

BYLAWS OF
THE LARAMIE COUNTY SENIOR SERVICES
BOARD

Article I: Name, Board Membership and Responsibilities

Section 1. The name of this organization is the Laramie County Senior Services Board (hereinafter referred to as “the LCSS Board” or “Board of Directors”). The Board shall have those duties and responsibilities authorized by the Wyoming Statute § 18-2-105 *et seq* (as amended) as a senior center.

Section 2. The LCSS Board is comprised of at least five directors, appointed by the Laramie County Board of County Commissioners. The term of office is three (3) years, except for initial appointment terms outlined below, in order to stagger the terms of office. The county commissioner designated by the Laramie County Board of Commissioners shall be an *ex-officio* member of the Board of Directors for the purpose exercising the powers reserved by the Laramie County Board of Commissioners herein.

Section 3. The LCSS County Board may expand to a membership, upon a majority vote, not to exceed nine members. The initial size of the LCSS Board will be six, with an understanding that a seventh will be appointed in the near future. The initial appointments of each Board member will be staggered. Of the initial board of six (6) Members: two (2) Members will have an initial term of three (3) years, two (2) Members will have an initial term of two (2) years, and two (2) Members will have an initial term of (1) year. Once initial terms are served, the term of office for all Board positions will be three (3) years. A director may be appointed for consecutive terms, on June 30 of the year in which their term expires. There will only be one (1) Executive Director thereby appointed until the LCSS Board proposes otherwise, and increasing or reducing the number of said Directors requires the additional approval of the Laramie County Board of Commissioners per Article VII of these Bylaws. Said consecutive terms shall be for three (3) years.

Section 4. The Laramie County Board of Commissioners may remove any of the Directors at any time, with or without cause. The Laramie County Board of Commissioners may fill that vacancy through its appointment process.

Article II: Meetings, Officers, Minutes, Public Records Act

Section 1. The regular meeting of the LCSS Board shall be held at such time and place as the LCSS Board shall from time to time designate.

Section 2. The LCSS Board and any Committees it shall create for more effective governance shall keep regular minutes of their proceedings, committees, should they exist shall report and furnish their minutes to the Board by submitting copies of their minutes to the Secretary of the Board for retention as part of the public records Act compliance.

Section 3. A quorum consists of a majority of its members. When there are six Board members, a quorum consists of four voting Board members, etc.

Section 4. Meetings will be conducted in a professional and orderly manner, and with the discretion and direction of the chairman. Action items will be discussed through a motion and second process with a maximum of two amendments permitted per motion. All meetings of the LCSS Board shall be in compliance with the Wyoming Public Meetings Act, Wyoming Statute § 16-4-401 et seq. (as amended). All meetings of the LCSS Board are public meetings, open to the public at all times, except as otherwise provided. All meetings of the LCSS Board shall be conducted according to standing rules of order adopted by a majority of the LCSS Board from time to time.

Section 5. The LCSS Board, being a governmental entity, shall be subject to the Wyoming Public Records Act, W.S. 16-4-201 et seq. Rules, policies, documents produced, and all other written or recorded statements of policy or other records defined as “public records” by W.S. 16-4-201 et seq. and not otherwise privileged, which are used or produced by the LCSS Board in the discharge of its functions, shall be available for public inspection at the location to be determined by the Board and/or in the Offices of the Laramie County Clerk.

Section 6. Special or rescheduled meetings may be held at any time when called by the Chair, or at the request of three members. All members must be notified at least one day in advance of a special meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the LCSS Board or of any committee may be taken without a meeting if all the members of the LCSS Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the LCSS Board or of the committee as the case may be. The action taken shall be effective when the last Director signs the consent.

Section 8. LCSS Board members may participate in meetings in person or through other technological means such as telephone or video conferencing.

Section 9. General Standards of Conduct for Directors. A Director and the Executive Director shall act in accord with the direction of the LCSS Board and the interests of the Laramie Senior Center.

Article III: Officers and Duties

Section 1. The officers of the Board (in order of seniority) shall be a Chair, Vice Chair, Secretary, and Treasurer. In absence of the Chair, the next most senior officer shall serve as Chair.

Section 2. Officers are elected annually at the meeting of the Board set by the Board (which shall be set within one year of the date of these Bylaws) and shall take office immediately to serve until the next annual election. Each officer may serve a two-year term in office.

Section 3. Resignation. Resignations are effective upon receipt by the Secretary of written notification or receipt by the Chair or other Officer if the Secretary is resigning.

Section 4. Removal. Any Officer elected by the Board of Directors may be removed by the Board when, in its judgement, the best interests of the LCSS Board will be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the remainder of the unexpired portion of the term.

Section 6. Chair. The Chair shall be the principal Officer of the LCSS Board; exercise general supervision over the affairs of the LCSS Board; preside at all meetings of the members of the Board of Directors; shall be a member ex officio, with the right to vote, of all committees except the Nominating Committee; and in general shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair is not charged with executive or administrative responsibilities in the management and continuing conduct of the LCSS Board's affairs.

Section 7. Vice Chair. In the absence of the Chair or the event of his or her inability or refusal to act the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers and be subject to all the restrictions upon the Chair. The Vice Chair shall have such other powers and perform such other duties prescribed by the Board of Directors or the Chair.

Section 8. Treasurer. The Treasurer shall be lead Director for oversight of the financial condition and affairs of the LCSS Board and shall serve as the chair of the Finance Committee. The Treasurer shall oversee and keep the Board informed of the financial condition of the LCSS Board and of audit or financial review results. In conjunction with other Directors or designated staff, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports including an account of major transactions and the financial condition of the LCSS Board, are made available to the Board on a timely basis or as may be required or requested by the Board. The Treasurer may appoint, with prior approval of the Board, a qualified fiscal agent or a member of the staff to assist in performance of all or part of the duties of the Treasurer. The Treasurer shall cause, upon approval by the Board of Directors, a periodic audit of the financial affairs of the LCSS Board to be made by an independent accountant, and such audit shall be presented to the Board of Directors. The Treasurer shall also be responsible, in conjunction with assigned staff for compliance with statutory reporting requirements, tax returns, and tax payments.

Section 9. Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and reflect at a minimum the names of those in attendance, any resolutions passed, the outcomes of any votes taken, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Chair. The Secretary may appoint, with approval of the Board, a staff member to assist in performance of all or part of his or her duties.

Section 10. Compensation of Officers. The LCSS Board may be compensated if necessary, and Officers may be reimbursed.

Article IV: Executive Director

Section 1. The LCSS Board shall retain, by majority vote, a qualified Executive Director who shall administer policies adopted by the Board: employ, direct and supervise staff members; prepare required reports; recommend policies and procedures and promote effective senior services within Laramie County.

Section 2. The administration and management of the LCSS Board shall be in a salaried staff head or in a contract for management services with an experienced entity directly responsible to the Board of Directors. He or she shall have the title of Executive Director or other such title as the Board shall designate from time to time. He or she shall be the chief executive and operating Officer of the Center, with responsibility for carrying out policy set by the Board of Directors, for the management and direction of all its operations, programs, activities, including employment and termination of staff and determination of compensation of staff members, within and subject to the framework of policies set by the Board. The Executive Director's job performance shall be reviewed at least annually by a committee selected by the Chair. The Executive Director shall not be a member of the Board of Directors or an Officer of the LCSS Board or the LCSS, Inc. Foundation.

Section 3. The Executive Director shall provide staff support to the Board of Directors and to the Executive Committee. S/he is the only staff person who is a direct report to the Board. Direction to the Executive Director shall be exercised only by and through the Chairperson of the Board.

Article V: Adoption or Amendment of by-laws, Effective Date

Section 1. Amendments to these by-laws or to any policy documents of the LCSS Board may be adopted by a majority vote of members of the Board present and upon approval by the Laramie County Board of County Commissioners.

Section 2. Amendments to these by-laws shall become effective upon adoption and approval by the Laramie County Board of County Commissioners, unless otherwise specified.

Article VI: Order of Business for a Regular Meeting

Section 1. The order of business for each regular meeting of the LCSS Board shall include at least but not limited to the following, not necessarily in the order listed:

- Approval of Minutes
- Financial and/or Statistical Reports
- Business
- Adjournment

Article VII: County Commissioner Approval Required, Power to Dissolve

Section 1. Approval of The Laramie County Board of Commissioners shall be required to: amend these by-laws, approve the annual budget, approve the reduction of the number of Board of Directors, approve the increase in the number of Board of Directors, approve acquisition, lease or sale of real estate and/or buildings designated for senior services. The Laramie County Board of Commissioners have the exclusive power to dissolve this LCSS County Board under Wyoming Statute § 18-3-525(a).

Article VIII: Additional Legal Provisions

Section 1. Nothing herein shall be construed as to abrogate, supersede or in any way diminish or conflict with any existing state, local or federal law, ordinance or regulation.

Section 2. The existence of these By-Laws shall not be construed to exclude the ability of the LCSS Board or the Laramie County Board of Commissioners proceeding or taking any action otherwise provided for at law.

Section 3. Should any section or provision of these by-laws be declared invalid or unconstitutional by any court of competent jurisdiction, the declaration shall not affect the validity of the By-Laws as a whole or any part thereof, which is not specifically declared to be invalid or unconstitutional.

Section 4. By the adoption of these By-Laws neither Laramie County nor the LCSS Board waive their Governmental/Sovereign Immunity, as provided by any applicable law, including Wyoming Statute § 1-39-101 et seq., Further, the County and LCSS County Board fully retain all immunities and defenses provided by law with regard to any action, whether in tort, contract or any other theory of law.

Section 5. Indemnification. The LCSS Board will develop its own Indemnification Policy as to Directors and employees as necessary,

Section 6. Conflicts of Interest Policy. The LCSS Board shall create and update a Conflict of Interest Policy as required.

Section 7. Minutes and Accounts. The LCSS Board shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting and a record of all actions taken by committees of the Board.

[Signature Page Below]

BYLAWS CERTIFICATION

I, _____, a Member of the Laramie County Board of County Commissioners do hereby certify that the Bylaws herewith are a current, complete and correct copy of the LCSS County Board Bylaws which were adopted by the Laramie County Board of County Commissioners on _____ and are now in effect.

ATTEST:

By: _____ Date _____
Laramie County Clerk

REVIEWED AND APPROVED AS TO FORM ONLY

By: _____ Date _____
Laramie County Attorney's Office