

**BYLAWS
OF
WYOMING ASSOCIATION OF MUNICIPALITIES**

ARTICLE I – NAME

The name of this Corporation shall be WYOMING ASSOCIATION OF MUNICIPALITIES. It shall be incorporated under the laws of the State of Wyoming as a non-profit corporation.

ARTICLE II – PURPOSE AND GOALS

The purpose and goals of the Corporation shall be to join together in support of activities on behalf of all the cities and towns in Wyoming wherein collective rather than individual effort is essential to:

A. Develop, obtain and perpetuate the greatest possible degree of responsible, democratic local self-government: legally structured to obtain a favorable balance between state responsibility and local autonomy, or “home rule”.

B. Develop and secure enactment of a legislative program beneficial to the cities and towns of Wyoming and oppose enactment of legislation detrimental to their interests.

C. Encourage development of the highest possible standards of democratic local self-government in Wyoming cities and towns through conferences and information, research, training and other appropriate services under the direction of a full-time Executive Director.

ARTICLE III – OFFICERS

Section 1. General Qualifications. The officers of the corporation shall be: A president, a vice president, regional directors, regional directors at-large, the president of Leadership Training Services, and an Executive Director. All officers other than the Executive Director shall be individual members of the Corporation as provided by Article IX, Section 2(a) through (c).

Section 2. Regional Directors. Geographical regions shall be established and may be changed from time to time by the Board of Directors. Each region shall elect one director from a town and one director from a city.

Section 3. Directors At-Large. Six (6) regional directors shall be elected at large, one from each region. In addition, one director shall be nominated by the Wyoming Chapter of the Great Open Spaces City Management Association (GOSCMA) and one director shall be nominated by the Wyoming Association of Municipal Clerks and Treasurers (WAMCAT). The nominated director from GOSCMA and WAMCAT shall be ratified by the Board of Directors at the next regular Board of Directors meeting following their nomination.

Section 4. Limitations on Directors. At no time shall more than two members from the same community serve as directors of the corporation at any one time.

Section 5. Terms. The term of office of president, vice president and directors shall be two years effective July 1st. The status of the president, vice president or any director, as a board member shall automatically terminate thirty days after termination of his, or her, qualified status as defined by Article IX, Section 2(a) through (c).

Section 6. Vacancy. The Board of Directors shall elect from among its members a vice president, to serve in the capacity of president, and who shall perform the functions of the office of the president in the event the president is incapacitated, no longer is an individual member, or otherwise vacates the office, and who shall assume the office of the president in the event the president is incapacitated, no longer is an individual member, or otherwise vacates the office. A vacancy in the position of vice president shall be filled by presidential appointment. A vacancy in the position of a director shall be filled as provided in Article VIII. Appointments or vacancies filled under this section shall serve a term which ends at the next annual business meeting at which time a replacement shall be elected to fill the unexpired term of the vacant position as provided in Article VIII. A vacancy in office shall be deemed to exist for a director having more than 2 unexcused absences in a row.

Section 7. Removal. Any officer may be removed at any time by a majority vote of the Board of Directors.

Section 8. Executive Director. The Executive Director shall be appointed by a majority vote of the Board of Directors. The Executive Director's tenure of office and compensation shall be determined by the Board of Directors.

Section 9. Duties. The duties of the officers of the Corporation shall be such as by general usage are indicated by the title of office; provided that in the absence of the president the vice president shall serve as chairman of the Board of Directors.

Section 10. Ex-Officio Members. Past presidents, and chairperson of the Legislative Committee (if not a director), shall serve as Ex-Officio members of the Board.

ARTICLE IV – BOARD OF DIRECTORS

The Board of Directors shall consist of the officers of the Corporation and all past presidents of the Corporation who are individual members. The Board of Directors shall determine the fiscal year, the location of the corporate office, and shall supervise and control the affairs of the Corporation. The President shall appoint an attorney for the corporation with such appointment effective upon affirmative vote of a majority of the Board of Directors. The regular annual meeting of the Board of Directors shall be held at the time of the annual conference. Special meetings of the Board of Directors shall be held on call of the President, or upon the request in writing by any three members of the Board. Voting by proxy shall not be allowed. Voting shall be permitted as authorized and in conformance with Article XII of these Bylaws regarding Legislative Program. The Executive Director and ex-officio members shall have no vote on any matters under consideration by the Board of Directors. A majority of the board members shall constitute the quorum necessary for the transaction of official business of the Board of Directors. The Board of Directors shall have authority to sponsor or establish a group insurance plan.

ARTICLE V – EXECUTIVE DIRECTOR

The Executive Director shall administer the affairs of the Corporation subject to the provisions of the Articles of Incorporation and Bylaws and such policies as may be adopted by the Board of Directors. The Executive Director shall annually prepare a budget for the Corporation and upon its approval by the Board of Directors, shall have authority to disburse the sum appropriated. The Executive Director shall be responsible for any monies of the Corporation coming into its possession; for the keeping of the accounting records; and for the preparation of such financial statements and reports as may be required by the Board of Directors. The Executive Director shall have control over the headquarters' personnel and compensation schedules within limits of the approved budget and shall execute agreements on behalf of the Corporation that have been approved by the Board of Directors. The Executive Director shall give bond in such form and amount as may be determined by the Board of Directors, premium on said bond to be paid by the Corporation. The Executive Director shall also act as secretary-treasurer of the Corporation.

ARTICLE VI – BUSINESS MEETINGS

Section 1. General. The business meetings of the Corporation shall be held at the time of the annual conference and a winter meeting no later than the winter workshop under Roberts' Rules of Order. The corporate general counsel shall be the parliamentarian. The president shall preside at the meeting and shall conduct the election of officers, or designate an officer to conduct elections. In addition to the election of officers there shall be a report by the Executive Director, reports of committees, and such unfinished or new business as may be presented by any members of the Corporation.

Section 2. Quorum. A majority of those individuals designated as official delegates by the Credentials Committee shall constitute a quorum.

Section 3. Credentials Committee. The president shall appoint the Credentials Committee, whose purpose is to qualify those individuals elected by special action of their individual town/city councils to act as official delegates and alternates, representing their municipality, to the business meetings. These delegates and alternates shall be named in a letter from the municipality directed to the Credentials Committee by a date specified by the Credentials Committee prior to the business meetings. The Credentials Committee shall give a report to the president at the beginning of the meetings as to the number of official delegates present. The Credentials Committee shall also receive a list of those individuals who are designated by their municipality as an alternate delegate. In the event the official delegate and the designated alternate are unable to attend and represent their municipality, the Credentials Committee may accept a second alternate upon written verification from the mayor of that municipality. This written confirmation can be faxed to the Credentials Committee and must be received prior to any vote at the Business Meetings.

Section 4. Official Delegates. The governing body of each corporate member shall elect and register an individual with the Credentials Committee under the provisions of Section 3 to be its official delegate. Once accepted by the Credentials Committee as the official delegates, they shall be the only ones allowed to make a motion, to second a motion, and to vote on a motion. Each official delegate shall be entitled to one vote. Voting by proxy shall not be allowed.

Section 5. Alternate Delegates. The governing body of each corporate member shall have the option to elect and register an individual with the Credentials Committee under the provisions of Section 3, to be its alternate delegate. The alternate delegate votes only in the absence of the official delegate.

ARTICLE VII – COMMITTEES

Section 1. The Executive Committee shall appoint a Nominating Committee. The Board shall appoint such policy and other committees as the majority of the Board of Directors may deem advisable. Details of the purposes, membership, duties and

procedures for each committee shall be maintained in a Committee Handbook. After appointing the chairman and vice-chairman of each committee not specifically established in these Bylaws, the president shall consult with the chairman and vice-chairman in making the remainder of the committee appointments. The Executive Director shall be an ex-officio member of all committees except the nominating committee.

The term of committee appointments shall be until June 30 next following the appointment. In making appointments, the president shall strive to maintain a reasonable degree of continuity in membership of each committee.

Section 2. Only committee members appointed by the president shall have the right to make motions, seconds to motions, and to vote on motions. Voting by proxy shall not be allowed.

Section 3. Executive Committee. There is hereby established an executive committee comprised of the president, vice-president, a director from each region, and the GOSCMA and WAMCAT board member representatives. The region directors shall be selected in the same manner provided in Article VIII.

ARTICLE VIII – NOMINATIONS AND ELECTION

Section 1. General. The president shall be elected at the annual business meeting. The directors nominated by GOSCMA and WAMCAT shall be filled as provided in ARTICLE III, Section 3.

Whenever there is more than one nominee for an office the election shall be by written ballot. Attendance at the annual business meeting shall not be a requisite to nomination or election as an officer of the Corporation. The candidate receiving the most votes cast for the office shall be declared elected.

Amendments to the WAM Bylaws shall be proposed by the Board of Directors or by petition signed by the governing bodies of not less than five corporate members. The proposed amendments shall be considered for adoption, including further amendments, at the annual business meeting.

Section 2. Nominating Committee. The executive committee shall appoint a nominating committee composed of individual members, one from each region and one at-large. The nominating committee shall meet at a place and time to be designated by the president at least 35 days prior to the annual convention. The chairperson of the nominating committee shall present to the body at the ensuing annual business meeting a nominee or nominees for office of president.

Section 3. Nominating Petitions. Names for an elective office may be placed in nomination at least 35 days prior to the business meeting by petition signed by at least ten individual members.

Section 4. Nominations Published. The Executive Director shall cause a list of the nominees selected by the nominating committee, as well as those proposed by petition, to be published in the corporate newsletter at least 30 days prior to the business meeting.

Section 5. Nominations From Floor. Additional nominations and seconds of nominations may be made only by official delegates at the business meeting.

Section 6. Regional Director Elections. Each region shall conduct a caucus, elect the directors from that region or fill a vacancy in the office of director of that region and notify the corporation of the election by May 1 of each year. In electing the directors, each member town and city in a region is entitled to one vote. The voting requirements of Section 1 of this Article shall apply to the elections.

Section 7. Election. The president or designee shall conduct the election at the annual business meeting.

ARTICLE IX – MEMBERSHIP

The Corporation shall have four classes of memberships, as follows:

Section 1. Corporate memberships may be granted to each city or town in the State of Wyoming.

Section 2. Individual memberships shall be granted to any person:

- (a) Who is elected to an office of the Corporate Member;
- (b) Who is appointed to an office or statutory position by the governing body of the corporate member;
- (c) Who is employed by the Corporate Member and whose wages are subject to deductions for withholding and social security tax;
- (d) Who, by reason of past or present services rendered to the Corporate Member, received benefits through a retirement or medical plan of the Corporate Member.

An individual member shall be entitled to continue such membership notwithstanding the termination of his or her qualified status with the Corporate Member, provided, that Individual Members continuing such membership shall pay dues at the rate of \$10.00 per year commencing with the termination of such status.

Section 3. Allied/Affiliate Memberships shall be granted as follows:

(a) Allied Membership. Allied Membership may be granted to any corporation who because of interest or expertise, qualifies to cooperate with the corporation in pursuit of its purposes and goals. Allied Members shall have such rights as may be granted by the Board of Directors.

(b) Affiliate Organizations. Organizations, groups or associations having substantial numbers of municipal officials and having objectives and purposes compatible with those of the Association, provided any such organization, groups or association complies with any conditions imposed by the Board of Directors. Such Affiliate Organizations shall retain that status until discontinued by action of the Board of

Directors. No action taken or opinion expressed by an Affiliate Organization shall be considered an action or opinion of the Association, and the Association shall not be responsible for any action taken or opinion by an Affiliate Organization or by any officer or employee of an Affiliate Organization, unless the action or opinion is previously approved by the Board of Directors, or the Executive Director, when the Executive Director is acting on behalf of the Board of Directors.

Section 4. Honorary Membership. An Honorary Member shall be chosen because of distinguished public service, provided, however, that no person who is an Individual Member by virtue of being in a qualified status with a Corporate Member shall be chosen as an Honorary Member. The president shall appoint a committee that shall make recommendations to the board for honorary memberships. The committee, in making its recommendations, shall be guided by the nominee's length of municipal service, accomplishments toward improving city/town government, and evidence of statewide leadership on behalf of municipal government through WAM. A Honorary Member shall first be recommended to the Board of Directors by at least five individual members of WAM or by the Honorary Members Committee. Honorary members will be chosen at a Board of Directors meeting where no less than two-thirds of the membership is in attendance. Nominees must receive a two-thirds majority vote of the Board of Directors members present to be elected. An election of an Honorary Member shall be cancelled if an acceptance is not received within six months after the candidate has received the notice of his/her election.

Section 5. Eligibility. Membership in any class shall be determined by the Board of Directors.

Section 6. Resignation. Any member under any classification may resign by written notice to the Executive Director. Such resignations will be effective immediately upon receipt by the Executive Director.

ARTICLE X – DUES

Section 1. Corporate. Annual dues for corporate membership shall be based upon such formula as the Board of Directors shall recommend and as is adopted at the annual business meeting of the Corporation.

Section 2. Individual. There shall be no dues for Individual Members, except as provided in Article IX. Section 2.

Section 3. Allied. Annual dues for Allied Members shall be determined by the Board of Directors.

Section 4. Honorary. There shall be no dues for Honorary Members.

Section 5. Due Date. Dues shall be payable annually in advance of the last day of July.

Section 6. Delinquency. Corporate and Individual memberships shall automatically terminate if dues are not paid in full within three months after the due date. Exceptions requested by corporate members based on financial hardship are allowed if concurred with and approved by the Board of Directors. Allied memberships shall be automatically terminated if dues are not paid in full within three months after the due date.

Section 7. Membership Certificate. When dues have been paid by corporate or allied members, a current membership certificate for the annual dues paying year shall be issued.

ARTICLE XI – ANNUAL CONFERENCE

Section 1. General. The annual conference of the Corporation shall be held at a place and time to be decided by the Board of Directors. Requests to be considered as the site of the conference shall be addressed to the president in writing at the Board of Directors meeting.

Section 2. Program. The Executive Director shall be responsible for the annual program that shall be based on member suggestions, consultation with host city officials,

and recommendations as to appropriate program content and conference format and activities.

ARTICLE XII – LEGISLATIVE PROGRAM

The legislative program of the association shall include preparation of the annual Legislative Agenda, updates to the legislative agenda, and advancing the legislative agenda through the work of the Executive Director, any assigned Committee designated by the Board of Directors, and general membership of the association.

1. Ultimate responsibility for the content of the Legislative Agenda shall rest with the WAM Board of Directors.

2. The Executive Director shall have primary responsibility for advancing the Legislative Agenda through supervision of any Legislative Director or as assigned by the Board.

3. The purpose of any committee designated and assigned any legislative policy development is to identify, develop and promote legislation that is in the best interest of Wyoming municipalities and to protect the interest of Wyoming municipalities from detrimental legislation. The membership of any such committee should include a balanced representation from first class cities and from towns and from the various regions of the state.

4. After each legislative session any designated and assigned committee shall meet and draft a proposed Legislative Agenda for the ensuing year and distribute it to the membership and the Board of Directors prior to the annual convention.

5. The designated and assigned committee shall hold a hearing at the annual convention for consideration of the proposed Legislative Agenda.

6. After discussion and consideration of amendments, the membership shall adopt the Legislative Agenda at the annual business meeting.

7. After the membership has adopted resolutions at the annual business meeting, the Board of Directors may add to the Legislative Agenda any items needed to reflect the intent of adopted resolutions.

8. The Executive Director or his or her designee, shall distribute the Legislative Agenda to all municipalities, and provide regular communications to all municipalities regarding legislative developments and any updates to the Legislative Agenda, from the time of the annual conference until the end of the legislative session.

9. The Legislative Director shall assist the Executive Director and any designated and assigned committee in developing strategies and coordinating the overall effort to advance the Legislative Agenda and in lobbying activities.

10. The designated and assigned committee shall meet prior to the fall meeting of the Board of Directors and again prior to the start of the legislative session to consider proposed amendments to the Legislative Agenda, and shall forward any such proposals to the Board of Directors.

11. The Board of Directors shall meet as needed to consider and adopt amendments to the Legislative Agenda or to consider and adopt the association's position on specific legislation or specific proposed legislation identified by the Legislative Leadership Committee as having a substantial and fundamental impact on the association or funding of municipalities. Any change to the Legislative Agenda, or adopting or changing a position on legislation or proposed legislation having a substantial and fundamental impact on the association or funding of municipalities must be approved by 75% of the directors in attendance. For purposes of this Section 11 of Article XII of these Bylaws, a director shall be entitled to cast a vote by voice vote.

12. No later than the annual business meeting the, Board of Directors shall appoint a Legislative Leadership Committee consisting of the president, vice president, one (1) representative from each region, a representative of GOSCOMA and a

representative of WAMCAT. The region representative is not required to be a board member. The chairman of the committee shall be chosen by the committee.

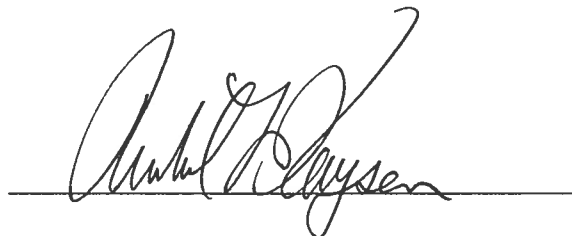
13. Throughout the legislative session, the Executive Director shall consult with the Legislative Director and any committee designated and assigned by the Board on any changes in the Legislative Agenda or significant material changes in WAM's policy positions on any legislative issues. Any such changes shall be approved by the Committee designated and assigned by the Board.

ARTICLE XIII – AMENDMENTS

Amendments shall be proposed by the Board of Directors or by petition signed by the governing bodies of not less than five corporate members. The proposed amendments shall be considered for adoption, including further amendments, at the annual business meeting or winter business meeting of the members. The Board of Directors may, as an alternative, by two-thirds majority vote of its membership propose consideration and adoption of amendments by mail ballot. The President shall select two members of the Board of Directors to canvass the ballots, not less than thirty or more than sixty days after the ballots are mailed to corporate members. Amendments may be adopted only by a majority vote of the voting corporate members. Amendments, if carried, shall be effective upon approval at the business meeting or upon canvass unless otherwise provided in the resolution proposing an amendment.

SECRETARY'S CERTIFICATION

I, Richard Kaysen, Secretary of the Wyoming Association of Municipalities, certify that the above and foregoing Bylaws were amended by the membership on the 2nd day of June 2017.

A handwritten signature in black ink, appearing to read "Richard Kaysen", is written over a horizontal line.