

# Current Bylaws and Proposed Revisions

Current Text	Suggested Revisions (2018)	Reasons for suggested revisions
<p><b>ARTICLE I: Office</b></p> <p>The principal office of the corporation shall be located in the law offices of Vaughan, Hull, Marfisi &amp; Goicoechea, 530 Idaho Street, Elko, Nevada. The corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.</p>	<p>We need to check to see if there might be a better principle office for NABO. The Nevada law requires: 1). That the listed Agent for NABO can be any person who is a US citizen and permanent resident of NV. There are no requirements as to their profession or affiliation with NABO. It does not need to be an officer or Director of the Board of Directors. 2). The Agent's address must be a physical structure and not a PO Box- must be a home, an office, a business etc.</p>	<p>First, NABO appreciates all the time and help that Mr. Goicoechea has given our organization over the years. Mr. Goicoechea is getting older, and his law offices as of late have not been as responsive when asked questions by NABO. We recommend that we find a new agent. Nevada clubs -- please recommend.</p>
<p><b>ARTICLE II: Members</b></p>		
<p><b>Section 1: Classes</b></p> <p>The Corporation shall have two (2) classes of members - A General Membership and and Associate Membership. The General Member entertains full rights and privileges as outlined in the Book of By-Laws. Associate membership is available only to qualified clubs of 50 members or less, that are supportive of North American Basque Organizations, Inc. but are unable to participate as a General Member. An Associate Member may attend meetings but does not have voting privileges. Associate Members are entitled to all correspondence and minutes. (Amendment 3: February 25, 1984)</p>	<p>None.</p>	
<p><b>Section 2: Membership Qualifications</b></p> <p>To be eligible for general or associate membership, an organization of Basque membership in North America may apply by completing an application supplied by North American Basque Organizations, Inc. and submitting it, along with a copy of applicant's current By-Laws and a copy of applicant's membership list of paid members of the previous year. All information will be held in confidence and be available only to the Board of Directors of this Corporation. Basque Clubs or organizations seeking membership in the North American Basque Organizations, Inc. must complete and submit the Basque Government Registration forms at the same time as they apply to join the North American Basque Organizations, Inc. Membership will be granted upon two-thirds (2/3) approval by vote of the Board of Directors of North American Basque Organizations, Inc. (Amendment 4: Feb. 25, 1984) (combines original Article II, sections 2 and 3)(Amendment 14: Aug. 30, 1997: adds language regarding Basque Government registration.)</p>	<p>None.</p>	
<p><b>Section 3</b></p>	<p><b>Section 3: Definitions</b></p>	
<p>Deleted by Amendment 4.</p>	<p>a. <b>Meetings:</b> include both regularly scheduled meetings and special meetings  b. <b>Member:</b> means a general or associate organization of Basque membership as set forth in Article II, section 2, of these by-laws, which is officially affiliated with the North American Basque Organizations, Inc.  c. <b>Board of Directors, Board, Voting Representatives and Delegates:</b> are inclusive terms for the representatives selected by each member and possess the voting rights to act on behalf those members for carrying out the affairs and business of the North American Basque Organizations, Inc.</p>	<p>This defines terms regularly used through out the document.  This defines terms regularly used through out the document.  This defines terms regularly used through out the document.</p>
<p><b>Section 4: Dues</b></p>		
<p><b>Annual Dues</b></p> <p>The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members. Said dues shall be payable on or before January 1 of each year for the following year. Should any member be unwilling to pay any increase in annual dues, he may resign as a member and thereby be discharged of paying such dues (Amendment 6: Feb. 25, 1984)</p>	<p>Suggested revision: 1. the addition of a 6 month grace period, 2. the addition of the word "delegates", 3. gender neutrality. Text would read as follows:  The Board of Directors (Delegates) may determine from time to time the amount of annual dues payable to the Corporation by members. Said dues shall be payable on or before January 1 of each year for the following year, but no later than June 1st. Should any member be unwilling to pay any increase in annual dues, they may resign as a member and thereby be discharged of paying such dues. Members need to be current in dues to be eligible to be counted for quorum and NABO programs.</p>	<p>Most clubs pay between January 1st and June 1st. This grace period would allow them to vote at the Winter Meeting, but would establish a realistic date at which they would be considered delinquent in dues. Clubs need to still be fully paid in order to participate in NABO programs such as Mus, Pilota, and Udaleku.</p>
<p><b>Section 5: Voting Rights</b></p> <p>Each General Member club of North American Basque Organization, Inc. which has paid its annual dues is entitled to have two (2) voting representatives who shall also be members of the Board of Directors of this corporation and shall each be entitled to one (1) vote on each matter submitted to vote. (Amendment 7: Feb. 25, 1984)</p>	<p>Suggested revision: the addition of the word "Delegates" after "voting representatives". Text would read as follows:  Each General Member club of North American Basque Organization, Inc. which has paid its annual dues is entitled to have two (2) voting representatives (Delegates) who shall also be members of the Board of Directors of this corporation and shall each be entitled to one (1) vote on each matter submitted to vote.</p>	<p>The addition of the word "Delegates" after "voting representatives" includes the language that NABO uses to identify its own internal organization.</p>
<p><b>Section 6: Resignation</b></p>		
<p>Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued against such member and unpaid.</p>	<p>None.</p>	
<p><b>Section 7: Reinstatement:</b></p>		
<p>Upon written request by a former member and filed with the secretary, the Board of Directors by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.</p>	<p>Suggested revision: The addition of the word "Delegates" after "Board of Directors" Text would read as follows:  Upon written request by a former member and filed with the secretary, the Board of Directors (Delegates) by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors (Delegates) may deem appropriate.</p>	<p>The addition of the word "Delegates" after "Board of Directors" helps clarify that the delegates make up the Board of Directors. This reasoning applies to the rest of the document when the word "Delegates" is added after "Board of Directors".</p>
<p><b>Section 8: Transfer of Membership</b></p>		
<p>Membership in this Corporation is not transferable or assignable.</p>	<p>None.</p>	
<p><b>ARTICLE III: Meeting of Members</b></p>		
<p><b>Section 1: Annual Meeting</b></p>		
<p>An annual meeting of the members shall be held during any month of the year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The first annual meeting shall be held in Reno, Nevada. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as reasonably soon thereafter as may be arranged. (Amendment 8: Feb. 25, 1984)</p>	<p>Suggested revisions: 1. Removal of the obligation to have a meeting in Nevada, 2. Changing "election of Directors" to "Election of officers", 3. addition of "Delegates" after "Board of Directors", 4. change "meeting of members" to "meeting of Board of Directors". Text would read as follows:  An annual meeting of the Board of Directors shall be held during any month of the year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors (Delegates) shall cause the election to be held at a special meeting of the Board of Directors as reasonably soon thereafter as may be arranged.</p>	<p>-- NABO has not required a yearly Nevada meeting for many years. This change would reflect NABO's working practice.  -- NABO does not elect directors -- they are the voting representatives (Delegates) chosen and assigned by the member clubs. NABO only elects officers.  -- Addition of "Delegates": See above.</p>

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<p><b>Section 2: Special Meetings</b></p> <p>Special meetings of the members may be called by or at the request of the President, or a majority of the Board of Directors.</p>	<p>Suggested revision: 1. addition of the word "delegates" after "Board of Directors", 2. change to "meeting of Board of Directors". Text would read as follows: Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the Board of Directors (Delegates).</p>	See above.
<p><b>Section 3: Place of Meeting</b></p> <p>The Board of Directors shall designate any hour and place within the United States of America, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If a special meeting be otherwise called, the person or persons authorized to call such meeting shall fix the time and place for holding such special meeting called by them.</p>	<p>Suggested revision: 1. addition of the word "delegates" after "Board of Directors", 2. deletion of United States" Text would read as follows: The Board of Directors (Delegates) shall designate any hour and place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors (Delegates). If a special meeting be otherwise called, the person or persons authorized to call such meeting shall fix the time and place for holding such special meeting called by them.</p>	See above.
<p><b>Section 4: Notice of Meetings</b></p> <p>Notice of the date, hour and place of any meeting of members shall be given: By delivery, either personally or by mail, to each member of the Board of Directors who is entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.</p>	<p>Suggested revisions: 1. Removal of specific method regarding how notice is given, 2. addition of "Delegates", 3. addition of notice to member organizations. Text would read as follows: Notice of the date, hour and place of any meeting of Board of Directors shall be given to each member of the Board of Directors (Delegates) who is entitled to vote at such meeting and to member organizations, not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.</p>	This allows NABO to give notice appropriately for the times, keeping up with technology. It also specifies that member organizations need notice as well as their delegates.
<p><b>Section 5: Informal Action by Members</b></p> <p>Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.</p>	Suggested revisions: Delete section 5.	If an action is required by law, we should not be able to change that through a by-law. This type of action has never been used in historical practice.
<p><b>Section 6: Quorum</b></p> <p>A majority of the whole number of members of the Corporation, represented in person or by proxy, shall be necessary to transact business. Any decision of a majority of the persons assembled as a meeting of the Corporation shall be valid.</p>	<p>Suggested revision: 1. the addition of the wording "in good standing", 2. change from "persons" to "Board of Directors". Text would read as follows: A majority of the whole number of members of the Corporation in good standing, represented in person or by proxy, shall be necessary to transact business. Any decision of a majority of the Board of Directors (Delegates) assembled as a meeting of the Corporation shall be valid.</p>	Allows NABO to count only clubs in good standing for the purpose of quorum. We had quite a bit of internal discussion regarding if Delegates should be counted or if clubs should be counted, but in the end went with historical precedence.
<p><b>Section 7: Proxies</b></p> <p>At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.</p>	<p>Suggested revisions: 1. gender neutral wording, 2. change from "attorney in fact" to "Board of Director". Text would read: At any meeting of members, a member's voting representatives (Delegates) may vote by proxy executed in writing by the member or by their duly authorized representative (Delegate). No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.</p>	<p>-- NABO recognizes that both men and women make up its Board of Directors. This reasoning applies throughout the document. -- authorized representative better explains who votes on behalf of member organizations. -- This passage resulted in much discussion about if it was a meeting of members or of Board of Directors. This by-law makes a distinction between members and their authorized representative. Perhaps that distinction should remain in the above language as well. -- There was much discussion on the importance of proxies for clubs not attending meetings.</p>
<p><b>ARTICLE IV: Board of Directors</b></p>		
<p><b>Section 1: General Powers</b></p> <p>The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation in good standing and current in the payment of their corporate dues.</p>	<p>Suggested revisions: 1. addition of "Delegates" where appropriate, 2. gender neutrality, 3. addition of "must represent" Text would read: The affairs of the Corporation shall be managed by its Board of Directors. Directors (Delegates) must represent members of the Corporation in good standing and current in the payment of their corporate dues.</p>	See above.
<p><b>Section 2:</b></p> <p>Said Directors shall serve their term without compensation. The President, the Secretary and the Treasurer shall each be reimbursed for travel, room and meal expenses incurred while attending any official North American Basque Organizations, Inc. meeting. Reimbursement shall be based upon round-trip coach airfare to each meeting site, or \$0.30 per mile round-trip if traveling by personal car. Expenses for meals will be paid up to \$45.00 per person per day. Room expenses will be paid as incurred. (Amendment 13: Aug. 4, 1995)</p>	None.	
<p><b>Section 3: Number, Tenure and Qualification</b></p> <p>The number of Directors shall change from time to time and shall consist of two (2) representatives from each General Member of North American Basque Organizations, Inc. that is in good standing and is current in the payment of their corporate dues. Each Director shall hold office until his successor shall have been elected and shall have accepted office. (Amendment 9: Feb. 25, 1984)</p>	<p>Suggested revisions: 1. gender neutrality, 2. addition of "Delegates", 3. clarification that member organizations specify who their delegates are 4. eliminates language reflecting office", 5. removes language stating number of directors can change. Text would read: The number of Directors shall consist of two (2) voting representatives (Delegates) from each general member of North American Basque Organizations, Inc. that is in good standing and is current in the payment of their corporate dues. Each Director (Delegate) shall act until their successor has been specified by the member organization they represent.</p>	-- see above regarding gender neutrality. -- changes language to reflect that the number of Representatives mirrors the number of clubs and that clubs determine their representatives and the length of their service.
<p><b>Section 4: Regular Meetings</b></p> <p>A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution.</p>	<p>Suggested revisions: simplify wording to reflect that Delegates could call meetings. Text would read: The Board of Directors (Delegates) shall determine the place and time of the annual meeting and regular meetings.</p>	This specifies that the delegates call the meeting (an action). The above by-law under meetings define what it is.
<p><b>Section 5: Special Meetings</b></p> <p>Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any time and place for holding any special meeting of the Board called by them.</p>	Delete.	We have never used special meetings, and two people are too small a number to call a meeting.
<p><b>Section 6: Notice</b></p>		

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Unless waived, notice of any special meeting of the Board of Directors shall be given at least thirty (30) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.	Suggested revisions: Delete.	Historically it has never been used, and is superfluous
<b>Section 7: Waiver</b> Any Director may waive notice of any meeting.	Delete.	Not needed.
<b>Section 8: Quorum</b> A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time. Without further notice, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.	Suggested revision: 1. addition of "in good standing", 2. addition of "Delegates". Text would read: A majority of the Board of Directors (Delegates) from member organizations in good standing shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time, without further notice. The act of a majority of the Directors (Delegates) present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.	
<b>Section 9: Consent of Directors</b> Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all the members of the Board or of such committee. Such written consent shall be filed with the minutes of proceedings of the Board or committee.	None.	
<b>Section 10: Vacancies</b> Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.	Suggested revisions: 1. vacancies in the Board of Directors are filled by the member organization who has the vacancy, 2. Vacancy does not count in quorum. Text would read: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the member organization represented by that vacancy. Vacancies in representation of member clubs in good standing do not count for quorum.	NABO does not fill vacant Delegate spots -- the member organization who has the vacancy fills it. Vacancies not filled by a member organization should not hurt a count for quorum.
<b>Section 11: Bizi Emankorra -- Lifetime Contribution Award</b> The NABO Bizi Emankorra, also known as the NABO Lifetime Contribution Award, is awarded to persons who have made significant contributions to NABO. Nominations are presented no later than the winter meeting by general members through their voting representatives, and approved with a majority vote of the Board of Directors. The award is generally presented at the NABO convention. (Amendment 14: June 9, 2018)	None.	
<b>ARTICLE V: Officers</b>		
<b>Section 1: Officers</b>		
The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such officers, including one or more assistant Treasurers as it deems desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. The Board of Directors shall may elect or appoint one or more Vice Presidents; however, the Board of Directors shall appoint the outgoing President as a Vice President of the corporation for a term consistent with the term of office of the newly elected President. The President shall appoint the corporate secretary and one or more assistant secretaries, or delegate that authority to the Board of Directors. Any person may hold two or more offices subject to the provisions of Section 8 of Article 5. (Amendment 10: February 25, 1984)	Suggested revisions: Addition of "Delegates" Text would read: The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors (Delegates) may elect or appoint such officers, including one or more assistant Treasurers as it deems desirable. Such officers have the authority to perform the duties prescribed from time to time by the Board of Directors (Delegates). The Board of Directors (Delegates) may elect or appoint one or more Vice Presidents; however, the Board of Directors (Delegates) shall appoint the outgoing President as a Vice President of the corporation for a term consistent with the term of office of the newly elected President. The President shall appoint the corporate secretary and one or more assistant secretaries, or delegate that authority to the Board of Directors (Delegates). Any person may hold two or more offices subject to the provisions of Section 8 of Article 5.	Should the secretary be an elected position? Currently the secretary is appointed by the president. We do not feel that one person should be able to hold multiple offices. We want to encourage participation.
<b>Section 2: Election and Term of Office</b> The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have accepted office.	Suggested revisions: 1. language added to reflect by-law amendment regarding notice and no nominations from the floor from Feb. 13, 2016, 2. addition of "Delegates", 3. gender neutrality. Text would read: The officers of the Corporation shall be elected annually by the Board of Directors (Delegates) at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Statements from those running for office shall be sent to the member organizations and the Board of Directors (Delegates) 60 days before the meeting where elections will take place. No nominations will be accepted from the floor at the meeting where elections are held. Each officer shall hold office until their successor has been duly elected and has accepted office. (Amendment 13: Feb. 13, 2016)	This codifies what was voted on unanimously at the Feb. 13, 2016 meeting.
<b>Section 3: Removal</b> Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.	Suggested revision: remove language regarding contract rights. Text would read: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors (Delegates) whenever in its judgment the best interests of the Corporation would be served thereby.	
<b>Section 4: Vacancies</b> A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.	Suggested revision: addition of "delegates" Text would read: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors (Delegates) for the un-expired portion of the term.	
<b>Section 5: Qualifications</b> No person shall be eligible to serve as an officer unless he is a member of the Corporation in good standing and current in the payment of corporate dues.	Suggested revisions: 1. addition of "member of Board of Directors in good standing", 2. gender neutrality. Text would read: No person shall be eligible to serve as an officer unless such person is a voting representative (Delegate) of a member in good standing and that member is current in the payment of corporate dues.	It is in the best interest of the organization, and has traditionally been done, to have the pool of officers come from the delegates. This
<b>Section 6: President</b>		

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<p>The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President does not have a vote representing his North American Basque Club.</p>	<p>Suggested revisions: 1. gender neutrality, 2. delete "executive", 3. addition of "Delegates". Text would read: The President shall be the principal officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors (Delegates), any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors (Delegates) have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors (Delegates) or by these By-Laws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors (Delegates) from time to time. The President does not have a vote representing their North American Basque Club. Once elected, the President is no longer a voting representative and their member organization has the right to send a replacement delegate for the term of the presidency. The President has the power of a vote in circumstances in which they must break a tie vote of the Directors of the Corporation (Delegates).</p>	<p>What happens to the club's second vote? Must the President give a proxy to the second representative from their club? Can the club send a second delegate? This codifies what has been done in the past.</p>
<p><b>Section 7: Vice President</b> In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.</p>	<p>Suggested revisions: gender neutrality. Text would read: In the absence of the President or in event of their inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors (Delegates).</p>	<p>See above.</p>
<p><b>Section 8: Treasurer</b> The Treasurer shall not be a member of the same North American Basque organization as the President and shall be a member or the Board of Directors of this Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.</p>	<p>Suggested revisions: 1. Addition of "Delegates", 2. gender neutrality. Text would read: The Treasurer shall not be a member of the same North American Basque organization as the President and shall be a member of the Board of Directors of this Corporation (a delegate from a member organization). If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors (Delegates) shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and such other duties as from time to time may be assigned to them by the President or by the Board of Directors (Delegates).</p>	<p>See above.</p>
<p><b>Section 9: Secretary</b> The Secretary shall be a member of a North American Basque organization. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. (Amendment 12: July 7, 2009)</p>	<p>Suggested revisions: 1. eliminates "The secretary should be a member in one of NABO's member organizations" as we stated earlier that the secretary should be a delegate, 2. gender neutrality. The text would read: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors (Delegates). (Amendment 12: July 7, 2009)</p>	<p>Appointed or elected? Wording is changed to reflect prior change.</p>
<p><b>Section 10: Assistant Treasurers and Assistant Secretaries</b> If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.</p>	<p>None.</p>	
<p><b>ARTICLE VI: Contracts, Checks, Deposits and Funds</b></p>		
<p><b>Section 1: Contracts</b> The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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.</p>	<p>Suggested revision: Addition of "Delegates". Text would read: The Board of Directors (Delegates) may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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.</p>	<p>See above.</p>
<p><b>Section 2: Checks, drafts, etc.</b> All checks, drafts, or orders for the payment of money, notes, or other evidences 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 Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President.</p>	<p>None.</p>	
<p><b>Section 3: Deposits</b> All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.</p>	<p>None.</p>	
<p><b>Section 4: Gifts</b> The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.</p>	<p>Suggested revision: addition of "Delegates". Text would read: The Board of Directors (Delegates) may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.</p>	
<p><b>ARTICLE VII: Certificates of Membership</b></p>	<p>Delete section.</p>	
<p><b>Section 1: Certificates of Membership</b> The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or and Assistant Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.</p>	<p>Delete.</p>	<p>NABO has never issued certificates of membership.</p>
<p><b>Section 2: Issuance of Certificates</b> When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary.</p>	<p>Delete.</p>	<p>NABO has never issued certificates of membership.</p>
<p><b>ARTICLE VIII: Books and Records</b></p>		
<p><b>Section 1: Books and Records</b></p>		

# Current Bylaws and Proposed Revisions

Current Text	Suggested Revisions (2018)	Reasons for suggested revisions
<p>The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.</p>	<p>Suggested revision: gender neutrality. Text would read: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.</p>	<p>See above.</p>
<p><b>Section 2: Financial reporting</b> The Board of Directors shall present at each annual meeting a full, true, and clear report of the business of the Corporation for the period reported upon, and its condition as of the date of the report. Each report shall disclose in detail the financial condition of the Corporation, the income and expenses of the Corporation and any gifts or bequests to or from the Corporation for the period of the report. Such financial information may be given by means of balance sheets and statements of profit and loss or revenue statements, prepared from and in accordance with the books and records of accounts of the Corporation.</p>	<p>Suggested revision: Addition of "Delegates". Text would read: The Board of Directors (Delegates) shall present at each annual meeting a full, true, and clear report of the business of the Corporation for the period reported upon, and its condition as of the date of the report. Each report shall disclose in detail the financial condition of the Corporation, the income and expenses of the Corporation and any gifts or bequests to or from the Corporation for the period of the report. Such financial information may be given by means of balance sheets and statements of profit and loss or revenue statements, prepared from and in accordance with the books and records of accounts of the Corporation.</p>	<p>See above.</p>
<p><b>ARTICLE IX: Fiscal Year</b> The fiscal year of the Corporation shall begin on the 1st day of January, and end on the 31st day of December the same year. (Amendment 2: Sept. 25, 1982)</p>	<p>None.</p>	
<p><b>ARTICLE X: Corporate Debt and Assessments</b> The members of this Corporation shall not be held individually liable for any debts, contract or liabilities of the Corporation, and shall not be liable for assessment or be assessed for any purpose.</p>	<p>None.</p>	
<p><b>ARTICLE XI: Waiver of Notice</b> Whenever any notice is required to be given under the provisions of the laws of the State of Nevada or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.</p>	<p>Delete.</p>	<p>Nevada law does not require.</p>
<p><b>ARTICLE XII: Amendments to By-Laws</b> These By-Laws may be altered, amended or repealed and additional By-Laws may be adopted by the Board of Directors of this Corporation by two-thirds (2/3) approval or by the written consent of two-thirds (2/3) of the members of this Corporation. (Amendment 5: Feb. 25, 1984)</p>	<p>Suggested revision: addition of "Delegates". Text would read: These By-Laws may be altered, amended or repealed and additional By-Laws may be adopted by the Board of Directors of this Corporation (Delegates) by two-thirds (2/3) approval or by the written consent of two-thirds (2/3) of the members of this Corporation.</p>	<p>see above.</p>
<p>KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned President and Secretary of the NORTH AMERICAN BASQUE ORGANIZATIONS, INC., do hereby certify that the above and aforementioned by-laws were duly adopted by the Directors of this Corporation, as the By-Laws of said Corporation by a majority vote of the members at a duly convened meeting with a quorum present on the 19th day of April, 1974, and that they do now constitute By-Laws of said Corporation.</p>		
<b>RESOLUTIONS</b>		
<p><b>Resolution to Establish Educational Fund Qualifying for Exemption Under Internal Revenue Code Section 501(c)(3)</b></p>	<p>No changes to resolutions.</p>	
<p>Whereas, the Board of Directors wishes to establish a fund of the corporation separate and apart from its other funds exclusively for educational purposes; and</p>	<p>Should we make a by-law that references this fund and clarifies that the funds need to be separate in NABO. A section under Article 10?</p>	
<p>Whereas, the Board of Directors wishes to establish this educational fund in such a manner as to prohibit the use of the fund upon dissolution or otherwise for the general purposes of the corporation; and</p>		
<p>Whereas, the Board of Directors wishes to this fund to be used exclusively for educational purposes such as and including but not limited to the corporation's activities in sponsoring educational programs at the Basque Studies Department of the University of Nevada; and</p>		
<p>Whereas, this corporation has been determined to be a non-profit corporation exempt from Federal Income Tax under the provisions of Section 501(c)(4) of the Internal Revenue Code;</p>		
<p>NOW THEREFORE BE IT RESOLVED by the unanimous vote of the Board of Directors held on the 12th day of March, 1977, at Reno, Nevada, which meeting was duly and lawfully held pursuant to the corporation's By-Laws as follows:</p>		
<p>1. The Board of Directors of the North American Basque Organizations, Inc. hereby establishes a fund, separate and apart from all other funds exclusively for educational purposes. This fund shall not carry on any activities not permitted to be carried on by a fund organized to qualify for exemption under Section 501(c)(3) of the Internal Revenue Code.</p>		
<p>2. This fund is organized so as to prohibit the use of its funds upon dissolution or otherwise for the general purposes of the corporation. No part of the net earnings of this fund shall inure to the benefit of or be distributed to the members, Board of Directors, officers of the corporation or other private persons. No substantial part of the activities of the fund shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the fund shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation of the North American Basque Organizations, Inc. or its By-Laws enacted pursuant thereto, this fund shall not carry on any activities not permitted to be carried on (a) by a fund exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).</p>		
<p>3. Upon dissolution of the corporation or this fund, the Board of Directors shall after paying and making provisions for payment of all the liabilities of the corporation dispose of the assets of this fund exclusively to a non-profit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established a tax exempt status under Section 501(c)(3) of the Internal Revenue Code. (March 12, 1977)</p>		
<b>RESOLUTION LIMITING EXPENDITURES AND SALE OF ASSETS</b>		
<p>WHEREAS, pursuant to Article V, Section 8, of the Book of ByLaws of North American Basque Organization, Inc., (hereinafter NABO) the Treasurer has charge and custody of and is responsible for all funds of NABO;</p>		

# Current Bylaws and Proposed Revisions

Current Text	Suggested Revisions (2018)	Reasons for suggested revisions
<p>WHEREAS, pursuant to Article VI, Section 2, of the Book of ByLaws of NABO checks issued on a NABO account are to be signed by the Treasurer and the President of NABO;</p>		
<p>WHEREAS, there is no specific procedure nor monetary limit in the Articles of Incorporation or in the Book of By-Laws of NABO for expenditure of funds in the course, and operation of the business of NABO;</p>		
<p>WHEREAS, there are no guidelines or procedures in the Articles of Incorporation or the Book of By-Laws of the Corporation for disposing of fixed assets, equipment, or personal property of NABO which were not originally acquired for re-sale;</p>		
<p>WHEREAS, the President, Treasurer and other officers of NABO desire guidelines and procedures be established to assist them in the performance of their duties as officers of NABO;</p>		
<p>NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF NABO, as follows:</p>		
<p><i>1. Assets or personal property purchased by NABO for resale; e.g. pins, calendars and musical instruments; may be resold without further authorization of the Board;</i></p>		
<p><i>2. Assets or personal property purchased by NABO for resale may not be given away without prior authorization of the Board; provided such authorization will be reasonably granted to promote NABO, to assist in financial hardship situations, or for other reasons which, in the opinion of the Board, promotes the goals and purposes of NABO;</i></p>		
<p><i>3. other assets, equipment and personal property acquired by NABO may be sold or given away only with prior approval of the Board; and</i></p>		
<p><i>4. Individual expenditures in excess of \$500 shall require prior Board approval.</i></p>		
<p><i>5. Purchases in excess of \$500 shall require Board approval.</i></p>		
<p>Approved by delegates at the Winnemucca Convention meeting, June 1998.</p>		
<p style="text-align: center;"><b>RESOLUTION FOR MEMBERSHIP</b> <b>Center for Basque Studies, University of Nevada at Reno</b></p>		
<p>Resolved 19 MAY 2001 in Los Banos, CA</p>		
<p>WHEREAS: The North American Basque Organization, Inc. (NABO) has been petitioned by the Center for Basque Studies (CBS) of the University of Nevada at Reno for membership in NABO. This request from CBS of UNR does not include the dance group Zen Bat Gara.</p>		
<p>WHEREAS: CBS of UNR cannot qualify for a membership under Art II, the 3rd Amendment, the 4th Amendment or the 14th Amendment of the NABO by-laws because they are an internal part of the University of Nevada system which is a State of Nevada Institution;</p>		
<p>WHEREAS: It is strongly felt that NABO and CBS would derive mutual benefit from this membership;</p>		
<p>WHEREAS: NABO may, through it's inherent powers, wave the existing by-laws for membership by a 2/3 majority vote of the Directors per the NABO by-laws Art XII and the 5th Amendment( These By-laws may be altered, amended or repealed and additional By-laws maybe adopted by the Directors of the Corporation by 2/3 approval)</p>		
<p>NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS, That the Center for Basque Studies of the University of Nevada Reno be granted a General membership in NABO with all the rights and obligations thereof.</p>		
<p>Affirming that this resolution was passed by a 2/3 majority at the Los Banos NABO Convention 19 May 2001:</p>		
<p style="text-align: center;"><b>RESOLUTION FOR MEMBERSHIP</b> <b>Basque Educational Organization</b></p>		
<p>Resolved February 15, 2003 in San Francisco, CA</p>		
<p>WHEREAS: The North American Basque Organizations, Inc. (NABO) has been petitioned by the Basque Education Organization (BEO) for membership in NABO.</p>		
<p>WHEREAS: The BEO cannot qualify for membership under Art. II, the 3rd, the 4th, or the 14th Amendment of the NABO by-laws because they are an Educational group.</p>		
<p>WHEREAS: It is strongly felt that NABO and BEO would derive mutual benefit from this membership.</p>		
<p>WHEREAS: NABO may through its inherent powers wave existing By-Laws for membership by a 2/3 majority vote of the Directors.</p>		
<p>BE IT RESOLVED BY THE BOARD OF DIRECTORS, That the Basque Educational Organization in San Francisco, Ca. be granted a General membership in NABO with all the rights and obligations thereof.</p>		
<p>Affirming that this resolution was passed by more than a 2/3 vote of the delegates at the regular meeting in San Francisco, Ca. on February 15, 2003.</p>		
<p style="text-align: center;"><b>RESOLUTION FOR MEMBERSHIP</b> <b>Cenarrusa Foundation</b></p>		
<p>Resolved February 12, 2005 in Salt Lake City, UT</p>		
<p>WHEREAS: The North American Basque Organizations, Inc. (NABO) has been petitioned by the Cenarrusa Foundation for membership in NABO.</p>		

# Current Bylaws and Proposed Revisions

Current Text	Suggested Revisions (2018)	Reasons for suggested revisions
WHEREAS: The Cenarrusa Foundation cannot qualify for membership under Art. II, the 3rd, the 4th, or the 14th Amendment of the NABO by-laws because they are not an Euskal Etxea.		
WHEREAS: It is strongly felt that NABO and Cenarrusa Foundation would derive mutual benefit from this membership.		
WHEREAS: NABO may through its inherent powers wave existing By-Laws for membership by a 2/3 majority vote of the Directors.		
BE IT RESOLVED BY THE BOARD OF DIRECTORS, That the Cenarrusa Foundation in Boise, ID, be granted a General membership in NABO with all the rights and obligations thereof.		
Affirming that this resolution was passed by more than a 2/3 vote of the delegates at the regular meeting in Salt Lake City, UT on February 12., 2005.		
<b>RESOLUTION FOR MEMBERSHIP</b> Basque Studies at Boise State University		
Resolved October 6, 2012 in Mountain Home, ID		
WHEREAS: The North American Basque Organizations, Inc. (NABO) has been petitioned by the Boise State University Basque Studies Program (BSU) for membership in NABO.		
WHEREAS: The BSU cannot qualify for membership under Art. II, the 3rd, the 4th, or the 14th Amendment of the NABO by-laws because they are an Educational group.		
WHEREAS: It is strongly felt that NABO and BSU would derive mutual benefit from this membership.		
WHEREAS: NABO may through its inherent powers wave existing By-Laws for membership by a 2/3 majority vote of the Directors.		
BE IT RESOLVED BY THE BOARD OF DIRECTORS, That the Boise State University Basque Studies Program in Boise, ID, be granted a General membership in NABO with all the rights and obligations thereof.		
Affirming that this resolution was passed by more than a 2/3 vote of the delegates at the regular meeting in Mountain Home, ID, on October 6, 2012.		