

**OLD PENITENTIARY  
JOINT POWERS BOARD  
BY-LAWS  
(Reviewed and Revised 2024)**

**Article I - Name**

The name of this organization shall be the Old Penitentiary Joint Powers Board (*OPJPB*).

**Article II - Purpose**

The purpose of the OPJPB is to preserve, manage, and promote the Wyoming Frontier Prison Historic Site. The Site will operate for community service through its historic significance, tourism, education, and recreational opportunities for the visitors and residents of the City of Rawlins and Carbon County.

**Article III - Regulations**

The regulation of the business affairs of the OPJPB shall be determined by these bylaws and are intended to govern the operations and decision-making processes of the OPJPB, ensuring transparency, accountability, and effective management of the Wyoming Frontier Prison Historic Site.

**Section 1. Review and Updates:** These bylaws shall be subject to review and updated as needed to ensure they remain relevant and effective in guiding the operations of the OPJPB. The review process shall involve a thorough examination of the existing bylaws by the OPJPB or appointed committee, with any necessary amendments proposed and adopted following the procedures:

- (a) Amendment Procedure: These rules of procedure may be amended by an affirmative vote of the OPJPB, provided that a proposed amendment has been submitted to each member of the Board at least three days prior to the meeting in which action is taken.
- (b) Adoption of Rules and Regulations: The OPJPB shall have the authority to adopt rules and regulations governing its organization and procedures as it deems necessary. These rules and regulations shall be consistent with the ordinances of the City of Rawlins, Carbon County and the laws of the State of Wyoming or the United States.

**Section 2. Continuous Improvement:** The OPJPB shall strive for continuous improvement in its governance practices, seeking feedback from stakeholders and evaluating the effectiveness of the bylaws in achieving the organization's objectives.

- (a) Amendments may be proposed at any time if deemed necessary.

**Article IV - Appointments**

**Section 1. Appointed Terms:** The OPJPB shall consist of seven members, all of whom shall be residents of Carbon County. Of those seven seats, three are appointed by the City of Rawlins, three are appointed by Carbon County, with one seat alternating between the City and the County.

- (a) Vacancies for unexpired terms shall be filled by appointment by the governing bodies of participating agencies, with appointments subject to revocation and successor appointments made by the respective governing bodies. Members of the OPJPB ceasing to be residents of the jurisdiction appointing them shall terminate their membership.

- (b) The regular three-year terms of OPJPB members will begin at the first meeting in May of the year of their appointment and end with the last meeting in April at the end of their three-year terms.

**Section 2. Removal of Board Members:** OPJPB members may be subject to removal by the governing bodies of the participating agencies for reasons including but not limited to misconduct, neglect of duty (i.e. excessive absenteeism), or inability to fulfill responsibilities.

- (a) Any decision regarding the removal of a board member shall be made following due process, which may include providing the member with notice and an opportunity to be heard.
- (b) Any decision to remove a board member shall be made by a majority vote of the governing body. Recommendations resulting from such a session shall be forwarded to the governing body that appointed the member in question.

**Section 3. Vacancy Filling Process:** Vacancies will be reported to the governing body after the member's resignation is approved by the OPJPB. Vacancies shall be advertised by the governing bodies with additional assistance from the OPJPB.

**Section 4. Sub-Committees:** Sub-Committees shall be appointed by the Chairman and consist of board members and/or community stakeholders and shall report their findings and recommendations to the full board for consideration and recommended action.

## **Article V - Officers**

**Section 1. Election of Officers:** The OPJPB shall elect from its voting members a chairman, secretary, and treasurer for terms of one year. The chairman, secretary, and treasurer shall be eligible for re-election. Elections shall be held as positions become available or if an officer's term has expired.

### **Section 2. Duties and Responsibilities:**

- a) Chairman: The chairman shall preside over all meetings and public hearings of the OPJPB. Their responsibilities include:
  - i) Ensuring that meetings are conducted efficiently and in accordance with the bylaws.
  - ii) Deciding all points of order or procedure.
  - iii) Transmitting reports and recommendations of the OPJPB to the City of Rawlins Council and Carbon County Commission or to designated delegates.
  - iv) Representing the OPJPB in official capacities as necessary.
- b) Treasurer: The treasurer shall manage the financial affairs of the OPJPB. Their duties include:
  - i) Providing a full accounting of all monies expended and received from grants, gifts, donations, bequests, or other sources.
  - ii) Overseeing the financial records of the OPJPB.
  - iii) Presenting regular financial reports to the OPJPB.
  - iv) Ensuring compliance with financial regulations and reporting requirements.

- v) Coordinating with relevant agencies or individuals regarding financial matters.
  - vi) The treasurer shall prepare an annual budget for approval by the OPJPB and ensure proper financial records are maintained.
  - vii) Expenditures shall be authorized by the OPJPB and in accordance with the approved budget.
  - viii) Financial reports shall be provided to the board regularly for review and oversight.
- c) Secretary: The secretary shall be responsible for administrative tasks related to the functioning of the OPJPB. Their duties include:
- i) Keeping accurate minutes of all meetings. Minutes shall include a summary of discussions, decisions made, and any actions taken by the board.
  - ii) Minutes shall be made available to the public upon request.
  - iii) Sending agendas to members of the OPJPB in advance of meetings.
  - iv) Handling routine correspondence on behalf of the OPJPB.
  - v) Maintaining records of the OPJPB, excluding financial records, which are the responsibility of the treasurer.
  - vi) Performing other duties as assigned by the OPJPB.
- d) In the case of an officer being absent the next officer will be delegated that position responsibilities.

**Section 3. Staff Delegations:** The OPJPB may appoint employed staff members who may be assigned to assist with duties as outlined in Section 2. The assistant(s) shall support the chairman, secretary or treasurer in managing financial records, preparing reports, and performing other tasks as needed. The appointment of assistant(s) shall be made by the OPJPB.

## **Article VI - Meetings**

**Section 1. Meeting Frequency:** The OPJPB shall meet quarterly per calendar year. Additional meetings may be scheduled as needed to address urgent matters or as requested by a majority of the members or any participating agency.

**Section 2. Order of Business:** The order of business at the meetings shall be as follows:

- (a) Call to order
- (b) Roll call
- (c) Visitors & Guests
- (d) Correspondence
- (e) Approval of Minutes for previous meeting
- (f) Approval of Bills
- (g) Friends of The Old Pen Update
- (h) Old business
- (i) New business
- (j) Reports
- (k) Public Comments
- (l) Adjournment

**Section 3. Agendas:** Agendas and notice of each meeting shall be provided to all members at least three days in advance of the meeting date. Meetings shall be called by the chairman or upon oral or written request of a majority of the members or any participating agency. The notice shall include the date, time, location, and agenda items for the meeting.

- (a) Subjects that are not listed on an official *OPJPB* agenda shall not be considered at a meeting unless approved by the *OPJPB* under unusual conditions.

**Section 4. Voting Procedure:** In the event of a tie, the chairman's vote shall be the tie breaker.

- (a) Voting and Conflict of Interest: All members, including the chairman, shall vote when present, except that any member shall automatically disqualify himself from voting on any decision in which there may be a conflict of interest.

**Section 5. Quorum:** A quorum for the transaction of business at *OPJPB* meetings shall consist of four members, which constitutes a majority of the total Board membership.

- (a) Quorum Requirement: For any meeting of the *OPJPB* to conduct official business, a quorum must be present. A quorum is necessary to ensure that decisions are made with the participation of a significant portion of the *OPJPB* membership. The presence of at least four (4) *OPJPB* members is required to establish a quorum. If fewer than four members are present, the Board may not conduct official business, and any decisions made during such a meeting shall be considered invalid.
- (b) Quorum Determination: The presence of a quorum shall be determined prior to each *OPJPB* meeting. The chairman or designated presiding officer shall announce whether a quorum is present before proceeding with the meeting agenda.

**Section 6. Open Meetings:** Meetings of the *OPJPB* shall be open to the public except meetings which the *OPJPB* shall decide should not be open to the public in accordance with the Wyoming Open Meeting Laws.

## **Article VII - Employment of Professional Assistance**

**Section 1. Procurement:** The *OPJPB* may employ professional assistance as necessary to support its operations. The process for employing such assistance shall be as follows:

- (a) Identification of Need
- (b) Proposal Preparation
- (c) Presentation to the Board
- (d) Board Approval
- (e) Recruitment and Hiring Process
- (f) Budgetary Considerations
- (g) Monitoring and Evaluation