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**OLD PENITENTIARY
JOINT POWERS BOARD
BY-LAWS**

ARTICLE I

The name of this organization shall be the Old Penitentiary Joint Powers Board.

ARTICLE II

Purpose
(Revised May 23, 2000)

The purpose of the Old Penitentiary Joint Powers Board is to preserve and operate the Wyoming Frontier Prison Historic Site. The Site will operate for community service through its historic significance, tourism, education, and recreational opportunities for the visitors and residents of the City of Rawlins and Carbon County.

ARTICLE III

Regulations

The regulation of the business and conduct of the affairs of the Old Penitentiary Joint Powers Board shall be determined by these by-laws and by rules that from time to time shall be adopted.

ARTICLE IV

Appointment
(Revised June 14, 2001)

Section 1. The Joint Powers Board shall consist of seven members, all whom shall be residents of Carbon County. Those members initially appointed shall be appointed with staggered terms so that one member from both the City and County shall be appointed for one year, one member from both the City and County for two years, and one member from both the City and County for three years. The seventh member whose appointment alternates between the City and County shall have a one-year term.

Vacancies for unexpired terms shall be filled by appointment by the governing bodies of the participating agencies as provided below. Members of the Board may be removed for any reason or without notice or opportunity for hearing by the governing body of the participating agency.

All appointment of members to the board shall be subject to revocation by the governing board making such appointment at any time, and all appointment of successor members shall be made by the governing body which made the appointment of the retiring member. If a board member ceases to be a resident of the jurisdiction making the appointment, then his or her membership on

the Board shall terminate. In the event a vacancy should occur prior to the expiration of the retiring member's term, the successor shall be appointed for the unexpired portion of the retiring member's term, and shall be made by the governing body which made the appointment of the retiring member. After the initial appointment of members and with the exception of unexpired terms all member will have three-year terms on the Board.

Section 2. The regular three-year terms of Old Penitentiary Joint Powers Board members will begin at the first meeting in May of the year of their appointment and end with the last meeting in April at the end of their three-year terms.

Article V

Officers

(Revised June 14, 2001)

Section 1. The Old Penitentiary Joint Powers Board shall elect from its voting members a chairman, secretary, and treasurer for terms of one year. The chairman, secretary and treasure shall be eligible for re-election. Election will be held the first meeting in May.

Section 2. The chairman shall preside at all meetings and public hearings of the Joint Powers Board. He shall decided all points of order or procedure and shall transmit reports and recommendations of the joint powers Board to the City Council and County Commission.

Section 3. The secretary shall be responsible fro keeping the minutes of the Joint Powers Board, sending agendas to the members oft he Joint Powers Board, carrying out routine correspondence, maintained the records of the Joint Powers Board, except those records pertaining to finance which are the responsibility of the treasurer, and performing such other duties as the Joint Powers Board may require. An assistant secretary who is not a member of the Joint Powers Board may be appointed.

Section 4. The treasurer shall give a full accounting of all monies expended and received from grants, gifts, donations, bequests, devises, or contributions of money or property from other sources and for the use or purpose of furthering the goals for the Joint Powers Board.

ARTICLE VI

Meetings

Section 1. The board shall meet not less than once each three months at the call of the chairman or upon oral or written request of the majority of the members or within five days after request for a meeting by any participating agency.

Section 2. At any time there is an even number of members on the board or in attendance at a meeting, and such members are evenly divided on the question, the chairman of the Board of the meeting shall not vote on such questions.

Section 3. The order of business at the meetings shall be as follows:

- (a) Call to order
- (b) Roll call
- (c) Approval of minutes of previous meeting
- (d) Correspondence
- (e) Old business
- (f) New business
- (g) Reports
- (h) Adjournment.

Section 4. Meetings of the Joint Powers Board shall be open to the public except meetings which the Board shall decide should not be open to the public with regard to the following only:

- (a) Consideration of the appointment or dismissal of an employee
- (b) Matters concerning litigation which the Joint Powers Board is a party or proposed litigation to which the Joint Powers Board may be a party.

Section 5. Four members, a majority of the Joint Powers Board, shall constitute a quorum for the transaction of business.

Section 6. All members, including the chairman, shall have a vote and shall vote when present, except that any member shall automatically disqualify himself from voting on any decision in which there may be a conflict of interest.

Section 7. Excessive absenteeism by a board member will be dealt with by executive session of the joint Powers Board to determine the continuance of that member on the Joint Powers Board. Recommendation resulting from such a session will be forwarded to the agency appointment the member under questions.

ARTICLE VII

Function and Duty

Section 1. It shall be the function and duty of the Old Penitentiary Joint Powers Board to create, expand, plan, finance, and operate the civic center and community building facility and for providing recreational, education, tourism, historic, social needs, and other uses incidental thereto for the residents of the City and County at the site of the Old Penitentiary.

Section 2. The board may employ administrative and other technical, legal, and clerical assistance as is necessary and engage the services of research and consulting agencies within the limits of its authorized and available funds as may be agreed upon from time to time.

Section 3. The Joint Powers Board shall:

- (a) Keep minutes of all meetings that official action is taken as well as financial records;
- (b) Fix time and places for the regular meetings provided that the regular meetings shall

be held at least once each three months;

(c) cooperate with and solicit advice, counsel and recommendations of the governing bodies of the City and County:

(d) Keep the governing bodies of the City and County advised as to its progress and make such written reports concerning its activities and finances as may be required by both parties.

Section 4. The Board shall develop a philosophy, set of goals and objectives designed to facilitate a consistent direction with regard to the to planning and the general operation of the site.

ARTICLE VIII

Agenda

Section 1. Agendas shall ordinarily be mailed to members of the Old Penitentiary Joint Powers Board at least three days prior to the meeting at which such are to be considered.

Section 2. Subjects which are not listed on an official Joint Powers Board agenda shall not be considered at a meeting unless unusual conditions approved by the Joint Powers Board justify such action or unless the subject pertains to a petition or communication or a recommendation made by a member of the public pursuant to the order of business established in Article VI, Section 3.

ARTICLE IX

Amendments

Section 1. These rules of procedure may be amended by an affirmative vote of the Joint Powers Board provided such proposed amendment has been submitted in writing to each member of the Board at least three days prior to the meeting in which action is taken.

Section 2. The Joint Powers Board shall adopt such rules and regulations governing its organization and procedures as it may deem necessary which rules and regulations shall be inconsistent with the ordinances of the City of Rawlins and the laws of the State of Wyoming or the United States

Approved by:

Date

Attest: _____