

**BY-LAWS  
CROOK COUNTY FAMILY VIOLENCE & SEXUAL ASSAULT  
SERVICES, INC.**

**ARTICLE I: NAME AND PURPOSE**

**Section 1.1 Name:** The name of this nonprofit organization is the Crook County Family Violence/Sexual Assault Services, Inc. hereinafter referred to as CCFV/SAS.

**Section 1.2 Purpose:** The purpose of the Corporation is to provide assistance to individuals who are victims of domestic violence, and sexual assault, and to engage in and do any acts concerning those broad purposes for which non-profit corporations may be organized. It is duly incorporated under the applicable laws of the State of Wyoming and is a 501 c (3) as defined and regulated by the US Internal Revenue Service and is organized exclusively for charitable, scientific and educational purposes.

The powers of this corporation are stated in the Articles of Incorporation and these Bylaws, as amended from time to time, and as provided by the Wyoming Nonprofit Corporation Act Wyoming Statutes §§ 17-19-101 et. Seq. (Laws 2009) and any other laws of the State of Wyoming under which the corporation was organized.

**ARTICLE II: OFFICES**

**Section 2.1 Offices:** The principal office of the corporation shall be 116 North West St. Sundance WY. County of Crook, and State of Wyoming. The corporation may have such other offices within the State of Wyoming as the Board of Directors may determine or as the affairs of the corporation may from time to time require.

**Section 2.2 Registered Office and Agent:** The non-profit corporation shall have and continuously maintain in the State of Wyoming a registered office and a registered agent, as required by W.S. § 17-19- 501. The registered office may be, but need not be, identical with the principal office in the State of Wyoming, and the address of the registered office and the registered agent may be changed periodically by the Board of Directors in accordance with W.S. § 17-19-502.

**ARTICLE III –BOARD OF DIRECTORS**

**Section 3.1: General Powers:** The Board of Directors shall manage the property, funds, affairs and business of the corporation and may adopt necessary rules and regulations, provided that actions taken by the board shall not be in opposition to, or in modification of, the purpose of the organization. The Board shall have the power to do, or to delegate

to the Executive Director or others any or all of its powers, privileges and franchise, to seek the accomplishment of its objects and purposes.

**Section 3.2 Restrictions:** Directors shall serve without compensation, except reasonable expenses incurred carrying out the business of the corporation may be paid. Directors shall not use their position as a member of the Board for purpose of private gain for themselves or others.

**Section 3.3: Conflict of Interest:** If a Director or her/his business is to be considered for bid or contract work in which money will be exchanged for services or products, or if a Director might financially benefit in any way in any matter coming to the attention of the Board, that director shall declare to the Board such conflict and shall excuse herself/himself from voting on that matter.

In any other aspect of Board conflict of interest concerns not addressed by this section, the Wyoming conflict of interest statute for non-profits shall be controlling WS § 17-19-831 or such statute as enacted and or amended by the Wyoming Legislature.

### **Crook County Family Violence and Sexual Assault Services, Inc. Conflict of Interests Policy**

**Now therefore, be it resolved: the following policy of duality of interest is hereby adopted:**

- Any duality of interest or possible conflict of interest on the part of any Board member should be disclosed to other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
- Any Board member having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and quorum situation.
- The foregoing requirements should not be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members since his/her knowledge may be of great assistance.

Be it further resolved: that this policy be reviewed annually for the information and guidance of Board members, and that any new Board member be advised of the policy upon entering on the duties of his/her office. The Chairman and the Secretary are authorized and directed to see that the foregoing policy is followed.

**Explanation of policy statement:**

Members of the Board of Directors have an obligation to discuss and vote on every issue having to do with the governance of the organization. Consequently, it is important to consider whether or not an individual, their family, or their business would have substantial and/or ongoing conflicts of interest with the organization. For example:

- The organization leases the grounds and their physical facility from a person or another organization. It would not be wise to select that individual or a representative of the leasing organization to be on the Board, because it is very likely that the Board will be required to discuss and vote on issues having to do with that lease, or at worse having to contend with a lawsuit.

- A local attorney has a law practice in which they commonly represent criminal defendants. They would have an ongoing conflict of interest because they represent clients who are being prosecuted for assaulting survivors that are served by the organization. They are likely to discuss and vote on policies and procedures that impact both the clients of the program and also their own practice clients. It is possible to use the talents of such individuals by asking them to serve in advisory capacities or on committees that do not present a conflict.

### **Crook County Family Violence and Sexual Assault Services, Inc. Board of Directors Conflict of Interest Statement**

I have read and am familiar with Crook County Family Violence and Sexual Assault Services, Inc. Policy concerning Conflicts of Interest, and I have initialed each paragraph below.

- During the year \_\_\_\_\_, neither I nor, to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy.  
\_\_\_\_\_ (initials)

- During the year \_\_\_\_\_, neither I nor, to the best of my knowledge, any member of my family has had any interest or taken any action which would contravene the policy except such interest or action which is fully disclosed below. \_\_\_\_\_ (initials)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Position)

\_\_\_\_\_  
(Date)

**The organization can usually screen out members who have a clear and ongoing conflicts of interest. It is not possible to see all such situations. Consequently the Board should have a policy for how to proceed when such an occasion arises. A conflict of interest or even the perception of one by the public can damage an organization beyond repair. It is best to abstain from discussion or voting on an issue at the mere hint of a potential conflict. When there is a bona fide conflict of interest, that member should not have lengthy discussion or vote on the issue at hand.**

**Examples of conflict of interest:**

- **A construction contract was awarded to a company partly owned by a Board member. This would create a public uproar, which would probably stymie the Boards efforts in raising much-needed money.**
- **A Board member is a car dealer and the organization needs to buy a new van. A potential conflict is there, but can be eliminated if the Board member announces a conflict of interest and abstains from voting.**

**Section 3.4 Confidentiality:** Each board member shall keep all client and personnel information strictly confidential. At no time shall a board member disclose any client or personnel information obtained during a board, committee or other meeting or obtained while visiting the CCFV administrative office to anyone other than a fellow board member or staff member. Failure to abide by this requirement shall be sufficient grounds for immediate termination from the board.

**Section 3.5 Qualifications:** All directors shall be individuals. Directors must have a commitment to the purpose of CCFV, the legal ability to contract and the ability to attend quarterly board meetings.

**Section 3.6 Number:** The Board shall consist of at least three (3) but not more than five (5) directors and not more than seven (7) advisory members or such other numbers as may hereafter be provided for through amendment of these bylaws.

**Section 3.7 Election and Tenure:** New Directors shall be elected by the Board of Directors and shall hold office for an unlimited number of consecutive three (3) years terms. The Directors shall be residents of Crook County at the time that they accept a position on the Board of Directors.

**Section 3.8 Vacancies:** The Board may, by a majority vote of all directors then in office, appoint a new director to fill any vacancy of the Board caused by a director being unable to complete his/her term. The term of the director filling the vacancy shall expire at the end of the term of the vacated position.

**Section 3.9 Nomination of Directors:** New directors shall be elected by a majority of the board elected at the time of the nomination. Potential board member candidates shall be contacted by the Board members.

**3.10 Attendance at Board Meetings:** Board members shall attend a minimum of three-quarters (3/4) of all Board meetings called per year.

**3.11 Resignation:** A director may resign at any time by delivering a signed written notice of resignation to the Board Chair or Secretary, or to the full Board of Directors at any regular or special meeting. This resignation shall become effective upon receipt of the notice by the Chairman, the Secretary of the full Board, or upon some date specified in the notice.

**3.12 Termination:** A director may be removed for reasonable cause by an affirmative vote of a majority of the directors then in office.

**3.13 Regular Meeting:** The Board of Directors shall meet at least four (4) times a year and may hold other regular meetings at such times and places as it so designates. No regular meeting may be held unless all directors and the Executive Director have had prior notice of the meeting. Such notice may be by regular mail email or phone as long as

such phone notice is followed within 2 days by written notice. The Board shall hold a meeting in the fourth (4<sup>th</sup>) quarter of each year which shall be the Annual Meeting of CCFV.

**3.14 Special Meetings:** Special meetings of the Board of Directors may be called by the Chairman or any two (2) directors. No regular business shall be on the agenda of a special meeting. Written notice of any special meeting must be given at least two (2) days prior to the meeting. No special meeting may be held unless all directors and the Executive Director have had prior written notice of the meeting. The attendance of a director or the Executive Director at any previous meeting at which notice of the special meeting was announced shall constitute waiver of notice of the special meeting.

**3.15 Board Action:** The Board of Directors may take no official action of any kind except as approved by at least a majority vote of the quorum at a regular or special meeting.

**3.16 Quorum:** A quorum for any meeting of the Board of Directors shall be a majority of the directors in office.

**3.17 Directors Liabilities:** Pursuant to Wyoming Statute § 17-19-830, Directors shall not be personally or otherwise liable for any actions, inactions or omission by the corporation or for any of the debts, liability and/or obligations of the corporation. Such liability, however, does not affect individual liability for intention torts or illegal acts.

#### **ARTICLE IV- COMMITTEES**

**4.1 Board Committee:** The Board of directors may designate and appoint board committees as determined as necessary by the board. All committee business shall be conducted under the auspices of the board and any committee shall only make recommendations which shall be approved by the full board.

The designation and appointment of any committee shall not operate to relieve the board of any responsibility imposed by law or these by-laws.

Committees shall have at a minimum of three (3) members with the majority of the committee members being present board members.

**4.2 Fiscal/Financial Committee:** Is made up of all CCFV/SAS board members. Other members, who are not involved in the daily accounting functions of CCFV/SAS, may be appointed to the committee. Other Fiscal/Financial committee members shall hold office until the next annual meeting of the Board of Directors. The duties and responsibilities of the Fiscal/Finance Committee shall include responsibility for an internal review, at least semi-annually, of cash receipts and disbursements and report their findings to the Board. The committee shall also review the maintenance of the accounting records of the Corporation, and oversee the fiscal integrity of CCFV/SAS and fund-raising activities of

CCFV/SAS. The Fiscal/Finance Committee shall approve loans or other indebtedness undertaken in the name of the Corporation, after approval of the board.

## **ARTICLE V – OFFICERS AND DUTIES OF OFFICERS**

**Section 5.1 Titles:** The officers of the corporation shall consist of a Chairperson, Vice Chair, Secretary, Treasurer and any other officer as appointed by the Board. All officers shall be members of the Board of Directors. The office of Secretary and Treasurer can be combined into one office for several terms if so determined by the Board. Such a combination shall be noted in the minutes.

**Section 5.2 Election and Tenure:** Officers shall be elected by a majority vote at any regular meeting of the Board of Directors. Officers serve for terms of three (3) year and may not hold the same office for more than two (2) consecutive terms. Such term limitation may be overridden by a majority vote of the Board of Directors.

### **Section 5.3 Duties and Authority:**

**Chairperson:** The Chairperson shall preside over all meetings of the Board of Directors. The Chairperson may sign, with the Secretary and any other officer so authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or be statute to some other officer or agent of the corporation, and shall have all other powers and duties customarily vested in the chairperson and such other duties as may be assigned to the Chairperson by the Board. The Chairperson shall be kept advised of the general affairs of the corporation and insure that all orders, resolutions and polices of the Board are carried into effect.

**Vice-Chair:** In the absence of the Chairperson, the Vice-Chair shall perform the duties of the Chairperson and, when so acting, shall have all the power and be subject to all the restrictions placed in and upon the Chairperson. The Vice-Chair shall also perform such other duties as may be assigned by the Board.

**Secretary:** The Secretary shall attend all meetings of the Board of Directors and shall take minutes of all meetings of the Board or designate such duty to the Executive Director if appropriate. All minutes and votes shall be kept in writing, and in digital form if available, in a book or file kept for that purpose. The Secretary shall cause notice to be given of all meetings of the Board when such notice is required by these Bylaws, by resolution of the Board or be the laws of the State of Wyoming.

**Treasurer:** The Treasurer shall be kept apprised by the Executive Director of all financial matters of the corporation and shall provide financial expertise when requires to do so by the Board and/or staff. The Secretary and Treasurer may be combined if the Board so chooses

**Section 5.4 Resignation and Removal:** An officer may resign at any time by delivering a signed written notice to the Board of Directors. Such resignation is effective upon receipt by the Board or upon the date specified in the notice. The Board may remove an officer at any time with or without cause.

## **ARTICLE VI- EXECUTIVE DIRECTOR**

**Section 6.1 Appointment:** The Board of Directors shall hire a qualified person to serve as Executive Director of the corporation.

**Section 6.2 Implied Authority of Executive Director** The Board of Directors gives the Executive Director the permission, power, or right to act on their behalf when enforcing or acting under these by-laws or policies and procedures approved and adopted by the board and to bind them by such actions.

**Section 6.3 Qualifications and Duties:** The qualifications and duties of the Executive Director shall be as designated by the Board of Directors and shall be incorporated in an executive director job description which shall be kept on file in the principal office of the corporation. The duties of the executive Director shall include, but shall not be limited to, hiring, termination and supervision of staff; management of the general day-to- day operations of the corporation in accordance with the policies and procedures established by the Board; and submission of written and/or oral reports to the Board sufficient to enable the Board to effectively carry out its duties and responsibilities. The Executive Director is the official spokesperson for the corporation under the authority delegated by the Board of Directors.

**Section 6.4 Attendance at Board Meetings:** The Executive Director shall receive notice of all general and special meetings of the Board of Directors and shall attend all such meetings in an ex-officio capacity.

**Section 6.5 Evaluation:** The Board of Directors shall perform an annual evaluation of the Executive Director's performance. Such evaluation shall follow a procedure approved by the Board and the Executive Director and shall take place at a regular meeting of the Board.

**Section 6.6 Termination and At-Will Status:** The Executive Director is an at-will employee of the corporation and may be terminated for any reason by the Board of Directors.

## **ARTICLE VII -INDEMNIFICATION AND INSURANCE**

**Section 7.1 Standard of conduct:** The Corporation shall insure any director, officer employee or other agent of the corporation who was is or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative. Any director, officer, employee or other agent of the

corporation shall be insured by reason of the fact that he/she was a director, officer, employee or agent of the corporation and shall be insured against any expenses including attorney fees, judgments, fines and amounts paid in settlement actually incurred by the director, officer employee of other agent in connection with such action, suit or proceeding if she/he acted in good faith and in a manner she/he reasonable believed to be in or not opposed to the best interest of the corporation.

**7.2 Directors and Officers Insurance** The Board shall purchase D and O insurance to cover directors as is outlined in 7.1.

### **ARTICLE VIII – DISSOLUTION**

**Section 8.1 Dissolution of the Corporation:** The Board of Directors, by a vote of two-thirds (2/3) of the seated directors, may dissolve the corporation by delivering to the Secretary of State Articles of Dissolution. The corporation shall provide notice to all current employees, volunteers and Directors of any meeting at which approval of dissolution is to be voted upon. The notice shall state that the purpose or one of the purposes, of the meeting is to be considering dissolution of the corporation and shall contain, or be accompanied by, a copy or summary of the plan for dissolution.

### **ARTICLE IX- AMENDMENTS**

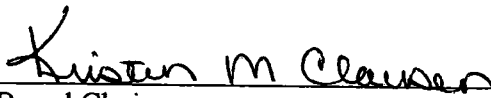
**Section 9.1 Amendments:** The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of this corporation by a majority vote of the quorum of the Board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting.

Any amendment, alterations, changes, additions or deletions from these by-laws made by the Board of Directors, shall be consistent with the laws of the State of Wyoming.

### **ARTICLE X- FISCAL YEAR**

The fiscal year of CCFV shall be July 1 to June 30.

**ADOPTION:** The foregoing bylaws consisting of 8 pages were revised and adopted as the bylaws of the Crook County Family Violence and Sexual Assault Services, Inc. Board of Directors on this 6 day of June, 20 18.

  
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 Board Chairperson