

Article XV – Amendments to Bylaws

These Bylaws may be altered, amended, repealed, or replaced and new Bylaws may be adopted, and notice of any meeting to consider the same shall be given, only as allowed by Wyo. Stat. §§ 17-19-1021 and -1022 (2013), as amended.

Proposed Amendment to Bylaws:

Article XV – Amendments to Bylaws

The Bylaws of the Corporation may be altered, amended, repealed, or replaced and new Bylaws may be adopted by the Board without the necessity of the vote or approval of the General Membership, even if the amendment relates to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected.

Relevant Statutes (for your reference – not to go out with Notice):

§ 17-19-1021. Amendment by directors and members

(d) If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

(e) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

§ 17-19-705:

(a) A corporation shall give notice consistent with its bylaws of meetings of members in a fair and reasonable manner.

(c) Notice is fair and reasonable if:

(i) The corporation notifies its members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10) nor more than sixty (60) days before the meeting date;

(ii) Notice of an annual or regular meeting includes a description of any matter or matters that shall be approved by the members under W.S. 17-19-831, 17-19-856, 17-19-1003, 17-19-1021, 17-19-1104, 17-19-1202, 17-19-1401 or 17-19-1402; and

(iii) Notice of a special meeting includes a description of the matter or matters for which the meeting is called.