

**BYLAWS
OF THE
SHERIDAN COMMUNITY LAND TRUST**

*Adopted January 25, 2010
Amended September 14, 2021*

**ARTICLE I
STATEMENT OF INTENT**

The people of Sheridan County have expressed a repeated desire to preserve working agricultural landscapes in Sheridan County; to maintain open space, wildlife, recreational opportunities in Sheridan County; and to preserve historic structures and sites in Sheridan County.

The Sheridan Community Land Trust has been established as a non-profit corporation through which a balanced and broad cross section of the Sheridan Community can work together to accomplish the interests set forth above.

It is the founding premise of the Sheridan Community Land Trust that, rather than being contradictory, the interests expressed by the people of Sheridan County are complimentary to one another and all contribute to the quality of life in Sheridan County. It is further believed that these interests are complementary to other essential community interests such as creation of jobs, growth of the economy, and provision of governmental services.

At all times, the Sheridan Community Land Trust shall strive to represent a balanced and broad cross section of the Sheridan Community and at all times the Sheridan Community Land Trust shall strive to act in the best interests of the Sheridan Community as a whole.

**ARTICLE II
OBJECTIVE AND PURPOSE**

The objective and purpose of the Sheridan Community Land Trust (hereinafter referred to as the Trust) shall be to conserve the historical, agricultural and natural heritage of Sheridan County, Wyoming while also creating and maintaining public recreational opportunities in Sheridan County. The Trust may hold conservation easements, historic preservation easements, fee title to property and engage in any other legal activities consistent with this objective and purpose.

**ARTICLE III
OFFICE**

The corporation may establish and maintain an office in Sheridan County, Wyoming and at such other places as may from time to time be appointed by the Board of Directors.

ARTICLE IV
STRUCTURE

Section 1. Board of Directors

The Trust shall be managed and operated by the Board of Directors as set forth herein.

Section 2. Committees

Committees, as defined in Article VII of these Bylaws, shall be established by the Board of Directors to oversee the details of specific functions of the organization. Committees shall be staffed by members of the Board of Directors with expertise in each Committee's particular responsibility. Committees shall meet regularly and make recommendations for action by the Board of Directors. Appointments to Committees shall be renewed annually by the Board of Directors.

Section 3. Working Groups

The Board of Directors may designate working groups comprised of community members to assist the Board of Directors in carrying out the mission of the Trust. The purpose of the working groups shall be to maintain a balance of interests in the Trust and to provide advice and input to the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Size, Ex-Officio, Eligibility, Balance, Term, Vacancies, Nominations, Authority, Conflict of Interest

- a. The Board of Directors shall consist of not less than seven (7) persons and not more than fifteen (15) voting members.
- b. The Board of Directors may appoint additional ex-officio (non-voting) representatives as it deems appropriate.
- c. Community members shall be eligible to serve on the Board of Directors except sitting mayors, city council members, county commissioners, county and municipal employees, and members of city and county planning commissions. Such individuals may only service as ex-officio representatives.
- d. The Board of Directors shall, as much as possible, include an even balance of members interested in agriculture, open space/wildlife/recreation, and historic preservation. Every fifth of the Board of Directors shall be an "at large" member representing the interests of the community as a whole.

e. The initial Board of Directors shall serve for terms not to exceed three years as determined by the Directors at their first meeting. No more than one third of the Directors' terms may expire in any year. Thereafter, the terms of all Directors shall be for three (3) years, unless another term is designated at the time of their election, and shall continue until their successors are duly elected. No Director shall serve more than three (3) consecutive three (3) year terms.

f. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by appointment by a majority of the directors attending any meeting of the Board of Directors or by a majority vote of the entire Board of Directors in a ballot conducted by mail for this purpose.

g. Nominations:

i. The Governance and Nominating Committee shall solicit nominations as needed to fill vacancies on the Board and shall indicate a date by which nominations must be received by the Governance and Nominating Committee.

ii. The Governance and Nominating Committee reviews the nominations and makes recommendations of nominations to the Board of Directors who shall select new members for the Board of Directors.

iii. If the Board of Directors declines to appoint or elect a new member from the existing set of nominees, the Governance and Nominating Committee shall solicit a new nomination.

iv. Any sitting mayor, city council member, or county commissioner in Sheridan County may nominate "at large" members for the Board of Directors.

v. If nominations are not received by the Governance and Nominating Committee by the date contained in the solicitation of nominations, then the Board, in its discretion, may select a new member that has not been nominated as set forth herein.

h. The Board of Directors shall manage the affairs of the Trust. The Board of Directors shall pursue such policies and principles as shall be in accordance with the policies and principles contained in these Bylaws, the Articles of Incorporation, and the laws of the State of Wyoming.

i. The Board of Directors may accept on behalf of the Trust any contribution, gift, bequest, or device, or grant for the general purpose, or for any special purpose of the Trust.

j. The Board of Directors shall appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Trust and supervise all officers, agents, and employees of the Trust to assure that their duties are performed properly.

k. No director of the Trust shall cast a vote, nor shall any director or member of staff take part in the final deliberation in any matter in which he or she, or members of his or her immediate family, have personal financial interests, or a personal interest that may be seen as competing with the interest of the Trust. Any director who believes that he or she may have such a conflict of interest shall notify the Board of Directors prior to deliberation on the matter in question, and the Board shall make the final determination as to whether or not a conflict exists.

Section 2. Regular Meetings

a. Regular Meetings may be held at a time and place as may be set by the Board of Directors. In addition, the President of the Board of Directors or a majority of all sitting board members may designate a time and place for a regular meeting.

b. Notice of a meeting of the Board of Directors shall be provided to each member of the Board of Directors as least 72 hours in advance of the meeting and shall designate the time and place of the meeting.

c. Members of the Board of Directors may participate in a meeting through the use of conference telephone or Internet communications, so long as all members have been notified of such meeting and so long as all members participation in such meeting can interactively respond to one another's comments. Participation in a meeting pursuant to this subsection c. constitutes attendance at such meeting.

Section 3. Annual Meeting

Each year the Board of Directors shall hold an annual meeting for the purpose of organization, election of officers, election of additional directors, and the transaction of other business. The annual meeting shall be held at a time and place designated by the Board of Directors.

Section 4. Action without Meeting or Notice

Board of Director's action can be valid when taken without a meeting or when taken with a meeting without proper notice. In order to be valid, a statement approving specific action and waiving notice of a meeting must be signed and dated by directors, pursuant to Wyo. Stat § 17-19-821. However, a call of a regular meeting by the President or by a majority of the sitting members of the Board of Directors, as set forth in Section 2(a) above, need not be signed and dated by all directors in order to be valid.

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. Adjournment

A majority of the Board of Directors or committee members present, whether or not a quorum is present, may adjourn any directors' or committee meeting to meet again at a stated place and hour.

Section 7. Fees and Compensation

Directors shall not receive any stated salary for their services as directors but, by resolution of the Board of Directors, may be reimbursed for expenses of attending each meeting and may be reimbursed for other expenses related to official business of the Trust. No director shall be a regular (full-time or part-time) paid employee of the corporation, but nothing contained herein shall be construed to preclude any director from serving the corporation in any special capacity and receiving compensation therefore, upon separate prior approval of the Board of Directors.

ARTICLE VI **OFFICERS**

Section 1. Officers

The officers of the Trust shall be the President of the Board, the Vice-President of the Board, the Secretary, and the Treasurer, and such other officers as the Board of Directors may deem necessary. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Section 2. Election and Term of Office

The officers of the Trust shall be elected annually by the Board of Directors at the regular annual meeting to serve at the direction of the Board of Directors. No individual shall serve in the same office for more than three (3) years unless approved by a two-thirds (2/3) majority of the Board of Directors.

Section 3. Removal and Vacancies

- a. Any director may be removed by the Board of Directors whenever in its judgment the best interests of the Trust would be served thereby: but such removal shall be without prejudice to the contract rights, if any, of the director so removed.
- b. Whenever a vacancy shall occur in the Board of Directors by reason of death, resignation, removal, or otherwise, it may be filled in the same manner as the director causing the vacancy was appointed. In the event such a vacancy is not filled as aforesaid, the vacancy may be filled for the balance of the term by a majority of the remaining directors attending a meeting even though less than a quorum.

Section 4. Duties

a. President. The president shall be the principle executive officer of the Trust and shall in general supervise and control all of the business and affairs of the Trust. He or she shall preside at all meetings of the members of the Board of Directors. He or she may sign, with the secretary or any other property officer of the Trust, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Trust, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws or by statute to some other officer or agent of the Trust; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

b. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restriction upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

c. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Trust; receive and give receipts for monies due and payable to the Trust in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general perform all the duties incident to the office of treasurer and other such duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

d. Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all solicitations and notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general, perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

e. Leader in waiting. The Leader in Waiting shall be nominated and elected with the other Officers and expected to serve as the next Vice President.

ARTICLE VII **BOARD COMMITTEES**

Section 1. Executive Committee

The Executive Committee shall consist of the Officers as described in Article VI and the past President. The specific duties and responsibilities of the Executive Committee shall be defined in the Board Handbook

Section 2. Finance Committee

The Finance Committee shall oversee the fiscal affairs of the Trust. This shall include all financial concerns and obligations, financial recordkeeping and financial reporting, and managing the assets of the Trust. The committee will be chaired by the Treasurer, as elected by the Board. The specific duties and responsibilities of the Finance Committee shall be defined in the Board Handbook.

Section 3: Fundraising Committee

The Fundraising Committee shall oversee and supervise all aspects of fundraising affairs of the Trust and report these to the full Board. The committee will be chaired by the Board President, as elected by the board. The specific duties and responsibilities of the Fundraising Committee shall be defined in the Board Handbook.

Section 4: Governance and Nominating Committee

The Governance and Nominating Committee shall oversee and supervise all aspects of Board Member recruitment, orientation and internal annual Governmental-related affairs of the Trust and report these to the full Board. The specific duties and responsibilities of the Governance and Nominating Committee shall be defined in the Board Handbook.

Section 5. Election and Term of Office – For Finance, Fundraising, and Nominating and Governance Committees

The committee members shall be appointed annually by the Board of Directors at the regular annual meeting to serve at the direction of the Board of Directors. An individual may serve on a committee as long as they desire, as long as they remain an active member of the Board of Directors and their appointment is approved by the Board.

Section 6. Removal and Vacancies– For Finance, Fundraising, and Nominating and Governance Committees

- a. Any committee member may be removed by the Board of Directors whenever in its judgment the best interests of the Trust would be served thereby: but such removal shall be without prejudice to the contract rights, if any, of the committee member so removed.
- b. Whenever a vacancy shall occur in a committee by reason of death, resignation, removal, or otherwise, it may be filled in the same manner as the committee member causing the vacancy was appointed. In the event such a vacancy is not filled as aforesaid, the committee may continue its responsibilities with the vacancy intact.

ARTICLE VIII **CORPORATE ACTIONS**

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Trust, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute

and deliver and instrument in the name of and behalf of the Trust, and such authority may be general or confined to specific instances. All contracts entered into and any instruments executed and delivered in the name of and on behalf of the Trust must be signed by at least two officers or agents of the Trust authorized by these Bylaws or by the Board of Directors as set forth herein.

Section 2. Check, Drafts and Notes

All checks, drafts or other orders for the payment of money by or to the Trust, and all notes or other evidence of indebtedness issued in the name of the Trust shall be signed or endorsed in the manner and by the officer or officers or agent or agents of the Trust as are designated from time to time, by the Board of Directors.

ARTICLE IX **FISCAL YEAR**

The fiscal year of the Trust shall be determined by appropriate action of the Board of Directors.

ARTICLE X **INSURANCE**

The Trust shall purchase and maintain insurance coverage for directors' and officers' liability, as well as bonding for signers of checks in an amount set by the Board of Directors. The Trust shall also purchase and maintain such insurance as is necessary for property owned or maintained by the Trust.

ARTICLE XI **INDEMNIFICATION**

To the full extent permitted by law of the State of Wyoming and the Articles of Incorporation, the Trust shall defend, indemnify and hold each volunteer director, officer, employee and agent, including former directors, officers, employees and agents, free and harmless from and against any and all liability, claims, liens, loss, expense, and judgments arising directly or indirectly out of that person's acts or omissions in performance of that person's duties as directors, officers, employee, or agent. This provision shall not apply to matters in which a director, officer, employee, or agent has been adjudged liable to the Trust for misconduct in the performance of his or her duties.

ARTICLE XII **LIABILITY**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Trust.

ARTICLE XIII
DISSOLUTION

Upon dissolution of the Trust, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Trust, dispose of all of the assets of the Trust as provided in the Articles of Incorporation.

ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of Wyoming Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Trust, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
AMENDMENTS TO THE BYLAWS

Except as provided herein, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the members of the Board of Directors. Such action may take place at any meeting if at least ten (10) days written notice is given to all the members of the Board of Directors of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meetings.

CERTIFICATE

I, Caryn Moxey, hereby certify that I am the Secretary of the Sheridan Community Land Trust and the foregoing bylaws consisting of 10 pages are a true and correct copy of the bylaws of the Trust.

IN WITNESS WHEREOF, the current Board of the Trust has hereunto set their hands this 14th day of September, 2021.

Susan Holmes – President	<u>Susan Holmes</u>
Sarah Jo Sinclair – Vice President	<u>Sarah Jo Sinclair</u>
Craig Achord – Treasurer	<u>Craig Achord</u>
Caryn Moxey – Secretary	<u>Caryn Moxey</u>
Cole Arney	<u>Cole Arney</u>
Don Crecelius	<u>Don Crecelius</u>
Mike Evers	<u>Mike Evers</u>
Edith Harper	<u>Edith Harper</u>
Chris Hayden	<u>Chris Hayden</u>
Steve Maier	<u>Steve Maier</u>
Scott Newbold	<u>Scott Newbold</u>
Jim Sorenson	<u>Jim Sorenson</u>
Sarah Wallick	<u>Sarah Wallick</u>