

**2026 BYLAWS of the  
LARAMIE COUNTY MASTER GARDENERS**

*Adopted April 16, 2026*

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**ARTICLE I. NAME**

The name of this organization shall be the Laramie County Master Gardeners, hereinafter referred to as LCMG.

**ARTICLE II. OBJECTIVE and PURPOSE**

**Section 1. LCMG Objectives.** The objectives of LCMG are to educate youth and adults in horticulture, to promote civic beautification, to develop leadership and personal growth, and to assist the University of Wyoming (UW) Laramie County Extension in fulfillment of its horticulture mission in Laramie County, Wyoming.

**Section 2. Purpose.** LCMG is organized exclusively for charitable, educational, and scientific purposes and is recognized as a federally tax-exempt nonprofit corporation under Internal Revenue Code (IRC) Section (§) 501(c)(3) with further classification as a 'public charity' under IRC §509(a)(2). No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The organization shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not engage in any other purpose that would disqualify it from being recognized as a tax-exempt organization under IRC §501(c)(3) or that would prevent it from accepting tax-deductible contributions under IRC §170(c)(2), or corresponding sections of any future federal tax code. Refer to Article XI of these Bylaws (Finances) for financial provisions related to tax-exempt classification.

## ARTICLE III. MEMBERSHIP

**Section 1. Eligibility and Admission.** Membership is open to individuals enrolled in, certified by, or approved for transfer to, the UW Extension (UWE) Master Gardener Program. Membership is automatic upon enrollment in UWE Master Gardener Training and continues until ended under Section 6 of this Article (Ending a Membership). No separate application or approval process is required.

**Section 2. Membership Categories.** Membership category is determined annually (January 1 through December 31) through UWE Master Gardener recertification. Refer to the LCMG Policies and Procedures (P&P), paragraph 2 (Reporting Service Hours) for reporting procedures. LCMG recognizes two categories of membership: Active Member or Associate Member. Criteria and privileges for each category are outlined in the following table:

**Table. LCMG Membership Category Criteria and Privileges**

Criteria and Privileges	Category of LCMG Member	
	Active	Associate*
Completed coursework and passed exam to become a Master Gardener	Yes	Yes
Volunteer and continuing education requirements were met and reported during the last reporting year.	Yes	No
Name, membership category, email address, mailing address, and phone number appear in the LCMG Directory, unless the individual requests otherwise.	Yes	Yes
May vote – each member is entitled to cast one (1) vote	Yes	Yes
May chair a committee	Yes	Yes
May serve on a committee	Yes	Yes
May hold office	Yes	No
May initiate a proposal (see Section 4 of this Article)	Yes	No
May receive a Member Scholarship (see Article IX of these Bylaws)	Yes	No

*\*The Associate category includes Interns and past Active Members who have not reported their hours in the past year.*

**Section 3. LCMG Directory.** Members are responsible for maintaining accurate contact information to ensure proper delivery of notices and other LCMG communications. Updates may be submitted in writing (email) to the Secretary. Refer to P&P, paragraph 13.C(9) (Membership Directories) for more information on directory content and use.

**Section 4. Initiating Proposals.** Any Active Member may submit a proposed action or project (with its scope, cost, and timeline) to the Executive Board (hereinafter referred to as the 'Board') for review and recommendation to the membership for action. Procedures for submitting proposals are maintained in P&P, paragraph 3 (Proposal Submission and Review Procedures).

**Section 5. Appealing Board Decisions.** Unless otherwise stated in these Bylaws or the P&P, any member may appeal a decision of the Board within 45 days of the action. Appeal procedures are maintained in P&P, paragraph 4 (Appeal Procedures).

**Section 6. Ending a Membership.** Membership ends when a member resigns or is removed for cause following fair notice and an opportunity to be heard. Upon resignation or removal, the Secretary shall update the Master Membership List and notify the Board, advisors, and committee chairpersons/activity coordinators of the update.

- A. Resignation. Pursuant to W.S. §17-19-620, a member may resign at any time with written notice to the Board, including by email or an 'unsubscribe' request for the LCMG email distribution list(s).
- B. Removal. Pursuant to W.S. §17-19-621, the Board, through majority vote, may remove a member for cause, including conduct which reflects negatively on the LCMG or unauthorized financial commitment or endorsement on behalf of the LCMG. Procedures for removal are maintained in P&P, paragraph 5 (Membership Termination Procedures).

## **ARTICLE IV. EXECUTIVE BOARD**

**Section 1. Board Authority.** The Board shall:

- A. Provide general supervision of LCMG affairs between membership meetings, making recommendations to the membership, and performing such other duties as are specified in these Bylaws;
- B. Be subject to these Bylaws and the P&P, and none of its acts shall conflict with actions taken by the membership;
- C. Approve the President's appointment of chairpersons and coordinators;
- D. Fill vacancies in all elected offices in accordance with Section 5 of this Article (Vacancies);
- E. Review proposals requiring membership action including, but not limited to any project, donation request, contract, grant application, or other binding agreement, to assure that it is consistent with the provisions of Article II of these Bylaws (Objective and Purpose), financially feasible, and the necessary management process(es) are in place for execution. Procedures for proposal review are maintained in P&P, paragraph 3 (Proposal Submission and Review Procedures); and
  - (1) The Board shall have the authority to veto any proposal if said proposal is not consistent with the objective/purpose of LCMG or it is not financially feasible.
  - (2) If the proposal passes review, the Board shall present the proposal and the Board's recommendation to the membership for its review and vote, as required.
- F. Only a member of the Board can commit the LCMG to a binding agreement and may do so only after the proposed action has been approved by majority vote of the Board and/or the membership, as required. The Board may, by limited written authorization, permit a committee chairperson or activity coordinator to act as its agent to sign a binding agreement for a specific membership-approved activity and only within the scope and dollar amount of that activity's approved budget.

**Section 2. Board Composition.** The Board shall consist of four elected officers: President, Vice President, Secretary, and Treasurer. This number may be reduced from time-to-time with membership approval but shall not fall below three (3) elected officers, pursuant to W.S. §17-19-803.

**Section 3. Term of Office.** All newly elected officers shall take office on January 1 following the Annual Meeting and shall serve a term of 2 years or until their successors are elected.

**Section 4. Nominations and Election.** The membership shall elect officers at the Annual Meeting, electing on odd years, a President and Secretary; on even years, a Vice President and Treasurer.

- A. Qualification. Officers shall be Active Members as described in Article III (Membership).
- B. Nominations: In September, the President shall solicit membership for nominations to elected officer positions. Nominations may also be made from the floor at the Annual Meeting. No member shall be nominated who has not given consent to serve or who does not meet the qualification set forth in Section 4.A of this Article.
- C. Election. Officers shall be elected by ballot except if there is but one (1) candidate for an office, the vote may be by voice. The candidate receiving the most votes cast by members present (including those attending in-person, virtually, or by valid proxy) and voting at the meeting shall be elected.

**Section 5. Vacancies.** A vacancy in any office shall be filled by vote of the Board as soon as possible after the vacancy occurs, except that a vacancy occurring within a month preceding the election shall remain vacant. Officers elected by the Board may only serve until the next election.

- A. Resignation. An officer may resign at any time by written notice to the Board. Unless otherwise specified on the notice, the resignation takes effect upon receipt.
- B. Removal. As adopted from W.S. §17-19-808 and §17-19-809, officers, committee chairpersons, or activity coordinators may be removed as described below:
  - (1) Members may remove one or more officers elected by them without cause. An officer elected by members may be removed by the members only at a meeting called for the purpose of removing the officer(s) and the meeting notice shall state that the purpose, or one of the purposes of the meeting, is removal of the officer(s). Members will vote either 'For' or 'Against' the officer(s)' removal and the majority of votes for either side will determine the outcome.
  - (2) The Board may remove an officer for failure to attend three (3) meetings of the Board in a calendar year. The officer may be removed if a majority of the officers then in office vote for the removal.
  - (3) The President, with Board concurrence, may remove an appointed chairperson or coordinator without cause. The President removing the chairperson or coordinator shall do so by giving written notice (email) of the removal to the chairperson/coordinator, with a copy to the Secretary. A removal is effective upon transmission unless the notice specifies a future effective date.

**Section 6. Advisors.** Advisors to the Board are non-voting and include the Extension Horticulture Educator and the immediate past LCMG President (or a former officer if unavailable). The Extension Horticulture Educator shall:

- A. Serve as the liaison for the UW Laramie County Extension Office;
- B. Assist with horticulture problems as requested; and
- C. Provide to the Secretary a list of those persons who meet the eligibility and admission requirements for LCMG membership. This list shall be provided annually by December 31st with updates as required throughout the year to support compliance with W.S. §17-19-1601(c).

## **ARTICLE V. DUTIES OF OFFICERS**

**Section 1. General.** The Board may reassign duties provided the reassignment is documented and the reassigned officer consents. Reassignment does not relieve any officer of their fiduciary duty. Outgoing officers shall transfer all official materials to their successors prior to the new officer's first Board meeting.

**Section 2. United States Postal Service (USPS) Box Access.** The Treasurer and one additional Board Member shall be provided keys to access the LCMG's post office box.

**Section 3. Conflict of Interest.** A conflict of interest exists when an elected officer's personal, financial, or professional relationships, or those of a family member or close associate, could reasonably be perceived as influencing their judgement, decisions, or actions on behalf of LCMG. Conflicts shall be disclosed verbally before discussion or vote. If the remaining officers agree there is a conflict, the conflicted officer shall recuse themselves and the disclosure and recusal shall be documented in the minutes. A conflict of interest does not disqualify an officer from serving, but failure to disclose may be grounds for removal under Article IV, Section 5.B of these Bylaws (Officer Removal).

**Section 4. The President shall:**

- A. Preside at all membership and Board meetings using rules embedded in these Bylaws, the P&P, and Robert's Rules of Order;
- B. Call a meeting of the newly elected officers within 60 days of election;
- C. Serve as a signatory on all bank accounts for approved actions;
- D. Prepare reports to be delivered to the Wyoming Master Gardener Association (WMGA) by the WMGA Delegates and provide a copy to the Secretary;
- E. Appoint committee chairpersons and activity coordinators, with Board concurrence; and
- F. Serve as LCMG's Registered Agent as described in Article XII, Section 1 of these Bylaws (Registered Agent and Office).

**Section 5. The Vice-President shall:**

- A. Preside in the absence or inability of the President;
- B. Serve as a signatory on all bank accounts for approved actions;
- C. Procure meeting rooms as needed for Board and membership meetings, relay this information to other members of the Board, and ensure the information is posted on the website as appropriate;
- D. Serve as liaison between the committees and members of the Board while each committee is active; and
- E. Serve as chair of the Programs Committee in the absence of a member volunteer.

**Section 6. The Secretary shall:**

- A. Record and distribute minutes of all membership and Board meetings as described in P&P, paragraph 6 (Preparation and Distribution of Meeting Minutes);
- B. Serve as custodian of LCMG records, as described in P&P, paragraph 13 (Books and Records); provide at least two (2) complete years of records for the Financial Review Committee's examination by January 31st. Not responsible for committee records;

- C. Serve as a signatory on all bank accounts for approved actions;
- D. Issue meeting notices in accordance with Article VI, Section 1 of these Bylaws (Notice of Meeting);
- E. Ensure that the Master Membership List as described in P&P, paragraph 13.C(3) (Membership List) is maintained. After initial publication, if changes are made to this list, notify Board Officers, advisors, and the Webmaster of the update (the Webmaster uses this list to verify access to member-only areas of our LCMG website). Pursuant to W.S. §17-19-720(b), make a copy of the current membership list available for inspection by all members no later than 2 days after notice is given of any meeting;
- F. Ensure that an updated directory is published at intervals determined by the Board, suggested annually. This task may be conducted with the assistance of a committee. A description of directory content and use is available in P&P, paragraph 13.C(9) (Membership Directories); and
- G. Maintain email distribution list(s) for sending communications to all members. These lists may be used by Board Officers, committee chairs, and activity coordinators to send mass email notifications to members.

**Section 7. The Treasurer shall:**

- A. Serve as custodian of all funds and maintain appropriate accounting records as described in P&P, paragraph 11 (Financial Management). The Treasurer may form a Finance Committee to assist with these duties;
- B. Disburse funds only as directed by the Board, in accordance with Article XI of these Bylaws (Finances) and the P&P, paragraph 11 (Financial Management);
- C. Serve as a signatory on all bank accounts for approved actions;
- D. Comply with Internal Revenue Service (IRS) requirements by filing annual tax forms by May 15, or as required by law; issuing IRS Form 1099 as required by law to each payee receiving \$600 or more (reimbursed expenses not included in the total reported, as long as receipts are provided); and filing any required Bylaws amendments with the IRS;
- E. File the Annual Report with the Wyoming Secretary of State by July 1 or as required by law;
- F. Provide two (2) complete years of records to the Financial Review Committee by January 31st. Maintain copies of the findings and the Board response of each Financial Review for at least seven (7) years;
- G. Prepare a complete, balanced annual budget as described in Article XI, Section 3 of these Bylaws (Annual Budget) and P&P, paragraph 11.A (Budget Procedures). Notify committee chairs/coordinators by email no later than August 1st of budget submission deadline. Any new or amended budget that is approved by the membership shall be forwarded to the membership by the next regular membership meeting;
- H. Renew the liability and any other insurance policy, as required and provide copies to the Secretary; and
- I. Annually renew the Nursery Stock Dealers license with the Wyoming Department of Agriculture and provide a copy to the Secretary.

## ARTICLE VI. MEETINGS

**Section 1. Notice of Meeting.** Members shall be given fair notice of all meetings a minimum of 10 days and no more than 60 days prior to the meeting. Notice shall include meeting date, time, location; an agenda that clearly states which items will or may be voted upon at the meeting; and any materials relevant to the agenda including minutes of prior meetings, Treasurer's report(s), etc. Special meeting notices shall also include a description of any matter(s) which caused the meeting to be called.

**Section 2. Annual Meeting.** The Annual Meeting shall be a membership meeting in the last quarter of each year and shall be for the purpose of electing officers and Wyoming Master Gardener Association (WMGA) Delegates, receiving reports from officers and committees, and for any other business that may arise.

### **Section 3. Membership Meetings.**

- A. Regular Membership Meetings. There shall be at least six (6) meetings per calendar year as called by the Board. The Board or membership may vote to hold one fewer membership meeting per year. If a time-sensitive issue arises, the Board may call a special membership meeting or conduct an electronic vote in lieu of a meeting (refer to Article VII, Section 5 of these Bylaws for Electronic Voting).
- B. Special Membership Meetings. The Board or three (3) or more members may call a special meeting of the membership. All members shall be given fair notice of any special meeting as described in Section 1 of this Article (Notice of Meeting).

**Section 4. Board Meetings.** The Board shall meet as needed to conduct business between membership meetings. The Board shall not take action without a meeting. Meetings may be held virtually or by conference call provided all participants can communicate simultaneously (ref: W.S. §17-19-820(c)). The first meeting shall occur within 60 days of the election of new officers, or before the first membership meeting of the year, to review the Bylaws and P&P, approve committee/coordinator plans, and conduct any other necessary business. Special Board meetings may be called by the President or two (2) Board members with at least 10 days' notice as described in Section 1 of this Article.

**Section 5. Quorum.** Quorum is the number of voting members who must be present at a meeting (in person, virtually, or by valid proxy) in order to conduct business. A quorum for membership meetings is at least eleven (11) members. A quorum for Board meetings is at least three (3) Board members. If a quorum is not met, the meeting shall be adjourned and rescheduled.

## ARTICLE VII. VOTING

**Section 1. Limitations.** Pursuant to §W.S. 17-19-722(d), if fewer than one-third (1/3) of the total membership are present at any meeting, the only matters which can be voted upon are those matters that were described in the meeting notice.

**Section 2. Manner of Acting.** When a quorum is present, decisions are made by those present and voting. A majority vote (over 50%) shall decide a motion unless otherwise specified in the Bylaws or P&P. Amendments to the Bylaws or P&P require a two-thirds (2/3) vote. Abstentions are not counted as votes cast and do not affect the outcome. Unless otherwise stated in these Bylaws, a tie vote is not a majority vote and the motion fails.

**Section 3. Voting Methods.** Votes shall ordinarily be taken by voice or a show of hands, except for the election of officers or WMGA Delegates which shall be by ballot; however, if there is only one candidate for an office, the vote may be by voice. A ballot may be used on other occasions if requested by a member.

**Section 4. Proxies.** Proxy votes may be used by members who are unable to be physically or virtually present at a meeting. To be valid, a written authorization, signed by the absent member, must be filed with the Secretary prior to the meeting at which the proxy is to be used to verify quorum requirements. The authorization must list the name of the absent voting member, the proxy holder, and any restrictions placed on the use of the proxy. A proxy form template shall be made available on the LCMG website.

**Section 5. Electronic Voting.** If a time-sensitive issue arises, the Board may call for an electronic vote of the membership allowing members to act without convening a membership meeting. Procedures are maintained in P&P, paragraph 7 (Electronic Voting Procedures). Electronic voting is not available for Board action pursuant to Bylaws Article VI, Section 4 (Board Meetings).

## **ARTICLE VIII. COMMITTEES AND COORDINATORS**

**Section 1. General.** Committees and coordinators support tasks aligned with LCMG Objectives and operate under these Bylaws and the P&P. The membership approves formation of committees. The President, with Board concurrence, shall appoint committee chairpersons and activity coordinators.

- A. The Board shall maintain a current list of active committees and coordinator-led activities, to include the description and contact information for the chairperson or coordinator.
- B. Informal Agreements. Committee chairpersons and activity coordinators may sign non-binding agreements (e.g., Memorandums of Understanding (MOU)) or enter into informal arrangements necessary to carry out their approved activities as authorized by an approved budget. Pursuant to Article IV, Section 1.F of these Bylaws (Board Authority), all binding, formal agreements or financial commitments shall be forwarded to the Board for action.

### **Section 2. Committees.**

- A. Committees should consist of no fewer than three (3) members and/or volunteers, if possible. Procedures for forming a committee are maintained in P&P, paragraph 8.A (Forming a Committee). Each committee shall have a chair (or co-chairs) responsible for duties as described in P&P, paragraph 8.B (Chairperson/Coordinator Duties). If a chairperson cannot be found, the committee is inactive and its activities will not occur.
- B. Standing Committees. The Standing Committees shall be: Financial Review, Bylaws, Programs, and the Demonstration Garden Committee.
  - (1) The *Financial Review Committee* conducts an annual examination of the organization's financial records pursuant to Article XI, Section 6 of these Bylaws (Financial Review). In the absence of a member volunteer, the Board may contract an independent third-party to conduct this review.
  - (2) The *Bylaws Committee* conducts a review of the LCMG Bylaws and P&P at least once every 2 years and recommends improvements pursuant to Article XIII of these Bylaws (Bylaws Amendment) and the P&P, paragraph 15 (P&P Amendment Procedures). The Extension Horticulture Educator may serve as advisor. In the absence of a member volunteer, any Board officer may fill the chairperson vacancy.

- (3) The *Programs Committee* shall plan for educational programs at membership meetings and other member events. In the absence of a member volunteer, the Vice President shall arrange programs.
- (4) The *Demonstration Garden Committee* provides support for the LCMG Demonstration Garden located on leased property from the Cheyenne Regional Airport, situated south of Airport Court, east of Airport Parkway, identified as Lot 1 (9,951 sq ft), Lot 2 (12,491 sq ft), and a Right-of-Way (9,018 sq ft). The committee will solicit and direct Master Gardeners and volunteers to provide landscaping and garden maintenance and organize educational workshops and presentations for the general public during the gardening season. In the absence of a member volunteer, any Board officer may fill the chairperson vacancy.

**Section 3. Activity Coordinators.** Coordinators oversee specific activities that may not require formation of a committee (e.g., webmaster, social media administrators, member orders, etc.). Coordinator activities shall be defined in writing at the time of appointment. Appointees may resign at any time. Coordinator duties are described in P&P, paragraph 8.B (Chairperson/Coordinator Duties). Coordinators may request assistance from committees, members, or volunteers as needed.

## **ARTICLE IX. MEMBER SCHOLARSHIPS**

In an effort to promote and further education in the area of horticulture, the Board may award a scholarship up to \$100 per Active Member per calendar year as described in P&P, paragraph 10 (Member Scholarship Procedures).

## **ARTICLE X. DELEGATES TO WYOMING MASTER GARDENER ASSOCIATION (WMGA)**

Two (2) delegates and two (2) alternates shall be elected at the Annual Meeting to represent LCMG at the WMGA. Election shall be by ballot or voice. Delegate responsibilities include:

- A. Serve as LCMG's voting representative to the WMGA;
- B. Attend WMGA meetings (virtual or in-person) and disseminate information to LCMG members at the next LCMG membership meeting;
- C. As required, organize a display for the state conference and arrange for a silent auction donation; and
- D. Delegates and alternates shall be reimbursed for actual expenses as verified by receipts. Carpooling is strongly encouraged.

## ARTICLE XI. FINANCES

**Section 1. Fiscal Year.** The fiscal year shall be January 1 through December 31.

**Section 2. Use of Funds and Tax-Exempt Status.** All earnings and activities shall be used to support Article II of these Bylaws (Objective and Purpose) and benefit the public, not private individuals.

- A. Limitations. No part of the net earnings of LCMG shall be distributed to its members, trustees, officers, or other private persons, except the organization 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 II of these Bylaws (Objective and Purpose). Members may be reimbursed for approved expenses as outlined in P&P, paragraph 11.C(6) (Reimbursements).
- B. Donations. LCMG may make charitable distributions and accept charitable contributions consistent with its tax-exempt purpose under IRC §501(c)(3), IRC §509(a)(2), IRC §170(c)(2), IRC §2055, IRC §2106, and IRC §2522, or corresponding future sections of the Federal tax code. Pursuant to IRS §26 CFR 1.501(c)(3)-1, the term 'charitable' includes support for projects run by state or local governments as long as those projects serve the public.
- (1) *Donations From LCMG.* Active Members may propose charitable distributions. The Board shall maintain a budget line item to support donation and sponsorship requests and may distribute funds within the limits of the approved budget line item. Procedures for submitting and approving charitable distribution requests are described in P&P, paragraph 3.A(2) (Donation or Sponsorship Requests).
  - (2) *Donations To LCMG.* Procedures for accepting charitable contributions to LCMG (monetary or in-kind) are described in Section 2.C(3) of this Article (Sales and Use Tax Exemptions), and in P&P, paragraph 11.C(2) (Recording Incoming Funds), paragraph 11.E(6) (Effect of Grant Acceptance), and paragraph 11.F (Financial Reporting and Recordkeeping).
- C. Sales and Use Tax.
- (1) *Educational events* such as the speaker series and other speaker events, do not require collection and remittance of sales and use tax. Refer to the Wyoming Department of Revenue (DOR) letter dated October 26, 2015.
  - (2) *Fundraisers.* The Wyoming DOR allows charitable organizations to have up to four (4) fundraising events per calendar year (“the occasional sales limit”) without collecting sales and use tax. All of LCMG’s sales must be fundraisers and must be open to the public. No one is excluded. At a minimum, every sale shall be posted on the LCMG Website. Refer to Wyoming DOR letters dated March 2, 2015, and October 26, 2015, and P&P, paragraph 11.D (Fundraising).
  - (3) *Voluntary Donations for Free Public Events.* Events that are free, open to the public, and not considered fundraisers, may accept voluntary, non-required donations which shall be treated as charitable contributions and are not considered taxable. Refer to Wyoming DOR letter dated October 26, 2015, for additional details.

**Section 3. Annual Budget.** The Treasurer shall prepare a balanced budget for Board review and membership approval. Once approved by the membership, any amendments to the budget may be approved by the Board unless the request exceeds \$500, or a previously-approved placeholder amount, wherein it shall be referred to the membership for approval. Refer to P&P, paragraph 11.A for budget procedures.

**Section 4. Board Authority for Expenditures.** The Board may approve unplanned expenditures and budget amendments up to \$500 and shall report this action at the next membership meeting.

**Section 5. Minimum Reserve Requirement.** LCMG shall maintain a minimum reserve of \$20,000 in a certificate of deposit (CD) at all times, except in cases of emergency. If the CD balance drops below this minimum, the CD must be replenished before any donations are considered.

**Section 6. Financial Review.** A Financial Review shall be conducted at least annually and results reported to the membership at the first membership meeting of the second quarter, or upon completion of the review. The Financial Review Committee is authorized to examine all financial records, reports, transactions, and supporting documentation necessary to verify compliance with these Bylaws, the P&P, and applicable law. Refer to P&P, paragraph 12, for financial review procedures.

**Section 7. Grants.** LCMG does not maintain a grant program to distribute funds to individuals or entities. Before a grant program is initiated, LCMG shall inform the IRS of the program in accordance with LCMG's IRS Determination Letter dated March 15, 2006. LCMG may apply for grants from other organizations as described in P&P, paragraph 11.E (Grants).

## **ARTICLE XII. GENERAL PROVISIONS**

**Section 1. Registered Agent and Office.** LCMG shall maintain a registered agent and registered office in Wyoming, pursuant to W.S. §17-19-501. The principal office address is P.O. Box 2540, Cheyenne, Wyoming, 82003. The registered office mailing address shall match the principal office; the registered office physical address shall be a location where the registered agent is present and able to accept service of process. Changes to the registered agent or office shall be filed with the Wyoming Secretary of State.

**Section 2. Media Assets.** All media assets bearing the name of LCMG, including the website and social media accounts, are organizational property and shall be managed in accordance with Article II of these Bylaws (Objective and Purpose). Editorial permissions may be granted to qualified members, as determined by the administrator of the asset, to assist in the dissemination of LCMG news.

**Section 3. Communication.** Email is the preferred method of communication with members unless the individual requests communications cease. An 'unsubscribe' request constitutes written notice to discontinue email communications.

## **ARTICLE XIII. AMENDMENT**

**Section 1.** These Bylaws may be amended at any membership meeting by two-thirds (2/3) vote of the members present and voting (including in-person, virtual, or by valid proxy), provided that notice of such proposed amendment has been given to all members at least 30 days prior to the meeting.

**Section 2.** All proposed changes to the Bylaws shall progress as follows:

- A. Identification of the needed change;
- B. Referral by the Board to the Bylaws Committee;
- C. Review by the Bylaws Committee and recommendation to the membership; and
- D. Vote of the membership with 30 days' notice.

## ARTICLE XIV. DISSOLUTION

In the event of the dissolution of the LCMG, all assets shall be assigned to The Friends of the Cheyenne Botanic Gardens in accordance with the IRC §501(c)(3), or corresponding section of any future Federal tax code. None of the funds shall inure to the benefit of individual LCMG members. Any assets not assigned to The Friends of the Cheyenne Botanic Gardens shall be disposed of by the District Court of Laramie County, as the Court shall determine.

Adopted

Amended 02/19/2003

Amended 12/7/2004

Adopted February 2005

Amended 02/21/2006

Adopted 02/28/2006

Amended 05/10/2006

Amended 01/11/2008

Adopted 01/16/2008

Amended 01/16/2008. Standing Rules deleted.

Amended 01/21/2009

Adopted 01/21/2009

Amended 02/17/2010

Amended 03/21/2012

Amended 04/17/2014

Amended 11/17/2016

Amended 09/20/2018

Amended 09/19/2019

Amended 04/18/2024

Amended 06/20/2024

Adopted 04/16/2026

Editor's note.... § = Alt016