**AGE-FRIENDLY LARAMIE BYLAWS**

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation shall be Age-Friendly Laramie.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This is a non-profit corporation and shall be operated exclusively for charitable, religious, educational, and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

Age-Friendly Laramie provides support and training to parties within Albany County, Wyoming that share the corporation’s goal of creating a safe and highly livable environments for people of all ages and abilities. Additionally, Age-Friendly Laramie organizes and implements aging-related activities that promote knowledge about healthy aging and aging in place for community members.

The specific objectives and purpose of Age-Friendly Laramie shall be:

1. To develop programs and services that support the preference of many older adults to remain and age healthfully in their Albany County communities.
2. To provide opportunities for older residents of Albany County to remain vital active members of their communities.
3. To sponsor, host and/or participate in events and activities that promote age-friendliness throughout Albany County.

**ARTICLE III. MEMBERSHIP**

This corporation shall have no members who have any right to vote, title or interest in Age-Friendly Laramie, its properties or franchise.

**ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meetings**

Regular meetings of the Board of Directors (see Article IV) shall be held quarterly, at a time and place designated by the chair.

**Section 2. Annual Meetings**

An annual meeting of the Board of Directors shall take place in the first quarter of the year-- the specific date, time and location of which will be designated by the board. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

**Section 3. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate any location as the place for holding any special meeting of the Board called by them.

**Section 4 Notice of Meetings**

Notice of each meeting shall be given to each board member by physical mail or electronic mail (email), not less than two weeks prior to the meeting.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice.

**Section 5. Quorum**

A quorum for a meeting of the Board of Directors shall consist of at least 75% of the active Board of Directors. The presence, in person of at least three-quarters of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of 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 6. Voting**

All issues to be voted on shall be decided by a simple majority of the quorum of board members present at the meeting in which the vote takes place.

**Section 7. Remote/Virtual Meetings.**

Remote participation in meetings is authorized. Acceptable means of remote participation include telephone, Internet, or satellite-enabled audio or video conferencing, or any other technology that enables the remote participant and all people present at the meeting location to be clearly audible to one another. Text messaging, instant messaging, email, and web chat without audio are not acceptable means of remote participation.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers**

The affairs of Age-Friendly Laramie shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of Age-Friendly Laramie.

**Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no fewer than five (5) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer (see Article 5).

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of Article III.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least three (3) quarterly meetings of the Board per year.

**Section 3. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 9 of this Article in these by-laws.

**Section 4. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**Section 5. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 6. Informal Action by Directors**

Any action required by law to be taken at a meeting of the 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 forth the action so taken, is be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

**Section 7. Confidentiality**

Directors shall not discuss or disclose information about Age-Friendly Laramie or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations’ purposes or can reasonably be expected to benefit Age-Friendly Laramie. Directors shall use discretion and good business judgment in discussing the affairs of Age-Friendly Laramie with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of Age-Friendly Laramie, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

**Section 8. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.

**Section 9. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of Age-Friendly Laramie would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

**ARTICLE V. OFFICERS**

The officers of the Board of Directors shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

**Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

1. They shall preside at all meetings of the Executive Committee.
2. They shall have general and active management of the business of the Advisory Council.
3. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
4. They shall submit a report of the operations of the program for the fiscal year to the Advisory Council at annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
5. They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

**Section 2. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall have the following duties:

1. They shall chair their respective committee(s) and such other duties as may, from time to time, be determined by the Advisory Council.

**Section 3. Secretary**

The Secretary shall attend all meetings of the Board of Directors and will act as a clerk thereof. The Secretary shall have the following duties:

1. They shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
2. They in concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of Age-Friendly Laramie.
3. They shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
4. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board or the President.

**Section 4. Treasurer**

The Treasurer shall have the following duties:

1. They shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Board of Directors, proposed capital expenditures (equipment and furniture), by the staff of the agency.
2. They shall present a complete and accurate report of the finances raised by the Board of Directors at each meeting of the members, or at any other time upon request to the Board of Directors.
3. They shall have the right of inspection of the funds resting with Age-Friendly Laramie including budgets and subsequent audit reports.
4. They shall assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
5. They shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

**Section 5. Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the first quarterly meeting of the Board of Directors.

Officers of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Officers of the Board of Directors shall be eligible to succeed themselves in their respective offices for two (2) terms only.

**Section 6. Removal of Officer**

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

**Section 7. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

**ARTICLE VI. COMMITTEES**

**Section 1. Committee Formation**

Required committees include: Executive, Finance and Fundraising and Nominating. The board may create additional committees as needed, such as housing, public relations, data collection, and standing Age-Friendly domain committees. The board chair appoints all committee chairs.

**Section 2. Executive Committee**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

**Section 3. Finance Committee**

The treasurer is the chair of the Finance Committee, which shall include three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of Age-Friendly Laramie are public information and shall be made available to the board members, and the public.

Section 4. Nominating Committee

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the first quarterly meeting of the Board of Directors.

Section 5. Program Committee - I think we really need one!

**ARTICLE VII. ADVISORY COUNCIL**

**Section 1: Formation**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually. All members of the Advisory Council must be approved by a majority vote of the Board of Directors present and voting. No vote on new members of the Advisory Council shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of Article III.

**Section 2: Characteristics and Duties**

Members of the Advisory Council shall possess the desire to serve the community and support the work of Age-Friendly Laramie by providing expertise and professional knowledge. Annual meetings of the Advisory Council may be held to develop recommendations for furthering the mission of the organization. The Advisory Council shall have no voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors.

**Section 3: Formation and Duties**

Members of the Advisory Council shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Council, and shall not discuss or disclose information about Age-Friendly Laramie or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organization’s purposes, or can reasonably be expected to benefit Age-Friendly Laramie.

**ARTICLE VIII. CORPORATE STAFF**

**Section 1: Executive Director**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of Age-Friendly Laramie and shall direct the day-to-day business of Age-Friendly Laramie, maintain the properties of Age-Friendly Laramie, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director’s supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

**ARTICLE IX. – Conflict of Interest and Compensation**

**Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Age-Friendly Laramie) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Age-Friendly Laramie or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
	1. An ownership or investment interest in any entity with which the Age-Friendly Laramie has a transaction or arrangement,
	2. A compensation arrangement with Age-Friendly Laramie or with any entity or individual with which Age-Friendly Laramie has a transaction or arrangement, or
	3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Age-Friendly Laramie is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3. Procedures**

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
	1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
	2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, the governing board or committee shall determine whether Age-Friendly Laramie can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
	4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in best interest of Age-Friendly Laramie, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
	1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
	2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the governing board or committee decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from Age-Friendly Laramie for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Age-Friendly Laramie for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Age-Friendly Laramie, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands Age-Friendly Laramie is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews**

To ensure Age-Friendly Laramie operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the written policies of Age-Friendly Laramie, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, Age-Friendly Laramie may, but need not use, outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE X. INDEMNIFICATION**

**Section 1. General**

To the full extent authorized under the laws of the state of Wyoming, Age-Friendly Laramie shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of Age-Friendly Laramie, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3. Insurance**

Age-Friendly Laramie may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE XI. BOOKS AND RECORDS**

Age-Friendly Laramie shall keep complete books and records of account and minutes of the proceedings of the Board of Directors for seven years.

**ARTICLE XII. AMENDMENTS**

**Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2. Bylaws**

The Board of Directors may amend these Bylaws by 2/3 majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each officer.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 20\_\_.

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Name of person, President – Age-Friendly Laramie, Inc.

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ATTEST: Name of person, Vice President – Age-Friendly Laramie, Inc.

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ATTEST: Name of person, Secretary – Age-Friendly Laramie, Inc.

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ATTEST: Name of person, Treasurer– Age-Friendly Laramie, Inc.