

**BYLAWS**  
**OF**  
**THE EARTH MOTHER RENEWAL PROJECT**  
A Wyoming Unincorporated Non-Profit Association

**ARTICLE I**  
**DIRECTORS**

**Section 1. Board of Directors.** The Earth Mother Renewal Project (“Association”) shall be managed by a Board of Directors (“Board”). All of the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board . The Board will consist of both elected and appointed Directors. All Directors shall be required to sign a Non-Disclosure Agreement prior to being sworn into the office.

**Section 1.1. Chair of the Board of Directors.** The Chair of the Board of Directors shall have all of the responsibilities and authorities necessary for coordinating and managing the affairs of the Board and shall preside at all meetings of the Board and its Executive Committee, if such a committee is created by the Board.

**Section 1.1.1. Duties.** In addition to serving as the Chair of the Board shall have the right to discuss and vote on all matters that come before the Board; including, with the elected Directors, the exclusive right to vote on any matter regarding the Articles of Association, these Bylaws, or the management of the Association. In the event of a tie, the Chair shall have the right to table the matter for additional discussion and a re-vote or, if time is essential, to render a final decision on the matter.

**Section 1.1.2. Election and Term of Office.** Elections for the Chair of the Board of Directors shall be conducted at an annual meeting. The Chair shall serve a term of four (4) years, or until a successor has been elected and qualified.

**Section 1.2. Elected Directors.** The Board shall further consist of one (1) or more Elected Director(s). The Board may set, by written resolution, the number of authorized Elected Directors.

**Section 1.2.1. Duties.** An Elected Director (“Director”) shall have the right to discuss and vote on all matters that come before the Board; including, with the Executive Director, the exclusive right to vote on any matter regarding the Articles of Association, these Bylaws, or the management of the Association. The Board shall set, by written resolution, the number of authorized Directors. Should the Board elect three (3) or more Directors, one (1) shall be further elected as Vice-Chairman who shall preside at meetings of the Board in the absence of the Executive Director.

**Section 1.2.2. Election and Term of Office.** Elections for Directors shall be conducted at an annual meeting. Directors shall serve staggered terms of four (4) years, or until a successor has been elected and qualified.

**Section 1.3. Appointed Directors.** The Board shall further consist of one (1) or more Appointed Directors who shall be selected from among the membership of the Coordinating Council, hereafter described in Article III, Section 2. The Board may set, by written resolution, the number of authorized Appointed Directors.

**Section 1.3.1. Duties.** Appointed Directors shall have the right to discuss all matters that come before the Board and to vote on all matters regarding the projects and activities of the Association; provided that, they shall not have the right to vote on any matter regarding the Articles of

Association, these Bylaws, or the management of the Association, except for management issues that directly pertains to specific projects and activities under a Collaborative Agreement with the partners of the Association.

**Section 1.3.1. Appointment and Term of Office.** Appointed Directors shall be selected by majority vote of the membership of the Coordinating Council, approved by majority vote of the Officers, and ratified by majority vote of the Board who shall then forward a recommendation for appointment by their partner agency, group or organization. Appointed Directors shall serve at the discretion of the partner they represent; provided that, the appointment shall be subject to a written agreement between the Association and a partner agency, group, or organization.

**Section 2. Resignation.** Except as provided below, any Director may resign at any time by giving written notice to the Executive Director. The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No Director may resign without the election of a successor if the Association would otherwise be left without a duly elected Director.

**Section 3. Removal / Vacancies.** A Director shall be subject to removal with or without proof of good cause, at a meeting called for that purpose by a two-thirds (2/3) or greater vote by the Board. Any vacancy that occurs on the Board, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. The Board may request that a partner remove and replace an Appointed Director upon proof of good cause.

**Section 4. Board Committees.** To the extent permitted by law, the Board may appoint its members to one (1) or more committee(s), temporary or permanent, and designate the duties, powers and authorities of such committees.

**Section 4.1. Action of a Board Committee.** Except as may be contemplated by resolution of the Board or as the situation may require, meetings and actions of all committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions. Each committee shall keep minutes of each meeting, which shall be kept and filed with the official records of the Association.

## **ARTICLE II OFFICERS**

**Section 1. Officers.** The officers of the Association shall be the Executive Director, a Secretary, and a Treasurer. The Board shall have the power to establish additional officer positions at its discretion. Except as provided below, two or more offices may be held by one person. All Officers shall be required to sign a Non-Disclosure Agreement prior to being sworn into the office.

**Section 1.1. Executive Director.** The Executive Director shall serve as the President and Chief Executive Officer of the Association. The Executive Director shall have all of the responsibilities and authorities necessary for managing and conducting the day-to-day operations of the Association. Should the Board create the position of Vice-President or an equivalent title selected by the Board, the Executive Director may not serve concurrently as a Vice President.

**Section 1.1.1. Election and Term of Office.** The Executive Director shall be elected by the Board of Directors. The Executive Director shall serve a four year term or until a successor has been elected and qualified..

**Section 1.2 Secretary.** The Secretary shall give notice of all meetings of the Board and Officers, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the Association. The Secretary shall maintain copies of all of the minutes of all meetings of the Board and all committees. All records that are required to be kept by the Secretary may be kept either by electronic means, on paper, or both. The Secretary may delegate the performance of their duties as needed. At the discretion of the Board, the Secretary may also serve as the Treasurer.

**Section 1.2.1. Election and Term of Office.** The Secretary or Secretary-Treasurer shall be elected biannually by the Board at the first meeting of the Board immediately following the annual meeting. The Secretary shall serve a two year term or until a successor has been elected and qualified.

**Section 1.3. Treasurer.** The Treasurer, if a separate Officer, shall be responsible for conducting the financial affairs of the Association as directed and authorized by the Board and/or Operations Committee. The Treasurer shall prepare and maintain all financial records of the Association and shall make reports of Association's finances as required, but no less often than at each annual and regular meeting of the Board and of the Operations Committee. All records that are required to be kept by the Treasurer may be kept either by electronic means, on paper, or both.

**Section 1.3.1. Election and Term of Office.** The Treasurer shall be elected biannually by the Board at the first meeting of the Board immediately following the annual meeting. The Treasurer shall serve a two year term or until a successor has been elected and qualified.

**Section 2. Resignation.** Except as provided below, any Officer may resign at any time by giving written notice to the Executive Director,. The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

**Section 3. Removal or Vacancy.** The Board shall have the power to remove an officer or agent of the Association. Any vacancy that occurs for any reason may be filled by the Board.

**Section 4. Officer's Committees.** To the extent permitted by law and/or the Board, the Directors and Officers may establish committees to assist in the performance of their duties, each committee shall have either a temporary or permanent existence.

**Section 4.1. Operations Committee.** The Operations Committee shall be a permanent committee which is chaired by the Executive Director and which shall be composed of all of the Officers of the Association. The Operations Committee shall be responsible for making recommendations regarding the management and operations of the Association to and for implementing decisions on such as promulgated by the Board.

**Section 4.2. Other Committees of the Officers.** The Executive Director and other Officers shall be entitled to establish such other temporary or permanent committees with such duties, responsibilities, powers and authorities as the Officer deems necessary. The formation of said committees shall be subject to review and ratification by the Board. The Officers may appoint members to each of the committees as approved by the Executive Committee and/or the Board.

**Section 4.3. Action of a Committee.** Except as may be contemplated by the Officer who created and/or convened the committee or as the situation may require, meetings and actions of all committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions. Each committee shall keep minutes of each meeting, which shall be kept and filed with the official records of the Association.

### **ARTICLE III Other Councils and Committees**

**Section 1. Advisory Council(s).** The Board may create one or more advisory councils with such responsibilities as determined by the Board. Any such Advisory Council shall act only in an advisory capacity to the Directors and/or Officers, shall have no legal authority to act for the Association, and shall clearly be held out as an “Advisory Council” or similar name. The Board may, at any time, revoke or modify any or all of the responsibilities assigned to an advisory council.

**Section 1.1. Duties.** Each advisory council shall have such duties as stipulated in the Board Resolution which created it.

**Section 1.2. Appointment and Term of Office.** Each advisory council shall consist of persons who are not Directors or Officers of the Association. Appointment of individuals to one or more of the Advisory Council(s) shall be in accordance with the Board Resolution which created it. Individuals appointed to an advisory council shall be required to sign a Non-Disclosure Agreement prior to being sworn into the office. Individuals appointed to an advisory council shall serve for such term as stipulated in the Board Resolution which created it.

**Section 2. Coordinating Council.** The Coordinating Council shall be a permanent committee which is hosted by the Association and which is chaired by the Executive Director. The Coordinating Council shall be responsible for the overall development and management of all of the projects and/or activities of the collaborative efforts of the Association and its partners.

**Section 2.1. Initial Duties.** Upon formation, the first task of the Coordinating Council shall be to produce a document which details the duties, responsibilities, powers and authorities of said Council and to submit said document to the Board for review and ratification. The Board shall then forward said document to each of the partners of the Association for their individual review and ratification. The Coordinating Council shall then produce a Policies and Procedures Manual, subject to the same review and ratification process. Thereafter, the Council shall have such duties as may be brought before them in accordance with the documents described above.

**Section 2.2. Appointment and Term of Office.** The Coordinating Council shall be shall be composed of all of the officially-designated representatives of the Association's partners. All appointments shall be in accordance with the policies and procedures of the partner who appointed the committee member. Individuals appointed to an advisory council shall be required to sign a Non-Disclosure Agreement prior to being sworn into the office. Individuals appointed to an advisory council shall serve for such term as determined by the partner who appointed them..

**Section 2.3. Projects and Activities Committees.** The Projects and Activities Committees shall be a permanent committee of the Coordinating Council and which elects a chair from among its members. The Projects and Activities Committee shall be responsible for developing and managing all aspects of a specific project and/or activity of the collaborative efforts of the Association and its partners.

**Section 2.3.1. Appointment and Term of Office.** Each Projects and Activities Committee shall be composed of those members of the Coordinating Council who represent the partners who are participating in a specific project and/or activity. Individuals appointed to an advisory council shall serve for such term as the project and/or activity they are coordinating has been completed and evaluated and/or as determined by the Coordinating Council.

## **ARTICLE IV MEETINGS**

**Section 1. Routine Meetings.** The Board, Officers and committees shall each convene routine meetings for the purpose of the transaction of such business as may be needed to legally and properly come before the meeting.

**Section 1.1. Annual Meeting.** A meeting of the Association shall be held by the Board at least once each calendar year for the purpose of conducting elections and the transaction of such other business as may properly come before the meeting. The Board shall schedule the Annual Meeting no later than ninety (90) days prior to convening the meeting.

**Section 1.2. Regular Meetings.** Regular meetings of the Board, Officers and/or committees shall be held for the purpose of transacting such business as may properly come before the meeting. The Board, the Officers, and committees may set, by resolution, a schedule for their regular meetings.

**Section 1.3. Special Meetings.** Special meetings may be requested for the purpose(s) stated in the notice of the meeting. Special meetings of the Board may be called by the Executive Director or one (1) or more Elected Directors. Special meetings of the Officers may be called by the Executive Director or another Officer. Special meetings of a committee may be called by the Chair of that committees or two (2) or more committee members.

**Section 2. Place of Meeting.** Routine meetings may be conducted physically in person or via electronic communications technology.

**Section 2.1. Physical Meetings.** Routine meetings held physically in person shall be held at the Association's principal office unless otherwise stated in the notice of the meeting.

**Section 2.2. Electronic Meetings.** Routine meetings are not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings, to vote on matters, to pose questions, and to make comments substantially concurrent with the occurrence of the proceedings. Anyone participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 3. Notice of Meetings.** Written notice of all routine meetings shall be provided under this section or as otherwise required by law.

**Section 3.1. Contents of Notice.** The notice shall state the place, date, and hour of meeting. A copy of the tentative agenda and/or, if for a special meeting, the purpose of the meeting shall be attached to said notice. Copies of any documents to be acted upon or any other information relevant to the conduct of the meeting may also be attached.

**Section 3.2. Distribution of Notice.** Such notice shall be sent electronically by email or physically mailed to all individuals entitled to such notice at the email or physical address shown on the

Association's books, at least ten (10) days prior to the meeting. Such notice shall be deemed effective when the email has been sent via the internet or the physical notice has been deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

**Section 4. Conduct of Meetings.** All routine meetings shall be conducted in accordance with this Section and such additional rules as may be adopted by resolution of the Board.

**Section 4.1. Quorum.** All meetings shall begin with either a roll call or a head count. A simple majority of the individuals entitled to participate in a meeting shall constitute at quorum at said meeting.

**Section 4.1.1. Presence of Quorum.** If a quorum is present, the meeting may continue to transact business until adjournment, even if the withdrawal of some participants results in representation of less than a quorum.

**Section 4.1.2. Absence of Quorum.** In the absence of a quorum, the Chair shall adjourn the meeting either without setting another date and time or, with the assent of a majority vote of the participants present, by rescheduling said meeting to another specific date and time. If a quorum is represented at the rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.

**Section 4.2. Voting.** The vote of a majority of the participants at a properly called meeting at which a quorum is present shall be the act of that Board or committee, unless the vote of a greater number is required for a particular resolution by statute, these Bylaws, or the Board.

**Section 4.2.1. Positive Assent.** A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting.

**Section 4.2.2. Adverse Interest.** In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

**Section 4.3. Minutes of Meeting.** The Secretary shall keep or cause to be kept written minutes of the proceedings and to place or cause to be placed a copy of said minutes in the Association's permanent records. All minutes may be kept either by electronic means, on paper, or both.

**Section 5. Emergency Meetings.** Emergency meetings of the Association may be convened if a quorum of the individuals entitled to attend a properly convened Routine Meeting cannot otherwise be readily assembled because of some extraordinary event.

**Section 5.1 Call for Emergency Meetings.** If the provisions of Section 1 regarding the schedule or call for Routine Meetings can not be met, said provisions are hereby waived. An emergency meeting may be requested by the Executive Director, an Elected Director, an Officer or a committee chair.

**Section 5.1 Place of Emergency Meetings.** If the provisions of Section 2 regarding Place of Meetings can not be met, said provisions are hereby waived. Meeting any be conducted in any place or by any means that may be available.

**Section 5.2 Notice of Emergency Meetings.** If the provisions of Section 3 regarding Notice of Meetings can not be performed, said provisions are hereby waived. Notice may be provided by any means of communications that may be available.

**Section 5.3 Conduct of Emergency Meetings.** If the provisions of Section 4 regarding Quorum can not be met, said provisions are hereby waived. Such Directors as may be available to convene may

conduct such business as may be required and/or necessary for the proper management of the Association during the emergency. The remaining provisions of Section 4 shall be followed.

**Section 5.4. Minutes of Emergency Meeting.** Copies of all agendas, minutes and other documentation arising out of all emergency meetings shall be made available to all Directors at the first regular or special meeting after the resolution of the emergency.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

## **ARTICLE V SEALS AND EXECUTION OF INSTRUMENTS**

**Section 1. Association Seal.** The Association shall have a Association seal. The form of the seal shall be affixed within the space provided in Article IX.

**Section 2. Authorized Signatures.** Any instrument which encumbers the Association with a debt shall be executed by both the Executive Director and either an Elected Director, the Secretary and/or the Treasurer on behalf of the Association. All other instruments, including a release from a debt, may be executed by the Executive Director. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer(s) or agent(s) that are specifically designated by resolution of the Board.

**Section 2.1. Notary Seal.** Any and all written legal and/or financial instruments which need to be executed on behalf of the Association and which requires the document to be acknowledged shall be signed over notary seal.

## **ARTICLE VI AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all Directors at least ten (10) days before the meeting.

## **ARTICLE VII INDEMNIFICATION**

Any Director or officer who is involved in litigation by reason of his or her position as a Director or officer of this Association shall be indemnified and held harmless by the Association to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights).

## **ARTICLE VIII DISSOLUTION**

The Association may be dissolved only with authorization of its Board given at a special meeting called for that purpose, and with the subsequent approval by unanimous vote of the Board. In the event of the dissolution of the Association, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other Association or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational Association, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this Association, as determined by the Board.

## **ARTICLE IX CERTIFICATION**

We hereby certify that the foregoing is a true and correct copy of the Bylaws of The Earth Mother Renewal Project as duly adopted by the initial Board.

Adopted on this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

( Form of Seal )

\_\_\_\_\_  
Michael Rondot, Executive Director

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Shawna Hanson, Secretary

