

BY-LAWS OF THE SOUTH CITY PARK NEIGHBORHOOD ASSOCIATION (SCPNA)
(revised on July 15, 2015, effective January 1, 2016)

ARTICLE I
THE NEIGHBORHOOD

1. THE NEIGHBORHOOD. The association represents residents, owners of real property, and persons doing business within that part of the City and County of Denver, State of Colorado, contained within the following boundaries: East Colfax Avenue on the South, Colorado Boulevard on the East, East Twenty-Third Avenue on the North, and Josephine Street on the West.

ARTICLE II
OFFICES

1. PRINCIPAL OFFICES. The association may have such other offices, either within or outside the neighborhood as the Membership may designate from time to time.
2. REGISTERED OFFICE. The registered office of the Association may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by the Membership or by the Officers.

ARTICLE III
MEMBERS

1. MEMBERS. Residents, owners of real property, and persons doing business within the boundaries of the South City Park neighborhood, as defined in Article I (the "Neighborhood") shall be admitted to membership in the Association upon payment or waiver of the current non-refundable membership fee as may be established by the Membership from time to time, as follows:
 - a. Residents: every natural person at least 18 years of age with a primary residence in the Neighborhood is eligible for membership upon payment of the annual membership fee, or upon waiver of that fee as provided in this Article.
 - b. Owners of real property: every natural person or commercial entity that owns residential or commercial property in the Neighborhood is eligible for membership upon payment of the annual membership fee,
 - c. Persons doing business: every natural person or commercial entity that operates a business in the Neighborhood is eligible for membership upon payment of the annual membership fee,
 - d. The Treasurer or Membership Committee is authorized to waive membership fees for Residents based on ability to pay.

2. **ANNUAL MEETING.** The annual meeting of the members shall be held at such time each year as shall be established by the President. Unless changed by notice, the annual meeting shall take place at 7:00 p.m. on the third Wednesday in November.
3. **SPECIAL MEETINGS.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, and shall be called by the President at the request of one-fourth of the members.
4. **MEETING OF MEMBERS.** Unless changed by notice, meetings of the members shall take place at 7:00 p.m. on the third Wednesday in January, March, May, July, September, and November.
5. **QUORUM.** A quorum shall be the minimum number of members necessary to take a vote of the membership, using any means of voting allowed by these bylaws. Ten percent, but in no event less than twelve, of those members entitled to vote under Section 7 of this Article, who participate in a vote by casting a ballot, including a ballot indicating abstention, shall constitute a quorum. The number of votes constituting quorum shall be calculated once at the beginning of each year by the Treasurer, by multiplying the percentage of members necessary for quorum by the total number of members of the Association admitted to membership under Article III, Section 1, as of December 31st of the prior year. In the absence of a quorum, a vote shall have no effect and shall not constitute action by the organization or members as defined in Article III, Section 6 of these bylaws.
6. **MANNER OF ACTING.** If a quorum is met using any means of voting allowed in Article III, Section 7 of these Bylaws, the affirmative vote of the majority of members participating in the vote and entitled to vote on the subject matter shall be the act of the members.
7. **VOTING.** Unless otherwise provided by the Bylaws, each member admitted to membership as provided by Article III, Section I shall be entitled to vote upon each matter submitted to a vote. Voting by proxy shall not be permitted.
 - a. **Limitations on Voting:** No individual shall be permitted to cast more than one vote, even if that individual has been admitted to membership in more than one of the classes of membership listed in this Article III.
 - b. **Absentee Voting:** Voting on any question or in any election may be by an absentee ballot, which is defined as voting by electronic means or by use of a paper ballot outside of a regular membership meeting. Absentee ballots shall afford members the ability to vote either electronically or with a paper ballot presented within a reasonable time before a meeting.

The Membership Committee is authorized to create and implement a procedure for absentee voting. The procedures implemented for absentee voting shall provide for reasonable notice of the matter or matters being voted on, for safeguards to ensure

- votes are cast only by eligible members, and that no member is allowed to cast more votes than allowed by these bylaws.
- c. In-person Voting. Ballots used at in-person meetings shall include any physical card or paper indicating a member's entitlement to vote.
 - d. Dues may be paid at any time prior to the close of a vote to allow a person eligible for membership to vote.
8. **TERMINATION OF MEMBERSHIP.** Any member may be expelled from the Association by two-thirds vote of the members present at any regular or special meeting. In addition, failure to maintain membership status as stated in Article III, Section 1 shall result in loss of all membership rights.
9. **RESIGNATION.** Any member may resign by filing a written resignation with the Secretary of the Association but such resignation shall not relieve the member so resigning of any obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.
10. **TRANSFER OF MEMBERSHIP.** Membership in this Association is not transferable or assignable.
11. **NOTICE OF MEETINGS.** Written notice stating the place, day and hour of any meeting of members, and of the items of business to be considered, shall be delivered either personally, by mail, or Email to the members of the Association not less than seven (7) nor more than thirty (30) days before the date of such meeting by the direction of the President and Secretary of the Association. Any member may waive notice of any meeting either before, or after such meeting in any manner permitted by law.
12. **PLACE OF MEETING.** The President may designate any place within the Neighborhood, or not more than one mile outside of the boundaries of the Neighborhood for any meeting permitted by these bylaws.
13. **MINUTES OF MEETINGS.** Prior to any subsequent or special meeting of the Association, the Secretary shall notify the members of the Association that a copy of the business portion of the minutes of such annual or special meeting is available for inspection in the offices of the Association or available on the Association's website.

ARTICLE IV OFFICERS AND COMMITTEES

1. EXECUTIVE COMMITTEE. The business of the Association shall be administered and managed by an Executive Committee comprised of the elected Officers of the Association. The Chairpersons of Standing Committees shall be permitted to attend all meetings of the Executive Committee.
2. ELIGIBILITY AND NUMBER. All Officers and Standing Committee Chairpersons of the Association must be full time residents of the South City Park Neighborhood. The Officers of the Association shall be President, Vice-President, Secretary, and Treasurer.
3. ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected by the Membership no later than the last meeting of the calendar year, which shall be the annual meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
4. REMOVAL. Any officer or agent may be removed by the Membership whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.
5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term. In the event of a vacancy in the office of President, the Vice President shall succeed to the office of President for the unexpired portion of the term.
6. PRESIDENT. The President shall be the chief executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members. He or she may sign, with the Secretary or any proper officer of the association thereunto authorized by the vote of the Membership deeds, mortgages, bonds, contracts, or other instruments which the membership has authorized, except in cases where the signing and execution thereof shall be expressly delegated by the Membership or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Membership from time to time. The President shall serve without salary.
7. VICE PRESIDENT. The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Membership. The Vice President shall serve without salary.

8. SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the Membership in one or more books provided for that purpose or in an electronic repository; (b) see that all notices are duly given in accordance with the provisions of these Bylaws; (c) be custodian of the Association's records; (d) keep a register of the physical and mailing address of each member which shall be furnished to the Secretary by the Treasurer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Membership. The Secretary shall serve without salary.
9. TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipt for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with Article V of these Bylaws; (c) maintain the Membership list to be current and supply a copy of the same to the Secretary, President, and the Membership Committee; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned him or her by the President or by the Membership. The Treasurer shall serve without salary.
10. STANDING COMMITTEES. The Association shall maintain the following standing committees, comprised of volunteers who are also members of the Association, to support the effective administration and management of the Association's affairs.
 - a. Communications Committee: The Communications Committee shall manage and supervise the communications between the Association and its membership, including physical and electronic communications. The Communications Committee shall create a communication plan, to maximize the effective use of communication channels and frequency to the Associations' membership. The committee shall, as necessary, coordinate with the President to collect and disseminate information.
 - b. Membership Committee. The Membership Committee shall be responsible for recruiting and retaining members. The Membership Committee shall administer all matters related to membership, such as, maintaining (with the help of the Treasurer) a list of members to include members' mailing address, physical address, membership category, telephone number, and email address. If allowed by these bylaws, the Membership Committee shall be responsible for implementing procedures to conduct electronic surveys of the membership and to conduct remote voting.
 - c. Zoning Committee. The Zoning Committee shall be responsible for reviewing and evaluating each zoning variance application or liquor license application received from the City for properties within the boundaries of the Neighborhood. The Zoning Committee shall review each application, solicit and compile information reasonably necessary to assess the impact of the approval of each application on the

Neighborhood, and provide the underlying information and any recommendation by the committee to the membership prior to any membership vote on the issue. The Zoning Committee shall coordinate with the Communications Committee, as necessary, to disseminate this information to the membership and may use physical and electronic means of communication. The Zoning Committee may also consider and make recommendations to the Membership regarding issues of traffic and roads, and any changes to traffic-related infrastructure in the Neighborhood.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. **CONTRACTS.** The Membership may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. **LOANS.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Membership. Such authority may be general or confined to specific instances.
3. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Membership.
4. **DEPOSITS.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Membership or Officers may select.
5. **GIFTS.** The Membership may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose of or any specific purpose of the Association.
6. **CONTINGENCY FUND.** At all times the Association shall maintain a contingency fund to address occasions when actual revenues do not meet budgeted revenues. When feasible, the contingency fund shall be the greater of \$2,000 or one-half of the previous fiscal year's expenditures. Replenishing the contingency fund to this amount shall be given priority over all other non-budgeted expenditures.

ARTICLE VI NONDISCRIMINATION

The officers, directors, committee members, employees and any persons serving or served by the Association shall be selected entirely without discrimination based on any class protected

by the ordinances of the City and County of Denver or the laws of the State of Colorado or the United States.

ARTICLE VII BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Membership and committees having any of the authority of the Membership.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of votes cast using any means of voting authorized by the bylaws if quorum is attained.