



Second Judicial District Court Washoe County Law Library

AGENDA

Locations:

Virtual Zoom Meeting- Available at the Link Below

A special meeting has been scheduled for the Law Library Board of Trustees on Wednesday, May 24, 2023, at 12:00 PM. This meeting will be available by videoconference. Members of the public may attend the ZOOM webinar remotely by accessing the following link:

<https://washoecourts.zoom.us/j/98114115114?pwd=SFZNK0JPL2Z2clNJQlJWaHM5NE56Zz09>

This option will require a computer with audio and video capabilities. To call in by telephone dial: 877 853 5247 (Toll Free) or 888 788 0099 (Toll Free), **Webinar ID: 981 1411 5114, Passcode: 001524.**

The Board Chair may order the removal of any person whose statement or other conduct disrupts the orderly, efficient, or safe conduct of the meeting. Warnings against disruptive conduct may or may not be given before removal. The viewpoint of a speaker will not be restricted, but reasonable restrictions may be imposed upon the time, place and manner of speech. Irrelevant and unduly repetitious statements and personal attacks which antagonize or incite others are examples of speech that may be reasonably limited.

NOTE: Items on the agenda may be taken out of order; combined with other items; removed from the agenda; moved to the agenda of another later meeting; or may be voted on in a block. Items with a specific time designation will not be heard prior to the stated time, but may be heard later.

Accessibility. In compliance with the Americans with Disabilities Act, those requiring accommodation for this meeting should notify the Washoe County Law Library at (775) 328-3250, 24 hours prior to the meeting.

Time Limits. Public comments are welcomed during the Public Comment periods for all matters, whether listed on the agenda or not, and are limited to three minutes per person. Additionally, public comment of three minutes per person will be heard during individual action items on the agenda. Persons may not allocate unused time to other speakers.

Public Comment. Members of the public may submit public comment in person at the meeting, or by logging into the ZOOM webinar listed above. Members of the public may also submit public comments ahead of time via email to sarah.bates@washoecourts.us.

Responses to Public Comments. The Board of Trustees can deliberate or take action only if a matter has been listed on an agenda properly posted prior to the meeting. During the public comment period, speakers may address matters listed or not listed on the published agenda. The Open Meeting Law does not expressly prohibit responses to public comments by the Board of Trustees. However, responses from Board members to unlisted public comment topics could become deliberation on a matter without notice to the public. On the advice of legal counsel and to ensure the public has notice of all matters the Board of Trustees will consider, Board of Trustees may choose not to respond to public comments, except to correct factual inaccuracies, ask for staff action or to ask

that a matter be listed on a future agenda. The Board of Trustees may do this either during the public comment item or during the following item: “Board Comment – Limited to Announcements or Issues for Future Agendas.”

Supporting documentation for agenda items provided to the Law Library Board of Trustees is available to members of the public at the Law Library located at 75 Court Street, First Floor, Room 101, Reno, Nevada 89501, and online at <https://www.washoecourts.com/LawLibrary>. Sarah Bates, Law Librarian, is the person designated by the Law Library Board of Trustees to respond to requests for supporting materials. Ms. Bates is located at the Second Judicial District Court and may be reached by telephone at (775) 328-3254 or by email at sarah.bates@washoecourts.us. The agenda will be:

- 12:00 PM
1. Roll Call
 2. Public Comments
 3. Approval of Minutes from Board Meeting of May 3, 2023. *For possible action.*
 4. Discussion regarding and possible action to accept the Law Library account from the Washoe County Bar Association [approximately \$95,000.00] and relocate the fund to the Community Foundation of Northern Nevada. *For possible action.*
 5. Board Comment – Limited to Announcements or Issues for Future Agendas
 6. Public Comments
 7. Adjournment

The agenda for this meeting has been posted at the following locations: Washoe County Law Library (Washoe County Courthouse, 75 Court Street, Room 101, Reno), Second Judicial District Court (Washoe County Courthouse, 75 Court Street/South Virginia Street, Reno), online at the Nevada Public Notice Website (<https://notice.nv.gov/>), and <https://www.washoecourts.com/LawLibrary>.

Item 3

WASHOE COUNTY LAW LIBRARY
SECOND JUDICIAL DISTRICT COURT

Law Library Board of Trustees

Meeting Minutes

May 3, 2023

1. Roll Call

Board Members present:

Honorable Connie Steinheimer, Cortney Young, Aurora Partridge, and Patricia Halstead

Also present were:

Emily Reed, Assistant Court Administrator, Valerie Moser, Chief Fiscal Officer, Second Judicial District Court, Sarah Bates, Washoe County Law Librarian, and Lindsay Lidell, Deputy District Attorney, Washoe County District Attorney's Office

Absent:

Chief Judge Lynne Simons, Honorable Tamatha Schreinert, and Mike Kattelman

2. Public Comments:

None.

3. Approval of Minutes from Board Meeting of February 1, 2023. For Possible Action.

No corrections were noted. Trustee Halstead made a motion to approve the minutes as amended. Trustee Young seconded the motion.

No discussion was had.

Motion passed unanimously.

4. Update regarding the Law Library 2023 statistics, including Lawyer in the Library Update, National Library Week, and Law Day.

Ms. Bates provided an update on the status of the Law Library and discussed National Library Week and discussed the scavenger hunt that was hosted for court employees. Winners of the scavenger hunt won a gift card. Law Day was a walk-in event held in conjunction with NNWLA. NNWLA provided 15 volunteers and there were 76 attendees during the three-hour event. Participating members of the public enjoyed the walk-in nature of the event.

There have been staffing transitions at the library and, as a result, there were two openings filled in April. Cheryl and Kyle are the new employees.

Ms. Reed noted the complexities related to hosting the Law Day event and noted they were proud of Ms. Bates and the others who helped to make that event a success.

No action was taken.

5. Status update from Mike Kattelman and discussion about the informational video project about the court system and court procedure for the public. The Board may take action to modify or make recommendations regarding the project. For possible action.

This item was trailed to allow time for Trustee Kattelman to arrive.

6. Discussion regarding and possible action to approve the surrender of the Law Library account by the Washoe County Bar Association [approximately \$95,000.00]. For possible action.

Ms. Reed provided background details related to the origins of this fund, where the funds come from and how they are treated once they are ordered by a Judge. Historically, the funds are provided to the Washoe County Bar Association and, if needed, the staff of the Law Library will make a request for funds which goes before the WCBA board for approval. Once approved by the WCBA board, it comes back to this Board for a vote. WCBA is no longer able to hold the funds which requires the Law Library Board to take action.

Ms. Moser described the Community Foundation and why they would be a good choice to hold these funds. She further described the process for a request for funds should the Board elect to move these funds to the Community Foundation. Ms. Moser further described the cost of having the Community Foundation manage the fund and provided her view on the reasonableness of those costs.

Judge Steinheimer provided further background details with respect to the history of this fund and why it has been held by the Washoe County Law Library when Judges order sanctions.

Trustee Halstead inquired as to the prevalence of the sanctions that fund this account. Ms. Bates noted that during the pandemic sanctions slowed down, but stated they have since returned to pre-pandemic levels.

Trustee Young made a disclosure that an employee of the Community Foundation was a former client and offered to abstain from this item. Counsel Liddell and Judge Steinheimer noted that there is no ethical issue as there is not an ongoing financial relationship.

Trustee Halstead inquired as to the total amount of the fund.

Trustee Young noted that the draft contract references certain documents specific to the Community Foundation and conditions certain terms on those documents. Without those documents being provided she noted she was not in a position to make a decision without understanding fully the additional documents referenced and how they impact the contract. She further noted that she wanted to better understand how the Board could terminate the contract if it was found in practice to not meet the needs of staff.

Ms. Reed and Judge Steinheimer noted that based on the Board's meeting schedule, and the timing requirements to move the funds, we would need to have a special meeting to further consider this based on Trustee Young's questions and concerns.

Trustee Young made a motion to set a special meeting and move this item to a future meeting. Trustee Halstead seconded the motion. Further information will be provided, and the item will be set in the normal course.

Motion passed unanimously.

7. Discussion and possible action to approve funding for one employee to attend the American Association of Law Libraries Annual Conference in Boston, MA in July, 2023 [approximately \$2,991.42]. For possible action.

Judge Steinheimer inquired as to where the funds for this would come from. Ms. Bates stated that it will come from the sanction fund and that she would be the employee going. Trustee Partridge made a motion to approve and Trustee Young seconded the motion.

No further discussion was had.

Motion passed unanimously.

8. Review and approval of a new Law Library Internet Safety Policy that identifies intent and purpose of compliance with the Children's Internet Protection Act (CIPA). For possible action.

Ms. Bates presented the item and noted that we are already complying with this Act. However, we need to have the written policy that is presented today. Once we are fully CIPA compliant we are eligible for further grant funding to support our public computers. Ms. Bates is seeking a grant to upgrade the speed of our wiring as it relates to our data networks and computers. The value of the grant is nearly \$40,000.00.

Trustee Partridge provided her input on the item and noted that she was interested in this and wondered if it was related to the children's corner which is an item on the agenda.

Trustee Halstead inquired as to where this policy came from. Ms. Bates notes that this is similar to the Washoe County Public Library's CIPA policy. Judge Steinheimer noted a few typos to correct in the policy. Ms. Bates noted them and will make them.

Trustee Halstead made a motion to accept the policy with the changes noted by Judge Steinheimer. The motion was seconded by Trustee Young.

No further discussion was had.

Motion passed unanimously.

9. Discussion regarding possible action to accept an award of grant award of approximately \$10,431.00 provided by the Institute of Museum and Library Services through the Library Services and Technology Action, administered by the Nevada State Library, Archives and Public Records to be used for creating a Children's Corner in the Law Library. The Law Library would move existing furniture to accommodate creating a Children's Corner. For possible action.

Ms. Bates presented the item and reminded the Board that this was previously approved prior to the COVID-19 pandemic. She would be seeking to provide items to occupy children in the library whose parents are using the library's facilities. She is hoping to provide a computer that is not connected to the internet but that has various packages for coding and bilingual options for the children who may be in attendance.

Ms. Reed notes that often children are running through the library and pulling books off the shelf which creates a risk of injury.

Ms. Bates showed the Board where she would like to create the Children's Corner.

Trustee Halstead asked about a policy related to children and Ms. Bates and Ms. Reed noted there isn't one specific to children.

Further discussion was had regarding the requested accommodation and inquiry into any obligations we may be under for differently abled children or participants who may be using our services.

Judge Steinheimer called for the vote, and it passed unanimously.

10. Board Comment – Limited to Announcements or Issues for Future Agendas.

Judge Steinheimer noted that Trustee Kattelman was not present and requested to take his item (item 5) on the next agenda. This passed unanimously.

10. Public Comment.

None.

11. Adjournment at 12:42 p.m.

Item 4

WASHOE COUNTY LAW LIBRARY SANCTION FUND

A Non-Endowed Designated Fund Agreement

With the Community Foundation of Northern Nevada

THIS DESIGNATED FUND AGREEMENT, entered into effective this ____ day of _____ 20____ by and between the Washoe County Law Library (the "Donor") and the Community Foundation of Northern Nevada, a Nevada non-profit corporation (the "Foundation"), to create the Fund (hereafter defined). This agreement sets forth the terms and conditions that will apply to the Fund beginning on the date of the initial contribution to the Fund.

- 1. Establishment of Fund.** The Fund hereby created shall be known as the Washoe County Law Library Sanction Fund ("Fund"). It is the express intent of the Donor and the Foundation that the Fund shall not be treated as a "donor advised fund," as defined in Section 4966(d) of the Internal Revenue Code of 1986, as amended (the "Code") by virtue of the Fund being described in Section 4966(d)(2)(B)(i) of the Code, as a fund that benefits only a single identified organization. The Donor agrees that the Fund is not an endowment and the Fund may make distributions out of both principal and income.
- 2. Purpose.** The Fund's general purpose is to promote and further the Foundation's charitable purposes as set forth in the Foundation's Articles of Incorporation and Bylaws. In particular, the Fund is being established primarily to provide support for the Washoe County Law Library.
- 3. Contributions to the Fund.** The Donor, or any other donor or entity, may transfer to the Fund at any time, property acceptable to the Foundation, for such purposes. All contributions other than cash and marketable securities must be approved and acceptable to the Foundation.
- 4. Investment of Fund Assets.** The Foundation shall hold, manage, invest and reinvest the assets of the Fund (including principal, interest, dividends, capital appreciation, and any undistributed income) as part of the Foundation's investment portfolio consistent with the Foundation's investment policy. The Foundation does not guarantee that the Fund will earn any particular rate of return. The Foundation shall not be liable for any diminution in the

value of the Fund, including, but not limited to any losses that may result from the investment of the fund.

5. **Distributions.** All distributions from Fund assets will be made exclusively as stated in the Purpose section, in accordance with the provisions specified in the Articles of Incorporation and Bylaws creating the Foundation, all of which are incorporated herein by reference and conclusively assented to and adopted. As a Non-Endowed Designated Fund all disbursements will be made to the Washoe County Law Library. The Washoe Law Library Board, or their designee, may make recommendations for disbursements from the fund. Distributions may include the principal, income, including interest, dividends and any capital gains.
6. **Fees.** In consideration of the administrative services provided to the Fund by the Foundation, the Fund shall be charged an administrative fee of \$400 annually, or 1.5% of the average daily balance of the fund, whichever is more. The administrative fees will be reduced or adjusted, should the Fund exceed \$1 million or other thresholds per the Fee and Fund Policy. Fees are calculated on the daily average fund balance for the most recent month and paid monthly by automatic deduction from the Fund balance.
7. **Component Fund.** The Fund shall be a component fund and part of the Foundation as defined in Treasury Regulations, and assets of the Fund will, at all times, be the property of the Foundation. Nothing in this Agreement shall affect the status of the Foundation as an Organization (i) described in section 501 (c)(3) of the Internal Revenue Code of 1986 ("Code") and (ii) which is not a private foundation within the meaning of section 509(a) of the Code. This Agreement shall be interpreted in a manner consistent with the foregoing intention and conform with the requirements of the foregoing provisions of the Federal tax laws and any regulations issued thereunder.
8. **Variance Power.** The Donor acknowledges and agrees that the Fund is protected from obsolescence, and that all assets of the Fund will be administered by the Foundation, in accordance with the provisions and terms of the Articles of Incorporation and Bylaws of the Foundation, all of which are incorporated herein by reference and conclusively assented to and adopted. The Donor further acknowledges and agrees that, notwithstanding any

provision contained in this Agreement to the contrary, should any of the purposes, restrictions, or conditions imposed upon the Fund or its assets ever become obsolete, unnecessary, incapable of fulfillment, or inconsistent with the charitable purposes or needs served by the Foundation, the Foundation's Board of Trustees shall have the sole variance power to modify such purpose, restriction, or condition, and in so doing, the Board shall use its reasonable efforts to use Fund assets for a purpose as similar as possible to those set forth in this Agreement.

9. **Public Foundation Condition.** All transfers of property under this Agreement are subject to the condition that the Foundation, as of the date of transfer, remains an organization (i) described in section 501(c)(3) of the Code and (ii) which is not a private foundation as defined in section 509(a) of the Code.

10. **IRS Compliance.** This Fund and this Agreement shall comply with and be restricted by the Code and Treasury Regulations applicable to the Fund. This Agreement may be amended to comply with the provisions of the Code.

11. **Choice of Law:** The Fund shall be administered in and under the laws of the State of Nevada, and this Agreement and the validity thereof shall be governed by and construed in accordance with the laws of the State of Nevada.

12. **Miscellaneous.** This Agreement constitutes the entire understanding and agreement between the Donor and the Foundation concerning the subject matter hereof and supersedes all prior and contemporaneous agreements, correspondence, representations, or understandings between the parties relating to the subject matter hereof, whether written or oral. The provisions of this Agreement are severable. The invalidity of any one provision shall not affect the validity of other provisions of this Agreement. The waiver by a party of a breach of any provision of the Agreement shall not operate or be construed as a waiver of any subsequent breach. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns. Headings and captions herein have been provided solely for convenience of reference and shall in no way be construed to define, limit, or describe the scope or substance of any provision of this Agreement. This Agreement may be executed in one or more counterparts,

each of which shall be considered an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Donor and the Foundation have executed this Agreement as of the date first above written.

SIGNER

By: _____
Honorable Connie J. Steinheimer, President
Washoe County Law Library Board of Trustees

_____ Date

COMMUNITY FOUNDATION OF NORTHERN NEVADA
A Nevada Nonprofit Corporation

By: _____
Lauren Renda, CAP®
Philanthropic Advisor

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

SEP 16 1996

No. C19453-96

Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

**Community Foundation of Western Nevada,
a Nevada Non-Profit Corporation**

The undersigned incorporator, a citizen of the United States of the age of twenty-one (21) years or more, desiring to form a non-profit corporation under the provisions of Section 82 of the Nevada Revised Statutes, as it may be amended from time to time, does execute, acknowledge, and deliver to the Secretary of State of the State of Nevada the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:
Community Foundation of Western Nevada, a Nevada Non-Profit Corporation.

**ARTICLE II
PERIOD OF DURATION**

The corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Secretary of State of the State of Nevada, unless dissolved according to law.

**ARTICLE III
GENERAL STATEMENT OF PURPOSES**

The corporation is organized and operated exclusively for educational, religious, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and constitutes a non-profit corporation, and in this connection, the corporation is authorized to do and engage in all lawful activities that further, or are consistent with, the preceding purposes of the corporation.

ARTICLE IV

POWERS

In furtherance of the preceding purposes, the corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon non-profit corporations organized under the laws of the State of Nevada.

ARTICLE V

RESTRICTION ON POWERS

Notwithstanding any other provision of these Articles of Incorporation, the powers of the corporation are restricted as follows:

(a) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (2) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation or any other private individual and no trustee or officer of the corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(c) The corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of any statement) any political campaign on behalf of or against any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, state, or local laws.

ARTICLE VI

PROHIBITION OF ACTS RESULTING IN PRIVATE FOUNDATION PENALTY TAXES

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall:

(a) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Internal Revenue Code.

(b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code beyond the period which would give rise to liability for

the tax imposed by Section 4943(a) of the Internal Revenue Code.

(d) Not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation within the meaning of Section 4944 of the Internal Revenue Code so as to subject it to tax under Section 4944(a) of the Internal Revenue Code.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code which would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

ARTICLE VII

TRUSTEE PROVISIONS

Section 7.1 Board of Trustees. The property and affairs of the corporation shall be managed and controlled by the trustees who together shall comprise the Board of Trustees.

Section 7.2 Membership and Capital Stock. The Board of Trustees shall constitute the corporation and the corporation shall have no membership distinct from the board of Trustees. The corporation shall have no capital stock.

Section 7.3 Number of Trustees. Except during such brief periods as a vacancy in one or more of the offices of trustee hereunder is being filled, there shall at all times be not less than five (5) individuals acting as trustees hereunder who need to be residents of the State of Nevada.

Section 7.4 Initial Board of Trustees. The initial Board of Trustees shall be five (5) and the names and addresses of the persons who shall serve as the initial trustees of the corporation, and the terms of their office are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
JAMES G. WEBSTER	165 West Liberty Street Reno, NV 89501	3 years
ROBERT E. ARMSTRONG, ESQ.	P.O. Box 2670 Reno, NV 89505	3 years
MARK W. KNOBEL, ESQ.	165 West Liberty Street Reno, NV 89501	3 years
DAVID W. TURNER, C.P.A.	6140 Plumas Street Reno, NV 89509	3 years
HAZEL VAN ALLEN	165 West Liberty Street Reno, NV 89501	3 years

Section 7.5 Term of Office. The trustees shall hold office for a term of three (3) years or until he or she shall resign or be removed from office pursuant to the bylaws of the corporation. The trustees shall be eligible to serve two (2) or more consecutive terms.

Section 7.6 Successor Trustees. In the event of any vacancy (or vacancies) at any time occurring in any office(s) of trustee hereunder, regardless of how caused, such vacancy (or each such vacancy) shall be filled by an individual who is sui juris, such successor trustee (s) to be selected pursuant to the bylaws of the corporation.

ARTICLE VIII

OFFICERS

The corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined pursuant to the bylaws of the corporation.

ARTICLE IX

PRINCIPAL OFFICE; REGISTERED OFFICE; AND REGISTERED AGENT

The principal office for the transaction of the business of the corporation in the state of Nevada shall be in Washoe County. The address of the initial registered office of the corporation is c/o Avansino, Melarkey, Knobel, McMullen & Mulligan, 165 West Liberty Street, Reno, Nevada, 89501, and the name of the registered agent at such address is Mark W. Knobel, Esq. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE X

NON-DISCRIMINATORY POLICY

The corporation shall make its services, facilities, funds, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

ARTICLE XI

CHANGE IN ARTICLES OF INCORPORATION

The Board of Trustees of the corporation shall have the right from time to time to propose or recommend that the corporation be dissolved or that any provision contained in these Articles of

Incorporation be amended, altered, changed, or repealed, provided that no such plan of dissolution or amendment, alteration, change, or repeal shall be come effective unless it has been submitted to and approved by the Board of Trustees, and provided that no such amendment, alteration, change, or repeal shall be made which shall:

(a) Amend, alter, change, or repeal the restrictions set forth in Articles V, VI, and XII unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the corporation for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

(b) Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable purposes.

ARTICLE XII

DISSOLUTION

On the dissolution or winding up of this corporation, any assets remaining after payment of, or provision for payment of, all its debts and liabilities shall be distributed to one or more non-profit funds, foundations or corporations organized and operated exclusively for educational, religious, scientific, or charitable purposes which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII

INTERNAL REVENUE CODE

All references herein to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

NAME

ADDRESS

TERI L. GOLDEN

165 West Liberty Street
Reno, Nevada 89501

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation this 12th day of September, 1996.

Teri L. Golden
TERI L. GOLDEN
165 West Liberty Street
Reno, NV 89501

STATE OF NEVADA)
) ss:
COUNTY OF WASHOE)

I, the undersigned, a Notary Public, hereby certify that on the 12th day of September, 1996, personally appeared before me, TERI L. GOLDEN who being duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

WITNESS my hand and official seal.

Mary Lauzet
Notary Public



BYLAWS
OF
THE COMMUNITY FOUNDATION OF NORTHERN NEVADA
a Nevada Non-Profit Corporation

ARTICLE I
PRINCIPAL OFFICE AND CORPORATE SEAL

Section 1.1 Principal Office. The principal office and place of business of the corporation in the State of Nevada shall be 50 Washington Street, #300, Reno, Nevada 89503, or at such other location as the board of trustees may from time to time determine.

Section 1.2 Corporate Seal. The seal of the corporation shall be inscribed with the name of the corporation, the year of its incorporation, and the words "Nevada" and "Seal," and shall be in a form approved by the board of trustees, which may alter the same at its pleasure.

ARTICLE II
BOARD OF TRUSTEES

Section 2.1 Members of the Board of Trustees. The property and affairs of this corporation shall be managed and controlled by a board of trustees, which shall consist of a number as fixed from time to time by the board of trustees. Each trustee of the board shall hold office for an initial term of three years, which may be extended for two additional three year terms. Each trustee shall serve for his or her term or until he or she resigns or is removed from office.

Section 2.2 Election of Trustees. Prior to the annual meeting the nominating committee shall report to the president/chief executive officer the names of the nominees to the board of trustees, who may include any or all of the then current trustees whose terms are due to expire. Nominees must receive the affirmative vote of a majority of the votes cast to be elected. This Section 2.2 shall not restrict the right of the board of trustees to fill vacancies as provided in Section 2.4, below.

Section 2.3 Resignation; Removal. A trustee of the corporation may resign at any time by written notice, setting forth the effective time and date thereof, delivered personally or sent by certified mail on or before such effective time to another then acting co-trustee or to an officer of the corporation. Each trustee may at any time be removed from office, with or without cause, by the other trustees, acting by a two-thirds (2/3) vote.

Section 2.4 Vacancies. In the event of any vacancy at any time occurring in any office of trustee, such vacancy may be filled by the affirmative vote of a majority of the remaining trustees at any meeting of the board of trustees.

Section 2.5 Annual Meeting. The annual meeting of the board of trustees shall be held at the principal offices of the corporation during the second quarter of each calendar year, or at such other date or place as the board of trustees may determine to be more convenient to the conduct of the affairs of the corporation. Written notice stating the place, day, and hour of the meeting shall be given personally, mailed postage prepaid, or delivered as provided in NRS 75.150 to each member of the board of trustees at least thirty (30) days prior to the date fixed for the annual meeting. The annual meeting of the board of trustees shall be for the purpose of electing trustees and officers and for the transaction of such other business as may come before the meeting.

Section 2.6 Regular and Special Meetings. Regular meetings of the board of trustees shall be held at least quarter annually. Special meetings of the board of trustees may be called at any time by the chairman of the board of trustees, by any three or more trustees, or by the president/chief executive officer. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the time and place of every regular or special meeting shall be given to each member of the board of trustees by ordinary first class mail mailed at least four (4) days, or by notice delivered personally, by telephone, by e-mail, or by facsimile at least forty-eight (48) hours, before the date fixed for the meeting. The purpose of any regular or special meeting of the board of trustees need not be specified in the notice of such meeting.

Section 2.7 Waiver of Notice. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.8 Quorum and Voting. A majority of the trustees in office shall constitute a quorum for the transaction of business at any meeting of the board of trustees; provided that, if less than a majority of such number of trustees are present at any meeting of the board of trustees, a majority of the trustees present may adjourn the meeting from time to time without further notice. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees, unless the act of a greater number is required by law, the corporation's articles of incorporation or these bylaws.

Section 2.9 Committees. The board of trustees may designate, by resolution adopted by a majority of the board of trustees, certain committees, each of which shall have and may exercise such authority as shall be provided by the board of trustees. Notwithstanding the foregoing, at all times the corporation shall have an executive committee, an audit committee, and a nominating committee, which committees shall have and may exercise such authority as shall be provided by the board of trustees. Any committee shall consist of one or more members of the board of trustees and members of the advisory board of trustees; provided however, that at least one-half of audit committee shall consist of individuals that are independent of the corporation.

Section 2.10 Action Without a Meeting. Any action required by law to be taken at a meeting of trustees, or any committee thereof, or any other action which may be taken at a meeting of trustees, or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the trustees or committee members, which consent may be signed in counterparts.

Section 2.11 Participation by Telephone. To the extent permitted by law, any member of the board of trustees or committee thereof may participate in a meeting of such board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 2.11 Proxy Voting. At any meeting of the board of trustees, any trustee may vote by a written proxy, provided that notice of each matter properly coming before the meeting with respect to which such proxy is to be exercised is given to each trustee in writing more than five days prior to such meeting, that such proxy specifically identifies the matter with respect to which it is to be exercised and the manner in which it is to be exercised, and that the executed original of the proxy is delivered to the chairman of the board of trustees or the president/chief executive officer at or before the beginning of such meeting.

Section 2.12 Advisory Trustees. The chairman of the board may, in his or her discretion, appoint individuals to serve as members of an advisory board of trustees. The members of any such advisory board shall serve strictly in an advisory capacity and the board of trustees reserves to itself alone the exercise of the powers of the corporation. The term of office of any member of the advisory board of trustees shall be at the pleasure of the board of trustees.

ARTICLE III OFFICERS

Section 3.1 Officers and Qualifications. The officers of the corporation shall consist of a president/chief executive officer, secretary, treasurer, and such other officers, including a chairman of the board and vice chairman of the board, as determined by the board of trustees. The officers shall be elected or appointed by the board of trustees. Two (2) or more offices may be held by the same person except that an officer shall not execute, acknowledge, or verify an instrument in more than one capacity.

Section 3.2 Term of Office. So far as practicable, all officers shall hold office until the next annual meeting of the board (or for the term for which he or she is elected or appointed) and until his or her successor is elected or appointed and qualified or until his or her prior death, resignation, or removal.

Section 3.3 Removal and Resignation. Any officer may be removed by of two-thirds (2/3) vote of the board of trustees with or without cause. Any officer may resign at any time by giving written notice thereof to any trustee or officer of the corporation. Such

resignation shall take effect upon its receipt (unless a subsequent effective date is specified in the notice). The acceptance of such resignation shall not be necessary to its effectiveness unless otherwise specified in such notice.

Section 3.4 Vacancies. If any vacancy occurs in any office, the board of trustees may elect or appoint a successor to fill such vacancy for the remainder of the term.

Section 3.5 Chairman of the Board. The chairman of the board shall: (i) preside at all meetings of the board of trustees at which he or she is present; (ii) except as otherwise set forth herein, appoint all committee chairs; and (iii) have the right to attend, all committee meetings; provided, however that unless he or she is designated by the board as a regular member of a committee, he or she shall be under no obligation to attend such committee meetings and shall not be counted to determine whether a quorum is present. The chairman of the board may from time to time delegate such of his or her powers to the vice chairman of the board.

Section 3.6 Vice Chairman of the Board. The vice chairman of the board shall, in the absence or disability of the chairman of the board or as delegated by the chairman of the board, preside at all meetings of the board of trustees, and, while so acting, shall exercise all of the powers and shall be subject to all such other duties as from time to time may be assigned to him or her by the board of trustees or by the chairman of the board.

Section 3.7 President/Chief Executive Officer. The president will be the chief executive officer of the corporation and will, subject to control of the board of trustees, generally supervise, direct and control the business and other officers of this corporation. The president will have the general powers and duties of management usually vested in the office of president of a corporation and will have such other powers and duties as may be prescribed by the board of trustees. The president/chief executive officer shall receive a written annual evaluation in the first quarter of the corporation's fiscal year by the executive committee.

Section 3.8 Secretary. The secretary shall keep accurate minutes of the proceedings of the meetings of the board of trustees; shall ensure that all notices are duly given in accordance with the provisions of these bylaws; shall be the custodian of the records and of the seal of the corporation and shall attest the affixing of the seal of the corporation when authorized by the board of trustees; and, in general, shall perform all duties incident to such office and such other duties as may be assigned by the chairman of the board or by the board of trustees.

Section 3.9 Treasurer. The treasurer shall be the principal financial officer of the corporation; shall have the charge and custody of and be responsible for all funds and securities of the corporation; shall assure the deposit of such funds in the name of the corporation in such depositories as shall be designated by the board of trustees; shall assure the maintenance of accurate books of accounts and records of financial transactions and the condition of the corporation; and shall submit such reports thereof as the board of trustees may require; and perform all duties incident to such office and

such other duties as may be assigned to such person by the chairman of the board or by the board of trustees. The treasurer shall make an annual written financial report to the corporation at the annual meeting of the board of trustees. With the approval of the chairman of the board, the treasurer shall be authorized to engage any firm of certified public accountants to assist the treasurer in the performance of any of the duties incident to such office.

Section 3.10 Additional Powers and Duties. In addition to the powers and duties set forth above, each officer has such further authority and shall perform such other duties in the management of the corporation as may be determined by resolution of the board of trustees not inconsistent with these bylaws and the corporation's articles of incorporation.

Section 3.11 Compensation and Contractual Rights. The election or appointment of an officer shall not of itself create any contract rights. The compensation of any officer of the corporation shall be fixed, from time to time, by the board of trustees.

ARTICLE IV CONTRACTS, LOANS, AND DEPOSITS

Section 4.1 Contracts. The board of trustees may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4.2 Loans. No loans shall be contracted for on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the board of trustees. Such authority shall be confined to specific instances. No loan shall be made to any officer or trustee of the corporation.

Section 4.3 Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of trustees.

Section 4.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other custodians as the board of trustees may select.

Section 4.5 Investment Managers. The board of trustees shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the corporation.

Section 4.6 Fiscal Year. The fiscal year of the corporation shall begin on January 1 of each year and end on December 31 of each succeeding year.

Section 4.7 Gifts. The board of trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Section 4.8 Variance Power. Notwithstanding any provisions in the Bylaws or in any instrument of transfer, creating or adding to a fund of the Corporation, the Community Foundation of Northern Nevada board of trustees in its sole discretion, shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or purposes or to a specified charitable organization or organizations if in the sole judgment of the board (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, illegal, or inconsistent with the charitable needs of the community or area served.

ARTICLE V
INDEMNIFICATION

Section 5.1 Indemnification. The board of trustees may authorize the corporation to pay, or cause to be paid by insurance or otherwise, any judgment of fine rendered or levied against a present or former trustee, officer, employee, or agent of the corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a trustee, officer, employee, or agent of the corporation, provided that the board of trustees shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interests of the corporation. Payments authorized hereunder include amounts paid and expenses incurred (including attorneys' fees) in satisfaction of any liability or penalty or in settling any action or threatened action, but in no event shall this Article permit payment of any amount, payment of which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986, if the corporation is at such time a private foundation.

ARTICLE VI
AMENDMENTS

Section 6.1 Amendment of Bylaws. These bylaws may be amended, altered, or repealed and new bylaws may be adopted by the board of trustees by an affirmative vote of a majority of the board of trustees then in office at any meeting of the board of trustees, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each trustee of the corporation at least five (5) days prior to the meeting.

ARTICLE VII
DISSOLUTION

Section 7.1 Dissolution of the Corporation. Upon dissolution or other termination of the corporation, any assets remaining after all debts of the corporation have been paid

shall be disposed of as provided in the corporation's articles of incorporation.

ARTICLE VIII
PURPOSE


Section 8.1 Purpose of the Corporation. These bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the corporation. These bylaws shall never be construed in any such way as to impair the efficient operation of the corporation.

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CERTIFICATION OF BYLAWS

I, Jason Morris, hereby certify that I am the duly elected and acting Secretary of the Community Foundation of Northern Nevada, a Nevada non-profit corporation, and that the foregoing bylaws constitute the original bylaws of the corporation, as duly adopted by unanimous vote of the board of trustees through execution of minutes of action in counterparts, effective March 16th, 2022, notwithstanding the actual date of execution.

IN WITNESS WHEREOF, I have subscribed my name this 29 day of March, 2022.



Jason Morris
Secretary
Community Foundation of Northern Nevada