

**BYLAWS OF  
TRAUMA INTERVENTION PROGRAM,  
TIP OF SOUTHERN NEVADA, INC.**

**A Nevada Nonprofit Corporation for Public Benefit**

**ARTICLE I  
NAME**

The name of this corporation (the “Corporation”) shall be:

TRAUMA INTERVENTION PROGRAM, (TIP) OF SOUTHERN  
NEVADA, INC.

**ARTICLE II  
OFFICES**

**Section 2.1. Principal Office.** The principal office for the transaction of the business of the Corporation (“Principal Executive Office”) is located in the State of Nevada, County of Clark, and City of Las Vegas. The directors may change the Principal Executive Office from one location to another.

**Section 2.2. Other Offices.** The Corporation may establish such other office or offices and conduct its affairs both within and without the State of Nevada, as its Board of Directors determines to be necessary or expedient to carry out the purposes of this Corporation.

**ARTICLE III  
NONPARTISAN ACTIVITIES**

**Section 3.1. Permitted Activities.** The Corporation, in addition to the powers conferred upon it by its Articles of Incorporation and under Chapter 82 of the Nevada Revised Statutes as the same now exists or as may hereafter be amended, including any corresponding provision(s) of any succeeding law (hereinafter “NRS Chapter 82”) or otherwise under the laws of the State of Nevada, shall have and be vested with the following powers:

(a) To receive, acquire, hold manage, administer, and expend property (real, personal, or mixed) and funds for the objects and purposes, as defined in the Articles of Incorporation and in Article XIII hereof, for which the Corporation is formed including, without limitation, the assistance and support of other charitable institutions, associations, corporations, organizations and undertakings;

(b) To receive property and funds by gift, bequest, devise, or otherwise and with or without specification of purpose; but, if no purpose is specified, the property or funds so

received shall, nevertheless, be held upon the trust that the same shall be used for the objects and purposes for which the Corporation is formed;

(c) To purchase, acquire, hold, own and enjoy, sell, transfer, assign, lease or sublease, mortgage or otherwise encumber and dispose of any and all and every kind of real and personal property as may be necessary to effect the objects and purposes of the Corporation;

(d) To draw, make, execute, issue, accept, endorse, and guarantee promissory notes, bills of exchange, drafts, warrants, certificates, and any other types of negotiable or non-negotiable instruments for any purpose that furthers the objects and purposes for which the Corporation is formed; and

(e) To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient to achieve or further the objects and purposes of the Corporation, except that which is inconsistent with the laws of the State of Nevada.

The foregoing Section 3.1 shall be construed as a part of the purposes and powers of this Corporation, and it is expressly intended that said purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, term or paragraph herein contained, except as to limitations imposed upon nonprofit corporations for a tax-exempt status.

**Section 3.2 Prohibited Activities.** At all times and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

(a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation as described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible for federal income, estate, and gift tax purposes under Sections 170(a), 2055(a), and 2522(a) of the Internal Revenue Code, nor shall the Corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(3) of the Internal Revenue Code;

(b) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code;

(c) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit;

(d) No substantial part of the activities of the Corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local commission or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or

urging the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation); nor shall the Corporation directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(e) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Nevada, or any other jurisdiction in which its activities are conducted;

(f) No solicitation of contributions to the Corporation shall be made; and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that, in the opinion of the Board of Directors, may cause the Corporation to lose its federal income tax exemption; and

(g) Pursuant to the prohibition contained in Section 501(c)(3) of the Internal Revenue Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual, except that the corporation may pay reasonable compensation to persons for services rendered.

#### **ARTICLE IV MEMBERSHIP**

**Section 4.1. Determination of Members.** This Corporation shall make no provision for members and any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

#### **ARTICLE V ELECTION OF THE DIRECTORS**

**Section 5.1. Nominations and Solicitations for Votes.**

A. **Election of Board.** Directors shall be elected to the board by the presiding board of directors. The candidates will go through an interview process which will include any current members of the Board who are able to attend. A minimum of two directors shall be present at the interview; one to include the CEO. The Board will then vote on the possible inclusion of the applicant. Qualified persons may submit their name and resume for election to the Board anytime a vacancy exists.

## **ARTICLE VI DIRECTORS**

### **Section 6.1. Powers**

A. **General Corporate Powers.** Subject to the provisions of NRS Chapter 82 and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

B. **Specific Powers.** Without prejudice to those general powers, and subject to the same limitations, the directors shall have the power to:

1. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation;

2. Change the Principal Executive Office or the principal business office in the State of Nevada from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Nevada; and designate any place within or outside the State of Nevada for holding of any members' meeting or meetings, if necessary, including annual meetings;

3. Adopt, make, and use a corporate seal; prescribe forms of membership certificates; if necessary, and alter the form of the seal and certificates; and

4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.

**Section 6.2. Number and Qualification of Directors.** The Corporation shall have not less than seven (7) or more than seventeen (17) directors, and collectively they shall be known as the board of directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of new Bylaw in the manner set forth.

**Section 6.3. Election and Term of Office of Directors.** Directors will be elected at the annual meeting for two (2) year terms. Directors may be re-elected for a maximum of eight (8) terms. After serving eight (8) terms, a director must rotate off the board for a minimum of one (1) year before being reconsidered for reelection to the board. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold offices until expiration of the term for which elected and until a successor has been elected and qualified.

## **Section 6.4. Vacancies.**

A. **Events Causing Vacancy.** A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:

1. The death, resignation, or removal of any director;
2. The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment to have breached a legally imposed duty under NRS Chapter 82;
3. The vote of the directors to remove a director; or
4. The increase of the authorized number of directors.

B. **Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

C. **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

D. **Restriction on Interested Directors.** Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is:

1. Any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**Section 6.5. Place of Meetings, Meetings by Telephone.** Regular meetings of the board of directors may be held at any place within or outside the State of Nevada that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the Principal Executive Office of the Corporation. Special

meetings of the board shall be held at any place within or outside the State of Nevada that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the Principal Executive Office of the Corporation. Notwithstanding the above provisions of this Section 6.5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

**Section 6.6. Meetings of the Directors.** Not less than two (2) times a year, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

**Section 6.7. Special Meetings.**

A. **Authority to Call.** Special meetings of the board of directors for any purpose may be called at any time by the chairperson of the board, the chief executive officer, the secretary, or any two directors.

B. **Notice.**

1. **Manner of Giving.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid or (e) by electronic transmission such as email.

2. **Time Requirements.** Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

3. **Notice Contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the Principal Executive Office of the Corporation.

**Section 6.8. Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.11 of Article VI. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of NRS Chapter 82, especially those provisions relating to: (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially presented may continue to transact business notwithstanding the withdrawal of

directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 6.9. Waiver of Notice.** The transactions of any meeting of the board of directors however called and noticed or wherever held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of notice.

**Section 6.10. Adjournment.** A majority of the directors present, whether or not constituting a forum, may adjourn any meeting to another time and place.

**Section 6.11. Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 6.12. Action without Meeting.** Any action required or permitted to be taken by the board of directors may be taken without a meeting, if super majority members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

**Section 6.13. Fees and Compensation of Directors.** Directors and members of committees may receive such compensation, if any, for their services, and reimbursement of expenses, as may be determined by resolution of the board of directors to be just and reasonable.

## **ARTICLE VII COMMITTEES**

**Section 7.1. Committees of Decision.** The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the board. Committees of the board may also include members of the community who are not directors of the board. The chairperson of the board will be an ex officio member of all committees and will be responsible for appointing a chair to each committee. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

A. Take any final action on matters which, under NRS Chapter 82 also requires members' approval or approval of the outstanding shares, if applicable;

B. Fill vacancies on the board of directors or in any committee;

- C. Fix any compensation of the directors for serving on the board or on any committee;
- D. Amend or repeal bylaws or adopt new bylaws;
- E. Amend or repeal any resolutions of the board of directors which by its express terms is not so amendable or repealable;
- F. Appoint any other committees of the board of directors or the members of these committees;
- G. Expend corporate funds to support a nominee for director after there are more people nominated for directors than can be elected; and
- H. Approve any transaction: (1) to which the Corporation is a party and one or more directors have a material financial interest, or (2) between the Corporation and one or more of its directors or between the Corporation and any person in which one or more of its directors have a material financial interest.

## **ARTICLE VIII OFFICERS**

**Section 8.1. Officers.** The officers of the Corporation shall be a chairperson of the Board, a Chief Executive Officer, a Treasurer and a Secretary. No two offices may be held concurrently by the same person.

**Section 8.2. Selection of Officers.** Officers shall be appointed by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever occurs first. The initial group of officers will be appointed by the current board of directors at the initial directors' meeting.

**Section 8.3. Removal of Officers.** Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board or, except in the case of an officer on whom such power of removal may be conferred by the board of directors.

**Section 8.4. Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at a later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.



**Section 8.5. Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

**Section 8.6. Duties of the Officers.**

A. **The Chairperson of the Board** shall see that the Bylaws of the corporation and such rules and regulations of the Corporation, as the board of directors may adopt from time to time, are enforced. The chairperson shall supervise, generally, the affairs of the corporation. The chairperson shall conduct regular meetings of the Board and call special meetings when necessary. The chairperson shall serve as chairperson of the executive committee and generally supervise the other officers of the Board.

B. **The Chief Executive Officer** works closely with the chairperson and oversees the day-to-day operation of the organization. The chief executive officer implements the policies and procedures adopted by the Board. The chief executive officer hires and supervises staff.

C. **The Treasurer** shall oversee the financial affairs of the Corporation. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements as well as ensure a financial report is prepared for each meeting of the board of directors. The treasurer shall be responsible for ensuring that the development and implementation for adequate financial controls is ongoing. The treasurer shall be responsible for overseeing the development of the annual budget and for making recommendations to the board regarding adoption of the budget.

D. **The Secretary** shall handle correspondence and shall keep, or cause to be kept, accurate minutes of the regular meetings. The secretary is responsible for notifying board members of upcoming meetings and for sending members the agenda for the upcoming regular board meeting and minutes from the previous meeting.

**ARTICLE IX  
RECORDS AND REPORTS**

**Section 9.1. Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its Principal Executive Office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection.

**Section 9.2. Maintenance and Inspection of Other Corporate Records.** The accounting books, records, and minutes of proceedings of the board of directors and any committee(s) of the board of directors shall be kept as such place or places designated by the board of directors or, in the absence of such designation, at the Principal Executive Office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

**Section 9.3 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical

properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**Section 9.4 Annual Report.** The Corporation shall provide to the directors within 120 days of the close of its fiscal year, a report continuing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by NRS Chapter 82.

## **ARTICLE X FINANCIAL SUPPORT OF THE CORPORATION**

Financial support of the Corporation shall be government funds, public donations and contributions, grants from private foundations, and grants from corporations.

## **ARTICLE XI CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in NRS Chapter 82 shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender indicates the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

## **ARTICLE XII AMENDMENTS**

These Bylaws may be adopted, amended, or repealed by the board of directors.

**ARTICLE XIII**  
**PURPOSE**

The purpose of this corporation is to ensure that victims of traumatic events receive the emotional and practical support they need immediately following the traumatic occurrence by educating emergency first responders and citizens in principles and techniques of victimology and trauma intervention.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected Secretary of Trauma Intervention Program, TIP of Southern Nevada Inc., a Nevada nonprofit corporation (hereinafter, the "Corporation").

2. That the foregoing Bylaws, comprising \_\_\_\_\_ (\_\_) pages, excluding this page, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors by way of Written Consent on the \_\_\_\_\_ day of \_\_\_\_\_, 201\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 201\_.

(SEAL)

\_\_\_\_\_  
\_\_\_\_\_, Secretary