

**Wyoming Business Division**  
Office of the Secretary of State  
2020 Carey Avenue, Suite 700  
Cheyenne, WY 82002  
Phone (307) 777-7311  
Fax (307) 777-5339  
Email: [business@wyo.gov](mailto:business@wyo.gov)

WY Secretary of State

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ID: 2019-000856620

**NONPROFIT CORPORATION  
ARTICLES OF INCORPORATION  
PILOT HILL, INC.**

Articles of Incorporation of Pilot Hill, Inc. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Wyoming, do hereby certify:

**ARTICLE I.  
NAME.**

1. The name of the nonprofit corporation shall be **Pilot Hill, Inc.**

**ARTICLE II.  
PUBLIC BENEFIT.**

2. This corporation is a Public Benefit nonprofit corporation.

**ARTICLE III.  
EFFECTIVE DATE AND DURATION**

3. The corporation is formed when these Articles are filed. The term of the corporation is perpetual.

**ARTICLE IV.  
REGISTERED AGENT.**

4. Name and physical address of its registered agent:

Sarah Brown Mathews

Laramie, WY 82070

**ARTICLE V.  
Mailing Address.**

5. Mailing address of the Nonprofit Corporation:

Pilot Hill Project  
PO Box 487  
Laramie, WY 82073

**ARTICLE VI.  
PRINCIPAL OFFICE ADDRESS**

6. The Principal Address of the Company is:



**ARTICLE VII.  
NO MEMBERS & DISTRIBUTION OF EARNINGS**

7. This corporation will not have members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Nine hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VIII.  
PROVISIONS REGARDING THE DISTRIBUTION OF ASSETS UPON DISSOLUTION**

8. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX.  
PURPOSE.**

9. Pilot Hill, Inc., is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which corporation is being organized to participate in the preservation of the undeveloped Pilot Hill parcels east of the City of Laramie, State of Wyoming in order to protect the Casper Aquifer, enhance recreational opportunities and support economic vitality in Albany County, Wyoming.

**ARTICLE X.  
INCORPORATORS & INITIAL BOARD OF DIRECTORS.**

10. Initial Board of Directors.

- a. The Initial Board of Directors are the incorporators named below.
- b. The name and address of each incorporator is:

Name	Address
Chris Rothfuss	Laramie, WY 82070
Marilyn Kite	Laramie, WY 82070

Terri Jones	Laramie, WY 82070
Kermit Brown	Laramie, WY 82072
Anthony R. Hoch	Centennial, WY 82055

**ARTICLE XI.  
BOARD OF DIRECTORS**

11. The Board of Directors shall be no less than five (5) and no more than twelve (12) members.

**ARTICLE XII.  
AMENDMENT.**

12. These Articles may only be amended by a majority vote of the Board of Directors. Any such amendment shall be filed with the Wyoming Secretary of State and signed by the Board Members approving the amendment.

Signature: Marilyn S. Kite Date: 4/17/19  
Print Name: MARILYN S KITE (mm/dd/yyyy)

Signature: Christopher Ruthfuss Date: 4/22/19  
Print Name: CHRISTOPHER RUTHFUSS (mm/dd/yyyy)

Signature: Anthony R. Hoch Date: 4/22/19  
Print Name: Anthony R. Hoch (mm/dd/yyyy)

Signature: Terri Jones Date: 4/23/19  
Print Name: Terri Jones (mm/dd/yyyy)

Signature: Kermit C. Brown Date: 5/3/2019  
Print Name: Kermit C. Brown (mm/dd/yyyy)

Contact Person: Sarah Brown Mathews  
Daytime Phone Number: 307-399-4479  
Email: [pilothillproject@gmail.com](mailto:pilothillproject@gmail.com)

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**Consent to Appointment  
By Registered Agent**

I, **Sarah Brown Mathews** registered office located at [REDACTED] Drive, Laramie, WY 82070, voluntarily consent to serve as the registered agent for **Pilot Hill, Inc.**, on the date shown below.

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: SARAH BROWN MATHEWS Date: 05/03/2019  
Printed Name: Sarah Brown Mathews (mm/dd/yyyy)

Title: Registered Agent  
Daytime Phone: 307-399-4479  
Email: SARAH.BROWN.MATHEWS@GMAIL.COM

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, EDWARD A. BUCHANAN, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

**CERTIFICATE OF INCORPORATION**

**Pilot Hill, Inc.**

Accordingly, the undersigned, by virtue of the authority vested in me by the law, hereby issues this Certificate.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **16th** day of **May**, **2019**.



Filed Date: 05/16/2019

*Edward A. Buchanan*  
Secretary of State

By: Bailey Johnson



# **PILOT HILL, INC. A WYOMING NON-PROFIT CORPORATION BYLAWS**

## **ARTICLE I. DEFINITIONS.**

1. The following terms used in these Bylaws shall have the meanings provided in this Article unless otherwise expressly provided.
2. “Act” shall mean the Wyoming Nonprofit Corporation Act as the same may be amended from time to time.
3. “Board” or “Board of Directors” shall mean the duly elected Board of Directors and governing body of The Corporation that is responsible for administering and governing The Corporation.
4. “Corporation” shall mean Pilot Hill, Inc., a Wyoming non-profit corporation.

## **ARTICLE II. FORMATION AND PRINCIPAL OFFICE**

1. **Formation of Corporation** The name of The Corporation is Pilot Hill, Inc. The Corporation was formed on May 16, 2019 as a nonprofit corporation under the Wyoming Nonprofit Corporation Act.
2. **Principal Office.** The principal office of The Corporation shall be located at the place of business of the Executive Director or at such location as is designated by resolution of the Board of Directors.
3. **Tax Classification.** The Corporation intends to operate as an organization which is exempt from federal income taxation. As of the date these Bylaws are adopted The Corporation is in the process of applying with the Internal Revenue Service to be classified as a tax-exempt public charity under I.R.C. § 501(c)(3). The Board intends to retain the tax-exempt status of The Corporation and agrees not to take any action that would jeopardize The Corporation’s tax-exempt status.
4. **Term of Corporation.** The term of The Corporation shall be perpetual, unless the Board of Directors dissolve The Corporation earlier.

### **ARTICLE III. CORPORATE PURPOSE AND POWERS**

1. **General Nonprofit Purpose** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. **Specific Management Purpose** The Corporation is organized specifically for the purpose of preservation of the undeveloped Pilot Hill parcels east of the City of Laramie, State of Wyoming, with such lands being identified on the map attached hereto as Exhibit "A" and incorporated herein by this reference. The lands described in Exhibit A include lands owned by the University of Wyoming. The Corporation understands and agrees that the Management of any University of Wyoming lands will require a lease, memorandum of understanding or other legally binding agreement granting management authority or control (or limits thereto) over University lands included in Exhibit A. The management purposes to be considered are:
  - a. Protect the Casper Aquifer and wildlife habitat;
  - b. Enhance non-motorized recreational opportunities;
  - c. Support economic vitality in Albany County, Wyoming; and
  - d. Any other management purpose the Board deems important.

All of the above described purposes are to be given equal consideration in making any decision with regard to management, activity or use.

3. **Powers.** The Corporation shall have all powers provided under the Act and may take any actions and/or enter into or perform agreements of any kind necessary to, in connection with, or incidental to the pursuit of the purposes of The Corporation. In addition to the Powers listed in this Section 3., The Corporation shall have the following described specific powers:
  - a. facilitate the purchase of the Pilot Hill parcels;
  - b. implement leases, memorandums of understanding or other legally binding agreements for lands within the Pilot Hill boundary;
  - c. accept and manage financial resources to benefit Pilot Hill;
  - d. establish funding and management oversight for the Pilot Hill properties;
  - e. coordinate land-use and amenity planning and construction to facilitate public use;
  - f. coordinate and approve public use rules, regulations and enforcement policies and practices;
  - g. manage and operate lands; or
  - h. sponsor, host and/or participate in events and activities that promote the use of the lands within Pilot Hill boundary consistent with paragraph 2 above.

## **ARTICLE IV. MEMBERSHIP**

4. **No Members.** In accordance with the rights provided under the Act, The Corporation shall operate without authorizing or admitting any members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

5. **General Powers.** The affairs of The Corporation shall be governed by the Board of Directors. The Board of Directors shall have the responsibility for the day-to-day operation of The Corporation and shall have the ultimate power and authority needed to manage and control The Corporation's affairs, business, properties, etc. The Board of Directors shall be specifically responsible for:

- a. Establishing the program and policies of The Corporation in accordance with the Specific Management Purposes described in Article III above;
- b. Fixing the amount of any bond required by the officers of the Board, if any;
- c. Hiring and fixing the compensation for the Executive Director;
- d. Creating Committees of the Board;
- e. Appointing members to and removing members from Committees;
- f. Appointing Officers of the Board;
- g. Removing Officers of the Board;
- h. Amending or revising the Bylaws or the Articles of Incorporation for The Corporation; and
- i. Filling any vacancies on the Board of Directors; and
- j. Creating Advisory Council.

6. **Number.** The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than twelve (12) including the following officers: Chair, Vice Chair, Secretary, and Treasurer.

7. **Tenure.** Each member of the Board shall hold office for up to a three-year term. Each member of the Board shall hold no more than three (3) three-year consecutive terms.

8. **Requirements.** Each member of the Board of Directors shall make an annual contribution at a level that is meaningful to the Director or the Director's appointing organization. All or part of the contribution may come from the tax-deductible value paid for or solicited by the Board member and received by The Corporation.



9. **Qualifications.** No two (2) members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

10. **Appointments.** The following organizations **shall** have the authority, and each **may** appoint up to two (2) board members (totaling four (4) Board Members):

- a. The University of Wyoming President; and
- b. The Albany County (State of Wyoming) Commissioners.

Either entity may fill the Board position upon vacancy or otherwise at any time by giving notice in writing to the then serving Board of Directors. Such notice shall include the name and contact information of the proposed Board Member. Such Board Member shall be admitted to the Board of Directors, unless the then serving Board of Directors unanimously reject the proposed Board Member.

11. **Nominations.** The remaining members shall be made of persons of varied interests approved by the Board as provided in these Bylaws. Any currently serving Board Member may make a nomination for appointment to the Board of Directors. In addition, additional members **may** be based on nominations of the following organizations and agencies, with each organization having the authority to nominate up to two (2) potential Board members.

- a. City of Laramie;
- b. Laramie Rivers Conservation District;
- c. BikeNet;
- d. Recreational user organizations or non-profit groups; and
- e. Wildlife habitat advocacy organizations.

Such nominations shall include the name and contact information of the proposed Board Member. Any nominated members shall be approved by a vote of the majority of the Board of Directors as provided herein.

12. **Board Members.** The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or upon death, removal, or upon receipt of notification of resignation. All members of the Board of Directors, other than those appointed as provided in paragraph 10 above, must be approved by a majority vote of the members present at a Meeting of the Board of Directors and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in paragraph 17 of this Article.

13. **Ex-Officio Members.** Ex-officio members may also be appointed by Board approved partnering agencies. Ex-officio members can participate in meetings and on committees including as committee chair. Ex-officio members shall not have voting privileges on the Board and shall not serve as an officer on the Board.

14. **Regular and Annual Meetings.** An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days, prior to the meeting date.

15. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or any two voting members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

16. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

17. **Quorum.** The presence, in person or by remote participation, of a simple majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a simple majority of the members of the Board of 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 by-laws.

18. **Vacancies.** Whenever any vacancy occurs in the Board of Directors that causes the board to have fewer than five (5) members the vacancy shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Any other vacancies may be created and/or filled according to specific methods approved by the Board of Directors.

19. **Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors.

20. **Confidentiality.** Directors shall not discuss or disclose information about The Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of The Corporation's purposes or can reasonably be expected to benefit The Corporation. Directors shall use discretion and good business judgment in discussing the affairs of The Corporation with third parties. Each Director shall execute a confidentiality agreement upon



accepting appointment to the Board of Directors. Violation of the confidentiality agreement will result in removal from the Board.

21. **Advisory Council.** An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of the Vice Chair. Members of the Advisory Council shall possess the desire to serve the community and support the work of The Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

22. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the Chair of the Board of Directors by reference to Robert's Rules of Order.

23. **Resignation of Directors.** A director may resign at any time by giving written notice of resignation to the Executive Director or the Chair. A resignation of a director is effective when the notice is received by the Executive Director or Chair unless the notice states a later effective date.

24. **Removal.** A director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the directors then serving on the Board, other than the director being removed. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

25. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if notice is transmitted in writing to each director on the Board and each director, by the time stated in the notice, either votes in writing in support of such action or votes in writing against such action, abstains in writing from voting, or fails to respond or vote. Failure to respond or vote shall be deemed to be an absence in determining if a quorum has been met and if the vote meets the required approval as provided in these bylaws. The notice required to be provided to the directors in order to take an action without a meeting shall clearly state the action to be taken, the time by which the director must respond, and that failure to respond by the time state in the notice shall be counted as a vote in opposition of the proposed action. For purposes of this paragraph, a "writing" shall include a hand delivered note, facsimile, electronic transmission, e-mail, or other form of communication that can be stored as part of the Corporation's business records.

26. **Action by Board of Directors.** Except as otherwise provided in the Act or these Bylaws, the affirmative vote of a majority of the directors present during a meeting at which a quorum is present is the act of the Board of Directors. A director who is present at a meeting of the Board when Corporation action is taken is deemed to have assented to all actions taken at the meeting unless the director objects at the beginning of the meeting, or upon the directors arrival, to holding

the meeting or transacting any business at the meeting; the director requests that the directors dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the director delivers written notice of the director's dissent or abstention as to any specific action to the President before adjournment of the meeting.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chair, Vice-Chair, Secretary and Treasurer. All officers must have the status of active members of the Board.

1. **Chair.** The Chair shall preside at all meetings of the Board of Directors. The Chair shall have the following duties:

- a. shall preside at all meetings of the Executive Committee;
- b. shall have general superintendence and direction of all other officers of the Corporation and see that their duties are properly performed;
- c. shall submit a report of the operations of The Corporation for the fiscal year to the Board at their annual meetings;
- d. shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.

2. **Vice-Chair.** The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair will serve as a member of the Executive Committee and actively attend all Executive Committee meetings. The Vice-Chair shall have the following duties:

- a. shall have general and active management of the business of this Advisory Council;
- b. shall see that all recommendations of the Advisory Council are brought to the Board of Directors;
- c. shall have the duty of chairing additional committees and such other duties as may, from time to time, be determined by the Board of Directors;

3. **Secretary.** The Secretary shall attend all meetings of the Executive Committee, will act as a clerk thereof. The Secretary's shall have the following duties:

- a. shall record all votes and minutes of all Board of Director proceedings electronically and maintain a hard copy file of all votes and minutes for a period of seven (7) years;
- b. Shall ensure notices of all meetings are provided to the members of the Board of Directors and that minutes are accurately recorded for each meeting;
- c. Shall maintain a register of members on each committee approved by the Board.

4. **Treasurer.** The Treasurer shall have the following duties:

- a. Shall provide an annual budget and fundraising goals report for approval by the Board of Directors at the annual meeting;



- b. shall present a complete and accurate report of the finances raised and expended quarterly, or at any other time upon request by the Executive Committee;
- c. shall have the right of inspection of the book-keeping programs, reports and various bank and savings account reports;
- d. shall assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles;
- e. shall perform such other duties as may be prescribed by the Board of Directors or the Chair.

5. **Election of Officers.** Officers may be nominated by any Board Members. The nominated officers shall be elected as provided in this paragraph. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting. Officers shall be eligible to succeed themselves in their respective offices for two (2) terms only.

6. **Removal of Officer.** The Board of Directors, with the concurrence of two-thirds (2/3) of all the members, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

7. **Vacancies.** The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VII. COMMITTEES**

1. **Committee Formation.** The board may create committees as needed, such as nominating, finance, fundraising, public relations, property management, data collection, etc. The board chair appoints all committee chairs.

2. **Appointments to and Duties of Committees.** The Board may appoint directors and any other individual(s) whom the Board feels would be appropriate to serve on any committees created by the board. The Board may establish committees as it may, from time to time, deem necessary. Each committee shall limit its considerations to those specific tasks assigned to it by the Board by resolution. The Board shall clearly instruct the committee regarding the task the committee is to consider, the extent and limitations of the committee's responsibility, the resources available to the committee, and any other considerations the Board deems appropriate or necessary. The Chair of the Board or his or her designee shall be a non-voting member of all standing committees.

3. **Executive Committee.** The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.
4. **Finance Committee.** The treasurer is the chair of the Finance Committee, which includes a minimum of two other board members, and may also include up to two non-board advisory members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.
5. **Dissolution of Committees.** The Board shall have the power to dissolve any committee at any time with or without cause by action of the Board.

## **ARTICLE VIII. CORPORATE STAFF**

1. **Executive Director.** The Board of Directors may hire an Executive Director who shall serve at the will of the Board and shall perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board. The Executive Director shall be an ex-officio member of all committees. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a simple majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of a simple majority of the members of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section. The duties of the Executive Director are as follows:
  - a. The day-to-day responsibilities for The Corporation, including carrying out The Corporation's goals and policies;
  - b. Attending all board meetings, reporting to the Board on the progress of The Corporation, answering questions raised by the directors, and carrying out the duties as directed by the Board;
  - c. Acting as the primary contact between The Corporation and the general public;
  - d. Advising and assisting the directors, officers, and committee members as needed;

- e. Reviewing and approving disbursements from The Corporation's bank accounts;
- f. Hiring, supervising, and terminating any employees The Corporation may need in order to fulfill its purposes; and
- g. Any other duties assigned by the Board.

2. **Compensation.** The Executive Director shall be an employee of The Corporation and, as such, shall be entitled to compensation from The Corporation. The amount of compensation, including any and all employee benefits made available to the Executive Director, shall be approved by the Board.

## **ARTICLE IX.**

### **CONFLICT OF INTEREST AND COMPENSATION.**

1. **Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. **Definitions:**

a. *Interested Person.* Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family; an ownership or investment interest in any entity with which the Organization has a transaction or arrangement; a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. **Procedures:**

a. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.



b. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. *Procedures for Addressing the Conflict of Interest.* An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. *Violations of the Conflicts of Interest Policy.* If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. **Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. **Compensation.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction



includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. **Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. **Periodic Reviews.** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE X. IDEMNIFICATION**

1. **General.** To the full extent authorized under the laws of the State of Wyoming, The Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of The Corporation, or any person who may have served at The Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been

such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

2. **Expenses.** Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by The Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

3. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not The Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

1. **Books and Records.** The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. DISSOLUTION**

1. **Dissolution.** This Corporation may only be dissolved by the processes outlined in the Act and, if so dissolved, the dissolution must follow the provisions outlined in the Act.

2. **Distribution of Assets Upon Dissolution.** Upon dissolution of The Corporation, the assets of The Corporation shall be applied and distributed in the following priority:

- a. First, to the payment of creditors of The Corporation, including the payment of any expenses associated with the dissolution;
- b. Second, to further one or more of The Corporation's exempt purposes;
- c. Third, to any Wyoming nonprofit entity chosen by the directors or agent in charge of the dissolution having both a tax-exempt purpose recognized under the Internal Revenue Code and a desire to retain and preserve the remaining assets held by The Corporation for the benefit of the citizens of Laramie, Wyoming;
- d. Fourth, to the Federal government or to any state or local governmental entity located in Wyoming, for the furtherance of any public purpose, however, if possible, priority

should be given to distributing the assets to a governmental entity focused on retaining and preserving the remaining assets for the benefit of the citizens of Laramie, Wyoming; or

e. Fifth, in such manner as a Court of competent jurisdiction of the County in which the principal business office of The Corporation is then located decides would best accomplish the general purposes for which the dissolving Corporation was organized.

### **ARTICLE XIII. GENERAL PROVISIONS**

1. **Contracts.** The Board may authorize any officer or employee of The Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Corporation, and such authority may be general or confined to specific instances. The President and Executive Director are both considered to have general authority to enter into contracts on behalf of The Corporation unless otherwise provided by resolution of the Board.
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 Corporation shall be signed by such officers or the Executive Director and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination, such instruments shall be signed by the Executive Director.
3. **Governing Law.** This Corporation shall be governed by the laws of the State of Wyoming.
4. **Severability.** If any provision of these Bylaws or the application of such provision to any person or circumstance shall be held invalid, the remainder of these Bylaws or the application of such provision to persons or circumstances other than those to which it is held invalid shall not be affected thereby.

### **ARTICLE XIV. AMENDMENTS**

1. **Articles of Incorporation.** The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.
2. **Bylaws.** The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the

changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.


#### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

**REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

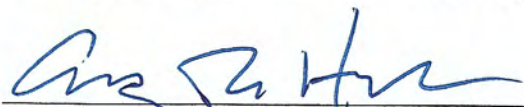


**ADOPTED AND APPROVED** by the Board of Directors on this 23rd day of April, 2020.



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Chair, Christopher Rothfuss – Pilot Hill, Inc.




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Vice-Chair, Anthony R. Hoch – Pilot Hill, Inc.




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Albany County Commissioner Terri Jones – Pilot Hill, Inc.



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Community Representative Marilyn S. Kite – Pilot Hill, Inc.



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Kermit C. Brown – Pilot Hill, Inc.