

**Amended Bylaws  
of  
Community Services Network of Wyoming**

**Article 1  
Names, Offices**

**Section 1. Name**

The name of the corporation is “Community Services Network of Wyoming” (the “Corporation”).

**Section 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 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 an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of the Incorporation with the State.

**Section 4. Principal Office**

The principal office of the corporation shall be located in the State of Wyoming (“the State”). The initial address of the principal office is 1401 Airport Pkwy. Suite 300, Cheyenne, Wyoming 82001-1543.

**Article 2  
Purposes**

**Section 1. IRC Section 501(c)(3) Purposes**

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be: To provide advocacy, training, and technical assistance for Community Service Block Grant (CSBG) Grantees, as they partner with other agencies to provide services that support self-sufficiency for people living in poverty.

## **Article 3 Directors**

### **Section 1. Number**

The Board of Directors shall consist of a minimum of three (3) and a maximum of seven (7) directors. The number of Directors may be increased from time to time by resolution of the Board.

### **Section 2. Qualifications**

Directors shall be of the age of majority in the State. The majority the Board of Directors shall be comprised of directors representing Wyoming CSBG Eligible Entities or Grantees.

### **Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **Section 4. Duties**

It shall be the duty of the directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- C. Have oversight of all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these bylaws;
- E. Register their addresses with the secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- F. One of the directors must be the representative for Wyoming on the Region 8 Association by sitting on the Region 8 Board.

### **Section 5. Term of Office**

The initial Board of Directors shall serve until the first annual meeting of the members. Terms of the first elected board members shall be staggered and thereafter all Directors will be elected to serve three-year terms.

### **Section 6. Compensation**

Members of the Board of Directors shall receive no compensation for carrying out of 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 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors. Board members may participate in a meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A board member participating in a meeting by this means is deemed to be present in person.

## **Section 8. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least 6 times a year at a time and place designated by the Board

## **Section 9. Special Meetings**

Special meetings of the board of directors may be called by the president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- A. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- B. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be communicated by mail, email or any other form of communication capable of making written record.
- C. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **Section 11. Quorum for Meetings**

A quorum shall consist of a majority of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

## **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the president, or, if no such person has been so designated, or in his or her absence, by the treasurer of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

## **Section 15. Removal of and Resignation**

The Board of Directors may remove a director for one or more of the following reasons: (1) Conduct the Board deems contrary to the best interests of the corporation; (2) violations of the corporation's articles of incorporation, bylaws, conflict of interest policy, Board resolutions or other policies; (3) unexcused absence from three consecutive Board meetings; (4) repeated disruptions of Board and/or committee meetings; (5) or false statements on documents completed in connection with service as a director of the corporation; (6) any additional reason that the board deems to be a necessary reason for removal.

Any director may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

## **Section 14. 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.

## **Section 16. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **Section 17. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **Section 18. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4 Officers**

### **Section 1. Designation of Officers**

The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

### **Section 2. Qualifications**

Any Board Member may serve as an officer of this corporation.

### **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **Section 6. Duties of President**

The President shall: (1) be the chief volunteer officer of the corporation, subject to the direction and control of the Board; (2) preside at meetings of the Board of Directors; (3) perform such other duties and have such other powers as the Board of Directors may determine from time to time.

### **Section 7. Duties of 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 president.

### **Section 8. Duties of Treasurer**

The treasurer shall perform all duties incident to the office or which the Board of Directors or the president 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 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 5 Committees**

### **Section 1. Committees**

The corporation shall have committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **Section 2. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6 Members**

### **Section 1. CSBG Member.**

Any agency receiving CSBG funds as an Eligible Entity from the State shall be admitted as a member in the Association upon receipt of the appropriate membership dues. Their Director or a designee shall represent each regular member organization in the Association as a voting member.

### **Section 2. Other Members.**

The Board of Directors may approve additional classes of membership for, but not limited to, CSBG sub-grantees, individuals, businesses, and all other organizations, which seek to affiliate with the Community Services Network of Wyoming.

### **Section 3. General Rights and powers**

Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, voting members will have the following rights:

- A. To participate in nominating elected directors.
- B. To elect directors.
- C. To inspect corporate books and records for reasons reasonably related to the member's interest in the corporation.
- D. To inspect and receive a copy of the membership list.
- E. To receive an annual report.
- F. To have fair disciplinary procedures before being suspended or expelled.

Members have no other rights expect as provided above.

### **Section 4. Fees and Dues**

Annual dues for all members shall be determined by the Board of Directors, and reviewed on an annual basis.

### **Section 5. Voting Rights**

Except as otherwise provided in the Bylaws, each 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.

## **Section 6. Number of Members**

There is no limit on the number of members the corporation may admit.

## **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **Section 8. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

- A. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **Section 9. Member Meetings**

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 a 30 day written or emailed notice to all members and directors. This meeting will be known as the Annual Membership Meeting. At the Annual Membership Meeting, elections will be held for the Board of Directors, the current years' activities and a financial report will be presented, and goals for the upcoming year will be presented and discussed. The board of directors will establish a policy detailing the election procedures; and will make members aware of said policy at the same time they are notified of the Annual Membership Meeting.

- A. Quorum: A Quorum for members shall be 1/5 of the voting members. A member may participate in a meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A board member participating in a meeting by this means is deemed to be present in person
- B. Special Meetings: A special meeting of the members may be called by the Board of Directors or upon written request/ petition of at least 2/3 of the voting members who shall have stated in writing the purpose of such a meeting

**Article 7**  
**Professional Management**

**Section 1. Appointment**

The Board of Directors shall hire employees or retain independent contracts or firms to perform services as so directed by the Board of Directors. The Board may also appoint as an employee an Executive Director who shall be responsible for the general charge, oversight and direction of the administrative and program affairs and operation of the corporation in accordance with the job description and/or contract approved by the Board of Directors and the Boards' directives and policies. He/she shall select, supervise, and terminate Employees within those policies, and shall perform such other duties as the Board may delegate, including performing all of the functions necessary and proper to effectively carry out the aims, mission, and objectives of the Corporation.

**Article 8**  
**Amendment of the bylaws**

**Section 1. Amendments**

These bylaws may be altered, amended or repealed during a regular meeting of the Board of Directors at which a quorum is present, by a two-thirds sixty-percent (60%) vote of the director's present.

**Article 9**  
**Force and effect of Bylaws**

**Section 1.**

These Bylaws are subject to the provisions of the Wyoming Nonprofit Corporation Act (the "Act") and the Articles of Incorporation of Community Services Network of Wyoming as they may be amended from time to time. If any provision of these Bylaws is inconsistent with a provision of the Act or the Articles of Incorporation, the provision of the Act or the Articles of Incorporation shall govern to the extent of such inconsistency.

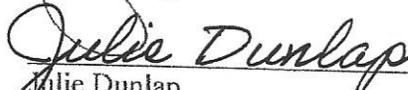
**ADOPTION OF AMMENDED BYLAWS**

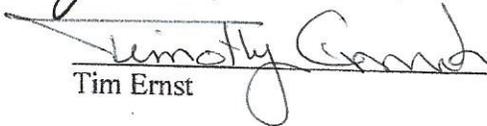
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 9 preceding pages, as the bylaws of this corporation.

Dated: 10/10/2017

 10/24/17  
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Bob Shinmori

 10/24/17  
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Jim Hissong

 10/24/2017  
\_\_\_\_\_  
Julie Dunlap

  
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Tim Ernst