

**FIRST AMENDED BYLAWS [Proposed 10/13/2015 and Revised 11/21/2015]**

**OF THE JEFFERSON PARK UNITED NEIGHBORS**

**ARTICLE I**

**Name; Offices; Area Served**

Section 1. Jefferson Park United Neighbors (“JPUN” or the “Organization”) is a Colorado not-for-profit organization, with Articles of Incorporation duly filed with the Colorado Secretary of State on October 30, 2007.

Section 2. The principal office of JPUN is 2001 Eliot Street, Denver, CO 80211. The Organization may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time, but at all such times, the principal office shall be located within the boundaries of the Jefferson Park Neighborhood, which is defined as the area south of Speer Boulevard, North of 20th Avenue, west of the Platte River, and east of Federal Boulevard, within the city and county of Denver, state of Colorado (the “Jefferson Park Neighborhood”).

Section 3. The Organization shall serve the Jefferson Park Neighborhood.

**ARTICLE II**

**Purpose and Objective**

Section 1. The purposes of the Organization are as follows:

- 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, particularly those issues within the Jefferson Park Neighborhood;
- D. To encourage appropriate development and improvement of homes, businesses and organizations, in the area served including the maintenance of affordable housing.
- E. To reflect the intent of Denver City Ordinance that the Organization “shall mean a voluntary group of individual residents and owners of real property, including businesses”.

Section 2. The objectives of the Organization are as follows:

- 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; and,
- D. To disseminate information to residents of the area served through regular meetings and communications.

E. To represent individual residents, businesses and property owners committed to the long-term quality of life in the Jefferson Park Neighborhood.

### **ARTICLE III**

#### **Members**

Section 1. Classes of Members; Qualification of Membership. The Members of the Organization shall consist of two classes. The Class R Membership shall consist of any person that is a resident, whether due to owning or renting in the Jefferson Park Neighborhood; or, a person who is an owner of residential real estate in the Jefferson Park Neighborhood. Class B Membership shall consist of a business, whether a property owner or a tenant, with a principle place of business which has regular, direct business operations in the Jefferson Park Neighborhood.

Each natural person that applies for and is qualified to become a Class R Member and each business that applies for and is qualified to become a Class B Member, upon proof of residency, property ownership, or principle place of business satisfactory to the Board of Directors shall be classified as one Member and shall be entitled to one vote. A Member who is a property or business owner shall not have more than one vote. Any qualifying Class B Member shall designate, in writing, one natural person representing it who shall cast one vote on behalf of such Class B Member. No two or more businesses who share the same mailing address, shall exercise more than one vote regardless of how many criteria for Membership for which the businesses collectively qualify. The Board may elect to waive this limitation on a case by case basis by a simple majority vote. No natural person may have more than one vote regardless of how many criteria for Membership for which the person qualifies. All Members or designees must be age 18 or over.

Section 2. Application for Membership. Each potential Class R or Class B Member may apply for Membership with the Organization upon submission of a written and signed application for Membership, including proof of residency, property ownership or locally operating business submitted by the prospective Member to the Secretary or in person at a General Membership Meeting. Applicants for Membership shall submit the application and supporting documentation on a form approved by the Board of Directors, to the secretary of the Organization for review. The secretary shall accept such applications at a General Membership Meeting and shall transmit the application thereafter to the Board of Directors for review. In deciding whether to accept a Membership application, the Board of Directors shall only consider the qualifications listed in Article III Section 1, and the Board of Directors shall not consider the race, sex, religion, physical condition, or national origin of the applicant. The Board of Directors shall review applications and identify any disqualifying reason such applicants should not be allowed to become a Member of the Organization based solely on criteria for Membership as identified in Article III, Section 1.

Section 3. Member Approval. After the Board of Directors has considered any objections to Membership, new Membership shall be effective after the final business item at the next regularly scheduled General Membership Meeting. No further business shall be conducted at such General Membership Meeting after the new Membership is effective and new Members are announced.

Section 4. Membership Termination. Membership shall automatically be terminated upon the following relevant occurrence: (a) for either class of Membership, the sale of the business or real property that is used for Membership qualification (if Membership has been determined solely by business or real property ownership); (b) for Class R Members, termination of residency in the Jefferson Park Neighborhood (if Membership has been determined solely by residency); or (3) for Class B Members, cessation of the business address or principal place of business being located in

the Jefferson Park Neighborhood (if Membership has been determined solely the location of the qualifying business).

Section 5. Maintenance of Membership. In order to maintain Membership in the Organization, Members must sign the attendance sheet at the General Membership Meeting at least once each calendar year or notify the Secretary of their intent to maintain their Membership.

## **Article IV**

### **Meetings of Members**

Section 1. Notice of meetings. Written or printed notice stating the place, day, and hour of any official meeting of Members shall be given either personally, by posting (via the Organization newsletter and Organization website), or by mail to each Member entitled to vote at such meeting, not less than two (2) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 2. Regular General Membership Meetings. Regular General Membership Meetings shall be held at least quarterly at a time and place designated by the Board of Directors. At each General Membership Meeting, the Board of Directors shall announce the time and place of the next General Membership Meeting, and shall inform the Membership at such time of any change in the time and place of the succeeding meeting.

Section 3. Quorum. One-eighth (12.5%) of the current Members of the Organization shall constitute a quorum for the transaction of business. For these purposes, transaction of business shall mean the taking of any vote by the Membership.

Section 4. Voting.

- A. All official JPUN General Membership voting will be held via a count of hands of all Members present and recorded by the secretary. Members present for a vote may first move that such ballot be held by secret (anonymous) written ballot. If such motion is seconded and passed by one-third (1/3) of Members present, such vote shall be held by secret ballot.
- B. Votes will be cast by all Members present, as established herein.
- C. If requested by any Member after the initial count of votes, votes will be recounted and confirmed by at least two attending Members and one Member of the Board.
- D. Any further request, dispute, or objection must be made after the count of the votes. After the count of the votes and with no further objection, the vote shall be considered final and binding.
- E. Neither the count nor recount shall be performed by a person with a conflict of interest as described here in Article XIII.

Section 5. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing before the meeting and signed by the Member or by his duly authorized attorney in fact. No proxy shall be valid after one (1) month from the date of execution, unless otherwise provided in the proxy. A valid Proxy shall identify the proxy voter, the Member represented, the date the proxy was assigned, and the date the proxy expires. No person may represent the proxy vote of more than two (2) Members.

## Article V

### Board of Directors; Officers

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

Section 2. Number: The Board of Directors shall consist of up to twelve (12) Board Members including up to five (5) designated Officers. Board Members are selected by Members of the Organization at its annual meeting. One and only one Board Member shall be a Class B Member elected by a majority of all Members present at the same annual meeting at which other Board Members are selected. JPUN shall make reasonable efforts to recruit at least one of the Board Members who shall be bilingual (Spanish/English) and who shall be the liaison to the Spanish-speaking community in the area served. There shall be at least one Board Member serving on each Standing Committee including the Chairperson. The Board may choose to appoint Co-Officers in any of the designated Officer roles, provided that both Co-Officers are Members of the Board of Directors. All votes by the Board shall be as Board Members, not as Officers or Co-Officers.

Section 3. Officers. The Officers of the Organization shall be a President, Vice-President, a Secretary, a Treasurer, and such other Officer as may be elected in accordance with the provisions of this article. The duties of such Officers are as follows:

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. If the

President cannot be present for a meeting, he/she shall designate another Officer or Board Member to preside over the meeting;

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;
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;
5. Shall set the agenda for all meetings of the General Membership and Board of Directors.
6. Shall determine when any motion for a vote put forth at a General Membership meeting has had sufficient notice to the full Membership to allow for a representative vote by Membership of the Organization. Sufficient notice shall be the announcement of the vote in the newsletter, by mailing list, or website a minimum of 10 days prior to the vote. No vote shall be delayed more than one General Membership Meeting unless decided by the majority of the Members present.

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 Shall establish a quorum of the Directors;
- 3 Determine whether a quorum exists at a General Membership Meeting
- 4 Keep the minutes of the meetings; and
- 5 See that the minutes and other communications of JPUN are relayed to Membership and other 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 4. Election and term of office.

A. Selection of Officers. The Officers of the Organization shall be elected from and by the Board of Directors of the Organization, and the Board may appoint other Officers, assistant or Co-Officers, and agents, as they may consider necessary. No person shall hold more than one office at any time. Each Officer shall hold office until his successor has been duly elected and qualified.

B. Election of Board Members. Board Members may be nominated from the floor at the annual General Membership Meeting which will be held in the fourth quarter of every year as set by the President with at least one month's advance notice to General Membership, to serve until the succeeding election. Such Board Members shall be elected by a majority of the General Membership in attendance at the annual General Membership Meeting, if there is a quorum. A vote of election that results in more Board Members than allowed shall result in a run-off election by the General Membership in attendance casting votes for each vacant seat.

C. Term. The term of an Officer or Board Member shall run from the time of their election until the succeeding election.

Section 5: Removal. A Board Member shall automatically be removed (1) upon loss of Membership in the Organization,; (2) Upon a two-thirds vote by all Members of the Board of Directors; or (3) Upon failure to comply with an attendance policy announced and adopted by the Board of Directors in its first Board meeting after election. If a motion is made and a second to the motion is heard at a Board of Directors Meeting for the removal of a Board Member or Officer, the vote for their

removal shall be held on the successive Board of Director's meeting, and the Board Member will be notified prior to such meeting. The Board Member being voted on for removal shall have the opportunity to speak on their behalf prior to the vote of removal at the Board of Directors Meeting.

Section 6. Vacancies. A vacancy on the Board because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of another Member by the Board for the unexpired portion of the term.

Section 7. Duties, powers and responsibilities. The several Officers shall have such powers and shall perform such duties as provided herein and may from time to time be specified in resolutions or other directives of the Board. Specifically, the Board of Directors shall have the following powers, responsibilities and duties:

- A. Propose specific objectives for each calendar year and Committees to achieve these objectives and act as the impetus for implementing Committee decisions.
- B. Propose the agenda for General Membership Meetings.
- C. 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 two times annually.
- E. The General Membership is encouraged to attend Board of Directors, Ad Hoc and Standing Committee meetings. Input from General Members in attendance at Board of Directors meetings will be solicited before all Board votes. The President may set time limits for respondent Members wishing to give input to the Board. The Board may call

an Executive Session upon a simple majority vote of the Board Members present at the meeting.

- F. The Board of Directors shall have the authority to establish Standing and Ad-Hoc Committees for any purpose they deem appropriate.

## **ARTICLE VI**

### **Committees**

#### Section 1. Standing and Ad-Hoc Committees

- A. The Board of Directors, at its first regular meeting after their election, shall name Standing Committees and their Chairperson(s). There shall be a Land Use Committee designated as a Standing Committee. Members of Standing Committees shall be named by the Committee chairperson(s) from among eligible Members of JPUN who 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.
- B. Any Member is eligible to serve on any Committee, except the Land Use Committee shall have one and only one Class B Member, unless there is no Class B Member willing to serve on the Land Use Committee. All reasonable efforts will be made to recruit Members to the Land Use Committee who have reasonable knowledge of neighborhood land use and development issues.
- C. Each Committee Member shall sit on the Committee for the duration of the calendar year ending at the time of the subsequent Board election.

1. After March 31st 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 shall be defined by the Board and announced to Membership as provided in Article V, Section 7.C above.
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 if necessary provided that the Committee Chair notifies all Committee Members of intent to hold an electronic vote via last known email address at least 5 days in advance of any such vote. Such vote shall be deemed valid if 2/3 of all registered Committee Members participate in the vote.

D. Chairpersons of ad hoc Committees shall serve at the request of the President, with confirmation of the Board.

E. Standing 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 of Committee Members present.

Section 2. Representatives to Other Organizations.

A. Representatives to other organizations shall be elected by the Board of Directors. 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 Board of Directors 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 Board of Directors meeting.

C. Representatives shall serve for a period of one year, until their resignation or until the first meeting of the Board of Directors 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 reelected at the discretion of the Board of Directors.

D. The representative shall report to the President, the Board of Directors 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 VII**

### **Contracts, Checks, Deposits, and Gifts**

Section 1. Contracts. The Board may authorize any Officer or Officers of the Organization in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. Such Officer or Officers shall sign all checks, drafts, all orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization, or Officers of the Organization and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or a Co-Treasurer and countersigned by the President or a Vice President of the Organization.

Section 3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for any purpose of the Organization.

## **ARTICLE VIII**

### **Conflicts of Interest**

Section 1. If any Member is aware that the Organization is about to take a public position on an issue or 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, fiduciary or other interest or position, including, without limitation, as a director, officer, shareholder, partner, member, beneficiary or trustee, such person shall disclose to the Board or Membership that he has a conflict of interest. The Member shall publicly declare their conflict of interest and shall not vote on the matter in any JPUN forum. Failure to declare a conflict of interest shall be grounds for immediate removal from all Membership privileges in JPUN.



**ARTICLE IX**

**Books and Records**

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its General Membership Meetings, Board, Committees having the authority of the Board, and the Membership Committee, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. Any Member, or his agent or attorney may inspect all books and records of the Organization, for any proper purpose at any reasonable time. Membership Records shall not be copied, transcribed, transmitted or otherwise released for publication without a 2/3 vote of the Board. The Board shall from time to time examine Membership Records and determine compliance with its policy on maintaining Membership in the Organization.

**ARTICLE X**

**Fiscal Year**

The fiscal year of the Organization shall begin on the 1<sup>st</sup> day of January in each year and end at midnight on the 31<sup>st</sup> day of December of the same year.

**ARTICLE XI**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII**

### **Dues**

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Organization by Members of each class, and shall give appropriate notice to the Members. The Board of Directors may also elect to have no dues or to allow for reduced or waived dues for reasons of hardship for Members.

Section 2. Default and Termination of Membership. When any Member is in default in the payment of dues for a period of one month from the beginning of the period for which such dues became payable, that Membership may thereupon be terminated by the Board of Directors as provided hereinabove.

## **ARTICLE XIII**

### **Amendment of Bylaws**

Section 1. Amending Bylaws. 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(s) to the General Members present, and cause it to be published prior to the next General Membership Meeting. 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 XIV**

---

Dissolution

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

**CERTIFICATE OF AMENDED BYLAWS**

I \_\_\_\_\_, the Secretary of the Jefferson Park United Neighbors, a Colorado not-for-profit Corporation, hereby certify: the foregoing bylaws comprising eighteen (18) pages, were adopted as the first amended bylaws of the Jefferson Park United Neighbors on \_\_\_\_\_, 2015.

Dated: \_\_\_\_\_, 2015

\_\_\_\_\_

By: \_\_\_\_\_

Secretary of Jefferson Park United Neighbors