CHEYENNE YOUTH SPORTS LEAGUE, INC.

Board of Directors

RESOLUTION NO. 2026-005

A RESOLUTION OF THE BOARD OF DIRECTORS OF CHEYENNE YOUTH SPORTS LEAGUE, INC. INCREASING THE NUMBER OF DIRECTORS FROM THREE (3) TO SEVEN (7) UNDER BYLAWS SECTION 3.2, ESTABLISHING STAGGERED TERMS FOR THE NEW DIRECTOR POSITIONS, AND SETTING QUALIFICATIONS FOR SEATING NEW DIRECTORS

WHEREAS, Cheyenne Youth Sports League, Inc. (the "League") is a Wyoming public benefit nonprofit corporation with no members. The League is governed by its Board of Directors (the "Board") under the Wyoming Nonprofit Corporation Act, W.S. 17-19-101 et seq., and the League's Bylaws; and

WHEREAS, Bylaws Section 3.2(1) provides that the Board shall consist of no fewer than three (3) and no more than seven (7) directors. That section also allows the Board to fix the exact number within that range by resolution; and

WHEREAS, the Board currently consists of three (3) directors: Heidi Ware, Charity Campfield, and Sheree Syracuse; and

WHEREAS, the League expects to run volleyball and baseball programs on a first-year operating budget of about $75,000. The Board finds that adding four (4) director positions would bring in more volunteer leadership, a wider range of skills and community connections, and stronger oversight of League finances and youth safety; and

WHEREAS, Bylaws Section 3.5(2) provides that a vacancy created by an increase in the number of directors may be filled by a majority vote of the remaining directors. Bylaws Section 3.2(5) allows the Board to stagger director terms to keep governance continuous;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Cheyenne Youth Sports League, Inc. as follows:

Section 1. Number of Directors

Under Bylaws Section 3.2(1), the number of directors is fixed at **seven (7)**. This adds four (4) new director positions, designated Seats 4 through 7. This is the maximum number the Bylaws allow, so no amendment to the Bylaws is required.

Section 2. Seat Designations and Initial Terms

The Board stages the terms of the new positions as allowed by Bylaws Section 3.2(5), so that about half of the director positions come up for election each year:

Seat	Director	Term
Seat 1	Heidi Ware	Current term (unchanged)
Seat 2	Charity Campfield	Current term (unchanged)
Seat 3	Sheree Syracuse	Current term (unchanged)
Seat 4	New position	Initial term ends at the **2027** Annual Meeting
Seat 5	New position	Initial term ends at the **2027** Annual Meeting
Seat 6	New position	Initial term ends at the **2028** Annual Meeting
Seat 7	New position	Initial term ends at the **2028** Annual Meeting

After each initial term ends, directors in Seats 4 through 7 will be elected to regular two-year terms under Bylaws Section 3.2(4). A director elected to a shortened initial term may be re-elected. Each director continues to serve after their term ends until a successor is elected and qualified, as provided in Bylaws Section 3.2(6).

Section 3. Filling the New Positions

(a) Vacancies created. Seats 4 through 7 are vacancies created by an increase in the number of directors. They may be filled by majority vote of the directors then in office, under Bylaws Sections 3.2(7) and 3.5(2).

(b) Election. *(Select one.)*

☐ **Option A. Election with this Resolution.** Each of the following people meets the qualifications in Section 4, and each is elected to the seat shown. The election takes effect when the person completes the requirements in Section 4(b):

Seat	Name	Term Ends
Seat 4		2027 Annual Meeting
Seat 5		2027 Annual Meeting
Seat 6		2028 Annual Meeting
Seat 7		2028 Annual Meeting

☐ **Option B. Election at a later meeting.** The new seats will remain vacant until they are filled by Board vote at a later regular or special meeting. The Board may fill the seats one at a time or together. The President, with Board approval, may appoint a nominating committee under Bylaws Article VI to recruit and recommend candidates.

Section 4. Qualifications and Conditions of Seating

(a) Qualifications. Each person elected to Seats 4 through 7 must be a natural person at least eighteen (18) years old, as required by Bylaws Section 3.2(3).

(b) Requirements before seating. Before a new director may be seated, vote, or receive confidential League information, the new director must meet the director expectations in Bylaws Section 3.3, Article IX (Youth Protection and Safety), and Article X (Codes of Conduct) by:

1. Signing the Code of Ethics for Directors and Officers;
2. Signing the Conflict-of-Interest Policy and completing the annual disclosure statement;
3. Completing the youth-protection training and background screening required by Board policy; and
4. Receiving a copy of the Articles of Incorporation, the Bylaws, and all Board-adopted policies, including Purchasing and Expenditure Policy FIN-01 and the Meeting Notice Resolution.

(c) Recruitment goals. When filling the new seats, the Board will seek a balance of skills and viewpoints that fits the League's needs. These may include finance or accounting, fundraising and sponsorship, youth safety or coaching, legal or risk management, and community outreach. The Board will also consider how to limit conflicts between directors and teams in which they have a family interest (Bylaws Article VII).

Section 5. Quorum and Voting

Under Bylaws Article V(4), a quorum is a majority of the directors in office immediately before a meeting begins. Vacant seats are not counted. Once all seven seats are filled, a quorum is four (4) directors. Until then, the quorum is based on the number of directors actually in office. It may never be fewer than the greater of one-third of the directors in office or two (2) directors.

Section 6. Officers

This Resolution does not change the current officers: Heidi Ware as President, Charity Campfield as Secretary, and Sheree Syracuse as Treasurer. The Board may elect new directors to any office, or create a Vice President or another office, under Bylaws Article IV.

Section 7. Implementation

The Secretary is authorized and directed to do the following:

(a) Records. Update the League's current list of directors and officers, including each director's name, address, seat, and term. Keep this list in the corporate records under Bylaws Article XII and W.S. 17-19-1601.

(b) Onboarding documents. Collect and keep each new director's signed Code of Ethics, conflict-of-interest disclosure, and background-check confirmation.

(c) State and bank records. Report the updated director and officer information in the League's next annual report to the Wyoming Secretary of State, if that information is requested. Update the list with the League's bank(s) if needed. Adding directors does not change the authorized signers designated under the Purchasing Policy Resolution.

(d) IRS application. If the League's Form 1023 is still pending and the IRS asks for current officer and director information, provide the updated list.

(e) Website. Post a notice of the Board expansion and, once seats are filled, the names of the new directors on the League website.

Section 8. Effective Date

This Resolution takes effect immediately upon adoption. Elections under Section 3(b), Option A, take effect as provided in that section.

ADOPTED by the Board of Directors of Cheyenne Youth Sports League, Inc. at a meeting held on _____, 2026, where a quorum was present, by the following vote:

Director	Yes	No	Abstain	Absent
Heidi Ware	☐	☐	☐	☐
Charity Campfield	☐	☐	☐	☐
Sheree Syracuse	☐	☐	☐	☐

_____

Heidi Ware, President

ATTEST:

_____

Charity Campfield, Secretary

Secretary's Certificate

I, Charity Campfield, certify that I am the duly elected Secretary of Cheyenne Youth Sports League, Inc. I further certify that the above is a true and correct copy of a Resolution adopted by the Board of Directors on October 8, 2026. A quorum was present at that meeting, and the Resolution has not been amended or rescinded and remains in full force and effect.

_____ Date: _____

Charity Campfield, Secretary

Alternative: Unanimous Written Consent (Bylaws Article V(7))

(Use this if the Board adopts the Resolution without a meeting. Delete the vote table and "ADOPTED" block above.)

The undersigned, being all of the directors of Cheyenne Youth Sports League, Inc., consent in writing to the adoption of the above Resolution. This consent is effective on the date the last director signs and will be filed with the minutes.

Director	Signature	Date
Heidi Ware		
Charity Campfield		
Sheree Syracuse		