

BYLAWS OF NEVADA OUTDOOR SCHOOL  
Revised October 2025

PREAMBLE

Nevada Outdoor School (NOS) is a not-for-profit organization, established under the Laws of the State of Nevada, to operate in harmony with the rules, regulations, policies, mission, and direction of partnering and cooperating organizations when applicable.

Mission: Nevada Outdoor School inspires exploration of the natural world, responsible stewardship of our habitat and dedication to community.

Vision: Nevadans are healthy and engaged citizens who feel connected to the natural world and choose to explore the outdoors responsibly.

ARTICLE I

NAME

The name of this organization shall be Nevada Outdoor School, hereafter called NOS.

ARTICLE II

OBJECTIVE

The mission of Nevada Outdoor School (NOS) is to inspire exploration of the natural world, responsible stewardship of our habitat and dedication to community.

In creating this program, we have a profound understanding that the primary vehicle by which any given culture perpetuates its basic values is through its educational system. We believe that collaboratively designing and implementing a curriculum and volunteer program, which meets the needs of the community, promotes inquiry based education practices, encourages our community to spend time outdoors to improve mental, emotional, social and physical health and empowers students of all ages to be active citizens, will create a dramatic acceleration and cultural shift towards a responsible land ethic, healthier communities and amount of community volunteers in the mainstream of the population.

ARTICLE III

ORGANIZATIONAL STRUCTURE

1. NOS shall consist of a governing Board of Directors, a staff Executive Director and other staff as necessary to carry out programs.
2. The Board of Directors will ideally consist of 7 members. Board officers shall be President, Secretary and Treasurer with the others serving as general board members with at least two members in Elko County.
3. New Board members will be appointed by vote from the sitting board. All appointed members will be eligible to serve a four-year term with an option to renew twice for a maximum tenure of 3 terms (12 years).

4. The Board shall have fiduciary responsibility for NOS during their time in office and will be covered under sufficient Directors and Officers as well as general liability insurance.
5. Qualifications: strong interest in the NOS mission, desire to help facilitate the success of NOS programs and bring sustainable ideas to rural Nevada. Must be willing to share time, talent and resources with NOS. Must take on a sense of fiscal responsibility for the wise spending of donated or earned funds of the program. Must be willing to stay well informed about the organization.
6. Officer Nominations and Elections:
  - a. Board members and the Executive Director will propose new nominations for officers and general members
  - b. Only those persons having consented to serve shall be nominated or elected to a general position or office
  - c. Annual Elections shall be by voice or written ballot and will occur at the annual meeting.
  - d. The Board Member shall assume their duties at the time of election.
7. Terms of Office: All Officers shall be elected to serve for two years or until their successors are elected. The office of Secretary will be elected in odd years, while the offices of President and Treasurer will be elected in even years. The terms of office for all members shall begin when elected. No member shall be eligible to serve more than three consecutive full terms in the same office. An officer who is appointed to fill a vacant position will not have that partial term count towards their possible three consecutive full terms.
8. Vacancy in Office: Vacancy in offices other than that of President may be appointed by the Board of Directors. Vacancy in the position of President will be filled by the Secretary until a new election can occur. Any officers appointed to fill a vacancy will only fulfill the remaining term of their predecessor. When the original term is completed, new elections will take place as usual.
9. In addition to the regular voting members, the NOS Board may from time to time have the need to utilize knowledgeable individuals to facilitate NOS functions, such as grantsmanship, fiscal accountability, legal requirements, report preparation, etc. These requirements for such specialties may exceed the combined knowledge of the Board, Director and staff. NOS may elect to retain the services of such individuals in a non-voting capacity, and will be designated as an Ad Hoc Board Member. The title can only be conveyed by a majority vote of the regular Board members. Any Ad Hoc member will not be held to the strict attendance code that Board members must abide by, but should be encouraged to attend as many functions as possible so that they fully understand the NOS mission, as well as how NOS functions. A person serving in such capacity will be required to be reappointed at the end of a three-year term, if he/she so desires, by a majority affirmative vote by the Board.

#### **ARTICLE IV**

##### **DUTIES OF THE BOARD OF DIRECTORS**

1. Officer duties are be further detailed in their position description.
2. General duties of the Board of Directors include but are not limited to the following:
  - a. Hire the Executive Director
  - b. Approve the annual budget and any necessary budget changes throughout the year
  - c. Support NOS in the community at large

- d. Approve the annual report and 990 Non-Profit Tax Return
- e. Formal evaluation of the ED once a year
- f. Participate in a Board evaluation once a year
- g. Any other business as may be referred to it by NOS Board and staff members.
- h. Fix the hour and place of meetings.

3. Signing authority:

- a. Documents: The President of the Board of Directors has signing authority on all regulatory documents necessary for doing business as a non-profit corporation, grants, agreement and reporting documents. This power shall also be designated to the Executive Director in faith of good practice as outlined in the Executive Limitations Policy.
- b. AmeriCorps: The AmeriCorps Program Director will be designated to have signing authority over documents pertaining specifically to the management of members and host sites within the AmeriCorps program.
- c. Bank Accounts: The Treasurer and one other designated Board Member shall have signing authority on NOS bank accounts. This power shall also be designated to the Executive Director in faith of good practice as outlined in the Executive Limitations Policy. Other staff members may be permitted by Board approval to have signing authority if so required.

## ARTICLE V

### MEETINGS

- 1. The Board will meet at least 6 times per year. All meetings are open to the public for a portion; the Board will decide at the meetings openings if a portion will be closed.
- 2. A meeting held each year in October shall be known as the Annual Meeting. The purpose of the Annual Meeting is the election of officers, approval of the budget, receiving reports of officers and committees, completing the ED annual evaluation, initiating the Board evaluation and any business that may arise.
- 3. Special Meetings may be called by the President or at the request of the Executive Director. The purpose of the meeting shall be stated in the call and other business may be conducted if necessary.
- 4. Notice: Regular meetings must be announced with minimum of one week notice. Special Meetings must be announced with at least 2 days notice.
- 5. Voting:
  - a. Each board member has one vote on all issues.
  - b. Quorum: half of the total board members shall constitute a quorum, which will be required at any meeting in order to conduct business.
  - c. A majority of members present will be required to pass a motion.
  - d. The President shall cast any tie-breaking votes if necessary.
  - e. Electronic voting may take place when necessary via e-mail.

## ARTICLE VI

### COMMITTEES

Committees will be established on an as needed basis.

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## ARTICLE VII

### PARTNER ORGANIZATIONS

All policies and activities of NOS shall meet with the approval of the cooperating organizations as required by those organizations.

## ARTICLE VII

### PARLIAMENTARY PROCEDURES

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall be ignored as long as folks can behave themselves. Meetings will proceed informally.

## ARTICLE IX

### AMENDMENT OF BYLAWS

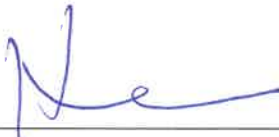
These bylaws may be amended at any regular meeting by a two-thirds vote.

## ARTICLE X

### OFFICES

The principal office of NOS for the transaction of its business is located at 655 Anderson Street, Winnemucca, NV 89445. The NOS Elko Satellite office is located at 170 Idaho Street, Elko, NV 89801.

10/1/25  
Date

  
President

10/1/25  
Date

  
Secretary

10/1/25  
Date

  
Treasurer