I. NAME

Section 1. Name. The name of this corporation is Wyoming Humanities Council. Public references to the organization may be either “Wyoming Humanities Council” or “Wyoming Humanities”.

Section 2. Offices. The principal office of the corporation shall be located in the State of Wyoming, at such place as the board of directors of the corporation may determine or as the affairs of the corporation may require.

II. PURPOSES

Section 1. Purpose. The corporation is organized exclusively for the educational and charitable purposes to implement the objectives of the state-based program of the National Endowment for the Humanities and to support and advance the humanities in the State of Wyoming.

III. MEMBERSHIP

Section 1. No Membership. The Corporation shall have no members. References in these bylaws to “members” shall have the meaning assigned to it as either members of the corporation staff (“staff members”) or members of the board of directors (“directors” or “board members”).

IV. BOARD OF DIRECTORS

Section 1. Governance. The Wyoming Humanities Board of Directors shall have all the powers and duties conferred upon a Board of Directors by the Articles of Incorporation, the Wyoming Nonprofit Corporation Act, or other law, and are referred to in these bylaws as directors, or collectively as the Board of Directors. The affairs of the corporation shall be governed by the Board of Directors.

Section 2. Number/Eligibility.

a) The Board of Directors shall consist of not fewer than five elected directors nor more than twenty elected directors. NEH legislation requires 25% of the maximum number of elected directors (5) shall be appointed by the Governor of Wyoming, upon the recommendation of the corporation.

b) The Board of Directors shall be made up of persons interested in the humanities and the activities of the corporation and capable of advancing its interests, and shall be constituted to provide balance in gender, ethnic background, viewpoint, profession, academic background, and geographic representation, where applicable and possible.

c) The Board of Directors may also include non-voting ex-officio directors by reason of their office as determined and approved by the elected directors.
Section 3: **Term of directorship.** A director’s term shall be three years for both elected and governor-appointed directors. A term will begin at the conclusion of the annual meeting and end at the close of the annual meeting three years later. Directors may stand for one additional three-year term. The chair may serve one additional year on the board as a voting director of the board and Executive Committee after his or her term as chair, for a possible total of seven years on the board. After directors serve two consecutive terms, they can be re-elected with at least a three-year break in service.

Section 4: **Absences/Vacancies.**

a) Absence from two consecutive meetings by an elected director may be construed as a resignation, and the board may declare a vacancy.

b) A director may request from the Executive Committee a leave of absence for up to one year for pressing personal or professional reasons. Should the Executive Committee approve a leave of absence, it may appoint a substitute. The term of the director granted a leave will not be extended as a result of the leave of absence.

c) Vacancy in governor-appointed directors. A vacancy in governor-appointed directors shall be filled by appointment of the governor upon the notification and recommendation of the corporation.

Section 5: **Indemnification.** All directors and staff members and such other persons as the corporation may designate shall be indemnified and held harmless from all claims made by third persons by reason of acts or omissions of the board and staff members or other designated persons done in the scope of the business of the corporation.

Section 6: **Conflict of interest.**

a) **Special interests**—Board and staff members should be alert to avoid any action which could possibly be interpreted as a use of corporation directorship or staff employment to further their own interests or the interests of an institution or business with which they are affiliated.

b) **Scope**—Within the scope of this policy, a director’s or staff member’s interests include the interests of the director’s employer, spouse, or immediate household and the staff member’s spouse or immediate household. Adult offspring living in separate households are not included in the definition of immediate household.

c) **Business services**—Directors and staff members will avoid any appearance of self-dealing and will not engage in private business with or the sale of services to the corporation during the tenure of their service on the board.

d) **Grant projects relating to directors**—If a director, a director’s employer, spouse, or a member of the immediate household or a staff member’s spouse or member of the immediate household is to be a participant in a corporation regrant project, the proposal should clearly indicate the nature of the participation in the project. A director or staff member will leave the room during the discussion and not vote on applications in which the director or staff member has conflict of interest or the appearance of a conflict of interest, including the interests of a spouse, a member of the immediate household, or an organization or institution with which the director or staff member is affiliated. In doubtful cases the chair of the corporation may rule on whether or not a conflict of interest situation exists, and on how the conflict of interest policy shall be applied. The director or staff member will also refrain from advance discussion of the project in committee meetings or with individual directors prior to corporation action on the proposal. A director, the
spouse of a director, or a member of the immediate household of a director or a staff member, the spouse of a staff member, or a member of the immediate household of a staff member should not be designated in an application for corporation funds as a project director, fiscal officer, or participant with preponderant responsibilities. A director, the spouse of a director, or a member of the immediate household of a director or a staff member, the spouse of a staff member, or a member of the immediate household of a staff member may take part in projects undertaken with corporation support, but shall not receive compensation for services to a project. Reimbursement of expenses incurred in connection with services to a project is allowed.

e) Policy effectiveness--This policy will take effect at the time of its adoption and will apply equally to directors and the staff. In the case of both staff and directors, the policy continues in effect for one year following the termination of the board term or staff employment with the corporation.

V. BOARD OFFICERS

Section 1: Officers. The officers of the corporation shall be a chair, a chair-elect, a past chair, treasurer, secretary, and other such officers as the Board of Directors may from time to time designate. No person may hold more than one office at any time.

Section 2: Election/Term of office. The officers shall be drawn from the elected and governor-appointed directors of the Board of Directors and shall be elected for a term of one year, renewable for one additional year, at the annual meeting of the Board of Directors.

Section 3: Chair. The chair shall be the principal officer of the Board of Directors and shall preside at all meetings of the board and the Executive Committee. The chair shall:
   a) Appoint members of standing committees, ad hoc special committees, and task forces subject to the approval of the Executive Committee.
   b) Fill vacancies occurring in office or committee/task force chairs with the approval of the Executive Committee.
   c) Represent the corporation at meetings of the National Federation of State Humanities Councils and/or the annual Humanities on the Hill event whenever possible.

Section 4: Vice-Chair/Chair-Elect. The chair-elect shall:
   a) Perform the duties of the chair in the absence of the chair.
   b) Become chair for the unexpired term in case of death, resignation, or incapacity of the chair.
   c) Act as representative of the chair and serve in such other capacity when requested.
   d) Assume the role of chair upon the completion of the chair’s term.

Section 5: Secretary. The secretary shall:
   a) Ensure that the minutes of the corporation are kept in permanent form.
   b) Serve as chair of the Nominations Committee.
   c) Act as representative of the chair when requested.
   d) Serve in such other capacity as assigned by the chair.

Section 6: Treasurer. The treasurer shall:
   a) Act as liaison with the fiscal officer and chief executive of the corporation regarding fiscal operations.
b) Serve as chair of the Finance Committee, if such committee exists.
c) Act as fiscal agent for the corporation as needed.
d) Act as representative of the chair when requested.
e) Serve in such other capacity as assigned by the chair.

Section 7: Vacancies. Vacancies in office shall be filled as follows:
   a) In the event of death, resignation, or incapacity of the chair, the chair-elect shall become chair for the unexpired term.
   b) In the event of the absence of the chair and chair-elect at a meeting that has met quorum, a meeting chair shall be elected by the directors present to conduct the board meeting.
   c) Vacancies in office other than the chair shall be filled for the unexpired term by appointment of the chair with the approval of the Executive Committee.

Section 8. Removal. Any officer may be removed for any reason by a two-thirds majority vote of the directors then in office.

VI: COMMITTEES

Section 1: Committees. There shall be two standing committees, the Executive Committee and the Nominations Committee, and such other committees as the Board of Directors may establish to assist in the management of the corporation.

Section 2. The Executive Committee. The Executive Committee shall consist of the chair, chair-elect, immediate past chair if one is then serving, secretary, treasurer, and other directors serving as committee and task force chairs as appointed by the board chair. The chair, chair-elect and past-chair shall remain on the Executive Committee during their tenure as officers. Meetings of the Executive Committee shall be held when called by the board chair or the chief executive of the corporation. A vote of the Executive Committee may be taken by mail or email, which shall have the force and effect of a vote taken at a meeting. The Executive Committee may take any action on behalf of the corporation that could have been taken by the Board of Directors, including:

   a) Adopt policies for the corporation.
   b) Propose amendments to the bylaws.
   c) Create ad hoc special committees or task forces when necessary to carry out a specified task which does not fall within the responsibilities of any standing committee. The chair shall appoint chairpersons of the task forces.
   d) Report to the Board of Directors the business transactions of the Executive Committee since the previous meeting of the board.

Section 3. The Nominations Committee. The Nominations Committee shall consist of a minimum of three (3) directors appointed by the chair. It shall make recommendations to the Board of Directors for:
   a) The offices of chair, chair-elect, and positions on the Executive Committee
   b) New members of the Board of Directors. The Nominations Committee is charged to seek directors who will represent Wyoming’s cultural and educational organizations and institutions, appropriate state agencies, and the business, labor and professional communities and who come, so far as possible, from the full range of Wyoming’s diverse populations.
VII. MEETINGS

Section 1: Board meeting schedule. Meetings of the Board of Directors shall be held as agreed upon by the board; a minimum of one meeting per year shall be called.

Section 2: Voting by mail or email. A vote of the board of directors may be taken by mail or email at the written request of the chair. Committees may also vote by email or mail. Such vote shall have the force and effect of a vote taken at a meeting.

Section 3: Board meeting quorum. One-half of the voting members currently serving shall constitute a quorum at any board meeting.

VIII. FISCAL YEAR

The fiscal year shall commence on the first day of November and shall end on the thirty-first day of October.

IX. AMENDMENTS

Section 1: Proposal of amendments by Executive Committee. Amendments to these bylaws may be proposed by the Executive Committee.

Section 2: Proposal of amendments by any director. Amendments to these bylaws may also be proposed by any director of the corporation with the written support of one-half the current directors of the corporation.

Section 3: Procedure for proposal of amendments. All proposed amendments shall be sent in writing to every director no less than fifteen (15) days prior to the meeting they are to be voted on.

Section 4: Voting. These bylaws may be amended by a two-thirds vote of the directors present at any regular meeting.

X. DISSOLUTION

Upon dissolution, the board of directors will make provision for payment of all liabilities of the Corporation and dispose of all assets of the Corporation consistent with the Corporation’s stated purpose. Federal assets of the Corporation shall be distributed to the National Endowment for the Humanities, or if the National Endowment for the Humanities has been dissolved, to the United States Treasury. Non-federal assets shall be disposed by donating them to any charitable or educational organization with tax-exempt status under section 501 (c) (3) of the Internal Revenue Code.


Name change filed with Secretary of State and noted as of August 28, 2006.

Articles of Incorporation restated on October 1, 2016 and filed with Secretary State and noted on December 9, 2016.