

**MEETEETSE MUSEUM DISTRICT
BOARD OF DIRECTORS
1947 State Street
PARK COUNTY, MEETEETSE, WYOMING 82433
BYLAWS**

These Bylaws are to provide for the meeting of elected Board of Directors, hereinafter may be referred to as BOD, presiding officers, persons required to attend the meeting, defining the quorum, requiring a record of meeting, and providing for the control of funding for the Meeteetse Museum District. Nothing herein contained shall be contrary to the laws of the State of Wyoming as set for in Wyoming State Statutes. *Public Records Act {W.S.16-4-201 through 208} Open Meetings Act {W.S.16-4-401 through 408} Applicability to Special District {W.S. 16-12-202} Museum Districts {W.S. 16-12-202(x)}*.

ARTICLE I - AUTHORITY

The Meeteetse Museums District was established as a Special District during 2002-2003, and verified by letter written by C. Edward Webster, attorney, dated November 2, 2005.

ARTICLE II - CONFLICTS OF INTEREST AND ETHICS

Board members are expected to adhere to Wyoming State Statute regarding conflicts of interest and ethical behavior *{W.S. 9-13-101 through 109}* and to the Meeteetse Museums Ethics Policy.

ARTICLE III - COMPENSATION

When engaged in the performance of their duties, BOD members shall receive no compensation, and may be reimbursed for travel and per diem as approved in a regular meeting of the board *{W.S. 9-13-106}*.

ARTICLE IV - BOARD MEMBERS

The MMD Board of Directors shall consist of six (6) elected members, each a resident of the Meeteetse Museum District. Each member shall hold office until resignation, expiration of term, or death. Vacancies for unexpired terms shall be filled by appointment by the majority of the remaining board members until the next election at which time a replacement member shall be elected. A vacancy shall occur if a Board Member resigns, dies, retires or moves and resides outside the boundaries of the Meeteetse Museum District. Any provisions herein notwithstanding, replacement of a vacancy shall be controlled by Wyoming Statute. Notice of vacancy for appointment shall be posted in order that interested applicants may file a letter of interest with the Secretary of the MMD Board of Directors.

ARTICLE V - BOARD OFFICERS

Election and Term of Office. An organizational meeting of the BOD shall be within thirty (30) days after each election, or as soon thereafter as is possible, at which time all elected and appointed members shall meet and select officers for the upcoming year. The officers of the board shall be: President, Vice President, Secretary and Treasurer, for a term of one year, beginning in January. Any provision not herein withstanding, replacement of vacancy shall be controlled by applicable Wyoming State Statutes *{W.S. 16-1-106}*.

Presiding Officers. The presiding officer shall preside at all meetings of the BOD with necessary quorum present. In the absence of the President, the Vice President will preside. In the absence of the President and Vice President the Secretary will preside. The presiding officer shall do and perform all duties which the President would do if present. The presiding officer shall only vote in the case of a tie among members present. Officers of the board may be removed for cause by majority of the Board of Directors.

President

- Provides leadership and direction to the organization
- Adheres to the BOD and MMD bylaws, procedures, leadership roles, and responsibilities
- Presides at meetings of the BOD

Vice President

- Presides at meetings in the absence of the President
- Provides suggestions to president and members for BOD improvement
- Ensures strong leadership succession by identifying and recruiting new members
- Provides mentorship and support to board members based upon BOD Guidebook
- Helps keep BOD Guidebook updated and revised in collaboration with BOD Secretary
- Informs new or newly re-elected board members of their need to have a signed and notarized Oath of Office in the BOD Guidebook located in the office of the main museum.

Secretary

- Handles the correspondence of the BOD, maintains records, and make records available for open inspection and review
- Take and maintains official minutes of all meetings *{W.S. 16-12-30}* and *{W.S. 16-5-405(b)}* including executive sessions *{W.S.16-4-405(b)}*.
- Informs officers of deadlines for meetings, agendas, reports, mailings, future commitments

- Maintains a roster of officers and board BOD members with current address, including email, and telephone information to be included in BOD Guidebook
- Informs new or newly re-elected board members of their need to have a signed and notarized Oath of Office in the BOD Guidebook located in the office of the main museum
- Maintains complete and up-to-date copies of the BOD and MMD bylaws and other organizational documents in BOD Guidebook in collaboration with the BOD Vice President
- September 30 of each year, file the physical location of the records with Park County Clerk *{W.S. 16-12-303(d)}*.

Treasurer

- Follows best financial practices as determined by accountant and state of Wyoming laws
- Completes and submits the annual financial reports to BOD
- Maintains and supervises MMD bank accounts including signature cards
- Files IRS, state and local tax forms as required
- Ensures that adequate budget and financial controls are maintained
- Prepares and submits monthly financial statements to the BOD and Museum Director
- Pays all MMD bills on time including a signed voucher accompanying all paid bills

ARTICLES VII - MEETINGS

Regular Meeting

Meetings of Special Districts must be held at least once every three months according to Wyoming State Statute. Meeteetse Museums District Board of Directors currently holds regular meetings monthly in the Meeteetse Museums main office Belden Museum in the Town of Meeteetse. Pursuant to Wyoming law, the board is allowed to vote to change the day and time of the regular meetings at their discretion. Members of the public are invited to attend according to established posting procedures which may include placement of notices posted at public bulletin boards, museum website and/or published in the Meeteetse Bulletin. The posting will include information regarding their ability to access a link or phone number for a virtual meeting when required *{W.S. 16-4-401 through 408}{W.S. 16-12-304}*.

Special Meeting

It may be necessary from time-to-time to call a special meeting for a specific topic. The meeting may be called by the President or by a majority of the BOD. The subject for the special meeting must be identified in the public notice provided and no other business may be considered at the special meeting. The special

meeting may be called upon an eight (8) hour verbal notice to the BOD. A public notice will also be posted giving the time, place, virtual access information if necessary, and topic of this meeting. Wyoming State Statutes {*W.S.16-4-404*}.

Electronic Meeting

If circumstances dictate, meetings may be alternatively held virtually as current internet technology allows, provided an acceptable notification procedure for public attendance and input shall be made available as stated for regular meetings. Museum staff member will serve as contact person for providing access information for virtual meeting to the public. {*W.S.16-4-403*}

Executive Session Meeting

An executive session of the BOD may exclude from the meeting any person or persons other than the members of the board so long as such executive session complies and is provided for by statute. {*W.S. 16-4-405 (a)*}. Minutes shall be maintained of any executive session, shall be confidential, and produced only in response to a valid court order {*W.S. 16-4-405(b)*}. Executive sessions may be held only pursuant to a motion that is duly seconded and carried by majority vote of the members in attendance when the motion is made and specifies any of the reasons set forth {*W.S. 16-4-405(a)(i) through (x)*}, and shall be sufficient notice of the issue to be considered an executive session.

Emergency Meeting

In the rare instance of an emergency, a meeting may be called by the president of the board or by a majority of the BOD without notice, but must be reconsidered at a public meeting within the next forty eight (48) hours following all notifications outlined above as in a regular session meeting {*W.S.16-4-404*}.

ARTICLE VIII – QUORUM

A majority of all members elected to the Board of Directors including the President or presiding officer (total of 4) shall constitute a quorum for the transaction of all business at any meeting of the Board of Directors, but a less number may recess the meeting from time to time. Recessed meetings may be held at such times as the Board of Directors may determine.

ARTICLE IX - ORDER OF BUSINESS

The President shall have the authority to conduct the meeting in a manner the President determines to be in the best interest of the orderly conduct of business. Meetings may be conducted using Robert's Rules of

Order as a guideline or, in the spirit of a more flexible and less formal meeting format, Roberta's Rules of Order 2004 provides a guideline format. These rules of order provide open dialog and input, and often puts the motion, second, and vote after discussion of the issue and its solution.

After having taken roll and established the presence of a quorum, the order of business, unless otherwise directed by the presiding officer shall be as follows:

- 1 Consent Agenda
 - a. Minutes of previous meeting;
 - b. Treasurer's Report and Approval of Bills and Warrants;
 - c. Directors Report.
- 2 Citizen's open forum
- 3 Approval of Agenda
- 4 Agenda adopted by Board of Directors.
 - a. New business
 - b. Ongoing business
 - c. Committee Reports
 - d. Correspondence
 - e. For the good of the Board
 - f. Adjournment

ARTICLE X - PROXY

Proxies shall be allowed by the Board of Directors to vote on any matter from an absent Director so long as the proxy identifies the matter for which the proxy is provided and is in writing and has been dated by the absent Director.

ARTICLE XI - VOUCHERS

A signed voucher must accompany all paid bills, received by and approved by the Board of Directors at any Board of Directors meeting.

ARTICLE XII – RECORD KEEPING

Records shall be kept by the Secretary and Treasurer and shall be open for inspection. The Secretary and treasurer shall keep a correct journal of the proceedings of the Board of Directors and all financial matters. The minutes and journal of receipts and expenditures shall be open of inspection at all regular meeting of the Board of Directors so long as such inspections do not interfere with the normal proceeding of the Board of Directors.

ARTICLE XIII - AMENDMENT OR REPEAL

These bylaws may be altered, amended, repealed or replaced by new bylaws by the board at any meeting of the Board of Directors upon the vote of the majority of the members in attendance.

Passed and approved this _____ day of ____,

_____ **President**

Attest: _____ **Secretary**