original signed 3/31/06

By-Laws

Carbon County Senior Services, Incorporated

Now comes the Board of Directors of Carbon County Senior Services, Incorporated, and hereby adopts the following By-Laws as amended, said amendments being approved by the Board of Directors to form, format, and substance with the intention that they supersede all prior existing By-Laws and amendments now filed and recorded by the Secretary of State for the State of Wyoming:

IDENTIFICATION OF ORGANIZATION

01 **Name:**	Carbon County Senior Services, Incorporated
01.1 **Physical Address:**	Room 109, Carbon Building Rawlins, WY 82301
01.2 **Mailing Address:**	Carbon County Senior Services, Incorporated Post Office Box 111 Rawlins, WY 82301
01.3 **Registered Agent's Address:**	Executive Director Carbon County Senior Services, Incorporated Post Office Box 111 Rawlins, WY 82301

OBJECTIVES OF THE ORGANIZATION

02 **Objective:** To create, develop and deliver an expanding variety of services to all those who are eligible within the county, by utilizing private, local, county, state and federal service programs, resources, grants, and donations.

MEMBERSHIP

03 **Persons Served:** There shall be no formal membership in the organization. It is the intent and objective of the organization to serve an expanding variety of persons within Carbon County. To that end, all qualifying persons, age 60 and over, and their spouses, shall automatically be eligible for services provided by the organization. All other qualifying persons, regardless of age, shall be eligible for services depending on the availability of programs, resources and grants.

THE BOARD OF DIRECTORS

04 **Number and Qualifications:** The governing body of Carbon County Senior Services, Incorporated shall be a Board of Directors which shall oversee the affairs of the corporation. A majority of the members shall be 60 years of age or older. The number of members of the Board of Directors shall be set at one member from

each community served with a senior center; whose representative member must reside in or around that community they represent. Rawlins will have two members. Each board member may name one alternate to stand in their absence with voting power. The board can confer honorary memberships at any time. Such honorary members should be non-voting. Persons who are actively interested in the problems of people in need, and who have the time needed to actively serve, shall be chosen for this Board of Directors. Administrative and fund raising abilities, as well as, special skills in group work and program planning will be considered in the selection of board members. Board members should have a sense of responsibility for attending meetings, serving on committees, obtaining community and financial support, and interpreting the work of the organization to the community. Paid employees of Carbon County Senior Services, Incorporated may not serve on the Board of Directors.

04.1 **Powers:** The Board of Directors shall have full power to oversee the affairs of the organization which generally are: raising, supervising and managing its funds and properties; electing officers as hereinafter provided; establishing committees; determining policies; making rules and regulations for the operation of the organization; and employing, evaluating and dismissing the Executive Director.

04.2 **Delegation:** For reasons that the Board of Directors deem sufficient to accomplish a mission or project, the board may delegate responsibility, together with the authority, to the director or any employee of the corporation, provided a majority of the Board of Directors concurs.

04.3 **Term of Office and Election Procedure:** Carbon County Commissioners shall appoint the Board of Directors and newly appointed members shall serve for three (3) years.

04.4 **Vacancies:** The County Commissioners shall appoint replacements for any vacancy occurring on the Board of Directors. Recommendations may be submitted to the County Commissioners by the Carbon County Senior Services, Incorporated Board of Directors or by the individual site advisory council groups. A member chosen to fill a vacancy shall be appointed to complete the unexpired term of his/her predecessor in office. Anyone interested in serving on the Carbon County Senior Services, Incorporated Board of Directors should write a letter of their interest to the Carbon County Commissioners, Carbon County Courthouse, Rawlins, WY 82301.

04.5 **Meetings:** The Board of Directors shall meet in regular session at least one time each month during the fiscal year. The time and place of such meetings shall be fixed by board resolution. Special meetings may be called by the President of the Board of Directors or on request of one-third of the board members. Regular meetings shall be open to the public, for comments and suggestions.

04.6 **Quorum:** A quorum for regular or special meetings shall be a majority of the duly constituted board members or alternates.

04.7 **Winter Quorum:** Inclement weather and road closure shall not be allowed to prevent a quorum. With the advice and consent of the members of the board, the president shall have the authority to determine and declare a quorum based on a majority of the board able to be present during times of inclement weather.

04.8 Absences: If a member knows he/she will not be present for a meeting, that member shall inform the Executive Director that he/she will not be present and will state whether an alternate will attend. If a member is absent for three (3) consecutive meetings, the office may be declared vacant by a vote of the board of directors and established procedures for choosing board members shall be initiated.

04.9 **Rules:** Robert's Rules of Order shall govern all meetings of the Board of Directors.

OFFICERS

05 **Officers of the Board:** The officers of the Board shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors at its first meeting of the fiscal year. All members of the board shall be considered officers of the corporation.

05.1 **Officers of the Corporation:** In addition to the officers and members of the board, the Executive Director shall serve as an ex-officio officer of corporation.

05.2 **Vacancies:** Whenever any vacancies shall occur in any office of the Board of Directors by death, resignation or otherwise, the same shall be filled according to the procedures established for the selection of officers, and the officer so chosen shall hold office until his successor is chosen. Vacancies in the position of Executive Director or Site Managers shall be filled in accordance with the other policies of the corporation.

05.3 **President:** The president shall, whenever possible, preside at meetings of the Board of Directors; appoint committees which shall, in all cases, include members of the general constituency of the area; sign contracts and obligations authorized by the board; sign checks for payments authorized by the board; and perform other duties usually pertaining to the office of the president or which the Board of Directors may prescribe.

05.4 **Vice President:** The Vice President shall perform all duties incumbent upon the president during the absence or disability of the President; and such other duties as the Board of Directors may prescribe.

05.5 **Secretary:** The secretary shall keep the minutes of board meetings; maintain a correct list of the names and addresses of board members; and perform such other duties as the Board of Directors may prescribe.

05.6 **Treasurer:** The treasurer (bookkeeper) shall be responsible for or delegate to a qualified employee the following responsibilities; keeping correct and complete records of accounts showing accurately, at all times, the financial condition of the corporation. He/she shall be the legal custodian of all monies, notes, securities, and other valuables that may, from time to time, come into the possession of the corporation. He/she shall immediately deposit all funds of the organization coming into his/her hands in some reliable bank or other depository designated by the Board of Directors and shall keep the bank accounts in the name of the corporation. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board of Directors. The treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial

condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe.

THE EXECUTIVE DIRECTOR

06 **Duties:** When funds permit, the Board of Directors shall hire an Executive Director, who shall have charge of the daily operations of the agency. The board shall delegate to the Director the authority, power and discretion to carry into effect missions, goals, programs, policies, regulations, and orders of the Board of Directors; be responsible to the board for the selection, hiring and dismissal of staff members; be responsible for the supervision and training of staff members, both professional and volunteer or to delegate that responsibility to a responsible, competent and qualified person; to attend all board meetings and be an ex-officio member, without vote, of all committees. The Director shall be responsible for activities, education and health programs, entertainment and publicity, or to delegate this responsibility to a responsible, competent and qualified person.

COMMITTEES

07 **Committees:** The President may appoint Committees, from time to time, at his/her discretion.

ADVISORY COUNCILS

08 **Number and Qualifications:** Each site shall have an advisory council consisting of any interested local person, with a minimum of 50% sixty years of age or older. They shall elect their own officers and meet once a month to address anything beneficial to the program. Advisory council members are encouraged to maintain an active participating role in the events and activities in their respective sites. The Site Manager shall assist the advisory council in its activities.

08.1 **Funds Raised by Advisory Councils:** Funds raised by individual advisory councils are de facto the property of Carbon County Senior Services, Incorporated and an annual accounting of these funds will be made to the Board of Directors. Safeguards will be established to properly account for all such funds. As a minimum the funds will be maintained in a bank, credit union, or other commercial trust account and two signatures are recommended where feasible to withdraw by check or other manner any funds from these accounts.

AMENDMENTS

09 **Method:** The By-Laws may be amended by a simple majority of board members, provided such proposed amendments have been circulated to each board member one week in advance of the meeting at which action is proposed, and that such amendments do not conflict with state or federal regulations governing the program.

FINANCES

10 **Fiscal Year:** The fiscal year will generally start the first day of October in each year and end on the last day of September in the following year, excepting those services, programs and grants, which require different fiscal periods pursuant to applicable state and federal statutes.

10.1 **Bank Accounts:** The monies of the organization shall be deposited in the name of the organization in such banks or trust companies, as the Board of Directors shall designate. Withdrawals by check or otherwise, shall require the signatures of two persons who are authorized by the board to do so. Internal accounting procedures will maintain separate accounts for funds from each grant or other primary revenue source.

10.2 **Foundation: The purpose of the Carbon County Senior Services, Foundation, Inc. is to support and benefit Carbon County Senior Services, Inc. of Wyoming non-profit corporation. Carbon county Senior Services Foundation, Inc. shall have no members. The foundation was created solely to provide long term financial stability and other financial support to Carbon County Senior Services, Incorporated.**

NON-PROFIT STATUS

11 **Non-Profit Status:** Carbon County Senior Services, Incorporated shall be operated on a non-profit basis in furtherance of its objectives. No part of the net earnings of the organization shall be distributed to or for the benefit of any member, director, or officer of this corporation, contributor or private individual. Upon the dissolution of the corporation, the corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations.

These By-Laws, as amended, shall be available in all Senior Centers.

President: Robert G Lauman
Date: March 27, 2006

Secretary: Barbara S Jones
Date: March 31-06