

**THE UNIVERSITY OF WYOMING ALUMNI ASSOCIATION, INC.  
(2026 REVISION ~ with Original Article VI)**

**ARTICLE I  
NAME AND LOCATION**

Section 1.1. **Name.** The name of this organization shall be The University of Wyoming Alumni Association, Inc. (hereinafter "the Association").

Section 1.2. **Location.** The location of the Association's office shall be in Laramie, Wyoming at such place as may be designated by the Association's Board of Directors (hereinafter "the Board").

**ARTICLE II  
PURPOSE**

The purposes and objectives of the Association shall be to promote the excellence, distinction and uniqueness of the University of Wyoming (hereinafter "the University") to the people of the state, the nation, and the world and to foster a spirit of loyalty and community among its alumni, students, and friends today and tomorrow.

**ARTICLE III  
MEETINGS**

Section 3.1. **Meetings of the Association Members.** Meetings of members of the Association shall be held as follows:

- A. **Annual Meeting.** The Annual Meeting shall be held in the Spring at a time and place to be determined by the Board of Directors.
- B. **Special Meetings.** Special meetings of the Association may be called on the initiative of the Board, and shall be called by the President if the holders of at least ten percent (10%) of the Voting Members of the Association sign, date and deliver to any Association officer one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings shall be held at the time and place determined by the President.
- C. **Notice.** Unless waived, notice of each annual or special meeting of the Association, stating the time and place thereof, shall be published in one issue of the official publication of the Association, shall be sent via email and shall be posted on the Association's website and included in regular electronic communication. Emailed notices shall be directed to each member at the email address that appears in the records of the Association. The Executive Director shall forward notice of special meetings to members of the Association no later than thirty (30) days after the special meeting request and not less than thirty (30) days or more than sixty (60) days prior to the date of any special meeting. The Notice shall include the purpose of the special meeting.

- D. **Waiver.** Any Voting Member, either before or after any meeting, may waive any notice required by law or pursuant to these Bylaws.
- E. **Quorum.** The number of Voting Members of the Association present or represented electronically shall constitute a quorum at any annual or special meeting of the Association, and a majority of such quorum shall have power to transact any business and to act on any matter properly coming before the meeting. Electronic votes shall be recognized in determining a quorum and in counting all votes.
- F. **Voting by Written Ballot.** Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting by written ballot setting forth each proposed action and allowing an opportunity to vote for or against such proposed action. Ballots may be in electronic or digital format.

### Section 3.2. **Meetings of the Board of Directors.**

- B. **Special Meetings of the Board.** Special meetings of the Board shall be held at the call of the President or Executive Director, at a time and place determined by the person calling the meeting. Special meetings may be held in person or virtually/electronically. Directors shall be allowed to attend Special Meetings virtually/electronically.
- C. **Notice.** The Executive Director shall forward notice of regular and special meetings to the members of the Board via email at the contact address of each Director, stating the time and place of the meeting. Notice shall be provided to the full Board not less than three (3) days prior to a Special Meeting. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.
- D. **Electronic Attendance.** Board members are expected to attend Regular Board Meetings in person. However, the Board may allow a Director to attend a regular meeting electronically so long as such attendance: (1) is pre-approved by the President, and (2) all attendees may participate and simultaneously communicate with each other during the meeting. Participation by electronic attendance shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. Any votes taken at the meeting attended electronically shall constitute Electronic Voting as set forth in Section 3.2(E) below.
- E. **Electronic Voting.** The Executive Committee, under the direction of the President, may determine a topic or issue has arisen that is of such an urgent nature as to require immediate attention of the full Board. Any vote that is permitted at a Board of Director's meeting may be taken electronically. Voting by proxy is not allowed. Action approved by electronic voting shall be ratified by the Board at the next regular meeting. In addition to electronic voting, action may be approved by written consent of the Board as provided by Wyo. Stat. § 17-19-821.
- F. **Executive Session.** Upon motion and approval of a majority of the voting Directors present, the Board may go into executive session for purposes of discussion and recommendation concerning proprietary/confidential matters; personnel matters, property matters, litigation, and matters which are subject to

attorney/client privilege. Ex officio members and non-Board members shall not attend executive sessions of the Board unless invited to do so by the President of the Board, or other officer in charge of the session. In compliance with all applicable rules and laws, the discussion of the Executive Session shall remain in confidence and shall not be tendered to any third-party (persons not in attendance) without the written consent of the President and/or Executive Director.

#### ARTICLE IV MEMBERS

Section 4.1. **Classes of Members.** Members of the Association shall be divided into two classes as follows:

- A. Voting Members, as defined in Section 4.2 below.
- B. Non-Voting Members, as defined in Section 4.3 below.

Section 4.2. **Voting Members.** This class of members shall include graduates and former students of the University who have satisfactorily completed one quarter, semester or summer school at the University and who are not delinquent in payment of their dues. By majority vote, the Board may establish different types of voting memberships.

Section 4.3. **Non-Voting Members.** This class of members shall include the following:

- A. Members of the University's Board of Trustees,
- B. The President of the University,
- C. Recipients of University honorary degrees.

Section 4.4. **Rights of Members.** All alumni shall have the right to have their names published in the records of the Association. However, the voting power and the privilege of holding office in the Association shall rest exclusively with the Voting Members of the Association who are not delinquent in the payment of their dues, if any. All alumni have the right to privacy and all prepared lists, labels, and computer data of alumni shall be considered confidential and shall be used for the sole purpose of benefiting the University or the Association.

#### ARTICLE V MEMBER DUES

Section 5.1. **Annual Dues.** Annual member dues (single or joint) shall be at the amount indicated by vote of the Board.

Section 5.2. **Life Dues.** Life member dues shall be set at the amount indicated by vote of the Board. Single or joint life member dues may be paid in a lump sum or by payment of equal annual installments over a period not exceeding five (5) years.

Section 5.3. **Annual Dues Year.** A member's annual dues year shall be a fiscal year, which shall be established upon receipt of dues payment by the Association. The dues year shall be set annually from date of payment.

Section 5.4. **Use of Association Dues.** All annual dues payments and a portion of the life dues payments as may be authorized by the Board, shall be used for general operating expenses of the Association. After subtracting that portion of the life dues payment authorized for operating expenses, the balance of all life dues payments may be deposited, invested and administered in the Life Membership Endowment Fund as directed by the Board.

Section 5.5. **Assessments.** Assessments to meet the expenses of social meetings and reunions may be made upon guests in attendance.

## ARTICLE VI BOARD OF DIRECTORS

Section 6.1. **Members of the Board of Directors.** Except as provided by law or the Articles of Incorporation or the Bylaws of the Association, all powers of the Association shall be exercised by or under the authority of the members elected by the Voting Members of the Association. The members of the Board shall be elected to serve for up to two successive three- year terms (and until their successors have been notified of the effective date for their terms to begin.) He/she will be voted on by the board for the second term. The terms of office of approximately) one-sixth (1/6<sup>th</sup>) of the Board shall expire each year. The three-year term set forth does not apply in the case of a director being elected to the office of President or President-elect in their third year. They may continue to serve as President-elect, President and Immediate Past-President. Each Board member shall be eligible to be re-elected to the Board after a two- year absence from the Board.

- a. Notwithstanding the foregoing paragraph regarding the term of office and related expiry of approximately one-sixth (1/6<sup>th</sup>) of the Board each year, for any year in which such one-sixth (1/6<sup>th</sup>) expiry approximation is not able to be achieved, then in such case the initial 3 year term for new in-coming Board members(s), and/or the successive 3 year term for incumbent Board members(s) may be increased or reduces, as approved by a majority of the Board, in order to enable a stair-case of Board expires approximately equivalent to one-sixth (1/6<sup>th</sup>) of the Board each year.

Section 6.2. **Geographic Area Composition of the Board.** The Board shall be composed of one (1) voting member from each of the state's nine (9) Wyoming Judicial Districts as designated by the State (See **Appendix A**) for a total of nine (9) Directors; and one (1) Director selected from each of the following United States geographic regions: Far West, Southwest, Northeast, Southeast, Colorado and Neighboring States region, defined as Idaho, Nebraska, Montana, North and South Dakota and Utah (See **Appendix B**). In addition, the Board of Directors will appoint one (1) Young Alumni at-large director and may appoint up to three (3) additional at-large positions. The at-large directors may be from Wyoming or out of state as more fully described in Section 6 below. The Young Alumni director must be thirty (30) years of age or younger at the time of appointment. However, in no case may the number of out of state Directors exceed the number of Directors residing in Wyoming. Each elected Director shall be qualified and selected based on their ability to assist the Association in accomplishing its mission.

**Section 6.3. Powers and Duties.** The Board shall control the general powers of the Association as set forth in the Wyoming Nonprofit Corporation Act. It shall be the duty of the Board to manage the business and affairs of the Association pursuant to the purpose of the Association as set forth in its Articles of Incorporation. The Board of Directors shall have the principal fiduciary and oversight responsibility for the Association. The Board, as a body and not the individual members, shall have such power and authority necessary to perform its responsibilities including, but not limited to, (i) establishing policies and goals to accomplish the mission and purpose of the Association as set forth in the Bylaws; (ii) monitoring the strategic planning process; (iii) monitoring the financial affairs of the Association; (iv) enhancing the Association's public standing; (v) ensuring legal and ethical integrity; (vi) ensuring an internal financial audit of the Association is performed annually, or at such other time as the Board determines to be prudent under the circumstances, as the case may be and (vii) employing the Executive Director of the Association.

**Section 6.4. Funds.** The Board shall have control of all funds of the Association provided that the income only from invested life dues may be expended by the Board; funds shall be enlarged and invested by the Board according to the laws of the State of Wyoming. Contributions for any permanent alumni fund shall be handled under the restrictions of this section.

**Section 6.5. Election of Geographical Area Directors.**

a. **Eligibility.** Only Voting Members in good standing are eligible to be nominated for the Board. The continuation in office as director of the President or Immediate Past President shall not change or affect in any way the eligibility of other directors. No former Board member shall be nominated until that person has been out of office as a director for two (2) years once that Board member has completed their second consecutive 3-year term.

b. **Nominations.** Any Voting Member may make nominations for the Board to the Nominating Committee by January 31 each year, or at any time a Board position becomes vacated prior to the end of such Director's term. In the event no candidate is nominated from a particular judicial district/area, the Nominating Committee may nominate qualified candidates for membership on the Board. The Nominating Committee, at its sole discretion, shall name a slate of nominees for membership on the Board. The total number of nominees on the ballot shall at least be equal to the number of vacancies.

c. **Ballot.** A ballot containing nominees by geographical area, selected by the Nominating Committee shall be, or sent via email, and posted on the Association's website. The ballots will direct Association members to the Association website to vote electronically.

d. **Tellers.** An Election Board Committee appointed by the President shall count the return ballots. That committee shall verify the count of all votes for membership on

the Board. This committee is not restricted to members of the board. The directors shall be installed if approved by a majority of the votes cast. The election results shall be reported on the Association's website within thirty (30) calendar days of the close of voting. The Association President shall affirm the election results.

**Section 6.6. Appointment of At-Large Directors.** The Board of Directors will appoint one (1) Young Alumni at-large director and may appoint up to three (3) additional at-large positions. At-large Directors may be from Wyoming or out of state; however, under no circumstance may the number of out of state Directors exceed the number of Directors residing in Wyoming. Nominees must be Voting Members of the Association. The Nominating Committee shall present qualified candidates at either the regularly scheduled Fall or Spring Board meetings, or at any time such At-Large Director position is vacated, for consideration by the full board. Candidates receiving approval by a majority of directors will begin their terms effective immediately. At-large Directors shall have the same three (3)-year terms as geographical Directors and are voting members of the Board.

**Section 6.7. Ex-Officio Members.** In addition to the duly elected or appointed members of the Board, the Board shall include the following non-voting *ex-officio* members:

- a. The Executive Director of the Alumni Association;
- b. Emeritus Director(s) of the Alumni Association;
- c. The President of the University or their duly designated representative;
- d. A member of the Board of Trustees of the University on a one (1) year term;
- e. The Executive Director of the Cowboy Joe Club or a duly designated representative of the club's Board;
- f. A representative of the University's Foundation or a duly designated member of the UWF board.
- g. The University of Wyoming Vice President of Student Affairs or a duly designated representative.

**Section 6.8. Emeritus Directors** The Board may, by majority vote, appoint as Emeritus Directors, former members of the Board whose longtime service to the Association will continue to benefit the Association. Emeritus Directors shall be non-voting members of the board but may attend any Board meeting or function. The term shall be three (3) years from date of appointment. As non-voting members, Emeritus Directors do not affect the number or geographic origin of directors on the Board at any given time.

*Ex-officio* members shall not be able to hold office or vote regardless of membership status in the Association.

The following are the eligibility guidelines and criteria for qualified Emeritus candidates:

- a. Must have been either a former UWAA Board President or made a significant contribution as a committee chairman.
- b. May have been a Distinguished Alumni who is well respected and could strengthen the Association through strategic relationships.
- c. Must be at least 60 years of age.

- d. UWAA Board membership terminated at least one year prior to Emeritus nomination.

Section 6.9. **Arrangements.** The Board and individual members of the Board shall have charge of the arrangements and expenses of their meetings, reunions and social meetings, and they will determine the dates and character of these meetings.

Section 6.10. **Quorum of the Board.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Board of Directors, and a majority of such quorum of directors shall, unless otherwise provided by law, the Articles of Incorporation or the Bylaws of the Association, have power to act on any matter within the jurisdiction of the Board of Directors. Withdrawal of any Board member(s) from a meeting after said meeting has been called to order shall not cause a quorum to cease to exist. Once a quorum is present, the acts of the majority of those present and voting at the time of the vote shall constitute the acts of the entire Board.

Section 6.11. **Vacancies.** Vacancies on the Board shall be filled by any eligible person elected by a majority vote of the Executive Committee of the Board. Article VI Section 5.A. of these Bylaws notwithstanding, if the balance of the term is two (2) years or less, said replacement director is eligible to be re-appointed for three (3) more years, subject to vote by the board at a regularly scheduled board meeting. Any Director who vacates their position prior to completing said term, shall be eligible to be elected to fill another vacancy under guidelines above.

Section 6.12. **Removal or Resignation of Directors.** Any Director, by notice in writing to the Board, may resign. A resignation is effective when the notice is given unless the notice specifies a future effective date. Failure of any Director to attend two (2) consecutive regular meetings of the Board shall be deemed a voluntary resignation if accepted by a majority of the full Board. A Director elected by members may be removed by the Board only at a special or regular meeting of the Board called for the purpose of removing the Director and the meeting notice shall state the purpose, or one (1) of the purposes, of the meeting is removal of the Director.

Section 6.13. **Committees.** The Board shall designate strategic, well-functioning committees that support the Board by either handling responsibility for a specific Association function or serving in a needed capacity. Committee work requiring action must be specifically authorized by majority vote of the full Board, or committee recommendations must be supported by a majority vote of the full Board at the next regularly scheduled meeting. A Board Member shall chair all Board committees; however, non-Board Members who are voting members of the Association are eligible to serve on committees. The standing committees of the Board shall consist of the Executive Committee, Nominating Committee and Investment, Finance and Audit Committee. The duties and obligations of the committees shall be enumerated in the Director Handbook.

- a. **The Executive Committee** shall be composed of nine (9) Directors. The term of the Executive Committee shall be one (1) year, except that of the President, President Elect and Immediate Past President who shall be on the Executive Committee for both years of their term. The Executive Committee members shall be the current President, Immediate Past President, President-Elect, Treasurer, Secretary, a Vice-President and three (3) additional

Board members selected at the spring Board meeting. The Executive Director shall be a non-voting member of the Executive Committee. The Executive Committee is specifically delegated the authority to act on behalf of the Board on matters requiring Board action between regularly scheduled meetings and when the Board cannot be practically convened. The Executive Committee shall not overrule, reverse, or change the previous acts of the full Board without subsequent Board approval. The Executive committee shall exercise this authority judiciously and with restraint. All such action taken by the Executive Committee shall be reported to the Board at the next regularly scheduled meeting. The President of the Board shall be the Chairman of the Executive Committee.

b. **The Nominating Committee** shall be composed of the President, President-Elect, immediate Past-President, at least three (3) at large members from the Board and the Executive Director. The Nominating Committee candidates shall be presented at and voted on at the Spring meeting of the Board. The term of the Nominating Committee shall be one (1) year. The President-Elect shall be the Chairman of the Nominating Committee.

c. **The Investment, Finance and Audit Committee** shall be composed of the President, Past-President, President-Elect, Treasurer and at least three (3) Board members appointed by the President. The Association Business Manager and Executive Director shall be Ex-Officio members of the Finance Committee. The term of the Finance Committee shall be one (1) year. The Board Treasurer shall be the Chairman of the Committee.

d. **Legal Committee** shall be composed of the President, Past-President, President-Elect, Executive Director and at least three (3) at-large Board members appointed by the President. The Legal Committee candidates shall be presented at and voted on at the Spring meeting of the Board. The term of the Legal Committee shall be one (1) year. The Past-President shall be the chair of the Committee.

The Board may designate standing committees from time to time, as needed and specifically designate a task or purpose for such standing committee. Standing committees shall be formed and disbanded at the direction of the full Board. The President, with the approval of the Board, shall make committee appointments immediately following Board elections.

Section 6.14. **Compensation.** The Board members shall serve without compensation.

## ARTICLE VII OFFICERS

Section 7.1. **Composition and Number.** The Association shall have seven (7) officers. The officers of the Association shall consist of a President, President-Elect, Vice-President, immediate Past-President, Treasurer, Secretary, and the Executive Director as an ex-officio member. Such other officers as may be deemed necessary may be elected or appointed by the

Board. The Past President shall serve on the Board for a period of two (2) years following their two-year Presidential term, and will be a voting member of the Board.

Section 7.2. **Eligibility.** Only members of the Board shall be eligible to be elected President, President-Elect and Vice-President. The President may be elected to this position through the final year of his/her term as a Director. To be eligible for an officer position, the director must have attended two regular Board meetings within the preceding two years.

Section 7.3. **Election, Hiring, and Appointment.** With the exception of the Executive Director, the officers of the Association shall be elected at the Board's Annual Spring Meeting, or at the time such officer position is vacated. The officers shall be elected by a majority of the members of the Board present at an annual, regular or special meeting of the Board. Said election shall be by secret ballot. In case of a tie vote, the Executive Committee will, by means of a coin toss, select one of the nominees. The Board of Directors shall hire the Executive Director., The University of Wyoming President shall hire the Director of Alumni Relations which may, but is not required to, be the Executive Director. The Executive Director shall be a resident of Albany County during that person's tenure in office.

Section 7.4. **Term of Office.** The President and President-Elect shall hold office for a term commencing upon election and continuing for a period of two (2) years and until their successors are elected and qualified. The Immediate Past-President shall serve for two (2) years following their two-year presidential term and will be a voting member of the Board. Only the Vice-President, Treasurer and Secretary are eligible for the same office for more than one consecutive year. The Vice-President, Treasurer and Secretary shall hold office for a term of one (1) year, commencing upon his/her election and until the term either expires or a successor is elected. The Executive Director shall serve at the pleasure of the Board, provided that not less than sixty (60) days' notice shall be given them in case of dismissal, subject to all terms and conditions of the Executive Director's employment agreement with the University.

Section 7.5. **Vacancies.** Except for the Executive Director, vacancies among the officers shall be filled by vote of a majority of the members of the Board present at a meeting at which a quorum of directors exists. Persons so elected shall serve the uncompleted term of the vacating officer.

Section 7.6. **Removal or Resignation of Officers.** Any officer, by notice in writing to the Association, may resign. A resignation is effective when the notice is given unless the notice specifies a future effective date. Any officer may be removed from office with or without cause upon the affirmative vote of three-fourths (3/4) vote of the Board present at a meeting where a quorum of directors exists.

Section 7.7. **Duties of the President.** The President shall preside at all meetings of the members, meetings of the Board and meetings of the Executive Committee; shall have general charge of and control over the affairs of the Association, subject to the direction and control of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board or by the Bylaws of the Association.

Section 7.8. **Duties of the President-Elect.** In the absence of the President or in the event

of the President's death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Such succession will in no way reduce the President-Elect's term as President.

**Section 7.9. Duties of the Vice-President.** The Vice-President shall serve as a member of the Association's Executive Committee and Nominating Committee, and shall perform such duties as the Board, President or the Bylaws may prescribe.

**Section 7.10. Duties of the Treasurer.** In coordination with the Executive Committee and the Executive Director, the Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the direction of the Board or provisions of these Bylaws; direct the Investment, Finance and Audit Committee, including monitoring compliance with Investment Policy and communicating with the investment advisor; and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board.

**Section 7.11. Duties of the Secretary.** The Secretary shall be responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes should include at a minimum: date, time and location of meeting; list of Directors present and absent; list of guests; list of items discussed; list of reports presented; text of motions presented and description of their disposition. The minutes of each meeting of the Board shall be kept at the principal place of business of the Association. The Secretary shall digitally submit the final, approved minutes and shall ensure that this copy is maintained in the corporate records. The Secretary shall serve as a member of the Executive Committee and Legal Committee.

**Section 7.12. Duties of the Immediate Past-President.** The Immediate Past-President shall continue to serve as a voting member of the Board and of the Executive Committee for two years following his/her term as President. In the absence of the President and President-elect or in the event of the President's and President-elect's death, inability or refusal to act, the Immediate Past-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

**Section 7.13. Duties of the Executive Director.** The Executive Director shall, subject to the supervision of the Board and the President, be the Chief Administrative Officer of the Association and have overall charge of the day-to-day affairs of the Association. The Executive Director shall be responsible for maintaining and supervising the staff of the Association; for planning and coordinating the various programs of the Association; for procuring, managing of and accounting for the funds of the Association (except to the extent such duties are specifically assigned by the Board to the Treasurer); collecting, preserving and disbursing the dues and other funds of the Association; supervising the publications of the Association; seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keeping a register of the mailing and electronic mail address of each member; maintaining and preserving the records of the Association in conjunction with the Secretary; serving as the custodian of all books, papers, and property of the Association, except such as may relate to the Treasurer; and being responsible for

such other duties as the Board shall from time to time prescribe. The Executive Director shall be a member of all committees.

Section 7.14. **Duties of the Director of Alumni Engagement.** Reporting to the Executive Director, the Director of Alumni Engagement will be responsible for enhancing engagement opportunities and increasing alumni involvement through, but not limited to, the management of the engagement team, overseeing alumni networks, campus affinity programs, digital engagement strategies, and special events.

Section 7.15. **Compensation.** The officers of the Association, except the Executive Director and the Director of Alumni Engagement, shall serve without compensation. The outgoing President and President-Elect, in conjunction with the University of Wyoming, shall fix from time to time the compensation of the Executive Director.

## ARTICLE VIII OFFICIAL PUBLICATION

The Association shall publish an official publication devoted to the interests of the Association and of the University under such name and at such times as shall be determined by the Board. The Board may publish such other publications as it may deem proper and will determine the rates of subscription. The Board may accept subscriptions for publications of the Association from persons not members of the Association. Advertising may be solicited and charge made for same. Official publications may include print and electronic publications.

## ARTICLE IX LIABILITY, TAX STATUS AND DISSOLUTION

Section 9.1. **Debt Liability.** Any indebtedness of the Association must be approved by at least two-thirds (2/3) of the elected members of the Board.

Section 9.2. **Personal Liability.** The members of the Association, its Board of Directors and its officers, shall not be personally liable for the debts or obligations of the Association. Additionally, the Association shall indemnify its officers and directors for all reasonable expenses incurred as a result of being named a party to a proceeding solely because he or she was a director or officer of the Association. Nothing herein shall limit indemnification under any other circumstances deemed appropriate by the Association and its Board.

Section 9.3. **Directors and Officer's Insurance.** The Association shall maintain, at the expense of the Association, Directors and Officer's liability insurance covering each Director for their term. A copy of the certificate of insurance shall be sent by electronic mail to each Director prior to the September meeting of the Board each year. A copy of the policy shall be kept in the Association office with the books and records of the Association.

Section 9.4. **Tax Status.** The Association is organized and operated exclusively for

charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Section 9.5. **Dissolution.** The Association may be dissolved only by a two-thirds (2/3) vote of the Voting Members present at the duly called special meeting of the Association called for the purpose of dissolving the Association and the meeting notice shall state the purpose, or one (1) of the purposes, of the meeting is dissolving the Association followed by an affirmative vote of a majority of the Board. Upon dissolution and final liquidation of the Association, the Board shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Association, distribute all of the remaining assets of the Association to one or more of the following as the Board shall determine: (a) a qualified not-for-profit 501 (c) (3) organization which may be created to succeed the Association and/or; (b) the University of Wyoming.

## ARTICLE X MISCELLANEOUS PROVISIONS

Section 10.1. **Fiscal Year.** The fiscal year of the Association shall be from the first day of July each year to the last day of June of the next calendar year.

Section 10.2. **Parliamentary Procedure.** The Robert's Rules of Order shall govern matters of procedures in parliamentary practice not covered in the Articles of Incorporation or Bylaws of the Association.

Section 10.3 **Calculation of Days.** For all purposes herein, the calculation of days shall be calendar days, without regard to holidays or weekends; provided, however, when the last day of an applicable period is a holiday or weekend, the applicable date shall be the next business day.

## ARTICLE XI RIGHT TO RECEIVE PROPERTY

The Association shall have no stock and shall never exist for the pecuniary profit of any of its members, but shall aim to accomplish the objectives set out in Article II hereof, and for that purpose may receive, hold, enjoy, disburse, encumber, lease, convey or otherwise alienate all kinds of property, both real and personal.

## ARTICLE XII AMENDMENTS

Amendments to these Bylaws, except for amendments affecting the composition of the Board, shall be approved by a majority vote of the Board. The Executive Director shall forward notices of the proposed amendments of the Bylaws to the members of the Board no less than ten (10) days prior to the date of any regular or special Board meeting in which the Board will act on the amendments.

For amendments to the Bylaws affecting the composition of the Board, the Executive Director shall forward notices of the proposed amendments of the bylaws to the members of the Association no less than thirty (30) days prior to the date of any regular or special Board meeting in which the Board will act on the amendments. An amendment to the Bylaws affecting the composition of the Board shall be adopted if approved: (a) by a majority vote of the Board and (b) by two-thirds (2/3) of the votes cast by the Voting Members.

All previous Bylaws of this Association are hereby expressly repealed and these shall be the official Bylaws of this Association after the date of adoption on \_\_\_\_\_, 2026.

SIGNATURE PAGE TO AMENDED AND RESTATED BYLAWS OF THE UNIVERSITY OF WYOMING ALUMNI ASSOCIATION

Revised and Amended \_\_\_\_\_, 2026.

I, the undersigned, certify that I am the Secretary of the Association, and the above Amended and Restated Bylaws, consisting of \_\_\_ pages, are as adopted at the meeting of the Board of Directors held on \_\_\_\_\_, 2026.