

**BYLAWS
OF THE
CARBON COUNTY VISITORS' COUNCIL**

ARTICLE I – DEFINITIONS

As used in these Bylaws the following words, terms, phrases shall have the meaning given herein:

Section 1. “Board” means the Carbon County Visitors’ Council established by the Joint Powers Agreement and its members.

Section 2. “Joint Powers Agreement” means the Joint Powers Agreement dated April 6, 1987, and entered into between the County of Carbon, City of Rawlins, Town of Baggs, Town of Elk Mountain, Town of Encampment, Town of Hanna, Town of Medicine Bow, Town of Riverside, and Town of Saratoga creating the Carbon County Visitors’ Council; and the First Amendment to Joint Powers Agreement between the Town of Baggs, Wyoming, the Town of Hanna, Wyoming, the Town of Elk Mountain, Wyoming, the Town of Medicine Bow, Wyoming, the Town of Saratoga, Wyoming, the Town of Riverside, Wyoming, the Town of Encampment, Wyoming, the City of Rawlins, Wyoming and Carbon County, Wyoming Amending that Joint Powers Agreement Which Created the Joint Tourism Board by Agreement Dated April 6, 1987.

Section 3. “Parties” means the governmental entities adopting the Joint Powers Agreement described in Article I, Section 2 herein.

ARTICLE II – NAME

The name of this organization shall be the Carbon County Visitors’ Council (CCVC).

ARTICLE III – PURPOSE

The purpose of the Board is to promote local travel and tourism within Carbon County and its municipalities and to receive and expend the revenues from the excise tax on lodging services for the purpose as defined in W.S. §39-15-211.

ARTICLE IV – AUTHORITY

The Board shall have such powers as are contained within W.S. §39-15-211, the Wyoming Joint Powers Act, W.S. §16-1-101, et seq., and the Joint Powers Agreement and such amendments as may be made from time to time.

ARTICLE V – OFFICES

The principal office of CCVC shall be located at 816 West Spruce Street, Suite 3, Rawlins, Wyoming. The CCVC may have such other offices within Carbon County, Wyoming, as the Board of Directors may determine from time to time.

ARTICLE VI – REGULATIONS

The regulations of the business and conduct of the affairs of the Board shall be determined by the Joint Powers Agreement entered into by the Parties to it, these bylaws, and by such rules and regulations which may be adopted from time to time.

ARTICLE VII – MEMBERS

Section 1. Composition, Qualifications and Term of Office: The number of members of the Board, their appointment, the duration of their terms, and the manner in which vacancies shall be filled shall be governed by the terms of the Joint Powers Agreement. In the event a member of the Board ceases to be a resident of Carbon County, Wyoming, then his or her membership shall terminate immediately. Vacancies shall be filled for the unexpired term according to the terms of the Joint Powers Agreement.

Section 2. Compensation: No member of the Board shall receive any salary or compensation for their services on the Board. No member of the Board, nor any person from whom the Board may receive property or funds, shall receive pecuniary profit from the operations of the Board, provided, however, that (a) reasonable compensation may be paid to agents and employees hired by the Board for services rendered in effecting one or more purposes of the Board, and (b) any member actually engaged in the performance of their duties shall be entitled to per diem and mileage allowance authorized for state employees, or otherwise authorized pursuant to W.S. §16-1-106(b).

ARTICLE VIII – OFFICERS & EMPLOYEES

Section 1. Officers. The Board at its regular July meeting shall elect from its voting membership four (4) officers. The four officers shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Each officer shall serve a one (1) year term. Each officer may be re-elected for one consecutive term to the same office. Any officer of the Board may be removed from that office by a motion and a unanimous vote of the remaining members of the Board. A vacancy in any office may be filled by the remaining members of the Board for the unexpired portion of that term of office.

A. **Chairperson:** The Chairperson shall preside at all meetings and public hearings of the Board and shall decide all points of order and procedure. The Chairperson shall transmit reports and recommendations of the Board of the governing bodies of the Parties to the Joint Powers Agreement. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

B. Vice-Chairperson: The Vice-Chairperson shall have the powers and shall exercise the duties of the Chairperson whenever the Chairperson is absent or otherwise unable to act. The Vice-Chairperson shall exercise the powers and perform the functions that are from time to time assigned by the Chairperson or the Board.

C. Secretary: The Secretary of the Board shall keep the minutes of the meetings of the Board, shall be custodian of and shall maintain the records and books of the Board, shall be the recorder of the Board's formal actions, and shall perform such other duties as the Board may require. An assistant Secretary who is not a member of the board may be appointed.

D. Treasurer: The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements of the Board. The Treasurer shall receive and deposit all monies and other valuables of the Board in the name and to the credit of the Board in such depository as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed, the funds of the Board as directed by the Board, accepting proper vouchers for such disbursement. The Treasurer shall render accounts of all transactions as Treasurer and of the financial conditions of the Board and submit such financial statements as required by the Board. The Treasurer shall cause an annual report of the financial affairs of the Board in accordance with the requirements of the Wyoming Department of Audit. The Treasurer shall be bonded for the faithful discharge of the duties of the office in such sum and with such surety or sureties as may be determined by the Board. The Treasurer shall use such accounting and bookkeeping procedures as comply with the Accounting Standards of Wyoming.

Section 2. Staff: The Board is empowered to employ such persons as it deems necessary and shall have the authority to contract for services needed to carry out its duties. The Board may employ such technical, legal, administrative and clerical assistance and engage the services within the limits of its authorized and available funds as may be needed to carry out its duties.

ARTICLE IX – MEETINGS

Section 1. Open Meetings: All meetings of the Board are public meetings, open to the public at all times, except as otherwise provided herein or allowed by Wyoming law. Notice and conduct of all meetings shall comply with the requirements of W.S. §16-4-401, et seq. No matters of the official Board meeting of the CCVC shall be discussed outside of the open meeting that has been called to order including, but not limited to, lunches, recesses and/or breaks, etc. Such discussions are considered a public meeting without proper notice and therefore deemed illegal per the Attorney General of the State of Wyoming.

Section 2. Quorum: A majority of the currently seated members of the CCVC Board of Directors shall constitute a quorum for the transaction of business at any meeting. A Board

member who cannot travel to the physical location of the meeting may appear by audio conference call; if a speaker phone is available at the location of the meeting, or by other publicly audible and/or visual means and that Board member shall be considered "in person" and duly noted in the minutes. If less than a quorum is present, then a majority of those present may adjourn the meeting to a later date without further notice. No action shall be taken in the absence of a quorum except to adjourn the meeting to a subsequent date and/or site.

Section 3. Regular Meetings: The Board shall meet on the third Wednesday of each month, at the call of the Chairperson, upon written request of any two Board members, or within five (5) days of a request by any Party to the Joint Powers Agreement. The Chairperson may, upon notification to the members of the Board, cancel or reschedule a meeting if a quorum cannot be in attendance.

Section 4. Agenda: Agendas shall ordinarily be mailed to members of the Board at least three (3) days prior to the scheduled meeting date. Matters which are not listed on the agenda shall not be considered at a meeting unless conditions approved by the Board justify such action or unless the matter pertains to a petition, communication, or recommendation made by a member of the public pursuant to the order of business.

Section 5. Order of Business: The order of business at meetings shall be as follows:

- A. Call to order
- B. Roll Call -- Establishment of Quorum
- C. Agenda -- Additions & Deletions
- D. Approval of Minutes
- E. Correspondence & Reports
- F. Old Business
- G. New Business
- H. Adjournment

Section 6. Recessed Meeting: The Board may recess any regular, special or previously recessed meetings to a place and time specified in the order of recess. Only matters appearing on the agenda may be acted upon in a meeting recessed to another location or time, unless conditions approved by the Board justify such action or unless the matter pertains to a petition, communication, or recommendation made by a member of the public pursuant to the order of business.

Section 7. Voting: All members, including the Chairperson, shall be entitled to one vote. All votes shall be cast in person (pursuant to Article IX, Section 2 of these bylaws) by the members of the Board. The affirmative vote of at least a majority of the members present at a meeting shall be necessary for adoption of any resolution or other action requiring a vote. No member shall vote on any matter or issue when that member has a personal or financial interest in the matter or issue.

Section 8. Absenteeism: Board members who are absent from four (4) consecutive regular meetings or a total of fifty-percent (50%) of the regular meetings in a fiscal year shall be discussed in an executive session of the Board. Recommendations resulting from such a session will be forwarded to the Party appointing the member under question.

ARTICLE X – PUBLIC RECORDS

Section 1. Public Records. All public records requests shall comply with the requirements of W.S. §16-4-201, et seq.

Section 2. Costs associated with providing copies of public records: The cost of providing copies to anyone requesting the same under this section shall be as follows:

- A. Photocopies will be charged at the rate of twenty-five cents (\$0.25) per page.
- B. Facsimile transmissions will be charged at the rate of one dollar (\$1.00) per page.
- C. The individual requesting records shall compensate the Carbon County Visitors' Council twenty dollars (\$20.00) per hour for time required to make copies, send facsimile transmissions, and/or any other time used to complete the request for public records.

ARTICLE XI – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts: The Board may authorize the Chairperson and Secretary or any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specified instances.

Section 2. Loans: No loans shall be contracted on behalf of the Board and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payments of money, notes, or other evidence of indebtedness issued in the name of Board, shall be signed by the Chairperson and Treasurer or Executive Director of the Board and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits: All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in such banks, trust companies, or other depositories as the Board may select.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Board shall begin on the first (1st) day of July of each year and shall end on the thirtieth (30th) day of June of the following year.

ARTICLE XIII – INDEMNIFICATION AND LIABILITY

Section 1. Non-liability for Debts: Pursuant to the provisions of W.S. §1-23-107, the members of the Board shall not be individually liable for any actions, inactions or omissions of the Board, except for any act of the member which is found by a Court of competent jurisdiction to constitute an intentional tort or illegal act.

Section 2. Indemnification of Members and Officers: The Board shall indemnify any member, former member, officer or former officer of the Board against expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, or for any loss resulting from such action, suit or proceeding, in which they were made a party by reason of being, or having been, a member or officer of the Board, including any matter as to which they are adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Board.

Section 3. Insurance: The board is authorized to acquire a policy or policies of insurance for the purpose of providing such indemnification of the members and officers of the Board.

Section 4. Public Employee: Board members and/or their employees shall be considered to be within the definition of a “public employee” under Wyoming Statutes in order to provide them with indemnification pursuant to the provisions of the “Wyoming Governmental Claims Act.”

Section 5. Contracts. All contracts entered into by the Board shall provide for immunity for liability as provided in W.S. §1-39-104(a).

ARTICLE XIV – AMENDMENT

These bylaws may be altered, amended, or repealed by the Board at any special or regular meeting by a majority vote, provided that notice of the proposed alteration, amendment or repeal shall have been provided to the members in writing not less than ten (10) days prior to the meeting at which the Bylaws are proposed to be altered, amended or repealed.

ARTICLE XV – CONFLICT

In the event that a conflict between these Bylaws and the Joint Powers Agreement establishing this Board is found to exist, then the Joint Powers Board Agreement shall prevail.

STATE OF WYOMING)
) ss:
COUNTY OF CARBON)

I, _____, Secretary of the Carbon County Visitors' Council, a body corporate and politic duly organized and existing under and by virtue of the Wyoming Joint Powers Act, W.S. §§9-1-129 to 9-1-136, do hereby certify that a meeting of the members of said Board called for that purpose and held on the _____ day of _____, 2012. The attached Bylaws of the Carbon County Visitors' Council were duly adopted by the affirmative vote of a majority of the voting members.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this _____ day of _____, 2012 in _____, Carbon County, Wyoming.

Secretary, Carbon County Visitors' Council