



THE INTERFAITH COUNCIL OF SOUTHERN NEVADA (A Nevada Corporation)

BYLAWS

(Adopted with amendments, June 13, 2018)

ARTICLE I – VISION

A world where all faiths, spiritual paths, cultural traditions, and communities cooperate for the benefit of all and are honored, respected, and celebrated.

ARTICLE II - MISSION and GOALS

Mission: It is the Mission of the Interfaith Council of Southern Nevada (IFCSN) to promote mutual understanding, respect, appreciation and cooperation among people of various faith, philosophical and cultural communities in Southern Nevada and in the world as a whole by appreciating the sacred, extending hospitality, offering educational opportunities, encouraging wise leadership, sharing in service, and working for a fair society.

Goals: Build and sustain bridges of understanding, respect, and appreciation in our multi-faith and multicultural community.

Provide opportunities for dialogue, partnership, education, service, hospitality, and celebration among people of various faiths and cultures.

Cultivate wide-spread community support for interfaith and multicultural work in Southern Nevada and the world.

ARTICLE III - PURPOSE AND OFFICES

Section 1. General Purpose. This association shall be conducted as a 501(c)(3) non-profit corporation under the laws of the State of Nevada and is qualified as a non-profit corporation under the Internal Revenue Code of the United States of America. It is for the benefit of its members and for the purposes set forth in its Articles of Incorporation. The following Bylaws shall be the governing document of the Interfaith Council of Southern Nevada, except as otherwise may be provided by statute or its said Articles of Incorporation.

Section 2. Offices. The principal office for the transaction of the business of this Corporation is hereby fixed and located in the County of Clark, State of Nevada. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another within said County.

ARTICLE IV – AUTHORITY

Section 1. Voluntary Association. The IFCSN is a voluntary association. It has no authority over its constituent bodies in the determination of a common creed, form of worship or government, or program of service, but shall respect the autonomy of these bodies. It shall exercise due caution and sensitivity at all times in endorsing organizational, religious, or community events, programs, or actions.

Section 2. Positions. Positions taken by the Council's Board of Directors shall be binding upon its members insofar as they function at IFCSN activities and as representatives of IFCSN.

Section 3. Annual Meeting: A regular meeting of the Board of Directors shall be held in the first quarter of each calendar year. This meeting will also fulfill the legal requirement for an annual meeting of the Corporation.

ARTICLE V – MEMBERSHIP

Section 1. Classes of Membership. A Member in good standing shall be a member of the Board of Directors, defined as an individual who represents a Faith-Based or Other Belief-based entity or tradition, or a civic organization affiliated with such an entity or tradition, who wholeheartedly affirms their support for the vision, mission, goals, bylaws and policies of IFCSN, who has been nominated and elected to the Board of Directors, and attends at least one meeting of the Board of Directors annually.

Section 2. Rescission of Membership: The Board of Directors may, by majority vote of a duly constituted quorum, rescind the membership of any individual or organization which the Board determines does not adhere to and support the vision, mission, goals, bylaws and policies of the Interfaith Council of Southern Nevada.

ARTICLE VI – SUPPORT

The financial needs of the Council shall be met by contributions from member faith communities and faith-based or other belief-based entities, as well as from affiliated and non-member faith communities, individuals, community partners, grants, and other donations.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Board of Directors

- a. The operational and governing body of the Corporation shall be the Board of Directors.
- b. The Board of Directors shall consist of a minimum of ten (10) and a maximum of thirty-six (36) persons to be elected from a broad basis of the IFCSN's area of service. At least two (2) positions shall be reserved for Young Adults. Young Adult shall be defined as a person between the ages of eighteen (18) and thirty-five (35) years.
- c. Powers and Duties. The Board of Directors shall have full charge of the property, business, and personnel of the Corporation with full power and authority to manage and conduct the same. The Board of Directors shall also determine policy, program, and organization of the IFCSN.
- d. Meetings. The Board of Directors shall meet at least quarterly. Special meetings may be called by the president or any five (5) other Directors, and cancellation of meetings may be authorized in advance by the Board of Directors. Meetings may be attended by telephonic or electronic media, when available.
- e. Quorum. At any regular or special meetings of the Board of Directors, a quorum shall consist of one-half (1/2) of the Directors.
- f. Terms of Office. There will be no limit to term of office, with participation as a Director being determined by the needs of the Council.
- g. Vacancies. Using the criteria in Article V, Section 1, the Executive Committee shall screen individuals who apply for Board membership, and may nominate them for consideration by the Board at its next meeting. New Directors shall be elected to the Board by a 75% majority vote of a duly constituted quorum of the Board of Directors. Actions of the Executive Committee in denying nomination of an applicant shall be ratified by majority vote of a duly constituted quorum of the Board of Directors before an applicant is notified of any official action.
- h. Benefits: None of the activities of this corporation shall at any time or in any way inure to the personal gain of any member, excepting only payments as may be approved by the Board of Directors for services rendered commensurate with the actual value of the service rendered.
- i. Duties. The Directors shall be responsible for the following:
 1. Satisfying the legal requirements for the Corporation, i.e. compliance with city, state, and federal laws and regulations;
 2. Being an active advocate for the IFCSN;
 3. Making policies and setting short- and long-term goals;

4. Monitoring the health of the IFCSN and ensuring that it reaches its goals and maintains its mission;
5. Being responsible for the interface of the IFCSN with the community and its members and programs;
6. Raising funds and ensuring proper management of the funds; and
7. Developing and perpetuating Board leadership, assuring effective use of its human resources, and evaluating its own composition and performance.

Section 2. Officers

- a. Offices - The officers of the IFCSN shall be President, Vice President, Secretary, and Treasurer. They shall reflect the diversity of the Council's constituency. Officers are appointed annually by the Board of Directors at the first quarterly meeting of each calendar year.
- b. Terms of Office. Any active member in good standing shall be eligible to serve as an officer of the Corporation.
- c. Duties:
 1. The President. The President shall preside at all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Corporation are implemented. The President shall submit a report of the activities of the Corporation at the Annual Meeting. The President shall perform such additional duties as may be prescribed by the Board of Directors.
 2. The Vice-President. The Vice-President shall, in the absence or disability of the President, act as presiding officer until the return or replacement of the President.
 3. The Secretary. The Secretary shall be responsible for assuring that complete and accurate records are kept of the proceedings and actions of the Board of Directors. The Secretary shall also see that members are notified of the date, time, and place of all meetings of the membership and Board of Directors.
 4. The Treasurer. The Treasurer shall be responsible for providing reports on the funds, monies and other assets of the Council to the Board of Directors and the Annual Membership Meeting. The Treasurer shall be a signer on the bank accounts of the IFCSN, unless otherwise specified by the Board. An Assistant Treasurer for signatory purposes may be appointed by the Board. The Treasurer shall assist in the preparation of the Budget. Adequate bonding for all personnel, in an amount determined by the Board of Directors, shall be provided by the Council.
 5. All Officers. All officers shall be responsible for fulfilling the duties of Board of Directors members as defined below and may be called upon to represent the IFCSN or the Executive Director.

ARTICLE VIII –COMMITTEES

Section 1. Committee Chairs All committees will meet at a frequency determined to effectively accomplish their goals. Standing Committee and Special Committee chairpersons shall be

appointed by the President in consultation with the Executive Committee and ratified by the Board of Directors.

Section 2. Standing Committee - Executive Committee. The Executive Committee shall be composed of the President, who shall chair the Committee, and shall include the Vice President, the Treasurer, the Secretary, and the Executive Director. Other members may also be appointed. It shall meet as needed. Its charge shall include:

- a. Preparation of agendas for Board of Directors meetings;
- b. Empowerment to act on behalf of the Board of Directors, such action to be ratified by the Board at its next regular meeting;
- c. Oversight of the Executive Director and staff;
- d. Other responsibilities as determined AND REVIEWED by the Board of Directors.

Section 3: Ad Hoc Committees: Ad hoc committees may be named by the Executive Committee with the approval of the Board of Directors at their next regularly scheduled meeting. Such ad hoc committees will be given a specific charge, a timeline by which to accomplish their work, and a suggested membership size. These committees will report to the Executive Director and Board of Directors. The President and Executive Director shall be ex officio, without vote, unless appointed as a regular voting member to such a committee.

ARTICLE IX – PROGRAMS

Section 1. Programs. Programs and program areas to be sponsored by the Interfaith Council of Southern Nevada, and which are an outgrowth of the mission of the IFCSN, may be approved or created by the Board of Directors on a temporary basis while they seek their own separate non-profit agency status, or on a continuing basis as part of the IFCSN.

Section 2. On-going Programs. The IFCSN, in keeping with its mission, may, with the approval of the Board of Directors, be the sponsoring and "umbrella" body for various unified outreaches of its members.

Section 3. Temporary Programs. The IFCSN may, with the approval of the Board of Directors, temporarily sponsor, co-sponsor, or be the organizing body for groups, causes, or needs consistent with its mission.

Section 4. Procedure. Each program shall have an advisory board or steering committee with oversight for its mission, program, activities, funding, volunteers, and staff which shall be accountable to the Board of Directors, consistent with the latest approved Program Guidelines.

ARTICLE X - PROFESSIONAL STAFF

The Interfaith Council of Southern Nevada, through the Board of Directors, may hire an Executive Director and other personnel as may be needed to direct and carry out the business and programs of the IFCSN.

Section 1. Executive Director. The Executive Director shall be the Chief Executive Officer and shall have oversight for the programs, outreaches, activities, and staff of the IFCSN and be an ex officio member of all program areas, committees, and the Board of Directors. The duties of the Executive Director shall be defined by the Board of Directors, to whom he/she shall be responsible.

Section 2. Program and Other Staff. Paid and volunteer staff may be hired or contracted with by the Executive Committee, and ratified by a majority of a duly constituted quorum at the next regular meeting of the board.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended by a 2/3 vote of a duly constituted quorum at a regular or duly called meeting of the Board of Directors, provided written notice of the proposed amendment has been given ten (10) days in advance to all members.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December.

ARTICLE XIII: DISSOLUTION

Dissolution of the Corporation shall be decided by a 2/3 vote of a duly constituted quorum of the Board of Directors. In the event of dissolution, the officers, at the direction of the Board of Directors, shall pay all debts of the corporation, and distribute all remaining assets thereof to one or more non-profit corporations qualified to do business in the State of Nevada and qualified for exemption from income tax under the Internal Revenue Code of the United States of America, and whose mission and vision is in alignment with those of the IFCSN.

ARTICLE XIV – PROCEDURE

Except as otherwise provided in these By-laws, all business shall be conducted in accordance with Robert's Rules of Order, most currently revised edition.