

**BYLAWS  
OF  
LARAMIE BUILDING AUTHORITY,  
A Wyoming Nonprofit Corporation**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1. Name.** The name of this corporation shall be the Laramie Building Authority (the "Corporation").

**Section 2. Purpose.** The purpose for which the Corporation is formed is as set forth in the Articles of Incorporation.

**ARTICLE II  
POWERS**

In effectuating its purpose, the Corporation shall have all powers conferred, or not specifically prohibited, by applicable law, subject to any limitations or restrictions set forth in its Articles of Incorporation.

**ARTICLE III  
MEMBERS**

The Articles of Incorporation of the Corporation provide that the Corporation shall have no members. Accordingly, the Board of Directors is vested with the authority to establish the general policy for the regulation and conduct of the affairs and business of the Corporation, exercising all powers necessary and appropriate to that end, as set forth in more detail in the next succeeding Article hereof.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. Directors.** The Board of Directors of the Corporation shall be selected as set forth in its Articles of Incorporation.

**Section 2. Corporation.** The Board of Directors shall have the authority to manage the business and affairs of the Corporation, consistent with the purposes established in its Articles of Incorporation, as amended, including all lawful powers necessary, expedient and appropriate to effectuate the purposes of the Corporation.

**Section 3. Meetings.**

(a) The Board of Directors shall not be required to hold annual meetings. The Board of Directors may hold regular meetings, and if so, shall provide by resolution the time and place for the holding of its regular meetings and any additional regular meetings, without other notice than as set forth within any such resolution.

(b) Special meetings of the Board of Directors may be called by or at the request of a majority of the Directors then in office.

(c) A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business.

**Section 4. Voting.**

(a) Each member of the Board of Directors shall have one vote on every matter voted on by the Board of Directors.

(b) Except as otherwise provided in the Articles of Incorporation or these Bylaws, action by the Board of Directors shall require the affirmative vote of a majority of the members of the Board of Directors. The method of voting shall be at the discretion of the chairman of the meeting.

(c) The chairman of the meeting may initiate a vote on any matter coming before the Board of Directors at any duly held meeting or by informal action (as defined in Section 8 of this Article), provided that the action to be taken by the Board of Directors complies with the provisions of the Wyoming Nonprofit Corporation Act.

(d) Meetings of the Board of Directors may be conducted telephonically or by use of video technology.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least five days prior thereto by written notice delivered personally or sent by mail, telecopy, electronic transmission or telegram to each Director so that it is received at least three days prior to such meeting at his address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after being deposited, postage prepaid, into a United States mail depository so addressed. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 6. Manner of Acting.** The act of a majority of the Directors shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporation's Articles of Incorporation or these Bylaws.

**Section 7. Compensation.** Directors shall not receive any compensation (other than reimbursement for reasonable expenses) for acting as a Director of the Corporation. All Directors shall receive reimbursement for their reasonable expenses.

**Section 8. Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**Section 9. Conflicts of Interest.** If any Director of the Corporation has a conflict of interest on any transaction of the Corporation, the applicable provisions of Wyoming Nonprofit Corporation Act shall govern and control with respect thereto.

## **ARTICLE V OFFICERS**

**Section 1. General.** The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer and any Vice Presidents and other officers as may be appointed by the Board from time to time. Each such Officer must be a Director of the Corporation. A Director may hold more than one office. Upon vacancy of any of the offices of the Officers of the Corporation, the Board of Directors shall nominate from among the Directors a nominee for such office. Such nominee shall be elected to such office upon receiving the votes of a majority of the Directors.

**Section 1. President.** The President shall be the chief executive officer of the Corporation, having all powers and performing all duties appropriate to the capacity and as may be further designated by the Board. The President shall preside at all meetings of the Board; may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed in the name of and on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**Section 3. Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board in one or more books provided for that purpose; give all notices in accordance with the provision of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the postal address of each

member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board. In the absence of the Secretary or in the event of the Secretary's inability to act, any Assistant Secretary appointed by the Board shall perform the duties of the Secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

**Section 4. Treasurer.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Corporation shall pay for such bond from its own funds. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts of moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies and other depositories as may be selected in accordance with these Bylaws; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. In the absence of the Treasurer or in the event of the Treasurer's inability to act, any Assistant Treasurer appointed by the Board shall perform the duties of the Treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer.

**Section 5. Vice President.** In the absence of the President or in the event of the President's inability to act, the Vice President (if one has been appointed by the Board pursuant to Section 1 of this Article or, in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or the Board.

## **ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**Section 2. Checks and Drafts.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

**Section 4. Gifts.** Subject to the limitations set forth in the Articles of Incorporation, the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VII  
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. The Board of Directors shall also cause to be prepared all federal, state or local tax returns required to be filed under the provisions of relevant law.

**ARTICLE VIII  
OFFICES**

The principal office for the transaction of the business of the Corporation is hereby located at 405 Grand Avenue, Laramie, Wyoming 82070. The Board of Directors shall have full power and authority to change the principal office from one location to another.

**ARTICLE IX  
AMENDMENT**

These Bylaws may be altered or amended by a majority of the Board of Directors.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Corporation shall commence on July 1 and end on June 30.

Adopted by the Board of Directors on June 26, 2017.

  
Secretary