CHEYENNE YOUTH SPORTS LEAGUE, INC.

Board of Directors

RESOLUTION NO. 2026-004

A RESOLUTION OF THE BOARD OF DIRECTORS OF CHEYENNE YOUTH SPORTS LEAGUE, INC. ADOPTING BOARD RULES OF PROCEDURE AND ESTABLISHING PROCEDURES FOR REQUESTING MEETINGS AND AGENDA ITEMS

WHEREAS, Cheyenne Youth Sports League, Inc. (the "League") is a Wyoming public benefit nonprofit corporation with no members. It 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 3.1 gives the Board authority to manage the League's affairs and set policy. Bylaws Article V sets the basic requirements for regular and special meetings, notice, quorum, voting, remote participation, action without a meeting, minutes, and executive session; and

WHEREAS, the Bylaws do not set detailed rules for conducting meetings, making motions, or voting on procedural questions. They also do not explain in detail how directors, families, or the public may request meetings or agenda items; and

WHEREAS, the Board finds that a short, self-contained set of rules, using a limited number of points and motions, will be easier for a volunteer board to understand and use than a lengthy outside parliamentary manual; and

WHEREAS, Board Rules of Procedure have been presented to each director in writing. The Board finds that they will support orderly, fair, and transparent meetings and are in the best interests of the League;

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

Section 1. Adoption of Rules of Procedure

The Board adopts the Board Rules of Procedure attached as **Exhibit A** (the "Rules"). The Rules govern all meetings of the Board and of any committee exercising Board authority.

Section 2. Self-Contained Rules

The Rules are the Board's complete rules of procedure. The Board does not adopt an outside parliamentary manual. Procedural questions the Rules do not address are decided by the Chair, subject to a Point of Appeal, under Rule 1.3. The Rules include the following key provisions:

Subject	Rule	Basis
Executive session	Majority vote; topics limited to those in Bylaws Article V(9)	Bylaws Article V(9); Meeting Notice Resolution
Motion to Reconsider	Majority vote; made by a director on the winning side	W.S. 17-19-824(b); Bylaws Article V(5)
Abstentions	Allowed only for a conflict-of-interest recusal or lack of information; recorded as abstentions	Bylaws Article VII
Call the Question	Two-thirds of directors present	Protects full debate
Order of authority	Wyoming Nonprofit Corporation Act, Articles, Bylaws, and Board resolutions control over the Rules	Rule 1.2

Section 3. Procedures for Requesting Meetings and Agenda Items

The Board approves the procedures in Part 2 of the Rules, which cover:

(a) Special meetings. Special meetings may be called by the President or by 20% of the directors then in office, by written request (Bylaws Article V(2); W.S. 17-19-822(d)). The Secretary schedules the meeting within two business days, and the meeting is held within 14 days.

(b) Meetings to remove a director. These require 7 days' written notice and a statement of the grounds for removal (Bylaws Section 3.6; W.S. 17-19-822(c)).

(c) Agenda items. Directors may submit agenda items 7 days before a regular meeting. Families, coaches, volunteers, and the public may submit written requests 10 days before a meeting. Any two directors may require that a requested item be placed on the next regular agenda.

(d) Meeting notices and remote participation. Any person may ask to receive meeting notices, and directors may ask to participate remotely.

Section 4. Distribution and Training

The Secretary will do the following:

(a) Directors. Provide a copy of the Rules to each current director, and to each new director as part of onboarding.

(b) Website. Post the Rules on the League website.

(c) Quick reference. Keep a copy of the Motions Quick Reference (Rule 5.3) at each meeting.

The President is encouraged to give a short orientation on the Rules at the first meeting after they are adopted and after new directors join.

Section 5. Relationship to Bylaws

The Rules add to the Bylaws. They do not amend them. If the Rules conflict with the Articles of Incorporation, the Bylaws, or Wyoming law, the Articles, Bylaws, or law control.

Section 6. Amendment

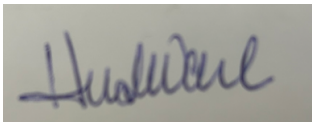
The Board may amend the Rules by majority vote at a regular meeting, after sending the proposed amendment to all directors at least five days in advance (Rule 8.1).

Section 7. Effective Date

This Resolution and the Rules take effect immediately upon adoption and apply beginning with the next Board meeting.

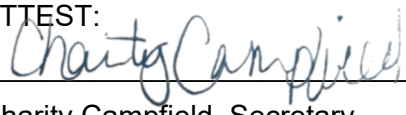
ADOPTED by the Board of Directors of Cheyenne Youth Sports League, Inc. at a meeting held on October 8, 2026, where a quorum was present, by the following vote:

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



Heidi Ware, President

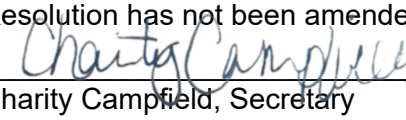
ATTEST:



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: October 8, 2026

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		

Exhibit A: Board Rules of Procedure

CHEYENNE YOUTH SPORTS LEAGUE, INC.

Board Rules of Procedure

Adopted by Board Resolution No. 2026-004 on October 8, 2026

Part 1. General Provisions

Rule 1.1 — Purpose

These Rules explain how the Board of Directors of Cheyenne Youth Sports League, Inc. (the "League") requests, schedules, notices, and conducts its meetings. Their goal is meetings that are efficient, fair, open to League families and supporters, and legally sound.

Rule 1.2 — Order of Authority

When a question of procedure comes up, the following sources control, in this order:

1. The Wyoming Nonprofit Corporation Act, W.S. 17-19-101 et seq.;
2. The League's Articles of Incorporation;
3. The League's Bylaws;
4. Board resolutions, including the Meeting Notice Resolution; and
5. These Rules of Procedure.

If a lower source on this list conflicts with a higher one, the higher one controls.

Rule 1.3 — Questions Not Covered by These Rules

These Rules are the Board's complete rules of procedure. The Board has not adopted an outside parliamentary manual. If a procedural question comes up that these Rules do not answer, the Chair decides it. The Chair's decision should be fair to all directors, allow full discussion, and keep the meeting moving. It may be challenged by a Point of Appeal (Rule 5.2).

Rule 1.4 — Definitions

- **Chair** — The President, who presides at Board meetings under Bylaws Article IV. If the President is absent, the Vice President (if one has been elected) presides. If neither is present, the directors present choose a director to preside for that meeting.
- **Director** — A member of the Board of Directors.
- **Quorum** — A majority of the directors in office immediately before the meeting begins (Bylaws Article V(4); W.S. 17-19-824(a)).
- **Majority vote** — The affirmative vote of a majority of the directors present at a meeting where a quorum is present (Bylaws Article V(5); W.S. 17-19-824(b)).
- **Business days** — Monday through Friday, not counting Wyoming legal holidays.

Part 2. Requesting and Calling Meetings

Rule 2.1 — Regular Meetings

Regular meetings are held on the schedule the Board fixes by resolution. The Board must hold at least four regular meetings each year, including the Annual Meeting (Bylaws Article V(1)). No separate request is needed to hold a scheduled regular meeting.

Rule 2.2 — Who May Request a Special Meeting

Under Bylaws Article V(2) and W.S. 17-19-822(d), a special meeting may be called by:

- **(a)** the President; or
- **(b)** twenty percent (20%) of the directors then in office. When there are three to five directors, this means at least one director. When there are six or seven directors, it means at least two directors.

Rule 2.3 — How to Request a Special Meeting

(a) Director request. A director or directors who want a special meeting must submit a written request to the President and the Secretary. Email is acceptable. The request must include:

1. The name of each director making or joining the request;
2. The business to be conducted;
3. A proposed date, time, and place (or remote-access method); and
4. Any documents the Board will need to review.

(b) President-called meetings. The President calls a special meeting by giving the Secretary the same information in writing.

(c) Scheduling. Within **two (2) business days** after receiving a proper request, the Secretary will confirm a date, time, and place. Where possible, the Secretary will first check the directors' availability. The meeting will be held within **fourteen (14) days** after the request unless the requesting directors agree to a later date.

(d) If the Secretary does not act. If the Secretary does not schedule the meeting within the time allowed, the President or the requesting directors may give the notice themselves under Rule 3.2.

(e) Business limited to the notice. Only the business stated in the notice may be acted on at a special meeting.

Rule 2.4 — Requesting a Meeting to Remove a Director

A request to consider removing a director must also state the grounds for removal. The meeting may not be held until each director has received at least **seven (7) days' written notice**. The director whose removal is proposed must receive written notice of the grounds and a reasonable chance to be heard (Bylaws Section 3.6; W.S. 17-19-822(c)).

Rule 2.5 — Requesting Agenda Items

(a) Directors. Any director may place an item on a regular meeting agenda. The item must be submitted to the President and Secretary at least **seven (7) days** before the meeting, along with any supporting materials. Items submitted later may be added only if the President agrees and the 72-hour posting deadline in Rule 3.3 can still be met.

(b) Officers and committees. The Treasurer's financial report is placed on every regular agenda (Bylaws Article VIII(5)). Committee reports are placed on the agenda when a committee asks.

(c) Families, coaches, volunteers, and the public. Anyone may ask to have a topic placed on a future agenda. The request must be in writing and sent to the Secretary at least **ten (10) days** before the meeting. The President decides whether to place the item on the agenda. However, if any two directors ask for it, the item must be placed on the next regular agenda. The Secretary will tell the person who made the request what was decided.

(d) Confidential matters. Requests involving an individual participant, personnel, a youth-safety allegation, or legal advice will not be described in detail on a public agenda. They will be listed only by general category, such as "Personnel matter — executive session."

Rule 2.6 — Requesting Notice of Meetings

Any person may ask to receive meeting notices by sending a written or email request to the Secretary. Requests must be renewed each calendar year. The Secretary will keep the notice-request list under the Meeting Notice Resolution.

Rule 2.7 — Requesting Remote Participation

A director who plans to participate by phone or video should tell the Secretary at least **24 hours** before the meeting when possible. Remote participation counts as being present only if everyone participating can hear one another at the same time (Bylaws Article V(6)).

Rule 2.8 — Urgent Matters

For matters that cannot wait for the normal notice period, the Board may use a waiver of notice, unanimous written consent, or the President's interim suspension authority, as provided in Section 4 of the Meeting Notice Resolution.

Part 3. Notice and Agendas

Rule 3.1 — Notice to Directors

- **(a) Regular meetings.** No additional notice to directors is required once the schedule has been fixed by resolution. The Secretary will still send directors the agenda and meeting materials at least **five (5) days** before the meeting.
- **(b) Special meetings.** Directors must receive at least **two (2) days' notice** of the date, time, and place.
- **(c) Removal of a director.** Directors must receive at least **seven (7) days' written notice**.
- **(d) Bylaws amendments.** Directors must receive at least **seven (7) days' written notice** of the substance of the proposed amendment (Bylaws Article XV(2)).
- **(e) Method.** Notice may be given in person, by telephone, by mail, or by email (Bylaws Article V(3)).

Rule 3.2 — Waiver of Notice

A director may waive notice in writing before or after a meeting. A director who attends a meeting waives notice unless the director objects to the lack of notice at the start of the meeting (Bylaws Article V(3)).

Rule 3.3 — Public Posting

The Secretary will post meeting notices and agendas on the League website, the official posting location, as follows:

Meeting type	When the notice must be posted
Regular	At least 72 hours before the meeting
Special	At the same time directors are notified, and at least 48 hours before the meeting
Removal of a director	On the same day directors receive the 7-day notice

Rule 3.4 — Standard Order of Business

The agenda for a regular meeting will normally follow this order:

1. Call to order and roll call (the Secretary confirms whether a quorum is present)
2. Conflict-of-interest disclosures on agenda items
3. Approval of the agenda
4. Public comment
5. Consent agenda (see Rule 3.5)
6. Approval of minutes from the previous meeting
7. Treasurer's financial report, comparing actual results to the budget
8. Officer and committee reports
9. Unfinished business
10. New business
11. Executive session, if needed
12. Action on matters discussed in executive session
13. Director comments and future agenda items
14. Adjournment

The Chair may change the order of items to fit the meeting's business. If a director objects, the change is decided by majority vote.

Rule 3.5 — Consent Agenda

Routine, non-controversial items may be grouped together on a consent agenda and approved with a single motion. Examples include approving minutes, accepting routine reports, and ratifying expenditures already approved under the Purchasing Policy. Any director may ask to remove an item from the consent agenda. The item is then discussed and voted on separately. No second or vote is needed to remove it.

Part 4. Conduct of Meetings

Rule 4.1 — The Chair

(a) Role. The Chair runs the meeting and serves as parliamentarian. The Chair decides questions of procedure. The Chair's decisions may be challenged by a Point of Appeal (Rule 5.2).

(b) Participation. The Chair may make motions, second motions, debate, and vote, just like any other director. Because the Board is small, the Chair is expected to vote on every question.

(c) Advice. The Chair may ask the League's legal counsel, if any, for advice on a procedural question.

Rule 4.2 — Obtaining the Floor and Debate

(a) Recognition. A director must be recognized by the Chair before speaking. Points of Order, Information, and Appeal are the only exceptions.

(b) One speaker at a time. Only one person may speak at a time. Interrupting the speaker and side conversations are out of order.

(c) Time limits. Each director may speak for up to **five (5) minutes** at a time on a motion. A director may ask for more time, and the Chair will usually allow it unless other directors are waiting to speak.

(d) Turns. A director may not speak a second time on the same motion until every director who wants to speak has had a turn.

(e) Explaining votes. Directors explain their positions during debate, not during the vote itself.

Rule 4.3 — Motions and Seconds

(a) Seconds. Every motion needs a second before debate begins. A second does not mean the seconder supports the motion, only that the matter should be discussed.

(b) Before a second. The director who made the motion may withdraw or change it until it has been seconded.

(c) After a second. Once a motion has been seconded, it belongs to the Board. The director who made it:

- may explain the motion first;
- may withdraw it, unless another director objects; and
- may accept a "friendly amendment," unless another director objects. If there is an objection, a formal Motion to Amend is required.

Rule 4.4 — Voting

(a) Required vote. Unless these Rules, the Bylaws, or law require more, a motion passes by majority vote.

(b) Voice vote and roll call. Votes are normally taken by voice. Any director may ask for a roll-call vote. The Secretary records each director's vote in the minutes.

(c) Tie votes. A tie vote means the motion fails.

(d) Abstentions. Directors are expected to vote "yes" or "no" on every question. A director should abstain only when:

1. the director has a conflict of interest and has recused themselves under Bylaws Article VII; or
2. the director does not have enough information to vote, such as missing the meeting whose minutes are being approved.

Every abstention will be recorded in the minutes. Because a motion needs a majority of the directors present, an abstention has the same practical effect as a "no" vote.

(e) No proxy voting. Directors may not vote by proxy (Bylaws Article V(5)).

Rule 4.5 — Conflicts of Interest

A director with a conflict of interest must disclose it when the agenda item comes up, or as soon as they become aware of it. The director must then leave the discussion and may not vote. The disinterested directors may ask the director for factual information first. The minutes will record the disclosure, the recusal, and the vote (Bylaws Article VII).

Rule 4.6 — Recess

The Chair may declare a short recess without a motion, but may not interrupt a director who has the floor. Any director may also move to recess (Rule 5.3).

Rule 4.7 — Decorum

Directors, staff, and members of the public will treat each other with courtesy and respect. The Chair may:

- ask a person who is disrupting the meeting to stop; and
- if the disruption continues, declare a recess or ask the person to leave.

Discussion in open session must not identify a minor participant by name when discussing discipline, medical, eligibility, financial-hardship, or safety matters.

Rule 4.8 — Suspending These Rules

(a) By the Chair. The Chair may suspend or depart from any of these Rules to keep the meeting running efficiently. That decision may be challenged by a Point of Appeal.

(b) By motion. Any director may move to suspend a Rule. The motion requires a second, may be debated, and passes by majority vote.

(c) Limits. Neither the Chair nor the Board may suspend:

- a notice, quorum, or voting requirement set by law, the Articles, or the Bylaws;
- the conflict-of-interest procedures; or
- the executive-session limits.

Part 5. Points and Motions

Rule 5.1 — Types of Points and Motions

- **Privileged** matters may be raised at any time. They include the three Points, the Motion to Recess, and the Motion for Executive Session.
- **Main** motions bring business before the Board. They may be made only when no other motion is pending.
- **Subordinate** motions change or dispose of a pending Main motion. They must be decided before the Main motion.

Rule 5.2 — Points

Point	Purpose	Floor needed?	Second?	Debate?	Vote
Point of Order	Raises a concern that a rule is being broken. It is raised at the next break in speaking.	No	No	No	None. The Chair rules.
Point of Information	Asks a question about procedure, a motion, or a fact. It may not be used to make an argument.	No	No	No	None
Point of Appeal	Challenges a ruling by the Chair. It must be raised right after the ruling.	No	No	Only a short explanation from the appealing director and from the Chair	Majority vote

Rule 5.3 — Motions Quick Reference

Motion	Type	When in order	Second?	Debatable?	Vote	Notes
Recess	Privileged	Any time	Yes	No	Majority	The motion should state how long the recess will last.
Executive Session	Privileged	When no motion is pending (or at any time, for legal advice)	Yes	Yes, as long as confidential details are not revealed	**Majority** (see Rule 6.1)	Limited to the topics in Bylaws Article V(9).
Main Motion	Main	When no motion is pending	Yes	Yes	Majority, unless the Bylaws or law require more	
Adjourn	Main	When no motion is pending	Yes	Yes	Majority	Unfinished business must be moved to a later date.
Reconsider	Main	At the same meeting as the original vote, or the next regular meeting	Yes	Only on the reasons for reconsidering	**Majority**	Must be made by a director who voted on the winning side.
Postpone to a Date Certain	Main	When no motion is pending	Yes	Yes	Majority	For a later agenda item. The motion must name the date.

Motion	Type	When in order	Second?	Debatable?	Vote	Notes
Postpone Indefinitely	Main	When no motion is pending	Yes	Yes	Majority	Removes the item until the Board places it on an agenda again.
Amend	Subordinate	When a Main motion is pending	Yes	Yes	Majority	Only one amendment may be pending at a time.
Continue to a Date Certain	Subordinate	When a Main motion is pending	Yes	Yes	Majority	The motion must name the date, time, and place.
Call the Question (close debate)	Subordinate	During debate	Yes	No	**Two-thirds of directors present**	Ends debate and moves to a vote on the pending motion.

Rule 5.4 — Reconsideration

If a Motion to Reconsider passes, the earlier vote is cancelled, but everything said and presented before stays in the record. When families or other interested people have already left the meeting, the Board should usually take up the reconsidered matter at a later, properly noticed meeting.

Part 6. Executive Session, Minutes, and Records

Rule 6.1 — Executive Session

(a) Topics. The Board may meet in executive session only for the topics listed in Bylaws Article V(9):

- personnel matters;
- discipline of an individual participant;
- allegations involving youth safety; and
- matters covered by attorney-client privilege.

(b) The motion. The motion must name the topic and requires a majority vote.

(c) Action. Any formal action must be taken in open session.

(d) Minutes. Executive-session minutes are kept separately and treated as confidential, as provided in the Meeting Notice Resolution.

Rule 6.2 — Minutes

The Secretary records the minutes of each meeting. The minutes include:

- the date and attendance, and whether a quorum was present;
- motions and who made and seconded them;
- votes, including abstentions and recusals;
- conflict disclosures; and
- actions taken.

The minutes summarize what happened. They are not a word-for-word transcript. Minutes are approved at the next meeting and kept permanently (Bylaws Article V(8)). Approved open-session minutes are posted on the website as provided in the Meeting Notice Resolution.

Rule 6.3 — Action Without a Meeting

The Board may act without a meeting if all directors consent in writing, including by email (Bylaws Article V(7)). The Secretary files each consent with the minutes and reports it at the next regular meeting.

Part 7. Public Participation

Rule 7.1 — Public Comment

Each regular meeting includes a public comment period.

(a) Time limits. Each speaker may speak for up to **three (3) minutes**. The Chair may change time limits equally for all speakers.

(b) How speakers address the Board. Speakers address the Board as a whole and may be asked to give their name and connection to the League.

(c) Response. The Board generally does not debate or act on public comments during the meeting. The Chair may answer briefly or refer the matter to an officer or a future agenda.

(d) Complaints about individuals. Complaints about a specific coach, volunteer, or participant should be sent to the President in writing, not raised in public comment. This protects the privacy of the people involved and follows the process in Bylaws Article X.

Rule 7.2 — Attendance

No member of the public is required to register, sign in, or give information to attend a meeting.

Part 8. Amendment and Review

Rule 8.1 — Amendment

The Board may amend these Rules by majority vote at a regular meeting. The proposed amendment must be sent to all directors at least **five (5) days** in advance. Amendments do not require a change to the Bylaws.

Rule 8.2 — Annual Review

The Board will review these Rules at each Annual Meeting.

Rule 8.3 — Effect of Procedural Errors

A procedural error under these Rules does not by itself make a Board action invalid. An action is invalid only if the error also violated a notice, quorum, or voting requirement in the Bylaws, the Articles, or Wyoming law.