

BY-LAWS for Goshen HELP

ARTICLE I

NAME OF ORGANIZATION and LOCATION

The name of the corporation is Goshen HELP. The principal office of Goshen HELP is located within Goshen County Wyoming. The Corporation may have offices within the State of Wyoming, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives and purposes for which this Corporation is formed are as follows:

1. To write grants; receive money from Federal, States, Counties, Cities and from private and public non-profits and donations from individuals and businesses for funding opportunities to help low-income people become more self-sufficient, provide low-income people with a stake in their community; achieve partnerships among supporters and providers of services to low-income people; increase the capacity of agencies to achieve results; and strengthen family and other supportive systems to help low-income people achieve their potential.
2. To ensure that grant funds and other funds as determined appropriate for human services are spent on needed services; needed services are available and made known; essential services which are available and are based on demonstrated need which are fairly, efficiently, and effectively made available to low-income residents, in need, within our community.
3. To make resources and information available along with providing funding from grants received from Federal, States, Counties, Cities, and private and public non-profits to non-profit organizations, faith based organizations, and social service agencies that provide programs for the low to very low-income (children, adults, seniors, and the physically and mentally disabled.)
4. To write grants and receive money for programs, workshops and training that this organization runs or co-sponsors with other organizations; for organizational development, board and staff training in the understanding and development of running an organization and programs for people of low to very low-income (children, adults, seniors, and physically and mentally disabled.)
5. To engage in any lawful activity for which corporations may be organized under the Wyoming Nonprofit Corporation law Wyoming Statute 17-19-101 et seq. and provision 501(c)(3) of the Internal Revenue Code to the accomplishment of the objectives and purposes for which this Corporation is formed. Said Corporation is organized exclusively

for charitable, religious, educational and scientific purposes, including for such purposes the making of distribution to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors (“Board”) shall consist of up to a total two (2) Directors for each county served by Goshen HELP but no less than six (6) Directors selected as provided for in these Bylaws. The overall composition of the board must meet the requirements of a Tripartite board. Each Director shall participate in the development, planning, implementation, and evaluation of grants and other programs, as determined appropriate, serving the low income community. Such membership shall be comprised as follows:

1. Public Officials/Representative Members: Elected public officials or representatives of elected public officials of County municipalities, or other elected officials within a county including but not limited to County Commissioners, Sheriff, Judges, and School Board members shall constitute one-third (1/3) of the Board.
2. Low-Income Representation: Not less than one-third (1/3) of the Directors shall represent low-income individuals and families in counties served by Goshen HELP. Low-Income Representatives are to be chosen through a democratic selection procedure. The following will be the procedure and requirements for Low-Income Representatives following the approval of these bylaws.
 - a. Low-Income Representatives must live in an area served by Goshen HELP.
 - b. Low-Income Representatives do not have to currently meet any federal grant guidelines established to determine low income.
 - c. Low-Income Representatives must have familiarity with the challenges low-income families face either by having had experience as low-income or by serving low-income families in their communities.
 - d. General Membership: Not less than one-third (1/3) of the Directors shall represent general membership in counties served by Goshen HELP. The board shall appoint these directors who are recommended by the mutual consent of the low-income representative and public officials/Representative Directors. Directors shall represent business, industry, labor, religious, law enforcement, education or other major groups with interests in counties served by Goshen HELP.
3. Board of Directors shall NOT receive any salary for their service to the corporation, however, Directors may receive reimbursement for reasonable mileage and travel expenses that is substantiated by written documentation. Reimbursement may also be given for any board approved expenses required for the board member to attend board meetings.

4. The Executive Director shall be an ex-officio member of the board without voting rights. Where desired the Executive Director may serve as parliamentarian (consultant) in order to assist the board to adhere to Robert's Rules of Order.

ARTICLE IV
SELECTION, VOTING PROCEDURES,
AND TERMS FOR THE BOARD OF DIRECTORS

1. Elected Official/Representative Members shall be appointed by the existing Board of Directors. In the event that the Board of Directors is unable to come to an agreement on the appointment of an Elected Official, the Board of Directors shall ask the Goshen County Commissioners to appoint a representative to the Board. Elected Official/Representative Members shall serve for a term of 4 years unless the member no longer holds elected office. In the event that the Elected Official who appointed a representative on their behalf no longer holds office, the representative member may remain Director until the new Elected Official with supervision takes office. At that time that Elected Official may determine to allow the representative member to complete the remainder of the term.
2. Directors representing the Low-Income Representatives shall be selected through a democratic process with the assistance of local social service agencies and/or coalitions. Low-Income Representatives are elected to a three (3) year term. Election process will be as follows:
 - a. Possible Low-Income Representatives may be nominated to the board for election by anyone within our area of service.
 - b. The board has the right and authority to interview candidates for their ability to fulfil the fiduciary duties of the board and to work in cooperation with existing board members.
 - c. Having had such an opportunity to interview potential candidates the board shall vote upon the names to be placed on a ballot for one or more open positions for Low-Income Representatives.
 - d. The vote shall be advertised and communicated in the manner that will best reach a majority of the low-income public served by Goshen HELP. Advertising shall begin at least 1 month prior to the vote and be available through the month via the media chosen for advertisement. The frequency is to be determined by the board, but must be greater than once.
 - e. The media chosen for advertisement may be, but is not limited to, Newspapers, Social Media, Radio, Television, or flyers in organizations serving the low-income public. The board is not required to choose multiple media, but should choose the most cost effective one.
 - f. Voting may be made available online at designated sites controlled by the organization during the election time period to be set by the board. Voting may

of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than two weeks prior to the meeting date. All meetings must be treated as a public meeting and public notice must be given in accordance with the law regarding public meetings. Where allowed by law, electronic means may be allowed in order to facilitate the participation of Directors in a meeting.

Any action by a majority of the Board of Directors where a quorum is present shall be the action of the organization.

There will be a minimum of four (4) meetings per year including the annual meeting.

All meetings are open to the general public. General public may have an audience in front of the Board, though they may not participate in any discussion unless invited by the whole Board. The general public does not have a right to participate in any voting by the Board of Directors.

Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of the meeting personally by telephone, electronic methods, or by surface mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Quorum

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date a majority vote. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

ARTICLE V

Powers

1. The Board of Directors may exercise all powers of the Corporation and the following:
 - a. Lease, purchase, or otherwise acquire for and in the name of the Corporation any and all real personal property, including franchises, privileges, and rights whatsoever deemed necessary or proper for the conduct of its business, and to lease, sell or otherwise dispose of any real or personal property, rights, or privileges belonging to the corporation whenever, in their opinion, its interest would thereby promote.
 - b. To conduct, manage, and control the affairs of the Corporation and to make rules and regulations consistent with the laws of the State of Wyoming, or of the Bylaws of the Corporation.
 - c. Borrow money and otherwise incur indebtedness, issue notes or other evidence of debt thereof and secure the same, if deemed advisable, by mortgaging or otherwise hypothecating any and all property, whether real or personal belonging to the corporation.
2. It shall be the duty of the Directors:
 - a. To have kept a complete record of all their minutes and acts, and of the proceedings of the Board of Directors, to present a report of the condition of the finances of the Corporation at each regular meeting and at such other times as required by at least two-thirds (2/3) of the Board of Directors and to make a full financial report at the annual meeting.
 - b. To supervise all officers, agents, and employees and ensure that their duties are properly performed.
 - c. To determine general policies of the corporation which shall be presented at the annual meeting.
 - d. To draft proposals when necessary to apply for grants/funding for the corporation.

ARTICLE VI

OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. Preside at all meetings of the Executive Committee.
- b. Shall give approval of the meeting agenda.
- c. Have general and active management of the business of the Board.
- d. See that all orders and resolutions of the Advisory Board are brought to the Board.
- e. Have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- f. Submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- g. Be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. have the duty of chairing any assigned committee and such other duties as may, from time to time, be determined by the Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and/or committees, and may be assisted by a person designated by the Secretary, who will act as a clerk thereof. The Secretary's duties shall consist of:

- a. recording all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. in concert with the President, make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- c. assisted by a staff member, send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- d. perform all official correspondence from the Board as may be prescribed by the Board or the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. To submit for approval the expenditures made of funds raised by the Board, proposed capital expenditures (equipment and furniture), by the staff of the agency. All expenditures must fit within the approved budget or receive prior board approval.
- b. Present a complete and accurate report of the finances raised by this Board at each meeting of the members, or at any other time upon request, to the Board.
- c. It shall be the duty of the Treasurer to perform all functions in accordance to funding source guidelines and generally accepted accounting principles to assist in direct audits or financial review of the funds of the program.

Section 5. Election of Officers

The Board of Directors by 2/3 vote shall appoint the officers of the Corporation. The same person may hold any number of offices, except neither the Secretary nor Treasurer may serve concurrently as President.

Section 6. Removal of Officer

The Board with the concurrence of 2/3 of the Directors voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the

meeting at which motion shall be presented, setting forth the reasons from the Board for such expulsion.

ARTICLE VII

CORPORATE STAFF

Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ex-officio member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause.

The Executive Director salary shall be commensurate of similar positions and duties of similar agencies within the local geographical area and/or state. The Executive Director salary must not be such as to cause harm to the mission of the organization, but must be sufficient to provide for proper succession as needed.

As needed a committee established by the board can review and negotiate an acceptable salary for the Executive Director.

ARTICLE VIII

Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by a committee appointed annually by the Board of Directors. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Wyoming, the corporation shall indemnify any member, director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such,

whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X

BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI

Dissolution

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or for a public purpose. Upon dissolution of this organization, all assets remaining shall be transferred to another non-profit 501(c)(3) organization, school or church in Goshen County to be determined by the sitting Board of Directors at the time of dissolution.

ARTICLE XII

AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least two weeks in advance of such a meeting if delivered personally, by electronic means or by surface mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All

other amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by a majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this September 30th, 2021.

Director

Director

Director

Director

Director