

Wyoming Senior Olympics BY-LAWS

ARTICLE I: NAME

The name of this organization is Wyoming Senior Olympics.

Section 1. ORGANIZATON

Wyoming Senior Olympics is a non-profit corporation registered with the Wyoming Secretary of State. Funds to operate this Corporation shall be from the registration fees for senior athletes, grants, donations, fundraisers and sales of merchandise.

Section 2. MISSION STATEMENT

Wyoming Senior Olympics provides venues for sporting events for seniors in accordance with the National Requirements as set forth by the National Senior Games Association. Each year, games shall be hosted which shall provide a broad range of sporting activities in a safe and enjoyable environment.

ARTICLE II: SERVICES

Wyoming Senior Olympics d/b/a Wyoming Senior Games operates as non-profit under Section 501c(3) of the Internal Revenue Code of 1954. The services provided will be Wyoming Senior Olympics in the Summer and the Winter.

ARTICLE III: MEMBERS

Any senior who registers for events at the Wyoming Senior Olympics shall be a member in the Wyoming Senior Olympics corporation for the year following the registration payment. Members may vote in person at the Annual Meeting to elect Directors to the Board.

ARTICLE IV: BOARD OF DIRECTORS

Section. 1. Elected Board of Directors. Wyoming Senior Olympics shall be governed by an elected Board of Directors (“Board/Directors”) which shall consist of not less than nine (9) nor more than eleven (11) directors. Individuals under the age of fifty (50) may be elected to the Board, however a majority of the Board of Directors shall be fifty (50) years old or older. One of the Directors shall represent and be from the area hosting the Winter Olympics and one shall be from the area hosting the Summer Olympics. In electing Directors, every effort shall be made to keep the Directors diverse in terms of where they reside in the State.

Section 2. Nominations for Directors. Nominations for membership on the Board of Directors shall be made in accordance with guidelines for this process adopted by the Board. Directors shall be elected by a majority vote of the Directors and members in attendance at the Annual Meeting.

Section 3. Vacancies on the Board. Vacancies may be filled by a majority vote of the remaining Directors. Directors appointed in this manner shall serve until the next Annual Meeting election. A Director appointed to fill the term of another Board member shall serve the remainder of the term.

Section 4. Term of Office for Directors. Directors shall serve three (3) year terms. Directors may be elected to successive terms.

Section 5. Removal of a Director. A Director may be removed by majority vote of the Directors. A Director who misses three (3) meetings in a year without being excused shall be removed by operation of these By-Laws and the President shall send a written notice to the Director that the Director has been removed. A Director may be removed for any reason.

Section 6. Resignation. A Director may resign by submitting written notice to the President.

Section 7. Duties of Directors. Directors shall be responsible for the operation of the Corporation in an effective manner. He/she shall act in a fiduciary capacity on behalf of the Corporation. Directors shall promote participation in the Wyoming Senior Olympics locally by participating in local promotional activities. He/she shall assist in recruiting members to the Board, as needed who will represent and advance the mission of the Corporation. Each Director shall participate in at least one Committee as chairman or assistant.

Section 8. Indemnification. The Corporation shall indemnify and hold harmless the Directors for all actions taken in good faith on behalf of the Corporation.

Section 9. Committees. The Board may create committees composed of the members of the Corporation and Directors as necessary to perform the functions of the Board. Appointments to committees shall be made by the President with approval of the Board. Committees shall consist of a Chairman and one to three members who are appointed by the Chairman. The Committee Chairman shall provide annual reports of the committee activities at the Annual Meeting. A committee shall not take binding actions on behalf of the Corporation without prior Board approval.

Section 10. Officers. Officers shall include President, Vice-President, Secretary and Treasurer. The Directors shall elect officers by majority vote. Officers shall be elected each year for a two-year term. Officers may be elected to successive terms. Officers duties:

- a. President. The President shall act as the chief executive officer with authority to act on behalf of the Wyoming Senior Olympics in an official capacity, subject to the authority given by the Directors. The President shall give a report at each meeting of the business conducted on behalf of WSO. The President shall preside over all meetings and shall be an ex-officio member of all committees. The President shall provide the Board an annual report each year regarding the condition of the Corporation. The President shall make recommendations for Board action as necessary. The President shall provide and update the Board on an ongoing basis regarding all aspects of the Corporation. The President shall serve as contact person for the National Senior Games National Association.
- b. Vice President. The Vice President shall assume the duties and responsibilities of the President in the event the President is unavailable, absent, suffers from a disability or has been removed. The Vice President shall also perform any duties as delegated to him/her by the President.
- c. Secretary. The Secretary shall attend all meetings of the Board and shall prepare and file minutes of the meetings. The Secretary shall act as the custodian of records for the Corporation which shall include: maintaining minutes, by-laws, rules, host city documents. He/she shall bring copies of the current by-laws, rules, host city documents, minutes for the past full year at each meeting. He/she shall provide notice as required in these By-Laws for all meetings of the Board. He/she shall distribute copies of reports and draft minutes prior to Board meetings. He/she shall compile information and qualifications about prospective Board Members for review before elections at the Annual Meeting. He/she shall be responsible for submitting current minutes and by-laws of the Corporation for posting on the website. The President may appoint an assistant secretary to assist the Secretary in performing the secretary's duties as needed.
- d. Treasurer. The Treasurer shall maintain complete and accurate books of the Corporation's financial transactions. The Treasurer shall deposit all income for the Corporation into Board designated Corporate accounts. The Treasurer shall pay expenses of the Corporation as authorized by the Board. The Treasurer shall provide current financial reports at each Board meeting. The Treasurer shall have computer software and budget management skills. The Treasurer shall provide a summary of all transactions by the Corporation during the previous year in the form of an annual financial report at the Annual Meeting. He/she shall ensure that all required forms are timely filed with the State of Wyoming and the Internal Revenue Service. An assistant treasurer may be appointed by the President to assist the

Treasurer in performing the Treasurer's duties as needed. The Treasurer must be bonded. If the assistant Treasurer handles any funds for the Corporation, the assistant Treasurer shall also be bonded. The Host City may also have a treasurer responsible for the financial transactions involved with hosting the Olympics.

- e. Delegation of Duties. The Officers may delegate the duties of one officer to another officer by majority vote of the officers. If the duties of the Treasurer are delegated in this matter, the person assuming the Treasurer's duties shall be bonded if that person handles any funds for the Corporation.
- f. Removal. Any officer of the corporation may be removed by majority vote of the Board.
- g. Conflict of Interest. No member of the Board shall take action on any issue in which they may have a pecuniary interest. If, at any time, a Board member believes that he or she cannot act as an independent representative of the Wyoming Senior Olympics, whether the conflict is financial or otherwise, the member shall declare a conflict and abstain from the discussion and the vote on that matter. If another Board member believes that a Board member has a conflict, that Board member shall bring it to the attention of the Board before the discussion and vote is held.

ARTICLE V: MEETINGS

Section 1. Annual Meeting. During the Summer Senior Olympics, the Board shall hold an Annual Meeting open to all Members. At the Annual Meeting, the Annual Report, Annual Financial Report, Election of Board Members and other business shall be conducted. The date and time of the Annual Meeting shall be provided at least thirty (30) days in advance of the Annual Meeting.

Section 2. Regular Meetings. In addition to the Annual Meeting, the Board shall hold at least three (3) meetings per year on dates specified in advance by the Board.

Section 3. Quorum. A majority of the current Board members shall constitute a quorum.

Section 4. Attendance. A Board member may attend a Board meeting by telephonic or electronic means.

Section 5. Special Meetings. Special Meetings of the Board may be held at any time to address matters specifically described in a Notice of Special Meeting. The Notice shall be provided to the Board members at least twenty (20) days in advance of

the special meeting. No matters not specifically described in the Notice of Special Meeting may be brought before the Board at a special meeting. The President or two directors acting together may call a special meeting by providing this written notice.

Section 6. Notice. Notice of meetings shall be provided by mail, e-mail, or other electronic means.

ARTICLE V. ANNUAL GAMES

Section 1. Host City. The Board shall select a Host City for the Wyoming Senior Olympics from among applicants no later than January of the year prior to the Host City assuming the responsibility for conducting the Wyoming Senior Olympics. Each Host City shall host the Olympics for two successive years. The second year shall be qualifying year for the National Senior Games.

Section 2. Host City Organization Guidelines. The Host city shall comply with the Wyoming Senior Olympics Host City Organization Guidelines.

Section 3. State Games Coordinator. The Host city shall designate a State Games Coordinator who shall be responsible for the Games and shall report to the Board at each meeting and as required in the Procedures Manual.

Section 4. Game Dates. The Host City shall select the dates for the Games with the approval of the Board.

ARTICLE VI: FINANCIAL POLICY

Section 1. Loans or Indebtedness. The Corporation shall not borrow money without prior approval of the Board. Property of the Corporation shall not be encumbered without prior approval of the Board.

Section 2. Signatory Authority. Checks shall be signed by two Directors. Persons who may have signatory authority shall include President, Vice-President, Secretary, Treasurer, a Director, and Executive Director as approved by the Board on all bank accounts held by the Corporation.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1. Executive Director: The Board may engage the services of an Executive Director to carry out the day-to-day operations of the Corporation as may be further described in a Job Description approved by the Board.

ARTICLE VIII: AMENDMENTS

Section 1: Amendments to By-Laws. These By-laws may be amended by majority vote of the Board. Amendments shall be submitted to the Board at least thirty (30) days in advance of the meeting held to consider the amendment.

ARTICLE IX: DISSOLUTION

Section 2: Dissolution of the Board: The Corporation may be dissolved by a two-thirds (2/3) majority vote of the members at a meeting held for this purpose with at least thirty (30) days written notice to the Directors and members. If the Corporation is dissolved, the Corporation shall adopt a plan of dissolution indicating to whom assets owned or held by the Corporation will be distributed after all creditors have been paid. Directors shall take steps to ensure that any funds remaining the Corporation are not used for the personal benefit of any individual.

These By-Laws. As revised were adopted at the Board meeting held on the 16th day of February, 2017, by majority vote of the Board.

These By-Laws, as revised were voted upon by the Members in attendance at the Annual Meeting of the Wyoming Senior Olympics Board of Directors on August 2, 2017.

_____	President	_____	Date
_____	Vice President	_____	Date
_____	Secretary	_____	Date
_____	Treasurer	_____	Date