

**Wyoming Association of Nonprofit Organizations  
BYLAWS**

**WYOMING ASSOCIATION OF NONPROFIT ORGANIZATIONS  
A Wyoming Nonprofit Public Benefit Corporation  
BYLAWS**

**ARTICLE I  
NAME**

**Section 1.1.Name:** The name of this Corporation shall be Wyoming Association of Nonprofit Organizations.

**Section 1.2 DBAs:** The business of the Corporation may also be conducted under such other names as may be adopted by the Corporation at a later time.

**Section 1.3 Name change:** The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use and of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

**ARTICLE II  
PURPOSES**

**Section 2.1 Purpose:** The purpose of this corporation is to strengthen the leadership, skills, effectiveness and efficiency of Wyoming's nonprofits; enabling them to further enrich the quality of community and personal life in Wyoming. The Corporation will promote a stronger nonprofit sector and a supportive public climate by providing member services, public awareness and advocacy.

The goals of the corporation include but are not limited to:

- To assess and address the needs of the nonprofit sector;
- To increase awareness of the nonprofit sector;
- To strengthen relationships among nonprofit leaders and between nonprofit leadership and policy makers;
- To enhance and promote strategic philanthropy aimed at building capacity in the nonprofit sector;
- To establish permanent funding for a statewide nonprofit association; and
- To convene and support a dynamic learning community for the nonprofit sector.

**Section 2.2 Powers:** The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and lawful acts and things to engage in any and all lawful activities which may be necessary, or convenient to effect any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. The powers of the Corporation shall include, but not be limited to the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. Notwithstanding anything herein to the contrary, the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501 ( c ) (3) of the Internal Revenue Code and the regulations promulgated thereunder.

**Section 2.3 Nonprofit Status:** The Corporation is a nonprofit organization, and no part of the net earnings of the Corporation shall inure to the benefit or be distributable to a director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay compensation or fees for the services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws, and in accordance with financial policies and procedures adopted by the Board. Upon the dissolution of the organization, assets shall be distributed to the Wyoming Community Foundation and restricted to distribution for the purposes of addressing the needs of the nonprofit sector as a whole.

**ARTICLE III  
MEMBERSHIP**

**Section 3.1 General Rights and Powers:** Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions, governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, Articles of Incorporation, or these Bylaws, any right of

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members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for the sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

**Section 3.2 Eligibility for Nonprofit Membership:** Nonprofit organizations which are registered or eligible to register in Wyoming, subject to any additional standards which may be set by the Board of Directors.

**Section 3.3 Eligibility for Other Classes of Membership:** The Board of Directors may approve additional classes of membership for, but not limited to, individuals, businesses, and all other organizations, which seek to affiliate with the Wyoming Association of Nonprofit Organizations.

**Section 3.4 Dues:** Annual dues for voting members and all other classes of members shall be determined by the Board of Directors. Changes to the dues structure may be accomplished through the voting process of the membership.

**Section 3.5 Voting Rights:** Except as otherwise provided in the Bylaws, each nonprofit member shall be entitled to one vote on each matter upon which members have voting rights. Upon payment of dues, the member is considered to be in good standing and vested with full voting rights.

### **ARTICLE IV ANNUAL MEETING OF MEMBERS**

**Section 4.1 Time:** A meeting of the members will be held each year, on a date to be set by the Board of Directors, with a minimum of 21 day written or emailed notice to all members and Directors of such meeting.

**Section 4.2 Business for the meeting of members will include, but is not limited to:**

- A. Elections of the Board of Directors shall be held, if an election is required per Section 5.3 of Bylaws.
- B. The most recent year's activities and financial report will be presented to the membership
- C. The following year's business plan and budget describing the activities of the Wyoming Association of Nonprofit Organizations will be presented and discussed.

**Section 4.3 Special Meetings:** Special meetings of the members may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting members who shall have stated in writing the purpose of such a meeting.

**Section 4.4 Quorum:** One fifth of the number of voting members present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

**Section 4.5 Proxies:** At any meeting of the members, a member entitled to vote may do so by proxy in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

### **ARTICLE V BOARD OF DIRECTORS**

**Section 5.1 Management:** The business of the Corporation shall be managed by a Board of Directors consisting of at least 9 and not more than 21 members, including the officers of the corporation.

**Section 5.2 Powers:** The Board of Directors shall have control and management of the affairs and business of the Corporation. The Board of Directors shall act only in the name of the Corporation when it shall be regularly convened by the Board Chair after due notice to all Directors and officers of such meeting.

**Section 5.3 Terms:** The founding Board of Directors shall consist of the officers of the Wyoming Nonprofit Support Initiative who shall serve until the membership elects its first slate of Directors at the first annual meeting. The Board of Directors shall appoint a nominating committee to provide a slate of Directors to be voted on by the entire membership at the each annual meeting. Terms of the first Board Members shall be staggered and thereafter

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all Directors will be elected to serve three-year terms. When a Director's term expires, the Director shall continue to serve until a successor has been elected. Directors may serve a maximum of two full three-year terms in succession.

**Section 5.4 Vacancies:** Vacancies in the Board of Directors may be filled by the Board of Directors due to resignation or removal of a Director. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term of the Director being replaced. Terms of Directors Elected to fill vacated Board positions shall be determined at the time of their election by the Board. These terms shall recognize the intent of the Bylaws to have one third of the board elected at each annual meeting of the membership. However, each Director elected to fill vacated Board position shall stand for election, for the balance of the term, with the next slate of candidates presented to the membership per Section 5.3 of the Bylaws.

**Section 5.5 Removal of Directors:** A Director may be removed by a two-thirds majority vote of the Board of Directors, for cause or if a Director is absent and unexcused from two or more meetings of the Board of Directors in one year. The Board Chair is empowered to excuse Directors from attendance, if contacted prior to the meeting with a reason deemed adequate by the Board Chair.

**Section 5.6 Quorum and Vote:** A majority of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote.

**Section 5.7 Board of Director Meetings:** The Board of Directors shall have a minimum of four (4) meetings each calendar year. Such meetings may be held via telephone or video conferencing or in person. The Board Chair, or his/her designee, shall announce the meeting dates and locations to the Directors and the full membership a minimum of 10 days prior to each meeting. The Board of Directors shall meet annually in conjunction with the annual meeting of the membership.

**Section 5.8 Agenda:** Any member in good standing may submit an agenda item for the Board's consideration by providing a written request at least 10 days in advance of the meeting.

**Section 5.9 Board Composition:** The Wyoming Association of Nonprofit Organizations shall strive to attain representation in the composition of the Board of Directors that reflects the diversity of Wyoming's geographic and cultural and ethnic communities and the diversity of the nonprofit sector itself. The Board of Directors may establish guidelines for the nominating committee to attain this diversity. In order to be considered for membership on the Board of Directors the individual must be 18 years of age and a member, or representative of a member, in good standing of the Wyoming Association of Nonprofit Organizations.

## ARTICLE VI OFFICERS

**Section 6.1 Officers:** The officers of the Corporation shall be the Board Chair, Vice Chair, Secretary and Treasurer, all of whom shall be chosen by and serve at the pleasure of the Board of Directors. The Corporation may also have, at the discretion of the Board, additional Vice Chairs and such other officers as may be deemed expedient for the proper conduct of the business of the corporation, each of who shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

**Section 6.2 Term of Office:** Each officer shall serve a one year term of office and may not serve more than three consecutive terms of office.

**Section 6.3 Removal and Resignation:** Subject to the rights, if any, of an officer under any contract of employment, the Board of Directors may remove any officer at any time by giving written notice to the corporation with prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**Section 6.4 Board Chair:** The Board Chair shall be subject to the control of the Board of Directors. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, this includes, if present, presiding at all meetings of the Board of Directors and shall perform all other duties incident to the office or properly required by the Board of Directors. The Board Chair may sign, with the Secretary, or any other proper

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Officer of the Corporation authorized by the Board of Directors, Corporation's Deeds, mortgages, bonds, contracts, or other designated instruments. The Board Chair, with the consent of the Board of Directors, may delegate signature authority to any other Director, except the Secretary, or responsible staff person, as required to expeditiously conduct the business of the Corporation.

**Section 6.5 Vice Chair:** In the absence or disability of the Board Chair, the Vice Chair shall perform all the duties of the Board Chair; when so acting shall have all the powers of, and be subject to all the restrictions upon the Board Chair. The Vice Chair shall have such other powers and perform such other duties prescribed for them respectively by the Board of Directors or the Board Chair. The Vice Chair shall normally accede to the office of Board Chair upon completion of the Board Chair's term of office.

**Section 6.6 Secretary:** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the action taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall give notice of all meetings of Directors and committees as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or Board Chair.

**Section 6.7 Treasurer:** The Treasurer shall perform all duties incident to the office or which the Board of Directors, or the Board Chair properly requires. The Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or member of the staff to perform all or part of the duties assigned. The Treasurer shall render to the Board of Directors from time to time as may be required by the Board of Directors, an account of all transactions and of the financial condition of the corporation.

**Section 6.8 Compensation for Board Service:** Members of the Board of Directors shall receive no compensation for carrying out their duties as Board members. The Board may adopt policies providing reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

**Section 6.9 Compensation for Professional Services by Officers:** Members of the Board of Directors are not restricted from being remunerated for professional services. Such remuneration shall be at reasonable or applicable market rates, to be approved by the full Board of Directors, with adherence to financial policies and procedures adopted by the Board.

## ARTICLE VII COMMITTEES

**Section 7.1 Committees:** All standing committees of the Corporation shall be created by a majority vote of the Board of Directors. The term of office on a committee shall be one year. The Board Chair shall appoint the membership of standing committees. The Board of Directors shall maintain at least three standing committees to include; an Executive Committee, a Governance Committee and a Finance Committee. The Board Chair may also establish, with the consent of the Board of Directors, other standing committees or ad hoc committees as required for the efficient and effective operation of the Wyoming Association of Nonprofit Organizations. Ad hoc committees may include representatives from the membership at large. Terms of the appointment for ad hoc committees shall be established at the time of appointment.

**Section 7.2 Executive Committee:** The Executive Committee is a permanent committee. It shall consist of the Officers of the Corporation as described in Article VI and the immediate past Board Chair, if available. The Board Chair shall chair the Executive Committee, and with the consent of other committee members, can appoint additional members of the Board of Directors or the membership at large to the Executive Committee. The Executive Committee shall generally serve as the central planning group of the Wyoming Association of Nonprofit Organizations, and shall have full authority to act for the Board of Directors in managing the affairs of the Corporation during the intervals between meetings of the Board of Directors. The presence of a majority of the duly appointed committee members, in person, or via teleconference, shall authorize action.

**Section 7.3 Governance Committee:** The Board Chair shall appoint a Governance Committee of not less than three members of the Board of Directors or the membership at large. Normally the Vice Chair will chair this committee. This committee shall be responsible for Board assessment, training and the nomination of new Board members. All

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nominations shall be from the membership of the Wyoming Association of Nonprofit Organizations. Upon approval by the Board of Directors, the slate of nominees shall be submitted to the full membership of the Wyoming Association of Nonprofit Organizations at least 21 days prior to the annual meeting of the membership. Additional nominations may be made by submitting a name of a member in good standing, in writing and signed by five or more other members in good standing, to the Board Chair, at least 10 days before the annual meeting. If no additional nominations are submitted to the Board of Directors, the slate of candidates will be elected at the annual meeting without ballot. If additional nominations are submitted the elections shall be conducted at the annual membership meeting by secret ballot.

**Section 7.4 Finance Committee:** The Finance Committee shall consist of the Treasurer who shall serve as Chair, and at least two additional members of the Board of Directors or membership at large appointed by the Board Chair. The fiscal and budgetary affairs of the Corporation shall generally be directed by the Finance Committee, who shall develop recommendations for actions and approval by the Board of Directors. This committee shall annually present a balanced budget for approval by the Board of Directors prior to the annual membership meeting, and monitor performance against the approved budget, developing remedial action as required.

### ARTICLE VIII EXECUTIVE DIRECTOR AND STAFF

**Section 8.1 Appointment:** The Board of Directors may appoint an Executive Director as operating officer of Wyoming Association of Nonprofit Organizations. Such Executive Director shall be an at-will employee and shall serve at the pleasure and direction of the Board and shall serve as an ex-officio member of all committees. With prior consent of budget authority and position descriptions by the Board of Directors, the Executive Director may appoint other staff.

**Section 8.2 Duties:** It shall be the duty of the Executive Director to carry out the policies and program of the Wyoming Association of Nonprofit Organizations and to appoint other members of the staff in positions as authorized by the Board, to assign their duties, to direct and supervise their work and to perform such other duties as may be directed by the Board.

### ARTICLE IX MISCELLANEOUS

**Section 9.1 Amendments:** These Bylaws may be amended, altered, repealed, or enhanced by an affirmative vote of a two-thirds majority of the Board of Directors. At least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

**Section 9.2 Depositories.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

**Section 9.3. Contracts.** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, 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.

**Section 9.4. Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 9.5. Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December of each year.

**Section 9.6. Investment.** Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

**Section 9.7. Fiscal Accountability.** The financial books and records of the Corporation shall be reviewed annually by a public accountant.

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**Section 9.8. Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney or the general public for any proper purpose at any reasonable time.

**Section 9.9. Dissolution.**

- (a) Dissolution will require a two-thirds (2/3) majority vote of the Board of Directors. In the event dissolution is contemplated, at least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.
- (b) In the event of dissolution of the Corporation, the Board of Directors, shall after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

**Section 9.10. Nondiscrimination.** The Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color ancestry, or national origin.

**Section 9.11. Political Activity.** The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office.

**Section 9.12. Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

**Section 9.13. Parliamentary Procedure.** All meetings of the Board of Directors and membership shall be governed by *Roberts' Rules of Order* (current edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

**Section 9.14. Bonding.** The Board of Directors shall require the Treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premiums required for such bonds.

### CERTIFICATION

This is to certify that the foregoing Bylaws of the Wyoming Association of Nonprofit Organizations have been duly adopted by the Board of Directors at a meeting held on October 18, 2005.

/s/ Barb Rea, Chair

/s/ George Gault, Secretary