

Technology Student Association



"Learning To Live In A Technical World!"

Nevada Technology Student Association, Inc. Corporate Bylaws

Nevada Technology Student Association, Inc.

Corporate Bylaws

These Corporate Bylaws govern Nevada Technology Student Association, Inc. hereinafter referred to as “Nevada TSA” and the operations, finance, and policies of the corporation. The Corporate Bylaws can only be changed by the Board of Directors.

ARTICLE I: PURPOSE

Section 1.1 Organization

Nevada Technology Student Association, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 1.2 Purpose

The purpose of Nevada TSA shall be to assist the official Technology Student Association charter authorizer, as identified by the constitution and bylaws of TSA, an incorporated nonprofit corporation, in programmatically delivering the Mission, Goals, Creed, and Motto of TSA throughout the State of Nevada with the Nevada Department of Education being the charter holder.

Section 1.3 Mission

The mission of Nevada TSA shall be to enhance personal development, leadership, and career opportunities in science, technology, engineering, and math (STEM), whereby members apply and integrate these concepts through intracurricular activities, competitions, and related programs.

Section 1.4 Divisions

Nevada TSA shall be the official organizing and managing body of the TSA high school and middle school divisions granted by Charter to the Nevada Department of Education and entrusted to Nevada TSA to manage.

Section 1.5 Operation

Nevada TSA shall operate through a Board of Directors who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Directors is to provide a representative system of governance to establish policy and support the purposes of Nevada TSA. The various duties are to be carried out in a manner most expedient in the Board’s judgment with all due consideration given to the democratic processes found in Robert’s Rules of Order and consistent with stated purposes of the charter grantor TSA, Inc. and charter holder Nevada Department of Education. The Board of Directors will empower management team, boards, committees, teams, sections, and councils who will recommend policy and may implement programmatic operational procedures as established by the Board.

Section 1.6 Non-Membership

This corporation shall have no members.

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ARTICLE II: BOARD OF DIRECTORS

Section 2.1 Responsibilities

The Board of Directors shall establish policies to ensure the corporation fulfills its mission of serving students enrolled in career and technical education programs serviced by TSA Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

Section 2.2 Duties

The organization shall operate through a Board of Directors who will make fiduciary, legal and coordinating decisions with stakeholders. The Board of Directors shall have final authority in all matters of the corporation. All board members shall be entitled to voting privileges.

Section 2.3 Number

The number of Directors may vary with a minimum of five (5) Directors and a maximum of fifteen (15) Directors.

Section 2.4 Composition

The members on the Board of Directors shall include the following fifteen members and (2) ex-officio members:

- Composition of the Board of Directors:
 - o Two – Four (2-4) TSA advisors
 - o Nine (9) at-large members from industry, education
 - o Two (2) student representatives (Current President and the Past President)
 - o Ex-Officio - Charter Holder: State Superintendent of Public Instruction or his/her designee representing the Nevada Department of who holds voting rights.
 - o Ex-Officio - Charter Manager: The Executive Director, as determined by the Board of Directors, will perform charter execution on behalf of the Nevada Board of Directors who holds voting rights.

The nine (9) at- large directors shall represent a diverse spectrum of stakeholders reflecting the strategy of Nevada TSA and committed to the purpose of TSA shall be derived from:

- Industry Representatives (example: executive, entrepreneur, industry/association nonprofit, lawyer, CPA, information technology, marketing/communications, human resources, public servants, etc.)
- Education Representatives (example: local adviser, higher education, district/school administration, counselors, technology professors, retired education professionals, etc.)
- TSA Alumni who have graduated from high school a minimum of 4 years before serving.

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- Nevada Residents serving in a national leadership or volunteer capacity to TSA, Inc. Appointment is not automatic and requires Board action and prospective appointee agreement to serve. Representatives serving in this capacity shall serve through the duration of their service to TSA Inc.

Section 2.5 Term and Election

The term of office for non-ex-officio members shall be three (3) years. Additional terms may be served but may not exceed two consecutive terms.

Board terms shall align with the fiscal year of Nevada TSA and begin July 1 of each year. Any Board Member serving a partial year shall be considered as having served a full year for the purpose of term limits.

Section 2.6 Removal

Any Director may be removed with or without cause at a meeting called for that purpose by a vote of two-thirds (2/3) of the majority of the Board of Directors.

Section 2.7 Vacancies

In the case of a Board vacancy, the Chair, the Executive Director or Nominating Committee Chair may nominate another qualified person to fulfill a term. Members filling a vacancy shall be elected to the Board by a majority vote of its members.

Section 2.8 Quorum & Action

A quorum at a Board meeting shall consist of a minimum of three directors, of which at least one must be either the representative from the Nevada Department of Education or the Executive Director. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 2.9 Regular Meetings

The Board of Directors shall meet a minimum of twice per year. An agenda (with opportunity for input made available to all Directors), previous meeting minutes, a fiscal update, and any reports and documents to be shared during the meeting will be made available in advance of the meeting.

Section 2.10 Special Meetings

Special meetings of the Board of Directors may be called by the Board of Directors Chair or by the written request of three (3) members of the Board of Directors. Notice of such meetings along with the description of the time, place, and purpose of the meeting shall be delivered to each Director personally or by the phone, mail, or email not less than three (3) days prior to the special meeting.

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Section 2.11 Meeting by Telecommunication

Any regular or special meetings of the Board of Directors may be electronic, as long as all Directors can hear and be heard for the duration of the Board meeting.

Section 2.12 No Salary

With the exception of the Executive Director and any members of the Management Team also serving in ex-officio capacities, Board Members shall not receive salaries for their Board services but may be reimbursed for expenses related to Board services in accordance with the expense reimbursement policy.

Section 2.13 Annual Meeting of the Corporation

The first regular meeting of the Board of Directors in any fiscal year shall be considered the Annual Meeting of the Corporation. The fiscal year runs July 1 – June 30.

Section 2.14 Voting

At all official business meetings each member of the Board shall have one vote. The Board Chair may vote to make a tie or break a tie.

Section 2.15 Record of Proceeding

Minutes shall be recorded for all Board meetings and shall be submitted at the next succeeding meeting of the Board for approval. All action taken, and approved, will be considered active policy during the timeframe necessary to produce minutes and have them approved. Minutes shall include all key discussion points as well as action taken to provide historical record of meetings. Once minutes are approved, they will be posted to the NVTSA website, and a copy provide to the State Adviser for NDE records.

ARTICLE III: CORPORATE OFFICERS

Section 3.1 Positions

The officers of this corporation shall be the Executive Director, Chair, Vice Chair, and Secretary/Treasurer.

Section 3.2 Election

The Board of Directors shall elect the Chair, Vice Chair, and Secretary/Treasurer from its members to serve a one-year term at the annual meeting. A Board Member may be reelected to an officer position without limitation; however, an officer term may not exceed their Board term of service.

Section 3.3 Vacancy

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A vacancy of the office of Chair, Vice Chair, or Secretary/Treasurer shall be filled not later than the first regular or special meetings of the Board of Directors following the vacancy.

Section 3.4. Other Officers

The Board of Directors may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 3.5 Chair

The Board Chair shall work closely with the Executive Director and Board Members in setting meeting agendas and shall preside over each meeting. The Chair is as an ex-officio member of all committees.

Section 3.6 Vice Chair

The Vice Chair will act as Chair in the absence of the President and shall have any other powers and duties as may be prescribed by the Board of Directors and shall assume the position of Chair.

Section 3.7 Secretary/Treasurer

The Secretary/Treasurer shall be responsible for ensuring the maintenance of records, meeting attendance, and recording of meeting minutes. Meeting minutes shall include key discussion points and actions taken to provide historical documentation. They shall also be responsible for providing a fiscal update at regular Board meetings, serving on the audit committee, and overseeing financial procedures as established by the Board.

ARTICLE IV: COMMITTEES

Section 4.1 Appointment of Committees

The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the power to set policy or act in an official capacity in lieu of the Board. Unless otherwise described in these bylaws or by policy, committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

Section 4.2 Executive Committee

The Executive Committee shall be composed of the Executive Director, Chair, Vice Chair, and Secretary/Treasurer. By a majority vote, the Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial decisions. The Executive Committee decisions shall be shared with the full Board of Directors at the next regular or special meetings with outcomes and votes incorporated into the minutes of the meeting.

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Section 4.3 Other Committees

The Board of Directors may establish other committees, as it deems necessary and desirable.

Section 4.4 Limitations on the Powers of Committees

Unless otherwise described in these bylaws, no committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers or third party vendor; no committee may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; no committee may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution made by the Board of Directors or Executive Committee.

ARTICLE V: CORPORATE INDEMNITY

Section 5.1 Indemnification

This corporation will indemnify its officers and directors to the fullest extent allowed by Nevada State law.

ARTICLE VI: FISCAL YEAR

Section 6.1 Fiscal Year

The fiscal year of the corporation shall be August 1 to July 31 (edited August 2025)

ARTICLE VII: DISSOLUTION:

7.1 Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or a state or local government, for a public purpose.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

8.1 Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the laws of the State of Nevada, policies of the Nevada Department of Education as charter holder, and any special rules of order the Corporation may adopt.

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ARTICLE IX: AMENDMENTS

9.1 Amendments

These Bylaws may be amended or repealed. Bylaws may be amended or repealed by the Board of Directors by two thirds (2/3) vote of Directors present, if a quorum which is 2/3 of the total elected directors is present. Prior to the adoption of the amendment changes or deletions, each director shall be given at least two (2) weeks' notice of the time, date, and the place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.