

# CHEYENNE GREENWAY FOUNDATION

January 2026



## BYLAWS

### ARTICLE I - Name

This corporation shall be named and known as the Cheyenne Greenway Foundation, hereinafter cited as the "Foundation," incorporated in the State of Wyoming as a nonpartisan, nonprofit 501(c)(3) corporation authorized by the Internal Revenue Service code of 1954.

### ARTICLE II - Business Address

The business address will be P.O. Box 4043, Cheyenne, Wyoming 82003-4043.

### ARTICLE III – Purpose of Foundation

Section A. The purposes of the Foundation are charitable, educational, and fundraising, including but not limited to cost sharing greenway projects and enhancements sponsored by the City of Cheyenne or Laramie County.

Section B. The Cheyenne Greenway Foundation general guiding purpose is to contribute to the quality of life for all Cheyenne and Laramie County area citizens by:

1. Raising awareness and encouraging use of the Greater Cheyenne Greenway and trails systems for fitness, exercise, relaxation, and community events
2. Encouraging the planning and construction of an expansion of trails and multi use paths in the Cheyenne area.
3. Educating and increasing public support for the Greater Cheyenne Greenway system by raising and securing private funding to complete special enhancements or projects associated with the Greenway system.

### ARTICLE IV - Board of Directors

Section A. Any member subscribing to the purposes of this Foundation shall be eligible for membership on the Board of Directors.

Section B. Service on the Foundation Board of Directors is without compensation.

Section C. The Board shall consist, at any given time, of a maximum of fifteen (15) and a minimum of three (3) members elected by the membership of the Foundation at the annual

membership meeting. Directors shall serve terms of three (3) years or until they resign or are removed or replaced by a vote of the membership.

Section D. A Board member shall submit an annual due of \$100.00 paid in the first quarter of the calendar year.

#### **ARTICLE V - Board of Directors Officers**

The Board of Directors shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, who shall fulfill the duties customarily to the position. Officers shall be elected by the Board at the annual membership meeting by a majority of the Board members present and voting. Terms of office shall be one (1) year.

#### **ARTICLE VI – Board of Directors responsibilities include:**

- Possessing passion, leadership skills, and sound governance policies.
- Developing and implementing the Cheyenne Greenway Foundation purpose, mission, and goals.
- Approving Cheyenne Greenway Foundation’s annual budget, grants, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities.
- Voting to elect officers.
- Identifying and recruiting other supporting members and Board Members.
- Serving on committees or task forces and taking on special assignments.
- Representing the Cheyenne Greenway Foundation to the community; providing information and educating the public and acting as an ambassador for the organization, while avoiding any political advocacy or activities.
- Committing to developing knowledge of Greenway system planning and building and its importance to the quality of life for all citizens in Cheyenne.

#### **ARTICLE VII - Board of Directors’ Meetings**

Section A. The Board of Directors will meet a minimum of 4 times a year or at the “call” of the Board chairperson and committee meetings will be held as needed.

Section B. Special or executive meetings of the Board of Directors shall be called by the chairperson whenever it is determined necessary, at the written request signed by a minimum of fifty-one percent (51%) of the Board, or at the written request of twenty percent (20%) of the qualified supporting membership.

Section C. At least fifty percent (50%) of the membership of the Board of Directors shall constitute a quorum for transacting business.

Section D. A simple majority shall be required to pass any motion at any meeting of the Board of Directors.

Section E. Each member of the Board of Directors shall be entitled to a minimum of seven (7) days' written or verbal notice of a regular, special, or executive meeting, except in case of emergency.

Section F. Attendance - Three (3) consecutive absences from regular meetings of the Board of Directors without an excuse shall be construed as a resignation from the Board.

#### ARTICLE VIII - Supporting Membership

1. Any person subscribing to the purposes of this Foundation shall be eligible for non-voting membership, regardless of age, gender, sexual persuasion, religion, race, creed, color, ancestry, or national origin.
2. Supporting Members are required to pay an annual due of \$25.00.
3. Supporting Members can or may be asked to:
  - a. Volunteer to participate in discussions, activities, assist with fundraising, attend meetings, and
  - b. Volunteer to serve on standing or other special committees as arranged by the Board of Directors

#### ARTICLE IX - Annual Membership Meeting

During the first quarter of each year, the Foundation shall hold an annual membership meeting at which time members will receive a report on the past year's activities of the Foundation and elect a Board of Directors. The annual membership meeting shall be held at a time and a place in Laramie County, Wyoming, to be selected by the Board of Directors.

#### ARTICLE X - Financial Matters

The fiscal year of the Foundation shall be January 1 through December 31 of each year.

#### ARTICLE XI - Standing Committees

There shall be such standing committees determined by the Board of Directors and they shall function at the pleasure of the Board of Directors. Membership of standing committees shall be open to any interested Board or Supporting members.

## ARTICLE XII – Bylaws Amendments

The Board of Directors of this Foundation may, by a two-thirds (2/3) majority vote of the members of the Board in good standing and voting, alter, amend, or suspend these Bylaws at any regular, special, or executive meeting called for this purpose.

## ARTICLE XIII - Procedural Rules

In all matters not otherwise specified in these Bylaws affecting matters of procedure and parliamentary order, the Foundation shall follow Robert's Rules of Order Newly Revised.

## ARTICLE XIV – Foundation Dissolution

Section A. Dissolution of the Foundation shall take place upon the vote of two-thirds (2/3) of the Board members in good standing of the Foundation at any annual, general or special meeting called in accordance with the Bylaws. A resolution of dissolution shall be filed with the Wyoming Secretary of State.

Section B. Provisions for distribution of assets upon dissolution are:

1. Assets will be given to a governmental entity that is responsible for the Greater Cheyenne Greenway or another non-profit organization with similar purposes.
2. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, Board members, officers, or other private persons, except that the corporation 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 III hereof. Notwithstanding any other provision of these articles, this Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Foundation.

Section C. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as to an exempt organization(s) under section 501(c)(3) of the Internal Revenue Service Code of 1954, as the Board of Director shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XV - Adoption of Bylaws**

Section A. These Bylaws shall be adopted by a majority vote of the members of the Foundation Board of Directors.

Section B. These Bylaws shall be in full force and effect immediately upon their adoption as set forth in Section A.

**CERTIFICATION**

I, Jeff Fassett, Chairperson of the Board of Directors of Cheyenne Greenway Foundation hereby certify the foregoing as a true and correct copy of the Bylaws of Cheyenne Greenway Foundation adopted by the Board of Directors.

DATED this 4 day of March, 2026

  
Chairperson  
Cheyenne Greenway Foundation

Attest:

  
Secretary  
Cheyenne Greenway Foundation

Revised: January 2026