

WYOMING HISTORICAL SOCIETY BYLAWS

As amended and adopted _____ 2025

ARTICLE I: Name and Purpose

- Section 1: The name of this organization shall be the WYOMING HISTORICAL SOCIETY.
- Section 2: The Society is a non-profit organization incorporated under the laws of the State of Wyoming.
- Section 3: The purpose of this organization is to promote and support through its efforts the study of Wyoming history, and to encourage in every way possible an interest in Wyoming history. It shall be concerned with the preservation of sites, monuments, pictorial, written, and oral histories that reflect the state of Wyoming.
- Section 4: The Society may accept and receive gifts, donations, bequests and legacies of whatever kind and nature, and use the same in carrying out the purposes of this organization as provided for in its charter.

ARTICLE II: Membership

- Section 1: Membership in the Wyoming Historical Society is open to all interested individuals, institutions, businesses, and organizations, who actively support the organization and its mission, vision, and values, and upon payment of the minimum donation, as outlined by the Policies and Procedures of the Society.
- Section 2: The Executive Board may recognize individuals, groups, and businesses who contribute to the advancement and purposes of the Society by issuance of non-voting honorary memberships as it deems proper.

ARTICLE III: Officers and Governance

- Section 1: The Executive Board is the Society's governing body. The Executive Board shall be composed of nine (9) trustees elected by the membership, eight of whom must maintain a primary residence in Wyoming, with the ninth being open, but not restricted to, an out-of-state resident. The Executive Board is empowered to act in all matters pertaining to Society except as specifically restricted in the Bylaws.
- Section 2: Trustees shall be elected to serve four-year terms. An individual trustee may be re-elected to one additional term. A trustee who has served two consecutive terms may stand for election again only after a three-year absence from the Executive Board.

Former employees cannot stand for election to the Executive Board for a

period of seven (7) years following the end of their employment and cannot serve on any committee of the Society for a period of five (5) years. All other qualified, current members of the Society are eligible to serve as an Trustee or on a committee.

All qualified, current members shall be able to vote on in Trustee / Executive Board elections and Bylaw changes. All other votes and decisions are ultimately up to the Society's governing body, the Executive Board.

Section 3: Of the nine (9), at least one shall reside in each of Wyoming's four regions (regional trustees) to serve as a representative of that region:

- NW Region: Teton, Park, Big Horn, Hot Springs, Washakie, Natrona
- NE Region: Sheridan, Johnson, Campbell, Crook, Weston
- SE Region: Converse, Niobrara, Platte, Goshen, Laramie, Albany
- SW Region: Carbon, Lincoln, Sublette, Uinta, Sweetwater, Fremont

Section 4: Two trustees shall be elected each year. On a four-year rotating basis, with two (2) trustee representative being elected each year for three consecutive years, and the fourth year three (3) trustee representatives will be elected. The way terms are initially staggered shall be determined by the Executive Board in office following the date on which these provisions take effect. Once established, the rotation of trustee positions which are open for election shall not change except through modification of these Bylaws.

Elections will follow this cycle going forward:

- 2 Representative Elected 2025
- 2 Representatives Elected 2026
- 2 Representatives Elected 2027
- 3 Representatives Elected 2028
- 2 Representatives Elected 2029... etc. ...

Section 5: As regional representatives are chosen amongst themselves by the Executive Board, the sitting Executive Board will ensure that any nominated candidate running for any of the two open positions each year will be able to fill any upcoming open representative spots. Preferably, at least two candidates will be nominated for each upcoming open trustee position; however, a minimum of one (1) candidate shall be named. Members of the Society can recommend candidates to the Executive Board for screening to be considered for final consideration by the membership.

Nominations should include a brief background of the nominee, residence location, and contact information. Final nominations shall be announced to the membership at least 30 days prior to the Annual Meeting. Members may vote for the candidate of their choice using a ballot to be included in

Wyoming History News with the announcement or via an electronic vote and must be received by the Society's main office by the voting deadline as announced. Election results shall be announced at the Annual Meeting. Elected trustees shall assume office October 1, in accordance with the Society's fiscal year.

- Section 6: To provide an orderly transition from the previous method of governance, seven of the nine (7 of 9) currently serving members of the Executive Board's term will have their term extended for one (1) year, at the time these Bylaw changes take effect and shall automatically become a part of the new Executive Board. The remaining trustee positions shall be filled by nomination from the membership to be received no later than June 15, nominations to be accepted and approved by the Executive Committee no later than July 15, and an election by ballot as outline in Article IV of these Bylaws. Preference in this special election shall be given to ensure geographic balance as stipulated in section 3 (above).
- Section 7: The Executive Board shall reorganize annually, following the annual business meeting of the Society membership and before October 1. As a Board, they shall select from amongst themselves a President, President-Elect, Vice-President, Secretary, and Treasurer; and the representatives for each of the four regions; and a possible, but not required, out of state representative. The members may also designate members of the Executive Board to be responsible for specific activities of the Society.
- Section 8: The Executive Board exists to provide continuity of knowledge, guidance, oversight and management direction. Specific responsibilities are:
- (a) Develop both long-range goals and immediate objectives for the Society.
 - (b) Prepare annual budgets and multi-year financial projections.
 - (c) Develop working relationships with agencies and other organizations.
 - (d) Provide management direction of publications and relations with external organizations.
 - (e) Enter into contracts and agreements with external organizations and individuals, including staffing decisions.
- Section 9: The Executive Board may from time to time authorize two or more trustees and/or staff to sign checks and transact essential business with the Society's bank. The Executive Board shall approve forms that are necessary to qualify the authorized signers.
- Section 10: The Executive Board shall meet at such times as are necessary for the proper handling of the Society's business subject to the call of the President. At a minimum, meetings shall be held four times each year. Five-members present at the meeting shall constitute a quorum for the transaction of business, unless under such circumstances that the Executive Board is less than five members in total, then it shall revert to two-thirds (2/3) of the members present to immediately conduct business to appoint members to get back to quorum strength.

In addition to formal meetings, meetings may be conducted by telephone or internet conference call/video, and e-mail discussions and votes may be used to complete the business of the Society in a timely manner.

Section 11: All meetings of the Executive Board shall be open to those members of the Society who wish to attend.

Executive sessions and work sessions may be called when appropriate by the President.

Section 12: The elected officers and trustees shall serve without compensation but may be reimbursed for reasonable travel expenses incurred in the conduct of Society business.

Section 13: When a trustee fails to attend three (3) consecutive meetings, that member may be removed from office by a majority vote of members of the Executive Board. Meetings are defined in Article III, Section 10 of these Bylaws. The Executive Board will appoint a committee to recommend other candidates to the Executive Committee and the Executive Board will select a replacement trustee by a majority vote.

Section 14: Any person elected to the WHS Executive Board who is a immediate relative of any employee, staff member, or contractor of the WHS shall declare a conflict of interest; not serve on the Management and Oversight Committee and abstain from voting on any matter involving the person. For purposes of this policy “relative” is defined as spouse, child, parent, sibling, grandparent, aunt, uncle, niece, nephew, first cousin, corresponding in-law, step-relation, or any member of the employee’s household.

ARTICLE IV: Officers and Duties

Section 1: The election and nomination of the nine (9) members of the Executive Board shall be in the following manner: The Executive Board shall invite members to submit names of qualified candidates along with a brief resume for review by the Executive Board to be approved or denied by the Executive Board for final consideration by the membership. Ballots shall be mailed or made digitally available to all qualified members at least thirty (30) days prior to the Annual Meeting. Members shall mark the ballot and return the same to the Society’s Main Office. After the tabulations have been made by the appointed neutral members of the Society, appointed by the Executive Committee, the ballots shall be sealed in a box and kept by the Executive Director at the Wyoming Historical Society main office for one (1) year.

The results will be announced at the Annual Meeting. In case of a tie, qualified members at the Annual Meeting shall choose between the candidates by a majority vote.

Section 2: The newly elected trustees shall assume their duties at the start of the Society's Fiscal Year, October 1. The upcoming Fiscal Year's Officers will meet between the Annual Meeting and October 1 to elect officers and regional representatives of the Society from their membership of the Executive Board.

Section 3: The President shall call all meetings of the Executive Board and preside over same. The President shall submit a written report at the Annual Meeting of the Society.

The office of President requires a three-year commitment and must be entered into by someone in their first or second year of their term on the Executive Board. The first year they shall serve as President-Elect, the second year as President, and the third year as Past-President.

Section 4: The President-Elect shall assume the chair in the absence of the President at any meeting and discharge the duties of the President.

Section 5: In the absence of the President and President-Elect at a meeting, the Vice President shall assume the chair.

Section 6: The Secretary shall keep a record of all meetings of the Society and the Executive Board; shall carry on correspondence that pertains to the office; shall have access to a roll of all members of the Society in the various categories; and shall keep a record of all Committee members appointed.

Section 7: The Treasurer shall be a signer on the Society's bank accounts, shall be bonded for the maximum amount of money in his/her care (The Society to pay for the bond; shall review all financial records; shall review the Society's staff's reconciliation of all bank accounts; shall present the annual financial report at the Annual meeting; shall work with the Executive Director in preparing and presenting an annual budget; shall serve as chair of the Finance Committee; and shall insure that an outside, independent review of the financial records of the Society is prepared by an accountant immediately at the end of the fiscal year.\

The fiscal year shall be from October 1 through September 30.

Section 8: The Executive Director shall be considered an ex-officio non-voting member of the Executive Board.

The Executive Director shall execute duties as outlined in their job description as approved by the Executive Board in the Policy and Procedures manual.

The Executive Director shall be authorized to sign all checks and vouchers authorized by the Executive Committee for the payment of debt, except

his/her payroll check, which shall be signed by the Treasurer or other appointee; shall be bonded for the maximum amount of money in his/her care (The Society to pay for the bond).

Section 9: Should a vacancy occur in any of the elected offices for whatever cause, the Executive Board, upon majority approval of the remaining Executive Board, shall appoint a qualified individual fill out the unexpired term.

Section 10: The outgoing officers shall, at the end of their term of office, transfer to their successors all manuals, books, records, correspondence and material they may have in their possession that pertains to the office

ARTICLE V: Annual Meeting

Section 1: The Society shall meet annually.

Section 2: The location and date for the next Annual Meeting shall be determined by a vote at an Annual Meeting. In the event there has been no invitation received by that time, the Executive Board and the Executive Director shall solicit an invitation and announce same through *Wyoming History News*, and online, and through other means of supporter communication.

ARTICLE VI: Amendments to the Bylaws

Section 1: These Bylaws may be amended by two-thirds (2/3) of the vote cast, by written or digital ballot, with a sufficient number of ballots cast to constitute a quorum whether or not the vote were held at an in-person meeting of the membership, providing that:

1. The proposed amendment is received in writing by the Executive Board and submitted to an appropriate committee for review. The Executive Board may either approve, disapprove, or propose further amendment of the proposed amendment.
2. If the Executive Board either approve or propose further amendment of the proposed amendment, the President shall send (or cause to be sent) the final proposed amendment and an accompanying ballot, which shall state the deadline for the ballots to be received, to the members at least thirty (30) days prior to the voting deadline. Ballots may be returned by email, online voting platform, or postage service. Ballots must be received at the central office on or prior to the deadline.
3. If the vote is taken, or the ballots are counted, at an in-person membership meeting of the Society, the results of the vote shall be announced at the meeting and through the next issue of the *Wyoming*

History News. Otherwise, the vote shall be announced through the next issue of the *Wyoming History News*.

ARTICLE VII: Committees and Subcommittees

The Standing Committees and Subcommittees of the Wyoming Historical Society shall be outlined and adopted in the approved Policy and Procedures Manual of the Society. The Executive Board shall create, organize, appointed committee members and chairs, and disband or un-appoint any committees, subcommittees, and ad-hoc committees and committee members as needed to best fulfill the needs of the Society.

ARTICLE VIII: Quorum

Section 1: A quorum of the Society at the Annual Meeting, via in person or video conference, required to transact business shall consist of thirty (30) members.

ARTICLE IX: Publications of the Society

Section 1: The *Annals of Wyoming: The Wyoming History Journal*, a scholarly historical journal, shall be the official publication of the Society; one printed copy of each recently published issue to be physically received by any supporter who, upon payment of the minimum donation to the Wyoming Historical Society, as outlined by the Policies and Procedures of the Society, and to be digitally received by any supporter who, upon payment of the minimum donation to the Wyoming Historical Society, as outlined by the Policies and Procedures of the Society. It will also be made available as a subscription-based service, at which cost shall be outlined in the Policies and Procedures of the Society.

Section 2: *Wyoming History News*, shall be digitally published at least quarterly, to be distributed to supporters and anyone who wished to receive it.

A physical copy shall be printed and mailed to supporters at least twice a year and mailed to supporters who, upon payment of the minimum donation to the Wyoming Historical Society, as outlined in the Policies and Procedures of the Society.

ARTICLE X: Parliamentary Procedure

Section 1: Parliamentary Procedure: Robert's Rules of Order, revised, shall govern the Society in all its deliberations and in all cases to which they are applicable.