

# BYLAWS OF JEFFERSON PARK UNITED NEIGHBORS

(As last amended in Feb 2008 by General Membership)

## ARTICLE I – NAME AND AREA SERVED

Section 1. Name: The organization shall be called Jefferson Park United Neighbors.

Section 2. Area Served: The organization shall concentrate its concern and draw its members from the neighborhood commonly known as Jefferson Park, in the City and County of Denver, Colorado. For the purposes of these by-laws the area is bounded by, and includes all the parcels of real property touching upon Speer Boulevard on the north, Colfax Avenue on the south, the Platte River on the east and Federal Boulevard on the west. This area shall hereinafter be referred to as the area served.

## ARTICLE II – PURPOSES AND OBJECTIVES

Section 1. The purposes of the organization are:

- A. To resolve problems that detract from the appearance, peace and tranquility of the area served.
- B. To preserve and improve Northwest Denver as an attractive, distinctive and safe place to reside and conduct business.
- C. To provide a forum for issues and concerns affecting Northwest Denver.
- D. To encourage appropriate development and improvement of homes, businesses and organizations, in the area served.

Section 2. The objectives of the organization are:

- A. To promote cooperation, communication and harmony among persons in the area served.
- B. To provide information and input to Denver City offices regarding the preservation, development, maintenance and needs of the area served.
- C. To work to maintain and advance the character of the area served, and to encourage a compatible business atmosphere
- ~~D. To assist individuals and other neighborhood associations in any matter affecting Northwest Denver and the area served.~~
- E. To disseminate information to residents of the area served through regular meetings and communications.

## ARTICLE III – BOARD OF DIRECTORS (BOD):

Section 1. General Powers: The Board of Directors shall manage the business and affairs of the organization, except otherwise provided in these bylaws.

- A. Number: The Board of Directors shall consist of five (5) Officers and up to twenty-five (25) Board Members selected from members of the organization and the Co-Presidents. At least one of the Board Members shall be bilingual (Spanish/English) and be the liaison to the Spanish-speaking community in the area served. Board members will include officers, chairpersons of standing committees and members-at-large who will serve on at least one of the standing committees..
- B. Selection: The members of the Board of Directors shall be nominated from and elected by a majority of the general members in attendance at the regular membership meeting in the month of ~~December~~ **October** of every year. Up to thirty nominees with the highest total numbers of

votes shall sit on the Board for that term. A Director's term shall run from January 1 to December 31 of the calendar year immediately following his/her election. The terms of all elected officers shall be from the date of their election until December 31 of said year. Board vacancies may be filled through a vote of the general membership at any regularly scheduled membership meeting.

- C. Responsibilities: It shall be the responsibility of the Board of Directors to:
1. Propose specific objectives for each calendar year and committees to achieve these objectives and act as the impetus for implementing committee decisions.
  2. Propose the agenda for general membership meetings.
  3. Formulate and announce, no later than the first general membership meeting, which occurs during its term, a policy concerning the attendance of board members and committee members at their respective meetings.
- D. The Board of Directors shall hold regular meetings, and shall meet at least six times annually.
- E. The general membership is encouraged to attend Board of Directors meeting. Input from general members in attendance at BOD meetings will be solicited before all board votes.

Section 2. Notice: Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting, shall be provided to all members of the organization and posted in at least one public location in the neighborhood, and given to each Director at least five (5) days prior to the meeting.

Section 3. Quorum: A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the Board members at a meeting, at which a quorum is present, shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Board members present may adjourn the meeting without further notice, other than an announcement at the meeting, until a quorum shall be present.

Section 4. Officers: The officers of the organization and their respective duties are:

- A. President. The **elected position of** President:
1. shall preside at all meetings of the general membership of the organization and all the meetings of the Board of Directors;
  2. shall serve as the primary liaison to city offices;
  3. shall be a member of the Board of Directors and exercise a tie-breaking vote if necessary at said meetings, and
  4. shall have the authority to call special meetings of the board, and to establish ad hoc committees and appoint members to such committees as, from time to time, is necessary to manage the business of the organization.
- B. Vice-president. The **elected position of** Vice-President:
1. shall assume the duties of the president in the president's absence or inability to serve;
  2. can serve as a liaison with executives of other neighborhood organizations, and
  3. shall, at the request of the president, assist the president in the performance of his/her duties. In the event the president cannot complete his/her term the vice-president shall serve out the remainder of said term.
- C. Secretary. The **elected position of** Secretary:

1. shall keep records of the membership of the organization (including a list of current members);
2. establish a quorum of the officers;
3. keep the minutes of the meetings, and
4. see that the communications of JPUN are relayed to appropriate parties in a timely manner.

D. Treasurer. The **elected position of** Treasurer:

1. shall collect all monies due the organization and deposit them in an account approved by the general membership, and
2. report regularly the financial status of the organization.

Section 5. Selection: The officers shall be selected from among the Board members of the organization. The Board of Directors may also elect or appoint such other officers, assistant officer and agents, including a Chairman of the Board, as they may consider necessary. No person shall hold more than one office at any time, with the exception that an officer may serve on the Board of Directors

- A. Officers and Board members may be nominated from the floor and elected by a majority of the general membership in attendance at a membership meeting in the month of December of every year.
- B. If multiple candidates emerge prior to the election, the General Membership may vote to have co-officers; with the exception being only one Treasurer may be elected.**
- C. Term: An officer's term shall run from January 1 to December 31 of the calendar year **immediately** following his/her election. The terms of all elected officers shall be from the date of their election until December 31 of **said the term** year.

- 1. The term for an elected officer will be limited to two consecutive years.**

Section 6. Removal of Officers and Board Members:

- A. An officer or board member shall be automatically removed:
  1. Upon loss of membership in the organization
  2. Upon a two-thirds vote by general members present at a scheduled general membership meeting.
  3. Upon failure to comply with an attendance policy announced by the board of directors.
- B. A motion to remove an officer or board member pursuant to this section may be made to the general membership at any general membership meeting, and shall be seconded. The board member whose removal is being sought will be notified, prior to the successive meeting, of the action taken by the membership.
- C. The motion to remove shall be voted upon at the successive general membership meeting, after a period of discussion in which those favoring the removal and those opposing the removal, including the officer or board member concerning whom the motion is made, have had an opportunity to speak.

## **ARTICLE IV – COMMITTEES AND REPRESENTATION**

Section 1. Standing and Ad-Hoc Committees

- A. Any member is eligible to serve on any committee.
- B. The Board of Directors, at its first regular meeting after their election, shall name standing committee chairperson(s). Members of standing committees shall be named by the committee chairperson(s) from eligible members of JPUN whom volunteer to sit on the committee in accordance with the requirements of this Article. Ad hoc committees may be named at any time necessary or desirable by the president.
- C. Each committee member shall sit on the committee for the duration of the calendar year ending on December 31<sup>st</sup> of the term year. The term year of each selected committee member shall be from the date of his or her election, selection, or appointment until December 31<sup>st</sup> of the same year.
  - 1. After March ~~1<sup>st</sup>~~ 31<sup>st</sup> of the term year, any addition of committee members shall require a majority vote of the standing committee at any regularly scheduled meeting.
  - 2. Committee member terms may be terminated for non-participation. Non-participation is defined as failure to attend, in person or via telecommunication, 50% of all regularly scheduled meetings per quarter, and or, failure to vote in 50% of all committee votes within any contiguous four-month period.
  - 3. Participation via telecommunication is the sole responsibility of each member; required telecommunication services and equipment are not guaranteed to be available to committee members. If telecommunication services are not available, for any reason, and a committee member is not attending in person, the committee member is considered absent.
  - 4. Committees may hold an electronic vote between regular meetings provided that a voting Motion is passed during a regularly scheduled meeting that includes the date of the electronic vote, the language of the question and reason for the delayed vote. Only members present at the time the Motion was passed will be allowed to participate in the electronic vote. Electronic voting shall be open for a period of 24-hours from when votes are requested, and vote results including member name and vote shall be sent out via email to all standing committee members within 48 hours of the close of the voting period. The chairperson(s) shall provide a phone number so members voice their vote in lieu of other electronic means. Electronic votes not received shall be marked "abstained" on the results. Electronic votes shall be recorded in the minutes of the next regularly scheduled committee meeting.
- D. ~~The Board president elected by the committee members shall appoint Chairpersons of standing committees).~~ Chairpersons of ad hoc committees shall ~~be appointed~~ **serve at the request of** ~~by~~ the President, **with confirmation of the Board.**
- E. Committees should meet at least six times per year. A quorum of a committee for transaction of business in the name of the committee shall consist of a simple majority of its members, and decisions shall be made based on a simple majority vote.

## Section 2. Representatives to Other Organizations

- A. Representatives to other organizations shall be elected by the general membership. Any member is eligible to serve as a representative to another organization.
- B. If a request for a representative is received said representative shall be elected at the first meeting of the general membership following receipt of the request. If alternate representatives are deemed necessary, they shall be chosen in the same manner and at the same time as the representative. The president may appoint temporary representatives to other organizations as needed. Said appointment shall be in effect until an election may be held at the next general membership meeting.

- C. Representatives shall serve for a period of one year, until their resignation or until the first meeting of the general membership of the year following the year they are elected, whichever comes first. In the event of resignation the alternative representative, or if there is none, a representative elected by the general membership, shall complete the term. Representatives and alternates may be re-elected at the discretion of the general membership.
- D. The representative shall report to the president and the general membership of this organization regularly, verbally or in writing, concerning the activities of the organization to which they are assigned.
- E. The representatives shall have such voting privileges as may be granted to them by the by-laws or operating procedures of the organization to which they are assigned. In casting a vote on behalf of JPUN on matters of policy or political statement of the organization to which they are assigned, the representatives shall seek direction from this organization, and be bound, by a majority vote of the general membership. On matters of internal business of the other organization, the representative need not seek direction from this organization.

## ARTICLE V – MEMBERSHIP

### Section 1. Members shall include:

- A. All persons who own, rent, or lease property within the area served shall be eligible for membership in the organization.
  - 1. **Any LLC, LLP, SCORP, etc. with multiple owners may be represented as one member.**
- B. Any ~~other~~ person **who does not meet the previous description** may become eligible for membership by submitting a request for membership-at-large during a regular general membership meeting. Eligibility for membership will be granted upon acceptance of the application by a majority of those members attending the subsequent general membership meeting.
- C. Anyone who meets one of the above qualifications shall become a member upon completion of a registration form by mail or at a general membership meeting, and upon the payment of dues (if any) agreed upon by the general membership at its annual meeting.
- D. It shall be the responsibility of members to register as members on an annual basis, and to pay the dues (if any) agreed upon by the general membership.
- E. It shall be the privilege to every member to cast one vote at general membership meetings at which he/she is present; to run for any office for which he/she is eligible, to serve, in any capacity, on committees; to submit his/her concerns and comments at general membership meetings or directly to members of the Board; and to seek the assistance of the organization concerning matters set forth as the purposes and objectives of the organization.
- F. New members shall be allowed to vote **at** the first meeting **in accordance with Article VI, Section 2**, following registration of membership and payment of dues (if any).

## ARTICLE VI – CONDUCT OF BUSINESS

Section 1. Regular membership meetings: Meetings shall be held at least quarterly at a time and place designated by the board of directors, and shall be communicated to all members. Any change in the time and place of the succeeding meeting shall be announced at the regular meeting.

### Section 2: Voting:

- A. All official JPUN voting will be held through the use of written ballots.**
- B. Ballots will be distributed to all voting members, as established by the current and new member sign-in sheet, prior to the time of the vote in the General Membership Meeting.**
- C. After the initial count of votes, votes will be recounted and confirmed by a second attendee.**
- D. Any further request, dispute, or objection must be made at this point, after which the vote will be considered final and binding.**
- E. Neither the count nor recount shall be performed by a person as described in Article VIII.**

## **ARTICLE VII – AMENDMENTS TO BY-LAWS**

### Section 1: Amendments:

- A. Proposed amendments to these by-laws may be submitted in writing to the president as new business at any general membership meeting, at which time the president shall announce the proposed amendment to the general members present, and cause it to be published prior to the next general membership meeting.
- B. Proposed amendments shall be voted upon at the subsequent general membership meeting, and shall become effective upon a two-thirds vote of the general members in attendance in favor of their acceptance.

## **ARTICLE VIII – CONFLICTS OF INTEREST**

Section 1: If any person who is a Board member or Officer of the organization, is aware that the organization is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall disclose to the Board that he has a conflict of interest. After disclosing the existence of a conflict of interest he or she may either choose not to vote, or choose to disclose the nature and details of the conflict. The remaining Board members will vote on whether or not to allow any board member disclosing a conflict of interest to vote on the matter in question.

## **ARTICLE IX – DISSOLUTION**

Section 1: The association may be dissolved by a two-thirds (2/3) vote of the membership of the Board of Directors.