

CHAPTER 82 - NONPROFIT CORPORATIONS

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GENERAL PROVISIONS

NRS 82.006 Definitions. As used in this chapter, unless the context otherwise requires, the words and terms defined in [NRS 82.011](#) to [82.041](#), inclusive, have the meanings ascribed to them in those sections.

(Added to NRS by [1991, 1255](#); A [1999, 1601](#); [2003, 3121](#); [2007, 2658](#); [2011, 2795](#))

NRS 82.011 “Articles of incorporation” and “articles” defined. “Articles of incorporation” and “articles” are synonymous terms and, unless the context otherwise requires, include all certificates filed pursuant to [NRS 82.081](#), [82.346](#), [82.356](#) and [82.371](#) and any articles of merger filed pursuant to [NRS 92A.005](#) to [92A.260](#), inclusive.

(Added to NRS by [1991, 1255](#); A [1993, 990](#); [1995, 2105](#); [2003, 3121](#); [2013, 773](#))

NRS 82.016 “Corporation” defined. Unless the context otherwise requires, “corporation” means a corporation organized or governed by this chapter.

(Added to NRS by [1991, 1256](#))

NRS 82.021 “Corporation for public benefit” defined. “Corporation for public benefit” is a corporation formed or existing pursuant to this chapter that:

1. Is recognized as exempt under section 501(c)(3) of the Internal Revenue Code in effect on October 1, 1991, future amendments to that section and the corresponding provisions of future internal revenue laws; or

2. Is organized for a public or charitable purpose and which upon dissolution must distribute its assets to the United States, a state, or a person which is recognized as exempt under section 501(c)(3) of the Internal Revenue Code as amended.

(Added to NRS by [1991, 1256](#); A [1993, 990](#))

NRS 82.026 “Directors” and “trustees” defined. “Directors” and “trustees” are synonymous terms.

(Added to NRS by [1991, 1256](#))

NRS 82.031 “Member” defined. Unless otherwise provided in the articles or

bylaws, the word “member” means, without regard to what a person is called in the articles or bylaws, any person who on more than one occasion has the right pursuant to the articles or bylaws to vote for the election of a director or directors. A person is not a member by virtue of any rights he or she has as a delegate or director or any rights he or she has to designate a director or directors.

(Added to NRS by [1991, 1256](#))

NRS 82.034 “Principal office” defined. “Principal office” has the meaning ascribed to it in [NRS 78.010](#).

(Added to NRS by [2007, 2658](#))

NRS 82.036 “Receiver” defined. “Receiver” includes receivers and trustees appointed as provided in this chapter and [chapter 32](#) of NRS.

(Added to NRS by [1991, 1256](#); A [1993, 990](#))

NRS 82.041 “Registered office” defined. “Registered office” of a corporation means the office maintained at the street address of its registered agent.

(Added to NRS by [1991, 1256](#); A [1993, 990](#); [1995, 2105](#); [2007, 2658](#))

NRS 82.046 Construction of chapter. General terms and powers given in this chapter are not restricted by the use of special terms, or by any grant of special powers, contained in this chapter.

(Added to NRS by [1991, 1256](#))

NRS 82.051 Applicability of chapter; effect of chapter on corporations existing before October 1, 1991.

1. This chapter applies to the following corporations:

(a) Corporations organized in this State on or after October 1, 1991, pursuant to the provisions of this chapter.

(b) Corporations existing on October 1, 1991, which were organized pursuant to the following repealed statutes as they existed on September 30, 1991, and any predecessor acts:

(1) [NRS 81.290](#) to [81.340](#), inclusive;

(2) [NRS 81.350](#) to [81.400](#), inclusive;

(3) [NRS 83.010](#) to [83.100](#), inclusive;

(4) [NRS 85.010](#) to [85.070](#), inclusive; and

(5) [NRS 86.010](#) to [86.190](#), inclusive.

(c) Except where the following statutes are inconsistent with the provisions of this chapter, corporations existing on October 1, 1991, which were organized pursuant to:

(1) [NRS 81.170](#) to [81.270](#), inclusive; and

(2) [NRS 81.410](#) to [81.540](#), inclusive.

(d) Corporations organized pursuant to the statutes described in paragraphs (b) and (c):

(1) Which seek to renew or revive a charter which was revoked on or before October 1, 1991, in the manner provided in this chapter; or

(2) Whose charters are renewed or revived in the manner provided in this chapter.

(e) Corporations having shares of stock organized before and existing on October 1, 1991, pursuant to any provision of [chapter 81](#) of NRS which elect to accept this chapter as provided in [NRS 82.056](#).

2. The existence of a corporation described in paragraphs (b) to (e), inclusive, of subsection 1 formed or existing before October 1, 1991, and any liability, cause of action, right, privilege or immunity validly existing in favor of or against any such corporation on October 1, 1991, are not affected, abridged, taken away or impaired by this chapter, or by any change in the requirements for the formation of corporations provided by this chapter, or by the amendment or repeal of any laws under which the corporation was formed or created.

(Added to NRS by [1991, 1256](#); A [1995, 1121](#))

NRS 82.056 Election of existing corporation to accept chapter: Eligibility; procedure. A corporation having shares of stock which was organized before October 1, 1991, pursuant to any provision of [chapter 81](#) of NRS may elect to accept this chapter in the following manner:

1. If there are members or stockholders entitled to vote thereon, the board of directors must adopt a resolution recommending that the corporation accept this chapter and adopt new articles of incorporation conforming to this chapter and any other statutes pursuant to which the corporation may have been organized and directing that the question of such acceptance and adoption be submitted to a vote at an annual or special meeting of the members or stockholders entitled to vote thereon. Written notice stating that the purpose, or one of the purposes, of the meeting is to consider electing to accept this chapter and adopting new articles of incorporation must be given to each member and stockholder entitled to vote at the meeting, within the time and in the manner provided in this chapter for the giving of notice of meetings of members. The election to accept this chapter and adopt new articles of incorporation require for adoption at least a majority of the votes which the members or stockholders present at the meeting in person or by proxy are entitled to cast.

2. If there are no members or stockholders entitled to vote thereon, election to accept this chapter and adopt new articles of incorporation conforming to the provisions of this chapter may be made at a meeting of the board of directors pursuant to majority vote of a quorum of the directors present at the meeting.

(Added to NRS by [1991, 1257](#); A [1993, 990](#))

NRS 82.061 Election of existing corporation to accept chapter: Filing requirements; contents.

1. A certificate of election to accept this chapter pursuant to [NRS 82.056](#) must be signed by an officer of the corporation and must set forth:

(a) The name of the corporation.

(b) A statement by the corporation that it has elected to accept this chapter and adopt new articles of incorporation conforming to the provisions of this chapter and any other statutes pursuant to which the corporation may have been organized.

(c) If there are members or stockholders entitled to vote thereon, a statement setting forth the date of the meeting of the members or stockholders at which the election to accept this chapter and adopt new articles was made, that a quorum was present at the meeting and that acceptance and adoption was authorized by at least a majority of the votes which members or stockholders present at the meeting in person or by proxy were entitled to cast.

(d) If there are no members or stockholders entitled to vote thereon, a statement of that fact, the date of the meeting of the board of directors at which the election to accept and adopt was made, that a quorum was present at the meeting and that the acceptance and adoption were authorized by a majority vote of the directors present at the meeting.

(e) A statement that, in addition, the corporation followed the requirements of the law under which it was organized, its old articles of incorporation and its old bylaws so far as applicable in effecting the acceptance.

(f) A statement that the attached copy of the articles of incorporation of the corporation are the new articles of incorporation of the corporation.

(g) If the corporation has issued shares of stock, a statement of that fact including the number of shares theretofore authorized, the number issued and outstanding and that upon the effective date of the certificate of acceptance the authority of the corporation to issue shares of stock is thereby terminated.

2. The certificate so signed must be filed in the Office of the Secretary of State.

(Added to NRS by [1991, 1257](#); A [1993, 990](#); [1997, 710](#); [1999, 1601](#); [2003, 3122](#))

NRS 82.063 Election of board of directors of expired corporation to accept chapter: Eligibility; procedure; date of corporate existence.

1. The board of directors of a corporation without shares of stock which was organized before October 1, 1991, pursuant to any provision of [chapter 81](#) of NRS or a predecessor statute and whose permissible term of existence as stated in the articles of

incorporation has expired, may, within 10 years after the date of the expiration of its existence, elect to revive its charter and accept this chapter by adopting a resolution reviving the expired charter and adopting new articles of incorporation conforming to this chapter and any other statutes pursuant to which the corporation may have been organized. The new articles of incorporation need not contain the names, addresses, signatures or acknowledgments of the incorporators.

2. A certificate of election to accept this chapter pursuant to this section must be signed by an officer of the corporation and must set forth:

(a) The name of the corporation.

(b) A statement by the corporation that it has elected to accept this chapter and adopt new articles of incorporation conforming to the provisions of this chapter and any other statutes pursuant to which the corporation may have been organized.

(c) A statement by the corporation that since the expiration of its charter it has remained organized and continued to carry on the activities for which it was formed and authorized by its original articles of incorporation and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of this chapter.

(d) A statement that the attached copy of the articles of incorporation of the corporation are the new articles of incorporation of the corporation.

(e) A statement setting forth the date of the meeting of the board of directors at which the election to accept and adopt was made, that a quorum was present at the meeting and that the acceptance and adoption were authorized by a majority vote of the directors present at the meeting.

(f) The information required pursuant to [NRS 77.310](#).

3. The certificate so signed must be filed in the Office of the Secretary of State.

4. The new articles of incorporation become effective on the date of filing the certificate. The corporation's existence continues from the date of expiration of the original term, with all the corporation's rights, franchises, privileges and immunities and subject to all its existing and preexisting debts, duties and liabilities.

(Added to NRS by [1997, 709](#); A [1999, 607](#), [1602](#); [2003, 3122](#); [2007, 2658](#))

NRS 82.066 Election of existing and expired corporation to accept chapter:
Effect. Upon filing a certificate of acceptance, the election of a corporation to accept this chapter is effective and the corporation has the powers and privileges and is subject to the duties, restrictions, penalties and liabilities given to and imposed upon the corporation by this chapter and by any other statutes pursuant to which it was created. The articles of incorporation attached to the certificate are thereafter the articles of incorporation of the corporation. The holders of shares of stock issued by the corporation are thereafter members of the corporation with one vote for each share of stock so surrendered, unless the articles so adopted and attached to the certificate provide otherwise.

(Added to NRS by [1991, 1258](#); A [1997, 711](#))

NRS 82.071 Limitations on eligibility to organize under chapter.

1. An insurance company may be organized under this chapter, but such a corporation may not:

(a) Transact any such business within this State until it has first complied with all laws concerning or affecting the right to engage in such business; or

(b) Infringe on the laws of any other state or country in which it may intend to engage in business, by so organizing under this chapter.

2. No stock fire insurance company, surety company, express company, trust company, stock savings and loan association or savings bank or corporation organized for the purpose of conducting a banking business may be organized under this chapter.

(Added to NRS by [1991, 1258](#); A [2013, 1274](#))

NRS 82.076 Effect of amendment or repeal of chapter; chapter is part of corporation's charter. Every corporation created under this chapter, or availing itself of any of the provisions of this chapter, and all members and delegates of the corporation are bound by any amendment of this chapter in the future, including the repeal of any

provisions. The amendment or repeal of these provisions does not take away or impair any remedy against any corporation, or its officers, for any liability previously incurred. This chapter, and all amendments thereof, are a part of the charter of every corporation, except so far as they are inapplicable or inappropriate to the objects of the corporation.

(Added to NRS by [1991, 1258](#))

NRS 82.078 Secretary of State authorized to adopt certain regulations to allow corporation to carry out powers and duties through most recent technology. The Secretary of State may adopt regulations to define, for the purposes of certain provisions of this chapter, the terms “meeting,” “writing,” “written” and other terms to allow a corporation or other entity which is subject to the provisions of this chapter to carry out its powers and duties as prescribed by this chapter through the use of the most recent technology available including, without limitation, the use of electronic communications, videoconferencing and telecommunications.

(Added to NRS by [2011, 778](#))

FORMATION

NRS 82.081 Filing requirements; prohibition against establishment of nonprofit corporation for certain illegal purposes.

1. One or more natural persons may associate to establish a corporation no part of the income or profit of which is distributable to its members, directors or officers, except as otherwise provided in this chapter, for the transaction of any lawful business, or to promote or conduct any legitimate object or purpose, pursuant and subject to the requirements of this chapter, by signing and filing in the Office of the Secretary of State articles of incorporation. A person shall not establish a corporation pursuant to this chapter for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.

2. The Secretary of State shall require articles of incorporation to be in the form prescribed by [NRS 82.086](#). If any articles are defective in this respect, the Secretary of State shall return them for correction.

(Added to NRS by [1991, 1258](#); A [1999, 1603](#); [2003, 3123](#); [2007, 2659](#); [2013, 850](#))

NRS 82.086 Articles of incorporation: Required provisions. The articles of incorporation must set forth:

1. The name of the corporation. A name appearing to be that of a natural person and containing a given name or initials must not be used as a corporate name except with an additional word or words such as “Incorporated,” “Inc.,” “Limited,” “Ltd.,” “Company,” “Co.,” “Corporation,” “Corp.,” or other word which identifies it as not being a natural person.

2. The information required pursuant to [NRS 77.310](#).

3. That the corporation is a nonprofit corporation.

4. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on by the corporation. It is sufficient to state, either alone or with other purposes, that the corporation may engage in any lawful activity, subject to expressed limitations, if any. Such a statement makes all lawful activities within the objects or purposes of the corporation.

5. The names and mailing or street addresses, residence or business, of the first board of directors or trustees, together with any desired provisions relative to the right to change the number of directors.

6. The names and mailing or street address, residence or business, of each of the incorporators signing the articles of incorporation.

(Added to NRS by [1991, 1259](#); A [1993, 991](#); [1995, 2105](#); [1999, 1603](#); [2003, 3123](#); [2007, 2659](#))

NRS 82.091 Articles of incorporation: Optional provisions. The articles of incorporation may also contain:

1. Any provision subordinating the corporation to the authority of a superior

organization or any person, and providing for its dissolution when its charter is surrendered to, taken away by or revoked by the superior organization or any person granting it.

2. Any provision providing that, upon dissolution of the corporation and the payment of its debts and the provision for other matters as required by this chapter, the assets of the corporation must be distributed to the superior organization or any person.

3. Any provision allowing members or directors, or classes of members or directors, to have more or less than one vote in any election or any other matter presented to the members or directors for a vote.

4. Any provision allowing or providing for delegates with some or all the authority of members.

5. Any provision, not contrary to the laws of this State, for the management of the business and for the conduct of the affairs of the corporation, and any provision creating, defining, limiting or regulating the powers of the corporation or the rights, powers or duties of the directors, members, if any, or delegates, if any, or any class of members, delegates, or directors, or the holders of bonds or other obligations of the corporation.

(Added to NRS by [1991, 1259](#))

NRS 82.096 Name of corporation: Distinguishable name required; availability of name of revoked, merged or otherwise terminated corporation; regulations.

1. The name proposed for a corporation must be distinguishable on the records of the Secretary of State from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State and all names that are reserved in the Office of the Secretary of State pursuant to the provisions of this title. If a proposed name is not so distinguishable, the Secretary of State shall return the articles of incorporation containing it to the incorporator, unless the written, acknowledged consent of the holder of the name on file or reserved name to use the same name or the requested similar name accompanies the articles of incorporation.

2. For the purposes of this section and [NRS 82.101](#), a proposed name is not distinguishable from a name on file or reserved name solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination of these.

3. The name of a corporation whose charter has been revoked, which has merged and is not the surviving entity or whose existence has otherwise terminated is available for use by any other artificial person.

4. The Secretary of State may adopt regulations that interpret the requirements of this section.

(Added to NRS by [1991, 1259](#); A [1993, 992](#); [1997, 2810](#); [1999, 1604](#))

NRS 82.101 Name of corporation: Reservation; injunctive relief.

1. The Secretary of State, when requested to do so, shall reserve, for a period of 90 days, the right to use any name available under [NRS 82.096](#) for the use of any proposed corporation. During the period, a name so reserved is not available for use or reservation by any other artificial person forming, organizing, registering or qualifying in the Office of the Secretary of State pursuant to the provisions of this title without the written, acknowledged consent of the person at whose request the reservation was made.

2. The use by any other artificial person of a name in violation of subsection 1 or [NRS 82.096](#) may be enjoined, even if the record under which the artificial person is formed, organized, registered or qualified has been filed by the Secretary of State.

(Added to NRS by [1991, 1260](#); A [1993, 992](#); [1999, 1604](#); [2003, 3124](#))

NRS 82.106 Articles of incorporation: Prohibited names and businesses; approval or certification required before filing of certain articles or amendments.

1. Except as otherwise provided in this subsection, the Secretary of State shall not accept for filing pursuant to this chapter any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed or existing pursuant to this chapter if the name of the corporation contains the words "trust," "engineer,"

“engineered,” “engineering,” “professional engineer” or “licensed engineer.” The provisions of this subsection concerning the use of the word “trust” do not apply to any corporation formed or existing pursuant to this chapter that is doing business solely as a community land trust.

2. The Secretary of State shall not accept for filing pursuant to this chapter any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed or existing pursuant to this chapter if the name of the corporation contains the words “architect,” “architecture,” “registered architect,” “licensed architect,” “registered interior designer,” “registered interior design,” “residential designer,” “registered residential designer,” “licensed residential designer” or “residential design.”

3. The Secretary of State shall not accept for filing any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed or existing under this chapter if it appears from the articles or the certificate of amendment that the business to be carried on by the corporation is subject to supervision by the Commissioner of Insurance, unless the articles or certificate of amendment is approved by the Commissioner of Insurance.

4. The Secretary of State shall not accept for filing pursuant to this chapter any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed or existing pursuant to this chapter if the name of the corporation contains the word “accountant,” “accounting,” “accountancy,” “auditor” or “auditing.”

5. The Secretary of State shall not accept for filing any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed or existing pursuant to the laws of this State which provides that the name of the corporation contains the words “common-interest community,” “community association,” “master association,” “unit-owners’ association” or “homeowners’ association” or if it appears in the articles of incorporation or certificate of amendment that the purpose of the corporation is to operate as a unit-owners’ association pursuant to [chapter 116](#) or [116B](#) of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the corporation has:

(a) Registered with the Ombudsman for Owners in Common-Interest Communities and Condominium Hotels pursuant to [NRS 116.31158](#) or [116B.625](#); and

(b) Paid to the Administrator of the Real Estate Division the fees required pursuant to [NRS 116.31155](#) or [116B.620](#).

6. As used in this section:

(a) “Community land trust” means an organization that:

(1) Acquires parcels of land that are:

(I) Held in perpetuity; and

(II) Primarily for conveyance under long-term ground leases;

(2) Transfers ownership of any structural improvements located on the leased parcels to the lessees;

(3) When leasing parcels, retains as a condition of the lease a right to purchase any structural improvements at a price determined by a formula that is designed to ensure that the improvements remain affordable to low- and moderate-income persons in perpetuity; and

(4) Has its corporate membership open to any adult resident of a particular geographic area that is specified in the bylaws of the organization.

(b) “Ground lease” means a lease of land only.

(Added to NRS by [1991, 1260](#); A [1999, 1708](#); [2003, 20th Special Session, 53](#); [2005, 2627](#); [2007, 5, 94, 2283](#); [2013, 1274](#))

NRS 82.111 Commencement of corporate existence.

1. Upon the filing of the articles of incorporation pursuant to [NRS 82.081](#) and the payment of the filing fees, the Secretary of State shall issue to the corporation a certificate that the articles, containing the required statement of facts, have been filed. Upon the filing of the articles, the corporation is a body corporate, by the name set forth in the articles, subject to the forfeiture of its charter and dissolution as provided in this chapter.

2. The filing of the articles does not, by itself, constitute commencement of business by the corporation.

(Added to NRS by [1991, 1260](#); A [2007, 2660](#))

NRS 82.116 Acceptable evidence of incorporation. A copy of any articles of incorporation filed pursuant to this chapter, and certified by the Secretary of State under the official seal of the Secretary of State, must be received in all courts and places as prima facie evidence of the facts therein stated and of the existence and due incorporation of the corporation therein named.

(Added to NRS by [1991, 1261](#); A [1993, 993](#))

POWERS

NRS 82.121 General powers.

1. A corporation:
 - (a) Has all the rights, privileges and powers hereby conferred.
 - (b) Has such rights, privileges and powers as may be conferred upon corporations by any existing law.
 - (c) May at any time exercise those rights, privileges and powers, when not inconsistent with the provisions of this chapter, or with the purposes and objects for which the corporation is organized.
2. Every corporation, by virtue of its existence as such, may:
 - (a) Have succession by its corporate name for the period limited in its articles of incorporation, and when no period is limited, perpetually, or until it is dissolved and its affairs are wound up according to law.
 - (b) Sue and be sued in any court of law or equity.
 - (c) Make contracts.
 - (d) Hold, purchase and convey real and personal estate and mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate includes the power to take it by devise or bequest in this State, or in any other state, territory or country.
 - (e) Appoint such officers and agents as the affairs of the corporation require, and allow them suitable compensation.
 - (f) Make bylaws not inconsistent with the Constitution or laws of the United States, or of this State, for the management, regulation and government of its affairs and property, the transfer of its memberships, if any, the transaction of its business, and the calling and holding of meetings of its members, if any, or delegates, if any.
 - (g) Wind up and dissolve itself, or be wound up or dissolved, in the manner mentioned in this chapter.

(Added to NRS by [1991, 1261](#); A [1993, 993](#))

NRS 82.126 Adoption and use of corporate seal or stamp.

1. Every corporation, by virtue of its existence as such, may adopt and use a common seal or stamp, and alter it at pleasure.
2. The use of a seal or stamp by a corporation on any corporate record is not necessary. The corporation may use a seal or stamp, if it desires, but use or failure to use does not in any way affect the legality of the record.

(Added to NRS by [1991, 1261](#); A [2003, 3124](#))

NRS 82.131 Specific powers. Subject to such limitations, if any, as may be contained in its articles, and except as otherwise provided in [NRS 82A.100](#), every corporation may:

1. Borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, issue bonds, promissory notes, drafts, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or other security, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for any other lawful object.
2. Guarantee, purchase, hold, take, obtain, receive, subscribe for, own, use, dispose

of, sell, exchange, lease, lend, assign, mortgage, pledge or otherwise acquire, transfer or deal in or with bonds or obligations of, or shares, securities or interests in or issued by any person, government, governmental agency or political subdivision of government, and exercise all the rights, powers and privileges of ownership of such an interest, including the right to vote, if any.

3. Issue certificates evidencing membership and issue identity cards.

4. Make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civil, religious or similar purposes.

5. Levy dues, assessments and fees.

6. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

7. Carry on a business for profit and apply any profit that results from the business to any activity in which it may lawfully engage.

8. Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind, whether or not participation involves sharing or delegation of control with or to others.

9. Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, exchange and expend funds and property subject to the trust.

10. Pay reasonable compensation to officers, directors and employees, pay pensions, retirement allowances and compensation for past services, and establish incentive or benefit plans, trusts and provisions for the benefit of its officers, directors, employees, agents and their families, dependents and beneficiaries, and indemnify and buy insurance for a fiduciary of such a benefit or incentive plan, trust or provision.

11. Have one or more offices, and hold, purchase, mortgage and convey real and personal property in this State, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and any foreign countries.

12. Do everything necessary and proper for the accomplishment of the objects enumerated in its articles of incorporation, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not the business is similar in nature to the objects set forth in the articles of incorporation of the corporation, except that:

(a) A corporation does not, by any implication or construction, possess the power of issuing bills, notes or other evidences of debt for circulation of money; and

(b) This chapter does not authorize the formation of banking corporations to issue or circulate money or currency within this State, or outside of this State, or at all, except the federal currency, or the notes of banks authorized under the laws of the United States.

(Added to NRS by [1991, 1261](#); A [2013, 722](#); [2015, 2253](#))

NRS 82.136 Restrictions: Issuance of stock; pecuniary gain of members; distributions.

1. A corporation must not have or issue shares of stock.

2. A corporation must not be formed for a purpose involving pecuniary gain to its members.

3. A corporation must not distribute any gain, profits or dividends to any member, except as otherwise provided in this chapter or upon dissolution or final liquidation as provided in this chapter and in the corporation's articles and bylaws.

(Added to NRS by [1991, 1270](#))

CORPORATE RECORDS

NRS 82.181 Maintenance of records at principal office or with custodian of records; inspection and copying of records; penalties; denial of request for inspection of records; defense to action for penalties or damages; authority of court to compel production of records.

1. A corporation shall keep a copy of the following records at its principal office or

with its custodian of records whose name and street address are available at the corporation's registered office:

(a) A copy, certified by the Secretary of State, of its articles and all amendments thereto;

(b) A copy, certified by an officer of the corporation, of its bylaws and all amendments thereto; and

(c) If the corporation has members, a members' ledger or a duplicate members' ledger, revised annually, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, if known, and the class of membership held by each.

2. A corporation must maintain the records required by subsection 1 in written form or in another form capable of conversion into written form within a reasonable time.

3. A director or any person who has been a member of record of a corporation for at least 6 months, or at least 5 percent of the members of the corporation, upon at least 5 days' written demand, is entitled to inspect in person or by agent or attorney, during usual business hours, the members' ledger or duplicate ledger and to make copies therefrom. If the records required by subsection 1 are kept outside of this State, a director or other person entitled to inspect those records may serve a demand to inspect the records upon the corporation's registered agent. Upon such a request, the corporation shall send copies of the requested records, either in paper or electronic form, to the director or other person entitled to inspect the requested records within 10 business days after service of the request upon the registered agent. Every corporation that neglects or refuses to keep the members' ledger or duplicate copy thereof open for inspection, as required in this subsection, shall forfeit to the State the sum of \$25 for every day of such neglect or refusal.

4. An inspection authorized by subsection 3 may be denied to a member or other person upon the refusal of the member or other person to furnish to the corporation an affidavit that the inspection is not desired for any purpose not relating to his or her interest as a member, including, but not limited to, those purposes set forth in subsection 5.

5. It is a defense to any action to enforce the provisions of this section or for charges, penalties or damages under this section that the person suing has used or intends to use the list for any of the following purposes:

(a) To solicit money or property from the members unless the money or property will be used solely to solicit the votes of members;

(b) For any commercial purpose or purpose in competition with the corporation;

(c) To sell to any person; or

(d) For any other purpose not related to his or her interest as a member.

6. This section does not impair the power or jurisdiction of any court to compel the production for examination of the books of a corporation in any proper case.

7. In every instance where an attorney or other agent of the director or member seeks the right of inspection, the demand must be accompanied by a power of attorney signed by the director or member authorizing the attorney or other agent to inspect on behalf of the director or member.

8. The right to copy records under subsection 3 includes, if reasonable, the right to make copies by photographic, xerographic or other means.

9. The corporation may impose a reasonable charge, covering costs of labor, materials and copies of any records provided to the member or director.

(Added to NRS by [1991, 1265](#); A [2003, 3124](#); [2015, 1285](#))

NRS 82.183 Records to be provided to Secretary of State; requirement to assist in criminal investigation; failure to comply; regulations.

1. Upon the request of the Secretary of State, a corporation shall provide the Secretary of State with the name and contact information of the custodian of the members' ledger or duplicate members' ledger kept pursuant to subsection 1 of [NRS 82.181](#). The information required pursuant to this subsection shall be kept confidential by the Secretary of State.

2. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a corporation to answer any interrogatory

submitted by the Secretary of State that will assist in the criminal investigation.

3. If a corporation fails to comply with any requirement pursuant to subsection 2, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the corporation to transact business in this State.

4. The Secretary of State shall not reinstate or revive the right of a corporation to transact business in this State that was revoked or suspended pursuant to subsection 3 unless:

(a) The corporation complies with the requirements of subsection 2; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the corporation to transact business in this State.

5. The Secretary of State may adopt regulations to administer the provisions of this section.

(Added to NRS by [2007, 1321](#); A [2009, 1686, 2832](#); [2015, 1287](#))

NRS 82.186 Right of members and directors to inspect and copy records; denial of inspection; civil liability; defense to action for penalties or damages.

1. Any director or person authorized in writing by at least 15 percent of the members of the corporation upon at least 5 days' written demand is entitled to inspect in person or by agent or attorney, during normal business hours, the books of account and all financial records of the corporation and to make extracts therefrom. The right of members and directors to inspect the corporate records may not be limited in the articles or bylaws of any corporation.

2. All costs for making extracts of records must be borne by the person exercising rights under subsection 1.

3. The rights authorized by subsection 1 may be denied to a director or member upon the refusal of the director or member to furnish the corporation an affidavit that such inspection, extracts or audit is not desired for any purpose not related to his or her interest in the corporation as a director or member. Any director or member or other person, exercising rights under subsection 1, who uses or attempts to use information, records or other data obtained from the corporation, for any purpose not related to his or her interest in the corporation as a director or member, is guilty of a gross misdemeanor.

4. A director or member who brings an action or proceeding to enforce any right under this section or to recover damages resulting from its denial:

(a) Is entitled to costs and reasonable attorney's fees, if he or she prevails; or

(b) Is liable for such costs and fees, if he or she does not prevail, in the action or proceeding.

5. It is a defense to any action to enforce the provisions of this section or for damages or penalties under this section that the person seeking an inspection of the books of account and financial records, or extracts thereof, has used or intends to use any such accounts and records for any of the following reasons:

(a) For any commercial purpose or purpose in competition with the corporation;

(b) To sell to any person; or

(c) For any other purpose not related to his or her interest as a member or director.

6. The rights and remedies of this section are not available to members of any corporation that makes available at no cost to its members a detailed annual financial statement.

(Added to NRS by [1991, 1266](#); A [2003, 3125](#))

REGISTERED AGENT AND REGISTERED OFFICE; DIRECTORS AND OFFICERS

NRS 82.193 Registered agent required; applicable law regarding registered agent and registered office; applicable law regarding annual list and defaulting corporations; default and reinstatement of corporation which is unit-owners' association; fees.

1. A corporation shall have a registered agent in the manner provided in [NRS 78.090](#) and [78.097](#). The registered agent and the corporation shall comply with the provisions of those sections.

2. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a corporation which is a unit-owners' association as defined in [NRS 116.011](#) or [116B.030](#) has failed to register pursuant to [NRS 116.31158](#) or [116B.625](#) or failed to pay the fees pursuant to [NRS 116.31155](#) or [116B.620](#), the Secretary of State shall deem the corporation to be in default. If, after the corporation is deemed to be in default, the Administrator notifies the Secretary of State that the corporation has registered pursuant to [NRS 116.31158](#) or [116B.625](#) and paid the fees pursuant to [NRS 116.31155](#) or [116B.620](#), the Secretary of State shall reinstate the corporation if the corporation complies with the requirements for reinstatement as provided in this section and [NRS 78.180](#) and [78.185](#).

3. A corporation is subject to the provisions of [NRS 78.150](#) to [78.185](#), inclusive, except that:

- (a) The fee for filing a list is \$50;
- (b) The penalty added for default is \$50; and
- (c) The fee for reinstatement is \$100.

(Added to NRS by [1991, 1263](#); A [1993, 993](#); [1997, 2811](#); [2003, 20th Special Session, 53](#); [2007, 2283, 2660](#); [2015, 2908](#))

NRS 82.196 Board of directors or trustees: Number and qualifications of members. Every corporation must be managed by a board of directors or trustees, all of whom must be at least 18 years of age. Every corporation must have at least one director or trustee. All corporations may provide in their articles or bylaws for a fixed number of directors or a variable number of directors within a fixed minimum and maximum, and for the manner in which the number of directors may be increased or decreased. Unless otherwise provided in the articles, directors need not be members. The articles or bylaws may provide that some or all the directors or trustees must be chosen by specified persons or by public officials.

(Added to NRS by [1991, 1267](#); A [1993, 996](#))

NRS 82.198 Board of directors or trustees: Selection of members when corporation owns or leases mobile home park.

1. Notwithstanding any provision of law to the contrary, if a corporation for public benefit owns or leases a mobile home park:

(a) The board of directors or trustees which controls the mobile home park must be selected as set forth in [NRS 461A.215](#); and

(b) The provisions of [NRS 461A.215](#) govern the operation of the corporation and the mobile home park.

2. As used in this section:

(a) "Board of directors or trustees which controls the mobile home park" has the meaning ascribed to it in [NRS 461A.215](#).

(b) "Owns or leases a mobile home park" has the meaning ascribed to it in [NRS 461A.215](#).

(Added to NRS by [2005, 1604](#))

NRS 82.201 Board of directors or trustees: General powers.

1. Subject only to such limitations as may be provided by this chapter, or the articles, the board of directors or trustees has full control over the affairs of the corporation.

2. Unless otherwise provided in the articles and subject to the bylaws adopted by the members, if any, directors may make the bylaws of the corporation.

(Added to NRS by [1991, 1267](#))

NRS 82.206 Committees of board of directors: Designation; powers; names; membership.

1. Unless otherwise provided in the articles or bylaws, the board of directors may designate one or more committees which, to the extent provided in the bylaws or in the resolution or resolutions designating such committee or committees, have and may exercise the powers of the board of directors in the management of the business and

affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers on which the corporation desires to place a seal.

2. The committee or committees may have such name or names as may be stated in the bylaws or as may be determined from time to time by resolution adopted by the board of directors.

3. Each committee must have at least one director. Unless it is otherwise provided in the articles or bylaws, the board of directors may appoint natural persons who are not directors to serve on the committees.

4. No such committee may:

(a) Amend, alter or repeal the bylaws;

(b) Elect, appoint or remove any member of any such committee or any director of the corporation;

(c) Amend or repeal the articles, adopt a plan of merger or a plan of consolidation with another corporation;

(d) Authorize the sale, lease or exchange of all of the property and assets of the corporation;

(e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor;

(f) Adopt a plan for the distribution of the assets of the corporation; or

(g) Amend, alter or repeal any resolution of the board of directors unless it provides by its terms that it may be amended, altered or repealed by a committee.

(Added to NRS by [1991, 1267](#); A [2009, 1687](#))

NRS 82.211 Officers of corporation: Selection; terms; duties.

1. Every corporation must have a president or a chair of the board, a secretary and a treasurer.

2. Every corporation may also have one or more vice presidents, assistant secretaries and assistant treasurers, and such other officers and agents as may be deemed necessary.

3. All officers must be natural persons and must be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the board of directors.

4. An officer holds office after the expiration of his or her term until a successor is chosen or until the officer's resignation or removal before the expiration of his or her term. A failure to elect officers does not require the corporation to be dissolved. Any vacancy occurring in an office of the corporation by death, resignation, removal or otherwise, must be filled as the bylaws provide, or in the absence of such a provision, by the board of directors.

5. Any natural person may hold two or more offices.

(Added to NRS by [1991, 1268](#); A [1993, 997](#))

NRS 82.216 Authority of directors and representatives of corporation.

1. The statement in the articles or bylaws of the objects, purposes, powers and authorized business of the corporation constitutes, as between the corporation and its directors, officers or members, an authorization to the directors and a limitation upon the actual authority of the representatives of the corporation. These limitations may be asserted in a proceeding by a director or a member entitled to vote for the election of directors or the Attorney General to enjoin the doing or continuation of unauthorized business by the corporation or its officers, or both, in cases where third parties have not acquired rights thereby, or to dissolve the corporation, or in a proceeding by the corporation, a director or a member entitled to vote for the election of directors suing in a representative suit against the officers or directors of the corporation for violation of their authority.

2. No limitation upon the business, purposes or powers of the corporation or upon the powers of the members, officers or directors, or the manner of exercise of such powers, contained in or implied by the articles or bylaws may be asserted as between the corporation, the directors or members and any third person.

3. Any contract or conveyance, otherwise lawful, made in the name of a corporation, which is authorized or ratified by the directors, or is done within the scope of the

authority, actual or apparent, given by the directors, binds the corporation, and the corporation acquires rights thereunder, whether the contract is signed or is wholly or in part executory.

(Added to NRS by [1991, 1268](#); A [2003, 3126](#))

NRS 82.221 Directors and officers: Exercise of powers and performance of duties; personal liability.

1. Directors and officers shall exercise their powers in good faith and with a view to the interests of the corporation.

2. In performing their respective duties, directors and officers are entitled to rely on information, opinions, reports, books of account or statements, including financial statements and other financial data, that are prepared or presented by:

(a) One or more directors, officers or employees of the corporation reasonably believed to be reliable and competent in the matters prepared or presented;

(b) Counsel, public accountants or other persons as to matters reasonably believed to be within the preparer or presenter's professional or expert competence; or

(c) A committee upon which the person relying thereon does not serve, established in accordance with [NRS 82.206](#) as to matters within the committee's designated authority and matters on which the committee is reasonably believed to merit confidence,

but a director or officer is not entitled to rely on such information, opinions, reports, books of account or statements if the director or officer has knowledge concerning the matter in question that would cause reliance thereon to be unwarranted.

3. A director or officer must not be found to have failed to exercise his or her powers in good faith and with a view to the interests of the corporation unless it is proved by clear and convincing evidence that the director or officer has not acted in good faith and in a manner reasonably believed by him or her to be with a view to the interests of the corporation.

4. Except as otherwise provided in the articles of incorporation or [NRS 82.136](#) and [82.536](#) and [chapter 35](#) of NRS, no action may be brought against an officer or director of a corporation based on any act or omission arising from failure in his or her official capacity to exercise due care regarding the management or operation of the corporation unless the act or omission involves intentional misconduct, fraud or knowing violation of the law.

5. The articles of incorporation may impose greater liability on a director or officer of a corporation than that imposed by subsection 4.

(Added to NRS by [1991, 1269](#); A [1993, 997](#))

NRS 82.226 Restrictions on transactions involving interested directors or officers; compensation of directors.

1. No contract or other transaction between a corporation and one or more of its directors or officers, or between a corporation and any corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the board of directors or a committee thereof which authorizes or approves the contract or transaction, or because the vote or votes of common or interested directors are counted for such purpose, if the circumstances specified in any of the following paragraphs exist:

(a) The fact of the common directorship, office or financial interest is disclosed or known to the board of directors or committee and noted in the minutes, and the board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors.

(b) The fact of the common directorship, office or financial interest is disclosed or known to the members, if any, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose. The votes of the common or interested directors or officers must be counted in any such vote of members.

(c) The fact of the common directorship or financial interest is not disclosed or known to the director or officer at the time the transaction is brought before the board of directors

of the corporation for action.

(d) The contract or transaction is fair as to the corporation at the time it is authorized or approved.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies a contract or transaction, and if the votes of the common or interested directors are not counted at the meeting, then a majority of the disinterested directors may authorize, approve or ratify a contract or transaction.

3. Unless otherwise provided in the articles or the bylaws, the board of directors may fix the compensation of directors for services in any capacity.

(Added to NRS by [1991, 1269](#); A [1993, 998, 999](#))

MEMBERS

NRS 82.231 Powers of corporation; classes, qualifications and rights of members; term of membership.

1. A corporation may have one or more classes of members or may have no members. In the absence of a provision in its articles or bylaws providing for members, a corporation has no members.

2. A corporation may admit any person as a member. The articles or bylaws may establish criteria or procedures for admission. A person may not be admitted as a member without his or her express or implied consent. For the purposes of this subsection and unless otherwise provided in a corporation's articles or bylaws, consent includes, but is not limited to:

(a) Contracting for or acceptance of products or services from the corporation;

(b) Acceptance of benefits of membership knowing that the benefits are available only to members; or

(c) Taking some other affirmative action that confers benefits of membership.

Ê If the articles or bylaws provide that a person who contributes to the corporation is a member, a contribution is consent.

3. Except as provided in its articles or bylaws, a corporation may admit members for no consideration or for consideration, as is determined by the board.

4. Members are of one class unless the articles establish, or authorize the board or members to establish, more than one class. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the board or members, unless and to the extent that the articles or bylaws have fixed or limited the rights and preferences of members or different classes of members or provide for nonvoting members. The articles or bylaws may fix the term of membership.

5. A corporation may issue certificates showing membership in the corporation.

(Added to NRS by [1991, 1270](#))

NRS 82.236 Transfer of membership.

1. Except as otherwise provided in the articles or bylaws, a member of a corporation may not transfer a membership or a right arising from it.

2. Where rights of transfer have been provided, a restriction on them is not binding with respect to a member holding a membership issued before the adoption of the restriction unless the restriction is approved by the members and the affected member.

(Added to NRS by [1991, 1271](#))

NRS 82.241 Personal liability of members; imposition of dues, assessments or fees.

1. A member of a corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the corporation.

2. When authority to do so is conferred by the articles or bylaws and subject to any limitations contained in the articles or bylaws, a corporation may levy dues, assessments or fees upon its members. The dues, assessments or fees may be imposed upon all classes of members alike or differently upon different classes of members. Members of one or more classes may be exempted.

3. A corporation in its articles or bylaws may:
 - (a) Fix the amount of the levy and the method of collection of dues, assessments or fees; or
 - (b) Authorize the directors to fix the amount from time to time and determine the methods of collection.
4. A corporation in its articles and bylaws may provide for:
 - (a) The enforcement or collection of dues, assessments or fees;
 - (b) The cancellation of membership, on reasonable notice, for nonpayment of dues, assessments or fees; and
 - (c) The reinstatement of membership.(Added to NRS by [1991, 1271](#))

NRS 82.246 Resignation.

1. Except as otherwise provided in subsection 2, and unless otherwise provided in its articles or bylaws, a member of a corporation may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the corporation for dues, assessments or fees or charges for goods or services. No member may avoid liability for dues, assessments, fees or charges by resigning if the member owes them as a condition of or by reason of the ownership of an interest in real property.

2. Unless otherwise provided in its articles or bylaws, no member of a corporation, including, but not limited to, a cooperative corporation, which supplies services described in [chapter 704](#) of NRS to its members only, and no person who is a member of a corporation as a condition of or by reason of the ownership of an interest in real property, may resign pursuant to subsection 1.

(Added to NRS by [1991, 1271](#))

NRS 82.251 Expulsion of member; suspension or termination of membership.

1. A member may not be expelled or suspended, and a membership may not be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith. This section does not apply to the termination of a membership at the end of a fixed term.

2. A procedure is fair and reasonable when it is fair and reasonable taking into consideration all of the relevant facts and circumstances. In addition, a procedure is fair and reasonable if it provides:

(a) Not less than 15 days' prior written notice of the expulsion, suspension or termination, and the reasons for it; and

(b) An opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of the expulsion, suspension or termination by a person authorized to decide that the proposed expulsion, termination or suspension not take place.

3. A proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be begun within 1 year after the effective date of the expulsion, suspension or termination.

4. The expulsion or suspension of a member, or termination of a membership, does not relieve the member from obligations the member may have to the corporation for dues, assessments or fees or charges for goods or services.

(Added to NRS by [1991, 1272](#))

NRS 82.256 Purchase of membership by corporation. If authorized in its articles or bylaws, a corporation may buy the membership of a member who resigns or whose membership is terminated, for the amount and pursuant to the conditions in the articles or bylaws.

(Added to NRS by [1991, 1272](#))

NRS 82.261 Delegates. A corporation may provide in its articles or bylaws for delegates having some or all the authority of members. The articles or bylaws may set forth provisions relating to:

1. The characteristics, qualifications, rights and limitations of representation, the

geographical areas or districts delegates may represent, and the obligations of the delegates, including their selection and removal;

2. Calling, giving notice of, holding, and conducting meetings of delegates; and
3. Carrying on corporate activities during and between meetings of delegates.

(Added to NRS by [1991, 1272](#))

MEETINGS, ELECTIONS, VOTING AND NOTICE

NRS 82.266 Place of members', delegates' and directors' meetings. Meetings of members, if any, delegates, if any, and directors of any corporation may be held within or without this State, in the manner provided by the articles or bylaws of the corporation. The articles or bylaws may designate any place or places where the members' or directors' meetings may be held.

(Added to NRS by [1991, 1272](#))

NRS 82.271 Meetings of board of directors or delegates: Quorum; consent to action taken without meeting; alternative means for participating at meeting.

1. Unless the articles or the bylaws provide for a different proportion, a majority of the board of directors or delegates of the corporation, at a meeting duly assembled, is necessary to constitute a quorum for the transaction of business at their respective meetings, and the act of a majority of the directors or delegates present at a meeting at which a quorum is present is the act of the board of directors or delegates.

2. Unless otherwise restricted by the articles or bylaws, any action required or permitted to be taken at any meeting of the board of directors or the delegates or of any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by a majority of the board of directors or the delegates or of such committee. If the vote of a different proportion of the directors or delegates is required for an action, then the different proportion of written consents is required.

3. Unless otherwise restricted by the articles or bylaws, members of the board of directors, the delegates or any committee designated by the board or the delegates may participate in a meeting through electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting.

(Added to NRS by [1991, 1272](#); A [1993, 1000](#); [1997, 711](#); [2011, 778](#))

NRS 82.276 Consent of members in lieu of meeting; alternative means for participating at meeting.

1. Unless otherwise provided in the articles or bylaws, any action which may be taken by the vote of members at a meeting may be taken without a meeting if authorized by the written consent of members holding at least a majority of the voting power, except that:

(a) If any greater proportion of voting power is required for such an action at a meeting, then the greater proportion of written consents is required; and

(b) This general provision for action by written consent does not supersede any specific provision for action by written consent contained in this chapter.

2. In no instance where action is authorized by written consent need a meeting of members be called or notice given.

3. Unless otherwise restricted by the articles or bylaws, members may participate in a meeting through electronic communications, videoconferencing, teleconferencing or other available technology which allows the members to communicate simultaneously or sequentially. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting.

(Added to NRS by [1991, 1273](#); A [1993, 1000](#); [1997, 712](#); [2011, 778](#))

NRS 82.281 Actions at meetings not regularly called: Consent, ratification and approval.

1. Whenever all persons entitled to vote at any meeting, whether of directors,

trustees, delegates or members, consent by:

- (a) A writing on the records of the meeting or filed with the secretary;
- (b) Presence at the meeting and oral consent entered on the minutes; or
- (c) Taking part in the deliberations at the meeting without objection,

Ê the actions taken at the meeting are as valid as if they had been taken at a meeting which was regularly called after notice was given.

2. At the 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.

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

4. Unless otherwise provided in the articles or bylaws, the consent or approval of delegates or members may be by proxy or attorney, but all such proxies and powers of attorney must be in writing.

(Added to NRS by [1991, 1273](#))

NRS 82.286 Election of directors and delegates; classification of directors.

1. If a corporation has members entitled to vote for the election of directors, or for the election of delegates who vote for the election of directors, unless elected pursuant to [NRS 82.271](#) or [82.276](#), and subject to subsection 2, the directors or delegates of every corporation must be chosen at the annual meeting of the members or delegates, to be held on a date and at a time and in the manner provided for in the bylaws, by a plurality of the votes cast at the election. If for any reason the directors are not elected pursuant to [NRS 82.271](#) or [82.276](#) or at the annual meeting of the members or delegates, they may be elected at any special meeting of the members which is called and held for that purpose.

2. The articles or bylaws may provide for the classification of directors as to their respective terms of office, their election by one or more authorized classes or series of members or delegates, their election by members or delegates in geographic areas, districts or precincts, and their election annually by ballot instead of at an annual meeting.

(Added to NRS by [1991, 1274](#); A [1993, 1000](#))

NRS 82.291 Meetings of members or delegates: Quorum. Unless otherwise provided in the articles or bylaws, a quorum for a meeting of members is 10 percent of the voting power of the members entitled to vote and a quorum for a meeting of delegates is a majority of the voting power of the delegates. An amendment to the bylaws to increase the quorum required for any action by the members or delegates must be approved by the members.

(Added to NRS by [1991, 1274](#); A [1993, 1001](#))

NRS 82.296 Directors: Removal; filling of vacancies.

1. Any director may be removed from office by the vote of members, if any, representing not less than a majority of the voting power of the members entitled to vote for the election of the director being removed or a majority of the voting power of the members entitled to vote for delegates who vote for the election of the director being removed, but:

(a) In case of corporations which have provided in their articles or bylaws for the election of directors by cumulative voting, no director may be removed from office under the provisions of this section except upon the vote of members holding sufficient voting power to have prevented the director's election to office in the first instance; and

(b) The articles or bylaws may require the concurrence of a larger percentage of the members entitled to voting power in order to remove a director.

2. If there are no members entitled to vote for the election of directors or entitled to vote for delegates who vote for the election of directors, any director may be removed from office by a majority vote of those directors entitled to vote for the director being removed.

3. Except as otherwise provided in the articles or bylaws, a director appointed by

public officials or other persons specified in the articles or bylaws may be removed with or without cause by a written notice from the person or public official who appointed the director being removed, delivered to the chair of the board or president of the corporation. The vacancy created may be filled by that public officer or other person.

4. Except as provided in subsection 3, all vacancies, including those caused by an increase in the number of directors, may be filled by a majority of the remaining directors, though less than a quorum, unless it is otherwise provided in the articles or bylaws.

5. Unless otherwise provided in the articles or bylaws, when one or more directors give notice of resignation to the board, effective at a future date, the board may fill the vacancy or vacancies to take effect when the resignation or resignations become effective. Each director so appointed holds office during the remainder of the term of office of the resigning director or directors.

(Added to NRS by [1991, 1274](#))

NRS 82.301 Effect of failure to elect director on designated day. If the directors are not elected on the day designated for the purpose, the corporation is not for that reason dissolved, but every director continues to hold office and shall discharge the duties of a director until a successor has been elected.

(Added to NRS by [1991, 1275](#))

NRS 82.306 Election of directors by order of court upon failure of regular election.

1. If any corporation fails to elect directors within 18 months after the last election of directors required by [NRS 82.286](#), the district court has jurisdiction in equity, upon application of any one or more of the members of the corporation representing 10 percent of the voting power of the members entitled to vote for the election of directors or for the election of delegates who are entitled to elect directors, or 50 members, whichever is less, to order the election of directors as required by [NRS 82.286](#).

2. The application must be made by petition filed in the county where the principal office of the corporation is located or, if the principal office is not located in this State, in the county in which the corporation's registered office is located, and must be brought on behalf of all members desiring to be joined therein. Such notice must be given to the corporation and the members as the court may direct.

(Added to NRS by [1991, 1275](#); A [1993, 1001](#); [2007, 2660](#); [2009, 1687](#))

NRS 82.311 Provisional director: Appointment; qualifications; rights and powers; removal.

1. Any director or one-third of the members may apply to the district court to appoint one person to be a provisional director when the business of the corporation is suffering or is threatened with irreparable injury because the directors are so divided respecting the management of the affairs of the corporation that the required vote for action by the board of directors cannot be obtained and the members, if any, are unable to terminate this division.

2. A provisional director must be an impartial person, who is neither a member nor a creditor of the corporation, nor related by consanguinity or affinity within the third degree according to the common law to any of the other directors of the corporation. A provisional director has all the rights and powers of a director until the provisional director is removed by order of the court or by approval of one-third of the members, if any, or majority of the directors, not counting the provisional director. The provisional director is entitled to compensation as fixed by the court unless otherwise agreed with the corporation.

(Added to NRS by [1991, 1275](#))

NRS 82.316 Determination of members entitled to notice of and to vote at meeting; fixing of date when members entitled to give consent in lieu of meeting.

1. Unless contrary provisions are contained in the articles or bylaws, the directors may prescribe a period not exceeding 60 days before any meeting of the members during which no transfer of memberships on the books of the corporation may be made, or may

fix a day not more than 60 days before the holding of any meeting of members as the day as of which members entitled to notice of and to vote at the meeting must be determined. Only members of record on that day are entitled to notice or to vote at the meeting.

2. The directors may adopt a resolution prescribing a date upon which the members of record are entitled to give written consent pursuant to [NRS 82.276](#). The date prescribed by the directors may not precede nor be more than 10 days after the date the resolution is adopted by the directors. If the directors do not adopt a resolution prescribing a date upon which the members of record are entitled to give written consent pursuant to [NRS 82.276](#) and:

(a) No prior action by the directors is required by this chapter, the date is the first date on which a valid written consent is delivered in accordance with the provisions of [NRS 82.276](#).

(b) Prior action by the directors is required by this chapter, the date is at the close of business on the day on which the directors adopt the resolution taking the required action.

(Added to NRS by [1991, 1275](#))

NRS 82.321 Members' proxies.

1. At any meeting of the members of any corporation, any member may designate another person or persons to act as a proxy or proxies. If a member designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if only one is present, then that one, have and may exercise all of the powers conferred by the member upon all of the persons so designated unless the member provides otherwise.

2. Without limiting the manner in which a member may authorize another person or persons to act for him or her as proxy pursuant to subsection 1, the following constitutes valid means by which a member may grant such authority:

(a) A member may sign a writing authorizing another person or persons to act for him or her as proxy.

(b) A member may authorize another person or persons to act for him or her as proxy by transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission to the person who will be the holder of the proxy or to a firm which solicits proxies, or like agent authorized by the person who will be the holder of the proxy to receive the transmission. Any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the member. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the corporation to count the votes of members and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied.

3. Any copy, communication by telecopier, or other reliable reproduction of the writing or transmission created pursuant to subsection 2 may be substituted for the original writing or transmission for any purpose for which the original writing or transmission could be used, if the copy, communication by telecopier, or other reproduction is a complete reproduction of the entire original writing or transmission.

4. No such proxy is valid after the expiration of 6 months from the date of its creation, unless coupled with an interest, or unless the member specifies in it the length of time for which it is to continue in force, which may not exceed 7 years from the date of its creation. Subject to these restrictions, any proxy properly created is not revoked and continues in full force and effect until another instrument or transmission revoking it or a properly created proxy bearing a later date is filed with or transmitted to the secretary of the corporation or another person or persons appointed by the corporation to count the votes of members and determine the validity of proxies and ballots.

(Added to NRS by [1991, 1276](#); A [2003, 3127](#))

NRS 82.326 Action of members by written ballot in lieu of meeting.

1. Except as otherwise provided in subsection 5 and unless prohibited or limited by the articles or bylaws, an action that may be taken at a regular or special meeting of members, including the election of directors, may be taken without a meeting if the corporation mails or delivers a written ballot to every member entitled to vote on the

matter.

2. A written ballot must:

- (a) Set forth each proposed action or candidate; and
- (b) Provide an opportunity to vote for or against each proposed action.

3. Approval by written ballot under this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4. Solicitations for votes by written ballot must:

- (a) Indicate the number of responses needed to meet the requirement of a quorum;
- (b) State the percentage of approvals necessary to approve each matter other than election of directors; and
- (c) Specify the time by which a ballot must be received by the corporation in order to be counted.

5. Except as otherwise provided in the articles or bylaws, a written ballot may not be revoked.

6. Nothing in this section shall be construed to restrict the rights of a corporation to act as provided in [NRS 82.276](#).

(Added to NRS by [1991, 1277](#); A [2003, 3127](#))

NRS 82.331 Cumulative voting. The articles or bylaws of any corporation may provide that at all elections of directors of the corporation each member having a right to elect directors at the meeting is entitled to as many votes as equal the number of his or her memberships multiplied by the number of directors to be elected, and that the member may cast all of his or her membership votes for a single director or may distribute them among the number to be voted for or any two or more of them, as the member may see fit. In order to exercise the right of cumulative voting, one or more of the members calling or requesting a vote by cumulative voting must give notice before the vote to the president or secretary of the corporation that the member desires that the voting for the election of directors be cumulative.

(Added to NRS by [1991, 1277](#))

NRS 82.336 Delegates and members: Special meetings; notices.

1. A corporation having members entitled to vote on the matter involved must hold a special meeting of delegates or members if:

- (a) The board of directors or persons authorized to do so by the articles or bylaws demand such a meeting; or
- (b) At least 5 percent of the members demand such a meeting.

Ê The demand must state the purpose for the meeting. Those making the demand on the corporation must sign, date and deliver their demand to the president, chair of the board or the treasurer of the corporation. The corporation must then immediately give notice of a special meeting of delegates or members as set forth in subsections 2 to 7, inclusive, or subsection 9.

2. Whenever under the provisions of this chapter delegates or members are required or authorized to take any action at a meeting, the notice of the meeting must be in writing and signed by the president or the chair of the board or a vice president, or the secretary, or an assistant secretary, or by such other person or persons as the bylaws may prescribe or permit or the directors designate.

3. The notice must state the purpose or purposes for which the meeting is called and the time when, and the place, which may be within or without this State, where it is to be held.

4. A copy of the notice must be delivered personally, mailed postage prepaid or given as provided in subsection 9 to each delegate or member, as the case may be, entitled to vote at the meeting not less than 10 nor more than 60 days before such meeting. If mailed, it must be directed to the person at his or her address as it appears upon the records of the corporation. Upon the mailing of any notice the service thereof is complete, and the time of the notice begins to run from the date upon which the notice is deposited

in the mail for transmission to the person. Personal delivery of the notice to any officer of a corporation or association, or to any member of a partnership, constitutes delivery of the notice to the corporation, association or partnership.

5. The articles or bylaws may require that the notice be also published in one or more newspapers.

6. Notice duly delivered or mailed to a delegate or member in accordance with the provisions of this section and the provisions, if any, of the articles or bylaws is sufficient, and in the event of the transfer of a membership after the delivery or mailing and before the holding of the meeting it is not necessary to deliver or mail notice of the meeting to the transferee.

7. Any delegate or member may waive notice of any meeting by a writing signed by the delegate or member, or his or her duly authorized attorney, either before or after the meeting.

8. Unless otherwise provided in the articles or bylaws, whenever notice is required to be given, under any provision of this chapter or the articles or bylaws of any corporation, to any member to whom notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to the member during the period between those two consecutive annual meetings, have been mailed addressed to the member at his or her address as shown on the records of the corporation and have been returned undeliverable, the giving of further notices to the member is not required. Any action or meeting taken or held without notice to that person has the same force and effect as if the notice had been given. If any such person delivers to the corporation a written notice setting forth his or her current address, the requirement that notice be given to the person is reinstated. If the action taken by the corporation is such as to require the filing of a certificate under any of the other sections of this title, the certificate need not state that notice was not given to persons to whom notice was not required to be given pursuant to this subsection.

9. Any notice to members or delegates given by the corporation pursuant to any provision of this chapter, [chapter 92A](#) of NRS, the articles of incorporation or the bylaws is effective if given in the same manner that a corporation is required to give notice to its stockholders pursuant to [NRS 78.370](#).

(Added to NRS by [1991, 1277](#); A [1993, 1001](#); [2009, 1688](#))

NRS 82.341 Waiver of notice. Whenever any notice is required to be given under the provisions of this chapter, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, is equivalent thereto.

(Added to NRS by [1991, 1278](#))

AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

NRS 82.346 Amendment of articles before first meeting of directors.

1. If the first meeting of the directors has not taken place and if there are no members, a majority of the incorporators of a corporation may amend the original articles by signing and proving in the manner required for original articles, and filing with the Secretary of State a certificate amending, modifying, changing or altering the original articles, in whole or in part. The certificate must state that:

(a) The signers thereof are a majority of the original incorporators of the corporation; and

(b) As of the date of the certification, no meeting of the directors has taken place and the corporation has no members other than the incorporators.

2. A certificate filed pursuant to this section is effective at the time of the filing of the certificate with the Secretary of State or upon a later date and time as specified in the certificate, which date must not be more than 90 days after the date on which the certificate is filed. If a certificate filed pursuant to this section specifies a later effective date but does not specify an effective time, the certificate is effective at 12:01 a.m. in the Pacific time zone on the specified later date.

3. This section does not permit the insertion of any matter not in conformity with this chapter.

4. The Secretary of State shall charge the fee allowed by law for filing the amended certificate of incorporation.

(Added to NRS by [1991, 1279](#); A [1993, 1002](#); [1999, 1605](#); [2001, 1382, 3199](#); [2003, 3128](#); [2005, 2187](#); [2011, 2795](#))

NRS 82.351 Amendment of articles: Scope of amendments.

1. A corporation whose directors have held a first meeting or which has members who are not incorporators may amend its articles in any of the following respects:

(a) By addition to its corporate powers and purposes, or diminution thereof, or both.

(b) By substitution of other powers and purposes, in whole or in part, for those prescribed by its articles of incorporation.

(c) By changing the name of the corporation.

(d) By making any other change or alteration in its articles of incorporation that may be desired.

2. All such changes or alterations may be effected by one certificate of amendment. Articles so amended, changed or altered may contain only such provisions as it would be lawful and proper to insert in original articles, pursuant to [NRS 82.086](#) and [82.091](#) or the other statutes governing the contents of the corporation's articles, if the original articles were signed and filed at the time of making the amendment.

(Added to NRS by [1991, 1279](#); A [1993, 1003](#); [1999, 1605](#); [2003, 3128](#))

NRS 82.356 Amendment of articles: Procedure.

1. Except as otherwise provided in [NRS 77.340](#), each amendment adopted pursuant to the provisions of [NRS 82.351](#) must be made in the following manner:

(a) The board of directors must adopt a resolution setting forth the amendment proposed, approve it and, if the corporation has members entitled to vote on an amendment to the articles, call a meeting, either annual or special, of the members. The amendment must also be approved by each public official or other person whose approval of an amendment of articles is required by the articles.

(b) At the meeting of members, of which notice must be given to each member entitled to vote pursuant to the provisions of this section, a vote of the members entitled to vote in person or by proxy must be taken for and against the proposed amendment. A majority of a quorum of the voting power of the members or such greater proportion of the voting power of members as may be required in the case of a vote by classes, as provided in subsection 3, or as may be required by the articles, must vote in favor of the amendment.

(c) Upon approval of the amendment by the directors, or if the corporation has members entitled to vote on an amendment to the articles, by both the directors and those members, and such other persons or public officers, if any, as are required to do so by the articles, an officer of the corporation must sign a certificate setting forth the amendment, or setting forth the articles as amended, that the public officers or other persons, if any, required by the articles have approved the amendment, and the vote of the members and directors by which the amendment was adopted.

(d) The certificate so signed must be filed in the Office of the Secretary of State.

2. A certificate filed pursuant to this section is effective at the time of the filing of the certificate with the Secretary of State or upon a later date and time as specified in the certificate, which date must not be more than 90 days after the date on which the certificate is filed. If a certificate filed pursuant to this section specifies a later effective date but does not specify an effective time, the certificate is effective at 12:01 a.m. in the Pacific time zone on the specified later date.

3. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power.

4. In the case of any specified amendments, the articles may require a larger vote of members than that required by this section.

(Added to NRS by [1991, 1279](#); A [1993, 1003](#); [1999, 1605](#); [2003, 3129](#); [2003, 20th](#)

NRS 82.371 Restatement of articles.

1. A corporation may restate, or amend and restate, in a single certificate the entire text of its articles as amended by filing with the Secretary of State a certificate which must set forth the articles as amended to the date of the certificate. If the certificate alters or amends the articles in any manner, it must comply with the provisions of [NRS 82.346](#), [82.351](#) and [82.356](#), as applicable, and must be accompanied by a form prescribed by the Secretary of State setting forth which provisions of the articles of incorporation on file with the Secretary of State are being altered or amended.

2. If the certificate does not alter or amend the articles, it must be signed by an officer of the corporation and must state that the officer has been authorized to sign the certificate by resolution of the board of directors adopted on the date stated, and that the certificate correctly sets forth the text of the articles as amended to the date of the certificate.

3. The following may be omitted from the restated articles:

(a) The names, addresses, signatures and acknowledgments of the incorporators;

(b) The names and addresses of the members of the past and present board of directors; and

(c) The information required pursuant to [NRS 77.310](#).

4. Whenever a corporation is required to file a certified copy of its articles, in lieu thereof it may file a certified copy of the most recent certificate restating its articles as amended, subject to the provisions of subsection 2, together with certified copies of all certificates of amendment filed after the restated articles and certified copies of all certificates supplementary to the original articles.

5. A certificate filed pursuant to this section is effective at the time of the filing of the certificate with the Secretary of State or upon a later date and time as specified in the certificate, which date must not be more than 90 days after the date on which the certificate is filed. If a certificate filed pursuant to this section specifies a later effective date but does not specify an effective time, the certificate is effective at 12:01 a.m. in the Pacific time zone on the specified later date.

(Added to NRS by [1991, 1280](#); A [1993, 1004](#); [1997, 712](#); [2001, 1383](#), [3199](#); [2003, 3129](#); [2005, 2188](#), [2256](#); [2007, 2661](#); [2011, 2797](#))

SALE OF ASSETS; VOLUNTARY DISSOLUTION

NRS 82.436 Sale, lease or exchange of assets: Authority; procedure.

1. Every corporation may, by action taken at a meeting of its board of directors, sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises, upon such terms and conditions as its board of directors may deem expedient and for the best interests of the corporation.

2. The sale, lease or exchange must be approved by every person or public official whose approval of the sale, lease or exchange is required by the articles.

3. If the corporation has members entitled to vote on the matter, the directors must call a meeting, either annual or special, of the members entitled to vote on the sale, lease or exchange or must submit the sale, lease or exchange to such members for a vote by written ballot pursuant to [NRS 82.326](#). Notice of the proposed sale, lease or exchange must be given to each member and a vote of the members entitled to vote in person or by proxy must be taken for and against the proposed sale, lease or exchange. A majority of a quorum of the voting power of the members must vote in favor of the sale, lease or exchange.

4. The articles may require the vote of a larger proportion of the members and the separate vote or consent of any class of members.

5. Unless the articles provide otherwise, no vote of members is necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the corporation.

(Added to NRS by [1991, 1285](#))

NRS 82.442 Dissolution of corporation whose charter has been revoked without additional fees and penalties; regulations.

1. The Secretary of State shall authorize a nonprofit corporation whose charter has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of dissolution required by [NRS 82.531](#), if the nonprofit corporation provides evidence satisfactory to the Secretary of State that the nonprofit corporation did not transact business in this State or as a nonprofit corporation organized pursuant to the laws of this State:

(a) During the entire period for which its charter was revoked; or

(b) During a portion of the period for which its charter was revoked and the nonprofit corporation paid the fees and penalties for the portion of that period in which the nonprofit corporation transacted business in this State or as a nonprofit corporation organized pursuant to the laws of this State.

2. The Secretary of State may adopt regulations to administer the provisions of this section.

(Added to NRS by [2015, 1284](#))

NRS 82.446 Voluntary dissolution at request of members.

1. A corporation may be dissolved and its affairs wound up voluntarily by the written request of a majority of the members and any person or superior organization whose approval is required by a provision of the articles authorized by [NRS 82.091](#). The request must:

(a) Be addressed to the directors.

(b) Specify reasons why the winding up of affairs of the corporation is deemed advisable.

(c) Name three persons who are members to act as trustees in liquidation and in winding up the affairs of the corporation. The act of a majority of the directors as trustees remaining in office is the act of the directors as trustees.

2. Upon filing of the request with the directors and in the Office of the Secretary of State, all powers of the directors cease.

(Added to NRS by [1991, 1286](#); A [1993, 1006](#); [2001, 1383, 3199](#))

NRS 82.451 Voluntary dissolution by directors and members or by directors alone; directors to act as trustees for liquidation and winding up of corporate affairs.

1. A corporation may be dissolved and its affairs wound up voluntarily if the board of directors adopts a resolution to that effect and calls a meeting of the members entitled to vote to take action upon the resolution. The resolution must also be approved by any person or superior organization whose approval is required by a provision of the articles authorized by [NRS 82.091](#). The meeting of the members must be held with due notice. If at the meeting the members entitled to exercise a majority of all the voting power consent by resolution to the dissolution, a certificate signed by an officer of the corporation setting forth that the dissolution has been approved in compliance with this section, together with a list of the names and addresses, either residence or business, of the president, the secretary and the treasurer, or the equivalent thereof, and all the directors of the corporation, must be filed in the Office of the Secretary of State.

2. If a corporation has no members entitled to vote upon a resolution calling for the dissolution of the corporation, the corporation may be dissolved and its affairs wound up voluntarily by the board of directors if it adopts a resolution to that effect. The resolution must also be approved by any person or superior organization whose approval is required by a provision of the articles authorized by [NRS 82.091](#). A certificate setting forth that the dissolution has been approved in compliance with this section and a list of the officers and directors, signed as provided in subsection 1, must be filed in the Office of the Secretary of State.

3. Upon the dissolution of any corporation under the provisions of this section or upon the expiration of its period of corporate existence, the directors are the trustees of the corporation in liquidation and in winding up the affairs of the corporation. The act of a majority of the directors as trustees remaining in office is the act of the directors as trustees.

4. A certificate filed pursuant to this section is effective at the time of the filing of the certificate with the Secretary of State or upon a later date and time as specified in the certificate, which date must not be more than 90 days after the date on which the certificate is filed. If a certificate filed pursuant to this section specifies a later effective date but does not specify an effective time, the certificate is effective at 12:01 a.m. in the Pacific time zone on the specified later date.

(Added to NRS by [1991, 1286](#); A [1993, 1007](#); [2001, 1384, 3199](#); [2003, 3130](#); [2003, 20th Special Session, 54](#); [2005, 2188](#); [2011, 2797](#))

NRS 82.456 Dissolved corporations: Rights and liabilities of corporation and its directors, trustees, receivers, officers, members and creditors; powers and duties of district court.

1. Actions available to or against a corporation or its directors, officers or members are limited as provided in [NRS 78.585](#).

2. A corporation dissolved under this chapter and its directors, trustees, receivers, members, creditors and the district court have all the rights, duties and liabilities they have with respect to dissolved corporations governed by [chapter 78](#) of NRS as provided by [NRS 78.585](#) and [78.615](#).

3. The district court and the clerk of the court have the same powers and duties with respect to dissolved corporations governed by this chapter as they have with respect to dissolved corporations governed by [chapter 78](#) of NRS as provided in [NRS 78.600, 78.605, 78.615](#) and [78.620](#).

(Added to NRS by [1991, 1287](#); A [2011, 2798](#))

NRS 82.461 Dissolved corporations: Duties of person appointed or authorized to act in liquidation. The directors, trustees, receivers or those persons appointed or authorized to act in liquidation of a dissolved corporation shall:

1. Wind up the corporation;
2. Realize upon its assets;
3. Pay its debts; and
4. Distribute the residue of its money and property as follows:

(a) Assets held by the corporation on the condition that upon dissolution they be returned, transferred or conveyed must be returned, transferred or conveyed as required;

(b) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance upon dissolution, must be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution;

(c) Other assets, if any, must be distributed in accordance with the provisions of the articles or the bylaws to the extent the articles or bylaws determine the distribution of assets; and

(d) Any remaining assets may be distributed to the members and such persons, societies, organizations or domestic or foreign corporations, whether or not for profit, as may be specified in the plan of distribution.

(Added to NRS by [1991, 1287](#); A [1993, 1007](#))

INSOLVENCY; INVOLUNTARY DISSOLUTION

NRS 82.466 Reorganization under federal law.

1. A federal court may take the same actions with respect to corporations governed by this chapter as a federal court may take with respect to corporations governed by [chapter 78](#) of NRS under subsection 1 of [NRS 78.622](#).

2. A corporation governed by this chapter shall file with the Secretary of State a certified copy of the confirmed plan of reorganization described in [NRS 78.622](#).

(Added to NRS by [1991, 1287](#); A [1999, 1606](#); [2001, 101](#))

NRS 82.471 Application of creditors or members of insolvent corporation for

injunction and appointment of receiver or trustee; powers and duties of court.

1. Whenever any corporation becomes insolvent or suspends its ordinary business for want of funds to carry on the business, or if its business has been and is being conducted at a great loss and greatly prejudicial to the interest of its creditors or members, creditors holding 10 percent of the outstanding indebtedness, or members, if any, having 10 percent of the voting power to elect directors, may, by petition or bill of complaint setting forth the facts and circumstances of the case, apply to the district court of the county in which the principal office of the corporation is located or to the district court in the county in which the corporation's registered office is located for a writ of injunction and the appointment of a receiver or receivers or trustee or trustees.

2. The court, being satisfied by affidavit or otherwise of the sufficiency of the application and of the truth of the allegations contained in the petition or bill, and upon hearing after such notice as the court by order may direct, shall proceed in a summary way to hear the affidavits, proofs and allegations which may be offered in behalf of the parties.

3. If upon the inquiry it appears to the court that the corporation has become insolvent and is not about to resume its business in a short time thereafter, or that its business has been and is being conducted at a great loss and greatly prejudicial to the interests of its creditors or members, so that its business cannot be conducted with safety to the public, it may issue an injunction to restrain the corporation and its officers and agents from exercising any of its privileges or franchises and from collecting or receiving any debts or paying out, selling, assigning or transferring any of its estate, money, funds, lands, tenements or effects, except to a receiver appointed by the court, until the court otherwise orders.

(Added to NRS by [1991, 1287](#); A [1999, 1606](#); [2007, 2662](#); [2009, 1689](#))

NRS 82.476 Receivers or trustees for insolvent corporations: Appointment; powers and duties.

1. The district court, at the time of ordering the injunction upon petition of the creditors or members, or at any time afterward, may appoint a receiver or receivers or a trustee or trustees for the creditors and members of the corporation.

2. Receivers or trustees have the following powers and duties:

(a) To demand, sue for, collect, receive and take into possession all the goods and chattels, rights and credits, money and effects, lands and tenements, books, papers, choses in action, bills, notes and property, of every description, of the corporation;

(b) To institute suits at law or in equity for the recovery of any estate, property, damages or demands existing in favor of the corporation;

(c) In their discretion to compound and settle with any debtor or creditor of the corporation, or with persons having possession of its property or in any way responsible at law or in equity to the corporation at the time of its insolvency or suspension of business, or afterwards, upon such terms and in such manner as they deem just and beneficial to the corporation;

(d) In case of mutual dealings between the corporation and any person to allow just setoffs in favor of that person in all cases in which setoffs ought to be allowed according to law and equity;

(e) To take possession of the property of the corporation as provided in [NRS 78.665](#);

(f) To take inventory, account for debts and report to the courts every 3 months as provided in [NRS 78.670](#);

(g) To pass upon the claims of creditors as provided in [NRS 78.685](#);

(h) To be substituted in as a party to suits as provided in [NRS 78.695](#); and

(i) To be vested with the property of the corporation as provided in [NRS 78.640](#).

3. An act approved or done by a majority of the receivers or trustees is the act of the receivers or trustees.

4. A debtor who in good faith has paid a debt to the corporation without notice of its insolvency or suspension of business is not liable therefor, and the receiver or receivers or trustee or trustees have power to sell, convey and assign all the estate, rights and interests, and must hold and dispose of the proceeds thereof under the directions of the district court.

(Added to NRS by [1991, 1288](#))

NRS 82.481 Authority of court to reconvey property back to or dissolve corporation. The district court may reconvey the property of the corporation back to it or dissolve the corporation and declare it null and void as provided in [NRS 78.645](#).

(Added to NRS by [1991, 1289](#))

NRS 82.486 Involuntary dissolution: Authority and grounds for application.

1. The persons described in subsections 2 and 3 may apply to the district court in the district where the corporation has its principal office or, if the principal office is not located in this State, to the district court in the county in which the corporation's registered office is located:

(a) For an order dissolving the corporation and appointing a receiver to wind up its affairs, and by injunction restrain the corporation from exercising any of its powers or doing business whatsoever, except by or through a receiver appointed by the court; or

(b) For such other equitable relief that is just and proper in the circumstances.

2. A member or members, if any, holding at least one-third of the voting power for the election of directors or a majority of the directors in office, may apply for the relief described in subsection 1 whenever it is established that:

(a) The corporation has willfully violated its charter;

(b) Its trustees or directors have been guilty of fraud or collusion or gross mismanagement in the conduct or control of its affairs;

(c) Its trustees or directors have been guilty of misfeasance, malfeasance or nonfeasance;

(d) The corporation is unable to conduct its activities or conserve its assets by reason of the act, neglect or refusal to function of any of the directors or trustees;

(e) The assets of the corporation are in danger of waste, misapplication, sacrifice or loss;

(f) The corporation has abandoned its business;

(g) The corporation has not proceeded diligently to wind up its affairs or to distribute its assets in a reasonable time;

(h) The corporation has become insolvent;

(i) The corporation, although not insolvent, is for any cause not able to pay its debts or other obligations as they mature;

(j) The corporation is not about to resume its business with safety to the public;

(k) The period of corporate existence has expired and has not been lawfully extended;

(l) The corporation has solicited property and has failed to use it for the purpose solicited;

(m) The corporation has fraudulently used or solicited property; or

(n) The corporation has exceeded its powers.

3. The Attorney General may apply for the relief described in subsection 1 whenever the corporation is a corporation for public benefit and whenever it is established that:

(a) The corporation has willfully violated its charter;

(b) Its trustees or directors have been guilty of fraud or collusion or gross mismanagement in the conduct or control of its affairs;

(c) The corporation has abandoned its business;

(d) The corporation has become insolvent;

(e) The corporation, although not insolvent, is for any cause not able to pay its debts or other obligations as they mature;

(f) The corporation has solicited property and has failed to use it for the purpose solicited;

(g) The corporation has fraudulently used or solicited property; or

(h) The period of corporate existence has expired and has not been lawfully extended.

4. Any person or superior organization under which the corporation was formed, if expressly authorized to act by the articles, may apply for the relief described in subsection 1 pursuant to the grounds, if any, set forth in the articles.

(Added to NRS by [1991, 1289](#); A [2007, 2663](#); [2009, 1689](#))

NRS 82.491 Involuntary dissolution: Appointment of receiver; powers and duties of receiver; authorized relief.

1. The court may appoint a temporary receiver upon the same grounds and pursuant to the same procedure as provided in the Nevada Rules of Civil Procedure for granting a temporary restraining order. A hearing must be held on the appointment of a temporary receiver within 15 days after the receiver's appointment, unless the appointment is extended by order of the court or upon stipulation of the parties.

2. The court may, if good cause exists, appoint one or more receivers. Directors or trustees who have not been guilty of negligence or active breach of duty must be preferred in making the appointment.

3. Receivers so appointed have, among the usual powers, all the functions, powers, tenure and duties to be exercised under the direction of the court as are conferred on receivers and as provided in [NRS 82.476](#) and [82.481](#) whether the corporation is insolvent or not.

4. The court may, at any time, grant lesser equitable relief, order a partial liquidation, terminate the receivership, or dissolve or terminate the corporation as would be just and proper in the circumstances.

(Added to NRS by [1991, 1290](#); A [1999, 1607](#))

NRS 82.496 Involuntary dissolution: General powers of court. In an action for dissolution, the district court may:

1. Send for and examine persons as provided in [NRS 78.660](#);

2. Sell encumbered property as provided in [NRS 78.700](#);

3. Remove and replace receivers as provided in [NRS 78.715](#); and

4. Pass upon creditors' appeals from the decision of the trustees or receivers as provided in [NRS 78.685](#).

(Added to NRS by [1991, 1290](#))

NRS 82.501 Limitation on time for creditors' claims; notice to creditors. All creditors must present and make proof to the receiver of their respective claims against the corporation within 6 months from the date of appointment of the receiver or trustee for the corporation, or sooner if the court so orders. All creditors and claimants failing to do so within the time limited by this section, or the time prescribed by the order of court, are barred from participating in the distribution of the assets of the corporation. The court shall prescribe what notice, by publication or otherwise, must be given to creditors of the time within which they must present and prove their claims.

(Added to NRS by [1991, 1291](#))

NRS 82.506 Presentation of creditors' claims; examination of creditors and witnesses. Every claim against a corporation for which a receiver has been appointed must be presented to the receiver in writing and upon oath. The claimant, if required, must submit to such examination in relation to the claim as the court directs, and must produce such books and papers relating to the claim as the court requires. The court may authorize the receiver to examine, under oath or affirmation, all witnesses produced before the receiver touching the claim or any part thereof.

(Added to NRS by [1991, 1291](#))

NRS 82.511 Abatement of actions against receivers. No action against a receiver of a corporation abates by reason of the receiver's death, but, upon suggestion of the facts on the record, must be continued against the receiver's successor, or against the corporation in case no new receiver be appointed.

(Added to NRS by [1991, 1291](#))

NRS 82.516 Payment of creditors and distribution of surplus. After payment of all allowances, expenses and costs, and the satisfaction of all special and general liens upon the money of the corporation to the extent of their lawful priority, the creditors must be paid proportionately to the amount of their respective debts, except mortgagees and judgment creditors when the judgment has not been by confession for the purpose of preferring creditors. The creditors are entitled to distribution on debts not due, making in such case a rebate of interest, when interest is not accruing on the debts. The surplus, if

any, after payment of the creditors and the costs, expenses and allowances, must be distributed as provided in subsection 4 of [NRS 82.461](#).

(Added to NRS by [1991, 1291](#); A [1993, 1008](#))

NRS 82.521 Employees' liens for wages.

1. When a corporation becomes insolvent or is dissolved, the employees performing labor or service in the regular employ of the corporation have a lien upon the assets thereof for the amount of wages due to them, not exceeding \$1,000, which have been earned within 3 months before the date of the insolvency or dissolution, which must be paid before any other debt of the corporation.

2. The word "employees" does not include any of the officers or directors of the corporation.

(Added to NRS by [1991, 1291](#))

FOREIGN NONPROFIT CORPORATIONS

NRS 82.523 Annual list: Filing requirements; fees; powers and duties of Secretary of State; regulations.

1. Each foreign nonprofit corporation doing business in this State shall, at the time of the filing of its application for registration as a foreign nonprofit corporation with the Secretary of State, or, if the foreign nonprofit corporation has selected an alternative due date pursuant to subsection 10, on or before that alternative due date, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year, file with the Secretary of State a list, on a form furnished by the Secretary of State, that contains:

- (a) The name of the foreign nonprofit corporation;
- (b) The file number of the foreign nonprofit corporation, if known;
- (c) The names and titles of the president, the secretary and the treasurer, or the equivalent thereof, and all the directors of the foreign nonprofit corporation;
- (d) The address, either residence or business, of the president, secretary and treasurer, or the equivalent thereof, and each director of the foreign nonprofit corporation; and
- (e) The signature of an officer of the foreign nonprofit corporation, or some other person specifically authorized by the foreign nonprofit corporation to sign the list, certifying that the list is true, complete and accurate.

2. Each list filed pursuant to this section must be accompanied by a declaration under penalty of perjury that:

(a) The foreign nonprofit corporation has complied with the provisions of [chapter 76](#) of NRS;

(b) The foreign nonprofit corporation acknowledges that pursuant to [NRS 239.330](#), it is a category C felony to knowingly offer any false or forged instrument for filing with the Office of the Secretary of State; and

(c) None of the officers or directors identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

3. Upon filing the initial list and each annual list pursuant to this section, the foreign nonprofit corporation must pay to the Secretary of State a fee of \$50.

4. If a foreign nonprofit corporation files an amended list of officers and directors with the Secretary of State within 60 days after the filing of the initial list pursuant to this section, the foreign nonprofit corporation is not required to pay a fee for filing the amended list.

5. The Secretary of State shall, 60 days before the last day for filing each annual list, provide to each foreign nonprofit corporation which is required to comply with the provisions of [NRS 82.523](#) to [82.524](#), inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1. Failure of any foreign nonprofit corporation to receive a notice does not excuse it from the penalty imposed by the provisions of [NRS 82.523](#) to [82.524](#),

inclusive.

6. If the list to be filed pursuant to the provisions of subsection 1 is defective or the fee required by subsection 3 is not paid, the Secretary of State may return the list for correction or payment.

7. An annual list for a foreign nonprofit corporation not in default that is received by the Secretary of State more than 90 days before its due date shall be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

8. A person who files with the Secretary of State a list pursuant to this section which identifies an officer or director with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct is subject to the penalty set forth in [NRS 225.084](#).

9. For the purposes of this section, a member of a foreign nonprofit corporation is not deemed to exercise actual control of the daily operations of the foreign nonprofit corporation based solely on the fact that the member has voting control of the foreign nonprofit corporation.

10. The Secretary of State may allow a foreign nonprofit corporation to select an alternative due date for filing the initial list required by this section.

11. The Secretary of State may adopt regulations to administer the provisions of subsection 10.

(Added to NRS by [2003, 20th Special Session, 50](#); A [2007, 2664](#); [2009, 2035, 2833](#); [2013, 850](#); [2015, 2909](#); [2017, 2775](#))

NRS 82.5231 Certificate of authorization to transact business. Except as otherwise provided in [NRS 82A.100](#), if a foreign nonprofit corporation has filed the initial or annual list in compliance with [NRS 82.523](#) and has paid the appropriate fee for the filing, the cancelled check or other proof of payment received by the foreign nonprofit corporation constitutes a certificate authorizing it to transact its business within this State until the last day of the month in which the anniversary of its qualification to transact business occurs in the next succeeding calendar year.

(Added to NRS by [2003, 20th Special Session, 51](#); A [2013, 723](#); [2015, 2255](#))

NRS 82.5233 Addresses of officers required; failure to file.

1. Each list required to be filed under the provisions of [NRS 82.523](#) to [82.524](#), inclusive, must, after the name of each officer listed thereon, set forth the address, either residence or business, of each officer.

2. If the addresses are not stated for each person on any list offered for filing, the Secretary of State may refuse to file the list, and the foreign nonprofit corporation for which the list has been offered for filing is subject to all the provisions of [NRS 82.523](#) to [82.524](#), inclusive, relating to failure to file the list within or at the times therein specified, unless a list is subsequently submitted for filing which conforms to the provisions of this section.

(Added to NRS by [2003, 20th Special Session, 51](#))

NRS 82.5234 Penalty for failure to comply with requirements for qualification; enforcement; regulations.

1. Every foreign nonprofit corporation which is doing business in this State and which willfully fails or neglects to qualify to do business in this State in accordance with the laws of this State is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. Except as otherwise provided in subsection 3, every foreign nonprofit corporation which is doing business in this State and which fails or neglects to qualify to do business in this State in accordance with the laws of this State may not commence or maintain any action or proceeding in any court of this State until it has qualified to do business in this State.

3. An action or proceeding may be commenced by such a corporation if an extraordinary remedy available pursuant to [chapter 31](#) of NRS is all or part of the relief sought. Such an action or proceeding must be dismissed without prejudice if the

corporation does not qualify to do business in this State within 45 days after the action or proceeding is commenced.

4. When the Secretary of State is advised that a foreign nonprofit corporation is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, refer the matter to the district attorney of the county where the foreign nonprofit corporation has its principal place of business or the Attorney General, or both, for a determination of whether to institute proceedings to recover the fine. The district attorney of the county where the foreign nonprofit corporation has its principal place of business or the Attorney General may institute and prosecute the appropriate proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in subsection 1, the district attorney or the Attorney General is entitled to recover the costs of the proceeding, including, without limitation, the cost of any investigation and reasonable attorney's fees.

5. In the course of an investigation of a violation of this section, the Secretary of State may require a foreign nonprofit corporation to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.

6. The failure of a foreign nonprofit corporation to qualify to do business in this State in accordance with the laws of this State does not impair the validity of any contract or act of the corporation, or prevent the corporation from defending any action, suit or proceeding in any court of this State.

7. The Secretary of State may adopt regulations to administer the provisions of this section.

(Added to NRS by [2009, 1685](#); A [2013, 851](#))

NRS 82.5235 Defaulting corporations: Identification; forfeiture of right to transact business; penalty.

1. Each foreign nonprofit corporation which is required to make a filing and pay the fee prescribed in [NRS 82.523](#) to [82.524](#), inclusive, and which refuses or neglects to do so within the time provided is in default.

2. For default there must be added to the amount of the fee a penalty of \$50, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign nonprofit corporation occurs, the defaulting foreign nonprofit corporation forfeits its right to transact any business within this State. The fee and penalty must be collected as provided in this chapter.

(Added to NRS by [2003, 20th Special Session, 51](#))

NRS 82.5236 Defaulting corporations: Duties of Secretary of State.

1. The Secretary of State shall notify, by providing written notice to its registered agent, each foreign nonprofit corporation deemed in default pursuant to [NRS 82.5235](#). The written notice:

(a) Must include a statement indicating the amount of the filing fee, penalties incurred and costs remaining unpaid.

(b) At the request of the registered agent, may be provided electronically.

2. Immediately after the last day of the month in which the anniversary date of incorporation occurs, the Secretary of State shall compile a complete list containing the names of all foreign nonprofit corporations whose right to transact business has been forfeited.

3. The Secretary of State shall notify, by providing written notice to its registered agent, each foreign nonprofit corporation specified in subsection 2 of the forfeiture of its right to transact business. The written notice:

(a) Must include a statement indicating the amount of the filing fee, penalties incurred and costs remaining unpaid.

(b) At the request of the registered agent, may be provided electronically.

(Added to NRS by [2003, 20th Special Session, 51](#); A [2007, 2665](#))

NRS 82.5237 Defaulting corporations: Conditions and procedure for reinstatement.

1. Except as otherwise provided in subsections 3 and 4 and [NRS 82.183](#), the

Secretary of State shall reinstate a foreign nonprofit corporation which has forfeited or which forfeits its right to transact business pursuant to the provisions of [NRS 82.523](#) to [82.524](#), inclusive, and restore to the foreign nonprofit corporation its right to transact business in this State, and to exercise its corporate privileges and immunities, if it:

(a) Files with the Secretary of State:

(1) A list as provided in [NRS 82.523](#); and

(2) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly elected board of directors of the foreign nonprofit corporation or, if the foreign nonprofit corporation does not have a board of directors, the equivalent of such a board; and

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in [NRS 82.523](#) and [82.5235](#) for each year or portion thereof that its right to transact business was forfeited; and

(2) A fee of \$100 for reinstatement.

2. When the Secretary of State reinstates the foreign nonprofit corporation, the Secretary of State shall issue to the foreign nonprofit corporation a certificate of reinstatement if the foreign nonprofit corporation:

(a) Requests a certificate of reinstatement; and

(b) Pays the fees as provided in subsection 7 of [NRS 78.785](#).

3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.

4. If the right of a foreign nonprofit corporation to transact business in this State has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right to transact business must not be reinstated.

5. Except as otherwise provided in [NRS 82.5239](#), a reinstatement pursuant to this section relates back to the date on which the foreign nonprofit corporation forfeited its right to transact business under the provisions of this chapter and reinstates the foreign nonprofit corporation's right to transact business as if such right had at all times remained in full force and effect.

(Added to NRS by [2003, 20th Special Session, 52](#); A [2007, 1321, 2422, 2665](#); [2013, 852](#))

NRS 82.5239 Defaulting corporations: Reinstatement or revival under old or new name; regulations.

1. Except as otherwise provided in subsection 2, if a foreign nonprofit corporation applies to reinstate or revive its charter but its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title and that name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign nonprofit corporation must in its application for reinstatement or revival submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated or revived. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate or revive the foreign nonprofit corporation under that new name.

2. If the applying foreign nonprofit corporation submits the written, acknowledged consent of the artificial person having a name, or who has reserved a name, which is not distinguishable from the old name of the applying foreign nonprofit corporation or a new name it has submitted, it may be reinstated or revived under that name.

3. For the purposes of this section, a proposed name is not distinguishable from a name on file or reserved solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination thereof.

4. The Secretary of State may adopt regulations that interpret the requirements of this section.

(Added to NRS by [2003, 20th Special Session, 52](#); A [2015, 1287](#))

NRS 82.524 Renewal or revival of right to transact business: Procedure; fee;

certificate as evidence; status of corporation.

1. A foreign nonprofit corporation which was qualified to transact business in this State pursuant to this chapter may, upon complying with the provisions of [NRS 82.5237](#), procure a renewal or revival of its right to transact business in this State for any period, together with all the rights, franchises, privileges and immunities, and subject to all its existing and preexisting debts, duties and liabilities secured or imposed by its original qualification to transact business in this State and amendments thereto, or existing qualification to transact business in this State, by filing:

(a) A certificate with the Secretary of State, which must set forth:

(1) The name of the foreign nonprofit corporation, which must be the name of the foreign nonprofit corporation at the time of the renewal or revival, or its name at the time its original qualification to transact business in this State expired.

(2) The information required pursuant to [NRS 77.310](#).

(3) The date on which the renewal or revival of the qualification to transact business in this State is to commence or be effective, which may be, in cases of a revival, before the date of the certificate.

(4) The time for which the renewal or revival is to continue.

(5) That the foreign nonprofit corporation desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original qualification to transact business in this State and amendments thereto, and desires to renew or continue through revival its qualification to transact business in this State pursuant to and subject to the provisions of this chapter.

(b) A list of its president, secretary and treasurer, or the equivalent thereof, and all of its directors and their addresses, either residence or business.

(c) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the renewal or revival is authorized by a court of competent jurisdiction in this State or by the duly elected board of directors of the foreign nonprofit corporation or, if the foreign nonprofit corporation does not have a board of directors, the equivalent of such a board.

2. A foreign nonprofit corporation whose qualification to transact business in this State has not expired and is being renewed shall cause the certificate to be signed by an officer of the corporation. The certificate must be approved by a majority of the directors of the foreign nonprofit corporation or, if the foreign nonprofit corporation does not have a board of directors, the equivalent of such a board.

3. A foreign nonprofit corporation seeking to revive its qualification to transact business in this State shall cause the certificate to be signed by a person or persons designated or appointed by the directors of the foreign nonprofit corporation, or their equivalent. The signing and filing of the certificate must be approved by the written consent of the directors of the foreign nonprofit corporation, or their equivalent, holding at least a majority of the voting power and must contain a recital that this consent was secured. The foreign nonprofit corporation shall pay to the Secretary of State the fee required to qualify a foreign nonprofit corporation to transact business in this State pursuant to the provisions of this chapter.

4. The filed certificate, or a copy thereof which has been certified under the hand and seal of the Secretary of State, must be received in all courts and places as prima facie evidence of the facts therein stated and of the qualification to transact business in this State of the foreign nonprofit corporation therein named.

5. Except as otherwise provided in [NRS 82.5239](#), a renewal or revival pursuant to this section relates back to the date on which the foreign nonprofit corporation's qualification to transact business in this State expired or was forfeited and renews or revives the foreign nonprofit corporation's qualification to transact business in this State as if such right had at all times remained in full force and effect.

(Added to NRS by [2015, 1284](#))

MISCELLANEOUS PROVISIONS

NRS 82.525 Form required for filing of records.

1. Each record filed with the Secretary of State pursuant to this chapter must be on

or accompanied by a form prescribed by the Secretary of State.

2. The Secretary of State may refuse to file a record which does not comply with subsection 1 or which does not contain all of the information required by statute for filing the record.

3. If the provisions of the form prescribed by the Secretary of State conflict with the provisions of any record that is submitted for filing with the form:

(a) The provisions of the form control for all purposes with respect to the information that is required by statute to appear in the record in order for the record to be filed; and

(b) Unless otherwise provided in the record, the provisions of the record control in every other situation.

4. The Secretary of State may by regulation provide for the electronic filing of records with the Office of the Secretary of State.

(Added to NRS by [2003, 20th Special Session, 49](#))

NRS 82.526 Corporate records: Microfilming; imaging; return. The Secretary of State may microfilm or image any record which is filed in the Office of the Secretary of State by a corporation pursuant to this chapter and may return the original record to the corporation.

(Added to NRS by [1991, 1258](#); A [2003, 3131](#); [2003, 20th Special Session, 55](#))

NRS 82.528 Filing of records written in language other than English. No record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

(Added to NRS by [1995, 1121](#); A [2003, 3131](#))

NRS 82.531 Fees.

1. The fee for filing articles of incorporation, amendments to or restatements of articles of incorporation, certificates pursuant to [NRS 82.061](#) and [82.063](#) and records for dissolution is \$50 for each record.

2. Except as otherwise provided in [NRS 82.193](#) and subsection 1, the fees for filing records are those set forth in [NRS 78.765](#) to [78.785](#), inclusive.

(Added to NRS by [1991, 1292](#); A [1993, 1008](#); [1995, 1123](#); [1997, 713, 2811](#); [2003, 3131](#); [2003, 20th Special Session, 55](#))

NRS 82.533 Procedure to submit replacement page to Secretary of State before actual filing of record. An incorporator or officer of a corporation may authorize the Secretary of State in writing to replace any page of a record submitted for filing on an expedited basis, before the actual filing, and to accept the page as if it were part of the originally signed filing. The signed authorization of the incorporator or officer to the Secretary of State permits, but does not require, the Secretary of State to alter the original record as requested.

(Added to NRS by [1997, 2810](#); A [2003, 3131](#))

NRS 82.534 Correction of inaccurate or defective record filed with Secretary of State; cancellation of filings.

1. A corporation may correct a record filed in the Office of the Secretary of State with respect to the corporation if the record contains an inaccurate description of a corporate action or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the corporation must:

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

(2) Describes the record, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;

(4) Sets forth the inaccurate or defective portion of the record in an accurate or corrected form; and

(5) Is signed by an officer of the corporation or, if the certificate is filed before

the first meeting of the board of directors, by an incorporator or director, or by some other person specifically authorized by the corporation to sign the certificate.

(b) Deliver the certificate to the Secretary of State for filing.

(c) Pay a filing fee of \$25 to the Secretary of State.

3. A certificate of correction is effective on the effective date of the record it corrects except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, the certificate is effective when filed.

4. If a corporation has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the corporation may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

(Added to NRS by [2003, 3121](#); A [2003, 20th Special Session, 50](#); [2009, 2834](#); [2013, 853](#))

NRS 82.536 Attorney General: Examination of corporate affairs; powers of enforcement.

1. A corporation for public benefit and a corporation holding assets in charitable trust is subject at all times to examination by the Attorney General, on behalf of the State, to ascertain the condition of its affairs and to what extent, if at all, it fails to comply with trusts it has assumed or has departed from the purposes for which it is formed. In case of any such a failure or departure, the Attorney General may institute, in the name of the State, the proceeding necessary to correct the noncompliance or departure.

2. The Attorney General, or any person given the status of relator by the Attorney General, may bring an action to enjoin, correct, obtain damages for or otherwise to remedy a breach of a charitable trust or departure from the purposes for which it is formed.

(Added to NRS by [1991, 1263](#))

NRS 82.541 Directors, officers, employees and agents: Indemnification; insurance against liability.

1. A corporation governed by this chapter may indemnify any person against expenses as provided in [NRS 78.7502](#) and [78.751](#). For the purposes of this section, the word "stockholders" in [NRS 78.751](#) is equivalent to the word "members."

2. A corporation governed by this chapter may purchase and maintain insurance or make other financial arrangements on behalf of any person for any liability asserted against the person as provided in [NRS 78.752](#).

(Added to NRS by [1991, 1291](#); A [2013, 1275](#))

NRS 82.546 Renewal or revival of charter: Procedure; fee; certificate as evidence.

1. Except as otherwise provided in [NRS 82.183](#), any corporation which did exist or is existing pursuant to the laws of this State may, upon complying with the provisions of [NRS 78.150](#) and [82.193](#), procure a renewal or revival of its charter for any period, together with all the rights, franchises, privileges and immunities, and subject to all its existing and preexisting debts, duties and liabilities secured or imposed by its original charter and amendments thereto, or its existing charter, by filing:

(a) A certificate with the Secretary of State, which must set forth:

(1) The name of the corporation, which must be the name of the corporation at the time of the renewal or revival, or its name at the time its original charter expired.

(2) The information required pursuant to [NRS 77.310](#).

(3) The date when the renewal or revival of the charter is to commence or be effective, which may be, in cases of a revival, before the date of the certificate.

(4) Whether or not the renewal or revival is to be perpetual, and, if not perpetual, the time for which the renewal or revival is to continue.

(5) That the corporation desiring to renew or revive its charter is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to renew or continue through revival its existence

pursuant to and subject to the provisions of this chapter.

(b) A list of its president, secretary and treasurer and all of its directors and their mailing or street addresses, either residence or business.

(c) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the renewal or revival is authorized by a court of competent jurisdiction in this State or by the duly elected board of directors of the corporation or, if the corporation does not have a board of directors, the equivalent of such a board.

2. A corporation whose charter has not expired and is being renewed shall cause the certificate to be signed by an officer of the corporation. The certificate must be approved by a majority of the last-appointed surviving directors.

3. A corporation seeking to revive its original or amended charter shall cause the certificate to be signed by its president or vice president and secretary or assistant secretary. The signing and filing of the certificate must be approved unanimously by the last-appointed surviving directors of the corporation and must contain a recital that unanimous consent was secured. The corporation shall pay to the Secretary of State the fee required to establish a new corporation pursuant to the provisions of this chapter.

4. The filed certificate, or a copy thereof which has been certified under the hand and seal of the Secretary of State, must be received in all courts and places as prima facie evidence of the facts therein stated and of the existence and incorporation of the corporation named therein.

5. Except as otherwise provided in [NRS 78.185](#), a renewal or revival pursuant to this section relates back to the date on which the corporation's charter expired or was revoked and renews or revives the corporation's charter and right to transact business as if such right had at all times remained in full force and effect.

(Added to NRS by [1995, 1120](#); A [1997, 2811](#); [1999, 1608](#); [2003, 3131](#); [2003, 20th Special Session, 55](#); [2005, 2257](#); [2007, 1322, 2422, 2666](#); [2013, 853](#))