

# **Southeast Wyoming Healthcare Coalition Bylaws**

## **SEWYHCC (Acronym)**

**As of October 2024**

Approved : November 14, 2024

### **Article I Name**

The name of the corporation shall be the Southeast Wyoming Healthcare Coalition ("Coalition" or SEWYHCC).

### **Article 2 Purpose and Mission**

The Coalition is a nonprofit corporation and shall be operated exclusively for charitable, educational, and scientific purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

The SEWYHCC is a collaborative network of healthcare organizations and program allowable response partners within our regional area. The SEWYHCC regional boundaries are defined by the geographic boundaries of the following Wyoming counties: Albany, Goshen, Laramie, and Platte. The SEWYHCC serves as a voluntary, multidisciplinary, multi-agency group who assists in the coordination of Public Health response, emergency management, and support function (ESF) #8 through preparedness, response, recovery, and mitigation activities.

The purpose and objective of the SEWYHCC shall be to facilitate continued planning and coordination of emergency preparedness and response activities among healthcare facilities in the SEWYHCC Region to improve facility specific, medical, and public health system readiness in the event of a major incident affecting healthcare facility members and our community. Specifically, the Coalition shall:

- Work with the appropriate level of emergency operation providers by sharing information among participating healthcare organizations and with jurisdictional authorities to promote common situational awareness
- Support the needs of healthcare organizations through collaboration of coalition partner's various Emergency Operation plans
- Meet community needs by promoting the quality of disaster patient/victim care services and improving overall healthcare response capabilities
- Develop and implement effective practices including continuity planning, education, training and evaluation as they relate to emergency preparedness
- Serve to strengthen and sustain the public health and medical response system by properly analyzing gaps and
- Promote healthcare providers' capacity to anticipate the plan of care in the event of a medical surge.



**Article 3 Principal Address and Registered Agent**  
**Southeast Wyoming Healthcare Coalition**  
**Jeanine West**  
**3962 Archer Parkway, Cheyenne, WY 82009**

**Article 4 Coalition Members**

- A. Membership** – A member of the SEWYHCC must be from or representative of Goshen, Laramie, Albany, or Platte county.
- B. Membership Application Procedures** – To be a member an entity must be approved by the current coalition members with a fifty-one percent (51%) approval of the Board of Directors. An application will be required and approved for those not required to be members under the grant authorizing the Coalition.
- C. Termination of Membership (voluntary and involuntary)** – Term of membership shall be perpetual, except if member voluntarily requests exclusion. An involuntary termination may take place upon a two-thirds vote of the Directors either in person or by phone, e-mail, or written terminating the membership. A member may resign at any time; the resignation of a member does not relieve the member from any obligations the member may have to the Coalition as a result of obligations incurred or commitments made prior to the resignation.
  - Involuntary terminations shall follow the procedures set forth in Wyo. Stat §17-19-621

**Article 5 Dues /Fiscal year/Accounts**

- A.** The fiscal year for SEWYHCC shall be from July 1 to June 30th.
- B.** DUES -currently there are no dues
- C.** The Coalition may establish and maintain a permanent fund (hereinafter the "Operating Account"), which may be funded through deposits and donations received by the Coalition. Allocating additional funds to the Operating Account shall be determined by a majority vote of the board.

**Article 6 General Meetings**

- A. Notice of General Meeting** – Written, printed, or electronic notice stating the place, day, hour, and purpose of the meeting shall be sent not less than 10 days before the date of the meeting at the direction of the Chairperson and/or Executive Director and in accordance with Wyo. Stat. § 17-19-705.
- B. Agenda** – The agenda will be set by the Coordinator or Board Secretary. Any member may request an addition to the agenda.
- C. General Membership Meeting Schedule** – Meetings may be called as necessary but not less than annually. Fifty-one percent (51%) of the voting members will represent a quorum.
- D. Place of Meetings** – The Directors may designate any place within a member



County appropriate for a meeting that will accommodate the membership. Unless otherwise designated, meetings will take place at a location agreed upon by the Board of Directors.

- E. Action Without a Meeting** – Any action required or permitted to be taken by the members or Board of Directors at a meeting may be taken without a meeting if a quorum of members entitled to vote consent in writing, phone or by electronic transmission to the adoption of a resolution authorizing the action.
- F. Documentation of Action Without a Meeting** – All resolutions and consents of actions without a meeting and in emergency situations shall be filed in written/electronic form to the Executive Director and attached to the minutes of the next SEWYHCC Board meeting
- G. Emergency Situation** – In an emergency situation, the Board of Directors may take action “without a meeting” at the request of a member county’s Emergency Management representative or another support/member Organization requesting help. Those Directors or Organizations participating will reach out to their respective county’s Emergency Management for information and coordination and all actions will be consistent with the spirit and mission of SEWYHCC—for the benefit of the victims.
- H. Annual Meeting** – The Association at its annual meeting shall decide on the time and place of the annual meeting or it may vote to delegate authority to the executive board to determine such date and place.
  - During the Annual meeting, these business items shall be considered at a minimum:
    - Election of the Executive board, after the initial year of existence of the Coalition
    - Report on activities and financial condition of the Coalition
    - Report on the past year’s activities
    - Selection of the host county for the next annual meeting
  -
- I. Special Meetings** – May be called in accordance with Wyo. Stat. § 17-19-702
- J. Board Meeting** – See 7.6

## **Article 7 Board of Directors**

**7.1 General**– The Board of Directors is responsible for the oversight and operations of the SEWYHCC organization. The Board may adopt such rules and regulations for the conduct of their meetings and management of the organization they deem proper and which are consistent with the purpose, mission of SEWYHCC, and in support of emergency management services

- A. Number** - Each Board Member must represent a Voting Member Organization. The Board of Directors will consist of not more than 9 members plus the Executive Director. There shall be a minimum representation from the following sectors: Hospital, Public Health, Emergency Management, and Emergency Medical Services

(EMS). Each member county shall fill at least one board seat if feasible.

- B. Residency/Representation/Age Requirements-** Each Director shall be an individual of at least 18 years of age who must reside in and/or represent one of the four member counties within the boundaries of the Southeast Wyoming Healthcare Coalition.
- C. Resignation** – A Board Member may resign at any time with written notice and will be effective upon receipt. Should extenuating circumstances exist the member may resign by calling the Chairperson
- D. Vacancy on Board** – A vacancy on the Board of Directors may be filled by election and requires a fifty-one percent (51%) approval by the board of Directors.
- E. Voting** – To pass an action fifty-one percent (51%) of the Board Members must approve the motion.
- F. Chairperson** – Election of the Chairperson will require approval of two-thirds of the Board. All nominees shall be submitted in writing two weeks prior to the election date.
- G. Removal of a Director**– For good cause, a Director may be removed by a two-thirds vote of the Board, which may be done in person or electronically.
- H. Compensation/Reimbursement** – No compensation shall be paid to the Directors for their service, except that the Directors may receive reimbursement for SEWYHCC expenses, by submitting to the Board for approval.
- I. Conduct** - As provided in **Wyo. Stat. § 17-19-830(b)**, with the exception of liability for intentional or illegal acts or actions, directors are not individually liable for any actions, inactions or omissions by the nonprofit corporation.
  - The Corporation shall also indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact the person was or is a director or officer of the Corporation or (while serving as a director or officer of the Corporation) is or was serving at the request of the Corporation as a trustee, director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the extent the Wyoming Nonprofit Corporation Act (whether **Wyo. Stat. § 17-19-852**, or further or successor provision) permits or mandates indemnification for (a) directors and trustees or for (b) officers. The Corporation shall also make advances for expenses to any such person to the extent permitted under or as provided by the Wyoming Non-Profit Corporation Act.

## 7.2 Executive Director (President)

- A. Election** – The Executive Director (President) will be elected by two-thirds vote of the Board of Directors. This is a non-voting position on the Board of Directors, unless a vote is needed in a tie-breaking scenario or to create a quorum.
- B. Duties** – The Executive Director shall be responsible for conducting the day to day policies, functions, and administration of the SEWYHCC as directed and authorized by the Board of Directors. They will ensure the safekeeping of the minutes of all meetings and maintain a list of addresses and contact information of each member. They are responsible for all notices.
- C. Resignation** – The Executive Director may resign at any time with written notice to the Board of Directors.



- D. Removal of the Executive Director** – For good cause, the Executive Director may be removed by a two-thirds vote of the Board, which may be done in person or electronically.

### 7.3 Vice President

- A. Election** – The Vice President will be elected by two-thirds vote of the Board of Directors.
- B. Duties** – The Vice President shall preside at all meetings of the members of the Coalition and assist the Executive Director/President in all duties. They will act in the absence of the Executive Director.
- C. Resignation** – The Vice President may resign at any time with written notice to the Board of Directors
- D. Removal of the Vice President** – For good cause, the Vice President may be removed by a two-thirds vote of the Board, which may be done in person or

### 7.4 Board Secretary

- A. Duties** – The Secretary shall issue notices of all special and regular Board meetings, and provide notice by mail or email, note individuals elected to office, keep complete records of the meetings, notify the Executive board of members resigning, maintain a list of members, and be the custodian of all records except those that are appropriate to be kept by the Treasurer. In the absence of a Coalition Coordinator, the Board Secretary will act in the Coordinator's capacity.
- B. Resignation** - The secretary may resign at any time with written notice to the Board of Directors
- C. Removal** For good cause, the secretary may be removed by a two-thirds vote of the Board, which may be done in person or electronically.

### 7.5 Treasurer

- A. Duties** – shall receive all moneys and have custody thereof; shall cause funds to be deposited into the proper accounts, shall keep a full account of all moneys received and paid out and shall make such reports to the Executive director and Board as they require; shall keep full account of any books.
  - a. The Treasurer will separately account for and regularly report to the Board on the status of the Endowment Fund Account, if any.
- B. Resignation** - The Treasurer may resign at any time with written notice to the Board of Directors
- C. Removal** For good cause, the treasurer may be removed by a two-thirds vote of the Board, which may be done in person or electronically. Treasurer will be subject to immediate removal if found to be mismanaging Coalition funds.

### 7.6 Board Meetings

- A. Board of Directors Meetings** – The Board shall meet not less than quarterly and may do so by teleconference. Fifty-one percent (51%) attendance shall be a quorum.
- B. Electronic /Telephone Meetings:** The Executive Director may call a meeting of the Board by electronic communication which may include: setting up a telephone conference call where business may be transacted by telephoning members or emailing each member. All business transacted by electronic communication shall be confirmed at the next regular meeting of the Executive board by adoption of the minutes taken during the



electronic communication.

**C. Notice –**

- a. Notices for Board meetings shall be fair and reasonable.
- b. See **Wyo. Stat. §. 17-19-303** which outlines Emergency Powers including notice of a meeting of the board during an emergency which is outlined in (b)(i) Notice of a meeting of the board of directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and (d) “an emergency exists for the purposes of this section if a quorum of the corporation’s directors cannot readily be assembled because of some extraordinary event.”

## **Article 9 Function in Disaster**

SEWYHCC is an emergency support agency. During a disaster our members should take care of themselves, their family, and their neighbors. Members will coordinate their actions with SEWYHCC as soon as possible and provide support to the best of their ability.

## **Article 10 Amendments to Bylaws**

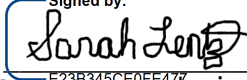
The Bylaws may be amended, restated, or repealed with a 30-day notice and two-thirds approval of voting members.

## **Article 11 – Construction and Definitions**

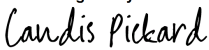
Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Wyoming Non-Profit Corporation Act (**Wyo. Stat. § 17-19-101 et. seq.**) as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a corporation or other organization or entity, as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible **(i)** the remainder of these bylaws shall be considered valid and operative, and **(ii)** effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

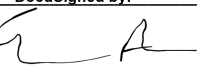
Presented and approved by the Board of Directors this \_\_\_\_ day of \_\_\_\_\_ 2024.

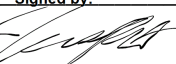
## **Signatories of the SEWYHCC Board of Directors:**

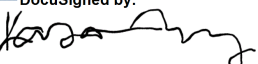
Signed by:   
Approved: \_\_\_\_\_  
Title/Org SEWYHCC Board Vice President  
Printed Name: Sarah Lentz  
Date: 11/26/2024




DocuSigned by:  
  
Approved: \_\_\_\_\_  
Title/Org Treasurer  
Printed Name: Candis Pickard  
Date: 11/26/2024

DocuSigned by:  
  
Approved: \_\_\_\_\_  
Title/Org Board Member  
Printed Name: CHARLES RETZ  
Date: 12/3/2024

Signed by:  
  
Approved: \_\_\_\_\_  
Title/Org SEWYHCC Board Secretary  
Printed Name: Jeanine West  
Date: 11/26/2024

DocuSigned by:  
  
Approved: \_\_\_\_\_  
Title/Org SEWYHCC Board President  
Printed Name: Kasandra Moloney  
Date: 11/26/2024

Signed by:  
  
Approved: \_\_\_\_\_  
Title/Org Board Member  
Printed Name: Kenneth Cook  
Date: 11/26/2024