

# **Wyoming Sportsman's Group Non-Profit Corporation Bylaws**

## **Article I. Name**

The name of the group shall be "Wyoming Sportsman's Group", Herein referred to as "the Corporation" or "the Group". That adheres to the Nonprofit Corporation Act pursuant to Wyoming state statute 17-19-206. (add)

## **Article II. Purpose**

Consistent with the Articles of Incorporation, and until such time that the Articles of Incorporation have been amended, this Corporation is formed to engage in any lawful public tax-exempt nonprofit business purpose.

## **Article III. Mission**

We are a non-profit organization that financially supports conservation projects and outdoor sportsmanship in Northeast Wyoming. We advocate for our fish and wildlife resources and promote the development of fishing, hunting, and shooting sports for youth and adult sportsmanship.

## **Article IV. Membership**

Membership is open to anyone and everyone that attends a banquet or volunteers at any Wyoming Sportsman's Group event held throughout the year.

## **Article V. Officers**

The officers of the group shall be President, Vice President, Secretary and Treasurer.

## **Article VI. Board of Directors**

Section 1. **Board Members.** The Board of Directors shall consist of President, Vice President, Secretary and Treasurer with additional Board Members that shall be elected by the membership of the club to bring the total number of board members to 9. The presiding officer of the Board of Directors shall be the President.

Section 2. **Quorum.** A quorum is necessary at all meetings creating an action to transact business on behalf of the Corporation. A Quorum shall consist of more than half of the Board of Directors in person, attending virtually or voting by proxy. A board member may designate another individual from the board members agency or another board member to appear at the meeting and vote as proxy for the member, so long as the Board is notified in writing or by electronic mail of such designation prior to the meeting. Designation of a proxy is effective for one meeting only. During any meeting when one or more proxies participate in the transaction of business by voting, each proxy shall state on the record the board member on behalf of whom he or she is voting.

Section 3. **Term Limit.** The term limit for Board of Directors shall be 2 years. Board member nominations shall be made at the April meeting, with elections held on printed ballots at the May board meeting.

Section 4. **Board Responsibility.** The Board of Directors shall have complete responsibility of all group property, money and has the authority to decide all questions not determined by the Bylaws.

Section 5. **Board Committees.** It will be the duty of the Board of Directors to appoint Committee chairmen to oversee committee functions, whatever committee that may be.

Section 6. **Board Vacancy.** If there is a vacancy in the Board of Directors, the sitting Board members will appoint a new Board Member to fill the remainder of the unexpired Board members term. The appointment must be a current member of the group.

#### **Article VII. Amendments:**

Section 1. **By-law Amendments.** Amendments to these Bylaws may be made at any meeting by a 2/3 majority vote by the full Board of Directors, provided the group has been notified at least 2 meetings in advance or one month and this notification is available to all Board Members and membership. This will be registered with Secretary and shall state the nature of the proposed amendment. Proposed amendments will come under discussion at least 1 meeting before being voted on.

Section 2. **Compliance With State Law.** Any amendment to the Corporations Articles of Incorporation or these Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Corporation operates or conducts business.

#### **Article VIII. Meetings**

Section 1. **Public Meetings.** All meetings will be open to the public.

Section 2. **Meeting Schedule.** Regular meetings of the Board must be held with reasonable notice of the date, time, place, or purpose of the meeting. Notice may be given personally, by email, by facsimile, by mail, or in any other lawful manner, so long as the method for notice comports with Article of these Bylaws. Oral notification is sufficient only if accompanied by a written record of the notice in the corporate books/records. Notice is effective at the earliest of:

- A. Receipt;
- B. Delivery to the proper address or telephone number of the director(s) as shown in the corporation's records; or

Section 3. **Action by directors without a meeting.** Any action which may be taken at a meeting of the board (or its committee) may be taken without a meeting (i.e. text, email or band), *provided* all the directors (or committee members) unanimously agree, and such unanimous consent is included in the minutes of the proceeding, filed with the corporate books/records and sets forth the action taken by the board.

## **Article IX. Elective Officers and Duties**

Section 1. **Elected Officers.** The elected officers of the group shall be President, Vice President, Secretary and Treasurer. The officers are to be nominated from the current members of the Board of Directors or from current members.

Section 2. **The President.** The president shall:

- a. have a general supervision of the Corporations daily affairs.
- b. perform all other duties as are incident to the office or are properly required by a resolution passed by board.
- c. Term of the President shall be 2 years and shall be elected on the same year as the Treasurer.

Section 3. **Vice President.** The vice president shall:

- a. During the absence or disability of the President (if any) may Exercise all functions of the President.
- b. Term of the Vice President shall be 2 years and shall be elected on the same year as the secretary.

Section 4. **Secretary.** The secretary must:

- a. Issue notices for all meetings and actions of the Board;
- b. Accept all requests for special meetings of the Board;
- c. Accept all notices of proxy appointments and revocations;
- d. Keep the minutes of all meetings;
- e. Accept delivery of any dissent announced at any meeting of the Board;
- f. Have charge of the corporate seal and books; and
- g. Make reports and perform duties as are incident to the office, or are properly required of him or her by the board.
- h. Term of the secretary shall be 2 years and shall be elected on the same year as the Vice President.

Section 5. **The Treasurer.** The treasurer shall:

- a. Have custody of all the Corporation's monies and securities and keep regular books of account;
- b. Disburse the Corporations funds in payment of the just demands against the Corporation or as may be ordered by the Board, taking proper vouchers for such disbursements; and
- c. Provide the Board with an account of all his or her transactions as Treasurer and of the financial conditions of the office properly required of him or her by the Board.
- d. Term of the Treasurer shall be 2 years and shall be elected on the same year as the President.

## **Article X. Committees**

The Board may create committees to delegate certain powers to act on behalf of the Board, provided the Board passes a resolution indicating such creation or delegation.

## **Article XI. Books and Records**

Section 1. **Meeting Minutes.** As required by these Bylaws, the Corporation must keep a complete and accurate accounting and minutes of the proceedings of the Board within the corporate books/records.

Section 2. **Retention of Records.** The Corporation shall keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all actions taken by committee on behalf of the Board, and all waivers of notices of meetings.

Section 3. **Accounting Records.** The Corporation shall maintain appropriate accounting records.

Section 4. **Legibility of Records.** Any book, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon request.

Section 5. **Right to Inspect.** Any Board member has the right; upon written request delivered to the Corporation, to inspect and copy during usual business hours the following document of the corporation.

- a. Articles of Incorporation
- b. These Bylaws
- c. Minutes of the Board proceedings
- d. Annual Statements of affairs
- e. Other documents (as defined by the group at the September board meeting.)

## **Article XII. Bylaw Review**

Bylaws shall be reviewed annually in the month following elections.

**Revised 11/21/2024**