

**FINAL REDLINE DRAFT AMENDED & RESTATED BYLAWS OF
THE UNIVERSITY OF WYOMING ALUMNI ASSOCIATION, INC.**

For Members on August 14, 2018

**ARTICLE I
NAME AND LOCATION**

Section 1. **Name.** The name of this organization shall be The University of Wyoming Alumni Association, Inc. (hereinafter “the Association”).

Section 2. **Location.** The location of the Association’s office shall be in Laramie, Wyoming at such place as may be designated by the Association’s Board of Directors (hereinafter “the Board”).

**ARTICLE II
PURPOSE**

The purposes and objectives of the Association shall be to promote the excellence, distinction and uniqueness of the University of Wyoming (hereinafter “the University”) to the people of the state, the nation, and the world and to foster a spirit of loyalty and community among its alumni, students, and friends today and tomorrow.

**ARTICLE III
MEETINGS**

Section 1 **Annual and Regular Meetings of the Board.** The Board shall hold at least two (2) regular meetings annually. One meeting should be held in the fall and the second meeting should be held in the spring at a time and place to be determined by the Board. The spring meeting shall constitute the Association’s annual meeting. During this meeting, the President and Treasurer shall report on the activities and financial condition of the Association.

Section 2. **Special Meetings of the Association.** Special meetings of the Association may be called on the initiative of the Board, and shall be called by the President if the holders of at least ten percent (10%) of the voting power of the Association sign, date and deliver to any Association officer one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings shall be held at the time and place determined by the President. The Executive Director shall forward notices of special meetings to members of the Association no later than thirty (30) days after the special meeting request and at least thirty (30) days prior to the date of any special meeting.

Section 3. **Special Meetings of the Board.** Special meetings of the Board shall be held at a time and place determined by the President, but not later than fifteen (15) days after the request

for such a meeting has been received by the Executive Director from at least six (6) members of the Board. The Executive Director shall forward notices of the meetings to the members of the Board via facsimile, email or US Mail at the contact address of each Director no later than fifteen (15) days prior to the date of any special meeting.

Section 4. **Assessments.** Assessments to meet the expenses of social meetings and reunions may be made upon guests in attendance.

Section 5. **Notices.** Unless waived, notice of each annual or special meeting of the Association, stating the time and place thereof, shall be published in one issue of the official publication of the Association, shall be mailed to the members of the Association by United States mail or sent via email and shall be posted on the Association's website and published in the monthly alumni eflash. If mailed or emailed, such notices shall be directed to each member at the address that appears in the records of the Association. In the case of special meetings of the Association, the purpose for which the meeting is called must be stated in the notice. Such notice must be published, mailed, emailed, or posted on the website not less than thirty (30) days and not more than sixty (60) days prior to any meeting. Any voting member, either before or after any meeting, may waive any notice required ~~to be given~~ by law or pursuant to these Bylaws.

Section 6. **Quorum for a Special Meeting of the Association.** The number of voting members of the full Association present or represented ~~electronically by proxy~~ shall constitute a quorum at any annual or special meeting of the Association, and a majority of such quorum shall have power to transact any business and to take action on any matter properly coming before the meeting. ~~Electronic votes~~ Written proxies shall be recognized in determining a quorum and in ~~counting~~ taking all votes.

Section 7. **Electronic Voting.** The Executive Committee, under the direction of the President, may determine a topic or issue has arisen that is of such an urgent nature as to require immediate attention of the full Board. Any vote that is permitted at a Board of Director's meeting may be taken electronically, without a meeting, if the provisions of the Electronic Voting Policy are met. The Executive Committee shall present an Electronic Voting Policy to the full Board for approval. Wyoming law, Section 17-16-820, governs electronic meetings and votes and the Association Policy shall comply with current Wyoming law. Voting by proxy is not allowed under Wyoming law.

Section 8. **Electronic Attendance.** The Board may allow a Director to attend a meeting or a Special Meeting electronically so long as such attendance is pre-approved by the President and follows the Electronic Attendance Policy. An Electronic Attendance Policy shall be presented to the Board by the Executive Committee and approved by the full Board. Any votes taken at the meeting attended electronically shall constitute Electronic Voting as set forth in Article III Section 7.

Section 9. **Executive Session.** Upon motion and approval of a majority of the voting Directors present, the Board may go into executive session for purposes of discussion and

recommendation concerning proprietary/confidential matters; personnel matters, property matters, litigation, and matters which are subject to attorney/client privilege. Ex officio members and non-Board members shall not attend executive sessions of the Board unless directed to do so by the President of the Board.

ARTICLE IV MEMBERS

Section 1. **Classes of Members.** Members of the Association shall be divided into two classes as follows:

- a. Voting Members
- b. Non-Voting Members

Section 2. **Voting Members.** This class of members shall include graduates and former students of the University who have satisfactorily completed one quarter, semester or summer school at the University and who are not delinquent in payment of their dues. By majority vote, the Board may establish different types of voting memberships.

Section 3. **Non-Voting Members.** This class of members shall include the following:

- a. Members of the University's Board of Trustees,
- b. The President of the University,
- c. Recipients of University honorary degrees, and
- d. Associate members of the Association.

~~Additionally, the Board may select as Honorary Members of the Association such other persons who have rendered outstanding service to the University or the Association. Nothing herein shall be construed to preclude any such Honorary Member from being a Voting Member of the Association if eligible to be such a member.~~

Section 4. **Rights of Members.** All alumni shall have the right to have their names published in the records of the Association. However, the voting power and the privilege of holding office in the Association shall rest exclusively with the Voting Members of the Association who are not delinquent in the payment of their dues, if any. All alumni have the right to privacy and all prepared lists, labels, and computer data of alumni shall be considered confidential and shall be used for the sole purpose of benefiting the University or the Association.

ARTICLE V MEMBER DUES

Section 1. **Annual Dues.** Annual member dues (single or joint) shall be at the amount indicated by vote of the Board. ~~Honorary members shall not be required to pay dues.~~

Section 2. **Life Dues.** Life member dues shall be set at the amount indicated by vote of the Board. Single or joint life member dues may be paid in a lump sum or by payment of equal annual installments over a period not exceeding five (5) years.

~~Section 3. **Evidence of Membership.** Upon receipt of a member's dues, the Association shall issue a membership card or other suitable evidence to its members. Such card shall indicate whether the member is an active member or a life member.~~

Section 3. **Annual Dues Year.** A member's annual dues year shall be a fiscal year, which shall be established upon receipt of dues payment by the Association. The dues year shall be set annually from date of payment. ~~Renewals shall be billed in advance of an individual's fiscal expiration date.~~

Section 4. **Use of Association Dues.** All annual dues payments and a portion of the life dues payments as may be authorized by the Board, shall be used for general operating expenses of the Association. After subtracting that portion of the life dues payment authorized for operating expenses, the balance of all life dues payments may be deposited, invested and administered in the Life Membership Endowment Fund as directed by the Board.

ARTICLE VI BOARD OF DIRECTORS

Section 1. **Members of the Board of Directors.** Except as provided by law or the Articles of Incorporation or the Bylaws of the Association, all corporate powers shall be exercised by or under the authority of, the members elected by the Voting Members of the Association, the Executive Director, Treasurer, Secretary, President and Immediate Past-President. The members of the Board shall be elected to serve for up to two successive three-year terms (and until their successors have been notified of the effective date for their terms to begin.) He/she will be voted on by the board for the second term. The terms of office of approximately one-fourth (1/4) of the Board shall expire each year. The three-year term set forth does not apply in the case of a director being elected to the office of President or President-elect in his/her third year. He/she may continue to serve as President-elect, President and Immediate Past-President. Each Board member shall be eligible to be re-elected to the Board after a two-year absence from the board.

Section 2. **Geographic Area Composition of the Board.** ~~The Board shall be composed of one (1) voting member from each of the state's twenty three counties; one (1) voting member each from the states of Colorado (outside the Denver Metro area), Montana, Nebraska and Utah; two (2) voting members from the Denver, Colorado Metro area and one (1) from North or South Dakota; two (2) voting members each from the following areas: Northwest, Southwest, Northeast, and Southeast and two (2) voting members representing young alumni. The young alumni representatives must be recent graduates of the University of Wyoming and under the age of thirty (30) at the time of their election. The Board shall be composed of one (1) voting member from each of the state's nine (9) Wyoming Judicial Districts as designated by the State (See Appendix A) for a total of nine (9) Directors; and one (1) Director selected from each of~~

the following United States geographic regions: NorthwestFar West, Southwest, Northeast, and Southeast, Colorado and Neighboring States region, defined as Idaho, Nebraska, Montana, North and South Dakota and Utah (See Appendix B). In addition, the Board of Directors will appoint one (1) Young Alumni at-large director and may appoint up to three (3) additional at-large positions. The at-large directors may be from Wyoming or out of state as more fully described in Section 6 below. The Young Alumni director must be thirty (30) years of age or younger at the time of appointment. However, in no case may the number of out of state Directors exceed the number of Directors residing in Wyoming. Each elected Director shall be qualified and selected based on their ability to assist the Association in accomplishing its strategic goalsmission.

Section 3. Powers and Duties. The Board shall control the general powers of the Association as set forth in the Wyoming Nonprofit Corporation Act. It shall be the duty of the Board to manage the business and affairs of the Association pursuant to the purpose of the Association as set forth in its Articles of Incorporation. The Board of Directors shall have the principal fiduciary and oversight responsibility for the Association. The Board, as a body and not the individual members, shall have such power and authority necessary to perform its responsibilities including, but not limited to, (i) establishing policies and goals to accomplish the mission and purpose of the Association as set forth in the Bylaws; (ii) monitoring the strategic planning process; (iii) monitoring the financial affairs of the Association; (iv) enhancing the Association's public standing; (v) ensuring legal and ethical integrity; (vi) ensuring an internal financial audit of the Association is performed annually; and (vii) employing the Executive Director of the Association.

Section 4. Funds. The Board shall have control of all funds of the Association provided that the income only from invested life dues may be expended by the Board; funds shall be enlarged and invested by the Board according to the laws of the State of Wyoming. Contributions for any permanent alumni fund shall be handled under the restrictions of this section.

Section 5. Election of Geographical Area Directors.

a. **Eligibility.** Only Voting Members in good standing are eligible to be nominated for the Board. ~~With the exception of the two (2) voting members representing the young alumni, no two (2) directors from the same Wyoming county or the same city from an out of state region can serve at the same time. While they are considered at large members, only one (1) young alumni may serve from a given Wyoming county or out of state region at the same time. If an existing young alumni director relocates to a Wyoming county or out of state region where another alumni director already resides, both will be allowed to complete their respective terms. The foregoing notwithstanding,~~ The continuation in office as director of the President or Immediate Past President shall not change or affect in any way the eligibility of other directors. No former board member shall be nominated until that person has been out of office as a director for two (2) years once that board member has completed his/her second consecutive 3-year term.

b. **Nominations.** Any Voting Member may make nominations for the Board to the Nominating Committee by January 31 each year. In the event no candidate is nominated from a particular ~~county/area~~ judicial district/area, the Nominating Committee may nominate qualified candidates for membership on the Board. The Nominating Committee, at its sole discretion, shall name a slate of nominees for membership on the Board. The total number of nominees on the ballot shall at least be equal to the number of vacancies.

c. **Ballot.** A ballot containing ~~a slate of~~ nominees by geographical area, selected by the Nominating Committee shall be provided by United States mail, ~~or~~, sent via email, and shall be posted on the Association's website and published in the monthly Alumni e-Flash. The ballots will direct Association members the Association website to vote electronically. Only ballots submitted with membership labels shall be accepted. Said ballots shall not be recognized as a vote or a proxy to vote unless received by the Association at its principal office, properly marked and signed, by 5:00 P.M. of the day designated as the deadline.

d. **Tellers.** An Election Board Committee appointed by the President shall count the return ballots. That committee shall verify the count of all votes for membership on the Board, whether such votes are submitted in person or by proxy. This committee is not restricted to members of the board. The ~~slate of~~ directors shall be installed if approved by ~~the voting member~~ a majority of the votes cast. ~~If the slate is not approved, the Nominating Committee will reconsider all other nominees and put forth another slate of candidates prior to the September board meeting.~~ The election results shall be reported on the Association's website and published in the monthly Alumni e-Flash within 30 days of the close of voting.

Section 6. **Appointment of At-Large Directors.** Board Members The Board of Directors will appoint one (1) Young Alumni at-large director and may appoint up to three (3) additional at-large positions. At-large Directors may be from Wyoming or out of state; **however, under no circumstance may the number of out of state Directors exceed the number of Directors residing in Wyoming.** Nominees must be Voting Members of the Association. The Nominating Committee shall present qualified candidates at either the regularly scheduled fall or spring board meetings for consideration by the full board. Candidates receiving approval by a majority of directors in attendance will begin their terms effective **immediately.** **At-large directors shall have the same three (3)-year terms as geographical Directors and are voting members of the Board.**

Section 7. **Ex-Officio Members.** In addition to the duly elected or appointed members of the Board, the Board shall include the following non-voting ex-officio members:

- a. The Executive Director of the Alumni Association;
- ~~a.b.~~ Emeritus Director(s) of the Alumni Association;
- ~~b.c.~~ The President of the University or his/her duly designated representative;
- ~~e.d.~~ A member of the Board of Trustees of the University on a one (1) year term;
- ~~d.e.~~ The Executive Director of the Cowboy Joe Club or a duly designated representative of the club's board;

e.f. A representative of the University's Foundation or a duly designated member of the board.

f.g. The University of Wyoming Vice President of Student Affairs or a duly designated representative.

Section 8. Emeritus Directors The Board may, by majority vote, appoint as Emeritus Directors former members of the Board whose longtime service to the Association will continue to benefit the Association. Emeritus Directors shall be non-voting members of the board, but may attend any Board meeting or function. The term shall be 3 years from date of appointment. As non-voting members, Emeritus Directors do not affect the number or geographic origin of directors on the board at any given time.

Ex-officio members shall not be able to hold office or vote regardless of membership status in the Association.

Section 9. Arrangements. The Board and individual members of the Board shall have charge of the arrangements and expenses of their meetings, reunions and social meetings, and they will determine the dates and character of these meetings.

Section 10. Quorum of the Board. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Board of Directors, and a majority of such quorum of directors shall, unless otherwise provided by law, the Articles of Incorporation or the Bylaws of the Association, have power to act on any matter within the jurisdiction of the Board of Directors. Withdrawal of any Board member(s) from a meeting after said meeting has been called to order shall not cause a quorum to cease to exist. Once a quorum is present, the acts of the majority of those present and voting at the time of the vote shall constitute the acts of the entire Board.

Section 11. Vacancies. Vacancies on the Board shall be filled by any eligible person elected by a majority vote of the Executive Committee of the Board. Article VI Section 5.A. of these Bylaws notwithstanding, if the balance of the term is two (2) years or less, said replacement director is eligible to be re-appointed for three (3) more years, subject to vote by the board at a regularly scheduled board meeting.

Section 12. Removal or Resignation of Directors. Any director, by notice in writing to the Board, may resign. A resignation is effective when the notice is given unless the notice specifies a future effective date. Failure of any director to attend two (2) consecutive regular meetings of the Board without good cause shall be deemed a voluntary resignation if accepted by a majority of the full Board. A director elected by members may be removed by the Board only at a special or regular meeting of the Board called for the purpose of removing the director and the meeting notice shall state the purpose, or one (1) of the purposes, of the meeting is removal of the director.

Section 13. Committees. The Board shall designate strategic, well-functioning committees that support the board by either handling responsibility for a specific Association function or

servicing in a needed capacity. Committee work requiring action must be specifically authorized by the full Board, or committee recommendations must be voted on by the full Board at the next regularly scheduled meeting. A Board Member shall chair all Board committees; however, non Board Members who are voting members of the Association are eligible to serve on committees. The standing committees of the Board shall consist of the Executive Committee, Nominating Committee and Investment, Finance and Audit Committee. The duties and obligations of the committees shall be enumerated in the Director Handbook.

a. The Executive Committee shall be composed of ~~13~~ nine (9) Directors, ~~who are presented by the Nominating Committee to the full Board at the April meeting and voted on at that meeting by the full Board.~~ The term of the Executive Committee shall be one (1) year, except that of the President and President Elect, who shall be on the Executive Committee for both years of his/her term as President. The Executive Committee members shall be the current President, Immediate Past President, ~~President-Elect,~~ Treasurer, Secretary, ~~one at large director designated as a Vice-President and three (3) additional Board members selected at the spring Board meeting, and the Executive Director the 8 Vice Presidents.~~ The Executive Director shall be a non-voting member of the Executive Committee. The Executive Committee is specifically delegated the authority to act on behalf of the Board on matters requiring Board action between regularly scheduled meetings and when the Board cannot be practically convened. The Executive Committee shall not overrule, reverse, or change the previous acts of the full Board without subsequent Board approval. The Executive committee shall exercise this authority judiciously and with restraint. All such action taken by the Executive Committee shall be reported to the Board at the next regularly scheduled meeting.

b. The Nominating Committee shall be composed of the President, ~~Past President~~ President-Elect, three (3) at large members from the Board and the Executive Director. The Nominating Committee candidates shall be presented at and voted on at the spring meeting of the Board. The term of the Nominating Committee shall be one (1) year.

c. The Investment, Finance and Audit Committee shall be composed of the President, Treasurer and one (1) Board member appointed by the President. The Association Business Manager and Executive Director shall be Ex-Officio members of the Finance Committee. The term of the Finance Committee shall be one (1) year.

The Board may shall designate standing committees from time to time, as needed and specifically designate a task or purpose for such standing committee. Standing committees shall be formed and disbanded at the direction of the full Board. The President, with the approval of the Board, shall make committee appointments immediately following Board elections.

Section 14. **Compensation.** The Board shall serve without compensation.

ARTICLE VII OFFICERS

Section 1. **Composition and Number.** The Association shall have ~~thirteen~~ five (15) officers. The officers of the Association shall consist of a President, President-Elect, ~~the immediate Past President,~~ ~~eight~~ Vice-Presidents, Treasurer, Secretary, and the Executive Director as an ex-officio member. Such other officers as may be deemed necessary may be elected or appointed by the Board. The Past President will not be an officer; however, he/she shall serve for one (1) year following his/her two-year Presidential term and will be a voting member of the Board.

Section 2. **Eligibility.** Only members of the Board shall be eligible to be elected President, President-Elect and Vice-Presidents. ~~To be eligible for the position of President Elect a board member must have served as a Vice-President. -The President He/she~~ may be elected to this position through the ~~fourth~~ final year of ~~his/hers~~ term as a ~~D~~irector. To be eligible for ~~Vice-President~~ an officer position, the director must have attended two regular Board meetings within the preceding two years.

The Executive Director shall be a resident of Albany County during that person's tenure in office.

Section 3. **Election, Hiring, and Appointment.** With the exception of the Executive Director, the officers of the Association shall be elected at the Association's annual spring meeting. The officers shall be elected by a majority of the members of the Board present at an annual, regular or special meeting of the board. Said election shall be by secret ballot. In case of a tie vote, the Executive Committee will, by means of a coin toss, select one of the nominees. The Board of the Association shall hire the Executive Director. The ~~eight (8)~~ Vice-Presidents shall be elected from a pool of all of the eligible board members.

Section 4. **Term of Office.** The President ~~and~~ President-Elect, ~~immediate Past President and the Vice-Presidents,~~ shall hold office for a term commencing upon election and continuing for a period of ~~one~~ two (2) years and until their successors are elected and qualified. The Immediate Past-President shall serve for one (1) year following his/her two-year presidential term and will be a voting member of the Board but will not represent a specific geographic region. Only the Vice-Presidents, and Treasurer and Secretary are eligible for the same office for more than one consecutive year. The Vice-President, Treasurer and Secretary shall hold office for a term of one (1) year, commencing upon their election and until their term either expires or a successor is elected. ~~The Treasurer and Secretary shall serve at the pleasure of the Board until a successor is appointed.~~ The Executive Director shall serve at the pleasure of the Board, provided that not less than sixty (60) days notice shall be given him/her in case of dismissal, subject to all terms and conditions of the Executive Director's employment agreement with the University.

Section 5. **Vacancies.** Except for the Executive Director, vacancies among the officers shall be filled by vote of a majority of the members of the Board present at a meeting at which a

quorum of directors exists. Persons so elected shall serve the uncompleted term of the vacating officer.

Section 6. **Removal or Resignation of Officers.** Any officer, by notice in writing to the Association, may resign. A resignation is effective when the notice is given unless the notice specifies a future effective date. Any officer may be removed from office with or without cause upon the affirmative vote of three-fourths (3/4) vote of the Board present at a meeting where a quorum of directors exists.

Section 7. **Duties of the President.** The President shall preside at all meetings of the members, of the Board and the Executive Committee, shall have general charge of and control over the affairs of the Association, subject to the direction and control of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board or by the Bylaws of the Association.

Section 8. **Duties of the President-Elect.** In the absence of the President or in the event of the President's death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Such succession will in no way reduce the President-Elect's term as President.

Section 9. **Duties of the Vice-Presidents.** The Vice-Presidents shall serve as a member of the Association's Executive Committee and shall perform such duties as the Board, President or the Bylaws may prescribe. In case both the President and President-Elect are absent, or unable or refuse to perform their duties, the Vice Presidents ~~may appoint one of the Vice Presidents~~ shall serve as president pro-tempore.

Section 10. **Duties of the Treasurer.** In coordination with the Executive Committee and the Executive Director, the Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the direction of the Board or provisions of these Bylaws; direct the Life Membership Endowment Finance, Investment and Audit Committee, including monitoring compliance with Investment Policy and communicating with the investment advisor; and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board.

Section 11. **Duties of the Secretary.** The secretary shall be responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes should include at a minimum: date, time and location of meeting; list of Directors present and absent; list of guests; list of items discussed; list of reports presented; text of motions presented and description of their disposition. The minutes of each meeting of the Board shall be kept at the principal place of business of the Association. The Secretary shall sign a copy of the final, approved minutes and shall ensure that this copy is maintained in the corporate records.

Section 12. Duties of the Immediate Past-President. The Immediate Past-President shall continue to serve as a voting member of the Board and of the Executive Committee for one year following his/her term as President. In the absence of the President and President-elect or in the event of the President's and President-elect's death, inability or refusal to act, the Immediate Past-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Such succession will in no way reduce the Immediate Past-President's term as President.

Section 13. Duties of the Executive Director. The Executive Director shall, subject to the supervision of the Board and the President, be the Chief Administrative Officer of the Association and have overall charge of the day-to-day affairs of the Association. The Executive Director shall be responsible for maintaining and supervising the staff of the Association; for planning and coordinating the various programs of the Association; for procuring, managing of and accounting for the funds of the Association (except to the extent such duties are specifically assigned by the Board to the Treasurer); collecting, preserving and disbursing the dues and other funds of the Association; supervising the publications of the Association; seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keeping a register of the mailing and electronic mail address of each member; maintaining and preserving the records of the Association in conjunction with the Secretary; serving as the custodian of all books, papers, and property of the Association, except such as may relate to the Treasurer; and being responsible for such other duties as the Board shall from time to time prescribe. The Executive Director shall be a member of all committees, ~~except the nominating committee.~~

Section 14. Compensation. The officers of the Association, except the Executive Director, shall serve without compensation. The outgoing President and ~~incoming~~ President-Elect, in conjunction with the University of Wyoming, shall fix from time to time the compensation of the Executive Director.

ARTICLE VIII OFFICIAL PUBLICATION

The Association shall publish an official publication devoted to the interests of the Association and of the University under such name and at such times as shall be determined by the Board. The Board may publish such other publications as it may deem proper and will determine the rates of subscription. The Board may accept subscriptions for publications of the Association from persons not members of the Association. Advertising may be solicited and charge made for same. Official publications may include print and electronic publications.

ARTICLE IX
LIABILITY, TAX STATUS AND DISSOLUTION

Section 1. **Debt Liability.** Any indebtedness of the Association must be approved by at least two-thirds (2/3) of the elected members of the Board.

Section 2. **Personal Liability.** The members of the Association, its Board of Directors and its officers, shall not be personally liable for the debts or obligations of the Association. Additionally, the Association shall indemnify its officers and directors for all reasonable expenses incurred as a result of being named a party to a proceeding solely because he or she was a director or officer of the Association. Nothing herein shall limit indemnification under any other circumstances deemed appropriate by the Association and its Board.

Section 3. **Director's and Officer's Insurance.** The Association shall maintain, at the expense of the Association, Directors and Officer's liability insurance covering each Director for his/her term. A copy of the certificate of insurance shall be sent by electronic mail to each Director prior to the September meeting of the Board each year. A copy of the policy shall be kept in the Association office with the books and records of the Association.

Section 4. **Tax Status.** The Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 5. **Dissolution.** The Association may be dissolved only by a two-thirds (2/3) vote of the Voting Members present at the duly called special meeting of the Association called for the purpose of dissolving the Association and the meeting notice shall state the purpose, or one (1) of the purposes, of the meeting is dissolving the Association followed by an affirmative vote of a majority of the Board. Upon dissolution and final liquidation of the Association, the Board shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Association, distribute all of the remaining assets of the Association to one or more of the following as the Board shall determine: (a) a qualified not-for-profit 501 (c) (3) organization which may be created to succeed the Association and/or; (b) the University of Wyoming.

ARTICLE X
MISCELLANEOUS PROVISIONS

Section 1. **Fiscal Year.** The fiscal year of the Association shall be from the first day of July each year to the last day of June of the next calendar year.

Section 2. **Parliamentary Procedure.** The Robert's Rules of Order shall govern matters of procedures in parliamentary practice not covered in the Articles of Incorporation or Bylaws of the Association.

ARTICLE XI
RIGHT TO RECEIVE PROPERTY

The Association shall have no stock and shall never exist for the pecuniary profit of any of its members, but shall aim to accomplish the objects set out in Article II hereof, and for that purpose may receive, hold, enjoy, disburse, encumber, lease, convey or otherwise alienate all kinds of property, both real and personal.

ARTICLE XII
AMENDMENTS

Amendments to these bylaws, except for composition of the Board, may be approved by a majority vote of the Board. The Executive Director shall forward notices of the proposed amendments of the bylaws to the members of the Board no less than ten (10) days prior to the date of any regular or special board meeting in which the board will act on the amendments.

For amendments to the bylaws affecting the composition of the Board, the Executive Director shall forward notices of the proposed amendments of the bylaws to the members of the Association no less than thirty (30) days prior to the date of any regular or special board meeting in which the board will act on the amendments. An amendment to the Bylaws shall be adopted if approved as follows: (a) by a majority two-thirds (2/3) vote of the Board or (b) by the Voting Members by two-thirds (2/3) of the votes cast.

All previous Bylaws of this Association are hereby expressly repealed and these shall be the official Bylaws of this Association after the date of adoption (will insert date if approved by UWAA board on September 15, 2018 and approved by UWAA members by vote ending September 30, 2018.

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SIGNATURE PAGE TO AMENDED AND RESTATED BYLAWS OF
THE UNIVERSITY OF WYOMING ALUMNI ASSOCIATION

Revised and Amended _____.

I, the undersigned, certify that I am the _____ of the Association, and the above Amended and Restated Bylaws, consisting of ~~14~~16 pages, are as adopted at the meeting of the Board of Directors held on _____ in _____, WY.

Dated: _____

By: _____

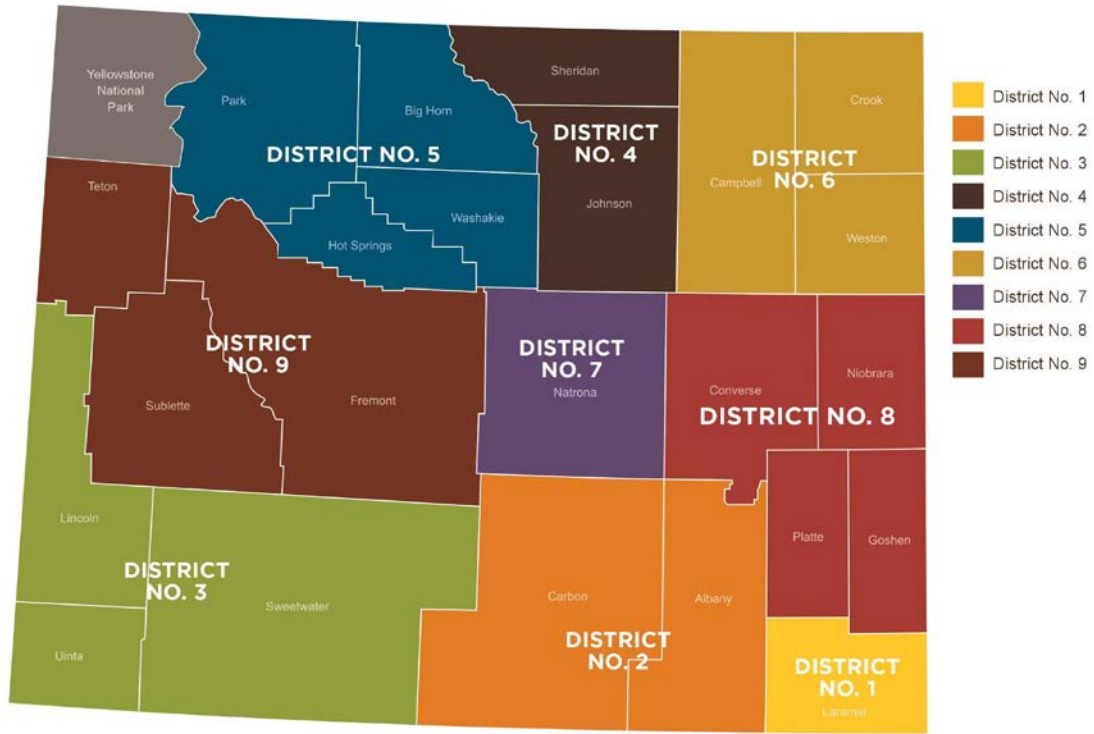
Print Date _____

Print Name: _____

Title: _____

DRAFT

Appendix A
Article VI, Section 2
Nine (9) Wyoming Judicial Districts



DRAFT

Appendix B
Article VI, Section 2
Representation Outside of Wyoming

