

**BYLAWS**  
**OF**  
**CROOK COUNTY SENIOR SERVICES, INCORPORATED**

**ARTICLE I**  
**NAME AND ADDRESS**

- 1.0 The name and address of the corporation shall be:**
- 1.1 Name: Crook County Senior Services, Incorporated
  - 1.2 Physical and Mailing Address: 321 East Main Street; PO Box 648: Sundance, WY 82729-0648.

**ARTICLE 2**  
**PURPOSE**

- 2.0 The purpose of the corporation is:**
- 2.1 To enhance the quality of life of, and to promote social interaction, recreational activities and a variety of needed support services to senior citizens and handicapped persons of Crook County, Wyoming, by utilizing local funding, and State and Federal grant monies and service programs.
  - 2.2 To hire and supervise a Program Executive Director who will direct and administer the purpose of the Corporation as defined in Paragraph 2.1. The duties of the Program Executive Director shall be defined in a written job description and incorporated into the corporation's personnel manual.

**ARTICLE 3**  
**MEMBERS**

- 3.0 The corporation will not have members.**

**ARTICLE 4**  
**BOARD OF DIRECTORS**

- 4.0 Power and authority of the Board of Directors (the Board).**
- 4.1 All corporate powers shall be exercised by or under the authority of; and the affairs of the corporation managed under, the direction of the Board.
  - 4.2 Robert's Rules of Order, revised, shall govern the actions of the Board in all cases to which they apply and are not inconsistent with these bylaws.
  - 4.3 The Board shall consist of up to ten members.
  - 4.4 Intent of the bylaws regarding membership on the Board.
    - 4.4.1 It is the intent of the by-laws that there be directors representing the various regions and population areas of Crook County in order to fairly represent all residents of the county.

4.4.2 Two directors shall serve from the Moorcroft area; two from the Hulett area; two from the Sundance area. Up to four directors shall serve the County at-large. (Amended 10/18/2016)

**4.5 Qualifications of directors.**

4.5.1 Directors shall be full-time, year-around, residents of Crook County, Wyoming

4.5.2 Individuals who are employed by Crook County Senior Services, Inc., or by any of the senior citizens centers in Crook County and/or have greater than one close relative employed by any of the named organizations shall not be eligible to serve as a director. Close relatives are defined as: spouse, child, stepchild, child-in-law, sibling, half-siblings, stepsibling, parent, stepparent, or parent-in-law.

4.5.3 A minimum of seven of the directors must be senior citizens that are age sixty years or over. Not more than three of the directors may be interested members of the community who are not senior citizens but who have reached the age of thirty years.

**4.6 Selection of directors and election to the Board.**

4.6.1 Directors in office when this revision to the by-laws is adopted shall remain in office until such time as their term would have expired under the old by-laws.

4.6.2 In July of each calendar year the Board shall appoint a committee to nominate individuals to be considered for election to any director's positions that will expire that year. The committee shall solicit nominations from the board of directors of the local senior citizens centers in Crook County to provide to the committee names of individuals from their community who are qualified for election to the board and to reply by the time of the regular board meeting in September. If any of the Centers fail to nominate candidates, the Crook County Senior Services Board is empowered to seek candidates as needed. All Candidates must file an application with CCSS, Inc. and pass a background check with the State of Wyoming – Central Registry. (Amended 10/18/2016)

4.6.3 Action to elect members to the Board shall be taken at the Annual Meeting in October of each calendar year. Election shall require a two-thirds vote of the directors then in office.

**4.7 Terms of office.**

~~4.7.1 Directors shall serve a term of three years.~~ Directors shall serve in three year terms. (Amended 10/17/2017)

4.7.2 The term of office shall begin as of November 1st and shall expire at midnight on October 31<sup>st</sup>.

~~4.7.3 Individuals may not serve more than nine consecutive years under these revised laws.~~ Directors will have no limit of years in which they can serve. (Amended 10/17/2017)

4.7.4 Despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualifies.

4.7.5 Staggered terms of office. In order to ensure continuity of knowledge and experience on the Board, the terms of office of directors shall be so adjusted as to expire in a staggered manner. Considering the expiration dates of the terms of office of individuals in office when these bylaws are amended and adopted, the following special schedule for elections is required: In the year 2000 three (3) directors shall be elected for two-year terms and four (4) directors shall be elected for three- year terms.

**4.8 Vacancies**

4.8.1 A vacancy on the Board caused by the death, resignation or removal of a director shall be filled by appointment by the Board. Appointment shall require a two-thirds vote of the directors then in office. An individual so appointed shall serve the remainder of the term of the director he or she was appointed to replace.

**4.9 Director's conflict of interest.**

4.9.1 A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of these bylaws a director has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or (b) another entity of which the director is a director, officer or trustee is a party to the transaction.

4.9.2 Any director having a conflict of interest in any matter before the Board shall refrain from voting on such matters.

**4.10 Resignation of directors.**

4.10.1 A director may resign at any time by delivering written notice, signed either manually or in facsimile, to the Board of directors, its president or secretary.

**4.11 Removal of directors.**

4.11.1 The directors may remove one or more directors elected or appointed by them, with or without cause. Removal may be accomplished by a two-thirds vote of the Directors then in office.

**ARTICLE 5  
MEETINGS OF THE BOARD OF DIRECTORS**

**5.0 Regular and special meetings of the Board.**

**5.1 Regular meetings.**

5.1.1 The Board of Directors shall meet each month for the purpose of conducting such regular business as shall be before the Board. The date, time and location shall be at the discretion of the Board. Regular meetings shall be open to the public.

**5.2 Special meetings.**

5.2.1 Special meeting of the Board may be held as necessary in order to conduct the business of the corporation. The president, vice-president or a majority of the directors then in office may call and give notice of special meetings of the Board. Notice shall be given each director at least two days prior

to the meeting and they shall be notified of the date, time, and location but not the purpose of the meeting. No regular business shall be conducted at the special meeting and its conduct shall be restricted to the matter, or matters, which caused the special meeting to be called. Special meetings shall be open to the public.

5.2.2 A special meeting, to be known as The Annual Meeting, shall be held each October and subsequent to the regular meeting of The Board. There shall be two purposes of the meeting and they shall be (a) to present the Annual Report of the corporation to the board and to the public and; (b) the election of new directors to the board. This Annual Meeting shall be open to the public and the public shall be afforded an opportunity to ask questions and comment regarding the operation of the corporation but shall not have a vote. Notice of the Annual Meeting shall be published in the county newspapers at least ten days and not more than thirty days prior to the meeting.

5.3 Quorum.

5.3.1 A quorum for any meeting of the Board of directors shall be six members or one half of the members then in office plus one.

## **ARTICLE 6 DUTIES OF THE BOARD OF DIRECTORS**

**6.0 Four directors shall be officers, their positions being president, vice-president, secretary and treasurer.**

6.1 Selection and terms of officers.

6.1.1 At the Annual Meeting in October the Board shall elect officers among themselves by secret ballot.

6.1.2 No director shall be elected to a position as an officer until he or she shall have served a minimum of one year on the board.

6.1.3 Officers shall serve for a term of one year and may be re-elected if otherwise eligible for membership on the Board.

6.1.4 In the event a vacancy shall occur among the officers for any reason a replacement shall be chosen by secret ballot except that the vice-president shall assume the duties of the president should that office become vacant.

6.2 Resignation and removal of officers.

6.2.1 An officer may resign at any time by delivering written notice to the corporation.

6.2.2 The Board may remove any officer at any time with or without cause. Removal may be accomplished by a two-thirds vote of the directors then in office.

6.3 Duties of the officers.

6.3.1 President. The president shall preside at all meetings of the Board. He or she shall plan, in cooperation with other officers and members of the Board, agendas for the meeting of the Board.

6.3.2 Vice-president. The vice-president shall assist the president and act in his or her absence. The vice-president shall be an ad-hoc member of all committees.

6.3.3. Secretary. The secretary shall keep records of all meetings. He or she shall record the date and time of the meeting, shall record attendance by directors and all actions taken at the meetings. He or she shall submit all required reports to the Wyoming Secretary of State. The secretary shall maintain a list of the directors to include their names, their age group and the expiration date of their term of office.

6.3.4 Treasurer. The treasurer shall regularly examine the financial records of the corporation maintained under the cognizance of the Program Executive Director and shall report any discrepancies, errors discovered or concerns he or she may have to the Board at a regular meeting, or at a special meeting called for that purpose. A committee to assist the treasurer in performance of this duty may be appointed at the discretion of the Board. The treasurer shall require an audit of the books be accomplished every three years, after the end of the federal fiscal year on September 30<sup>th</sup> and the results presented to the Board not later than the regular Board meeting held in December of that year.

6.4 Directors. Directors shall inform themselves of matters before the Board and vote in a manner that puts the best interest of the Corporation foremost.

6.5 Officer's authority to execute documents.

6.5.1 Any contract or other instrument in writing executed or entered into between the corporation and any other person shall be signed by two officers who may be (a) the president or the presiding officer at the time the contract or other instrument is executed or entered into and; (b) the vice-president, the secretary or the treasurer.

## **ARTICLE 7 BANKING AND FISCAL**

### **7.1 Bank accounts.**

7.1: Funds belonging to, or under the control of, the corporation shall be maintained in the three banks within Crook County: Sundance State Bank, Summit National Bank and Pinnacle Bank (Sundance, Hulett and Moorcroft respectively). Such accounts as shall be necessary for conduct of the business of the corporation and as authorized by the Board shall be maintained.

7.2 7.2: Bank signature cards for all accounts shall contain no more than four signatures, one of which shall be that of the Treasurer. The Board at a regular meeting or a special meeting called for that purpose shall designate signers. All checks shall require two signatures.

## **ARTICLE 8 COMMITTEES**

### **8.0 Committees**

8.1 In addition to the Nominating Committee required by paragraph 4.6.2 the Board may appoint such committees as it deems necessary for the conduct of the business of

the corporation. Committees shall consist of two or more directors of the corporation. The creations of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

8.2 No committee shall have the power to bind the Board in any transaction.

8.3 The Board may appoint informal or advisory committees comprised of persons who may or may not be members of the Board to undertake tasks assigned to them by the Board.

## ARTICLE 9 AMENDMENTS TO THE ARTICLES OF INCORPORATION OR THE BYLAWS

### 9.0 Amendments to the Articles of Incorporation or the bylaws.

9.1 Amendments to the Articles of Incorporation or to the bylaws may be made at a regular meeting of the Board more than thirty days but less than sixty days after notice has been published in each of the county newspapers apprising the public that amendments will be considered. The date, time and place of the meeting at which the amendments will be considered will be published in the notice but the text of the proposed amendments need not be published. The public shall be afforded an opportunity to be heard concerning the proposed amendments but shall not have a vote.

9.2 A vote of two thirds of the Board of Director's present at the meeting where the amendment(s) are voted upon is required for adoption.

## ARTICLE 10 DISSOLUTION

10.0 The corporation may be dissolved only in compliance with all applicable provisions of Article 14 of the Wyoming Nonprofit Corporation Act.

## ARTICLE 11 REGISTERED AGENT

11.0 The Registered Agent for Crook County Senior Services, Inc. is the Board President, located at the Crook County Senior Services, Inc. Administration office, 321 E. Main Street, P.O. Box 648, Sundance Wyoming 82729, 307.283.1711.

The By-Laws of Crook County Senior Services, Inc. were reviewed, amended and unanimously accepted by the Board of Directors, on this 17<sup>th</sup> Day of October, 2017.

  
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President, Linda Peterson

  
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Secretary, Rodney Knudson

Amended 2003  
Amended 2004  
Amended 1.10.2012  
Amended 10.15.2013  
Amended 05.19.2015  
Amended 10/18/2016  
Amended 10/17/2017