

## **Article 1 – Powell Valley Homeschoolers, Educational Co-op,**

Section 1 – The name of this organization shall be Powell Valley Homeschoolers.

Section 2 – The mission of Powell Valley Homeschoolers is to provide a group that strives to nurture our children's education & love for learning while providing an outlet with other homeschooled children in Powell, Wy & the surrounding areas of the Bighorn Basin.

Section 3 – The registered office location & mailing address of Powell Valley Homeschoolers shall be 430 Lane 8 Powell, Wy 82435. The organization may have any number of offices at such places as the Board may determine. The physical location that the Co-op shall be at the Warming Hut facility located across the street from the City of Powell Park's Department located at 503 Homesteader Ct Powell, Wy 82435. The organization may meet at other scheduled locations for field trips & additional activities.

## **Article 2 – Membership**

Section 1 – The organization will not have voting members. All decisions will be made by the Board of Directors & parent volunteers.

Section 2 – The qualification for non-voting membership will be: Filling out Co-op Enrollment Forms, Filling out Co-op Waiver, Paying an annual membership fee, and abiding by Co-op guidelines & procedures. The qualification for voting membership & board membership will be: a 1 year commitment to fulfill their voted up or assigned role in the co-op in addition to meeting all the non-voting membership requirements.

Section 3 – Members of the organization shall have the right to one vote on matters regarding election of board membership & agreed upon board policies.

## **Article 3 – Meetings**

Section 1 – The date of the regular annual meeting shall be determined by the Board of Directors who will also set the time and place.

Section 2 – Regular meetings of the Board may be held at such place and time as shall be designated by the standing resolution of the Board.

Section 3 – Special meetings may be called by any member of the Board.

Section 4 – Notice of all meetings shall be provided to each voting member via an online event invitation facilitated through our Board & Volunteers group on facebook, for those not on facebook email & word of mouth invitation shall be given at least one week or greater prior to a scheduled meeting.

Section 5 - Members of the Board may participate in a meeting in person at the designated location.

## **Article 4 – Board of Directors**

Section 1 – The business of the organization shall be managed by a Board of Directors comprised of at least (4) Board members. The Board is responsible for maintaining the overall policy and direction of the organization. The Board shall delegate responsibility of operations to the Executive Director and appropriate committees. Board members shall receive no compensation (other than reasonable expenses) for their service on the Board.

Section 2 – The Board shall meet at least 1 time per year at an agreed upon time and location. Board members may miss a meeting upon notifying the Executive Director before the designated meeting takes place; with the understanding they are still responsible to review meeting minutes, decisions & guidelines decided upon at the designated meeting in order to solidify a mutual agreement & understanding of policies developed during the meeting.

Section 3 – All Board members shall serve for 1 year terms and can be eligible for re-election indefinitely.

Section 4 – Any Director or Board member may be removed from office with assigning cause & by the vote of the Board at any meeting of the Board.

Section 5 – Any Director may resign at any time by giving notice to the organization.

Section 6 – In the event of a vacancy on the Board (including situations where the number of Board members has been deemed necessary to increase), the directors shall fill the vacancy.

Section 7 – A quorum must be attended by at least 3 of 4 board members before business can be transacted or motions made or passed. Absent board members must be informed of these transactions.

Section 8 - The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

## **Article 5 – Officers**

Section 1 – The officers of the organization shall be Director, Assistant Director, Treasurer, Secretary. The Board of Directors shall appoint each of these officers. The Board may also appoint other officers it deems necessary.

Section 2 – The Board of Directors shall appoint officers for a term established by the Board.

Section 3 – Any officer may be removed from office without assigning any cause by the vote of the Board at any meeting of the Board.

Section 4 – Officers of the Board will not be compensated via salary or other benefits for their service as an officer of the Board.

### **Section 5 – Director**

The Director shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Assistant Director, Secretary and Treasurer.

### **Section 6 – Assistant Director**

The Assistant Director will chair committees on special subjects as designated by the board. In addition, the Assistant Director will facilitate meetings in the absence of the Board Chair.

### **Section 7 – Secretary**

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes to each Board member, and in collaboration with the Director & Assistant Director assure that corporate records are maintained.

### **Section 8 – Treasurer**

The Treasurer shall make a report at each Board meeting. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help in collaboration with the board to develop fund raising plans, and make financial information available to Board members and the public. To help maintain financial transparency the treasurer will work alongside the Director & Assistant Director. All financial transactions must be disclosed to the Treasurer.

## **Article 6 – Committees**

Section 1 – The Board may create committees as needed, such as fund raising, public relations, and program committees. The Board Chair shall appoint all committee chairs.

Section 2 – No committee shall have any power to: fill vacancies on the Board, adopt amend or repeal the by-laws, amend or repeal any resolution of the Board, or act on matters committed by the by-laws or resolution of the Board to another committee of the Board.

## **Article 7 - Indemnification**

Section 1 – The organization shall indemnify any agent of the organization including Directors, Officers, Staff, and Volunteers who was or is a party, or is threatened to be made a party to any proceeding, administrative or investigative, as such a person was or is an authorized representative of the organization. This indemnification against expenses, judgments, fines, and amount paid in settlements actually or reasonably incurred by such a representative of the organization is contingent upon the determination that such person acted in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the organization. With respect to any criminal proceeding, indemnified persons shall have had no cause to believe that their conduct was unlawful.

Section 2 – To satisfy indemnification obligations the organization maintains that all Directors, Officers, Staff and Volunteers sign a waiver application as well as a disclosure of our waiver policy. Should it become an issue the board may enter into indemnification agreements, or use any other arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions that the Board shall deem appropriate. All Directors, Staff, Volunteers & Members of Powell Valley Homeschoolers have been informed of our waiver policy.

Section 3 – This indemnification shall be made only if the organization shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding of that, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of the law, on the advice of independent legal counsel.

#### **Article 8 – Amendments**

Section 1 – These By-laws may be amended when deemed necessary by a 3/4 majority vote of the Board of Directors. Proposed amendments must be submitted to the Executive Director and the Secretary will make note of these proposals with in our board meeting minutes.