**BY-LAWS**

**WYOMING COALITION FOR THE HOMELESS**

**907 Campbell Avenue**

**CHEYENNE, WY 82001**

**(307) 634-8499**

**ARTICLE I - NAME**

**The name of this organization shall be Wyoming Coalition for the Homeless, hereafter referred to as WCH. The WCH shall be a non-profit organization formed for charitable and educational purposes. It shall be incorporated under the laws of the State of Wyoming.**

**ARTICLE II - PURPOSE**

**It shall be the purpose of the WCH to decrease the incidence of homelessness, improve the quality of service to homeless people, effect systemic change, and impact the institutional roots of homelessness. This will be accomplished through education, advocacy, direct services, and resource development.**

**ARTICLE III - BOARD OF DIRECTORS**

**Section 1: The Board of Directors shall be responsible for policy making, planning, and supervising the administration and fiscal affairs of WCH. It shall adopt an annual operating budget, establish rules and regulations for conduct of the business of WCH, and may delegate to one or more members of the Board, or to its officers, agents, or employees, such powers and duties as may be deemed necessary and proper.**

**Section 2: The Board of Directors shall be composed of not less than 4 and not more than 11 members. All terms of office shall be for a minimum of 3 years. At the end of a term members in good standing will have the option of continuing for another 3 years. Vacancies may be filled by the Board, with appointees beginning their designated term upon selection of the Board.**

**Section 3: The Board of Directors shall consist of representatives from all areas of the community, including minorities and homeless and formerly homeless individuals and persons experienced in administration and fiscal management.**

**Section 4: Board members shall not profit from WCH business transactions or from information gained during the conduct of WCH business.**

**Section 5: A Board member having three consecutive unexcused absences from regular Board Meetings shall be automatically removed from the board and notified by the Chairperson.**

**Section 6: When warranted, a removal of a board member may be necessary. An appointed member of the board may meet with the member in question and request a resignation or the board meets formally, votes and removes the member. Resignations of any Board member or member-at-large must be done in writing to the Board 10 days prior to any action. Any property used by the member will be returned upon resignation or removal to the President of the Board or a designated member.**

**Section 7: The Board of Directors shall have the responsibility of hiring and terminating the**

**Executive Director. The job description shall be determined by the Board of Directors. The Executive**

**Director shall be the Administrative and Program officer of WCH. The Board of Directors shall**

**provide for the hiring of other employees as the program demands and as funds allow. The hiring and**

**terminating of these employees shall be the responsibility of the Executive Director, with approval by the**

 **Board of Directors. Specific descriptions of duties of these individuals shall be listed in the WCH continuity book or on the website.**

**Section 8: A person having a complaint against WCH, the Executive Director, the Board or policies and procedures is to first bring their complaint to the Executive Director for discussion and explanations. Should**

**the person making the complaint not be satisfied with the decision of the Executive Director that person is to put the complaint into writing, address it to the board, and give it to the Executive Director who will pass it on to the board. The board will review the complaint, interview the Director and the person complaining if deemed necessary, and make the final decision on the issue. Unsigned complaints will not be considered, nor will rumors. Complaints must be signed.**

**ARTICLE IV: OFFICERS**

**Section 1: The officers of WCH shall be Chairperson, Vice Chairperson, Secretary, and Treasurer with the duties usually pertaining to these offices. They shall be elected at the annual meeting and shall serve until the**

**next annual meeting, with the option of serving more than one term. Any vacancies occurring during the**

**year shall be filled by the Board, and those so designated shall hold office for the unexpired term of the**

**person being replaced.**

**Section 2: The Board Chairperson, Treasurer, Board Member at large, and Executive Director shall be listed, with the bank, as eligible for signing WCH checks. To conduct WCH financial business, two of these people are required to sign any check.**

**Section 3: Board Treasurer, prior to Board meetings, shall review the budget and expenditures for accuracy. The Treasurer shall inform WCH bookkeeper what is required in the financial report needed for Board meetings. At each Board meeting the Treasurer shall distribute, to all board members embers, and the Executive Director, copies of this financial report. Treasurer with the Executive Director shall be required to facilitate our investments.**

**ARTICLE V: COMMITTEES**

**Section 1: The Chairperson with the consent of the Board shall appoint standing committees and**

**committee chairpersons as are deemed necessary to effectively realize the purposes of WCH. Any**

**vacancies occurring during the year shall be filled by the Board, and those so designated shall hold office**

**for the unexpired term of the person being replaced.**

**Section 2: The Executive Committee shall consist of the four elected officers, and two at-large**

**board members chosen by election at the annual meeting.**

**Section 3: The Nomination Committee shall be charged by the Chairperson, at least two months**

**before the Annual Meeting, with submission of a slate of one or more nominees for each vacant position of**

**the Board of Directors. The Committee shall also present a slate of officers of consideration by the**

**Board of Directors.**

**ARTICLE VI: MEETINGS**

**Section 1: The Annual Meeting shall be held in January of each year. At a minimum, quarterly meetings will be held to best serve the majority of those able to attend. Meetings may be held more frequently as deemed necessary by the Chairperson. A regular time and place shall be determined by the Board.**

**Section 2: Three members of the Board of Directors shall be considered a quorum for any meeting of**

**the Board. Board members with excused absences shall be allowed to vote by proxy.**

**Section 3: The Chairperson, or a designated person, may poll the Board, by phone or email, between meetings if deemed necessary, and the majority decision will stand.**

**Section 4: The agenda for all meetings shall include the following: minutes, treasurers**

**financial report, Executive Director's report, Committee reports, old and new business, and general**

**discussion.**

**Section 5: The Secretary or designated representative shall provide, within 10 days of the meeting, to Board Members and the Executive Director, copies of the minutes.**

**ARTICLE VII: NON-DISCRIMINATION**

**WCH shall not discriminate or limit services or hiring of employees or volunteers because of race, color,**

**religion, age, sex, handicap, family status or national origin.**

**ARTICLE VIII: AMENDMENTS AND REVISIONS**

**The By-laws shall be periodically reviewed and updated by the Board. By-laws may be amended or revise by**

**a majority vote of the Board, provided the Board has been notified of such proposed amendment of a**

**revision at least two weeks in advance of that meeting.**

**ARTICLE IX: DISSOLUTION CLAUSE**

**If this organization is dissolved, its assets shall be distributed to another organization or organizations**

**qualified under Section 501(c) 3 of the Internal Revenue Code. The organization(s) to benefit from this distribution will be selected by a majority vote of the Board of Directors. No assets may be distributed to individual members.**

**ADOPTED THIS 21st DAY OF May 2018**