

**WEST COLFAX ASSOCIATION OF NEIGHBORS
BYLAWS**

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ARTICLE I – NAME AND AREA SERVED

Section 1 – Name

The organization shall be called the West Colfax Association of Neighbors, will do business under the acronym “WeCAN”, and will be referred to herein as “WeCAN”.

Section 2 – Area Served

WeCAN shall concentrate its efforts on, and draw its members from, the neighborhood listed in the City of Denver’s map as “West Colfax.” The organization’s boundaries shall, roughly, be considered 17th Avenue to the north, Federal Boulevard to the east, Lakewood Dry Gulch to the south, and Sheridan Avenue to the west. A detailed map of the organization’s boundaries may be found in Figure 1:

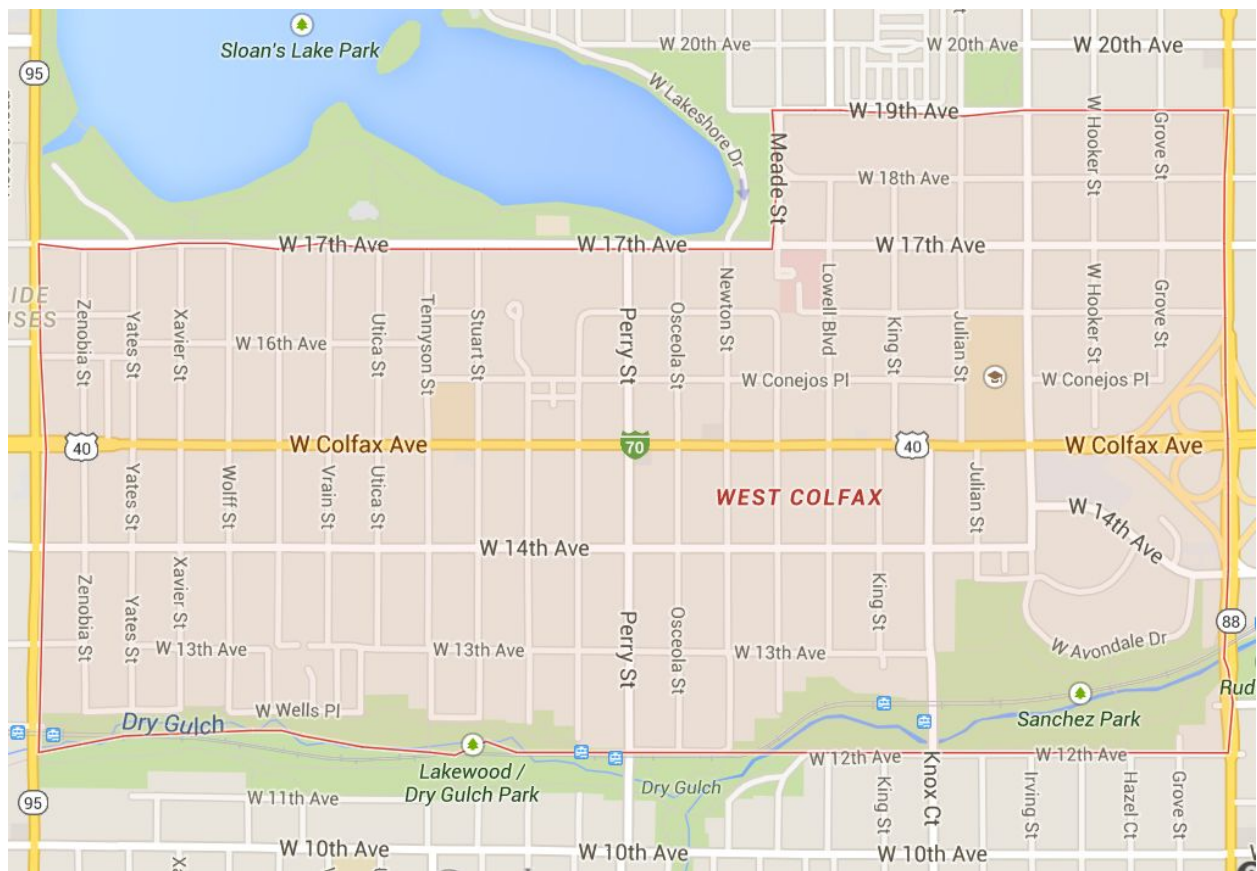


Figure 1

ARTICLE II – PURPOSES AND OBJECTIVES

Section 1 – Purposes and Objectives

WeCAN’s purposes and objectives shall consist, without limitation, of the following:

- A. Provide a forum to discuss issues, concerns, and opportunities involving the neighborhood;
- B. Promote solutions to solve problems in the neighborhood as identified by WeCAN;
- C. Facilitate community discussions on redevelopment and rezoning;
- D. Promote a safe neighborhood through community partnership and outreach;
- E. Encourage sustainable practices through education and community involvement;
- F. Build community by providing opportunities for social interactions amongst neighbors;
- G. Acknowledge, encourage, and appreciate the benefits of an inclusive and diverse neighborhood;
- H. Provide information regarding general topics of neighborhood concern;
- I. Promote harmony and communication among persons in West Colfax;
- J. Promote inclusion and diversity;
- K. Communicate with the city regarding neighborhood needs;
- L. Cooperate with other Registered Neighborhood Organizations and other area organizations; and
- M. Facilitate communication with all members of the area served through meetings, newsletters, and a website.

ARTICLE III – Board of Directors

Section 1 – General Powers

The Board of Directors (“Board”) shall manage WeCAN’s business and affairs, except as otherwise provided by these bylaws.

A. Number: The Board shall consist of five (5) Officers and up to fifteen (15) Board Members, selected from members of WeCAN. Board Members will include two Co-Presidents, a Vice President, a Treasurer, at least one Secretary, committee chairpersons of the standing committees, and members-at-large who will serve on at least one of the standing committees.

B. Selection: Members of the Board shall be volunteers elected annually, every November, by a majority of WeCAN’s general members in attendance at a general membership

meeting (“general meeting”). Up to thirty (30) nominees with the highest total number of votes sit on the Board. A Board Member’s term shall run from January 1 to December 31 of the calendar year immediately following their election.

1. **Responsibilities:** It shall be the responsibility of the Board to:

- a. Propose specific objectives for each calendar year;
- b. Create committees to achieve each identified objective;
- c. Hold regularly scheduled general meetings; and
- d. Propose agenda items for general meetings.

2. **Meeting Schedule:** The Board shall hold regular meetings (“Board meetings”), and shall meet at least six times annually. The Board shall meet in the first quarter of the year to set the calendar of meetings and events for the upcoming year.

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

Section 2 – Notice

Notice of each Board meeting shall state the place, date, and time of the meeting, and shall be provided to members of the organization. It shall also be on the official website, and given to each Board Member at least five (5) days prior to the meeting.

Section 3 – Quorum

A simple majority of the Board shall constitute a quorum for the transaction of business at any Board meeting. The vote of a majority of the Board members at a Board meeting, at which a quorum is present, shall count as an act of the Board.

Section 4 – Officers

The officers of the organization and their respective duties are:

A. **Two (2) Co-Presidents.** The Co-Presidents shall preside at all general meetings, all Board meetings, and shall serve as the primary liaison to city offices. The Co-Presidents shall have the authority to call special meetings of the Board, and to establish or decommission ad hoc committees and appoint members to such committees as is necessary to manage WeCAN’s business.

B. **Vice-president.** The Vice-President shall assume the duties of the Co-Presidents in the absence of one or both of the Co-Presidents, and shall, assist in the performance of one or

both of the Co-Presidents' duties upon request. In the event that one or both Co-Presidents cannot complete their term, the Vice-President shall serve out the remainder of said term.

C. **Secretary.** The Secretary shall keep records of WeCAN's membership (including a list of current members), establish a quorum of the officers at Board and general meetings, keep the minutes of the Board and general meetings, and see that the communication of WeCAN is relayed to appropriate parties in a timely manner.

D. **Treasurer.** The Treasurer shall collect all monies due to WeCAN and deposit them in an account approved by the general membership. The treasurer shall also pay all outstanding debts and report regularly the financial status of the organization to the Board. The Treasurer shall file all necessary documentation with the city to maintain WeCAN's 501(c)(3) status and compliance, if any, with Denver's Revised Municipal Code, Chapter 12, Art. III, with regard to Registered Neighborhood Organizations.

Section 5 – Selection of Officers

The officers shall be selected from among the WeCAN Board. The Board may also elect or appoint other officers, assistant officer or agents, including Chairman of the Board, as they see fit. No person shall hold more than one office at any time.

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

B. An officer's term shall run from January 1 to December 31 of the calendar year immediately following their election. The terms of all elected officials shall run from the date of their election until December 31 of said year.

C. In the event Officers and/or Board Members leave the organization or move outside its boundaries, the Board will appointment Officers and/or Board Members to complete the remainder of the former Officers' and/or Board Members' terms.

Section 6 – Removal of Officers and Board Members

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

1. Upon loss of voting membership in the organization;
2. Upon an affirmative vote of two-thirds or more of the remaining Board Members present at a scheduled general meeting; and/or
3. Upon failure to comply with the attendance policy as set forth in the Bylaws.

B. The Board may hold an electronic vote between regular Board meetings. Electronic voting shall be open for a period of one (1) week from the date votes are requested, and vote results, including member name and vote, shall be sent via email to all standing committee members within forty-eight (48) hours of the close of the voting period. 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.

ARTICLE IV – COMMITTEE AND REPRESENTATION

Section 1 – Committee

A. Any member is eligible to serve on any committee, unless the Board determines that there is a conflict of interest.

B. Each committee member shall sit on the committee for the duration of the calendar year ending December 31 of the same year.

1. Committee member terms may be terminated for non-participation. Non-participation is defined as failure to attend, in person or via telecommunication, at least 50% of all regularly scheduled meetings per quarter, and/or failure to vote in at least 50% of all committee votes within any contiguous four-month period.

Section 2 – Representation

A. The Board representative of the committee, elected by the committee members, shall appoint Chairpersons of standing committees. Chairpersons of ad hoc committees shall be appointed by one or both of the presidents.

B. Committees will meet as determined by the Chair. 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 appointed by the Board. Any member is eligible to serve as a representative to another organization.

B. Representatives shall serve for a period of one (1) year, until their resignation, or until the first general meeting of the year following the year they are elected, whichever comes first. In the event of resignation, the Board shall appoint a representative to complete the term.

C. The representative shall report to the Co-Presidents and the Board of WeCAN regularly, verbally or in writing, concerning the activities of the organization to which they are assigned.

ARTICLE V – MEMBERSHIP

Section 1 – Membership

WeCAN's voting members shall include:

A. All persons ages 18+ who own, rent, or lease property within the West Colfax neighborhood.

B. One (1) representative for each business, public institution, or non-profit organization that operates within the West Colfax boundaries.

C. All others can attend a general meeting and receive WeCAN's newsletter, but are not eligible to cast a vote.

D. Upon completion of a registration form, online or at a general meeting, and satisfaction of the qualifications listed in subsections A-C above, an individual or representative shall become a member of WeCAN.

E. It shall be the responsibility of WeCAN's members to register as members on an annual basis.

Section 2 – Voting Procedures

A. It shall be the privilege of every voting member to cast one vote electronically as directed by WeCAN; 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 meetings or directly to members of the Board; and to seek the assistance of WeCAN concerning matters set forth in the Article II above.

B. Electronic voting will be open for no less than two (2) weeks. If voting is completed in less than two (2) weeks however, WeCAN will send a status update and not take a position. Voting members will be notified electronically of an upcoming vote no less than one (1) week prior to the vote's commencement. There must be a 5% margin in order for WeCAN to take a position on a vote. Any letters sent in support or opposition will include voting results.

ARTICLE VI – CONDUCT OF BUSINESS

Section 1 – General Meetings

General Meetings shall be held at least quarterly at a time and place designated by the Board, and shall be communicated to all members. Any change in the time and place of general meetings shall be announced at the Board meeting.

ARTICLE VII – AMENDMENTS TO BYLAWS

Section 1 – Amendments

A. Proposed amendments to these bylaws may be submitted in writing to the Co-Presidents as new business at any general meeting, at which time the Co-Presidents shall announce the proposed amendment to all general members present, and have the proposed amendment published before the next general meeting.

B. Proposed amendments shall be voted upon at the subsequent general meeting, and shall become effective upon an affirmative vote of two-thirds or more of the voting membership in attendance.

ARTICLE VIII – CONFLICTS OF INTEREST

If any person who is a Board member or officer of WeCAN, is aware that the organization is about to enter into any business transaction directly or indirectly with such person, any member of their family, or an entity in which they have 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 they have a conflict of interest. After disclosing the existence of a conflict of interest they 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 who discloses such a conflict of interest to vote on the matter in question.

ARTICLE IX – DISSOLUTION

The association may be dissolved by an affirmative vote of two-thirds or more of the Board.