

ARTICLE VI
BOARD OF DIRECTORS (REVISION)

Section 6.1. 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 6.2 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 Article.

Section 6.3 Number of Directors. The Board of Directors shall consist of 22-25 voting Directors [consisting of nine Wyoming geographic, six regional geographic, one young, three-six at large and three presidents], the number of Directors to be determined from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, "Full Board of Directors" means the total number of Directors, including voting and non-voting members. Each Director shall meet the eligibility requirements provided in Section 6.7A below.

Section 6.4 Term of Directors. Members of the Board of Directors shall serve for an initial term of three years.

- A. **Consecutive Terms.** Upon affirmative vote of the Board, a Director may agree to serve one additional, consecutive three-year term upon expiration of the Director's initial term.
- B. **Expiration of Term.** Upon expiration of a Director's term, a successor Director shall be selected at the next Annual Meeting.
- C. **President, President Elect and Past President Terms Suspended.** During the term of office of the President, President Elect and Past President, running of the term of Director shall be suspended, with new Directors being selected to fill the Board positions of the President, President Elect and Past President. The President, President Elect and Past President shall resume and complete their original term of office as a Board Member following completion of the term as an officer. The President, President Elect or Immediate Past President's

continuation in office as a director following their terms as President, President Elect and Past President shall not change or affect in any way the eligibility of other directors.

- D. **Staggered Board Terms.** The terms of office of approximately one-sixth (1/6th) of the Board shall expire each year. However, for any year in which such one-sixth (1/6th) expiry approximation is not able to be achieved, then in such case, the initial 3-year term for new incoming Board members(s), and/or the successive 3-year term for incumbent Board members(s) may be increased or reduced, as approved by a majority of the Board, in order to enable staggered Board expiries approximately equivalent to one-sixth (1/6th) of the Board each year.

Section 6.5 **Voting Members of the Board.** The Board shall be composed of the following Voting members:

- A. **Wyoming In-State Geographic Composition:** 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.
- B. **Regional Geographic Composition:** One (1) voting member shall be 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**).
- C. **At-Large Voting Members.**
1. The Board of Directors shall appoint one (1) Young Alumni at-large director, who shall be a voting member of the Board. The Young Alumni director must be thirty (30) years of age or younger at the time of appointment.
 2. The Board may select and appoint a minimum of three (3) and a maximum of six (6) additional at-large voting Members of the Board of Directors. (The intent is that the Board has the ability to add an additional director if needed but not substantially increase the board size.) The at-large directors may be from Wyoming or out of state. However, in no case may the number of out-of-state Directors exceed the number of Directors residing in Wyoming.

Section 6.6 **Non-Voting Members of the Board of Directors.** The Board shall be composed of the following Non-Voting members:

- A. **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:
1. The Executive Director of the Alumni Association;
 2. Emeritus Director(s) of the Alumni Association as defined in Section 6.6B below;
 3. The President of the University or his/her duly designated representative;
 4. A member of the Board of Trustees of the University, appointed for a one (1) year term;

5. The Executive Director of the Cowboy Joe Club or a duly designated representative of the club's board;
6. A representative of the University's Foundation or a duly designated member of the UWF board.

Ex-officio members of the Board shall not be eligible to hold office or vote, regardless of membership status in the Association. The number of Ex-Officio members of the Board present shall not count toward constituting a quorum.

- B. **Emeritus Directors:** The Board of Directors may appoint Emeritus Directors to the Board who shall have been either a former UWAA Board President or a Director who has made a significant contribution to the Board.

Emeritus Directors shall be non-voting members of the Board, but may attend any Board meeting or function. Emeritus Board Members do not affect the geographic origin or number of directors serving on the Board at any time. The Term of an Emeritus Director shall be three (3) renewable three-year terms. Emeritus members of the Board will be held to the same attendance requirements as specified in Section 6.9.

- C. **Composition of the Board.** Provisions regarding Non-Voting Members of the Board shall not be deemed to affect the composition of the Board.

Section 6.7. **Selection of Board of Directors.** Members of the Board of Directors shall be selected as follows.

- A. **Eligibility of Directors.** Each Director must be at least 18 years of age. Only Voting Members of the Association in good standing are eligible to be nominated for the Board. No former Board member shall be eligible to serve until that person has been out of office as a Director for two (2) years.

- B. **Nominations.**

1. Upon Expiration of a Geographic Board Member Term. Prior to filling a geographic Board Member position, the Executive Director shall call for nominations from the membership. However, Members may make nominations to the Nominating Committee at any time during the year. The Nominating Committee shall review nominations and submit proposed candidates to the Executive Committee. The Executive Committee shall select Board members by a majority vote.
2. Filling a Mid-Term Geographic Board Position. In the event of a vacancy in office of a geographic Board Member position during the Member's term, the Nominating Committee may make recommendations, and the Executive Committee may fill such vacant positions, at any time.

3. At-Large Board Positions. The Nominating Committee may make recommendations for vacant At-Large Board Members to the Executive Committee, and the Executive Committee may select At-Large Board Members, at any time.

- C. **Confirmation of Directors.** The Board shall confirm the successful nominees submitted by the Executive Committee by a majority vote. After such confirmation, successful nominees shall be installed as Directors. The Board Member selection results shall be reported on the Association's website within 30 days after completion of the vote.

Section 6.8. **Organization.** At each meeting of the Board of Directors, the President, or, in the absence of the President, the President-Elect, shall preside, or in the absence of either of such officers, the Past President, or a Director chosen by the majority of the Directors present, shall preside. The Secretary shall act as Secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, a secretary chosen by the majority of the Directors present shall record the minutes.

Section 6.9. **Removal or Resignation of Directors.** Any Director, by written notice 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 or Emeritus Member 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 may be removed by majority vote of the Board, not including the Member to be removed, only at a 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 6.10. **Vacancies.** Vacancies on the Board shall be filled as provided in Section 6.7 above. Section 6.4 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 his/her position prior to completing said term, shall be eligible to be elected to fill another vacancy under guidelines above.

Section 6.11. **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 6.12. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 6.13 **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 6.14 **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. 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, Finance Committee and Legal Committee. The President shall present members of the at-large Nominating, Finance, and Legal Committees, to be affirmed by the Full Board at the Annual Spring Meeting. If a Director resigns while serving on a standing committee, the President has the authority to proceed with or without filling that position. Except as limited by W.S. § 17-19-825(e), all actions recommended by the Nominating, Finance or Legal Committees shall be approved by the Executive Committee.

- 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 Past President (hereinafter “the Presidents” when referencing all three) shall be on the Executive Committee for both years of their term. The Executive Committee members shall be the Presidents, Treasurer, Secretary, a Vice-President and three (3) additional Board members selected at the Annual 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 full 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 and approved when required by state law as provided by W.S. § 17-9-825 (2025). The President of the Board shall serve as Chair of the Executive Committee.
- B. **The Nominating Committee** shall be composed of the Vice President and Presidents, and at least three (3) at-large members appointed by the President. The Executive Director shall also be a non-voting member of the committee. The term of the Nominating Committee shall be one (1) year. The President-Elect shall be the Chairman of the Nominating Committee. The Nominating Committee shall be responsible for all matters related to the nomination of directors to the Board of Directors of the Association. The Committee shall oversee and facilitate Board culture and development activities conducted during meetings of the full Board of Directors. The Committee shall make recommendations for action to the Executive Committee.
- C. **The Finance Committee** shall be composed of the Presidents, Treasurer and at

least three (3) Board members appointed by the President. The Association Business Manager and Executive Director shall be non-voting 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. The Finance Committee shall be responsible for managing the financial portfolio and investments of the Association, providing oversight of the annual budget, monthly financial reviews and reporting on the financial status of the Association to the full Board of Directors as the Annual Spring Meeting. The Committee shall make recommendations for action to the Executive Committee.

- D. **Legal Committee** shall be composed of the Presidents, Secretary, and at least three (3) at-large members appointed by the President. The Executive Director and Association Business Manager shall be non-voting members of the Legal Committee. The term of the Legal Committee shall be one (1) year. The Past-President shall be the Chair of the Committee. The Legal Committee shall be responsible for reviewing and updating the Association's Bylaws, Policies, and Memoranda of Agreements (MOAs) during the two-year term of the past president. The Legal Committee shall operate in an advisory capacity only and shall not provide official legal advice.
- E. **The Distinguished Alumni and Medallion Service Award (DA/MSA) Selection Committee** shall be composed of the UWAA Board Presidents, Emeritus Directors, and additional At-Large committee members not on the UWAA Board to be selected as needed by the Presidents. The Association's Executive Director, support staff, and the UW Foundation President/CEO shall be invited to be present during the selection process. The Association shall use due diligence in keeping this committee's members confidential. This committee shall be charged with the selection of each year's Distinguished Alumni and Medallion Service Award recipients.
- F. **Additional Committees**. 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 6.16. **Compensation.** The Board shall serve without compensation.