First Judicial District Bar Association

Bylaws of First Judicial District Bar Association