



CONSTITUTION

ARTICLE 1.

NAME AND LOCATION

Section 1. Name

This Corporation shall be known as the NEVADA RESTAURANT ASSOCIATION (NvRA) representing the State's restaurant and foodservice industry.

Section 2. Location

The Offices of the association shall be located in the city of Las Vegas, or wherever the officers may otherwise determine for any period of time.

ARTICLE II.

NATURE

Section 1.

The Association, a non-profit, non-stock, Nevada Corporation and membership organization, shall be non-partisan. It shall not be sued for the dissemination of partisan principles, or for the promotion of the candidacy of any person seeking public office or preferment.

ARTICLE 111.

PURPOSE

Section 1.

The purpose of this association shall be to build an Association totally and completely dedicated to the interests of the Restaurant Industry.

ARTICLE IV. OBJECTIVES

Section 1.

The objectives of the Association shall be to pursue the following general areas:

- (a) Legislative affairs
- (b) Educational affairs
- (c) Promotion of hospitality and travel affairs
- (d) Foster and channel unified efforts in the interests of the Association.
- (e) To serve member establishments in any and all ways that are legally and properly within the scope of a representative trade association.
- (f) To advance and promote fair and practical cooperation with local, state and national governmental officers and agencies on behalf of the Association members.
- (g) To advance and promote the fair exchange of ideas and factual information necessary in the public interest, or for the protection and welfare of the Association, and to advance and promote judicious, discreet, and practical public relations in the interest of the Association industries generally.
- (h) To promote lawful conduct and trade practices necessary for the public interest as well as that of the Association members.
- (i) To promote harmonious relations with allied industries and to encourage participation of those in the Association industries in community and civic activities.

- (j) To encourage and uphold always a spirit of friendly cooperation among members of the Association, thus enabling those engaged in the Association industries to better serve the public.

ARTICLE V. **MEMBERSHIP**

Section 1.

The Membership of the Association shall consist of those persons or establishments in good standing as defined in Section 6 herein and who may from time to time be admitted to membership in such manner and under such requirement as may be prescribed in the By-Laws.

Section 2.

Membership in the Association shall be open to all approved persons, who are interested in the aims and purposes of the Association, who are willing to subscribe to the By-Laws and who are otherwise qualified under the provisions set forth in the By-Laws.

Section 3.

Only members in good standing as defined in the By-Laws shall be entitled to vote, to hold office or otherwise to enjoy the privileges of the Association.

Section 4.

The Association shall have the power to exclude, suspend or expel a member in such manner as may be prescribed in the By-Laws.

Section 5.

Types of active membership: There shall be the following definitions of lodging, and restaurant/foodservice:

- (a) **Lodging:** Any individual or organization owning, operating or managing establishments engaging in lodging, by whatsoever name they may be known, such as hotels, motels, motor lodges, motels, inns, bed & breakfasts or lodges with the state of Nevada.
- (b) **Restaurant/Food Service:** Any individual or owning, operating, or managing establishments preparing and servicing food (and/or liquor) to the public, or to any institutions, or to their own employees.

Section 6.

Classifications: There shall be the following classifications for membership: Active, Associate, Allied, Travel Industry, and Honorary Life Membership.

- (a) **Active:** Any hotel or lodging establishment, restaurant or food service establishment in the State of Nevada may be eligible for Active Membership in the Association.
- (b) **Associate:** Any staff person may be designated as Associate member by an Active Member who shall pay dues to the Association in addition to the Active Membership Dues. Any person may be eligible for Associate Membership who has been a hotel, motel, restaurant/food service, or travel owner or manager, but who has retired from the business or is temporarily unemployed, or the active owner or manager of a hotel, motel, restaurant/food service or travel establishment outside of the state of Nevada. Students involved in the field of hotel, motel, restaurant/food service, or travel industry may be eligible for

Associate Membership. All Associate Membership is non-voting.

- (c) **Allied:** Any person or organization not engaged in the hotel and motel business, restaurant or food service establishment business, or travel business, who is a purveyor or consultant to such establishments, may be eligible for Allied Membership. Allied members shall not vote on any matter which may be considered a direct financial conflict of interest as determined by either the Allied Member or Executive Committee.
- (d) **Travel Industry:** Any individual or organization, owning, operating or managing establishments engaged in tourism, recreation, travel and transportation; not engaged in food/liquor service or lodging activities.
- (e) **Director Emeritus:** Any individual who has rendered distinguished service to the Board of Directors may be designated Director Emeritus upon the affirmative vote of the Board of Directors. Director Emeriti shall be entitled to attend any meeting of the Board of Directors. However, they shall not be entitled to vote at any meetings or hold office there.
- (f) **Honorary Life:** Any person, who has rendered some distinguished service to the Association, is upon proposal by an Active Members, eligible for Honorary Life Membership, and may be elected such upon the recommendation by a majority vote of the Board of Directors, present at a meeting of such board. Such member may be relieved from payment of all dues and may receive services of the Association on accordance with such rules and procedures as shall be established by the Board of Directors. Honorary Life Members

shall not be entitled to vote or hold office.

Section 7.

Applications for Membership: All applications for membership shall be made in writing on application blanks furnished for that purpose. Such applications will be submitted to the President for consideration and recommendation to the Board of Directors for their ratification. Admission of all applicants shall be by majority vote of those present and voting at any meeting of the Board of Directors. Rejected applicants will receive notice and a statement of the reasons for rejection; opportunity will be given applicant to answer these reasons and for a hearing thereon with a right to appeal to the membership at the Annual Meeting.

Section 8.

Members in Good Standing: All members duly accepted by the Board of Directors who maintain their membership by payment of dues as required under the By-Laws and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

Section 9.

Resignation: Any member may resign at any time. Such resignation shall not become effective until accepted by the Board and shall not relieve the resigning member from payment of dues for the unexpired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro-rata or other share of the assets of the Association not shall such resignation or withdrawal be deemed to waive liability for the payment of other amounts owing the Association. All resignations shall be made in writing to the Board of Directors.

ARTICLE VI. **PRINCIPAL FUNDS**

Section 1.

A reserve fund shall be established and maintained by the Association for the purpose of providing through the income therefrom funds which may be utilized to insure continuous extension and development in general furtherance of the purpose of the Association. The principal of this reserve fund shall be accumulated: (1) through dues as provided in the By-Laws, and (2) through any other source of income or funds as specifically noted by the Board of Directors.

Section 2.

No appropriation shall be made from the principal of the reserve fund except by affirmative vote of the Board of Directors or Executive Committee. Annual income from reserve fund money may be expended or appropriated at any time by action of the Board of Directors for purposes consistent with the best interests of the members.

Section 3.

The Board of Directors shall have the power to establish and maintain principal funds other than the reserve fund for specified purposes consistent with the objectives of the Association, such purposes to be stated by the Board when and if such funds are established. The Board of Directors shall also have the power to make provision for any necessary and appropriate standards and procedures relating to the investment and utilization of such principal funds.

Section 4

In the case of dissolution of the Association and liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be distributed for such charitable or educational purposes, qualified as such pursuant to the provisions of the

Internal Revenue Code, as the Board of Directors may determine or direct, and in every case the decision and the determination of the Board shall be final and conclusive upon all persons in any way interested.

ARTICLES VII. **OFFICERS**

Section 1.

The officers of this Association shall be: Chairman; Vice Chairman; Vice Chairman of Allied; Secretary/Treasurer; Immediate Past Chairman; State Director of the National Restaurant Association and the President. With the exception of the President they shall be elected from the membership at the annual meeting of the Association, to serve a one year term, or until their successors may be duly elected.

Section 2.

The business of the Association shall be the direct responsibility of the Board of Directors. The Board of Directors will consist of the members of the Executive Committee and up to thirty directors elected from the Active Membership at the Annual Meeting. There shall always be at least two-thirds representing the restaurant and food service establishments. As well as members representing each type of Active membership and Allied Membership on the Board of Directors.

Section 3.

The Executive Committee shall be the officers of the Association.

Section 4.

Duties of Executive Committee. The Executive Committee shall exercise all

powers as designated by the Board and shall report all actions to the Board for approval.

Section 5.

A vacancy occurring among the officers or directors of the Association between annual meetings shall be filled by a majority vote of the Board of Directors. Such appointee shall serve until the next annual meeting.

Section 6.

The Board of Directors may select a person to serve as President of this Association, shall fix his/her compensation and establish his/her duties.

ARTICLE VIII. **MEETINGS**

Section 1.

The annual meeting of the Association shall be held each year at a time and place selected by the Board of Directors. Such meeting shall take place in the State of Nevada.

Section 2.

Special meetings of the Association may be called by the Chairman or acting Chairman, when authorized by the Executive Committee or when requested in writing by any ten (10) members. At least ten (10) days prior to such meeting notice shall have been sent to each active member stating the time, purpose and the place for such meeting.

Section 3.

The Board of Directors shall meet at the call of the Chairman or acting Chairman whenever there is business to come before the Board. There shall be a minimum of four (4) such meetings annually. Directors

missing two consecutive meetings or a total of four (4) meetings without proper acceptable absence and early notification of such absence may be replaced by alternates in their order, but at the discretion of the Board.

Section 4.

Quorum for Association Meetings. There shall be fifteen (15) members or two-thirds of the membership, whichever is least, to constitute a quorum for the transaction of business at any meeting of the Association.

Section 5.

Quorum for Board Meetings. There shall be ten (10) or two-thirds of board members present, whichever is least, to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.

Votes. The Board of Directors may except votes done via conference calls, e-mails and faxes or other electronic means.

ARTICLE IX. **AMENDMENTS**

Section 1.

Any section of this constitution may be amended by a vote of three-fourths (3/4) of the Association Members present in a general meeting. A verbatim statement of such proposed amendment or amendments shall be delivered by mail, fax or e-mail to the membership at least thirty (30) days prior to the meeting at which the same shall be acted upon.



BY-LAWS

ARTICLE I. **RULES OF ORDER**

Section 1.

The conduct of this Association, including the rules, motions, debates and resolutions shall be governed by the Roberts Rules of Order, as long as they do not conflict with the laws and purposes of this Association.

ARTICLE II. **HEADQUARTERS OF THE ASSOCIATION**

Section 1.

The official headquarters/office shall be determined by the Executive Committee, pursuant to the limitations of the constitution.

ARTICLE III. **DUTIES OF THE OFFICERS**

Section 1. The Chairman

The Chairman shall be the executive head of the association and, when present, shall preside at all meetings of the association membership, Board of Directors and of the Executive Committee. The Chairman shall

serve as ex-officio member of all committees, with right to vote, except the nominating committee. He/She shall make all required appointments of standing and special committees with approval of the Board of Directors. If, for any reason, the Chairman of the Board of Directors is unable to maintain his/her active member status at any time during his/her term of office, he/she shall be allowed up to a six-month period of time to regain active member status. If active member status is not regained within the time period allowed, the Chairman of the Board of Directors shall be required to vacate the office.

He/She shall appoint a nominating committee at least ninety (90) days prior to the call of the annual meeting. He/She shall appoint at least one member from each classification of Active Membership. The Immediate Past Chairman shall act as Chair of such committee.

The Chairman shall exercise a general supervision of the affairs of the Association and shall see to the enforcement of the Constitution and By-Laws and to the carrying out of all orders and resolutions of the Board of Directors and of the Executive Committee. He shall make an annual report on behalf of the Board of Directors to the members of the Association.

The Chairman shall call all meetings of the Board of Directors and Executive Committee, pursuant to the By-Laws, naming the time, place and subject matter of such meeting.

Section 2. Vice Chairman

The Vice Chairman shall represent their respective classification of membership on the Executive Committee and shall be designated as the spokesperson for their membership.

Each Vice Chairman will be responsible for such duties as shall be assigned by the

Chairman, with the advice of the Executive Committee.

As well, the Vice Chairman of Restaurants shall chair the Governmental Affairs Committee.

The Vice Chairman representing the Allied Membership shall abide by the voting stipulations that classification as set forth in **ARTICLE V., Section 6. Of the CONSTITUTION.** The Vice Chairman representing the Allied membership shall be ineligible for nomination and election to the office of Chairman. In case of a vacancy occurring in this office, the Vice Chairman shall appoint an Allied member to serve until the next regular meeting of the Association.

No person shall serve as a Vice Chairman for more than three successive terms unless the full board votes to keep this Vice Chairman for additional terms.

Section 3. The Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the Association, Board of Directors and Executive Committee, or be so represented by another Board member at such meetings. He/she shall keep correct minutes of those meetings and preserve them in the Association books and records. He/she serves as the Chair of the Budget & Finance Committee and may not serve on the Audit Committee.

In the absence of the Chairman, it will be the responsibility of the Secretary/Treasurer to keep an up-to-date list of all active members and to notify them of such meetings of the Association that should come to their attention. He/She shall regularly report to the Board of Directors elective members that become delinquent in the payment of dues and assessments.

In the event of death, resignation or removal from office of the Chairman, it shall be the

duty of the Secretary/Treasurer to call a special meeting of the Executive Committee, within ten days of such happening, for the purpose of designating an acting Chairman until the next regularly called meeting of the Board of Directors. At such time the Board will select a new Chairman pursuant to Article VII, Section 5 of the Constitution.

The Secretary/Treasurer shall supervise the receipt of all monies of the Association, to be kept on deposit in one or more banks as directed by the Board of Directors; shall supervise payment of financial condition of the Association at all of its meetings or whenever required by the Chairman of the Board of Directors, and submit a written report in full of all matters appertaining to the office at the annual meeting.

In the absence of the Chairman it will be the duty of the Secretary/Treasurer to bill all members for the dues and assessments that have been duly established by the Board of Directors and record in the minutes any members who may be delinquent in payment of such dues and assessments.

Section 4. The President and CEO

The President shall carry out the duties of his/her office as directed by the Board of Directors. Such duties shall include, but not limited to, a job description of all duties approved by the Board of Directors and made a part of the By-Laws, as such job. Such job description may be revised or amended as desired by the Board of Directors and thus constitute the duties of the office of the President. The President may advise the Board of Directors, but the President shall not have the power to vote.

ARTICLE IV. **BOARD OF DIRECTORS**

Section 1.

The governing body of this Association shall be the Board of Directors. They shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursements of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2.

The Board shall establish procedure for membership application and conditions required for members to remain in good standing; approve individual applications for membership for all classifications as contained in the Constitution; establish dues for all classifications of membership, all in accordance with Article V, Section 7 of the Constitution. The Board of Directors shall also be empowered to special assessments, for a particular purpose, by the $\frac{3}{4}$ vote of the entire Board at any meeting called for that purpose.

Section 3.

The Board, at any meeting, by a $\frac{2}{3}$ vote of those present, may approve the recommendation of the Executive Committee to terminate the membership of any member who in its judgement has violated the By-Laws, or who has been guilty of conduct detrimental to the best interests of the Association. Such action by the Board shall be final and shall conceal all rights, interest, and privileges of such members in the services and resources of the Association. For any cause other than nonpayment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him/her and has been given reasonable opportunity to reply and such

member, if removed, may appeal from the decision of the Board to the next annual meeting of the Association; provided that notice of intent to appeal is provided to the Chairman of the Board at least twenty (20) days in advance of the Annual Meeting.

Section 4.

The Board of Directors may select a President of the Association, fix his/her term in office, compensation and duties, within the limits of the Constitution and By-Laws.

Section 5.

All past Chairman shall be members of the Board, ex-officio, and have all the privileges with the designation of Director Emeriti.

Section 6.

Each person who is or hereafter becomes a member of this Association shall be indemnified by this Association against all costs and expenses reasonably incurred by or imposed upon such member whether during or after the termination of said membership in connection with or arising out of any action, suit or proceeding in which such members may be involved by reason of being or having been a member of this Association. This Association shall not give any such indemnity, however, to any member with respect to matters in which such member shall be finally adjudged in any actions, suit or proceeding to have been derelict in the performance of his/her duties under the By-Laws

ARTICLE V. **EXECUTIVE COMMITTEE**

Section 1.

The Executive Committee shall have the power to suspend a member by a majority vote of those present voting at any meeting

of the Executive Committee and shall make its recommendation for termination to the Board of Directors.

Section 2.

The Executive Committee shall recommend/propose the name of a President, if needed, to the Board of Directors, and recommend compensation, duties of such office, all in compliance with the Constitution and By-Laws.

Section 3.

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail or at the next Board meeting.

Section 4.

The Executive Committee may when deemed necessary by the Board of Directors, engage legal counsel.

Section 5.

The Executive Committee shall carry on such other duties and responsibilities as called for in these By-Laws.

Section 6.

In the case of absence of the Chairman, or disability, the Executive Committee shall designate the Vice Chairman of Restaurants to perform his duties, until the next regularly called Board Meeting.

ARTICLE VI. **MEMBERSHIP**

Section 1.

There is one type of Active Membership as established in the Constitution

Restaurant/foodservice membership in this Association shall be in the name of the restaurant establishment operating in the State of Nevada. A personal representative shall be named to represent the member at any and all meetings.

Section 2.

Application for Active Membership shall be submitted to the Board of Directors for approval pursuant to Article 5, Section 7 of the Constitution. Such applications must be submitted with recommendation of the Chairman or a Board Member.

Section 3.

All active members in good standing shall be represented and shall be entitled to vote at all regular and special meetings of the membership. They shall be permitted to attend, without vote, any duly called meeting of the Board of Directors.

Section 4.

All delinquent members shall have their membership reviewed annually by the Board of Directors, pursuant to these By-Laws, and may be deemed no longer eligible for membership. (Article 4, Section 3 of these By-Laws).

Section 5.

All Active members shall receive a copy of the constitution and By-Laws of this Association at the time of acceptance of their application for membership.

Section 6.

Other classifications of non-active membership shall be as established by the constitution, Article 5, Section 6, covering Allied, Associate, Travel Industry and Honorary Membership and those businesses closely related to Nevada restaurant operations (such as Taxi Cabs, Limousines, Restaurant Suppliers, Restaurant Clothiers)

ARTICLE VII. **ELECTIONS**

Section 1.

The election of officers and board members will be at the annual meeting each year.

Section 2.

The Nominating Committee, duly appointed by the Chairman, shall announce to the membership their selected slate to fill all current vacancies among the officers or Board of Directors. Such announcement shall be made to the general membership by written notice at least thirty (30) days prior to such meeting. This may be delivered by US mail, fax or e-mail.

Section 3.

Nominations may be made by the membership from the floor. All such nominations must be made and duly seconded by members in good standing.

Section 4.

All nominees must meet the requirements of the Constitution and By-Laws.

Section 5.

Offices to be filled: All officers shall be nominated and elected at the annual meeting from the members in good standing, only that the Chairman shall be nominated from

the Board of Directors of officers then serving. Officers may succeed themselves for one additional term.

There shall be elected at each annual meeting up to thirty (30) directors. Each director can serve up to three two year terms. For each term the Nominating Committee will review the past two years of service to determine the director's eligibility for serving another 2 year term. No Director may succeed himself/herself after six (6) years or three (3) two year terms.

The positions on the Board are held by the individual as long as the individual meets the conditions in Article V. of the constitution.

Section 6

All elections will be held at the Annual Meeting and recorded by the Secretary/Treasurer.

ARTICLE VIII. **MISCELLANEOUS**

Section 1.

Non-members, when introduced by a member in good standing, may attend all meetings of the Association with the concurrence of the Board of Directors.

Section 2.

Standing Committees of the Association shall be:

- (a) Budget and Finance
- (b) Educational
- (c) Governmental Affairs
- (d) Membership & Marketing
- (e) Nominating

Section 3.

The Chairman of the Board may appoint the following committees for the annual meeting of the members:

- (a) Auditing
- (b) Credentials
- (c) Resolutions

And such special committees as may be necessary for the transaction of business

Section 4.

A compilation of the Association financial records shall be made following the close of the fiscal year by such firm as may be designated by the Board of Directors. The Executive Committee may elect to have a full audit every year, if so desired.

Section 5.

The fiscal year of the Association shall end at the close of business December 31st of each year.

Section 6.

The Board of Directors may adopt a common seal for the Association to be in such form or to be used in such manner as the Board shall direct.

Section 7.

All officers and employees of the Association responsible for collection, disbursement or safekeeping of funds shall give bond of faithful performance of their duties, the bond to be in such form and amount as shall be prescribed by the Board of Directors, if they so deem advisable.

Section 8.

Funds of the Association shall be deposited in a bank or banks and shall be collected and

disbursed in the manner provided by the Board of Directors.

ARTICLE IX. **AMENDMENTS**

These By-Laws may be amended by a 2/3 vote of those active members present at any regular or special meeting of this Association, provided that such proposed changes be submitted to the membership in writing at least thirty (30) days prior to such meeting. This may be delivered by US Mail, fax or e-mail.

Such an amendment may be presented by the Board of Directors of any ten active members in good standing.

Such proposed changes in the By-Laws may be amended on the floor by a majority vote of those present prior to final vote on the proposed change.

ARTICLE X. **ORDER OF BUSINESS**

- Call the meeting to order
- Reading minutes of last meeting
- Chairman's annual report
- Report of Secretary/Treasurer
- Report of President
- Report of Committees
- Report of the Nominating Committee
- Election of Officers and Directors
- Installation of Officers
- New Business

Announcements pertaining to present meeting, entertainment or future meetings.

ARTICLE XI **EFFECTIVE DATES**

Section 1.

The effective date of these By-Laws shall be June 7, 1982.

Section 2.

Amended dates are as follows:

Amended December 10, 1992

Amended June 11, 1996

Amended December 8, 1998

Amended November 2, 1999

Amended July 9, 2002

Amended January 30, 2004

Amended January 2, 2006

Michael Coward
Chairman of the Board

Paymon Raouf
Secretary Treasurer

Paul Hartgen
President