

AMENDED JULY 20, 2017
BY LAWS OF THE CONVERSE
TOURISM PROMOTION JOINT
POWERS BOARD

ARTICLE I

NAME

This organization shall be known as the CONVERSE TOURISM PROMOTION JOINT POWERS BOARD.

ARTICLE II

PURPOSE

The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD is formed for the following purposes:

- Section A: To receive funds collected pursuant to Wyoming Statute 39-15-204(a)(ii) and expend at least ninety percent (90%) of all funds collected from the lodging tax received by the County to promote travel and tourism within the County, City or Town imposing the tax; which is limited to promotional materials, television and radio advertising, printed advertising, promotion of tours and other specific tourism related objectives, provided that none of these funds shall be spent for capital construction or improvements and not more than forty thousand dollars (\$40,000.00) of these funds shall be spent for purposes of matching state general funds under the matching funds program administered by the Wyoming Business Council; any amount of those funds received thereafter remaining, but not to exceed ten percent (10%), shall be distributed pursuant to Wyoming Statute 39-15-211(a)(ii)(B)(I).
- Section B: To adopt and implement a program as limited by statute to acquire by lease, gift, purchase or other lawful methods, real and personal property to be utilized in carrying out its purpose.
- Section C: It is the policy of the Board that the funds are to be distributed in the following percentages: Ten percent (10%) for administrative expenses of the total shall be distributed first. The remaining ninety percent (90%) of the funds are to be distributed in the following percentages: Thirty-five percent (35%) to projects in the Douglas area; twenty percent (20%) to projects in the Glenrock area; twenty-five percent (25%) for promotion of Wyoming State Fair Week and State Fair Park; and twenty percent (20%) to be left to the Board's discretion.
- Section D: It is the policy of the Board that the funds not expended nor encumbered during the past fiscal year that are carried over into the following year, shall be added to the 20% left to the Board's discretion and is intended to fund projects that support travel and tourism as a whole in the County and in an extended and/or more durable fashion.

ARTICLE III

ORGANIZATION

The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD is formed by the Converse County Commissioners, the City of Douglas, Wyoming and the Town of Glenrock, Wyoming, by virtue of that certain document entitled "Joint Powers Agreement of the Converse Tourism Promotion Joint Powers Board", dated October 24, 1995 and Amendments thereto.

ARTICLE IV

MEMBERSHIP

Members of the CONVERSE TOURISM PROMOTION JOINT POWERS BOARD shall be comprised of nine (9) members to be selected by the aforementioned entities listed under organization. A majority of the members shall be representative of the travel and tourism industry, as required by Wyoming Statute

39-15-211(a)(ii)(B)(I).

Section A: Board members shall be appointed as follows:

- a) Three (3) by the Board of Converse County Commissioners
- b) Three (3) by the City Council of the City of Douglas, Wyoming
- c) Two (2) by the Town Council of the Town of Glenrock, Wyoming
- d) One (1) general member. The board members appointed to represent Converse County, the City of Douglas and the Town of Glenrock shall select and recommend to the participating agencies one (1) person for consideration as a general board member, The one (1) general board member shall be appointed jointly by unanimous consent of the participating agencies, pursuant to Wyoming Statute 16-1-106(a).

ARTICLE V

TERMS OF MEMBERSHIP AND VACANCIES

Section A: All terms of membership end on June 30th and all new terms of membership commence on July 1st. Terms of the members on the initial or first board will be as follows:

- a) Appointees of Converse County: commencing from and after the date of the organizational meeting, one (1) shall serve for a term of one (1) year, one (1) shall serve for a term of two (2) years, and one (1) shall serve for a term of three (3) years.
- b) Appointees of the City of Douglas: commencing from and after the date of the organizational meeting, one (1) shall serve for a term of one (1) year, one (1) shall serve for a term of two (2) years, and one (1) shall serve for a term of three (3) years.
- c) Appointees of the Town of Glenrock: commencing from and after the organizational meeting, one (1) shall serve for a term of one (1) year, and one (1) shall serve for a term of two (2) years.
- d) The general board member shall serve an initial term of three (3) years.
- e) Subject to the provisions of Sections C of this Article appointees to the Board shall be limited to two (2) full terms of three (3) consecutive years each; PROVIDED HOWEVER, that a person having previously served on the Board may, again, be appointed for another full term so long as at least one (1) year has passed since that person last served on the Board.

Section B: As each initial term expires, appointments shall be for a full term of three (3) years.

Section C: All appointments shall be subject to the provisions of paragraph numbered "5" of the Restated and Amended Joint Powers Agreement of the Converse Tourism Promotion Joint Powers Board dated September 8, 2003, pertaining to removal.

Section D: Vacancies on the Board shall be filled by appointment by the governing agency whose member created a vacancy.

Section E: Failure to attend at least fifty percent (50%) of the regular Board meetings or failure to attend three (3) regularly scheduled Board meetings in a row shall constitute a resignation of position on the Board and, if the resignation is accepted by the Chairman of the Board, the vacancy shall be filled by appointment by the governing agency making the Board appointment.

ARTICLE VI

OFFICERS AND TERM OF OFFICE

The Officers of the Joint Powers Board shall include the following:

Section A: Chairman
Vice Chairman
Secretary
Treasurer

Section B: All officers of the organization shall be elected, by majority vote of Board members, at each Annual Meeting of the Board.

Section C: The Chairman, Vice Chairman, Treasurer and Secretary of the initial Board shall hold their respective offices until their successor is elected at the first Annual Meeting. Thereafter such officers shall be elected for a one (1) year term or until their successors are elected at the next following Annual Meeting of the Board.

ARTICLE VII

DUTIES OF OFFICERS

Section A: CHAIRMAN

- a) Preside at all meetings of the Board
- b) Appoint members of all committees
- c) Adhere to the Joint Powers Agreement and its mandate thereof
- d) Call meetings of the Board once monthly and such other special meetings as deemed necessary
- e) Perform such other duties as pertain to the office of Chairman
- f) Present Annual Report as to the activities and business of the Board during the prior year
- g) Prepare and submit the Board's budget, program and operating plan to each of the governing agencies on or before June 15 of each year

Section B: VICE CHAIRMAN

- a) Shall preside at all meetings in the absence of the Chairman
- b) Monitor all meetings and activities of the appointed committees and make necessary recommendations to the Board
- c) Perform such other duties as requested by the Chairman

Section C: SECRETARY

- a) Keep a record of the membership and their attendance at meetings
- b) Notify the membership of all meetings
- c) Keep an accurate record of all meetings and prepare minutes for distribution to the Board and the Governing Agencies
- d) Compile and record all activities from reports from any committee
- e) Keep other records and perform such other duties as may be requested by the Chairman of the Board

Section D: TREASURER

- a) Keep an accurate and detailed record of all funds available from receipt of taxes
- b) Prepare voucher to distribute funds as requested by the Board

- c) Prepare and provide each of the Governing Agencies a report detailing the Board's financial activities and expenditures within 20 days after the end of each quarter
- d) Provide a detailed financial report to the Board at each monthly meeting
- e) Prepare and present Annual Financial Report at Annual Meetings

ARTICLE VIII

MEETINGS

The CONVERSE TOURISM PROMOTION JOINT POWERS BOARD shall meet at least once each month and shall have an Annual Meeting to be held at their regular meeting in July of each year commencing 2006, for the election of officers and presenting an Annual Report of the Board's activities, an Annual Financial Report and such other business as may be appropriate.

Section A: Quorum; vote required for action

- a) A quorum shall consist of no less than a majority of the duly appointed and seated members of the Board who are in actual attendance in order to transact business of the Board.
- b) The vote of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Converse Tourism Promotion Joint Powers Board.
- c) In the event that a member of the Board cannot attend a meeting in person, that member may notify the Chair and may attend the meeting electronically (via phone or some type of video conference application).

Section B: The Chairman may call additional special meetings as deemed necessary and shall call special meetings upon the oral or written request of a majority of the duly appointed and seated Board members, or upon the written request of any of the governing agencies party to the Joint Powers Agreement; such meetings must be called within five (5) days following a written request. Notice of such special meetings must be given orally, in person or in writing, immediately and not less than twenty-four (24) hours prior to the meeting; provided, that any Board member or governing agency if applicable, may waive such notice.

Section C: A Board member may appoint a proxy (meaning the person to whom the authority to vote is granted) provided the Board member notifies the Chairman in writing prior to the meeting for which the proxy is being appointed. The written notification shall include the name of the proxy and identify the meeting for which the proxy is appointed. The proxy shall be a current Board member and shall only be valid for the meeting identified in the written appointment.

ARTICLE IX

ORDER OF BUSINESS

Section A: The order of business of all monthly meetings of the Board shall be as follows:

- Call to Order
- General
- Old Business
- New Business Discussion
- New Business Action
- Other Business
- Adjournment

Section B: The Order of business at all special meetings of the Board shall be as follows:

- Call to Order
- Special Business Discussion
- Special Business Action

Adjournment

Section C: The Order of business at all Annual Meetings shall be as follows:

Call to Order
Annual report of Chairman
Annual Treasurer's Report
Old Business
Recognition of new appointees to the Board
Election of new officers as applicable
New Business
Adjournment

ARTICLE X

EXPENDITURES AND DISTRIBUTIONS

Expenditures and distributions of funds/revenues shall be made by the Board in accordance with the provisions of Section 39-15-211(a)(ii), Wyoming Statutes 2001, as it presently exists or as hereafter amended, and the Joint Powers Agreement.

ARTICLE XI

GOVERNING AUTHORITY

It is recognized that the Converse Tourism Promotion Joint Powers Board exists as the result of that certain Joint Powers Agreement originally entered into by and between the County of Converse, the City of Douglas and the Town of Glenrock, on October 24, 1995 and amended on December 11, 2003 and, therefore, the Joint Powers Board is subject to the terms and provisions of that Joint Powers Agreement as it now exists or as it may hereafter be amended or modified in accordance with applicable Wyoming law and to the oversight of the above-named governmental agencies.

ARTICLE XII

AMENDMENTS

The Joint Powers Agreement of the Converse Tourism Promotion Joint Powers Board stipulates that:

“The By Laws of the Board shall be approved by a unanimous vote of the ‘governing agencies’ prior to adoption and approval by the Board.”

Therefore, the CONVERSE TOURISM PROMOTION JOINT POWERS BOARD shall follow the following procedures in order to amend these By Laws.

Section A: Power to Amend

- a) The Board may propose amendments to these By Laws by an affirmative vote of not less than a two thirds (2/3) majority of the duly appointed and seated members of the Board. This shall occur at a monthly or annual meeting upon prior notice that an amendment to the By Laws will be considered at such meeting or at a special meeting called for that purpose.
- b) The Board shall then submit the proposed Amended By Laws to the Governing Agencies for approval. No amendment shall become effective until approved by a unanimous vote of the governing agencies who are the parties to the Joint Powers Agreement creating the Joint Powers Board.

Section B: Procedure to Amend

- a) Any member of the Board may submit a proposed amendment to the By Laws by:
 - 1) Submitting the proposed amendment, in writing to the Board who shall meet together and review any amendment submitted and, within thirty (30) days, make recommendations to the governing entities for adoption of the proposed amendment.

PASSED, APPROVED AND ADOPTED THIS 21st DAY OF Sept., 2017

ATTEST:

Jane Barber
Secretary of the Board

Olivia K. O'Leary
Chairman of the Board

APPROVED this ___ day of _____, ____.

Town Council of the Town of
Glenrock, Wyoming

BY: _____
Doug Frank, Mayor


Attest:

APPROVED this 6 day of Sep, 2017.

Board of County Commissioners of
Converse County, Wyoming

BY: Rick Grant
Rick Grant, Chairman

Attest:

Lucille K Taylor


APPROVED this 11 day of Sept, 2017.

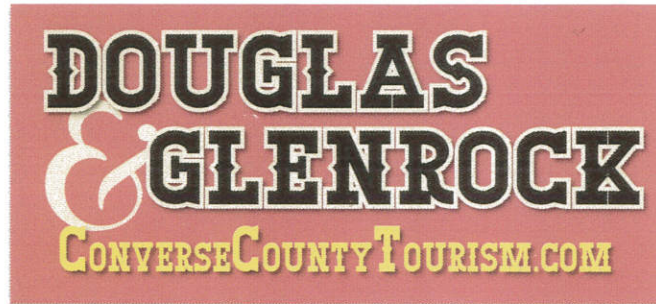
City Council of the City of
Douglas, Wyoming

BY: Bruce Jones
Bruce Jones, Mayor



Attest:

Karen Rimmer



Converse County Tourism Promotion Board • PO Box 1212 • Douglas WY 82633

Aug. 25, 2017

City of Douglas, Wyoming
PO Box 1030
Douglas WY 82633

Dear Mayor Jones and City Council Members:

On your agenda you will find a set of updated bylaws for the Converse County Tourism & Promotion Board (CCTPB) for your approval. The primary purpose for the update was to bring the bylaws into compliance with Wyoming State Statute, to provide additional clarity, and to provide for the ability of a proxy. The CCTPB has spent a significant amount of time to review the bylaws in detail and ensure the updates are consistent with statutes and with current processes and procedures.

The CCTPB voted to approve the new set of bylaws at the July 20, 2017 meeting. Per the current bylaws each of the Governing Agencies who are the parties to the Joint Powers Agreement creating the Joint Powers Board; Converse County, the City of Douglas, and the Town of Glenrock, shall approve the amended bylaws. The amendments to the bylaws shall become effective once approved by a unanimous vote of the Governing Agencies.

The below points detail the alterations made:

- The wording of Article II, Section C was altered to better reflect the intent of the Joint Powers Agreement and the allocation of lodging tax dollars.
- The time between a board member leaving the board and being eligible for reappointment was reduced from three years to a single year.
- Board members, given an inability to attend a meeting in person, now have the option of attending electronically via computer or telephone technology.
- Board members may submit a proxy vote if they would like a voice, but are unable to attend a meeting of the Board. The updated bylaws outline the process for voting via a proxy.

We appreciate your consideration in approving the amended bylaws for the CCTPB. If you have any questions please feel free to request the attendance of a Board member at your meeting or direct questions to myself at (307) 358-2132.

Sincerely,

A handwritten signature in blue ink, appearing to read "Clara Chaffin". The signature is fluid and cursive, with the first name "Clara" and last name "Chaffin" clearly distinguishable.

Clara Chaffin, Chairman