

BYLAWS  
FRIENDS OF SOUTH PASS

~~Adopted 8.22.15~~

Proposed adoption 8/05/2023

*Draft of Revisions 2/02/2023*

*New Language*

~~*Deleted language*~~

ARTICLE I  
NAME

The name of this organization shall be the FRIENDS OF SOUTH PASS

ARTICLE II  
PURPOSE

~~The purpose of this organization shall be to receive, administer, disburse funds for tax-exempt/charitable purposes, assist with historic activities and educational programs and with the acquisition of historic artifacts which contribute to the preservation and promotion of the South Pass City State Historic Site?~~

The purpose of this organization shall be to assist with historic activities and educational programs and with the acquisition of historic artifacts which contribute to the preservation and promotion of the South Pass City State Historic Site. The association will also receive, administer, and disburse funds for tax-exempt/charitable purposes.

ARTICLE III  
MEMBERSHIP AND DUES

SECTION 1 - ELIGIBILITY:

Membership in this organization shall be open to all persons who are interested in the FRIENDS OF SOUTH PASS upon payment of annual dues. Members are in good standing as long as they pay their dues.

SECTION 2 - DUES:

Dues shall be payable to the Secretary or Treasurer. Dues are not refundable. Membership period shall be twelve (12) months beginning in the month payment is received by the Friends of South Pass. Any member whose dues are in arrears may be suspended from membership.

SECTION 3 - SCHEDULE OF DUES SHALL BE:

The schedule of dues shall be established by the Board of Directors and reviewed annually.

SECTION 4 - BALLOTING:

The Nominating Committee shall present a ballot in written and electronic form for the election of a Directors and Officers 30 days prior to the Annual Membership Meeting. A brief resume of each candidate proposed shall be included and a space for write-in votes shall be provided.

#### SECTION 5 - RIGHTS AND PRIVILEGES OF MEMBERSHIP:

All memberships shall be voting members, shall have the right to hold office and shall be retained on the mailing list if they are in good standing. Each voting membership shall have one (1) vote by voice, ballot, electronic ballot or proxy. Proxy votes must be assigned to a designated voting member in a signed and dated notice, specifying the date of the meeting in which the proxy vote is to be cast.

### ARTICLE IV LEADERSHIP AND DUTIES

#### SECTION 1 - OFFICERS:

Officers of this organization shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

#### SECTION 2 - ELECTION:

Election of Officers and ~~one (1) Director~~ **Directors as needed**, shall be held at the annual meeting. Officers elected at the annual meeting shall take office on January 1 of the following year. ~~Officers to be elected shall include a President, a Vice-President, a Secretary, and a Treasurer and one (1) Director.~~ The Nominating Committee shall propose a slate of officers from the membership.

#### SECTION 3 - NOMINATING COMMITTEE:

The Nominating Committee shall consist of the immediate past-president and two members of the Board of Directors appointed by ~~the current President?~~ **the immediate past president.**

#### SECTION 4 - BALLOTING:

The Nominating Committee shall present a ballot for the election of a Director and Officers to be mailed out 30 days prior to the Annual Membership Meeting. A brief resume of each candidate proposed shall be included and a space for write-in votes shall be provided. ~~Voting shall be only by written ballot.~~

#### SECTION 5 - QUALIFICATIONS FOR OFFICE:

To qualify for office in this organization, the ~~member must hold a voting membership?~~ **Officer must be a dues paying member of the organization.**

#### SECTION 6 - TERM OF OFFICE:

The President, Vice President, Secretary and Treasurer shall be elected for one (1) one year term. No officer shall serve more than ~~three (3)~~ **Five (5)** consecutive terms in the same office. ~~One Director shall be elected each year for a three (3) year term.~~ **Directors shall be elected for a three (3) year term.**

#### SECTION 7 - UNEXPIRED TERM OF OFFICE:

Upon resignation or death of the President before expiration of their term, the Vice-President

shall be the acting President until the next annual election. The unexpired term of any other office shall be filled by appointment of the President.

#### SECTION 8 - BOARD OF DIRECTORS:

The Board of Directors shall be comprised of the ~~three (3) Directors, the Officers and the superintendent of the South Pass City State Historic Site, ex officio.~~ Officers, at least 3 and no more than 5 directors, and the superintendent of South Pass City Historic Site as ex officio. Any member of the Board of Directors may call a Board of Directors meeting. A majority of the Board of Directors must be present in order to conduct business. Minutes of these meetings shall be available at the next meeting of the general membership.

#### SECTION 9 - DUTIES OF BOARD OF DIRECTORS:

The Board of Directors shall:

- a. Approve purchases of over ~~seven hundred fifty dollars (\$750.00).~~ two thousand dollars (\$2,000.00)
- b. Organize membership drives,
  - a. ~~Assemble a quarterly newsletter to be mailed to full membership?~~ \*staff
- c. Plan future goals for this organization,
- d. A Director may be an authorized signatory on all bank accounts,

#### SECTION 10 - DUTIES OF THE PRESIDENT:

The President shall:

- a. Preside at all meetings of the Board of Directors, and or membership,
- b. May be an authorized signatory on all bank accounts,
- e. ~~May~~ Appoint an auditing committee of ~~three (3) members of the Board of Directors at the October meeting~~ for auditing the Treasurer's books with a report to be given ~~at the February meeting of the ensuing year~~ to the board of directors.
- d. Appoint other committees as deemed necessary,
- e. Be a member, ex-officio, of all committees,
- f. Advise the Vice-President at all times concerning matters pertinent to the operation of this organization,
- g. Perform all other duties incident to the office and have such other powers and duties as may be assigned by the Board of Directors.

#### SECTION 11 - DUTIES OF THE VICE-PRESIDENT:

The Vice-President shall:

- a. Preside in the absence of and act for the President, performing all duties and exercise all powers of the President's office, giving the President a full written, report,
- b. May be an authorized signatory on all bank accounts,
- c. Perform such duties as may be delegated by the President and/or Board of Directors.

#### SECTION 12 - DUTIES OF THE SECRETARY:

The Secretary shall:

- b. Keep accurate minutes of all meetings,
- c. Give a copy of minutes of all meetings to the President ~~within~~ no less than two (2) weeks prior to the next meeting ~~meetings,~~
- d. May be an authorized signatory on all bank accounts,

- e. ~~Receive dues and issue membership cards~~ \*staff
- f. ~~Maintain a current membership list,~~ \*staff
- g. ~~Notify members of the annual meeting~~ \*staff
- h. Issue all members a copy of the Bylaws and all amendments upon request,
- i. Be responsible for all correspondence and keep a copy on file,
- j. Perform all duties as may be delegated by the President and/or Board of Directors.

#### SECTION 13 - DUTIES OF THE TREASURER:

The Treasurer shall:

- a. ~~Co-sign checks with The President, Vice president, Secretary, or a Director~~
- b. Keep full and accurate records of all funds and financial transactions, and making a complete report at each regular meeting of this organization,
- c. Pay all expenses ~~by check only,~~
- d. Will file State Sales/Use Tax forms, the Annual Corporation Report and any other forms as required by the State of Wyoming and/or the Internal Revenue Service,
- k. ~~Maintain a record of donations and mail each donor a letter of acknowledgement for cash or in-kind donations of \$50 or more,~~ \*staff
- e. Perform all duties as may be delegated by the President and/or Board of Directors.

#### SECTION 14 - DUTIES OF INDIVIDUAL BOARD MEMBERS

- a. All Board Members Shall be dues paying members of the Friends of South Pass
- b. Each board member will commit to serve as “Board Host” for one Friends of South Pass or South Pass City State Historic Site event.
- c. Each board member shall participate in at least one committee each year.

#### SECTION 15 – ATTENDANCE OF BOARD MEETINGS

- a. No board member may miss more than two (2) board meetings in one calendar year.

#### SECTION ~~14~~ 16 - COMPENSATION TO OFFICERS & DIRECTORS:

There shall be no compensation paid to any officer or director for performance of duties. The Board of Directors will approve mileage allowance and/or any other expenses that may be incurred in an official capacity on behalf of this organization. **Mileage will be paid at the current IRS stated amount.**

#### SECTION ~~15~~ 17- REMOVAL OF OFFICERS OR DIRECTORS:

An officer or director of this organization may be removed at any time for cause and/or failure to attend meetings without reasonable cause by affirmative vote ~~of two-thirds (2/3) vote~~ of the Board of Directors.

### ARTICLE V MEETINGS

#### SECTION 1 – BOARD MEETINGS:

- a. ~~Board Meetings shall take place in February, April, June, August and October.~~ **November.**  
~~The secretary will notify board members of the time, method and location of the meeting.~~

*\*staff*

Meeting may take place via conference call. ~~A minimum of two meetings per year shall be in person?~~

#### SECTION 2 – ANNUAL MEMBERSHIP MEETING

For the purpose of electing officers and members of the board of directors, as well as any other business relevant to the membership, an annual membership meeting shall be held. ~~take place third Saturday of August, at South Pass City State Historic Site.~~ Meeting time and date will be at the discretion of the Board of Directors with a minimum of 30 days' notice given to the membership.

#### SECTION 3 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS OR MEMBERSHIP:

Special meetings may be called at the discretion of the President and/or Board of Directors.

#### SECTION 4 - QUORUM:

Voting for Officers and Directors shall be by **paper or electronic** ballot. A simple majority of ballots cast shall constitute a quorum. ~~All voting memberships are urged to attend the Annual Membership Meeting when the annual election of officers shall take place.?~~

### ARTICLE VI

#### DEPOSIT AND AUDIT OF FUNDS AND BOOKS AND RECORDS:

##### SECTION 1 - DEPOSIT OF FUNDS:

All funds of any kind received by this organization from dues, donations, or any activities of this organization shall be deposited promptly in the name of the FRIENDS OF SOUTH PASS in bank or depository designated by the Board of Directors.

##### SECTION 2 - DISBURSEMENT OF STORE NET PROFIT:

Ten (10) percent of the annual (January 1 to December 31) store profit (~~including all store and fee booth merchandise~~) shall be deposited into the FRIENDS OF SOUTH PASS UNRESTRICTED ENDOWMENT FUND. An additional ten (10) percent of the same said profit shall be deposited into the FRIENDS OF SOUTH PASS PROJECT FUND.

##### SECTION 3 - AUDITING AND BONDING:

All books, records and funds shall be subject to inspection and audit at any time by the Board of Directors and/or an auditing committee. The FRIENDS OF SOUTH PASS may bond officers as may be required. Auditing and bonding expenses shall be borne by the FRIENDS OF SOUTH PASS.

### ARTICLE VII

#### PARLIAMENTARY PROCEDURE

##### SECTION 1 - MEETING RULES:

Parliamentary authority for this organization shall be Robert's Rules of Order, Revised, unless otherwise prescribed by these Bylaws or by the Laws of the State of Wyoming.

### ARTICLE VIII

## AMENDMENTS TO BYLAWS

### SECTION 1 - AMENDMENTS:

These Bylaws may be amended at the annual or special membership meeting of this organization by a two-thirds (2/3) vote of the voting members present or represented by proxy, provided written notification has been given twenty-one (21) days prior to the meeting.

## ARTICLE IX APPROVAL AND ADOPTION OF BYLAWS

### SECTION 1 - EFFECTIVE IMMEDIATELY UPON APPROVAL:

These Bylaws of this organization shall become effective immediately upon approval by a vote of two-thirds (2/3) of the voting members present or represented by proxy at the annual or a special membership meeting

## ARTICLE X DISSOLUTION OF THE FRIENDS OF SOUTH PASS

### SECTION 1 - DISSOLUTION:

Upon the dissolution or winding up of the affairs (including liquidation of inventory) of the Friends of South Pass, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining cash, within its discretion, to the FRIENDS OF SOUTH PASS UNRESTRICTED ENDOWMENT FUND. Once final obligations are paid, administration of the Friends of South Pass Unrestricted Endowment Fund and the Wyoming Community Foundation, South Pass City Historic Site Endowment Fund #5088, will transfer to the Department of State Parks and Cultural Resources. Any further dividend or distributions from the Friends of South Pass Unrestricted Endowment Fund and the Wyoming Community Foundation, South Pass City Historic Site Endowment Fund #5088, must benefit maintenance or programs at the historic site.