

**BYLAWS
of the
WYOMING SECTION,
SOCIETY FOR RANGE MANAGEMENT
Amended
November 19, 2014**

ARTICLE I. PURPOSE

The principles, policies, and objectives of the Wyoming Section, Society for Range Management, are essentially the same as those of the Society for Range Management (hereinafter referred to as the Parent Society). Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. Our mission is for science and education concerning rangeland ecosystems, as detailed in the Articles of Incorporation.

ARTICLE II. MEMBERSHIP

SECTION 1. Persons shall be eligible for membership in the Wyoming Section who are members of the Parent Society. Residents of Wyoming shall belong to the Section, unless the applicant specified otherwise. Only members of the Section may vote on Section affairs.

SECTION 2. The Section shall recognize all classes of membership honored by the Parent Society.

SECTION 3. Annual Society dues shall be charged each class of membership as established by the Parent Society from time to time.

SECTION 4. Annual Section dues to be paid by the various classes of members shall be determined by recommendation of the Council and concurrence of a majority vote of the voting membership at the next scheduled business meeting.

ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. The officers of the Section shall be a President, a President-elect, and a Secretary-Treasurer.

SECTION 2. The Section shall have a governing body known as the Council, which shall consist of the elected officers, the immediate Past President, the Chair of each Chapter, and four elective members, each of whom shall be a member of the Section in good standing.

SECTION 3. The term of office of the President and President-elect shall be one year. The Secretary-Treasurer shall serve a term of five years. The immediate Past President shall serve as a member of the Council for one year. Chapter Chairs shall serve as a member of the Council during their regular tenure of office. The terms for the four elected Council shall be for two years, staggered so as to elect two new members each year. Terms of office shall begin the first day of the calendar year following their election.

SECTION 4. Vacancies in any unexpired term of office shall be filled from among the Section members by a majority vote of the Council, except that in the event of the vacancy in the office of the President, the President-elect shall fill the same.

SECTION 5. Each member of the Council will be required to sign the conflict of interest policy adopted in 2012.

ARTICLE IV. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. The President-elect and Council shall be elected by letter or electronic mail ballot which shall be sent to all members by the Secretary-Treasurer. The President-elect shall succeed to the Presidency. The Secretary-Treasurer shall be appointed by the majority vote of the Council to serve a five year calendar term with no term limits.

SECTION 2. A nominating committee shall be appointed by the President no later than August 1 of each year. It shall be the duty of the nominating committee: (1) To receive nominations from the membership at large as provided in Section 3, (2) To review the nominations and select at least two candidates who are qualified and willing to serve for each elective office, if only one nomination is received, said nomination will be submitted as the individual candidate for designated quadrant, (3) To furnish the list of candidates to the Secretary-Treasurer no later than October 1. Candidates for the Council shall be selected so as to assure one representative for each of the four Quadrants of the State: Northwest (Fremont, Hot Springs, Washakie, Big Horn and Park Counties), Northeast (Sheridan, Johnson, Natrona, Campbell, Converse, Crook, Weston and Niobrara Counties), Southeast (Albany, Laramie, Platte and Goshen Counties), and Southwest (Carbon, Sweetwater, Lincoln, Uinta, Sublette and Teton Counties). Candidates may include others than those received by nomination.

SECTION 3. Nominations by the membership at large shall be subject to the following conditions: (1) All candidates nominated must be members of the Section in good standing, (2) Nominations for the Council must observe the geographical zoning of the State as prescribed in Section 2, (3) Nominations must be in the hands of the nominating committee by September 1.

SECTION 4. The Secretary-Treasurer shall send to all members a ballot containing a list of all candidates presented by the nominating committee no later than October 15. Members shall return the ballots to the Secretary-Treasurer.

SECTION 5. All ballots received by the close of business on the fourth day prior to the first day of the annual meeting shall be counted at the direction of the Secretary-Treasurer and the results reported to the President no later than the morning of the first day of the annual meeting. The candidate receiving the highest number of votes shall be declared elected; any ties shall be resolved by majority vote of the Council which will convene prior to the business portion of the annual meeting for this purpose if necessary. Results of the election shall be announced to the membership at the business meeting and by newsletter.

ARTICLE V. DUTIES AND RESPONSIBILITIES OF ELECTED OFFICERS

SECTION 1. President – The President supervises the affairs of the Section. The President serves as presiding officer at all Section and Council meetings of the Section. He/she creates and staffs such committees as necessary to handle the business of the Section as well as appropriate parts of SRM Program of Work. He/she will be a member of the Parent Society Advisory Council. He/she provides the Parent Society the names of the officers and committee chairs within thirty (30) days of the Section's annual meeting.

SECTION 2. President-elect – The President-elect serves as an officer of the Wyoming Section Council and shall in the event of an absence, resignation or death of the President, discharge the duties of that

office. As President-elect he/she will serve as a member of the Parent Society's Advisory Council.

SECTION 3. Past President – The immediate Past President serves as a member of the Wyoming Section Council, Chair of the Section Awards Committee and serves as representation on the Parent Society's Advisory Council.

SECTION 4. Council Members – They have primary responsibility under the President's guidance for developing Section policies and serving on or chairing Section committees at the request of the President. They are to solicit and report the requests, concerns and suggestions of the Section membership to the Council. They may be called upon to represent the Section at various events and activities.

SECTION 5. Secretary-Treasurer – Secretary-Treasurer will be appointed by the Council and will serve as a non-voting officer of the Wyoming Section Council. Duties include taking minutes at business meetings and disseminating them to the officers and maintaining accurate financial records and completing financial transactions of the Section as directed by the President. He/she performs all duties necessary to fulfill requirements related to proper maintenance of corporate (State) and non-profit (Federal) status of the Section.

ARTICLE VI. MANAGEMENT OF THE SECTION

SECTION 1. The Section shall be governed by the Council which shall direct the care and use of funds of the Section, take measures to advance its interests, and generally direct its business.

SECTION 2. The Council shall meet during the summer and winter meetings of the Section, at such other times as the Council may select, and at the call of the President. One member more than one half (½) of the total number of members of the Council shall constitute a quorum. The voting body of the Council consists of the Past President, President-elect, the Chair of each (Student) Chapter, and the four elected Council members, with the president's vote reserved to break ties in the vote.

SECTION 3. The President shall have general supervision of the affairs of the Section. He/she shall appoint necessary committees, delegate specific functions, and preside at meetings of the Section and of the Council.

SECTION 4. The President-elect shall, in the absence of the President, preside at meetings and discharge his/her duties.

SECTION 5. In the instance that a member of the Council, President, President-elect or Past President is not performing assigned duties or is not a member in good standing, said member may be removed from position by recommendation of the Council to the general membership and subsequent majority vote.

SECTION 6. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings, or any part thereof, inure to the benefit of any private shareholder or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

SECTION 7. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt under provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

SECTION 8. The Section's fiscal year shall be the calendar year.

ARTICLE VII. MEETINGS

SECTION 1. At least one meeting of the Section shall be held annually at such time and place as the Council may determine. Notice of such meetings, including the tentative program, shall be announced by the Secretary-Treasurer at least thirty (30) days in advance of the meeting.

SECTION 2. Regular business meetings of the Section shall be held in connection with the annual meetings. At the discretion of the Council, special meetings may be scheduled in connection with other meetings of the Section. The members in attendance at a regularly called meeting shall have the authority to transact the business of the Section.

SECTION 3. The Council may choose to conduct Society business between regularly scheduled meetings through the use of teleconferences, electronic mail, or through other available technologies as the Council shall direct, or at the call of the President. Written or electronic notice from the President-elect or Secretary-Treasurer to each member of the Council is to be made at least seven (7) days prior to the date of the meeting and shall constitute official notice of a call for such meeting. One member more than one half ($\frac{1}{2}$) of the total number of members of the Council shall constitute a quorum authorized to conduct business in the name of the Society. Minutes of such meetings shall be made available to the general membership.

SECTION 4. The Council may use the technology listed above to conduct official Section business with the general Membership. Majority vote will be based on those ballots cast.

SECTION 5. Methods of posting meeting notices may include the Parent Society or Section websites, email, teleconferences, online survey applications and other methods approved by the Council.

ARTICLE VIII. PUBLICATIONS

SECTION 1. The publications and papers of the Section shall be issued as the Council may direct.

SECTION 2. The publications of the Section shall consist of the "Newsletter", issued quarterly or otherwise as directed by the Council.

ARTICLE IX. SECTION CHAPTERS

SECTION 1. Chapters of the Section may be authorized by the Council upon written petition of ten (10) or more members of the Section resident in an area where a strong local organization may be affected. The boundaries of a Chapter shall be established by the Council on recommendations from the members concerned.

SECTION 2. Chapters shall hold at least one meeting each year to retain their authorization. Open meetings are specifically authorized.

SECTION 3. The officers of each Chapter shall include a Chair, Vice-Chair or Chair-Elect, and a Secretary-Treasurer, who shall be voting members of the Society, serving concurrently with the officers of the Section, and elected by the members of the Chapter. The term of office for officers of student Chapters may be on a school year basis. A current list of the officers and members of each Chapter shall be filed with the Section Secretary-Treasurer.

SECTION 4. Actions or recommendations of a Chapter on Society matters will be transmitted to the President of the Society with recommendations of the Section. The Section shall have the right to rescind

the authorization of any Chapter and to terminate its existence.

ARTICLE X. AMENDMENTS

SECTION 1. Proposed amendments to these bylaws shall be submitted to a vote of the entire Section membership in accordance with Article IX, Section 2, and shall be effected by a two-thirds (2/3) or more affirmative vote of the members voting. Amendments may be proposed at any business meeting of the Section, provided they are submitted to the Council in writing and bear the written endorsement of at least five (5) members. Amendments may also be proposed by the Council in regular meetings. The Council shall not vote on such proposed amendments at that meeting but the amendments shall be open to discussion and modification. At its next regular meeting, the Council shall vote as to whether, in their original or modified form, the amendments shall be mailed or transmitted to Section members for action.

SECTION 2. The Secretary-Treasurer shall send a ballot, together with a copy of the proposed amendment and the present wording to the membership. The ballot will provide for a "yes" and a "no" vote for each Section of the bylaws being amended. If the referendum is held during a regular annual election of the Section, the ballots received on or before the cut-off date for regular balloting shall be counted. If a special referendum is held, the ballot will show plainly the date by which it is to be returned to be eligible for counting, such specified date to be not less than thirty (30) days from the date of mailing or transmittal to the membership.

SECTION 3. A proposed amendment that received the required two-thirds (2/3) affirmative vote of the ballots cast shall take effect immediately upon submission of a report of balloting results to the President.

ARTICLE XI. DISSOLUTION OF THE ORGANIZATION

SECTION 1. Upon the dissolution of the Organization, assets shall be distributed to the Parent Society for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to the state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

**WYOMING SECTION,
SOCIETY FOR RANGE MANAGEMENT
CONFLICT OF INTEREST POLICY
Adopted
December 12, 2012**

ARTICLE I. PURPOSE

The purpose of the conflict of interest policy is to protect Wyoming Section, Society for Range Management's (the Society's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplant but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II. DEFINITIONS

1. 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.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
- b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society 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.

ARTICLE III. PROCEDURES

1. 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.

2. 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 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.

3. Procedures for Addressing the Conflict of Interest

- a. 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Society 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.
- d. 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 Society'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.

4. Violations of the Conflict of Interest Policy

- a. If the governing body 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.
- b. 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.

ARTICLE IV. 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.

ARTICLE V. COMPENSATION

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

ARTICLE VI. 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 conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Society 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.

ARTICLE VII. PERIODIC REVIEWS

To ensure the Society 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 Society'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.

ARTICLE VIII. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Society 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.

Signed:  _____ Date: ___10/30/15___

Signed: _____ Date: ___10/30/15___