

Operating Agreement of the Sons & Daughters of Erin of Northern Nevada

February, 2, 2026

ARTICLE 1 - NAME

1. NAME

Sons & Daughters of Erin of Northern Nevada ("Chapter", "This Chapter", "The Chapter"), changed from Sons and Daughters of Erin by a vote of the membership on the 5th of February, 2019. The Chapter will also be known as the acronym, "**SADOE.**"

ARTICLE 2 -- PURPOSE

2.1 STATEMENT OF PURPOSE

[The purposes of This Chapter shall be charitable, educational, historic, 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 a percentage of net proceeds of Chapter activities to charitable, educational purposes, historic and patriotic;

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

2.1.6 This chapter's mission statement will state where appropriate: "The Sons & Daughters of Erin is Northern Nevada's non-profit Irish heritage organization, which presents and sponsors Celtic entertainment; celebrates and preserves Irish history and culture; participates in community events; and donates to local charities.

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, Employer Identification Number 88-0424597. Notwithstanding any other provision of this Operating Agreement, The Chapter shall not carry on any activities not related to the purposes mentioned in Sec 2.1.

2.2.2 This chapter will not conduct activities that are inconsistent with the legal requirements of 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 or presiding officer with advice of the 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 president or presiding officer unless otherwise established by the 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 has an Interest in Irish culture.

6.1.2 Honorary members may be admitted to the Chapter when it is determined by the Board to be in the best interest of The Chapter. Honorary members may be defined by the board as certain award winners. Honorary members may qualify for lifetime membership.

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.

6.2.2 A schedule of member dues shall be reported to the Board at the beginning of fiscal year.

6.2.3 Annual member contributions are payable on or before June 30 annually. Members joining between January 1 and 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 June 30 of the following year. Nonpayment of member contributions 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 7 - OFFICE BEARERS

7.1 OFFICERS

7.1.1 Chapter office bearers shall be as follows:

President, Vice President, Secretary, Treasurer, Sergeant-At-Arms, **and** four additional Board Member Directors named “Leinster, Munster, Connacht and Ulster” for purposes of reference.

7.1.2 All officers shall be ex-officio members of all committees to be appointed. Members may not be nominated without their consent.

7.1.3 The succession of officers shall be President, Vice President, Treasurer, Secretary, Sergeant-At-Arms, Ulster, Connacht, Leinster and Munster Directors.

7.1.4 The president or presiding officer shall nominate members to fill vacancies for the remainder of the term of that office. The 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.

7.1.5 Other offices may be established by the president on recommendation and ratification of The Board to ensure the effective management of The Chapter.

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, Ulster Seat, Connacht Seat

The following officers be elected for two-year terms in all **odd-numbered years**:
Vice President, Secretary, Sergeant-At-Arms, Leinster Seat, Munster Seat

7.1.7 The Board may require background checks as a means of eligibility to be appointed or elected to it.

7.2 ELECTION OF OFFICERS

Election of Board Members shall be by the members in good standing present at the February meeting each year. 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 annual St. Patrick's Day Dinner & Show or a date and location determined by the Board.

7.3 REMOVAL OF OFFICERS AND MEMBERS

7.3.1 Elected officers, Directors and/or members shall be subject to removal from office as follows:

- Conviction of a felony 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

7.3.2 An officer, director or member may be removed by a two-thirds majority of the Board. That person shall be able to request an appeal by the board before removal.

ARTICLE 8 - MANAGEMENT

8.1 MANAGEMENT

8.1.1 The management of the chapter shall be vested in the five officers and the four Board members.

8.1.2 A majority of the filled seats will be a quorum.

8.1.3 The chair of the Board shall be the president of the chapter.

8.1.4 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 Board.

8.1.5 The President shall be the Executive Officer of the Chapter and shall direct its affairs in conformance with The Articles and this Operating Agreement.

8.1.6 The vice president shall act as the Executive Officer of the Chapter when the president is unwilling or unable to function in that capacity.

8.1.7 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 Board.

8.1.8 The Secretary shall be responsible for records of the roster of members and record the minutes of the meetings.

8.1.9 The Sergeant-At-Arms shall be responsible for maintaining reasonable order and decorum during regular meetings

8.1.10 Other non-office positions and committees may be created and filled at the discretion of the Board to support the functioning of The Chapter and its objectives.

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

ARTICLE 9 - FISCAL RESPONSIBILITY

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. Board members or members may be compensated for professional services as specified in Section 10.1.1.

9.2 ANNUAL REPORTS

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

9.2.2 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. The Chapter shall have at least two current officers that will have access to any bank account where its funds are invested, in order to ensure continuity.

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 10 - CONFLICTS OF INTEREST

10.1 CONFLICTS OF INTEREST

10.1.1 No member of the Board will be compensated for regular service to The Chapter. No 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.

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 11 - BEHAVIOR AND ETHICAL CONDUCT

11.1 BEHAVIOR

A board member shall not commit any act considered immoral, deceptive, scandalous, or obscene, or anything that could damage the organization's reputation. If such an act occurs, the chapter may have the right to expel the member. Acts may include a criminal indictment, conviction, or acts of moral turpitude.

11.2 CODE OF ETHICS

This chapter will adopt a code of ethics that may include:

- **Honesty and Integrity:** Upholding high performance standards and preventing fraud, misuse, abuse, or waste of resources.
- **Accountability and Transparency:** Maintaining professionalism, providing accurate financial information, and complying with all relevant laws and regulations.
- **Conflict of Interest:** Avoiding actual or apparent conflicts of interest and disclosing any potential conflicts.
- **Respect and Fairness:** Valuing diversity and treating others with respect and empathy, regardless of protected characteristics.

11.3 SEXUAL HARASSMENT

This chapter does not condone sexual harassment in any form.

11.3.1 This chapter defines sexual harassment as conduct addressed under Nevada Revised Statutes 396.133, which states that it involves conduct on the basis of sex that satisfies one or more of the following criteria:

- Conditioning the provision of an aid, benefit, or service on participation in unwelcome sexual conduct.
- Making unwelcome sexual advances, requests for sexual favors, or conduct of a sexual nature that creates an intimidating, hostile, or offensive work environment.

- Engaging in sexual assault, dating violence, domestic violence, or stalking.

11.3.2 This chapter may prescribe remedies to sexual harassment including awareness training and sanctions if necessary to include expulsion from the board or membership in order to ensure a safe environment.

ARTICLE 12 - MEETINGS AND GATHERINGS

MEETINGS AND GATHERINGS

12.1 The Chapter shall hold general membership meetings or gatherings at least once each calendar quarter at a time and location determined by the Board.

12.2 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.

12.3 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 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. The president or board member acting as presiding officer may not introduce motions to the Board; however, the president or board member acting as presiding officer retains full voting rights as a Board member.

12.4 A quorum at any board meeting will consist of a majority of the filled number of the Board positions. All actions will be considered as nonbinding and advisory-only, unless the quorum exists.

12.5 There will be at least four meetings of the Board. Actions must have a majority of the Board and must be reported on the agenda and minutes of the next Board meeting. Business may be conducted electronically

ARTICLE 13 - AMENDMENTS

13.1 This Operating Agreement may be amended by a 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.

13.2 The Irish Person of the Year shall be awarded to 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 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.

13.3 This operating agreement shall be published on the chapter's Web site.

ARTICLE 14 - RULES OF ORDER

14.1 RULES OF ORDER

The affairs of The Chapter shall be governed by Robert's Rules of Order.

ARTICLE 15 - DISSOLUTION

15.1 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 16 - RATIFICATION

16. RATIFICATION

Adopted by unanimous vote of the general membership of the Sons & Daughters of Erin of Northern Nevada Chapter on the 4th of February, 2026

William Puchert, Member of The Board of Directors
President

Danielle Onderdonk, Member of The Board of Directors
Secretary

Gary Mulock, Member of The Board of Directors
Sergeant-At-Arms

Doyle Stewart, Member of The Board of Directors
Ulster Director