

JUL 23 2010

State Bar of Nevada

IN THE SUPREME COURT OF THE STATE OF NEVADA

IN THE MATTER OF A REVIEW OF
THE RULES AND BYLAWS
PERTAINING TO THE BOARD OF
CONTINUING LEGAL EDUCATION

ADKT No. 438

FILED

JUL 27 2010

TRACIE K. LINDEMAN
CLERK OF SUPREME COURT
BY 
CHIEF DEPUTY CLERK

ORDER ADOPTING AMENDED BYLAWS OF THE BOARD OF
CONTINUING LEGAL EDUCATION

WHEREAS, on July 2, 2009, the Honorable James W. Hardesty filed a petition requesting this court to direct the Board of Continuing Legal Education to, *inter alia*, submit a report with findings and recommendations regarding amendments to the Board's bylaws; and

WHEREAS, on July 7, 2009, this court entered an order directing, *inter alia*, review of the bylaws pertaining to the Board of Continuing Legal Education; and

WHEREAS, on February 10, 2010, the Board of Continuing Legal Education submitted its report regarding proposed amendments to its bylaws, together with proposed new bylaws; and

WHEREAS, this court conducted a public hearing regarding this matter on June 7, 2010, at which remarks were presented regarding the proposed bylaws and opportunity was given for public comment; and

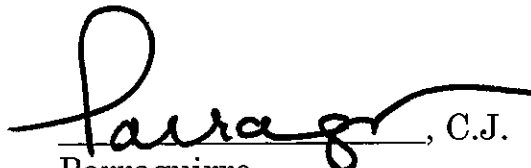
WHEREAS, this court has considered the petition, the report, the remarks, and the public comments; and

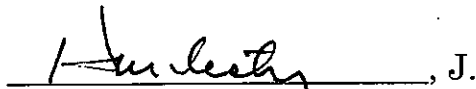
WHEREAS, it appears to this court that amendment of the Board's bylaws is warranted; accordingly,

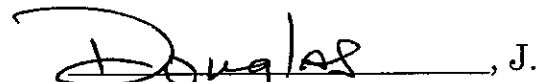
IT IS HEREBY ORDERED that the bylaws of the Board of Continuing Legal Education shall be amended as set forth in Exhibit A.


IT IS FURTHER ORDERED that the amended bylaws shall be effective immediately. The clerk of this court shall cause a notice of entry of this order to be published in the official publication of the State Bar of Nevada. The Board of Continuing Legal Education is directed to make copies of the amended bylaws available to the public upon request for a nominal fee. The certificate of the clerk of this court as to the accomplishment of the above-described publication of notice of entry shall be conclusive evidence of the adoption of the amendments to the bylaws of the Board of Continuing Legal Education.


DATED this 21st day of July, 2010.

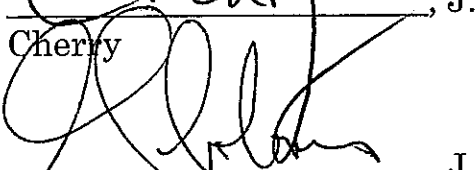

Parraguire, C.J.

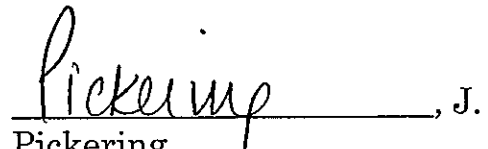

Hardesty, J.


Douglas, J.


Cherry, J.


Saitta, J.


Gibbons, J.


Pickering, J.

cc: All District Court Judges
Cam Ferenbach, President, State Bar of Nevada
Kimberly Farmer, Executive Director, State Bar of Nevada
Clark County Bar Association
Washoe County Bar Association
First Judicial District Bar Association
State of Nevada Board of Continuing Legal Education
Toni Sarocka, Executive Director, Board of Continuing Legal
Education
Administrative Office of the Courts

EXHIBIT A
BYLAWS OF
BOARD OF CONTINUING LEGAL EDUCATION

SECTION 1
Name of Entity

The name of this organization shall be the Board of Continuing Legal Education, hereinafter referred to as the "Board."

SECTION ~~[1]~~2
Scope and Purpose

The scope and purpose of these Bylaws are to set forth provisions for the ~~[governance of the internal affairs]~~ operation of the Board ~~[of Continuing Legal Education (the "Board")]~~ as created by the Supreme Court Rules [Rule] (hereinafter referred to as "SCR"). See SCR 207 [of the Supreme Court Rules of the State of Nevada].

SECTION ~~[2]~~3
Authority

These Bylaws are adopted by the Board ~~[under]~~ pursuant to the authority granted to the Board by ~~[Rule]~~ SCR 208 [of the Supreme Court Rules of the State of Nevada].

SECTION ~~[3]~~4
Offices

The principal office and place of business of the Board shall be at such place, within the State of Nevada, as the members of the Board shall, from time to time, determine.

SECTION ~~[4]~~5
Resident Agent

The resident agent of the Board shall be the [~~Chairman of the Board~~] Executive Director. The members of the Board may change its resident agent, from time to time, as a majority of the members of the Board may determine. Should the Executive Director be unable or unavailable to act as resident agent, the Assistant Executive Director shall act in the Director's place and stead.

SECTION [5]6 **Fiscal Year**

The fiscal year of the Board shall commence on January 1 of each year and end on December 31 of the same year.

SECTION [6]7 **Members of the Board**

[6] 7.01 Voting Members. The members of the Board shall consist of [~~five (5)~~] seven (7) persons, each of whom shall be an active member of the State Bar of Nevada as defined [~~under Rule~~] in SCR 78 [of the Supreme Court Rules of the State of Nevada]. [~~Four (4)~~] Six (6) members of the Board shall be [~~selected~~] appointed by the Board of Governors of the State Bar of Nevada at the recommendation of the Board, and at least one (1) member of the Board [~~who is selected by the Board of Governors~~] shall be concurrently [~~be~~] be serving as a member of the Board of Governors of the State Bar of Nevada. One (1) member of the Board shall be selected by the Nevada Supreme Court and shall be a member of the judiciary. Each member of the Board shall have one (1) vote pursuant to SCR 207.

[6] 7.02 Initial Term. [~~One (1) member of the Board shall have an initial term of one (1) year. Two (2) members of the Board shall have an initial term of two (2) years, one of whom shall be the member of the Board who is selected by the Nevada Supreme Court. Two (2) members of the Board shall have an initial term of three (3) years. The length of the term of any member appointed by the Board of Governors of the State Bar of Nevada shall be designated by the Board of Governors.]~~ The Board of Governors shall have the discretion to determine the length of initial terms of the members of the Board pursuant to SCR 207, up to a maximum of three (3) years.

[6] 7.03 Subsequent Terms. The subsequent term of all ~~[persons on]~~ members of the Board, after the [initial] commencement of the member's initial term [which commences in 1982 has been completed], shall be three (3) years. ~~[No person may serve as a member of the Board for more than three (3) consecutive three (3) year terms.]~~ If a Board member wishes to seek reappointment, the member must affirmatively submit a written request for reappointment to the Executive Director for submission to the Board of Governors of the State Bar of Nevada at least sixty (60) days prior to the expiration of the member's term.

[6] 7.04 End of Term. The term of each Board member shall end on the thirty-first day of December of each year in which the term is required to end as set forth in SCR 207(4).

[6] 7.05 Nonvoting Members. The Board may, from time to time, invite or select persons to serve as ex officio or advisory, and nonvoting, members of the Board. Such ex officio or advisory members need not be given notice of any meetings in order for any meetings of the Board, or any committees thereof, to be valid and binding. See SCR 207(3).

SECTION 8 Duties of the Members of the Board

Members of the Board shall be responsible and available to attend Board meetings, attend standing committee meetings, and chair a standing committee. Duties may also include reviewing of course applications, signing checks, auditing courses and reporting audit results to the Board, and performing any other reasonable duties as may be requested by the Executive Director or the Chairperson of the Board.

SECTION [7]9 Meetings of the Board

[7] 9.01 Place. Meetings of the Board shall be held at ~~[any]~~ the principal place of business of the Board, or at any place designated by the Chair~~[man]~~person of the Board, or by ~~[any other officer]~~ the Vice-Chairperson of the Board calling the meeting in the place and stead of, or at the direction of, the Chair~~[man]~~person of the Board.

[7] 9.02 Regular Meetings. Regular meetings of the Board may be held at such time and ~~[at such]~~ place as ~~[shall be]~~ determined ~~[from time to time]~~ by the Chair~~[man]~~person of the Board or Vice-Chairperson of the Board. Unless otherwise determined by the Chair~~[man]~~person of the Board, regular meetings of the Board shall be held ~~[at 4:00 p.m.]~~ on ~~[the second Monday of each month.]~~ a quarterly basis. This shall include an annual meeting to review and approve the budget.

[7] 9.03 Special Meetings. Special meetings of the Board may be called at any time, by the Chair~~[man]~~person or the Vice-Chairperson of the Board, or by ~~[any officer of the Board designated by the Chairman, or by]~~ notice given in writing by any ~~[three (3)]~~ four (4) members of the Board.

[7] 9.04 Notice. Notice to the members of the Board of any meeting, or any committee thereof, shall be given in writing not less than ~~[twenty-four (24)]~~ seventy-two (72) hours prior to the meeting via U.S. mail, e-mail, or fax[;], provided, however, that any member who is given oral notice in advance of the meeting shall be deemed to have been given sufficient notice if such member (a) attends the meeting without objection to the notice as provided in Section [7]9.05 hereof or (b) does not attend the meeting but waives in writing the requirements of notice. ~~[Written notice shall be deemed given, if mailed, on the second day from the day of mailing, exclusive of the day of mailing.]~~

[7] 9.05 Attendance Without Objection as Waiver. Attendance by a member of the Board, without objection to notice, at any meeting of the Board, or of any committee thereof, shall constitute waiver of notice of the meeting.

[7] 9.06 Quorum. ~~[Three (3)]~~ Four (4) members of the Board shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the members present at such meeting may adjourn the meeting from time to time, without notice or other announcement at the meeting, until a quorum shall be present.

[7] 9.07 Action by Written Consent as Binding on Board. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if a written consent thereto is signed by all of the members of the Board or of such committee.

Such written consent shall be filed with the minutes of the proceedings of the Board.

[7] 9.08 Definition of Presence. Attendance in person at all meetings is preferred. [The m]Members of the Board, or any committee thereof, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating [in the meeting] can hear each other; [and] such participation shall constitute presence [in person at such meeting]. Furthermore, should the member attend by phone, the member must be acknowledged as being present and participating at least on an hourly basis.

9.09 Attendance Requirements. Members of the Board are expected to attend all regular meetings. Should a member of the Board fail to attend two (2) consecutive regular meetings, absent a showing of good cause, the member will be subject to removal at the discretion of the Board. Even with good cause shown, should any member of the Board fail to attend three (3) consecutive regular meetings conducted by the Board, the member shall be removed from the Board.

9.10 Robert's Rules of Order. The conduct and voting at all meetings of the Board or any committees created thereby shall use as a guide the most recent edition of Robert's Rules of Order.

SECTION 10

Officers

10.01 Officers. The officers of the Board shall consist of a Chairperson and a Vice-Chairperson. All such officers shall serve at the pleasure of the Board and must be voting members to be so selected.

10.02 Vacancies. When any vacancy shall occur in any office by death, removal for cause, resignation, or otherwise, the same may be filled by the Board, and the officer so selected shall hold office at the pleasure of the Board until a successor is selected. Until such time as a vote can be conducted by the Board, the Vice-Chairperson shall act as the temporary Chairperson. In the absence of a Vice-Chairperson, the senior most member of the Board shall serve as a temporary Chairperson of the Board.

10.03 Chairperson. The Chairperson shall be the person selected by the majority vote of the Board as provided in SCR 207(3). Such Chairperson shall hold office at the pleasure of the Board. The Chairperson shall preside over all meetings of the Board and shall discharge all duties required pursuant to SCR 205-215, inclusive, or, as the Board may, from time to time, prescribe. Should a current Chairperson desire to serve an additional term, upon expiration of the current term and expiration of the Vice-Chairperson's term, said member must submit such request to the Board in written form for the Board's consideration.

10.04 Vice-Chairperson. The Vice-Chairperson shall be a member of the Board and shall perform duties of the Chairperson of the Board only in the case of any temporary absence or disability of the Chairperson.

10.05 Succession and Election of Officers. There shall be a Chairperson and Vice-Chairperson elected by the Board. The Chairperson shall serve for no more than two (2) years and shall be elected by the Board at the last meeting of the calendar year. A Vice-Chairperson shall also be elected at the last meeting of the calendar year. Upon expiration of the Chairperson's term, the Vice-Chairperson shall become the Chairperson. The Chairperson, or in the absence of a Chairperson, the Vice-Chairperson, shall preside over all meetings of the Board.

A. Standards for selection of the Chairperson. In selecting the Chairperson of the Board, the following requirements are set forth and will be considered by the Board in its selection of a Chairperson: Such person shall have served on the Board for a minimum of one (1) year, must have prior experience as Chairperson of a committee or demonstrate leadership, and have a willingness to make a time commitment to be responsible and available to review course applications for approval or denial, sign checks, attend Board meetings, and any other reasonable duties as may be requested by the Executive Director.

SECTION [8]11

Committees

[8] 11.01 Authority to Create. The Board may, by resolution, [passed by the Board, consist of] create one or more committees of the Board. Each such committee shall consist of at least one (1) but no more than three (3) members of the Board, and any other person who is [an active member of

~~the State Bar of Nevada] selected by the Board to serve on such committee. [However, no Board shall have the power to act on behalf of the Board unless at least three (3) members of the committee are also members of the Board and vote in favor of such action or resolution of the committee. Any other action taken by such committee will be advisory or investigative only.]~~

[8] 11.02 Committee Powers. ~~[Committees created by the Board shall, to the extent provided in the resolution creating the committee, have and exercise the powers of the Board in the management of certain of the business and affairs of the Board, so long as at least three (3) persons who are members of the Board are also members of the committee and vote in favor of such act to be taken, or power to be exercised, by such committee.]~~ No committee shall, on its own, have the power to act on behalf of the Board. Any action taken by such committee will be advisory or investigative only. Committee recommendations and/or resolutions shall be presented to the entire Board at a properly noticed regular or special meeting of the Board. A vote of at least four (4) members of the Board is required before any action may be taken on any committee recommendation or resolution.

11.03 Standing Subcommittees. The following standing subcommittees are created by the Board in order to ensure a continued review of policy, procedures, and technology:

- A. SCR Review Committee;
- B. Bylaws Review Committee;
- C. Regulation Review Committee;
- D. Operating Manual Committee;
- E. Personnel Manual Review Committee;
- F. Technology Review Committee; and
- G. Any other area deemed to be in need of periodic review and
action.

Each standing subcommittee shall have as its Chairperson, a member of the Board. Each subcommittee shall conduct its review at least once every three (3) years and shall report to the Board on a yearly basis, preferably at the annual budget meeting of the Board.

[8.03] 11.04 Inherent Limitations. No committee created by the Board may:

- A. Adopt, publish, or enforce regulations pertinent to the powers and duties of the Board;
- B. Adopt bylaws to govern the internal affairs of the Board; or
- C. Do any act which is delegated solely to the Board under [Rules] SCR 205-215, inclusive[~~, of the Supreme Court Rules of the State of Nevada~~].

[8.04] 11.05 Names. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board.

~~[8.05 Membership. Unless the Board designates one or more persons as alternate members of any committee, who may replace an absent or disqualified member at any meeting of the committee, the members of any committee present at any meeting and not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint another member of the Board to act at the meeting in the place of the absent or disqualified member of such committee. At such meetings of any such committee, a majority of the members or alternate members of such committee shall constitute a quorum for the transaction of business and the act of a majority of the members or alternate members present at any meeting in which there is a quorum shall be the act of the committee.]~~

[8] 11.06 Term. The term of any committee and of its members shall be specified in the resolution of the Board creating the committee, or in the absence of any specification, shall continue indefinitely until terminated by resolution of the Board.

11.07 Quorum. At committee meetings, the presence of a majority of committee members shall constitute a quorum for transaction of any committee business. Participation by telephone or videoconference shall constitute "presence" of a member of the committee for the purpose of establishing a quorum and conducting business.

11.08 Attendance. Members of each standing subcommittee shall be required to comply with attendance and notice requirements as set forth in Section 9 of these Bylaws.

SECTION ~~[9]~~12

Minutes

The Board~~[, and each committee of the Board,]~~ shall keep regular written minutes of all meetings ~~[held]~~ conducted by the Board ~~[or committee]~~. Such minutes shall be ~~[held]~~ prepared by the Executive Director and presented to the Board for approval. Such minutes shall be held by, and under the custody of, the [Secretary of the Board] Executive Director.

SECTION ~~[10]~~13

Expenses and Compensation

~~[10]~~ 13.01 Expenses. The Board may, in its discretion, provide for reimbursement of reasonable, actual, and necessary expenses incurred in the performance of duties [for each] as a member of the Board, or [any agent or employee of the Board, for his or her reasonable expenses for travel, food, lodging, and other related expenses incurred in the performance of his or her duties as a member of the Board, or] on behalf of any committee thereof, or on behalf of the Board as an agent or employee thereof. See SCR 209.

~~[10]~~ 13.02 Compensation. No sum shall be paid to any member of the Board as a fee for services in attending ~~[the]~~ any meetings of the Board or in discharging any responsibilities or duties required of a member of the Board under ~~[the Supreme Court Rules]~~ SCR 205-215, inclusive, or these Bylaws.

[SECTION 11

Officers

~~11.01 Officers. The officer of the Board shall consist of a Chairman. The Board may, from time to time, select persons to serve as Vice Chairman, Secretary, or Treasurer of the Board. All such officers, except the Chairman, shall serve at the pleasure of the Board.~~

~~11.02 Vacancies. Except for the Chairman, when any vacancy shall occur in any office by death, removal, resignation, or otherwise, the same may be filled by the Board, and the officer so elected shall hold office at the pleasure of the Board until his or her successor is chosen and qualified. If a vacancy occurs in the office of Chairman, the Vice Chairman, or in the absence of a Vice Chairman the senior member of the Board, shall immediately advise the President of the State Bar of Nevada of such vacancy and request that such vacancy be filled at the earliest practical time by the Board of Governors. Until such vacancy is filled, the Vice Chairman, or in the absence of a Vice Chairman, the senior member of the Board, shall serve as the temporary Chairman of the Board.~~

~~11.03 Chairman. The Chairman shall be the person selected to serve as Chairman by the Board of Governors of the State Bar of Nevada as provided in Rule 207(3) of the Supreme Court Rules of the State of Nevada. Such Chairman shall hold office at the pleasure of the Board of Governors. The Chairman shall preside at all meetings of the Board and shall discharge all duties required of the Chairman under Rules 205-215, inclusive, of the Supreme Court Rules of the State of Nevada or, as the Board may, from time to time, prescribe.~~

~~11.04 Vice Chairman. The Vice Chairman shall be a member of the Board and shall be selected by the Board. The Vice Chairman shall perform duties of the Chairman only in the case of any temporary absence or disability of the Chairman.~~

~~11.05 Secretary. The Secretary shall be a member of the Board and shall be selected by the Board. The Secretary shall keep and maintain a complete record of the proceedings of the meetings of the Board. The Secretary shall be the custodian of the records and shall, to the extent required or requested by the Chairman, give all notices required to be given on behalf of the Chairman or of the Board and~~

~~shall discharge all other duties as the Board may, from time to time, prescribe.~~

~~11.06 Treasurer. The Treasurer shall be a member of the Board and shall be selected from the Board. The Treasurer shall keep a current and complete record of all accounts, showing accurately at all times the financial condition of the Board. The Treasurer shall immediately deposit all funds of the Board coming in the possession of the Treasurer in a reliable depository to be designated by the Board, and shall furnish at the meetings of the Board, or whenever requested by the Board of Governors of the State Bar of Nevada or the Supreme Court of the State of Nevada, a statement of the financial condition of the Board. The Treasurer shall discharge all other duties as the Board may, from time to time, prescribe.]~~

SECTION ~~[12]~~14

Executive Director and Assistant Executive Director

~~[12]~~ 14.01 Employment. The Board may, in its discretion, employ a person to serve as Executive Director of the Board. The Executive Director shall not be a member of the Board and need not be an attorney. ~~[The Executive Director need not be an active member of the State Bar of Nevada, as the term is defined under Rule 78 of the Supreme Court Rules of the State of Nevada.]~~ The Board may, in its discretion, also employ a person to serve as the Assistant to the Executive Director.

~~[12]~~ 14.02 Compensation. The Executive Director, and the Assistant to the Executive Director, may be paid such compensation as the Board, in its discretion, shall determine.

~~[12]~~ 14.03 Duties.

A. Executive Director. The duties of the Executive Director shall be ~~[such duties as shall be]~~ prescribed and reviewed by the Board in order to ensure compliance with SCR 208. The Executive Director shall perform such other duties as the Board shall, from time to time, delegate to the Executive Director. Specific duties shall be set forth in the Board's Operating Manual. ~~[Such duties may include, but not be limited to:~~

- ~~A. Assisting the Secretary in keeping and maintaining accurate minutes of all meetings of the Board, or any committees thereof;~~
- ~~B. Maintaining an accurate and current list of all persons who are active members of the State Bar of Nevada, as the term is defined in Rule 78 of the Supreme Court Rules of the State of Nevada.~~
- ~~C. Handle all correspondence on behalf of the Board;~~
- ~~D. Process all applications for, and make recommendations upon, applications for:~~
- ~~(1) Approval of individual courses for accreditation;~~
 - ~~(2) Approval for Board accredited sponsorship status;~~
 - ~~(3) Exemptions to Rules 205-215, inclusive; and~~
 - ~~(4) Any other applications made by active members of the State Bar of Nevada.~~
- ~~E. Monitor compliance by active members of the State Bar of Nevada with respect to:~~
- ~~(1) Rules 205-215, inclusive, of the Supreme Court Rules of the State of Nevada;~~
 - ~~(2) Regulations adopted by the Board pursuant to Rule 208 of the Supreme Court Rules of the State of Nevada.~~
- ~~F. Keep and maintain an accurate record of receipts and disbursements of the Board;~~
- ~~G. Perform such other duties as the Board shall, from time to time, delegate to the Executive Director.]~~

B. Assistant Executive Director. The duties of the Assistant Executive Director shall consist of such duties as are prescribed and reviewed by the Executive Director. The Assistant Executive Director will perform such other duties as the Executive Director shall, from time to time, delegate to the Assistant Executive Director.

[12] 14.04. Other Staff. The Board may employ staff personnel other than the Executive and the Assistant Executive Director, for such term or terms, and for such compensation, as the Board may prescribe. The Executive Director shall be responsible for insuring that the duties of such staff personnel are properly discharged.

SECTION [13]15 [Miscellaneous] Financial Matters

[13] 15.01 Bank Accounts. Bank accounts in the name of the Board may be opened in ~~[a reliable depository located in the State of Nevada, at such time, and in such accounts, as the Board may, from time to time, determine]~~ an FDIC-insured depository and may not exceed FDIC insurance limits.

[13] 15.02 Withdrawal of Funds. Funds of the Board shall be withdrawn from such accounts as described in section 15.01, ~~[any depository]~~ upon the written signature of such person or persons as shall be determined by the Board.

15.03 Annual Budget. The Executive Director will develop a draft annual budget for review and approval by the Board at its annual budget meeting.

15.04 Fiscal Accountability. The Executive Director shall promptly deposit all monies received on behalf of the Board, shall provide a statement of financial condition of the Board upon request by the Board, and shall conduct, or cause to be conducted by a certified accounting agency, an annual audit. Such audit will be presented to the Board at the annual budget meeting.

SECTION 16
Retention of Attorney Records

The Executive Director shall keep and maintain all attorney records for a period of ten (10) years. At the end of such ten-year (10-year) period, such records may be destroyed.

SECTION [14]17
Indemnity and Insurance

[14] 17.01 Indemnification. Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that ~~[he or a]~~ such person or a person of whom [he] such person is the legal representative is or was an officer of the Board, shall be indemnified and held harmless by the Board to the fullest extent legally permissible ~~[under the laws of the State of Nevada, as amended from time to time]~~, against all expenses, liabilities, and losses (including attorneys' fees, judgments, fines, and amounts paid in settlement) reasonably incurred or suffered by ~~[him]~~ the member in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any ~~[b]~~ Bylaws, agreement, provision of law, or otherwise, as well as their rights under this [article] Bylaw.

[14] 17.02 Liability Insurance. The Board may cause the Board to purchase and maintain insurance on behalf of any person who is or was a member of the Board or is or was serving at the request of the Board as an agent or employee of the Board, whether or not the Board has indemnified such person.

[14] 17.03 Fidelity Insurance. The Board may cause any person to obtain, or the Board may obtain at its own expense, fidelity insurance for any member of the Board, or for any agent or employee of the Board, as the Board may deem appropriate.

SECTION ~~[15]~~18
Amendments

~~[15]~~ 18.01 By the Board. Any proposed amendments of the Board's Bylaws ~~[of]~~ requires that the Board be provided with notice and a copy of the proposed amendment(s) at least ten (10) days immediately preceding the Board meeting at which the Board votes on the proposed amendment(s) unless two-thirds of the entire Board waives the notice requirement. The Board's Bylaws may be amended ~~[at any time]~~ by affirmative vote of a majority ~~[of the members]~~ of the Board[,] at any regular meeting or at any special meeting of the Board ~~[regularly]~~ called for that purpose. ~~[and held, or by written consent of all members of the Board.]~~

~~[15]~~ 18.02 By the Nevada Supreme Court. Pursuant to SCR ~~[Under Rule] 208(10), [of the Supreme Court Rules of the State of Nevada, the Nevada Supreme]~~ the Court may ~~[disapprove or modify any bylaws adopted by the Board at any time. Upon such disapproval or modification, the Bylaws shall be deemed amended accordingly.]~~ order the Board to review these Bylaws and report to the Court concerning any proposed amendments thereto. Absent such a Court order, the Board may amend its Bylaws without prior Court approval.

SECTION 19
Exigent Circumstances

If, because of exigent circumstances, compliance with any of these Bylaws would hinder the Board's performance of its duties under SCR 205-215, the Board may, upon a majority vote, waive such compliance.

SECTION ~~[16]~~20
Severability

A determination by a court of competent jurisdiction that any portion of the Bylaws is invalid or unenforceable shall not be a determination that any other portion of the Bylaws is invalid or not enforceable. Any portion of these Bylaws not determined to be invalid or unenforceable shall continue in full force and effect.

