

BYLAWS of the  
LARAMIE MAIN STREET ALLIANCE  
A Wyoming nonprofit corporation

**Article I. Name and Principal Office**

**Section 1.** The name of this association shall be the Laramie Main Street Alliance, a Wyoming nonprofit corporation organized pursuant to the Wyoming Nonprofit Corporation Act. Its duration shall be perpetual.

**Section 2.** The principal office of the Corporation shall be located at 115 Ivinson Avenue, Laramie, Wyoming 82070. The Corporation may have such other offices, either within or without the State of Wyoming, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**Section 3.** The Corporation shall have and continuously maintain in the State of Wyoming a registered office, and a registered agent whose business office is identical with such registered office, as required by the law of the State of Wyoming. The registered office may be, but need not be, identical with the principal office in the State of Wyoming, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II. Purpose**

**Section 1.** The purposes for which this corporation is organized are charitable and educational, and its primary objective is to stimulate the revitalization of the Main Street District of Laramie through, among other things:

- a. lessening the burdens of local, state and federal government through public improvement activities directly undertaken by the Alliance;
- b. combating community deterioration by preserving and enhancing the historic character of the Main Street District;
- c. educating the public about the architecture and history of the Main Street District;
- d. organization—encouraging cooperation and building leadership in the business community to achieve charitable and education purposes;
- e. promotion—creating a positive image for the Main Street District by promoting the downtown as an exciting place to live, shop and invest;
- f. design—improving the appearance of the Main Street District; and
- g. the receipt, administration and distribution of public and/or private funds obtained by the corporation in connection with any activities related to the above purposes; provided, however, that the Alliance shall only engage in activities that

are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law.

**Section 2.** It is the intent of the Alliance to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Alliance shall inure to the benefit of any of its members or any other individual; and the Alliance shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

### **Article III. Program Area**

The Program Area shall be that geographic area indicated on the attached map (Exhibit A). (Existing Downtown Development Authority district)

### **Article IV. Amendments**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, at any regular meeting of the Board of Directors, or at any special meeting of the Board called for that purpose, by an affirmative vote of a majority of the members of the Board present. Notice of any proposed alteration, amendment, or repeal of these Bylaws shall be delivered personally or sent by mail or e-mail to each Director, at his or her address as shown by the records of the corporation, not less than ten (10) days preceding the meeting at which such amendment will be submitted to a vote.

### **Article V. Board of Directors**

**Section 1. General Powers.** The property, business, and affairs of the Alliance shall be managed under the direction of the Board of Directors and the Executive Director, with the advice and consent of the Board.

**Section 2. Composition:** The Laramie Main Street Alliance board will be a strong, working board capable of developing and implementing policy to create positive change downtown. The board should identify resources, build volunteer support, develop new leadership, and maintain a clear focus of the downtown's needs and opportunities.

Members of the LMSA board will focus on policy, planning, committee oversight, funding and financial management, advocacy and evaluation of the program.

Board members should be prepared to exercise reasonable care when making a decision as a steward of LMSA, give undivided allegiance when making decisions affecting LMSA, and act in a way that is consistent with the central mission and goals of LMSA.

**Section 3. Number.** The Board of Directors shall number at least nine (9) members but not exceed eleven (11). Most Current Past Chair, Marketing & Promotions Committee Liason, Design Committee Liason, ER/DDA Committee Liason, ORG Committee Liason and six At – Large Members.

**Section 4. Ex-Officio.**

Based on their level of interest and financial resources the following organizations should have a standing seat on the board as non-voting Ex-Officio members:

1. Member of Laramie City Council, appointed by the Laramie City Council
2. Member of City staff, appointed by the city manager, preferably with the ability to make decisions or offer recommendations on behalf of the City
3. The University of Wyoming – an administrator with ability to make decisions or offer recommendations on behalf of the UW

**Section 5. At – Large Members.**

At Large positions should be filled with individuals with interests in historic preservation, economic revitalization and/or social vitality as it relates to the downtown. At Large members can be staff or board members from partner organizations but should NOT be asked to serve on the Laramie Main Street board as representatives of their organizations. Instead, they should run for an At Large position prepared to serve as a loyal, working member of the board. At large members serve staggered, two- year terms.

**Section 6. Resignation and Removal.** Any Director may resign at any time by giving written notice of resignation to the Chair or Secretary of the Board of Directors. A Director's resignation shall become effective 10 days following receipt of written notice of resignation by the Chair or Secretary of the Board of Directors. A Director may be removed for cause by a majority vote of the Board of Directors present for any of the following reasons:

1. Three consecutive absences from monthly meetings;
2. Four absences from monthly meetings in a single year;
3. Failure to disclose a conflict of interest;
4. Any illegal, unethical, or immoral conduct; and
5. Failure to perform duties as requested by the Chair or the Board of Directors.

**Section 7. Voting.** All Board Members including At-Large members shall have one vote.

**Section 8. Proxies.** At any meeting of the Board of Directors, a voting Director may vote by proxy executed in writing by the voting Director or his or her duly authorized agent. Proxy may be given only to another voting director.

**Section 9. Quorum.** A quorum shall consist of a majority of the Board Members. A quorum must be present to conduct business. If less than a quorum exists, the majority of

those present can adjourn the meeting and reschedule for a later date without further notice.

**Section 10. Regular Meetings.** The Board of Directors shall hold monthly meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place, within the City of Laramie or at a location otherwise determined by the Board of Directors, for the holding of additional meetings of the Board without other notice than such resolution.

**Section 11. Annual Meeting of the Board of Directors.** It is suggested that the Annual Meeting of the Board of Directors shall be held in December.

**Section 12. Special Meeting.** Special meetings of the Board of Directors may be called by or at the request of the Chair or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the City of Laramie or at a location otherwise determined by the Board of Directors, as the place for holding any such special meeting of the Board.

**Section 13. Notice.** Notice of any special meeting of the Board of Directors shall be given to each Director at least two (2) hours prior to such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice, unless specifically required by law or by these Bylaws.

**Section 14. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 15. Compensation.** Directors shall not receive any stated salaries for their services as Directors. Directors may be compensated for expenses incurred in carrying out the affairs of the Corporation but only if the Executive Committee pre-approves the expense.

## **Article VI. Officers**

**Section 1. Officers.** The officers of the Corporation shall be the most current Past Chair, Chair, Vice Chair, Secretary, Treasurer, and such other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable and such officers to have those powers and duties as generally pertain to their respective offices, as well as those that, from time to time, may be conferred by the Board of Directors. Any two or more offices may be held by the same person. The most current Past Chair, Chair, Vice-Chair, Secretary and Treasurer shall function as the Executive Committee, and act on behalf of the board between meetings if so directed under Article VIII, Section 2.

**Section 2. Election and Term of Office.** Officers shall be chosen from those individuals who have participated in board meetings and activities during the previous

year and have shown their support for the purposes of the organization. Officers shall be elected by a majority vote of the Directors in attendance at the January Meeting of the Board of Directors. The person serving as chairman shall automatically become most current Past Chair when the new officers take office. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Officers shall be deemed members of the board of directors for the duration of their term of office. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for one (1) year, concurrent with the fiscal year, or until his or her successor shall have been duly elected and qualified and shall have taken office. Officers may serve successive terms. Board members are elected to 2-year terms of staggering length. The Marketing & Promotions and Design board members shall be elected on a one-year basis starting in 2019 and then be on a two year term thereafter. The executive committee should be made up of individuals who have previously or currently served on the board.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Chair.** The Directors shall elect a Chair of the Board of Directors. The Chair shall preside over all meetings and establish regular meeting agenda of the Board of Directors and shall have all other authority as is usual for the office and additional authority that may be delegated by the Board.

**Section 6. Vice Chair.** The Directors shall elect a Vice Chair of the Board of Directors. The Vice Chair in the absence or disability of the Chair, shall perform all the duties of the Chair.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Executive Director or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Alliance; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Director or by the Board of Directors.

**Section 8. Compensation.** Officers shall not receive any stated salaries for their services as Officers. Officers may be compensated for expenses incurred in carrying out

the affairs of the Corporation but only if the Executive Committee pre-approves the expense.

### **Article VII. Executive Director**

The Executive Director shall be hired by the Board of Directors. The Executive Director shall be the principal executive officer of the Alliance and shall in general supervise and control all of the business and affairs of the Alliance. The Executive Director may sign, with the Chairman or any other proper officer of the Alliance authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, 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 Alliance; and in general he or she shall perform all duties incidental to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director should attend all regular Board meetings.

### **Article VIII. Committees**

**Section 1.** The Program shall have at least five (5) standing committees, which shall be entitled Marketing & Promotions, Design, Economic Vitality (DDA) Organization, and Nominations. The Marketing & Promotions, Design, Organization, and Economic Restructuring committees shall consist of not less than five (5) members, one of which whom shall be a member of the Board of Directors of the Alliance. Committee chairmen shall be appointed by the committee members with the approval of the Executive Director. The Nominating Committee shall consist of not less than three (3) members and shall be appointed by the Chairman of the Board. The terms of the committee leadership shall be from January to December, with the exception of the DDA.

**Section 2.** The Board of Directors may designate or appoint one or more committees by resolution, in addition to the above-named standing committees, including, without limitation an Executive committee, which shall, to the extent provided in said resolution, have and exercise the authority of the board of Directors in the management of the Alliance. Other committees not having and exercising the authority of the Board of Directors in the management of the Alliance may be designated by the Board and appointed by the Chairman at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

### **Article IX. Local Organizations**

**Section 1.** The Corporation shall work with the following organizations to facilitate and meet the goals of the Alliance.

1. Downtown Development Authority

2. Albany County Tourism Board
3. Laramie Chamber Business Alliance
4. City of Laramie
5. University of Wyoming

**Section 2.** The Alliance shall work with other community groups as needed to accomplish the goals of the Alliance.

### **Article X. Budget**

The Board of Directors shall approve an annual budget for the Alliance at the Annual Meeting. The budget will include information for each of the relevant committees of the Alliance. The budget will take effect with the beginning of the fiscal year.

### **Article XI. Contracts, Checks, Deposits, and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Alliance, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation in specific circumstances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Alliance, shall be signed by such officer(s) or agent(s) of the Alliance and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Executive Director of the Alliance.

**Section 3. Deposits.** All funds of the Alliance shall be deposited from time to time to the credit of the Alliance in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Grants.** The Board of Directors may accept on behalf of the Alliance any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of the Alliance.

### **Article XII. Books And Records**

**Section 1. Minutes and Accounts.** The Corporation shall keep minutes of the proceedings of its Board of Directors and all committees having any of the authority of the Board of Directors and shall also keep correct and complete books and records of account. All books and records of the Alliance may be inspected by any Director or his or her designee for any proper purpose at any reasonable time.

**Section 2. Audits and Reports.** The Board of Directors may cause an annual inspection, review process, or audit of the accounts of the corporation to be made by a competent accountant to be selected by the Board. At least once each year, the Chair of the Board of Directors shall make a report to the Directors, which shall include a complete detailed statement of the business and affairs of the corporation during the preceding year.

**Article XIII. Dissolution**

In the event of dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

**Article XIV. Fiscal Year**

The fiscal year of the Alliance shall begin on the first day of January and end on the last day of December in each year.

KNOW ALL MEN BY THESE PRESENTS, that the foregoing Bylaws were adopted as the Bylaws of the Corporation by the Board of Directors on this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

IN WITNESS WHEREOF, I have hereunto signed my name this \_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Chair of Laramie Main Street Alliance

IN WITNESS WHEREOF, I have hereunto signed my name this \_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Secretary/Treasurer of Laramie Main Street Alliance

**Attachment A: DDA District Map**

