

# BYLAWS OF THE NEVADA FACULTY ALLIANCE

As revised and adopted 11/21/2023

## Article I. Organization

### *Section A. Name*

The name of this organization shall be the Nevada Faculty Alliance (NFA).

### *Section B. Affiliation*

The NFA shall be an affiliate of the American Association of University Professors (AAUP). The state NFA organization shall be the official AAUP organization in the State of Nevada. The NFA is jointly affiliated with the American Federation of Teachers/AFL-CIO (AFT) through a national affiliation agreement between AAUP and AFT.

### *Section C. Chapters*

The NFA shall have separate chapters at each institution of the Nevada System of Higher Education (NSHE) at which there are NFA members. The separate chapters of the NFA have lawfully delegated to the state NFA organization their rights to seek recognition and to serve as the exclusive representative of the professional employees of NSHE.

### *Section D. Authority*

The Nevada Faculty Alliance is incorporated as a nonprofit under the laws of the State of Nevada and is registered as a 501(c)(6) professional organization. In furtherance of the purposes described in the NFA Articles of Incorporation and these Bylaws, but not in limitation thereof, the NFA shall have power to conduct studies; to disseminate statistics and other information; to engage in appropriate fundraising activities; to conduct promotional activities, including advertising and publicity, in or by any suitable manner of media; to hold such property as is necessary to accomplish its purposes; and to employ individuals to further its purposes. The NFA is organized and operated for the stated purposes and for other nonprofit purposes. No part of the assets, income, or profits of NFA shall be distributable to, or inure to the benefit of, any individual, except in consideration of services rendered.

## Article II. Purposes and Principles

### *Section A. Purposes*

The purposes of the Nevada Faculty Alliance are to:

1. Work for the welfare and advancement of the post-secondary public education within the State of Nevada and the improvement of instructional opportunities for students who seek post-secondary public education, including graduate and professional training.
2. Advocate on behalf of members through lobbying, collective bargaining, and in other ways:
  - a. To obtain explicit guarantees of academic freedom, tenure, and shared governance as exemplified by the AAUP 1940 Statement of Principles of Academic Freedom and Tenure (with 1970 interpretive comments), the 1958 Statement of Procedural Standards on Faculty Dismissal Proceedings, and the 1971 Procedural Standards on the Renewal and Nonrenewal of Faculty Appointments (1986 revision), the 1966 Statement on Government of Colleges and Universities (1990 revision), the 1974 statement on Faculty Participation in the Selection, Evaluation and

Retention of Administrators (1981 revision), the 1968 statement on Recommended Institutional Regulations on Academic Freedom and Tenure (2018 revision), and other relevant AAUP documents, as updated from time to time.

b. To ensure the vital participation of faculty in establishing curricula and maintaining proper professional, educational, research, and scholarly standards.

c. To create orderly and clearly-defined procedures within the faculty governmental structure for prompt consideration of problems and grievances of faculty members, providing full access to procedures for any affected individual or group; and

d. To improve the working conditions for faculty and other professional staff at the public institutions of higher education in Nevada, including but not limited to fair and adequate compensation and benefits, work environment, campus climate, and safety.

3. Act as the representative of the faculty and professional employees in collective bargaining; to identify, research, refine, and execute proposals for a written contract of employment covering matters affecting compensation, working conditions, and other terms and conditions of employment.

4. Work in solidarity with NFA's affiliated national and regional organizations to advance labor rights in higher education and the labor movement generally.

#### ***Section B. Anti-Discrimination***

All members, officers, and staff have the right to participate in the affairs of the NFA free of discrimination. Discrimination in the conduct of NFA affairs on the basis of sex, race, age, color, creed, national origin, religion, sexual orientation, gender identity or expression, ethnic identity, familial status, marital status, veteran status, physical disability, or economic status is prohibited.

#### ***Section C. Anti-Harassment and Civility***

The NFA is committed to an organizational environment in which all individuals are treated with respect and dignity. Harassment or bullying within the organization demoralizes and weakens the solidarity necessary among members and workers to collectively protect and defend ourselves. The NFA will not tolerate any forms of bullying, discrimination, harassment, including sexual harassment, or violence in any level of the organization. Violations may result in actions being taken against perpetrators, whether members, officers, or staff. In matters where disagreements may arise, the involved and aggrieved parties should make every effort to address their dispute in a respectful conversation outside of official business with the intent of resolving issues so as not to obstruct duties of any other member or the business of the NFA.

#### ***Section D. Diversity***

NFA shall take legally permissible steps to achieve membership in its chapter and state governing bodies that is representative of the ethnic, race, age, and gender diversity of the eligible NFA active membership, and to ensure that diverse constituencies of its membership are represented.

#### ***Section E. Ethics***

The NFA as an organization and its officers and board members shall act in an ethical manner and shall create policies and procedures to uphold their fiduciary duties and to avoid or manage potential conflicts of interest.

## **Article III. Membership**

### ***Section A. Eligibility***

1. Members. There shall be two classes of members, active members and retired members.

a. Active Members. Any person who holds a professional position in an institution of NSHE as teacher, scholar, researcher, graduate assistant, postdoctoral scholar, medical resident, or related professional appointment, including academic faculty and administrative faculty but excluding Administrators (executives at the level of assistant or associate dean, assistant or associate vice president, or their equivalents and above), is eligible for active membership in NFA. Any member of a collective bargaining unit represented by a chapter of NFA in an institution of the Nevada System of Higher Education is eligible for active membership in the NFA. Department chairs are eligible for active membership except for collective bargaining chapters where department chairs have been defined not to be members of the collective bargaining unit in a collective bargaining agreement.

b. Retired Members. An active member who retires or otherwise separates from employment with NSHE may choose to be transferred to retired membership. Retired members retain all rights and privileges accorded to active members and may complete a term as an elected state or chapter officer, but are not eligible for election or appointment to office.

2. Associates. Persons who are not eligible for NFA membership, including the general public and persons serving as Administrators, may be affiliated with the NFA as Associates. Associates are not voting members of the NFA and are not required to be affiliated with a chapter. Any member who ceases to be eligible for active membership because of appointment as an Administrator shall be transferred to associate status.

### ***Section B. Membership in Good Standing***

Membership in good standing shall commence with enrollment and payment of dues and end when dues payments cease. A part-time employee of NSHE may remain a member of NFA if they have held a contract within the past year.

### ***Section C. One Person–One Vote***

NFA shall apply the One Person–One Vote principle for general membership voting.

### ***Section D. Membership Affiliation***

Members of the NFA shall also be members of AAUP, with all the rights and privileges of membership in AAUP including membership in AFT

### ***Section E. Disciplinary Action and Due Process***

A member may be disciplined for failure to subscribe to the goals and objectives of the NFA and to abide by its bylaws and policies. The NFA guarantees that no member may be censured, sanctioned, suspended, or expelled from NFA without a due process hearing which shall include an appropriate appellate procedure.

## **Article IV. Chapters**

### ***Section A. Establishment***

Members of the NFA at each institution within the Nevada System of Higher Education (NSHE) shall comprise a local NFA chapter.

### ***Section B. Chapter Bylaws***

The bylaws of each Chapter shall be in compliance with these NFA state Bylaws. The establishment of a new local chapter and new or revised chapter bylaws are subject to review by the State Board.

### ***Section C. Chapter Status***

An active chapter is one with officers duly elected or appointed according to these Bylaws and chapter bylaws. A chapter whose actions are in violation of the Bylaws of the NFA may be suspended upon recommendation of the State Board by a majority vote followed by ratification by a two-thirds vote of the members of NFA.

### ***Section D. Chapter Members and Dues***

No chapter may accept as a chapter member a person who is not a member of the State NFA. Chapter dues will be subject to policies established by the State Board.

### ***Section E. Meetings***

Each separate local chapter of NFA shall have at least one regular chapter meeting per semester, which shall be noticed to the general membership of that local chapter.

### ***Section F. Election of Chapter Officers***

Chapters shall elect chapter officers including a President, a Secretary, and other officers and chapter board members as specified in chapter bylaws. The officers and board members comprise the Chapter Board. The election procedure for Chapter Board members shall allow for open nomination of candidates by any chapter member and election by secret ballot. The terms for Chapter Board members shall be described in chapter bylaws with terms not to exceed two years in length. Chapter officers must be chapter members in good standing. Chapter officer vacancies shall be filled according to chapter bylaws.

### ***Section G. State Board Representation***

The president of each active chapter shall serve as the Chapter Representative on the State Board. The Chapter Representative may designate a proxy who is a chapter member in good standing to attend a State Board meeting and act on their behalf.

### ***Section H. Chapter Collective Bargaining Council***

#### **1. Chapter Collective Bargaining Councils**

a. Each chapter with collective bargaining unit(s) or which is organizing toward collective bargaining shall establish a Collective Bargaining Council.

b. The members of the Chapter Collective Bargaining Council shall be appointed or elected according to Chapter Policies. Active members of NFA in good standing in the chapter are eligible to serve on the Chapter Collective Bargaining Council. Outside experts or AAUP representatives may be appointed as non-voting members.

- c. The Chair of the Collective Bargaining Council is appointed or elected according to Chapter Policies.
- d. The Chair of the Collective Bargaining Council shall serve as the chapter's representative on the State Collective Bargaining Steering Committee
- e. If multiple bargaining units exist within an institution, the negotiating teams may be combined or separate. Chapter Policies will determine how such a situation would be handled.

## 2. Collective Bargaining Procedures

- a. The Chapter Collective Bargaining Council's responsibilities include, but are not limited to: research, information gathering, identification of local and state issues, and organization of bargaining positions.
- b. The Negotiating Team will represent the chapter for all collective bargaining negotiations.
  - i. The Negotiating Team will be selected by either the Chapter Collective Bargaining Council or the Chapter President according to Chapter Policies. Chapters may also choose to elect Negotiating Team members through secret ballot.
  - ii. The Chief Negotiator of the Negotiating Team shall be appointed or elected according to Chapter Policies.
  - iii. The Negotiating Team determines proposals and counterproposals, tactics, and strategies arising in the collective bargaining process, working in conjunction with the Chapter Board and/or the Chapter Collective Bargaining Council.
  - iv. The Negotiating Team reports to the Chapter Board and/or the Chapter Collective Bargaining Council as needed during contract negotiations on the progress of negotiations.
  - v. At its discretion, the Negotiating Team, in consultation with the Collective Bargaining Council, may appoint an outside negotiation expert, an attorney, a representative of the State Board, and/or a representative of AAUP to serve on the Negotiating Team.

## 3. Ratification of Collective Bargaining Agreements

- a. A tentative new or modified collective bargaining agreement from the Negotiation Team must be approved by the Chapter Board or as specified in Chapter Bylaws, followed by a ratification vote. Members of NFA in good standing within the relevant bargaining unit are eligible to vote in the ratification election.
- b. The ratification election shall be by secret ballot after notice to the members eligible to vote. Approval is by a majority of the votes cast at the election. The vote may be conducted by secure and anonymous electronic ballot or as specified in chapter bylaws or policies.
- c. Memoranda of understanding that clarify the interpretation of an existing collective bargaining agreement or provide for its temporary extension must be approved by the Chapter Board but do not require a ratification vote.

## **Article V. NFA State Board of Directors**

### ***Section A. Executive Authority***

The NFA State Board of Directors (“State Board”) shall be the governing body of NFA.

### ***Section B. Composition of the State Board***

1. The voting membership of the State Board shall be composed of the elected statewide officers of the NFA (President, Vice President, Secretary and Treasurer) and one Chapter Representative for each active chapter.
2. The nonvoting membership of the State Board shall consist of the immediate past state President, the chair of the Legal Defense Committee, the chair of the Governmental Relations Committee, and the chair of the State Collective Bargaining Steering Committee

### ***Section C. State Board Voting***

1. Chapter Representatives on the State Board shall have one vote each, unless two or more State Board members request that a weighted vote be used prior to a vote on a motion. The weighted vote may not be used for incidental motions or for any action requiring a two-thirds vote. In a weighted vote, the Chapter Representatives have the number of votes equal to the number of members in good standing in their respective chapters.
2. Statewide Officers on the State Board shall have one vote each.
3. An individual is entitled to cast only one vote in any State Board vote, as an officer, chapter representative, or proxy representative.

### ***Section D. Duties and Powers***

1. It shall be the duty of the State Board to interpret the provisions of the Bylaws, to set and collect dues and service fees, to approve disbursements, to formulate and administer the budget, and to formulate policies and make decisions on all matters concerning NFA policy, programs, and operations, including lobbying and collective bargaining. These policies shall be in agreement with and shall further the aims of the purposes and policies as stated in the NFA Articles of Incorporation and in these Bylaws.
2. In making appointments, the State Board will strive to maintain balanced representation of chapters and of constituencies within the NFA membership and to promote diversity.
3. The State Board shall have the power to appoint, remove, and prescribe the duties of staff employees or contractors, including but not limited to an executive director, general counsel, organizer(s), office manager, bookkeeper, or accountant. The State Board has a duty to implement employment rules and procedures following state and federal law and best practices; to determine job descriptions, compensation and benefits policies, and reimbursement policies; and to evaluate employees at least annually.
4. Employment contracts or other contracts entered into by NFA are subject to approval by the State Board.
5. The State Board shall have the power, by approval of a majority of the entire voting membership of the board, to remove a statewide NFA elected officer from office for cause after a due process hearing including an appellate procedure using policies approved by the State Board.

6. The State Board shall have the power to appoint delegates to represent NFA with national and regional affiliated organizations, including AAUP, AFT, the Nevada State AFL-CIO, and local labor councils, consistent with those organizations' requirements for delegate selection.

7. In the event that a Chapter becomes inactive and has no elected officers or board members, the State Board shall have the power to appoint a temporary acting chapter president from among the chapter members to assume the duties of the chapter president and serve as a nonvoting member of the State Board until a new election is held pursuant to chapter bylaws. The appointment of an acting chapter president expires no later than the end of the term of the current NFA State Officers.

### ***Section E. Meetings***

1. The State Board shall meet as required to conduct its business. Telephone conference calls or interactive video conferences may serve as official regular or special meetings. There shall be at least one regular meeting of the State Board per semester and at least one regular meeting during the summer.

#### 2. Call and Notices of Meetings

a. Regular or special meetings of the State Board shall be on call of the NFA President, with at least a five working day notice except as required by emergency situations.

b. Regular or special meetings of the State Board may be on call of a majority of the voting members of the State Board, with at least a five working day notice except as required by emergency situations.

c. Future regular or special meetings of the State Board may be called and scheduled by majority vote during a regular meeting of the State Board, with at least a five working day notice to any absent board members.

3. Motions related to individual items of NFA business may be voted on by electronic votes (through electronic mail or any other method decided by the State Board) outside of a regular or special meeting of the State Board. Electronic votes require a good-faith effort to notify all board members. Electronic votes require approval by a majority (or two-thirds if required by other provisions of these bylaws) of the entire voting board membership.

4. A quorum of the State Board is established by a majority of the voting members of the State Board including at least one member representing a northern institution and at least one member representing a southern institution of NSHE.

5. The action by a majority vote of the State Board at any duly assembled meeting at which there is a quorum, or by a majority of the entire voting board membership in an electronic vote outside of a meeting, is valid as a corporate act.

### ***Section F. Statewide Referenda***

1. Any policy matter that is valid for action by the State Board according to these bylaws shall be put to a vote of NFA members in good standing statewide if:

a. Approved for a referendum by a two-thirds vote of the State Board; or

- b. Proposed by a petition signed by at least 10% of active members statewide, unless the petition is approved by the State Board without modification.
2. A statewide referendum shall be in the form of a motion or resolution. The State Board may prescribe procedures for presentation of arguments for and against to members.
3. Except as otherwise required by these bylaws, statewide referenda are decided by a majority vote by secret ballot provided to all NFA members.
4. A question approved by referendum has the same validity as if passed by the State Board, but cannot be rescinded or amended prior to the end of the terms of statewide officers at the time of the referendum.

## **Article VI. Statewide Elected Officers**

### ***Section A. Statewide Officers and Executive Committee***

The statewide elected officers of the NFA are the President, Vice President, Secretary, and Treasurer. These four statewide officers shall constitute the voting members of the Executive Committee of the NFA State Board of Directors. The chair of the Legal Defense Committee is a non-voting ex officio member of the Executive Committee.

### ***Section B. Duties and Powers of the Executive Committee***

1. The Executive Committee (a) may, between meetings of the State Board, exercise such powers as the State Board has delegated to it; (b) may, under unforeseen exigencies, exercise other powers subject to prior authorization of the State Board; and (c) shall perform other duties as prescribed in these Bylaws.
2. The Executive Committee shall implement the policies and decisions of the State Board, in compliance with the Articles of Incorporation and these Bylaws.
3. The Executive Committee may make recommendations to the State Board for establishment of committees and appointment of committee chairs, committee members, staff employees, or contractors.
4. The Executive Committee shall be responsible for the day-to-day supervision and direction of staff employees and contractors and for reporting to the State Board on the activities of staff employees and contractors.
5. Any action by the Executive Committee that does not have prior approval of the State Board requires at least three votes in favor with at least two good faith efforts to contact any nonvoting Executive Committee member. The State Board shall be notified of any such action by the Executive Committee within five working days. Upon the request of any member of the Executive Committee, a matter shall be referred to the State Board.

### ***Section C. Eligibility of Officers***

1. Only active members of NFA in good standing who are half-time or greater professional employees (academic faculty or administrative faculty) of NSHE are eligible to be a statewide officer.
2. No more than two of the four statewide officers may be from the same chapter. In order to meet this distribution requirement, the statewide officer positions shall be filled in the order of President, Vice

President, Secretary, and Treasurer. A candidate for a lower office who does not meet the distribution requirement becomes ineligible for election.

#### ***Section D. Term of Office***

The terms of office for statewide officers shall begin on June 1 and shall be for two years, except as provided in Article V.

#### ***Section E. Nominations and Elections***

1. Statewide officers shall be elected biennially by open nomination and secret-ballot vote by NFA members in good standing statewide.
2. All NFA members in good standing shall have the right and opportunity to nominate people for statewide offices.
3. The State Board shall appoint a Nominating and Election Committee for purposes of recruiting and developing a list of candidates for statewide offices prior to biennial statewide elections. The Nomination and Election Committee shall have a minimum of four members and should be representative of the membership and institutional diversity. The Nominating and Election Committee shall accept all nominations received from NFA members, subject only to acceptance by the nominee and eligibility requirements. Members of the Nominating and Election Committee are not eligible for nomination for statewide office. The Nominating and Election Committee shall strive to ensure that candidates are nominated who meet the eligibility requirements, provide a balanced representation of chapters, and contribute to diversity of board membership. The Nominating and Election Committee shall administer the election to ensure voting security and fair presentation of candidates' statements to members.

#### ***Section F. Vacancies***

1. In the event of a vacancy in the office of President, the Vice-President shall succeed to the office of President for the remainder of the term and the office of the Vice-President becomes vacant.
2. In the case of a vacancy in the office of Vice-President, Secretary, or Treasurer, if the vacancy occurs prior to December 31 of the second year of the two-year term, the State Board must appoint an interim officer within 30 days and a statewide special election shall be held as soon as feasible to elect a new officer, who shall take office immediately upon election and serve for the remainder of the term. For a vacancy occurring later in the officer's term, the State Board shall appoint a new officer to within 30 days to fill the position for the remainder of the term.
3. Statewide officer appointments and special elections are subject to the distribution requirements in Section C of this Article.

#### ***Section G. State Officer Duties***

1. The statewide officers shall perform the duties prescribed by these bylaws and the duties for each office prescribed by Robert's Rules of Order.
2. The President shall be Chair of the State Board and Chair of the Executive Committee and shall serve as a member ex officio of all standing and ad hoc committees.
3. The Vice President shall act as President in the President's absence.

4. The Secretary shall keep accurate records of all State Board proceedings. Minutes of State Board meetings shall be prepared and provided to all board members within three weeks of a meeting. Electronic votes between meetings shall be reported by the Secretary no later than the next regular meeting and shall be included in those meeting minutes. Approved minutes shall be made available to all NFA members. In the absence of the President and Vice President, the Secretary shall preside at meetings of the State Board.

5. The Treasurer shall be responsible for maintaining NFA accounts and accurate, up-to-date financial records. The Treasurer shall present a financial statement to the State Board at least annually, shall prepare a budget once a year for consideration by the State Board, shall present budget and expenditure updates at each regular meeting or as requested, and shall prepare the books for audits. In the absence of the President, Vice President, and Secretary, the Treasurer shall preside at meetings of the State Board.

## **Article VII. Standing and Ad Hoc Committees**

### ***Section A. Committees***

1. Except as otherwise specified in these bylaws, the State Board, in collaboration with any recommendation of the President or the Executive Committee, shall appoint the chairs and appoint or designate the membership of standing and ad hoc committees.

2. The State Board shall give charges to all committees and may adopt guidelines governing the operation of committees.

3. Committees report to the State Board. Actions of all committees must be authorized or approved by the State Board, or authorized by these Bylaws.

4. Except as otherwise specified in these bylaws, any member of the NFA in good standing may be appointed to serve on a statewide committee. Non-members may be appointed as nonvoting members of committees.

5. If the members of a standing committee have not been appointed or the committee is otherwise inactive, the State Board as a whole acts as and is responsible for the duties of that standing committee.

### ***Section B. NFA Political Action Committee***

1. The NFA Political Action Committee consists of the members of the State Board with State NFA Officers acting as the officers of the NFA Political Action Committee. The NFA Political Action Committee has the responsibility of directing political activities for the NFA. The duties include the endorsement of candidates, determination of contributions to candidates, raising and monitoring political action funds, and other activities directly related to political action.

2. The NFA Political Action Committee shall appoint political action subcommittees by geographic region or other appropriate division of responsibilities as needed. The members of the subcommittees shall be chosen by the NFA Political Action Committee upon recommendations of local chapters. The chairs of the subcommittees will be designated by the NFA Political Action Committee. The subcommittees report to the NFA Political Action Committee and will be responsible for making recommendations to the NFA Political Action Committee for candidate endorsements, assisting in fundraising, and other political action.

### ***Section C. State Collective Bargaining Steering Committee***

1. The State Collective Bargaining Committee shall be comprised of the Chairs of each Chapter Collective Bargaining Council. Chapters without Collective Bargaining agreements but that are interested in pursuing them may select a representative to serve on this committee. The State President shall serve as an ex-officio member of the committee. The chair of the State Collective Bargaining Steering Committee shall be elected by the committee.

2. The Committee's responsibilities will include, but are not limited to:

- a. Helping chapters with Collective Bargaining activities and negotiations by providing guidance and assistance into the process.
- b. Evaluating whether collective bargaining agreements conflict with those in other chapters and advising chapters how to avoid conflicts like these.
- c. Providing presentations or trainings from AAUP or other relevant organizations to interested chapters.
- d. Serving as a repository for historical information on Collective Bargaining in Nevada.
- e. Reporting to the NFA State Board at least once per year.

### ***Section D. Governmental Relations Committee***

The State Board shall appoint a standing Governmental Relations Committee which shall be responsible governmental relations including lobbying efforts and other outreach to the legislature, the governor's office, other state agencies, the Board of Regents, and NSHE administrators. The Governmental Relations Committee may coordinate its activities with the Faculty Senates, student leadership, or other relevant groups. The State Board may appoint lobbyist(s) or a governmental relations director, who, if a member of NFA, may also be appointed to serve as chair of the Governmental Relations Committee. The State Board must approve official positions of the NFA.

### ***Section E. Legal Defense Committee***

A standing Legal Defense Committee shall be responsible for reviewing personnel matters for legal defense of NFA members, for developing procedures for handling such cases, and for making arrangements with attorneys to serve NFA needs. The State Board shall appoint the Chair of the Legal Defense Committee, who also acts as legal defense coordinator. A committee member from each chapter shall be appointed or elected according to chapter policies, if possible, and the State Board may appoint additional members. The State Board shall establish policies governing legal defense and evaluation of legal defense cases, confidentiality of personnel and legal defense matters, and may appoint legal defense evaluator(s) upon recommendation of the Legal Defense Committee.

### ***Section F. Other Committees***

The State Board shall establish such other standing and ad hoc committees as it deems necessary.

## **Article VIII. Finances**

### ***Section A. Dues***

1. Dues for State NFA members and Associates shall be set by the State Board.

2. Dues may vary based on professional position, part- or full-time status, salary, promotional discount, or other factors deemed appropriate.
3. Payment of a minimum level of dues may be required to maintain membership in good standing.
4. Application for membership shall be made on a standard application form, which shall include a valid authorization for payroll deduction of dues or other method of payment and automatic renewal provisions.

#### ***Section B. Revenues***

Revenues generated from dues in excess of the amount necessary to pay AAUP, AFT, AFL-CIO, or local labor council dues or per capita fees shall remain with the State NFA, to be apportioned to local chapters as needed, to pay other expenses of NFA, or to be retained as reserves for purposes as directed by the State Board.

#### ***Section C. Budget***

The State Treasurer shall be responsible for preparing an annual budget, subject to approval by the State Board. Disbursements must adhere to an approved budget, policies approved by the State Board, or these Bylaws.

#### ***Section D. Local Chapter Dues***

Local chapters may establish additional dues or assessments, subject to the approval of the State Board.

#### ***Section E. Fiscal Year***

The fiscal year of the NFA shall be July 1 through June 30, or other period as determined by the State Board.

#### ***Section F. Financial Audit***

The financial records, policies, and procedures of the NFA shall be audited at least every two years by an external auditor or by an independent audit committee consisting of NFA members or other individuals who are not members of the State Board.

### **Article IX. Liability of Officers, Directors and Members**

Officers, directors, and members of this organization shall not be liable for the debts, liabilities, or obligations of the organization.

### **Article X. Conflict of Interest**

Whenever a matter comes before the State Board, a chapter board, or a committee in which a member of the body has a financial or personal interest or the matter concerns a disciplinary action or legal defense case involving the member as a party, the member shall (a) fully disclose the nature of the interest or involvement and (b) withdraw from discussion, lobbying, and voting on the matter. Any question involving a potential conflict of interest shall be approved only when it is determined to be in the best interest of the NFA by a majority vote of disinterested members. The State Board shall adopt a conflict of interest and disclosure policy.

## **Article XI. Parliamentary Procedure**

The latest edition of Robert's Rules of Order shall be the authority on all matters of procedure not specified in these Bylaws.

## **Article XII. Dissolution and Disaffiliation**

Dissolution of the Nevada Faculty Alliance or disaffiliation from the AAUP requires approval by the State Board and ratification by a two-thirds vote in a statewide referendum. Dissolution also occurs upon expiration of the NFA Articles of Incorporation if not extended by action of the State Board. Upon dissolution, except as otherwise directed by a dissolution referendum resolution, the assets of NFA after payment of any obligations shall be distributed to those chapters that qualify as chapters of the AAUP in proportion to the number of active members in good standing in each chapter, or to the AAUP (a charitable and social organization) if no such chapters are in existence.

## **Article XIII. Interpretation of Bylaws**

If any provision of these Bylaws becomes unenforceable, the remaining provisions shall remain in effect.

The titles, subtitles, and headings in these Bylaws are for convenience only and are not part of the bylaws.

## **Article XIV. Amendment**

Amendments to the Bylaws may be proposed by the State Board or by a petition signed by 10% or more of the NFA membership. Amendments must be submitted by ballot for a vote of the NFA members in good standing statewide and must be ratified by a two-thirds vote. The State Board shall have the right to provide written comments on proposed amendments prior to the vote on ratification.

## **Article XV. Ratification**

These bylaws shall take effect upon ratification by two-thirds of those voting in a ballot sent to all NFA members in good standing statewide.