

SECOND AMENDED AND RESTATED BYLAWS

REAL PROPERTY SECTION OF THE STATE BAR OF NEVADA

Preamble. The Real Property Section of the State Bar of Nevada ("*Section*") was formed and its Bylaws approved in January 2008. The Bylaws were amended by (i) a First Amendment to the Bylaws dated July 20, 2010, and (ii) Amended and Restated Bylaws dated September 24, 2013. The Section now amends and restates its Bylaws as follows:

ARTICLE I NAME AND PURPOSE; LIMITATIONS

1.1 Name. The Section shall be known as the Real Property Section of the State Bar of Nevada (the "*State Bar*").

1.2 Purpose. The purposes of the Section are:

a. To enhance the role and skills of Nevada lawyers engaged in the practice of real property law through study, collection, development and dissemination of materials on subjects of interest to real property law practitioners, including the publication of materials and scholarly articles.

b. To assist in the formation, administration and implementation of programs, forums and other activities for the education of Nevada lawyers in matters pertaining to real property laws, regulations and court decisions.

c. To recognize and discuss means of improving the law and the practice of law in the field of real property.

d. To act upon all matters germane to its purpose as so described or referred to it by the Board of Governors of the State Bar (the "*Board of Governors*").

1.3 Action of the State Bar of Nevada. No action of the Section shall be represented or construed as the action of the State Bar until the same has been approved by the Board of Governors.

1.4 Limitations; Specific Activities Not Authorized. The Section may not:

a. Take positions on political or social issues which do not relate to or affect the practice of law or the administration of justice;

b. Support or oppose, in an election, candidates for public office; or

c. Use section funds to support or oppose any political campaign.

ARTICLE II
MEMBERSHIP

2.1 Membership qualifications. Any member in good standing with the State Bar may be a member of the Section ("*Section Member*"). The Executive Committee may also invite professors of any tenure at any university or college in Nevada with law degrees to become "*Honorary Section Members*" upon payment of the same dues as other Section Members. Honorary Section Members shall have the same rights as Section Members.

2.2 Membership rights. Section Members have the following rights:

- a. To attend general membership meetings and meetings of the Executive Committee;
- b. To vote, if eligible under Section 3.6;
- c. To hold office; and
- d. To participate in all activities of the Section not prohibited or assigned in accordance with the Bylaws.

2.3 Dues. Dues for membership in the Section shall be in an amount set by the Executive Committee and approved by the Board of Governors, payable upon enrollment and thereafter annually no later than March 1. Dues are not prorated. Fees shall be paid to the State Bar, along with all other funds generated by this Section, and appropriately accounted for by the Accounting Department of the State Bar in conjunction with the Treasurer of the Section.

2.4 Term. The term of membership in the Section shall be for the calendar year in which dues are paid. Membership shall commence upon payment of the prescribed dues for the year.

2.5 Delinquency. Any Section Member whose annual dues are more than two (2) months past due shall thereupon cease to be a member of the Section.

ARTICLE III
MEETINGS OF THE MEMBERSHIP

3.1 Annual Meeting. A meeting of the Section Members shall be held at least annually at a time and place to be determined by the Executive Committee (the "*Annual Meeting*").

3.2 Notice. Written or electronic notice of each meeting of the Section Members specifying the time and place shall be given to each Section Member no less than fifteen (15) days before the meeting. Notice of the meeting shall state the location, date and time of the meeting and shall include an agenda and any call or log in information. A written waiver signed by any Section Member shall be equivalent to notice as herein provided.

3.3 Meetings Generally. Meetings of the Section Members may occur in person or through electronic communications, videoconferencing, teleconferencing or other available technology which allows the members to communicate simultaneously or sequentially. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting for the purposes of establishing a quorum and conducting business.

3.4 Quorum; Voting. Ten (10) Section Members or ten percent (10%) of the total number of Section Members (whichever is less), shall constitute a quorum at any meeting of the Section Members, including the Annual Meeting. Each Section Member shall have one (1) vote. The consent or approval of Section Members may be by written proxy or written or electronic ballot.

3.5 Controlling Vote. Action of the Section shall be by majority vote of the Section Members present.

3.6 Voting Eligibility. Any member of the State Bar and Section whose good standing can be certified by official State Bar records prior to the time of voting and who is current with his or her membership dues shall be eligible to vote.

3.7 Agenda. The matters of business to be transacted at the Annual Meeting shall include (i) election of Executive Committee members, (ii) the Treasurer's financial report required by Section 5.7(b), and (c) the Chair's report on the activities of the Section during the prior year (the "*Annual Report*"). The agenda shall consist of other matters as decided by the Chair or Executive Committee.

3.8 Alternate Forms Of Voting. The Executive Committee may direct that a matter be submitted to the Section Members for a vote by alternate means, including mail or e-mail. In that event, binding action of the Section shall be by a majority of the votes received from Section Members in accordance with rules fixed by the Executive Committee.

ARTICLE IV

EXECUTIVE COMMITTEE

4.1 Duties and Powers. The Section shall be governed by an executive committee (the "*Executive Committee*") of fifteen (15) members ("*EC Members*"), which shall control and manage the policies, programs, business and property of the Section. The policies of the Executive Committee shall be consistent with the policies set by the Board of Governors. Without limiting the foregoing, the Executive Committee shall (i) adopt procedures for establishing, implementing and reviewing priorities in the allocation of resources and (ii) establish and appoint officers and members to appropriate committees, as the Executive Committee shall from time to time determine as appropriate or necessary.

4.2 EC Members; Nomination; Election. EC Members must be Section Members. EC Members shall be elected at the Annual Meeting by the Section Members from among those nominated by the Section. Nominations for Executive Committee membership may be made either (i) by the Executive Committee acting as a nominating committee or (ii) by a petition signed by at least three (3) Section Members and submitted to the Executive Committee no later than twenty (20) days before the date of the Annual Meeting. The Executive Committee acting

as a nominating committee shall strive to achieve an Executive Committee representative of the diversity of the State Bar membership as well as the diverse types of real estate law practices and practitioners in the state, including diverse geographical areas, different sizes of law firms, in house and attorneys employed by state or local government. EC Members shall receive no compensation for services but may be reimbursed for expenses as provided in Section 9.4 of these Bylaws.

4.3 Term of Office. Each EC Member shall be elected for a term of four (4) years. Except as provided in Section 4.8 regarding vacancies, the term of office of each EC Member shall commence on the day the EC Member is elected by the Section Members and shall continue until the earlier of the death, resignation, disqualification of the EC Member or until Section Members elect a successor.

4.4 Regular Meetings; Quorum. Regular meetings of the Executive Committee shall be called by the Chair at least quarterly. Notice of such meetings shall be given to EC Members and Section Members at least three (3) days before the meeting by mail or electronically. The Executive Committee may schedule additional regular meetings, and no further notice shall be necessary for such regular meetings. EC Members desiring to submit an item to be included on a meeting agenda should submit it to the Chair or Secretary on a timely basis. At meetings of the Executive Committee, a majority of its members shall constitute a quorum for the transaction of any business of the Committee. Voting by proxy shall not be allowed.

4.5 Special Meetings of the Executive Committee. The Chair may, and upon request of three (3) EC Members, shall call a special meeting of the Executive Committee. Written notice of such meeting shall be given to EC Members at least five (5) days before the meeting by mail or electronically.

4.6 Resignation. An EC Member may resign by giving written notice to the Executive Committee.

4.7 Removal. An EC Member may be removed upon the vote of two-thirds (2/3) of the Executive Committee or a vote of the Section Members.

4.8 Absenteeism. If any EC Member shall fail to attend two consecutive meetings of the Executive Committee, his or her office shall be automatically vacated, unless excused upon good cause accepted by the Executive Committee.

4.9 Vacancies. Any vacancy in membership on the Executive Committee occurring prior to the expiration of the term of the EC Member shall be filled by the Executive Committee for the unexpired term.

4.10 Meetings Generally. Meetings of the Executive Committee may occur in person or through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the members to communicate simultaneously or sequentially. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting for the purposes of establishing a quorum and conducting business. Notice of the

meeting shall state the location, date and time of the meeting and shall include an agenda and any call or log in information. A written waiver signed by any EC Member shall be equivalent to notice as herein provided.

4.11 Poll of Executive Committee. The Chair may, and upon request of three (3) EC Members, shall submit in writing or electronically to each of the EC Members a proposition upon which the Executive Committee may be authorized to act, and the EC Members may vote upon the proposition either by written ballot, by telephone or e-mail vote, confirmed in writing which may be accomplished by electronic means.

4.12 Executive Committee Authority. Between meetings of the Section, the Executive Committee shall have full power to perform all acts and functions which the Section itself might perform.

ARTICLE V

SECTION OFFICERS

5.1 Section Officers. The officers of the Section shall be a Chair, Vice-Chair, Secretary and Treasurer and such other officers as the Executive Committee deems necessary or desirable, such as an assistant secretary or an assistant treasurer. No officer shall hold more than one office at the same time.

5.2 Term of Office. Officers shall serve a term of one year. Annually on or before January 1 of each year, the Executive Committee shall elect the officers for the upcoming year from among the EC Members. In addition to the above officers, the Chair may designate a recording secretary who need not be a Section Member. Officers shall continue in office until the earlier of the death, resignation, disqualification of such officer or his or her successor is appointed.

5.3 Vacancies. In the event of a vacancy among the officers, the Executive Committee may appoint a successor to fill the unexpired term.

- 5.4 Chair.** The Chair shall:
- a. Preside at all of the meetings of the Executive Committee and the Section;
 - b. Serve as an ex officio member of all committees;
 - c. Plan and supervise the programs of the Section, subject to the direction and approval of the Executive Committee;
 - d. Carry out decisions of the Executive Committee and supervise the performance of all duties of the Section;
 - e. Keep the Executive Committee and Section Members duly informed of Section activities;

f. Perform such other duties and acts as are necessary and proper to the office or as may be designated by the Executive Committee;

g. Deliver the Annual Report to the Board of Governors for availability at the annual meeting of the State Bar; and

h. Be vested with any and all powers and duties necessary to fulfill the office of the chief executive of the Section.

5.5 Vice Chair. The Vice Chair shall:

a. Serve as an ex officio member of all committees; and

b. Be vested with any and all powers and duties necessary to fulfill the office of Vice Chair, including the powers and duties of the Chair in his or her absence.

5.6 Secretary. The Secretary shall:

a. Record and maintain, or cause to be recorded and maintained, minutes of all meetings of the membership and the Executive Committee;

b. Send, or cause to be sent, written notice of all meetings of the membership and the Executive Committee;

c. Keep and maintain copies of notices, agenda, minutes, attendance and other written records or items from the meetings; and

d. Be vested with any and all powers and duties necessary to fulfill the office of corporate secretary.

5.7 Treasurer. The Treasurer shall:

a. Keep and maintain, or cause to be kept and maintained, adequate and correct records of the Section's budget, receipts and disbursements;

b. Render, or cause to be rendered, to the Section Members at each Annual Meeting and to the EC Members at each regular meeting of the Executive Committee, or upon request, an account of the financial status of the Section;

c. Prepare an annual Section budget for approval by the Executive Committee; and

d. Have other powers and duties prescribed by the Chair or Executive Committee and be vested with any and all powers and duties necessary to fulfill the office of treasurer.

ARTICLE VI
COMMITTEES

6.1 Committees. The Executive Committee is authorized to establish, or to empower the Chair of the Section to establish such committees as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section. In establishing a new committee, the Executive Committee shall state in writing the area of its proposed activities. No action of any Section committee shall be effective until approved by the Executive Committee or by the Section.

6.2 Committee Organization. Each committee shall have a chair and such other officers as determined by the Executive Committee or the committee. Officers shall be selected by, and serve at the pleasure of, the Executive Committee or the committee itself as shall be determined by the Executive Committee. The committee officers shall have such powers and duties as the Executive Committee may from time to time determine. Unless otherwise provided by the Executive Committee, five (5) committee members or twenty percent (20%) of the total number of committee members (whichever is less), shall constitute a quorum at any meeting of the committee. Committee meetings may occur in person or through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the members to communicate simultaneously or sequentially. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting for the purposes of establishing a quorum and conducting business.

6.3 Advisors. Unless the Executive Committee determines otherwise, the chair of each committee shall have discretion to include technical advisors or the like, who are not Section Members, as members of such committee.

ARTICLE VII
AMENDMENT OF BYLAWS

Amendments to these Bylaws require approval by the Section Members, provided the proposed amendment shall first have been approved by the Executive Committee. Such amendment shall become effective upon approval by the Board of Governors. Notwithstanding the foregoing, these Bylaws may be amended at any time by the Board of Governors on its own motion.

ARTICLE VIII
LEGISLATION; AMICUS BRIEFS AND CLE PROGRAMS

8.1 Legislation. The Section may draft or propose to support or oppose the adoption of legislation by the Nevada State Legislature if the Section's proposed legislation or position on legislation is consistent with its purpose and (1) relates closely and directly to the administration of justice; (2) involves matters which are not primarily political and as to which evaluation by lawyers would have particular relevance if not related closely and directly to the administration of justice; or (3) comes within the Section's special expertise and jurisdiction. Any proposed legislative position must be adopted by the Section pursuant to this Section and Section 7.10 of the State Bar of Nevada Bylaws (as the same may be amended, including any successor

provision) ("*Section 7.10*"). No committee of this Section is permitted to present the draft legislation or the proposal to the Board of Governors; only the Executive Committee may do so and only after the draft legislation or proposal is approved by the Executive Committee. If the Executive Committee approves the draft legislation or the taking of the position pursuant to these Bylaws, a representative of the Section approved by the Executive Committee must present the draft legislation or legislative position to the Board of Governors for review pursuant to Section 7.10. The Section's support or opposition of legislation shall be consistent with the action taken by the Board of Governors and Section 7.10.

8.2 Amicus Curiae Briefs. If the Section wishes to enter an amicus curiae appearance, approval must be obtained from the Board of Governors. The request must be in writing and must include a synopsis of the question involved, the posture of the case, the position to be taken in the amicus appearance, and the anticipated cost of appearing amicus curiae including lawyer fees, if any. The question involved must be directly or substantially affect admission to the practice of law, discipline of members of the bench or bar, the method selecting members of the judiciary or other questions of substantial interest to the State Bar or the Section. If the Board of Governors approves the filing of an amicus curiae brief appearance by a committee, the State Bar will pay any costs for the appearance.

8.3 Continuing Legal Education. All educational projects of the Section for which CLE credits will be sought must be submitted to the Continuing Legal Education Department of the State Bar for approval. The Continuing Legal Education Department will administer and coordinate all such projects with the Section. Net profits or losses of such projects will be divided in a manner consistent with the approved policies of the Board of Governors.

ARTICLE IX **FINANCES**

9.1 Receipts and Expenditures. The State Bar will assess and collect Section dues at the same time that State Bar membership dues are collected; all other Section receipts shall be paid to the State Bar. All Section dues and other receipts shall be used for the purposes of defraying costs and expenses of the Section or such other purposes as the Executive Committee may approve, consistent with the policies of the Board of Governors. The Section shall not maintain a separate bank account. All expenditures shall be handled by the State Bar. The Accounting Department of the State Bar, in conjunction with the Treasurer of the Section, shall appropriately account for all dues, fees and expenditures in the Section's monthly financial statement provided by the State Bar. Interest on Section accounts accrues to the State Bar's General Fund and is used to offset the administration for State Bar sections. Section programs that utilize additional staff time for programs or services (i.e. CLE or administration) may be charged an additional fee by the State Bar.

9.2 Section Budgets. Each year the Section shall submit its proposed budget to the Board of Governors for approval. Section revenues shall rollover from one year to the next.

9.3 Financial Obligations. The Executive Committee is authorized to approve the payment of all financial obligations of the Executive Committee and the Section.

9.4 Compensation of Expenses. No salary or other compensation shall be paid to any Section Member, EC Member, or committee member for performance of services to the Section. However, the Section Members, EC Members, or committee members may be reimbursed for such reasonable and necessary telephone expenses, reproduction expenses, travel expenses and other similar out-of-pocket expenses which are incurred as a result of the performance of such services and as are specifically authorized by the Chair or Treasurer or the Section.

ARTICLE X
MISCELLANEOUS

10.1 General Provision Regarding Meetings and Voting.

a. Whenever all persons entitled to vote at any meeting, whether of Section Members, EC Members, or any Section committee, consent, either by:

- (1) A writing on the records of the meeting or filed with the Secretary;
- (2) Presence at such meeting and oral consent entered on the minutes; or
- (3) Taking part in the deliberations at such meeting without objection,

the doings of such meeting shall be as valid as if had at a meeting regularly called and noticed.

b. At such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time.

c. If any meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of the meeting may be ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all parties having the right to vote at such meeting.

CERTIFICATION

I hereby certify that the foregoing Second Amended and Restated Bylaws of the Real Property Section of the State Bar of Nevada was approved by a majority of the Section Members on the 19th day of March, 2019 and by the Board of Governors on April 24, 2019.



Matthew E. Watson, Secretary