

**WEST COLFAX ASSOCIATION OF NEIGHBORS
BY-LAWS**

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ARTICLE I – NAME AND AREA SERVED

Section 1. Name: The organization shall be called the West Colfax Association of Neighbors. The organization will also do business under the acronym “WeCAN.”

Section 2. Area Served: The Organization shall concentrate its concern and draw its members from the neighborhood commonly known as West Colfax. The organization shall focus its concern on the area bounded by 17th Avenue to the north, Federal Boulevard to the east, Lakewood Dry Gulch to the south, and Sheridan Avenue to the west.

ARTICLE II – PURPOSES AND OBJECTIVES

Section 1. Purposes:

1. Solve problems in the neighborhood as identified by the organization
2. Provide communication on current needs and happenings within the neighborhood
3. Encourage appropriate redevelopment
4. Reduce crime and promote a safe neighborhood
5. Provide a forum for issues and concerns while educating and informing neighbors
6. Promote environmentally friendly projects and green building

Section 2. Objectives:

1. To promote harmony and communication among persons in the area served
2. To promote inclusion and diversity
3. To communicate with the city regarding area needs
4. Cooperation with other Registered Neighborhood Organizations and other area organizations
5. To facilitate communication with all members of the area served through meetings, newsletters, and website

ARTICLE III – Board of Directors

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

1. 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. 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.

2. Selection: The members of the Board of Directors shall be volunteers who are elected by a majority of the general members in attendance at the regular membership meeting in the month of December every year. Up to thirty (30) nominees with the highest total numbers of votes 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 through a vote of the general membership at any regularly scheduled membership meeting.

3. Responsibilities: It shall be the responsibility of the Board of Directors to:

a. Propose specific objectives for each calendar year and committees to achieve these objectives and act as the impetus for general membership meetings

b. Propose the agenda for the 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

4. Meeting Schedule: The Board of Directors shall hold regular meetings, and shall meet at least six times annually.

5. Open Meetings: The general membership is encouraged to attend Board of Directors meetings. Input from the general members in attendance at BOD meetings will be solicited before all board votes.

Section 2. Notice: Notice is to be given of each meeting of the Board of Directors stating the place, day, and hour of the meeting, and shall be provided to members of the organization and posted in at least one public location in the neighborhood and on the official web site, 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:

1. Co-Presidents (2). The Co-Presidents shall preside at all meetings of the general membership of the organization and all the meetings of the Board of Directors, shall serve as the primary liaison to city offices, shall be members of the Board of Directors. The Co-Presidents 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.

2. Vice-president. The vice-president shall assume the duties of the Co-Presidents in the absence of one or both Co-Presidents, and shall, at the request of the Co-Presidents, assist in the performance of their duties. In the event that one or both Co-Presidents cannot complete their term the vice-president shall serve out the remainder of said term.

3. Secretary. The secretary shall keep records of the membership of the organization (including a list of current members), establish a quorum of the officers, keep the minutes of the meetings, and see that the communications of WeCAN are relayed to appropriate parties in a timely manner.

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

5. President Emeritus. The President Emeritus shall be a Past Co-President elected for the purpose of mentoring the new Co-Presidents and Board of Directors in an effort to provide consistent leadership to the organization and assist in developing strong new leadership.

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 other officers, assistant officer or agents, including 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.

1. Officers and Board members may nominate themselves and be elected by a majority of the general membership in attendance at a membership meeting.

2. 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 year.

Section 6. Removal of Officers and Board Members:

1. An officer or board member shall be automatically removed:

- a. Upon loss of membership in the organization
 - b. Upon a two-thirds vote by general members present at a scheduled general membership meeting
 - c. Upon failure to comply with an attendance policy announced by the Board of Directors
2. 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.
3. The motion to remove shall be voted upon at the successive general membership meeting, after a period of discussion in which those favoring 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.

1. Any member is eligible to serve on any committee.
2. The Board of Directors, at its first regular meeting after their election, shall name standing committee chairperson(s) from eligible members of WeCAN 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.
3. Each committee member shall sit on the committee for the duration of the calendar year ending December 31 of the same year.
 - a. After March 1st of the same year, any addition of committee members shall require a majority vote of the standing committee at any regularly scheduled meeting.
 - b. 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.

c. Participation via telecommunications 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.

d. 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.

4. The Board president elected by the committee members shall appoint Chairpersons of standing committees. Chairpersons of ad hoc committees shall be appointed by the president.

5. 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

1. Representatives to other organizations shall be elected by the general membership. Any member is eligible to serve as a representative to another organization.

2. 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.

3. 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.

4. 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.

5. 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 WeCAN 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 representatives need not seek direction from this organization.

ARTICLE V – MEMBERSHIP

Section 1. Members shall include:

1. All persons who own, rent, or lease property within the area served shall be eligible for membership in the organization.

2. Any other person 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.

3. 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.

4. It shall be the responsibility of members to register as members on an annual basis.

5. It shall be the privilege of 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.

6. New members shall be allowed to vote at the first meeting following registration.

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.

ARTICLE VII – AMENDMENTS TO BY-LAWS

Section 1. Amendments

1. 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.
2. Proposed amendments shall be voted upon at the subsequent general membership meeting, and shall become effective upon a two-thirds vote of the general membership 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 a 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 vote of the membership of the Board of Directors.