

March 14, 2014
WBC Board of Directors Phone-In Meeting
Cheyenne, Wyoming

Friday, March 14, 2014

1:00 PM **Public Meeting begins**
Call To Order – Rex Lewis, Co-Chair
Roll Call to Establish Quorum

CEO Search Committee
Creation of Committee
Appointments to Committee
Duties of Committee

Amendment of By-Laws

Appointment of Interim CEO

Adjournment

Call-in instructions:

Phone Number: **1-866-931-7845**
Conference Code: **589138**

#3762

5

DATE: 3-14-14

SUBJECT: Establish Quorum

ROLL CALL VOTE:

Name	AYE	NAY	Recused
Anderson, Jay	✓		
Bratton, Dick			
Covello, Cactus	✓		
Espy, Jim	✓		
Goetz, Megan			
Illoway, Pete	✓		
Lewis, Rex	✓		
Lockhart, Kelly	—		
Lockhart, Lee	✓		
Michelena, Lynne	✓		
Schmidt, Pat	✓		
Scott, Tom	✓		
Sopko, Aaron	—		
Sullivan, Mike	✓		
Wandler, Mike	✓		

MOTION: PASSED FAILED

DATE: 3-14-14

SUBJECT: Search Committee Established

ROLL CALL VOTE:

Name	AYE	NAY	Recused
Anderson, Jay	✓		
Bratton, Dick			
Covello, Cactus	✓		
Espy, Jim	✓		
Goetz, Megan			
Illoway, Pete	✓		
Lewis, Rex	✓		
Lockhart, Kelly			
Lockhart, Lee	✓		
Michelena, Lynne	✓		
Schmidt, Pat	✓		
Scott, Tom	✓		
Sopko, Aaron			
Sullivan, Mike	✓		
Wandler, Mike	✓		

MOTION: PASSED FAILED

DATE: 3-14-14

SUBJECT: By Laws - Amend 1

ROLL CALL VOTE:

Name	AYE	NAY	Recused
Anderson, Jay	✓		
Bratton, Dick			
Covello, Cactus	✓		
Espy, Jim	✓		
Goetz, Megan			
Illoway, Pete	✓		
Lewis, Rex	✓		
Lockhart, Kelly			
Lockhart, Lee	✓		
Michelena, Lynne	✓		
Schmidt, Pat	✓		
Scott, Tom	✓		
Sopko, Aaron			
Sullivan, Mike	✓		
Wandler, Mike	✓		

MOTION: X PASSED _____ FAILED

DATE: 3-14-14

SUBJECT: Interim CEO - Willis

ROLL CALL VOTE:

Name	AYE	NAY	Recused
Anderson, Jay	✓		
Bratton, Dick			
Covello, Cactus	✓		
Espy, Jim	✓		
Goetz, Megan			
Illoway, Pete	✓		
Lewis, Rex	✓		
Lockhart, Kelly			
Lockhart, Lee	✓		
Michelena, Lynne	✓		
Schmidt, Pat	✓		
Scott, Tom	✓		
Sopko, Aaron			
Sullivan, Mike	✓		
Wandler, Mike	✓		

MOTION: X PASSED _____ FAILED

FIRST AMENDMENT TO THE BYLAWS OF THE WYOMING BUSINESS COUNCIL

Pursuant to Article V of the Bylaws of the Wyoming Business Council (Council), which were duly adopted by the Council on May 5, 1998, the Council hereby makes the following amendment thereto:

Article IV of the Bylaws is hereby amended to add Section 12, which shall read as follows:

Section 12. Appointment of Interim CEO. The Board may, at its discretion, appoint an interim chief executive officer (CEO) to serve at the pleasure of the Board until the permanent CEO is in place. With the approval of the Board, the interim CEO may determine the terms of employment, tenure, duties, working conditions, promotions and termination in all employment related matters, including but not limited to offers of employment, location of employees, organizational structure and programmatic decisions, as deemed necessary by the Board to carry out the purposes and functions of the Council.

In addition, the interim CEO shall be appointed only from the membership of the Council's Board of Directors, and shall forfeit none of his or her voting rights during the time that he or she serves as the interim CEO. The interim CEO shall be authorized to exercise all powers statutorily vested in the permanent CEO, subject to Board approval. The interim CEO shall receive no compensation other than that provided by law for Council Board members, but shall be reimbursed for his or her expenses incurred in the course of discharging his or her duties as interim CEO.

CHAIR OF THE BOARD OF DIRECTORS

I, the undersigned, do hereby certify:

I am the duly elected Chair of the Board of Directors of the Wyoming Business Council (Council), and the foregoing Amendment to the Bylaws of the Council, consisting of one (1) page, constitutes the First Amendment to the Bylaws of the Council and was duly and unanimously adopted by the Board at a regular meeting of the Council's Board of Directors on June 17, 1998.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and hand this day of _____, 1998.

Chair of the Board of Directors
Bob Gose

Witness

Date

(Original Lost)
lh

BYLAWS OF THE WYOMING BUSINESS COUNCIL

Preamble: The Wyoming Business Council (WBC) is a body corporate and state instrumentality created by the Wyoming Economic Development Act under the laws of the State of Wyoming as authorized by W.S. 9-12-101 through 9-12-401 et seq. (Act). Its Board of Directors (the Board) is selected pursuant to provisions of the Act which also provides terms of office. These Bylaws of the WBC Board of Directors provide rules for the conduct of the official meetings.

ARTICLE I

RULES OF ORDER

Section 1. Rules of Order. All official meetings of the Board will be conducted under the rules of order commonly known as Robert's Rules of Order. (Ref. Webster's Secretarial Handbook, 2nd Edition.)

ARTICLE II

OFFICES

Section 1. Principal Office. The WBC principal office shall be located in Cheyenne, Wyoming.

Section 2. Registered Office and Resident Agent. WBC, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Wyoming. By like resolution, the chief executive officer, or designated agent, shall be designated as resident agent at such registered office.

Section 3. Other Offices. WBC may also have offices at such other places as the Board of Directors may from time to time determine or WBC's business may require.

DEPOSITORY

Section 1. Official Designation of Depository. The WBC shall designate an official depository for its funds, accounts and transactions at its annual meeting.

Section 2. Authorized Signatories: The WBC shall designate authorized signatories for depository transactions of the Council. All transactions shall be accomplished by the signatures of at least two authorized signatories.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting. All meetings of the Board of Directors shall be held at such places within the State of Wyoming as shall be designated from time to time by the Board of Directors

and stated in the public notice of the meeting. In the event the Board of Directors shall fail to fix the place for a meeting of the Board of Directors, such meeting shall be held at the Corporation's principal office.

Section 2. Annual Meeting. Annual meeting of the Board of Directors shall be held during the third quarter of the fiscal year, regularly scheduled in August (unless otherwise designated by the Board of Directors), but not a Sunday or legal holiday, at which they shall elect a Chair, Vice-Chair, Secretary-Treasurer and transact such other business as may properly be brought before the meeting, upon ten (10) days prior notice.

Section 3. Special Meetings. In addition to, or in place of, regularly scheduled quarterly meetings, special meetings of the Board of Directors may be called, for any purpose or purposes, unless otherwise prescribed by statute, by the Chair of the Board of Directors, by the Chief Executive Officer, by a majority of a quorum of the Board of Directors, or upon the written request of any Director. Such request shall state the nature of the business to be transacted and purpose or purposes of the proposed meeting, the place, day and hour of such meeting, as described in Section 4 of this Article II. Business transacted at any special meeting of the Board of Directors shall be limited to the purposes stated in the notice.

Section 4. Notice. Each official meeting date will be set at the preceding official meeting prior to adjournment. Notification will be made to each member of the Board within one week following the preceding official meeting of the Board. Notice of each meeting of the Board of Directors stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or given to each Director entitled to vote in compliance the Wyoming Open Meetings Act, W.S. 16-4-401 through 16-4-407 et seq (Act). Notification of official meetings of the Board of Directors will also be made to the following:

- The Governor
- The Secretary of State
- The State Treasurer
- The State Auditor
- The State Superintendent of Public Instruction
- The Legislative Service Office
- The Chairs of the Joint Committee for Minerals, Business and Economic Development
- The Chairs of the Joint Committee for Travel, Recreation, Wildlife and Cultural Resources
- The Public-at -Large

Section 5. Quorum. A quorum shall consist of eight of fifteen Directors entitled to vote at any meeting, represented in person, at all meetings of the Board of Directors for the transaction of business except as otherwise provided by statute or the Wyoming Public Meetings Act. Voting on all matters before the Board, except as provided otherwise in these bylaws, shall be based on a simple majority of those present.

Section 6. Action by the Board of Directors. When a quorum is present at any meeting, the vote of the Board of Directors of a majority of the voting power present in person shall decide any

questions brought before such meeting, unless the question is one upon which by express provision of the statutes, a different vote is required, in which case, such express provision shall govern and control the decision on such question.

Section 7. Proxies. Voting by proxy is not allowed.

Section 8. Appointment of Directors. Board members shall be appointed as provided by Wyoming law.

Section 9. Inspection of Corporate Records. The books of account, and minutes of proceedings of the Board of Directors and of committees of the Board of Directors shall be open to inspection upon request to the extent prescribed by the Wyoming Public Records Act.

Section 10. Inspection of Bylaws. WBC shall keep in its principal office the original or a copy of these Bylaws, and any amendments to these Bylaws, which shall be open to inspection at all reasonable times during ordinary business hours.

Section 11. Minutes. At each official meeting, official written minutes of the previous meeting will be presented for approval by the Board as the first item on the agenda. In order to assist the Secretary of WBC, tape recordings may be used to prepare the minutes, but such recordings shall neither be saved nor copied and will be destroyed following approval of the written minutes by the Board.

Section 12. Adherence to Wyoming Open Meeting Laws. The meetings of the Board shall be open to the public under the requirements of the Wyoming Open Meeting Laws. The Chair of the Board of Directors may request the official meetings or portions thereof be held in executive session pursuant to the applicable provisions of the Wyoming Open Meetings Act.

Section 13. Meetings Conducted Electronically (Not-In-Person). Upon the unanimous approval of the board, meetings may also be held by conference telephone, or other electronic means by which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. In the case of meetings held via telephonic or electronic means, adequate provision must be made for public participation to the extent required by the Wyoming Open Meetings Act.

ARTICLE IV

DIRECTORS

Section 1. Management of WBC. The business of WBC shall be managed by or under the direction of its Board of Directors, in compliance with Wyoming law. The WBC may adopt rules and regulations to implement the programs and functions assigned to the council, in accord with Wyoming law.

Section 2. Designation of Committees and Advisory Councils. The Council may by resolution duly adopted designate one or more committees. Each committee should have as a member one or more of the members of the Board of Directors and such other individuals as may be appointed by the Chair.

Section 3. Minutes of Committee Meetings. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when requested.

Section 4. Compensation of Directors. The Directors may receive a per diem in the same amount as state legislators, as provided by Wyoming law.

Section 5. Resignations and Removal. Any Director may resign at any time upon written notice to the Chair of the Board and the appointing authority. Such resignation shall take effect at the time specified therein or, if no time is specified therein, shall take effect upon receipt thereof by the Chair or the appointing authority, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The governor may remove a director, with cause, and shall remove any member who fails to attend three (3) consecutive regular meetings of the council.

Section 6. Chair of the Board. The governor shall be a co-chair of the board, but may not vote. The private-sector Chair of the Board shall preside at all meetings of the Board of Directors, and shall exercise and perform such other powers and duties as may be from time to time be assigned to the Chair by the Board or prescribed by these Bylaws.

Section 7. Vice-Chair. In the absence or disability of the Chair, the Vice-Chair or other officer or officers, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall have such powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors of these Bylaws.

Section 8. Secretary/Treasurer. The Secretary/Treasurer shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all members of the Board of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings, and the proceedings thereof.

The Secretary of the Board of Directors shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9. Chief Executive Officer. The Directors shall retain a chief executive officer (CEO) to serve at the pleasure of the board. With the approval of the board, the CEO shall determine the terms of employment, tenure, duties, working conditions promotion and termination of all other employees as necessary to carry out the purposes and functions of the council.

Section 10. Executive Committee. The Executive Committee shall consist of the two co-chairs, the vice chair, secretary/treasurer and two board members.

Section 11. Conflict of Interest. Directors shall be subject to the provisions of W.S. 16-6-118 and shall abstain from voting in accordance with that section. Any member of the board shall abstain from voting on any issue before the Board of Directors conflict of interest exists whereupon an action by the Board of Directors will have a direct bearing on the personal interests of the member.

ARTICLE V

AMENDMENTS TO BYLAWS

Section 1. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by a 2/3 or greater vote of the Board of Directors at any regular or special meeting thereof; provided however, the time and place fixed by the Bylaws for the annual meeting shall not be changed within sixty (60) days preceding the date scheduled for the meeting. Notice of any amendment of the Bylaws by the Board of Directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the Board.

CHAIR OF THE BOARD OF DIRECTORS

I, the undersigned, do hereby certify:

I am the duly elected Chair of the Board of Directors of Wyoming Business Council, a body corporate and an instrumentality of the State of Wyoming; and

The foregoing Bylaws, comprising five (5) pages, constitute the Bylaws of said Council, as adopted at the meeting of the Board of Directors held on the 29th day of April, 1998.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 5th day of May, 1998.

Wanda J. Holland 5/5/98
Witness Date

Ray M. Miller
Chair of the Board of Directors



DATE: _____

SUBJECT: _____

ROLL CALL VOTE:

Name	AYE	NAY	Recused
Anderson, Jay			
Bratton, Dick			
Covello, Cactus			
Espy, Jim			
Goetz, Megan			
Illoway, Pete			
Lewis, Rex			
Lockhart, Kelly			
Lockhart, Lee			
Michelena, Lynne			
Schmidt, Pat			
Scott, Tom			
Sopko, Aaron			
Sullivan, Mike			
Wandler, Mike			

MOTION: **PASSED** **FAILED**

DATE: _____

SUBJECT: _____

ROLL CALL VOTE:

Name	AYE	NAY	Recused
Anderson, Jay			
Bratton, Dick			
Covello, Cactus			
Espy, Jim			
Goetz, Megan			
Illoway, Pete			
Lewis, Rex			
Lockhart, Kelly			
Lockhart, Lee			
Michelena, Lynne			
Schmidt, Pat			
Scott, Tom			
Sopko, Aaron			
Sullivan, Mike			
Wandler, Mike			

MOTION: _____ PASSED _____ FAILED