

BYLAWS FOR
CLARK PIONEER RECREATION PROJECT

ARTICLE I: DESCRIPTION

The Clark Pioneer Recreation Project (CPRP) is a domestic Wyoming nonprofit 501(c) (3) corporation and operates according to all applicable Wyoming and federal statutes and provisions. The legal geographic area for the CPRP is identical to the Clark Fire District.

ARTICLE II: PURPOSE:

The purposes of Clark Pioneer Recreation Project are to provide recreational alternatives and a community center for the residents and property owners living in the Clark and Pioneer communities, in Park County, Wyoming.

ARTICLE III: MEMBERSHIP:

1. The membership of Clark Pioneer Recreation Project shall be open to all residents and property owners, 18 years of age and older, living in the Clark and Pioneer communities in Park County, Wyoming.
2. A resident wishing to become a member of the CPRP must fill out an application and return it to the board secretary by the last day of September in order to be eligible to vote at the annual meeting in November.
3. A membership list will be maintained by the secretary, and will be made available to the public upon request.
4. Membership is a requirement for voting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: NUMBER: The board of directors shall consist of at least five (5) persons and may be increased or decreased without further amendment to these bylaws. At no time may the number of directors be less than five or more than seven.

Section 2: ELECTION:

1. Directors will be elected at the annual meeting by a majority vote of the members present. The term of the elected directors shall be for three (3) years, and shall be staggered so that one (1) director is elected one (1) year, and two (2) directors are elected in each of the other two (2) years.
2. Anyone with a desire to become a director shall submit a request in writing to the Board at least one (1) month prior to the annual meeting stating the following:
 - a. Name and address

- b. Date of birth
- c. E-mail address
- d. Number of years residing in Clark
- e. Skill set you plan to bring to the board
- f. Any prior government or board experience
- g. Number of meetings attended in the past six (6) months.
- i.

Section 3: QUALIFICATIONS:

1. Must reside in the Clark Pioneer area for at least two (2) years prior to the election and reside in the area for at least ten (10) months per year.
2. Must have attended at least two (2) board meetings within six (6) months of the annual meeting or proposed election to the board, obtained and read the by-laws, and have a clear understanding of the board's function and purpose.
3. Because all directors are able to sign recreation board checks, prospective directors must be willing to be listed as a signer on the bank account and to submit any information the financial institution may require.
4. Must be a member of the CPRP.

Section 4: QUORUM: A quorum shall consist of a majority of the directors. If at any meeting, less than a quorum is present, the directors present may adjourn the meeting.

Section 5: RESIGNATION:

1. A director may resign at any time by delivering a signed written notice to the board of directors, president, or secretary of the board.
2. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 6: VACANCY:

1. Vacancies occurring on the board, for any cause, shall be filled by action of the remaining board members.
2. A person chosen to fill a vacancy shall serve until the next annual meeting when an election shall then be held to fill the unexpired term.

Section 7: REMOVAL:

1. Directors elected by the board to fill a vacancy, may be removed by majority vote of the remaining directors for any of the following reasons:
 - a. Missing more than one-third (1/3) of the meetings since his/her current term began.
 - b. Persistent disrespectful, disruptive behavior that is determined to be detrimental to the board's operation.
 - c. Financial malfeasance or mishandling of CPRP funds.

- d. Profiting from CPRP activities.
2. Directors elected by the members may be removed only by the members.
 - a. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director, and the meeting notice shall state that the purpose, or one (1) of the purposes, of the meeting is removal of the director.
 - b. The members may remove one (1) or more directors elected by them.
 - c. A director appointed by the board to fill the vacancy of a director elected by the members may be removed by the members.

Section 8: DUTIES:

1. The board shall have the general authority as to the policy and execution of the affairs of the corporation, pursuant to the bylaws and resolutions and the laws of the State of Wyoming.
2. The board shall have the authority to appoint committees and subcommittees as it deems necessary or appropriate. Chairmen of the committees shall be selected from the board of directors but other members may be appointed from the membership at large.
3. The board of directors shall meet at least quarterly each year or for regular scheduled meetings as agreed upon by the board.

ARTICLE V: OFFICERS:

1. The officers of Clark Pioneer Recreation Project shall be elected by a majority vote of the board of directors at the annual meeting and shall include the offices of president, vice president, secretary and treasurer.
2. Duties of Officers:
 - a. *President*: The president is the chief presiding officer of the board of directors and has the following duties:
 - (1.) Ensures that an agenda is planned for all meetings.
 - (2.) Presides over meetings by calling the meeting to order at the appointed time and determining that a quorum of the board is present.
 - (3.) Directs the proper sequence of business at meetings in accordance with the agenda or the prescribed order of business.
 - (4.) Appoints committees as he deems necessary or appropriate.
 - b. *Vice President*: The vice president will perform all duties and exercise all powers of the president when the president is absent or is otherwise unable to act. The vice president will perform any other duties that may be prescribed by the board of directors.
 - c. *Secretary*: The secretary is the recording officer of the assembly and custodian of its records, except those specifically assigned to others. The secretary's duties are as follows:
 - (1.) To keep the minutes of all meetings.

- (2.) To keep on file all committee reports.
 - (3.) To keep the CPRP membership list.
 - (4.) To make minutes and records available to the membership upon request.
 - (5.) To sign all certified copies of acts of the CPRP.
 - (6.) To maintain record books in which the bylaws, special rules of order, standing rules, and minutes are entered with any amendments to these documents properly recorded, and to have the current record books on hand at every meeting.
 - (7.) To send out to the membership notices of the annual and special meetings, and to conduct the general correspondence of the organization that is not a function proper to the other offices or committees.
- d. *Treasurer*: The treasurer is responsible for receiving and disbursing the money of the organization and has the following duties:
- (1.) Receiving and depositing incoming funds in the organization's bank account.
 - (2.) Paying the bills that the board has voted to pay.
 - (3.) Giving a report at the meetings.
 - (4.) Keeping records that will allow a committee to audit the books at the end of the fiscal year.
 - (5.) Balancing and reconciling the checking account.
3. Resignation of Officers:
- a. An officer may resign at any time by delivering notice to the other board members.
 - b. If the resignation is effective at a future date and is accepted by the board, they may fill the pending vacancy before the effective date if the board provides that the successor cannot take office until the effective date.
 - c. The board may remove any officer at any time by a majority vote of the directors.
 - d. Vacancies, in any office for any reason, shall be filled by the board of directors until the next annual meeting.

ARTICLE VI: COMMITTEES

1. The president shall have the authority to appoint committees as he deems necessary or appropriate.
2. All committees shall have a chairperson who is a board member.
3. All committees are open to the membership.
4. Committees shall be under the purview of the board of directors.

ARTICLE VII: MEETINGS

Section 1: REGULAR MEETINGS:

1. Regular meetings of the board of directors shall be held at the place and time designated by the board.
2. All director meetings shall be open to the members and residents, and the minutes of the previous meeting read.

3. Board members shall notify fellow members of planned absences in advance of the upcoming meeting.
4. Business will be conducted according to Robert's Rules of Order.

Section 2: ACTIONS WITHOUT MEETING:

1. Directors may conduct business and vote on issues via email or phone. A hard copy of all such email votes will become an official part of the minutes of the next meeting.
2. Action may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one (1) or more written consents, such as in an email, describing the action taken and signed by each director.
3. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
4. In the event of an e-mail vote, members of the Board will have one week to submit a vote on an issue once requested. If no communication is made within that week it shall be considered a vote of non-support for the issue at hand.
5. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3: SPECIAL MEETINGS:

1. Special meetings of the CPRP may be called by the President or by the Board of Directors upon fifteen (15) days written notice to the membership, summarizing the agenda to be considered.
2. Special meetings of the board shall be preceded by at least seven (7) days notice to each director of the date, time, place, and purpose of the meeting.
3. Special meetings are to be considered legally the same as regular meetings.
4. Resolutions adopted at such meetings shall be established as policy of CPRP with regard to the subject matter and shall be binding upon the board and officers of the CPRP.

Section 4: ANNUAL MEETINGS:

1. There shall be an annual meeting of the members and the board of directors of the CPRP held the first Saturday in November in the Clark Pioneer Recreation Center.
2. The date and time of the meeting shall be posted in two (2) public places in the Clark-Pioneer area at least sixty (60) days prior to the meeting.
3. The exact date and place of the meeting may be changed by the board of directors. Notice of the changes must be posted in two (2) public places in the Clark-Pioneer area at least fifteen (15) days prior to the meeting. A written notice will be sent to all known addresses in Clark, in addition to the membership list, notifying all residents of the meeting.
4. The order of business will be as follows:
 - a. Reading of the minutes of the last annual meeting and special meetings
 - b. Address of the President

- c. Reports of officers and committees
 - d. Business
 - e. Election of board members
 - f. Election of officers
5. Business shall be conducted according to Robert's Rules of Order.
 6. A quorum shall consist of the number of members present.

ARTICLE VIII: VOTING

1. Only those on the membership list will be allowed to vote.
2. No proxy voting will be honored. Members must vote in person.

ARTICLE IX: BYLAWS

1. Changes to the bylaws shall be effective when adopted by a majority vote of the board of directors and ratified by majority vote of the general membership at the next annual meeting.
2. The board of directors or any five (5) members of Clark Pioneer Recreation Project may propose amendments to these bylaws. The changes/amendments to the bylaws will go into effect when the above requirements are met.

ARTICLE X: CONFLICT OF INTEREST

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.
2. A conflict of interest transaction is not voidable if the transaction was fair at the time it was entered into or is approved as follows:
 - a. In advance of the vote of the Board, the material facts of the transaction and the Director's interest are disclosed or known by the Board.
 - b. The Directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation.

ARTICLE XI: RESTRICTIONS AND ACTIONS:

1. All assets and earnings of the CPRP shall be used exclusively for its exempt purposes, including payment of expenses incidental thereto. No part of any net earnings shall be used to the benefit of any employee of the CPRP or be distributed to its directors, officers, or any private person, except that the CPRP shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.
2. No substantial part of the CPRP's activities shall be for attempting to influence legislation, or interfere with any political campaign either for or against political candidates
3. Certain activities and expenditures are allowed if conducted in a non-partisan manner. These would include voter education activities, including presenting public forums and publishing voter education guides, as well as other activities intended to encourage people

to participate in the electoral process, such as voter registration and get-out-the-vote drives.

ARTICLE XII: DISSOLUTION

1. This corporation will in accordance with Article V of the Articles of Incorporation (Distribution of Assets upon Dissolution) distribute the assets in the event that the corporation ceases operations or disbands.

Specifically:

The ownership of the Recreation Community Center will revert to the Park County Parks and Recreation Board/Park County if the Clark Pioneer Recreation Project Corporation would either cease operation or disband.

CERTIFICATION

I HEREBY CERTIFY THAT THE FOREGOING changes to the bylaws which supersede the existing bylaws of Clark Pioneer Recreation Project, a Wyoming domestic nonprofit corporation, were adopted by the board of directors of said corporation as of November 7, 2015.

_____,
Secretary