



# ACCREDITATION EVIDENCE

**Title:** Western Wyoming College Foundation By-Laws

**Evidence Type:** Clear

**Date:** 3 December 1998

**WAN:** 22-0110

**Classification:** Report

**PII:** No

**Redacted:** No



**AMENDED AND RESTATED**  
**BY-LAWS**  
**OF**  
**WESTERN WYOMING COLLEGE FOUNDATION**

**ARTICLE I**

**Office and Registered Agent**

1. The principal office of the corporation in the State of Wyoming shall be located on the main campus of Western Wyoming College in the City of Rock Springs, County of Sweetwater, 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 require from time to time.

2. The corporation shall have and continuously maintain in the State of Wyoming a registered office and a registered agent whose office is identical with such registered office. 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 may be changed from time to time by the Board of Directors.

## **ARTICLE II**

### **MEMBERS**

The corporation shall have no members.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

1. The affairs of the corporation shall be managed by its Board of Directors, consisting of not less than seven (7), nor more than eleven (11) directors, the exact number to be fixed and determined from time to time by resolution of a majority of the full Board of Directors. Two directors shall be nominated by the Board of Trustees of Western Wyoming College ("WWC Representatives") and, subject to the approval of such persons by the Board of Directors, shall be appointed by the Board. All other directors ("At-Large Directors") shall be elected by the Board. Additionally, the Board shall have the right to designate and/or appoint any number of ex-officio (non-voting) directors.

2. The term of all Directors named in the Restated Articles of Incorporation shall expire when their successors have been designated, appointed, or elected, as the case may be, at the first meeting of the Directors in calendar year 1999. Each WWC Representative Director shall be appointed at the first meeting of the Board of Directors in calendar year 1999 and shall serve until his/her successor has been nominated by the Western Wyoming College Trustees and appointed by the Board of Directors. Each At-Large Director shall be elected at the the first meeting of the Board of Directors in calendar year 1999 and shall be elected annually thereafter,

at the first meeting of the Directors in each calendar year, and shall hold office for the period of one year, or until his/her successor shall have been elected. At each annual meeting at which At-Large Directors are to be elected, the Board shall first specify the number of At-Large Director positions to be filled for the ensuing year. Ex-officio directors shall serve at the pleasure of the Board, as designated and/or appointed by the Board from time to time. All Directors, including ex-officio directors, shall be adult residents of Western Wyoming Community College District.

3. The Secretary of the corporation shall at all times maintain a current Director roster reflecting the name, address, director status (WWC Representative, At-Large, Ex-Officio) and term of office of each Director.

4. No Director shall receive any salary or compensation for his/her services.

#### **ARTICLE IV**

##### **MEETINGS AND ACTION OF THE BOARD**

1. Meetings of the Board of Directors of the corporation shall be held at least quarterly.

2. Regular and Special Meetings

(a) If the time and place of a Director's meeting is fixed by these bylaws or the Board, the meeting is a regular meeting. All other meetings are special meetings.

(b) The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means or communication by which all Directors

participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3. Action without Meeting.

- (a) Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken.
- (b) Action taken under this section is effective when the last Director signs consent, unless the consent specifies a different effective date.
- (c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

4. Call and Notice of Meetings

- (a) Unless subsection (c) of this section provides otherwise, regular meetings of the Board may be held without notice, on the regular meeting date as fixed by the Board from time to time.
- (b) Special meetings of the Board shall be preceded by at least seven (7) days written notice to each Director of the date, time, and place, but not the purpose, of the meeting, delivered personally or sent by mail to each director at his/her address as shown by the records of



the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid.

(c) Any Board action to remove a Director or to approve a matter that would, under applicable provisions of Wyoming law, require approval by the members if the corporation had members, shall not be valid unless each Director is given at least seven (7) days written notice, in the manner provided in (b) of this section, that the matter will be voted upon at a Directors' meeting.

(d) The President of the corporation or twenty percent (20%) of the Directors (exclusive of ex-officio directors) then in office may call and give notice of a meeting of the Board.

5. When all the Directors of the corporation are present at any Directors' meeting, however called or notified, or if fifty percent (50%) of the Directors are present, and if those not present sign a waiver of notice of such meeting and such waiver is presented and made a part of the records of such meeting, the transactions of the meeting shall be as valid as if had at a meeting regularly called and noticed.

6. A quorum of the Board consists of a majority of the Directors (exclusive of ex-officio directors) in office immediately before a meeting begins, but in no event shall a quorum be less than the greater of one-half (1/2) of the number of Directors in office or four (4) Directors. If a quorum shall not be present at any meeting of Directors, the Directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting,

until a quorum shall be present.

## ARTICLE V

### POWERS AND DUTIES OF DIRECTORS

1. The Board of Directors may exercise all powers of the corporation and do all lawful acts and things as are permitted to be done by the laws of the State of Wyoming, and, without limiting the generality of the foregoing, shall have the power:

- (a) To appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with laws of the State of Wyoming, or of the bylaws of the corporation, for the guidance of the officers and the management of the corporation's affairs.
- (c) Lease, purchase or otherwise acquire, for and in the name of the corporation, any and all real or personal property, including franchises, privileges and rights whatsoever, deemed necessary or proper for the prosecution 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 interests would be thereby promoted.
- (d) Borrow money and otherwise incur indebtedness, issue notes or other evidences of debt therefor, 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 cause to be kept a complete record of all their minutes and acts, and of the proceedings of the Directors, and present an operating statement at the regular meetings of the Directors, together with an assets and liabilities statement, and, generally, to show the condition of the affairs of the corporation.
  - (b) To supervise all officers, agents and employees and see that their duties are properly performed.

## **ARTICLE VI**

### **OFFICERS**

1. The officers of this corporation who shall be elected by the Board of Directors shall be President, Vice-President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. If the office of any officer becomes vacant, the vacancy shall be filled by the Board of Directors.

2. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by



these bylaws or by statute to some other officer or agent of the corporation; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed the Board of Directors from time to time.

3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4. The Secretary shall attend all meetings of the Board of Directors, and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall cause to be given notice of all meetings of the Board of Directors when notice is required by these bylaws, and of meetings of committees or of the Board of Directors. The Secretary shall have custody of the original copy of the bylaws and all amendments thereof.

5. The Treasurer shall have the custody of all funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books, belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the corporation.

6. The Board of Directors may require the Treasurer, and may at its discretion require any other officer or any employee of this corporation to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his/her office and for the restoration to the corporation in case of death, registration, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

7. The Board may appoint such officers, other than principal officers, and such agents and employees, as the Board may deem necessary or advisable, including an Executive Director or other executive administrative officer, each of whom shall hold his/her office or his/her position, as the case may be, for such period, and shall have such authority and perform such duties, as may be provided in these bylaws or as the Board may from time to time determine.

8. No principal officer shall receive any compensation or salary for his/her services.

## **ARTICLE VII**

### **Committees**

1. The Board of Directors, by resolution adopted by majority of the Directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and delegation thereof of such authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility Imposed upon him/her by law.

2. Other committees not having an exercise in the authority of the Board of Directors in the management of the corporation, may be designated by resolution adopted by a majority of the directors present at the meeting at which a quorum is present. Such other committees shall be composed of any persons that the Board of Directors shall designate by resolution and any member may be removed by the Board of Directors whenever in their judgment the best interests of the corporation shall be served by such removal.

3. The executive committee as initially constituted shall consist of three members, and it shall exercise, all those powers and functions as set out in the Articles of Incorporation of this corporation, within such general scope of action as the board shall from time to time authorize. The committee shall take no action, unless a quorum of the committee is present and votes in favor of the action to be taken. Absent committee members may vote in writing on any special question submitted prior to the meeting.

4. One member of each committee shall be appointed the Chair of the committee by the Board of Directors so appointing the committee.

5. Vacancies in the membership of any committee may be filled by appointment by the Board of Directors in the same manner as provided in the case of the original appointments.

6. Unless otherwise provided by a resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and any act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. Each committee may adopt rules for its own government not inconsistent with



these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. The corporation shall, to the maximum extent permitted by law, indemnify each present and future director and officer of the corporation, and his/her heirs, executors and administrators, against all costs, expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him/her in connection with or arising out of any claim or any action, suit or proceeding in which he/she may be or become involved by reason of his/her being or having been a director or an officer of the corporation, or of any other corporation in which he/she served or serves as a director or officer at the request of the corporation, irrespective of whether or not he/she continues to be a director or an officer at the time he/she incurs or becomes subjected to such costs, expenses and liabilities. However, the corporation shall not indemnify such director or officer with respect to any matter as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his/her duties as such director or officer.

2. The costs, expenses and liabilities hereinabove referred to shall include the cost of and payments made in settlement and compromise, but if a settlement or compromise is effective, indemnification shall be had only if the Board of Directors of the corporation, acting at a meeting at which a majority of the quorum is unaffected by self-interest, shall find that such director or officer has not been derelict in the performance of his/her duties as such director or

officer with respect to the matter involved, and shall adopt a resolution approving such settlement or compromise. If the Board of Directors refuses to act or is unable to act due to self-interest of some or all of its members, the corporation shall obtain the opinion of independent counsel, and indemnification shall be had only if it is the opinion of such counsel that the director or officer has not been derelict in the performance of his/her duties as such director or officer with respect to the matter involved.

3. Each person who shall act as a director or officer of the corporation, and each person who shall act as a director or officer of any other corporation at the request of the corporation, shall be deemed to be doing so and to have done so in reliance upon such right of indemnification. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled as a matter of law. None of the provisions of this section shall be construed as a limitation upon the right of the corporation to exercise its general power to enter into a contract or undertaking of indemnity with a director or officer in any proper case not provided for herein.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, FUNDS**

1. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. All checks, or demands for money and notes of this corporation, shall be signed



by such officer or officers as the Board of Directors from time to time designate.

3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

## **ARTICLE X**

### **BOOKS AND RECORDS**

1. The books and records of the corporation shall be kept at the principal office of the corporation or at such other place as the Board of Directors of the corporation shall from time to time determine.

2. The books and records of the corporation shall at all times be subject to the inspection of the Board of Directors.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of this corporation shall be from January 1 to December 31.

## **ARTICLE XII**

### **SEAL**

The seal of this corporation shall be as follows: In the outer circle shall be the words:

**"WESTERN WYOMING COMMUNITY COLLEGE FOUNDATION"**

and in the inner circle, the words:

"Corporate Seal".

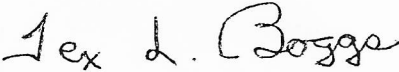
The Board of Directors may alter the form of said seal at their pleasure.

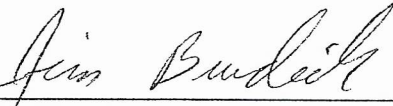
**ARTICLE XIII**


**AMENDMENTS**

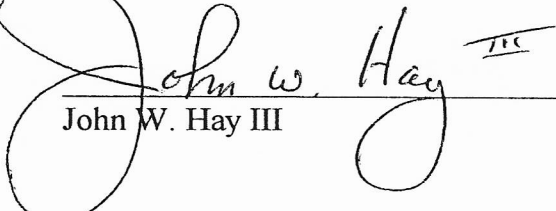
1. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws of this corporation in the manner provided by law.
2. Any amendments, alterations, changes, additions or deletions from these bylaws shall be consistent with the laws of this state which define, limit, or regulate the powers of this corporation and the directors of this corporation.

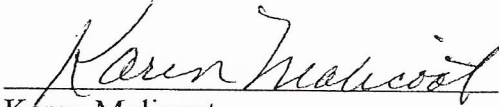
IN WITNESS WHEREOF, we, the undersigned Directors of Western Wyoming College Foundation, a Wyoming non-profit corporation, have hereunto subscribed our names effective the 3rd day of December, 1998.

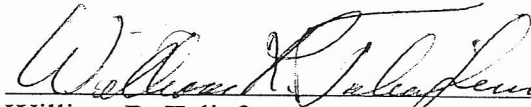
  
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Tex L. Boggs

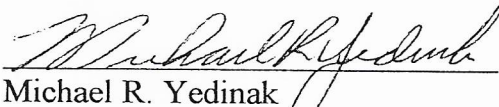
  
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Jim Burdick

  
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Michael Christensen

  
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John W. Hay III

  
Karen Malicoat

  
William R. Taliaferro

  
Michael R. Yedinak