

BYLAWS

OF

PATHWAYS TASK FORCE

(A Citizen Advisory Committee)

* * * * *

ARTICLE I

OFFICES

The principal office of the Pathways Task Force shall be at 200 South Willow Street, Jackson, County of Teton, State of Wyoming. The Committee may also have such offices at such other places within or without the State as the Pathways Task Force may from time to time determine.

ARTICLE II

MEMBERS

1. The initial Pathways Task Force shall consist of eleven (11) persons. Thereafter, the number of Members constituting the entire number of the Pathways Task Force may be fixed from time to time by review by the Joint Planning Board and by action of the Jackson Town Council and the Teton County Board of County Commissioners. No decrease shall shorten the term of any Member then in office.

2. The first Pathways Task Force shall consist of those persons named as the initial Pathways Task Force appointed by review by the Joint Planning Board and by action of the Jackson Town Council and the Teton County Board of County Commissioners, and they shall hold office until the end of their term, their resignation, death, or removal for cause. Three (3) members of the first Pathways Task Force shall serve a term of one (1) year, four (4) members shall serve a term of two (2) years, and four members (4) shall serve a term of three (3) years. Thereafter, the term of service shall be three (3) years.

Any Member may resign at any time by giving written notice of such resignation to the Pathways Task Force.

Any vacancy in the Pathways Task Force, including a vacancy created by an increase in the number of Members made by review by the Joint Planning Board and by action of the Jackson Town Council and the Teton County Board of County Commissioners, shall be filled by review by the Joint Planning Board and by action of the Jackson Town Council and the Teton County Board of County Commissioners, by affirmative vote of a majority thereof.

3. (a) A regular annual meeting of the Pathways Task Force shall be held on a convenient date in February of each year at the principal office of the Pathways Task Force or such other location in Jackson Hole as may be determined by the Committee, for the purpose of organization, the election of officers, and the transaction of other business. All other meetings shall be held at such time and place as shall be fixed by the Pathways Task Force from time to time.

(b) No notice shall be required for regular meetings of the Pathways Task Force for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson of the Committee, or by a majority of the Members then in office.

(c) Written, oral or any other method of notice of the time and place shall be given for special meetings of the Pathways Task Force in sufficient time for the convenient assembly of the Pathways Task Force. The notice of any meeting shall specify the purpose of such meeting. The requirement for furnishing a notice of a meeting may be waived by any member who attends the meeting without protesting the lack of notice to him.

4. Except as may otherwise be provided herein, a majority of the entire number of the Pathways Task Force shall constitute a quorum. Whenever a vacancy on the Pathways Task Force shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Members excluding the vacancy. A majority of the Members present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and by these Bylaws, the act of the Pathways Task Force shall be by a majority of the Members present at the time of the vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Members entitled to vote thereon and filed with the minutes shall have the same force and effect as if the same had been passed by unanimous vote at a duly-called meeting of the Committee.

5. The Chairperson of the Committee, if any, shall preside at all meetings of the Pathways Task Force. If there is no chairperson, the Vice-Chairperson or any other Member chosen by the Committee shall preside.

6. Whenever the Pathways Task Force shall consist of more than three persons, the Pathways Task Force may designate from their number an executive committee and such other standing committees as they may establish. Such committees may be delegated any of the powers of the Pathways Task Force, except to the extent prohibited by law. In addition, the Pathways Task Force may establish special committees for any lawful purpose which shall have such powers as the Pathways Task Force may lawfully delegate.

7. Notwithstanding anything herein contained to the contrary, and to the extent permitted by law, the actual physical presence of any Member shall not be required at the annual meeting or at any special meeting of the Committee or at any meeting of the

Executive or any other committee. At any such meeting the Members may meet and confer in person, by telephone (including conference call), or any Member may participate by facsimile. In each case any Member who is in contact with the others and the meeting as a whole and is able to receive the communications of and communicate to the remainder of the Members shall be deemed present for purposes of all quorum and voting requirements. In addition, any action to be taken by the Committee or any committee, including the executive committee, may be effected by a written consent in lieu of a meeting; provided that such consent is joined in by a majority of Members entitled to vote thereon.

ARTICLE III

OFFICERS

1. The Pathways Task Force may elect or appoint a Chairperson (who shall be chairperson of the Pathways Task Force), a Vice-Chairperson, a Secretary, one or more Assistant Secretaries, and such other officers as they may determine. Any two or more offices may be held by the same person, except the office of Chairperson and Secretary.
2. Each officer shall hold office until the annual meeting of the Pathways Task Force and until his successor has been duly elected and qualifies. The Pathways Task Force may remove any officer with or without cause at any time.
3. (a) The Chairperson shall have the responsibility for the general management of the affairs of the Pathways Task Force and shall carry out the resolutions of the Pathways Task Force.

(b) During the absence or disability of the Chairperson, the Vice-Chairperson shall have all the powers and functions of the Chairperson.

(d) The Secretary shall keep the minutes of the Pathways Task Force. He shall have custody of the seal of the Pathways Task Force and shall affix and attest the same to documents duly authorized by the Pathways Task Force. He shall serve all notices for the Pathways Task Force which shall have been authorized by the Pathways Task Force, and shall have charge of all books and records of the Pathways Task Force.

ARTICLE IV

MISCELLANEOUS

1. The Members and officers of the Pathways Task Force may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Pathways Task Force, and may freely make contracts, enter transactions or otherwise act for and on behalf of the Pathways Task Force, notwithstanding that they may also be acting as individuals, or as Members of trusts, or as agents for other persons or corporations, or may be interested in the same matters as Members, officers or

otherwise; provided, however, that any contract, transaction or act on behalf of the Pathways Task Force in a manner in which the Members or officers are personally interested as Members or officers or otherwise shall be at arm's length. In no event, however, shall any person or other entity dealing with the Members or officers be obligated to inquire into the authority of the Members and officers to enter into and consummate any contract, transaction or other action.

2. Neither Members nor officers shall receive any salary for their services as such; provided, however, that nothing herein contained shall be construed to preclude any Member or officer from serving the Pathways Task Force in any other capacity and receiving reasonable compensation therefore.

3. The Pathways Task Force may appoint such agents and representatives of the Pathways Task Force with such powers and to perform such acts or duties on behalf of the Pathways Task Force as the Pathways Task Force may see fit.

4. The Pathways Task Force shall keep at the principal office of the Pathways Task Force complete and correct records and books of account and shall keep minutes of the proceedings of the Pathways Task Force and any committees appointed by the Pathways Task Force.

5. The fiscal year of the Pathways Task Force shall be fixed by the Pathways Task Force from time to time, subject to applicable law.

6. The Pathways Task Force shall have the power to make, alter, amend and repeal the Bylaws of the Pathways Task Force by the affirmative vote of a majority of the Committee, with the review of the Joint Planning Board and by action of the Jackson Town Council and the Teton County Board of County Commissioners; provided, however, that the action is proposed at a regular or special meeting of the Committee and adopted at a subsequent regular meeting, except as otherwise provided by law.

Dated: _____

Secretary

Approved:

Dated: 8/12/98

Ray Beardsley
Mayor, Town of Jackson

Dated: 8-4-98

Robert A. Shew
Chairman, Teton County
Board of County Commissioners