



BY-LAWS OF LARAMIE COUNTY COMMUNITY PARTNERSHIP, INC.

PREAMBLE

The Laramie County Community Partnership was formed in 1997 as part of a comprehensive strategic planning effort for Laramie County. *The mission of the Laramie County Community Partnership (Partnership) is to maximize resources and influence change to improve conditions of well-being for people in Laramie County.*

LCCP is committed to help build a vibrant thriving community that offers a full range of opportunities and conditions for all of our residents to realize their full potential. We accept the responsibility to support and nurture community efforts and partnerships which ensure a legacy of community pride and a better quality of life.

PARTNERSHIP PHILOSOPHY

The LCCP and its Partners (defined as a person or organization that has a role to play in improving outcomes) agree to a partnership that is characterized by:

- An honest and open working relationship with a respect for confidentiality.
- A climate that fosters learning about how to be a successful partnership from both successes and mistakes.
- The belief that all outcomes-based planning, including performance measurements and evaluation, should contribute to our collective ability to effectively manage public and private resources to improve conditions of well-being in Laramie County.
- Regular feedback about the partnership relationship from each Partner's perspective.
- May involve partnership/member fees in support of LCCP's mission

ARTICLE I OFFICES

The principal office of the corporation in the State of Wyoming shall be located in the city of Cheyenne, county of Laramie. The corporation may have other offices, either within or outside of the State of Wyoming as the Board of Directors may determine or as the affairs of the corporation may require.

The corporation shall maintain in the State of Wyoming a registered office, and a registered agent whose office is identical with the registered office, as required by the

Wyoming Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Wyoming and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II BOARD OF DIRECTORS

Section 1. General Powers and Membership. The management affairs of the corporation shall be under the control of the Board of Directors consisting of five (5) to nine (9) persons. Directors need not be residents of the State of Wyoming.

Section 2. Election of Directors and Term Limits. Directors shall be elected for terms of three years up to two terms, and to the extent possible, the terms shall be staggered to ensure continuity within the partnership. The filling of a vacancy of an unexpired term shall not be counted as a complete term. Directors shall be elected at each annual meeting of the Board of Directors by the Board of Directors.

Section 3. Regular Meetings. The Board shall hold regular monthly meeting during the year. The annual meeting of the Board of Directors shall be held each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The time and place shall be determined by the Board of Directors.

Section 4. Special Meetings. At the direction of the President of the Board of Directors, or upon the request of two (2) directors, the Secretary shall call a special meeting of the Board to be held within ten (10) days of the request. The time and place shall be determined by the Board of Directors.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail or email—to each director at the director’s address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the board. Any action, including the amendment of By-laws pursuant to the provisions of Article XI, hereof may be taken by the majority vote of the Directors present. Proxy voting will not be allowed. If less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies. A voting member of the Board of Directors who shall be absent from four (4) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership of the Board unless illness or other absence approved by the Board of Directors as just cause. Vacancies on the Board of Directors may be filled by the Board of Directors at any meeting and any board member so elected shall hold office for the unexpired term of the director's predecessor in office.

Section 9. Compensation. Directors shall not receive any set salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be approved by all of the directors.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the corporation shall be President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more Vice Presidents and Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the President, Vice President, Treasurer and Secretary or the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and serve for a term of one (1) year and can be re-elected for successive terms not to exceed three (3) years. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor is elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served by the officer's removal.

Section 4. Vacancies. If any office becomes vacant during the year, the Board of Directors by majority vote may fill the vacancy for the unexpired term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall, supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, alone or with the secretary or other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President. In the absence of the president, the Vice President shall have all the powers and perform all the duties of the President and be subject to all the restrictions upon the president. The Vice President shall perform such other duties as may be assigned to the Vice-President by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall supervise the receipt of all monies and supervise the deposits of same in the name of the corporation in such bank or banks as the Board of Directors shall designate, and shall disburse the same checks subject to such rules as the Board may prescribe in accordance with the provisions of Article V of these bylaws. A report shall be rendered at the annual meeting of the Directors. The Treasurer shall oversee the preparation and distribution of financial audits by a financial professional and ensure that the Board's financial policies are being followed. The Treasurer shall provide regular financial reports to the Board. The Treasurer's term of service is limited to three years. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the Board of Directors shall determine. The Board of Directors shall maintain D&O and E&O insurance. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep true and accurate minutes of the meetings of all acts and proceedings of the corporation and the Board of Directors. In the event that the Board of Directors directs the revision of the corporations' by-laws, the Secretary shall serve as the chair of the committee assigned to revise the by-laws. The Secretary shall see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of any seal of the corporation and see that any such seal of the corporation is affixed to all necessary documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the Board of Directors.

Section 9. Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the

Board of Directors shall determine. The Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries, in general, shall perform the duties assigned to them by the President, Vice President, Treasurer, the Secretary or the Board of Directors.

ARTICLE IV COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by the Board of Directors for the purpose of conducting the business of the corporation.

Section 3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the directors of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member resigns or is removed from the committee or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair. One member of each committee shall be appointed Chair by the persons authorized to appoint the members of the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled in the same manner as provided in the original appointments.

Section 6. Quorum. Unless otherwise provided by the President or the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not

inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE V ACTION TEAMS

Section 1. Action Teams.

The **role** of our Action Teams is to **focus, analyze, develop and implement a plan to address the key issues**. For ease in compiling action team plans and consistent messaging, planning efforts should utilize an evidenced based, common-sense tool such as *Trying Hard is Not Good Enough* planning process. Action Teams have the ability to adapt and change as needed incorporating the principles of collective impact and reaching decisions through consensus and collaboration with team members. (Please refer to the LCCP Policies & Procedures for additional guidance.)

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so 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 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The board of director may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committee having any of the authority of the Board of Directors, and shall keep at the registered or

principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLES IX
SEAL**

The Board of Directors may provide a corporate seal, but need not do so, which shall be in the form of a circle and shall have inscribed the name of the corporation and the words "Corporate Seal. Wyoming."

**ARTICLE X
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Wyoming Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board of Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

**Laramie County
Community Partnership**