

Teton County, Wyoming VOAD Bylaws

As of November 15, 2012

Approved January 18, 2013

Amended on April 22, 2013

Amended on October 15, 2016

Amendments approved by the Board of Directors on August 21, 2024

Amended on October 15, 2024

VOAD is the acronym for Voluntary Organizations Active in Disaster.

Article I Purpose and Mission

The purpose and objective of the Teton County VOAD shall be to foster more effective service to the people of Teton County affected by disaster through **communication, coordination, cooperation, and collaboration** between local organizations, Teton County Emergency Management, state, and federal governmental groups, and with other national organizations as deemed beneficial by a simple majority of the Board of Directors.

Article II Membership

A. Voting Membership – Teton County VOAD Voting Membership is open to all county and adjoining county non-profit, community based 501(c)3 and 501(c)4, community based service clubs, or faith based organizations who want to find a way to donate their time and expertise and demonstrate a commitment to support the Teton County VOAD Mission.

B. Non-Voting Membership – Teton County VOAD Non-Voting Membership is open to Governmental and the Private Sector that brings resources to the VOAD efforts and demonstrates a commitment to support the Teton County VOAD Mission.

C. Membership Application Procedures – To be a member an entity must meet the membership requirements and get the approval of fifty-one percent (51%) of the Board of Directors.

D. 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.

Article III Meetings

A. Notice of 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 Board Secretary.

B. Agenda – The agenda will be set by the Chairperson, 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 Teton 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 Board Secretary and attached to the minutes of the next Teton County VOAD Board meeting

G. Emergency Situation – In an emergency situation, the Board of Directors may take action “without a meeting” at the request of Teton County Emergency Management or another support/member Organization requesting help. Those Directors or Organizations participating will contact Teton County Emergency Management for information and coordination and all actions will be consistent with the spirit and mission of VOAD—for the benefit of the disaster victims.

H. 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.

I. Conflict of Interest – Board members shall disclose any potential conflicts of interest which may affect their decisions or performance of board duties. The balance of the board members will decide by majority vote to determine if a conflict of interest exists, and if the member(s) in question should abstain from voting on the particular matter.

Article IV Board of Directors

A. General Powers – The Board of Directors is responsible for the oversight and operations of the VOAD 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 VOAD, and in support of Teton County Emergency Management.

B. Number – Each Board Member must represent at least one Voting Member Organization. The Board of Directors will consist of not more than 12 members plus the Board Secretary.

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 phone call, or other electronic communication sent to 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. Live video, live teleconference, and written proxy voting, whether electronic or hard copy, is permitted.

F. Chairperson – Election of the Chairperson will require approval of two-thirds of the Board of Directors. 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 two-thirds majority vote of the Board, which may be done in person or electronically.

H. Compensation – No compensation shall be paid to the Directors for their service, except that the Directors may receive reimbursement for VOAD expenses, if the Board so provides.

Article V Board Secretary

A. Board Secretary – The Board Secretary will be elected by two-thirds vote of the Board of Directors. This is a non-voting position on the Board of Directors.

B. Responsibilities – The Board Secretary shall be responsible for conducting the day to day policies, functions, and administration of the Teton County VOAD as directed and authorized by the Board of Directors. The Board Secretary will insure the safekeeping of the minutes of all meetings and maintain a list of addresses and contact information of each member. The Board Secretary is responsible for all notices.

C. Resignation – The Board Secretary may resign at any time with written notice to the Board of Directors.

D. Removal of the Board Secretary

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

Article VI Function in Disaster

Teton County VOAD is not an emergency response agency. During a disaster our members should take care of themselves, their family, and their neighbors. Members will coordinate their actions with Teton County VOAD as soon as possible.

Article VII Amendments to Bylaws

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