

**BY-LAWS**

(As Amended November 2012)

Powder River Basin Resource Council

**Article I**

Name

Section 1. This corporation shall be named and known as the Powder River Basin Resource Council, hereinafter cited as the "Council."

**Article II**

Purposes

Section 1. The primary goal of the Council is to help the people living in Wyoming create a strong and coherent movement enabling us to make our voices heard in decisions affecting the land, its underlying minerals, and the water and air, which are inseparable from it.

Section 2. The Council shall promote efforts which will preserve Wyoming in as natural a state as possible, recognizing our obligation to ensure a viable and self-sustaining homeland for future generations. The Council shall also disseminate information to further the understanding of the natural systems and resources important to the preservation and survival of the existing and desirable floral and faunal communities.

Section 3. The Council has five (5) main functions: education, communication, research, organization and advocacy. The Council will not dictate or prescribe the position of any member or of any affiliate organization, nor will it usurp the functions or programs of any members or of any affiliate organizations. However, affiliate organizations must act in accordance with the Council's purposes and tax-exempt mission.

Section 4. The Council is limited to activities which are permitted under Section 501(c)(3) of the Internal Revenue Code.

**Article III**

Membership and Dues

Section 1. The Council is open to any individual or organization supporting the Council's goals. Affiliate organizations may designate a member and an alternate to represent them on the Council's Board of Directors (hereinafter cited as the "Board"). Affiliate organizations are local community organizations approved by the Board of Directors. Affiliate organizations are entitled to one (1) vote on the Board.

Section 2. In order to remain in good standing, all members of the Council shall pay an annual membership fee.

Section 3. There shall be an annual business meeting of the membership, to be held between September 1st and November 30th. Members who are in good standing may attend the annual business meeting and are entitled to one (1) vote at the meeting on resolutions and other

matters brought forward to the membership. Other meetings may be held at the call of the Board of Directors.

## **Article IV**

### **Board of Directors**

Section 1. The Board of Directors shall be the policy-making body of the Council, subject to resolutions and decisions made by the membership at the annual meeting. The Board shall conduct the affairs and business of the Council as it determines appropriate.

Section 2. In addition to the general powers of the Board by virtue of their office, the powers and authority expressly given by law, by terms of the charter of the Council and elsewhere in these By-Laws, the following specific powers are expressly conferred on the Board:

(A) To purchase, lease or otherwise acquire for the Council any property, right or privilege which the Board is authorized to acquire at such price or consideration and upon such terms as the Board approve.

(B) To appoint, remove or suspend employees or agents, to determine their duties and affix their salaries.

(C) To confer by resolution upon any officer or agent of the Council the power of permanently removing or suspending any subordinate officer, employee or agent.

(D) To determine who shall be authorized on behalf of the Council to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments.

(5) To delegate any of the powers of the Board to any standing committee, special committee or to any officer or agent of the Council, defining such powers as the Board may deem appropriate.

(6) To do all such lawful acts and things as are by law, by charter or by these By-Laws directed or required to be done by the Board.

## **Article V**

### **Board Membership**

Section 1. Any member in good standing subscribing to the purposes and philosophy of the Council shall be eligible for Board membership, regardless of age, sex, race, creed, color, sexual orientation or national origin. Any board member who openly voices bias based on age, sex, race, creed, color, sexual orientation or national origin shall be subject to removal by the board.

Section 2. The Council shall have a Board of Directors consisting of not less than nine (9) and not more than thirteen (13) members elected from the general membership, and, if designated by the affiliate organization, one (1) representative from each affiliate organization.

Section 3. Directors shall be elected at the annual meeting for a two (2) year term.

Section 4. In the event of a vacancy on the Board of Directors representing the general membership, the Board Chairman may, with confirmation from the Board, appoint a member to fill the vacancy until the next annual meeting.

Section 5. The Board shall elect its officers, namely: Chairperson, Vice-chairperson, Secretary and Treasurer.

## **Article VI**

### **Board Meetings and Attendance**

Section 1. The Board shall have its regular meetings bimonthly. Executive or special meetings of the Board may be called by the Chairperson, and shall be called upon the written request of three (3) members of the Board.

Section 2. The Board may meet in executive session on matters relating to the internal affairs of the Board, staff matters, and on such matters as are commonly subject to being considered in executive sessions as set forth in Robert's Rules of Order as most recently revised.

Section 3. Except when the Board meets in executive session, the meetings shall be open to all Council members.

Section 4. The number of Board members which shall constitute a quorum is five (5), provided that at least two (2) of the officers are present, exclusive of the Past Chairperson.

Section 5. A simple majority of those attending shall be required to pass any motion at any Board meeting, unless otherwise provided. Voting may be carried out by electronic mail, provided such decisions are affirmed at the next regular board meeting.

Section 6. Each member of the Board shall be entitled to at least ten (10) days notice of a regular, special or executive meeting, except in cases of emergency.

Section 7. Each Board member shall be required to attend at least three (3) of the six regular yearly Board meetings. If a Board member misses three (3) regular Board meetings in any one year beginning with the first Board meeting after the annual meeting, the Chairperson of the Board shall notify the Board member in writing that he or she may be removed from the Board if any additional meetings are missed. If the Board member represents an affiliate organization, each member of the Board of Directors of the affiliate organization shall be sent a copy of the written notice to let the affiliate organization also know that the status of the affiliate's representation may be in jeopardy.

## **Article VII**

### **Waiver of Notice**

Section 1. Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent thereto.

## **Article VIII**

### **Notices**

Section 1. Except in cases of emergency, notices of all meetings, regular, special or executive, shall be in writing and sent through United States mail, facsimile, and/or electronic mail to each Director on the Board at his/her latest address recorded on the books of the Council; or as otherwise designated by the Board or requested by the Director.

## **Article IX**

### **Board Nominating Procedure**

Section 1. The Board shall appoint a nominating committee of three (3) Council members, who are not up for re-election to the board. This committee shall nominate at least one (1) Council member for each position open on the Board.

Section 2. The nominating committee shall contact each nominee in advance to ascertain that the proposed nominee is willing to serve if elected.

Section 3. The nominating committee shall submit its report to the members present at the annual meeting, but its report shall be available upon request by any member in good standing at the Council's principal office at least ten (10) days before the annual meeting.

Section 4. Additional nominations may be made from the floor at the annual meeting by any member in good standing.

## **Article X**

### **Staff**

Section 1. The Board may employ a Staff to carry out its directives and shall set policy and procedures for employment practices.

## **Article XI**

### **Location**

Section 1. The principal office of the Council shall be located in the town or city in Wyoming that the Board, with input from the general membership, deems to be the best place to carry out the Council's purpose.

## **Article XII**

### **Amendments to the By-Laws**

Section 1. These By-laws may be amended in the following manner:

(A) A specific motion to consider an amendment may be made by any Council member in good standing at a meeting of the Board. At that time, a complete draft of the proposed amendment shall be submitted and the Board may approve a motion to consider the amendment.

(B) A copy of the draft of the proposed amendment shall be supplied to every member of the Council.

(C) Approval of the proposed amendment shall require a two-thirds favorable vote of the members present at the annual meeting.

### **Article XIII**

#### Financial Matters

Section 1. The fiscal year of the Council shall be January 1st through December 31st.

Section 2. The Council's financial records shall be audited by a committee appointed by the Board. The records shall be audited at least once per annum and a report shall be made of the Council's financial standing at the annual meeting.

### **Article XIV**

#### Standing Committees

Section 1. There shall be such standing committees as from time to time shall be determined by the Board, and they shall function at the pleasure of the Board.

### **Article XV**

#### Bonding

Section 1. The Board may require such officers to be bonded as it shall deem necessary for any amount(s) as it may deem appropriate.

### **Article XVI**

#### Procedural Rules

Section 1. In all matters not otherwise specified in these By-Laws affecting matters of procedure and parliamentary order, the Council shall follow Robert's Rules of Order as most recently revised.

### **Article XVII**

#### Dissolution

Section 1. Upon dissolution of the Council, any assets shall be donated to a charitable organization whose goals are similar to those of the Council at the time of dissolution. Upon dissolution of an affiliate organization, all assets of the affiliate organization shall be transferred to the Council.

Section 2. The Board may call a special general meeting if dissolution is necessary before the annual meeting occurs. A two-thirds favorable vote of the members present shall be required for dissolution.

CERTIFICATION

I, ROBERT LERESCHE, Vice-Chair of the Powder River Basin Resource Council's Board of Directors, hereby certify the foregoing as a true and correct copy of the By-Laws of the Powder River Basin Resource Council.

Robert LeResche

Signature- Robert LeResche

16 November 2012

Date

State of Wyoming

County of Sheridan

Robert LeResche appeared before me on November 16, 2012. I am a notary in the County of Sheridan, Wyoming. My commission expires on March 17, 2015.

Stephanie Avey  
Stephanie Avey, Notary

11/16/2012  
Date

STEPHANIE AVEY  
Wyoming  
Notary Public, County of Sheridan  
My Commission Expires  
March 17, 2015

At 11:58 a.m.

FEB 13 1981

177441  
THYRA THOMSON  
SECRETARY OF STATE



ARTICLES OF INCORPORATION

OF

POWDER RIVER EDUCATION PROJECT, INC.

- ARTICLE I: The name of the corporation is POWDER RIVER EDUCATION PROJECT, INC.
- ARTICLE II: The period of duration is perpetual, and the corporation shall have no members.
- ARTICLE III: The specific and primary purposes for which this corporation is formed are charitable, educational and scientific, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law. This corporation is formed and will be operated exclusively for the benefit of the Powder River Basin Resource Council, Inc. The corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under The Wyoming Nonprofit Corporation Act (W.S. 17-6-10 through 17-6-117), so long as such activities are permitted under Section 501 (c) (3) of the Internal Revenue Code.
- ARTICLE IV: This Corporation shall not engage in any act prohibited to a corporation exempt from tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 and at any time this Corporation is a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code of 1954, it shall distribute its income each taxable year in such time and manner as not to be subject to tax under Section 4942 of the Internal Revenue Code of 1954 and shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code of 1954), from retaining any excess business holdings (as defined in Section 4943 (c) of the Internal Revenue Code of 1954), from making any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code of 1954, and from making any taxable expenditures (as defined in Section 4945 (d) of the Internal Revenue Code of 1954). References to the Internal Revenue Code in these articles shall refer to comparable sections of all subsequent Internal Revenue laws.
- ARTICLE V: This Corporation is not organized, nor shall it be operated for pecuniary gain or profit. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the charitable and educational purposes set forth in Article III, and no part of the income of this

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Corporation shall ever inure to the benefit of, or be distributable to, any director, employee, or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered, and reimbursement for expenses actually incurred in attending to the affairs of this Corporation shall be limited to reasonable amounts. No part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except as specifically allowed by the provisions of the Internal Revenue Code applicable to this Corporation. This Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI: The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the by-laws. Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purpose of the Corporation or distributed to such organizations organized and operated exclusively for charitable or educational purposes as shall, at the time, qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VII: The address of the initial registered office of the Corporation is 48 N. Main, Sheridan, Wyoming, 82801, and the name of the registered agent is Reed Zars.

ARTICLE VIII: The number of Directors constituting the initial Board of Directors of the Corporation is 4, and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Richard Cross  
Rt. 1, Box 218  
Douglas, WY 82633

Tyler Dodge  
Rt. 1, Box 175A  
Wheatland, WY 82201

Darrell Hayden  
P.O. Box 369  
Gillette, WY 82716

Tim O'Gan  
Box 602  
Buffalo, WY 82834

The members of the Board of Directors shall be those individuals appointed from time to time by the Powder River Basin Resource Council as described in the by-laws.

ARTICLE IX: The name and address of the incorporator is:

Janelle A. Gray  
48 N. Main  
Sheridan, WY 82801



IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Wyoming, the undersigned, acting as incorporator under the Wyoming Nonprofit Corporation Act, has executed these Articles of Incorporation this 12th day of February, 1981.



Ganette A. Gray

Signed before me this 12th day of February 1981.

Anne Bptus  
Notary Public

My commission expires 7-5-81

2020

Nonprofit Corporation Annual Report

Due on or Before: February 1, 2020
ID: 1980-000177441
State of Formation: Wyoming
License Tax Paid: \$25.00
AR Number: 05288836

For Office Use Only

Wyoming Secretary of State
Herschler Bldg East, Ste.100 & 101, Cheyenne, WY
82002-0020
307-777-7311
https://wyobiz.wy.gov/Business/AnnualReport.aspx

Powder River Basin Resource Council, Inc.

Current Registered Agent:

1: Mailing Address

934 N Main St
Sheridan, WY 82801

Jill Morrison
934 North Main St
Sheridan, WY 82801

2: Principal Office Address

934 N Main St
Sheridan, WY 82801

Please review the current Registered Agent information and, if it needs to be changed or updated, complete the appropriate Statement of Change form available from the Secretary of State's website at http://soswy.state.wy.us

Phone: (307) 672-5809

Email:

jmorrison@Powderriverbasin.org;
info@powderriverbasin.org;
stephaniea@powderriverbasin.org

3: Officers and Directors

President / Director Marcia Westkott - 411 S. Linden Ave, Sheridan WY 82801
Secretary / Director Christy Gerrits - 2410 Knollwood Drive, Gillette WY 82718
Treasurer / Director Stacy Page - 634 Avon Street, Sheridan WY 82801
Vice President / Director Joyce Evans - PO Box 493, Ft Laramie, WY 82212

Apart from reimbursement for actual expenses, do your officers or directors who are not employees receive any compensation or pecuniary advantage?

- No, compensation is not paid.
Yes, compensation is paid, The total compensation paid to the non-employee directors or officers (W.S. 17-19-1630) is \$ 0.00

I hereby certify under the penalty of perjury that the information I am submitting is true and correct to the best of my knowledge.

Jill Morrison
Signature of Officer or Director

Jill Morrison
Printed Name of Officer or Director

December 4, 2019
Date

Filing Fee: \$25.00

Sign and date this form, and return it to the Secretary of State at the address provided above.

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RESOLUTION TO AMEND THE ARTICLES OF INCORPORATION STATE OF THE POWDER RIVER EDUCATION PROJECT, INC.

The Board of Directors of the Powder River Education Project, Inc. adopted the following Resolution on September 22, 1985 amending the Corporation's Articles of Incorporation. Changes to the existing Articles of Incorporation are underlined.

BE IT HEREBY RESOLVED that the following amendments be incorporated into the Articles of Incorporation of the Powder River Education Project, Inc., to wit:

1. Article I of the Articles of Incorporation is amended to read:

1.1. The name of the corporation is Powder River Basin Resource Council, Inc.

2. Article II is amended to read:

2.1. The period of duration is perpetual. (Remainder deleted)

3. Article III is amended to read:

3.1. The specific and primary purposes for which this corporation is formed are charitable, educational and scientific, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law. The primary goal of the Corporation is to help the people living in Wyoming create a strong and coherent movement enabling them to make their voices heard in decisions affecting the land, its underlying minerals, and the water and air, which are inseparable from it. The corporation may engage in any lawful activity.....

4. Article VII is amended to read:

4.1. The address of the registered office of the Corporation is 48 North Main, Sheridan, Wyoming 82801, and the name of the registered agent is Jan Flaharty.

5. Article VIII, last paragraph, is amended to read:

5.1. The members of the Board of Directors shall be those individuals elected by the membership of the Powder River Basin Resource Council at the Council's Annual Meeting.

6. A new Article X is added to read:

6.1. The Corporation shall have no capital stock nor issue stock of any kind. It shall have members of only one class, such membership to be evidenced by membership certificates, which certificates entitle each member to one (1) vote. Such membership is to be unlimited in number. No dividends of any kind shall be paid upon any membership certificate.

7. A new Article XI is added to read:

7.1. The By-Laws of the Corporation for the management of its affairs shall be adopted by the members of said Corporation and said members shall be empowered to amend or

repeal said By-Laws in accordance with the provisions of said By-Laws.

8. A new Article XII is added to read:

8.1. Said Corporation shall have the power to acquire property, both real and personal, by grant, gift, purchase, contract, devise or bequest, and to hold and dispose of such property as the purposes of the Corporation shall require, subject to such limitations as may be prescribed by law and to have such other and further powers as provided by Section 17-6-103, Wyoming Statutes, 1985.

IN WITNESS THEREOF, for the purpose of amending the Articles of Incorporation of the Powder River Education Project, Inc., the undersigned, acting as the Executive Director of the Corporation, has executed this Resolution this 19 day of February, 1986.

Jan Flaharty  
Jan Flaharty  
Executive Director  
Powder River Education Project, Inc.

State of Wyoming )  
County of Laramie ) ss

Before me, Sharon F. Cochran, A Notary Public in and for Laramie County, State of Wyoming, personally appeared Jan Flaharty and he being first duly sworn by me upon oath, says that the facts alleged in the foregoing instrument are true.

Witness my hand and official seal.



Sharon F. Cochran  
Notary public  
My commission expires: 5/15/88