

WYOMING CONGRESSIONAL AWARD COUNCIL BYLAWS

Revised and Approved September 20, 2016

ARTICLE 1

PURPOSE

Section 1.1. Purpose. The purpose of the Wyoming Congressional Award Council (the "Council") is to assist the Congressional Award National Board of Directors (the "National Board") and Congressional Award Foundation (the "Foundation"), a District of Columbia non-profit corporation, in carrying out the Congressional Award program ("Congressional Award Program"), established by The Congressional Award Act, P.L. 96-114 as amended, 2 U.S.C. ___ 801, et. seq. (the "Act") within the State of Wyoming.

Pursuant to a charter from the National Board and the Foundation, the Council will be responsible, within the State of Wyoming and under the direct supervision and authority of the National Board, the Foundation and the National Director, for organizing, funding and operating the Congressional Award program under operating procedures and guidelines established by the National Board and the Foundation.

Section 1.2. Foundation and Board. The National Board establishes the criteria and policies of the Congressional Award Program for earning a Congressional Award Medal, and is the sole authority authorized to approve award of Congressional Award medals. All administrative and financial matters relating to the Congressional Award Foundation's bylaws, and the Foundation's Board of Directors, and in compliance with the policies of the Board regarding award of the Congressional Award medals.

The Council will act as agent to the Foundation (a) to accept contributions of money, other property and services which are donated to the Congressional Award Program (subject to the provisions of Section 4.4) and (b) to disburse funds for the operation of the program in the State of Wyoming. Subject to the provisions in Section 1.3, the Council shall devote any money, income or other property received by the Council and the income therefrom, perpetually and exclusively, to the Congressional Award Program.

Section 1.3. Laws, Rules, Policies and Regulations. In implementing the Congressional Award program in its designated area, the Council shall conform to the statutory provisions of the Act, the rules, policies and regulations established by the National Board and the Foundation, the Council bylaws, the directives of the Foundation and the National Director and such other conditions as the Foundation deems appropriate.

Section 1.4. Youth Awards. The National Board is the sole authority for the designation of all awards, but may delegate authority to designate the awardees for certificates and Bronze and Silver medals to the Council. Congressional Award medals shall only be presented in such manner as the National Board may direct.

Section 1.5. Limitations on Activities and Use of Assets. The Council is authorized only to carry out the charitable and educational activities of the Congressional Award Program.

- a) No part of the income or assets of the Council shall inure to the benefit of or be distributable to its members, officers, employees or other private persons; except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered, and reimbursement for expenses incurred, and to make payments and distributions in furtherance of the purposes set forth herein.
- b) No part of the activities of the Council shall attempt to be carrying on of propaganda or otherwise attempting to influence legislation (as defined in Section 4911(d) the Internal Revenue Code of 1986, as now in effect or as may be amended ("Code")) and the Council shall not participate/influence or intervene in (including the publishing or distribution of statements) any political campaign activities on behalf of any candidates for public office.
- c) Notwithstanding any other provisions of these bylaws, the Council (1) shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Code; (2) shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Congressional Award Program; (3) shall not seek or accept appropriations of funds from the Federal government contrary to the Act; (4) shall in all respects adhere to the restrictions of Section 7(d) of the Act and shall not enter into any contract which would obligate the Council to expend an amount greater than the amount available to the Council for the purpose of such contract during the fiscal year in which the expenditure is made; and (5) shall not issue bonds, notes, debentures or other similar obligations creating long-term indebtedness.

Section 1.6. Qualification and Registration as a Charity. The Council shall be responsible for determining the need of the Council to qualify as a charity in the State, and with the approval of the Chairman of the Foundation, shall take such steps as may be required to do so.

The Congressional Award Program has been established by the United States Congress, is regulated by the National Board appointed by the Congressional Leadership in accordance with the Congressional Award Act, is audited by the General Accounting Office, and thus is exempt from state requirements to register as a charity, state regulations of charitable solicitations or other similar state regulation. The Council is an integral part of the Congressional Award Program and shall not register with or submit to the jurisdiction of any state or local charitable regulation schemes unless the Chairman of the Foundation shall determine that such action is required and is in the best interest of the Congressional Award program.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. General Power. The affairs of the Corporation shall be managed by a board of directors (the "State Board") appointed as set forth in Section 2.2.

Section 2.2. Number, Tenure Selection and Qualification of Directors. The State Board shall consist of ex-officio, appointed and elected directors, including not less than a total of ten nor more than twenty appointed and elected directors, subject to Subsection 2.2.5. Each director will have one vote.

Section 2.2.1. Ex-Officio Members. The United States Senators ("Senators") and members of the United States House of Representatives ("Representatives") for the State shall be ex-officio directors unless they decline to serve by notice to the Council.

Section 2.2.2. Appointed Directors. Each Senator shall have the right to appoint two directors. The Representative shall have the right to appoint one director.

Section 2.2.3. Elected Directors. The State Board may elect additional directors up to the maximum number set forth above, including any seats left vacant as a result of the failure of a Senator or Representative to make appointments.

Section 2.2.4. Terms. All appointed and elected directors shall have terms of office which expire on September 30th of odd numbered years, subject to reappointment, but shall continue to serve thereafter until the date set by the Council President for selection of directors. Directors appointed by Senators or Representatives shall serve at the pleasure of the appointing officer, and thus may be removed without cause and replaced by such officer. Directors who are elected by the State Board may be removed with or without cause by the State.

Section 2.2.5. Selection Criteria. It is the expressed intent of the Act that the Congressional Award Program be administered through bipartisan support, and each authority making appointments to the State Board shall consider the partisan balance on the State Board in making an appointment or electing new directors.

Section 2.2.6. Succession of Ex-Officio Members. A Senator or Representative shall be automatically removed from the Board upon leaving office as a Senator or Representative, and his or her successor in office shall become an ex-officio director taking office. A director appointed by a Senator or Representative leaving office shall be deemed to be appointed by and thus subject to removal by the Senator or Representative who is elected or appointed to the same Congressional seat. Any Senator or Representative who declines to serve as a director or to appoint directors may thereafter assume such position and

appoint a director or directors by notice to the Council President (even if such appointment will cause the size of the State Board to temporarily exceed the maximum provided above).

Section 2.3. Honorary Co-Chairs. The Senators and Representatives participating in the Council shall serve ex-officio as the Honorary Chairs.

Section 2.4 Emeritus Members Emeritus Members are individuals honored for their dedicated leadership, vision and contributions while serving on the Wyoming Congressional Award Council and their continued interest and involvement with the Congressional Award Program. Nomination for Emeritus status will be initiated by one of the State Board members with a presentation of the name and qualifications for the candidate to be considered as an Emeritus Member. Following a majority vote of the State Board the candidate will be notified of said election.

Emeritus Board Members shall be entitled to receive all written notices and information which are provided by the State Board. They will be notified of but not required to attend all State Board meeting and will receive notification of all activities for the Wyoming Congressional Award Council. An Emeritus Member shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office or entitled to vote at any board meeting.

Section 2.5--Regular Meetings. The State Board shall meet at least twice each year. Such meetings shall be held upon notice given by the Council President. The Council President may fix any place, either within or without the geographic territory as the place for the holding of any regular meeting of the State Board. The State Board may provide by resolution the time and place for the holding of additional regular meetings of the State Board without other notice than such resolution.

- a) One meeting shall be held in conjunction with the annual ceremony for the presentation of Congressional Award certificates and medals.
- b) The second meeting shall be held in the fall on or before October 30th.

Section 2.6 Special Meetings. The President shall promptly call and give notice of a special meeting of the State Board whenever an Honorary Chair or at least one-third of the members submit written requests for such a meeting. The President may fix any place, either within or without the state, as the place for the holding of any special meeting of the Board so called.

Section 2.7 Notice. Written or actual oral notice of the place, day and hour of any regular meeting of the State Board shall be given to each director not less than ten or more than forty days before the date of such meeting. In the case of a special meeting, such notice shall be given at least five days prior to the date of such meeting. Any director may waive notice of any 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 conveyed. Neither the business to be transacted at, nor the purpose of, any regular or special of the State Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by these bylaws.

Section 2.8 Action Without a Meeting. Any action which may be taken at a meeting of the State Board may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote by the State Board.

Section 2.9 Quorum. One-third of the number of directors then serving shall constitute a quorum for the transaction of business at any meeting.

The Honorary Chairs may vote as ex-officio directors and shall be included in determining a quorum when they are in attendance at a meeting. The Honorary Chairs may designate from time to time an individual as the Honorary Chair's proxy who may attend meetings of the State Board and vote in lieu of the Honorary Chair, and such a proxy shall count towards a quorum when in attendance. The number of directors for determining a quorum shall otherwise be determined by the number of persons serving as directors of the Council at the time without counting ex-officio directors (unless present) or vacant positions.

Section 2.10 Manner of Action. Each director shall have one vote on matters properly before the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the State Board, except where a larger percentage is required by the bylaws. Vacancies on the State Board shall not affect the State Board's power to function.

Section 2.11. Vacancies. Any vacancy on the State Board, however, occurring, shall be filled in the same manner in which the original selection was made.

Section 2.12. Compensation. Directors shall serve without pay for their services as directors but may be reimbursed for reasonable travel expenses incurred by them in the performance for their duties as Board members Directors.

Section 2.13. Removal. Any director may be removed by the State Board, either with or without cause, whenever in the judgment of the State Board, as the case may be; the best interest of the Council shall be served thereby. Immediately after a director has failed to attend two (2) consecutive meetings of the State Board, the President shall notify the director of the provision of the bylaws hereof. Three (3) consecutive unexcused absences will result in resignation from the State Board.

Section 2.14. Committees. The Council shall establish an Award Review Committee which shall be responsible for reviewing each application for an award and making a recommendation regarding disposition of such application to the National Board. If authority has been delegated to the Council to designate recipients of Silver and Bronze

Awards or award certificates, the Award Review Committee recommendation shall be forwarded to the Council for action pursuant to such delegation. The Award Review Committee may also be delegated responsibility to review registrations to assure conformity to Congressional Award Program rules and policies.

The State Board shall have an Executive Committee which is to have and exercise the authority of the State Board in the management of the State Board between meetings of the State Board. The Executive Committee shall keep minutes of all of its meetings and shall provide a report to the State Board at each meeting of the State Board of all action taken since the last meeting of the State Board. A copy of the minutes shall be kept on file by the Council at the established office; the Council Secretary shall keep a second copy. The Executive Committee shall consist of such persons as shall occupy the offices of the President, Vice President, Treasurer, Secretary and Past President of the Council. In addition, any person serving as paid or volunteer Council staff may be appointed and serve. The Council's Executive Director will serve as a non-voting member of the Executive Committee.

The State Board may by majority resolution designate and appoint one or more other committees, each of which shall consist of two or more members and any other person appointed to such committee by the State Board. For example, an Advisory Committee may be appointed and may include political, educational, business, and other community leaders. A Program Committee may be established and may include individuals active in the Congressional Award Program as youth advisors, staff and officers. Such committee, to the extent, if any, provided by the resolution establishing the committee, may have and exercise the authority of the State Board as to specific matters.

The designation and appointment of any committee pursuant to this Section 2.14 and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or upon him or her.

Section 2.15. Action by Members of Congress. Any action defined in these bylaws as being the responsibility of the Members of Congress for or from the State of Wyoming shall be taken collectively by the then incumbent and serving Members of Congress, including both the member of the United States Senate representing Wyoming and the member(s) of the House of Representative representing the one or more Congressional Districts of the State of Wyoming according to such procedures as said Members of Congress shall themselves determine.

ARTICLE III

OFFICERS

Section 3.1. Number. The officers of the Council shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be elected, or appointed, by the Council.

Section 3.2. Election and Term of Office. The selection of officers shall occur at the first regular meeting of the State Board in its second quarter (Spring) of even numbered years, The State Board shall elect the officers of the Council by vote of a majority of a quorum. Officers shall have terms of office of two years subject to reappointment. Each officer shall hold office until his or her successor shall have been duly selected and shall have qualified or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not create contract rights. Any officer may resign at any time by giving notice to the President or Secretary. A resignation of an officer need not be accepted in order to be effective.

Section 3.3. Removal. An officer may be removed by the State Board, either with or without cause, whenever in the judgment of the State Board, as the case may be; the best interest of the Council shall be served thereby.

Section 3.4. Vacancies. The State Board may fill a vacancy in any office, however caused.

Section 3.5. President. The State Board shall, by majority vote of those directors in office, elect a member of the State Board as President, who shall serve for two years, subject for reappointment. He or she shall preside at all meetings of the State Board. The President shall have the leadership capacity and ability to establish broad public awareness and support for the Congressional Award Program within the State. The President shall be the chief executive officer of the Council and shall in general supervise and control all the business and affairs of the Council, subject to direction of the State Board.

Section 3.6. Vice President. The Vice President shall perform the duties of President in the President's absence.

Section 3.7. Treasurer. The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source, and deposit all such money in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws, and (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the State Board or the President. If required by the State Board, the Treasurer shall post a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board shall determine.

Section 3.8. Secretary. The Secretary shall (a) keep the minutes of all meetings of the Council; (b) be custodian of the records of the Council; (c) keep a detailed record of appointments of directors, including the appointing authority; and (d) in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the State Board or the President.

Section 3.9. Paid Staff. The Council may employ persons to supervise and control the operations of the Congressional Award Program, if authorized by the State Board and

approved by the National Director. Paid staff shall be employees of the Council in such amount as shall be determined from time to time by the State Board. Employment of paid staff shall be terminable at will and without additional compensation (other than accrued and unused leave) except as expressly required by applicable law.

ARTICLE IV

CONTRACTS, CHECKS, DEPOSITS, GIFTS AND FUNDRAISING

Section 4.1. Contracts. The State Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council; such authority may be general or confined to specific instruments. The Council may not enter into any contract, which would obligate the Council to expend an amount greater than the amount available to the Council for the purpose of such contract during the fiscal year in which the expenditure is made.

Section 4.2. Checks, Drafts, Financial obligations. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Council, valued at less than \$500 shall be signed by the Council's Executive Director. Any checks, drafts or other orders for payment of money, or other evidence of indebtedness valued for more than \$500 must be signed by the Executive Director and any one officer or agent of the Council.

Section 4.3. Deposits. All funds of the Council shall be deposited from time to time to the credit of the Council, in such federally insured banks, trust companies or other depositories as the State Board may select. The Council shall notify the National Board of the identity of such institutions selected by the State Board and the interest, if any, which any officer or members has in such institutions.

Section 4.4. Gifts and Other Income. The Council may accept on behalf of the Council any contribution, gift, bequest or device for the general purposes of the Council.

Section 4.4.1. Limitations on Gifts. As required by the Act, the Council (a) shall not accept any funds, from whatever source, donated with a restriction on their use, unless such restriction merely provides that such funds be used in furtherance of the Congressional Award Program or the State Council and (b) shall not accept any funds donated subject to the condition that the identity of the donor of the funds or resources shall remain anonymous.

Section 4.4.2. Limitations on Use of Federal Funds. As required by the Act, the Council shall carry out its functions and make expenditures with only such resources as are available to the Council from sources other than the Federal Government; provided that, the Council may benefit from in-kind and indirect resources provided by Offices of Members of

Congress or the Congress. Further, the Council is not prohibited from receiving indirect benefits from efforts or activities undertaken in collaboration with entities, which receive Federal funds or resources.

Section 4.5. Fundraising. The Council may solicit funds on behalf of the Council subject to the restrictions in Sections 1.5, 4.4 and the following: The Council may use the trade names and trademarks of the Foundation in soliciting funds, but may not authorize others to use such trade names or trademarks. The Council may not authorize others to use any trade name or trademark of the Council or the name of the Council without approval of the National Director. The Council shall take all steps necessary to comply with Section 1.6.

ARTICLE V

RECORDS AND REPORTS

Section 5.1. Books and Records. The Council shall keep correct and complete books and records of account and shall also keep accurate minutes of the State Board and committees having any of the authority of the State Board. The financial records of the Council may be audited by the Foundation or the Comptroller General of the United States (hereinafter in this section referred to as the "Comptroller General"), or an authorized representative thereof, at such times as they may determine to be appropriate. The Foundation, its designee, the Comptroller General, or any duly authorized representative of the Comptroller General, shall have access for the purpose to audit any books, documents, papers, and records of the Council which, in the opinion of such individual, may be pertinent to the Congressional Award Program.

Section 5.2. Annual Reports. The Council shall submit an annual report to the Board within 60 days after the end of each fiscal year which shall (a) summarize the activities of the Council during the immediately preceding calendar year of the Council and contain appropriate recommendations with respect to possible improvements in said program, (b) contain the information described in Section 3(e) of the Act (including information relating to income and expenditures) with respect to the immediately preceding fiscal year, and (c) contain financial statements for the immediately preceding calendar year which have been prepared and certified by independent public accountants. Any minority views and recommendations of directors shall be included in such reports.

ARTICLE VI

FISCAL YEAR

Section 6.1. Fiscal Year. The fiscal year of the Council shall begin October 1st and ending on September 30th so long as the Foundation maintains such fiscal year, and shall be changed to conform to the fiscal year of the Foundation upon notice of a change from the Foundation.

ARTICLE VII

NOTICES

Section 7.1. Manner of Notice. Whenever under these bylaws, notice is required to be given to any member of any committee of the Council designated by the Board, personal delivery shall not be required, and such notice may be given in writing by depositing it in a sealed envelope in the United States mails, first class, postage prepaid, addressed to such director or committee member, at his or her home or business address. Such notice shall be deemed to be given at the time when it is thus deposited in the United States mails. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by these bylaws.

Section 7.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII

AMENDMENTS

Section 8.1. Amendments. These bylaws may be altered or repealed, or new bylaws adopted, at any meeting of the Council, if notice of such proposed action be contained in the notice of such meeting, provided no such amendment shall be effective until approved by the Foundation.

ARTICLE IX

DISSOLUTION

Section 9.1. Dissolution. The Council shall dissolve itself upon the termination of the charter to the National Board. If the Council is directed by the National Board or the Foundation to dissolve, the Council shall be dissolved and terminated and its assets distributed as set forth herein. Upon dissolution of the Council, its assets shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Council shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

(b) Assets held by the Council upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred and conveyed in accordance with such requirements; and

(c) All remaining assets shall be conveyed to the Foundation.

ARTICLE X

INDEMNIFICATION

Section 10.1. Indemnification.¹ The Council shall indemnify the directors and officers of the Council from all liability and expenses (including attorney's fees) that they may incur related to their services for the Council to the maximum extent permitted by law, provided that such liability or expense results from actions or inaction taken or omitted in good faith. The Council may obtain insurance to pay any such expenses or liability. Neither the National Board nor the Foundation shall have any liability or responsibility to indemnify directors or officers of the Council, but may from time to time in its sole discretion obtain insurance or make arrangement for the Council to obtain insurance for such expenses or liabilities.