

**Operating Agreement of the Sons & Daughters of Erin [Of Northern Nevada]**

**ARTICLE 1 - NAME**

**1.1 NAME**

THE SONS **AND [&]** DAUGHTERS OF ERIN **OF NORTHERN NEVADA**  
("Chapter" "This Chapter")

**ARTICLE 2 - PURPOSE**

**2.1 STATEMENT OF PURPOSE**

The purposes of This Chapter shall be charitable, educational, historic, and patriotic, including but not limited to the following:

2.1.1 To revive, foster and promote Irish cultural events, interests and sentiments;

2.1.2 To collect and preserve Irish cultural traditions relating to any of the Irish peoples;

2.1.3 To encourage the study of the Irish language, history, literature, music and poetry;

2.1.4 To devote all net proceeds of Chapter activities to charitable, educational purposes, historic and patriotic;

2.1.5 To generally do and perform any and all acts and things which may be necessary or convenient for carrying out these purposes in a nonsectarian and nonpolitical manner.

**2.2 CHARITABLE EDUCATIONAL PURPOSES**

2.2.1 This Chapter is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Service Code. Notwithstanding any other provision of this Operating Agreement, The Chapter shall not carry on any other activities not permitted to be carried on.

2.2.2 By a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or Revenue law) or

2.2.3 By a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

## ARTICLE 3 - EMBLEMS

### 3.1 EMBLEMS

The emblems of The Chapter shall be the Irish Harp and the Shamrock

### 3.2 USE AND DISPLAY OF EMBLEMS

The use and display of the Chapter emblems shall be in accordance with regulations to be promulgated by the president with advice of the **Executive Committee [Board of Directors]**.

## ARTICLE 4 - PRINCIPAL OFFICE

### 4.1 PRINCIPAL OFFICE

The principal office of The Chapter will be located at the address of the presiding president unless otherwise established by the **Executive Committee [Board of Directors, to be hereby referred to as the "Board."]**. The mailing address shall be the Chapter's post office box.

## ARTICLE 5 - CHARTERS

### 5.1 CHARTERS

The Chapter shall have the authority to issue charters to branches.

## ARTICLE 6 - MEMBERS

### 6.1 ELIGIBILITY

6.1.1 Membership is open to any person who **is at least partly of Irish descent and to any person who is the spouse or companion of that person.** **[has an Interest in Irish culture.]**

6.1.2 Honorary members may be admitted to the Chapter when it is determined by the **Executive Committee [Board]** to be in the best interest of The Chapter.

## 6.2 MEMBERSHIP

6.2.1 The Membership shall consist of [a member classification who pays the standard annual dues and fees on a regular basis no later than June 30 of each year.]

~~6.2.1.1 Standard Membership: A member who pays the standard annual dues and fees on a regular basis no later than May 1 annually.~~

~~6.2.1.2 Senior Membership: A member of 65 years of age or older who has been [is] in good standing for at least the immediate 2 prior years.~~

~~6.2.1.3 Lifetime Membership: A member who has been in good standing for a minimum of 5 years is eligible to apply for a lifetime membership, subject to approval by a quorum of The Executive Committee. Upon approval, the Lifetime Membership shall go into effect upon the receipt of lifetime dues as follows:~~

<u>Age at Application</u>	<u>Lifetime Dues</u>
<del>25-35</del>	<del>Reg. dues x 25</del>
<del>36-45</del>	<del>Reg. dues x 20</del>
<del>46-55</del>	<del>Reg. dues x 15</del>
<del>56-64</del>	<del>Reg. dues x 10</del>
<del>65 +</del>	<del>Reg. dues x 5</del>

~~6.2.1.4 Honorary Members: Honorary Members are designated by a majority vote of The Executive Committee. Although eligible to participate in all Chapter activities, an Honorary Member shall not hold elective office nor have a vote either in The Executive Committee or in a general election of the Chapter unless or until such time as qualified, applied for, and accepted for regular membership as stated above. Honorary Members may be appointed to special functions by The President in the best interests of the Chapter unless The Executive Committee subsequently decides by majority vote to nullify The President's appointment.~~

~~6.2.1.5 Honorary Life Membership: An Honorary Life Membership may be awarded if a qualified member in good standing as a token of many years of outstanding service. Members may be nominated for Honorary Life Membership by a petition listing at least six members at the next subsequent meeting and requires confirmation by at least 2/3 of the members attending.~~

## ARTICLE 7 – MEMBER CONTRIBUTIONS

### ~~7.1 – MEMBER CONTRIBUTIONS~~

~~7.1.1 The Chapter’s fiscal year will be July 1 through June 30.~~

~~7.1.2 [6.2.2] A schedule of member contributions [dues] shall be [reported to the Board at the beginning of fiscal year.] promulgated by The Executive Committee after referendum of the membership.~~

~~7.1.3 An initial member contribution and an annual contribution are payable by all new members upon submission of their application for membership into the Chapter.~~

~~7.1.4 [6.2.3] Annual member contributions are payable on or before May 4 [June 30], annually. Members joining between January 1 and May 4 [June 30], having already paid for one year’s member contributions with the application for membership and initial member contribution, will be excused of dues until May 4 [June 30], of the following year. Nonpayment of member contributions may shall be cause for rendering that person to a non-active status.~~

~~[6.2.4] All members current on their dues shall be considered “in good standing.”]~~

## ARTICLE 8[7] - OFFICE BEARERS

### ~~8[7].1 OFFICERS~~

~~8[7].1.1 Chapter office bearers shall be as follows:~~

~~President~~

~~Vice President~~

~~Secretary~~

~~Treasurer~~

~~Sergeant-At-Arms~~

~~Four additional [Board Members] Directors shall be known as the “Bordi” of the chapter. The four seats of the “Board” shall be called Belfast, Galway, Dublin, and At-Large [Leinster, Munster, Connacht and Ulster Directors] for purposes of reference.~~

~~8[7].1.2 All officers shall be ex-officio members of all committees to be appointed. Members may not be nominated without their consent.~~

~~8[7].1.3 The succession of officers shall be President, Vice President, Treasurer, Secretary, Sergeant-At-Arms, Belfast Seat, Galway Seat, Dublin, and At-Large Seat [Leinster, Munster, Connacht and Ulster Directors]~~

**8[7].1.4** The president or presiding officer shall nominate members to fill vacancies for the remainder of the term of that office. The **Executive Committee [Board]** must then either ratify nominees or select alternates. Offices thus filled will be considered as “open” for the next regularly scheduled election for the office.

**8[7].1.5** Other offices may be established by the president on recommendation and ratification of the **Executive Committee [Board]** to ensure the effective management of The Chapter.

**8[7].1.6** It is the intent of this Article that the term of officers and directors shall normally be two years. It is also the intent of this article that the terms of the officers and directors be staggered so as to provide executive continuity. Accordingly, the following officers will serve for two years and be elected in even years:

President, Treasurer, **Belfast [Ulster]** Seat, **Galway [Connacht]** Seat

The following officers be elected for two-year terms in all odd-numbered years:

Vice President, Secretary, Sergeant At Arms, **Dublin [Leinster]** Seat, ~~At-Large [Munster]~~ Seat

~~**8.1.7 Current officers and directors elected under the prior OPERATING AGREEMENT shall retain their positions and responsibilities until the next scheduled elections.**~~

## **8[7].2 ELECTION OF OFFICERS**

Election of ~~officers and Bordi~~ **[Board members]** shall be by the members in good standing present at the **March [February]** meeting each year. ~~when the respective offices become vacant. There will be two rounds of nominations of the candidates by the general membership with the first round at the February meeting and the final at the March meeting. A member may not be nominated for an office without his consent. Only those 18 years or older are eligible to vote.~~ Election will be by simple majority **[of members present and proxies submitted to the secretary in writing or by email at the February General Meeting. New board members are to be installed at the beginning of fiscal year with date and location determined by the board.]**

## **8[7].3 REMOVAL OF OFFICERS [AND MEMBERS]**

**8[7].3.1** Elected officers, ~~and/or~~ Directors and/or **[Members]** shall be subject to removal from office as follows:

Conviction of a felony **shall [may]** be cause for automatic and immediate removal from office and forfeiture of all rights as a member.

In the cases of:

- Gross negligence
- Severe misconduct
- Loss of status as member in good standing
- Incapacity due to illness, accident or other extreme circumstances

**8[7].3.2** An Officer [,] or Director[, or member] may be removed by a [two-thirds] majority of the **Executive Committee [Board. That person shall be able to request an appeal before removal] by submitting a petition OR the general membership. He or she may submit a written petition with at least 6 signatures of members in good standing. The matter must be brought for a vote by secret ballot at the next subsequent general meeting and a 2/3 vote of the “eligible members in good standing” present plus any proxies of “eligible members in good standing” shall declare the office vacant. Due to the extremely serious nature of this matter, “Eligible Members in Good Standing” is hereby defined as only those members in good standing who have participated in a minimum of three out of the six immediately prior general meetings. It is not the intent to abrogate normal rights of members but to limit action to those members who by their very presence at meetings demonstrate some reasonable knowledge of facts and issues at hand in a dismissal of an officer. The Officer/Director under question shall not be allowed to vote on such an issue, however other members bearing signed proxies from “eligible members in good standing” who are not present may vote those proxies.**

## **ARTICLE 9[8] - MANAGEMENT**

### **9[8].1 MANAGEMENT**

**9[8].1.1** The management of the chapter shall be vested in the five officers and the four **Bordi [Board members], who collectively will serve as the executive committee for the chapter of which** A majority of the filled seats of **the Bordi** will be a quorum. The chair of the **Executive Committee [Board]** shall be the president of the chapter **who shall vote only in the case of a tie.** No Member may enter into any binding agreement in the name of the chapter or on behalf of any officer or committee without the express prior authorization of the **Executive Committee [Board].**

**9[8].1.2** The president shall be the Executive Officer of the Chapter and shall direct its affairs in conformance with The Articles and The OPERATING AGREEMENT.

**9[8].1.3** The vice president shall act as the Executive Officer of the Chapter when the president is unwilling or unable to function in that capacity.

**9[8].1.4** The Treasurer shall receive and disburse all monies of The Chapter in strict accordance with sound business practices. The Treasurer shall keep an exact accounting of receipts and disbursements and shall prepare an annual statement of accounts **[within 30 days after June 30 each year.]** The funds of The Chapter shall be deposited in such Bank as may be approved by The ~~Executive Committee~~ **[Board]**, and in the name of The Chapter.

~~Accounts shall be payable by checks, drawn by The Treasurer requiring two signatures of non-related members of The Executive Committee. Within 30 days of the end of the fiscal year, The Treasurer shall prepare a detailed financial statement suitable for the preparation of required tax returns and other government reports.~~

**9[8].1.5** The Secretary shall be responsible for records of the roster of members **[and record the minutes of the meetings.]** ~~and the promulgation of The Chapter's minutes of meetings and communication with the membership as well as The Chapter newsletter and other notification to the membership and the general public.~~

**9[8].1.6** The Sergeant-At-Arms shall be responsible for maintaining reasonable order and decorum during regular meetings. ~~The Sergeant-At-Arms will be custodian of various monies collected from members during meetings for purposes other than member contributions, but shall be required to account for such funds and return them to The Treasurer and the end of each meeting for deposit into The Chapter's bank account. The Sergeant-At-Arms will be responsible for the property of The Chapter such as flags, supplies and other inventories.~~

**9[8].1.7** Other non-office positions and committees may be created and filled at the discretion of the ~~Executive Committee~~ **[Board]** to support the functioning of The Chapter and its objectives.

**[8.1.8 In the event of a vacancy of one of the officer positions, the president with majority consent of the Board will delegate the responsibility of the vacant officer position until it can be filled by appointment or election.]**

## **ARTICLE 10[9] - MEMBERS NOT TO PROFIT [FISCAL RESPONSIBILITY]**

### **10[9].1 MEMBERS NOT TO PROFIT**

No officer, functionary or member of The Chapter is to profit by or allow others to profit by an unauthorized disclosure of The Chapter's activities, property, and papers. No officer, functionary or member will cause the affairs or papers of his

office, function or membership to be disclosed or made public for the purpose of personal profit or benefit or the benefit of others.

### **[9.2 ANNUAL REPORTS**

a. The treasurer shall present an annual written statement of accounts within 30 days of the end of fiscal year.

b. The Board shall present an annual written budget within 30 days of the fiscal year which shall be approved no later than 45 days of the beginning of the fiscal year.

### **9.3 INVESTMENT POLICY**

The Board shall have an investment policy subject to be ratified yearly at time of annual budget.

### **9.4 FISCAL YEAR DEFINITION**

The Fiscal Year for This Chapter shall begin on July 1 and end on June 30 each calendar year.]

## **ARTICLE ~~11~~[10] - CONFLICTS OF INTEREST**

### **~~11~~[10].1 CONFLICTS OF INTEREST**

~~11~~[10].1.1 No member of ~~The Chapter~~ [the Board] will be compensated for [regular] service to The Chapter. No ~~officer or~~ member [of the Board] performing as a functionary of the Chapter or holding a position of trust within the Chapter shall profit or gain from the execution of his office or from the conduct of the Chapter's business and activities. Such functionaries will carry out their assigned or assumed duties in trust and stewardship for the Chapter as provided in the Operating Agreement without conflict of interest. [A board member or member may be compensated for professional service with the approval of a majority of the other board members.]

~~11~~[10].1.2 The Chapter alone, comprised of its membership as a body, shall be the sole beneficiary of the functioning of the Chapter. All property, artifacts, information, archives, documents, papers, and records in any form that are received in trust by or generated by any officer or functionary of the Chapter are the exclusive property of The Chapter. No such property or papers shall be used by anyone for personal profit or gain, or any purpose not contributing directly to the exclusive benefit of the [charitable and educational purpose of the Chapter.]



## ARTICLE 12[11] - MEETINGS AND GATHERINGS

### 12[11].1 MEETINGS AND GATHERINGS

12[11].1.1 The Chapter shall hold general membership meetings [~~or gatherings~~] at least once each calendar quarter at a time and location determined by the ~~Executive Committee~~ [Board].

12[11].1.2 Special meetings and/or gatherings may be called by the president of The Chapter at the request of the membership or under circumstances requiring special attention.

12[11].1.3 The president will preside at all meetings and gatherings. In the absence of the president, the succession of officers shall be followed as stated in Article 8[7]. In the absence of any officers, the membership convened for an announced meeting shall elect a presiding officer pro-tem for the duration of that meeting.

12[11].1.4 A quorum at any ~~general and~~ board meetings will consist of a majority of the filled number of the ~~Board members~~ [Board positions] ~~-including a minimum of at least three officers and directors-~~. All actions will be considered as non binding and advisory-only, unless the quorum exists.

12[11].1.5 There will be at least ~~six~~ [four] meetings of the ~~Executive Committee~~ [Board]. Actions must have a majority of the ~~Executive Committee~~ [Board and must be reported on the agenda and minutes of the next Board meeting. Business conducted electronically does not replace the required minimum 4 Board meetings.]

## ARTICLE 13[12] - AMENDMENTS

### 13[12].1 AMENDMENTS

The Operating Agreement may be amended by a ~~two-thirds~~ majority of the voting membership [~~present or by single documented proxy vote submitted in person or email to the secretary at the general meeting~~]. Any proposed amendment must be [~~approved by the Board~~]. ~~submitted to the president in writing and endorsed with the signatures of at least six members in good standing for review by The Executive Committee. The Secretary will conduct the vote at a general membership meeting. The Secretary can receive proxy votes via mail or electronically.~~

13[12].2 The Irish Person of the Year shall be awarded to ~~a member of good standing or to an honorary member.~~ [a person whose acts have benefited the Chapter and/or the community and is deemed worthy of the award and reflects the stated purpose of the Chapter.] The ~~Executive Committee~~

**[Board]** shall consider the eligibility of the nominees and present a list of candidates **[to be voted upon]** at the general meeting prior to the annual St. Patrick's Day Dinner & Show.

## **ARTICLE 14 13 - RULES OF ORDER**

### **14[13].1 RULES OF ORDER**

**141.1** The affairs of The Chapter shall be governed by Robert's Rules of Order. ~~Newly Revised, in all cases where they are applicable and not in conflict with this Operating Agreement and any special rules of order adopted by The Chapter.~~

~~14.1.2 The order of business at all meetings of The Chapter shall be as follows:~~

- ~~1. Call to order by The President~~
- ~~2. Reading of the minutes of the previous meeting by The Secretary~~
- ~~3. Reading of the financial report by The Treasurer~~
- ~~4. Reading of reports~~
- ~~5. Old business~~
- ~~6. New business~~
- ~~7. Elections~~
- ~~8. Adjournment.~~

## **ARTICLE 15[14] - DISSOLUTION**

### **15[14].1 DISSOLUTION**

Upon the dissolution of The Chapter, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as The Court shall determine, which are organized and operated exclusively for such purposes.

[ARTICLE 15 - RATIFICATION]

**15.1 RATIFICATION]**

Adopted by unanimous vote of the general membership of the Sons & Daughters of Erin Northern Nevada Chapter on the ~~1st of November, 2012.~~ **[5th of February, 2019]**

\_\_\_\_\_ [Title] \_\_\_\_\_  
**President** [Member of The Board of Directors]

\_\_\_\_\_ [Title] \_\_\_\_\_  
**Treasurer** [Member of The Board of Directors]

\_\_\_\_\_ [Title] \_\_\_\_\_  
**Secretary** [Member of The Board of Directors]

\_\_\_\_\_ [Title] \_\_\_\_\_  
**Sgt-At-Arms** [Member of The Board of Directors]