

**BY-LAWS OF
THE CARBON COUNTY COMMUNITY JUVENILE SERVICES BOARD
(CCCJSB)**

ARTICLE I

BOARD OF DIRECTORS

Section 1. General: The business and affairs of the Carbon County Community Juvenile Services Board, also known as CCCJSB, shall be managed by a Board of Directors. Meetings shall be open to the public pursuant to W.S. 16-4-401 et seq.

Section 2. Composition of Board - The CCCJSB shall consist of up to seventeen (17) members, nine (9) of whom shall be from participating agencies and eight (8) shall be from representative agencies, all of whom shall be qualified electors of Carbon County, Wyoming. It is not an incompatible office holding for an officer or legal representative of a county, municipal corporation, school district, special district, public institution, agency, board, commission of political subdivision to be a member of the CCCJSB.

A. Membership and selection -

1. **Participating Agency Directors** on the CCCJSB shall include one appointee of each of the following governmental bodies: the Carbon County School District #1, Carbon County School District #2, City of Rawlins, Town of Hanna, Town of Baggs, Town of Saratoga, Town of Encampment, Town of Sinclair, and Town of Elk Mountain. These Nine (9) members shall be selected in a manner determined by each participating agency.
2. **Representative Agency Directors** on the CCCJSB shall include, if legally available, a representative of a local field office of the Department of Family Services; a representative of Carbon County Public Health; a representative from the Carbon County Attorney's Office; a representative from the Carbon County Sheriff's Office; two representatives from a local or regional mental health or substance abuse provider; a representative from the Public Defender's Office; and a professional who has particular knowledge or expertise in children or young adult services. The Representative Agency Directors shall be selected by the Carbon County Commissioners as required by W.S. 14-9-105.

B. Appointment and Term –

1. The initial appointments to the CCCJSB shall be made by the governing bodies of the Participating Agencies and the Carbon County Commissioners, after the Attorney General of the State of Wyoming has approved this Agreement. One third of the initial Board members shall serve for a one (1) year term; One third of the initial Board members shall serve for a two (2) year term; and the remainder of the initial Board Members shall serve for a three (3) year term. The initial terms shall be determined at the first meeting of the CCCJSB by the casting of lots.
2. Thereafter, each member, except those appointed to fill a vacancy, shall be appointed for a term of three (3) years from the date of the expiration of the term for which the predecessor was appointed. The terms of the appointment shall run through June 30 and any reappointment will commence on July 1. Notwithstanding the foregoing, each member shall continue as such until his successor is appointed.

C. Vacancies – A vacancy occurring on the Board, whether the result of resignation submitted in writing, death, removal, disability, or for any other reason determined by the Board, shall be filled by the second regular meeting following the vacancy occurring by appointment by the Participating Agency or Carbon County Commissioners, which appointed the member with respect to whom the vacancy occurred. The appointment shall be for the unexpired portion of the term of the member who was replaced.

D. Removal – Participating Directors of the CCCJSB may be removed by the governing body of the Participating Agency, which appointed the member. Representative Directors appointed by Carbon County Commissioners may be removed with or without cause by the vote of majority of the Carbon County Commissioners which includes, but is not limited to, the following reasons: death, resignation, disqualification, failure to attend three (3) consecutive board meetings or upon application for employment with the Authority.

E. Procedure - A written notice approved by the CCCJSB shall be sent to the respective Director indicating removal. If the Director is from a Participating Agency, notice of

cause for removal shall be sent to the respective participating agency to remove the director and appoint a new director for the unexpired term. If the Director is from a Representative Agency, notice of removal shall be sent from the Carbon County Commissioners to the CCCJSB indicating removal of the director and the Carbon County Commissioners shall appoint a new director for the unexpired term.

Section 3. Meetings

- A. Organizational Meeting - Promptly following appointment of its members, the Carbon County Community Juvenile Services Board shall meet, organize and elect from its membership a chairperson, vice-chairperson, secretary, and treasurer. At its organizational meeting, the CCCJSB shall adopt Bylaws for the regulation and government of its affairs and specify the powers, duties, and responsibilities of the elected officers. **The secretary of the CCCJSB shall notify the Participating Agencies of the Board's organization, and shall file a certificate with the County Clerk and the Secretary of State showing its organization.** Upon, filing the certificate, the CCCJSB shall automatically become a body corporate and politic, and a public corporation with authority to represent the County of Carbon, the City of Rawlins, the Town of Hanna, the Town of Medicine Bow, the Town of Baggs, the Town of Saratoga, Town of Encampment, the Town of Elk Mountain, the Town of Sinclair, Carbon County School District #2 and the Carbon County School District #1 for the purposes, and to the extent set forth in this Agreement, with power to sue and be sued.
- B. Meetings - The Carbon County Community Juvenile Services Board shall meet at the call of the Chairperson or within five (5) days after an oral or written request of a majority of the board members and as otherwise provided in these Bylaws or by Resolution of the Board, but in any event, not less than once every three (3) months.
- C. Quorum - A majority of the members of the Board, excluding vacant memberships, shall constitute a quorum for the transaction of business. All actions of the Board shall require an affirmative vote of a majority of the appointed members present at the meeting.
- D. Place and Notice of Meeting:

1. Regular Meeting – Regular meetings of the Board of Directors shall be held without notice on the second Thursday of the 2nd, 5th, 8th and 11th month of the year at 1pm at the Jeffery Center or as otherwise set at the prior monthly meeting, if not a legal holiday, and if a holiday, then on the first day following that is not a legal holiday, at a time and at such place as the Directors shall determine.
2. Special Meeting – Special Meetings may be called at the request of the Chairperson, or at the request of a majority of the members of the Board, and may be held on one (1) day's notice
3. Notice of Meeting – Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of any meeting may be sent by any means of communication possible including but not limited to email, letter, personal, telephone message, or advertisement.

Section 4. Compensation: Directors shall not receive any compensation for their services, but by resolution of the Board, expenses for attendance may be allowed for attendance at special or regular meetings of the Board. Reimbursement rates for travel and related expenses shall be set by the Board that do not exceed either the Federal or the State limits. All expenses to be reimbursed shall be authorized by the board, require a sworn voucher and actual receipt.

Section 5. Other Powers: The Board may exercise all such powers authorized by law, the Joint Powers Agreement, and do all such lawful acts as approved by the Board of Directors.

Section 6. Order of Business: The order of business at meetings shall be as follows:

- A. Roll call.
- B. Reading of the Minutes of the preceding meeting.
- C. Review and Approval of Bills.
- D. Reports of officers and committees.
- E. Old and unfinished business.
- F. New business.
- G. Other miscellaneous business.

Adjournment.

ARTICLE II

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Election: The officers of the Board shall consist of the chairperson, vice-chairperson, secretary, and treasurer, each of whom shall be elected by the Board of Directors at its organizational meeting at each August meeting thereafter. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except the offices of chairperson and secretary.

Section 2. Terms of Office: The officers of the CCCJSB shall hold office until their successors are chosen at the August meeting, or until they resign, in writing, or are removed by the Participating Agency or the Carbon County Commissioners, who shall appoint the successor.

Section 3. Authority and Duties: The officers and administrators of this Board shall have authority and perform such duties in the management of the CCCJSB as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 4. Chairperson: The chairperson shall be the principal executive officer of the CCCJSB, and shall, in general, supervise and control all of the business and affairs of the CCCJSB. The Chairperson shall preside, when present, at all meetings of the Board of Directors. The chairperson may sign, with the secretary, or any other proper officer of the CCCJSB thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be a conflict of interest and/or expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the CCCJSB or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-Chairperson: In the absence of the chairperson or in the event of death, inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. Any vice-chairperson may sign, with the secretary, anything the chairperson is authorized to

sign; and shall perform such other duties as from time to time may be assigned to them by the chairperson or by the Board of Directors.

Section 6. Secretary: The secretary shall:

- A. Keep the Minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- B. See that all notices are duly given in accordance with the provision of these Bylaws or as required by law;
- C. Be custodian of the records;
- D. Keep a register of the address of each Director, which shall be furnished to the secretary by such Directors;
- E. Sign any documents with the chairperson, or a vice-chairperson, as designated by the Board of Directors or by these Bylaws;
- F. In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chairperson or by the Board of Directors.

Section 7. Treasurer: If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and security of the CCCJSB; receive and give receipts for moneys due and payable to the CCCJSB from any source whatsoever; and deposit all such moneys in the name of the CCCJSB in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

ARTICLE III

ADMINISTRATION AND GENERAL BUSINESS OF CCCJSB

Section 1. General Administrator: The Board of Directors may hire an Administrator. The Administrator's duties shall be to look after and superintend the operation of the CCCJSB and to employ all assistants and labor necessary therefore, contract for compensation, and to discharge any person so employed. The Administrator shall make a report to the Board of Directors as often as the Board shall require, setting forth the result of operations under his or her charge,

together with suggestions looking to the improvement and betterment of the condition of the CCCJSB, and shall perform such other duties as the Board of Directors may require.

Section 2. Indemnification of Officers, Directors, Administrators and Employees: The CCCJSB, insofar as permitted by law, may indemnify any and all of its current and/or former directors, officers, administrators and employees, against any liabilities arising, and in connection therewith, expenses actually and necessarily incurred by them, including attorney's fees, with the defense of any claim, action, suit or proceedings, civil or criminal, which they or any of them are made parties or a party, by reason of being or having been such director, officer, administrator or employee.

Section 3. Insurance: The Board may exercise the CCCJSB's power to purchase and maintain insurance or join in any loss pool, on behalf of any person who is or was a director, officer, administrator, employee, or agent of the CCCJSB, or who is or was serving at the request of the CCCJSB as director, officer, administrator, employee, or agent of any other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such.

Section 4. Sale of Assets, Etc.: The sale, lease, exchange, or other disposition of all or substantially all, the property and assets of the CCCJSB in the usual and regular course of its business and mortgage or pledge of any or all property and assets of the corporation whether or not in the usual and regular course of business may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as shall be authorized by the Board of Directors and as authorized by law.

Section 5. Execution of Instruments, Loans, Checks and Endorsements, Deposits, and Proxies:

- A. Execution of Instruments: The Chairperson shall have power to execute and deliver on behalf of, and in the name of, the CCCJSB any instrument requiring the signature of an officer of the CCCJSB. The chairperson's signature shall be attested by the secretary, except as otherwise provided in these Bylaws or where the execution and delivery therefore shall be expressly delegated by the Board in these Bylaws, no officer, agent, or employee shall have any power or authority to bind the CCCJSB in any way, to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

- B. Loans: The officers of the CCCJSB shall not borrow money or pledge any of the assets of the CCCJSB as security for any loans and shall not enter into contracts involving the CCCJSB in any obligations or commitments without express authorization of the Board of Directors. By resolution in the Minutes the officers of the CCCJSB may incur current ordinary obligations in connection with the ordinary current expenses without specific authorization from the Board of Directors, but all such items of expense and obligations incurred shall be promptly reported by the officer incurring the same to the treasurer of the CCCJSB and by him or her to the Board of Directors at such intervals as the Board of Directors shall fix to receive such reports from the treasurer.
- C. Checks and Endorsements: All Checks, drafts, or other orders for the payment of money, obligations, notes, or other evidences of indebtedness shall be signed or endorsed by two (2) officers of the CCCJSB as shall from time to time be determined by resolution of the Board.
- D. Deposits: All funds of the CCCJSB shall be deposited in the appropriate financial institution, chosen to serve as the depository for the Authority.

Section 6. Removal of Officers and Administrators: Any officer or administrator may be removed by the Board of Directors whenever, in its judgment, the best interest of the CCCJSB will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Election or appointment of an officer or administrator shall not of itself create contract rights. The administrator and employees are to serve "at will".

Section 7. Duties May Be Delegated: In case of the absence of any officer of the CCCJSB or for any other reason that the Board may deem sufficient, the Board may delegate the power or duties of any director or officer.

Section 8. Seal: The seal of the CCCJSB shall bear the name of the CCCJSB and the words "Seal" and "State of Wyoming".

Section 9. Books and Records: The CCCJSB shall keep correct and complete books and records of accounts and shall keep Minutes of the proceedings of the Board of Directors and of any member committees having any of the authority of the Board. All books and records of the CCCJSB shall be available at the CCCJSB's officer's principal place of business, and may be inspected by any director, officer, or administrator or their attorney, for any proper purpose at .

any reasonable time. These records may be inspected by the public pursuant to the Wyoming Public Records Act, W.S. § 16-4-201 et seq.

Section 10. Action Without a Meeting: Any action required by the Board of Directors to be taken at a meeting of the Directors, or any action which may be taken without a convened meeting may be taken if the action so taken shall be approved by the Directors either before or after the fact.

Section 11. Reliance by Directors or Administrators: Any director, or administrator shall in the performance of his or her duties be fully protected in relying in good faith upon the books of account or reports made to the CCCJSB by any of its officers or by an independent certified public accountant or by an appraiser selected by the Board or by any such committee or in relying in good faith upon other records of the CCCJSB.

Section 12. Fiscal Year: The fiscal year of the CCCJSB shall begin on the first day of July and end on the last day of June in the following year.

Section 13. Waiver of Notice: Whenever any notice is required to be given to any Director of the CCCJSB a waiver thereof, in writing, signed by the person or person entitled to such notice, whether before or after the time stated therein, or by the attendance of said Director at a meeting wherein Notice is required, shall be deemed equivalent to the giving of such notice.

Section 14. Amendments: The Board of Directors may alter or repeal any part of these Bylaws by a two-thirds (2/3) vote of the Directors present at any duly called regular or special meeting.

Section 15. Proxy: A Director may vote by proxy for a specific purpose. Said proxy shall be acknowledged before a notary public, filed with the secretary, and is good for no more than two (2) meetings. Proxies may be revoked at any time by notifying the secretary in writing.

CERTIFICATE

WE, the undersigned members and Directors of the Carbon County Community Juvenile Services Board hereby adopt the foregoing as the Bylaws of the CCCJSB.

DATED this 9 day of September, 2010

Naumena Snyder
Chairperson

(SEAL)

Attest:

Caroline Cartwright
Secretary

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CERTIFICATE