

BY-LAWS

COWBOY JOE CLUB INC.

UNIVERSITY OF WYOMING ALUMNI AND FRIENDS

ARTICLE I

Name and Purpose

Section 1: The name of this Association is the Cowboy Joe Club, Inc. of the University of Wyoming Alumni. This club is organized by University of Wyoming Alumni, friends and family on behalf of all Alumni, friends and family of the University.

Section 2: The sole purpose and primary objective of the Cowboy Joe Club, Inc. is to advance Athletics at the University of Wyoming in all its accredited undertakings, functions and programs by providing financial support to the University, it's faculty and/or staff as determined by the Board of Directors of the Cowboy Joe Club, Inc. The Cowboy Joe Club, Inc. funds must be expended solely as set forth above, and cannot be used for the direct benefit of members of the Cowboy Joe Club.

ARTICLE II

Membership

Section 1: All persons who have attended the University of Wyoming, parents of students who have attended, currently enrolled students or friends of the University of Wyoming shall be eligible to become members of the Cowboy Joe Club, Inc.

ARTICLE III

Meetings

Section 1: The Board of Directors will meet at minimum of three (3) times annually. These meetings will take place in the fall, winter and spring of each year. These meetings will take place in Laramie, Wyoming in conjunction with a home UW sporting event or otherwise determined by the Board of Directors, its President and the Executive Director of the Cowboy Joe Club in consultation with the Director of Intercollegiate Athletics.

Section 2: Additional meetings of the members of the Club may be called at the discretion of the President, the Club Board of Directors, or the Director of Intercollegiate Athletics.

Section 3: Written notices of all meetings of the Cowboy Joe Club Inc. shall be mailed to all members.

ARTICLE IV

Board of Directors

Section 1: The Board of Directors shall consist of those persons nominated and elected thereto in accordance with these By-Laws, and shall be without limitation in number. The Board of Directors shall advise the Director of Athletics and Executive Director on the policies of the Cowboy Joe Club, Inc., and shall take all actions necessary and proper to see that such policies are satisfactorily implemented, and devote its energy and effort to carrying out the objectives and purpose of the Cowboy Joe Club by making recommendations to the Athletic Director, subject to consultation with the membership from time to time.

Section 2: The term of office of each Director shall be for three years, or for a shorter term as so designated in advance by a two-thirds vote of the Board of Directors present at any regularly scheduled meeting of the Board. Board members are eligible to receive no more than two (2) additional three (3) year terms, if voted upon by the Board of Directors.

Section 3: The following shall be ex-officio members of the Board of Directors: The President of the University of Wyoming, or his designee, the Athletic Director or/and his designee, the Vice-President for Institutional Advancement\Development or designee, the Director of Alumni Relations or designee, Executive Director and Outreach Coordinator of the Cowboy Joe Club, Inc., and the Special Assistant to the University President. All Past-Presidents of the Cowboy Joe Club Inc. shall be Ex-Officio members of the Board of Directors and the Athletic Director's Council.

Section 4: Election of members to the Board of Directors shall be by majority vote of all members present at a meeting of the Club called voting for such purpose. Election to the Board of Directors shall be conducted by mail ballot. It is permissible to conduct a ballot by mail if the Athletic Director's Council consents to do so. Nominations to the Board of Directors must be accompanied by at least one (1) letter of recommendation from a current, active Cowboy Joe Club member.

Section 5: Any vacancy occurring on the Board of Directors, other than created by expiration of term of office, may be filled by appointment by the Athletic Director's Council to fill the unexpired term of such vacant position. Thereafter, each Director position shall be filled by election in accordance with these By-Laws.

Section 6: Each Board member has a duty to maintain membership in good standing, attend Board meetings, as well as maintain a satisfactory effort level in his/her county. If a Board member misses two successive Board meetings unexcused, the member is subject to dismissal from the Board. Each

Board member's performance of those duties shall be reviewed at least annually by the Athletic Director's Council. The Athletic Director's Council may terminate the Board membership of any member who fails to satisfactorily perform these duties in the judgment of the Athletic Director's Council.

Section 7: All nominated and voted upon Board members are required to maintain a minimum \$1,000 annual membership level or more to the Cowboy Joe Club during their term and all Athletic Director's Council members will maintain a minimum \$2500 membership level or more to the Cowboy Joe Club during their term. It is also stated that the Athletic Director's Council can overrule this bylaw at any time if deemed necessary.

ARTICLE V

Officers

Section 1: The Board of Directors of the Cowboy Joe Club Inc. shall elect the following Cowboy Joe Club Inc. officers: President and Vice-President.

Section 2: The officers shall be elected from within the Board of Directors at an annual meeting of the Board or by mail ballot.

Section 3: The term of office for the President and Vice-President shall be a two year term unless a different term is so designated by a two-thirds vote of the Board of Directors present at any regularly scheduled meeting of the Board. Officers shall be eligible to succeed themselves in the same office.

Section 4: The President, with the advice and recommendation of the Executive Director of the Cowboy Joe Club, Inc. may appoint a secretary-treasurer of the Cowboy Joe Club who shall serve

for such term and perform such duties and responsibilities for such compensation, shall be recommended by the President, with the concurrence of the Executive Director, and as shall be approved by the Board of Directors. Athletics Business Officer shall serve as treasurer of the Club.

ARTICLE VI

Athletic Director's Council

Section 1: The President with the advice and recommendation of in consultation with the Executive Director of the Cowboy Joe Club, Inc., Intercollegiate Athletics, shall appoint an Athletic Director's Council consisting of the President, Vice President, up to three (3) Past Presidents, including the immediate Past-President and no less than eight (8) nor more than fifteen (15) current Board members one of which will be an attorney who will serve as legal council for the Athletic Director's Council and Board. The Ex-Officio members shall be the Executive Director of the Cowboy Joe Club, Inc., the Outreach Coordinator for the Cowboy Joe Club, Inc., the University of Wyoming Athletic Director, or/and his designee, the Executive Director of the University of Wyoming Foundation, Vice President for Institutional Advancement/Development or his designee, the President of the University of Wyoming and the Special Assistant to the University President for Legal Services. All actions of the Athletic Director's Council shall be based upon a majority vote of eligible voting members present. The Ex-Officio members of the Athletic Director's Council must receive advance notice, whether in written form or verbally, of any action to be taken by the Athletic Director's Council in conformance with this Section of the By-Laws shall be valid and binding on the Cowboy Joe Club, Inc. All Past Presidents of the Cowboy Joe Club Inc. shall be Ex-Officio members of the Athletic Director's Council as well as the Board of Directors.

Section 2: The Athletic Director's Council shall work with the Executive Director and/or Director of Intercollegiate Athletics, carrying out the policies adopted by the Board.

Section 3: The Athletic Director's Council shall meet as it chooses or on the call of the Executive Director or President of the Cowboy Joe Club Inc. or the Director of Intercollegiate Athletics.

Section 4: The President, with the advice and recommendation of the Executive Director and/or Director of Intercollegiate Athletics shall set such term for each member of the Athletic Director's Council as the President may deem appropriate, consistent with the provisions of these By-Laws, and coinciding with the term of the President-elect.

ARTICLE VII

Board Meetings

Section 1: Tri-annual meetings of the Board of Directors shall be held each year at such places and on such dates and times as the Board may determine.

Section 2: The Board of Directors shall meet as such other times as it shall determine, upon notice of the President or the Executive Director and/or the Director of Intercollegiate Athletics.

Section 3: A quorum for meetings of the Board shall consist of seventeen (17) members of the Board of Directors, and all resolutions and other business shall be conducted by majority vote of Directors present, unless otherwise specified by these By-Laws.

ARTICLE VIII

Duties and Functions of the Officers and Executive Director

Section 1: The President shall preside at all meetings of the Cowboy Joe Club Inc. and of the Board

of Directors and shall be an ex-officio member of all committees.

Section 2: The Vice-President shall assist the President in the exercise of his duties and shall perform the duties of the President in his absence.

Section 3: The President and/or Director of Intercollegiate Athletics shall designate an employee or officer of the Cowboy Joe Club Inc. or University to keep the minutes of the Cowboy Joe Club Inc. Athletic Director's Council members meetings and meetings of the Board of Directors of the Club. and to be responsible for the accounting and bookkeeping of all Club finances for all purposes, pay all bills incurred, and make full report on financial matters to the Board of Directors. Such designee may be given the title, duties and responsibilities as Secretary/Treasurer consistent with terms of these By-Laws.

Section 4: The accounting and bookkeeping of all Club finances for all purposes, including a full report on financial matters to the Athletic Director's Council and Board of Directors shall be the responsibility of the Athletics Business Officer.

Section 5: The Executive Director, who may also be the Assistant Athletic Director for the University of Wyoming, shall be directly responsible to the officers and directors of the Cowboy Joe Club, Inc. for the day-to-day operations of the Cowboy Joe Club, Inc., to implement policies determined by the Board of Directors, and shall organize and conduct such meetings, conferences, and fund raising promotions and activities within the policy framework of the Board as the President shall determine with the advice and consent of the Board of Directors of the Cowboy Joe Club, Inc. The Executive Director shall be an ex-officio member of all committees of the Cowboy Joe Club, Inc. Director of Intercollegiate Athletics may designate an Associate Athletics Director for Development, who shall coordinate all activities of the Club and shall be responsible directly to the

Director of Intercollegiate Athletics for all day-to-day operations, fundraising and promotional activities of the Club.

ARTICLE IX

Committees

Section 1: The President, on the advice and recommendation of the Executive Director and/or Director of Intercollegiate Athletics, shall appoint such committees for the purposes of the functions of the Club as is deemed necessary and advisable.

Section 2: Each committee so appointed shall be headed by a member of the Board of Directors, but committee membership is open to any member of the Club.

ARTICLE X

Fees

Section 1: The Cowboy Joe Club Inc. membership fees shall be set annually, upon recommendation of the Board of Directors of the Cowboy Joe Club Inc. which shall also at such time set the date that membership fees shall be due and payable for members each year.

ARTICLE XI

The Cowboy Joe Club is authorized by the University of Wyoming to provide the following awards, which have been determined by the President of the University of Wyoming to be in conformance with University Policy. The purpose of the Cowboy Joe Club Awards is to reward exceptional efforts of our coaches and staff, while attempting to provide an incentive to remain at UW.

Cowboy Joe Achievement Award

CONFERENCE CHAMPIONSHIPS

Football: The football coaching staff of whose team wins a Conference Championship shall qualify for the following Cowboy Joe Achievement Award:

- 1 month of base salary, Head Coach & Full-time Assistant Coaches

All Other Sports: The coaching staff of all sports, other than football, whose team wins a Conference Championship or Conference Tournament Championship shall qualify for the following Cowboy Joe Achievement Award:

- 1 month of base salary, Head Coach & Full-time Assistant Coaches

POST-SEASON PLAY

Team sports that do not qualify as Conference Champions (as stated above) may qualify by participating in post-season play (Bowl Appearance or NCAA Tournament bid). They shall qualify for the following Cowboy Joe Achievement Award:

- 1 month of base salary, Head Coach & Full-time Assistant Coaches

Individual sports that do not qualify as a Conference Champion may qualify by finishing in the Top 25 at the NCAA Championships. They will receive the following:

- \$2,000 – Head Coaches
- \$1,000 – Full-time Assistant Coaches

Cowboy Joe Club Awards will be made to recipients within 120 days of the end of the season. Recipient must be an employee of the University of Wyoming at the time of payment.

TEAM SPORTS

Football
Basketball

INDIVIDUAL SPORTS

Golf
Swimming & Diving

Volleyball
Soccer

Track & Field
Wrestling
Tennis
Cross-Country

The Cowboy Joe Club, Inc. may, in addition to the above awards, provide awards for meritorious service subject to the following award procedure:

Cowboy Joe Exceptional Achievement Awards

1. Anyone may request at any time that a past or present coach, administrator, faculty or staff member of the University of Wyoming Athletic Department be given an award for recognition of meritorious service to the University of Wyoming including supplements to established Cowboy Joe Awards. Such request must be made confidentially in writing and must be directed to the Executive Director of the Cowboy Joe Club, Inc. and/or Director of Intercollegiate Athletics who shall consult with the President of the University of Wyoming, who shall determine whether an award would conform with University policy and serve the best interest of the University of Wyoming. In making such determination, the President of the University of Wyoming shall consult with University Trustees and the Director of Intercollegiate Athletics as appropriate.
2. The basis of such award to such individual of the University of Wyoming's Athletic Department shall be exceptional work in the nominee's chosen field and which is of special value to the University of Wyoming. The award may be in the form of cash, a life annuity, property, automobile, art pieces, etc. The nomination can suggest the type of award.
3. Immediately upon receipt of Presidential authorization approving such written request, the Executive Director of the Cowboy Joe Club, Inc. and/or Director of Intercollegiate Athletics shall report back to the President of the Club the result of the nomination.

4. If the report is in the affirmative that such award be made as requested, then the President of the Club shall submit the report to the Athletic Director's Council of the Board of Directors for their vote. The President shall attach a copy of the written request to the report, which report shall be submitted to the Athletic Director's Council by the President at least at the regularly scheduled meeting of the Athletic Director's Council next following the date the Committee has given its report to the President; provided, that the President may call a special meeting of the Athletic Director's Council for the purpose of considering acting on such report.

5. The Athletic Director's Council of the Board of Directors of the Cowboy Joe Club Inc. is authorized and empowered to approve an award, after properly authorized written request and affirmative Committee report, in whole or in part, and may increase the amount of the award requested, if such increase is approved by the President of the University and by a majority vote of the Directors. The Board may also disapprove any such requested award. If any such requested award is approved, by the Athletic Director's Council, the President shall direct the Executive Director to effect and implement the award. It shall be implemented consistent with University practices for similar awards.

6. An account, separate from the operating and support budgets, shall be funded by revenues from the auction, private gifts or special events. This account may be drawn upon to support the approved awards.

ARTICLE XII

Cowboy Joe Club Scholarship and Permanent Endowment Trust Funds

Section 1: NAME AND PURPOSE. The name of the entity provided for in these Articles shall be entitled "The Cowboy Joe Club Scholarship and Permanent Endowment Trust Fund" herein after

referred to as "The Fund". The creation and existence of The Fund is based on the approval and authority of the Board of Directors of the Cowboy Joe Club and the University of Wyoming.

Section 2: STATEMENT OF PURPOSE. The objects and purposes for which The Fund is organized are to provide scholarships for student athletes, and financially assist the University of Wyoming's Athletic Department in it's efforts to:

- a). Maintain a quality Division 1A athletic program.
- b). Ensure suitable and appropriate funding of capital improvement projects on behalf of the University of Wyoming Athletic Department.
- c). Annual operating costs of the Cowboy Joe Club as funds are available.

Section 3: LIFE OF THE FUND. The Fund shall exist in perpetuity, from and after the date of approval of these By-Laws by the Cowboy Joe Club Athletic Director's Council of the Board of Directors.

Section 4: ADMINISTRATION AND ORGANIZATION OF THE FUND. The business, affairs and administration of The Fund and its management shall be vested in University of Wyoming Foundation, Inc. The Foundation shall make separate reports to a committee which shall consist of the current President, the Vice-President, and the Past President of the Cowboy Joe Club who will serve as chairman and four members at large appointed by the President of Cowboy Joe Club to serve 4 year terms. The initial appointment of the at large members will be two for two years and two for four years.

Section 5: INVESTMENT PROCEDURES. Pursuant to the Cowboy Joe Club By-Laws the

Trustee shall keep and hold intact the corpus of the trust estate, but shall, nevertheless, have full power and authority to invest the trust corpus and to sell all or any part thereof and reinvest the proceeds from time to time without being bound by any regulatory, statutory, or customary rules relating to investments by trustees and without limiting the generality of the foregoing, to invest and reinvest such trust corpus in common and preferred stocks and bonds and debentures of private corporations and in obligations of the United States and of any state or political subdivisions or municipality thereof; to pool the subject matter of various gifts, bequests and devises into one or more funds for the purpose of investment and management; and to employ the services of the investment counselors, brokers, custodians, banks and others in carrying out the foregoing provisions. In no way shall the use of the fund for the purposes set forth in Article XII, Section 2 above be prejudiced. Gains and losses upon sales of corpus, share dividends and other distributions on corporate shares shall be allocated between principal and income in such a manner as the Trustee may from time to time determine. The trustee shall have full power to vote and to execute proxies to vote, corporate shares included in the trust corpus.

Section 6: FUNDING. The Fund can receive restricted donations exceeding \$4,999.99 and unrestricted donations that are designated as additions to The Fund by the Athletic Director's Council. The Athletic Director's Council may also make other contributions to The Fund on an annual basis if they determine that unrestricted funds are available in excess of current operating requirements and the need to reasonable reserves.

Section 7: INVASION OF THE CORPUS OF THE ENDOWMENT. The Executive Board of Cowboy Joe Club Inc. may authorize by a majority vote, the invasion of the interest earned from the unrestricted principal funds as well as the principal of the unrestricted funds for those uses as stated

in Section 2 of Article XII of these By-Laws.

Section 8: FUNDS. All monies of The Fund shall be deposited to the credit and name of The Fund under such conditions and in such depositories The Fund Committee may designate. From time to time, the Chairman of The Fund Committee, with consent and approval of the President of the Cowboy Joe Club shall designate any person or persons to deposit, endorse or sign check, drafts and other orders of payment to and from The Fund. All checks, drafts or other orders for the payment of money issued by The Fund shall be signed by the person or persons who may, from time to time, be designated by the Chairman of The Fund Committee and the President of the Cowboy Joe Club acting in concert.

ARTICLE XIII

Transfer of Funds

Section 1: No funds shall be transferred from the Cowboy Joe Club Inc. for any purpose except for in compliance with the Articles of Incorporation, By-Laws, and I.R.S. tax exemption determination for the Club.

Section 2: All requests for funds from the Club shall be in writing and submitted to the President or Executive Director of the Club and/or Director of Intercollegiate Athletics. The written request shall state the amount of funds requested and the purpose(s) for which the funds are to be expended. The Athletic Director's Council will make a recommendation to the Director of Athletics on all requests for funds.

Section 3: All fund transfers shall be in strict compliance with the Statement of Policies and Procedures in effect with respect to the Cowboy Joe Club, Inc. as executed by the President of

the University of Wyoming and the Cowboy Joe Club, Inc. President, and as approved by the Board of Directors of the Cowboy Joe Club, Inc. and the Board of Trustees of the University of Wyoming. The date of approval of such Statement of Policies and Procedures is October 13, 1981.

ARTICLE XIV

Section 1: These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors of the Cowboy Joe Club, Inc. subject to the approval of the President of the University of Wyoming.

Gary Crum, President
As Amended April 19, 2008