

**SECOND AMENDED AND RESTATED BYLAWS
OF
WEST WASHINGTON PARK NEIGHBORHOOD ASSOCIATION**

**ARTICLE I
NAME**

The name of the corporation is WEST WASHINGTON PARK NEIGHBORHOOD ASSOCIATION ("WWPNA" or the "Association"). The principal office shall be maintained in Denver, Colorado at such address as shall be determined from time to time by the Board of Directors ("Board"). The "WWPNA Neighborhood" shall be that area bounded by the center of Broadway Street on the West, the center of Downing Street on the East, Cherry Creek on the North and I-25 on the South, as set forth on the Exhibit attached hereto.

**ARTICLE II
PURPOSE**

The purposes for which WWPNA is formed is:

1. as provided in the Corporation's Articles of Incorporation, and any amendments thereto, filed with the Department of State of Colorado ("Articles of Incorporation"), and these Bylaws;
2. promote the health, safety and welfare of residents of the WWPNA Neighborhood;
3. provide representation before governmental and public bodies and officials;
4. take public positions on issues affecting residents, and owners of real property, of the WWPNA Neighborhood; and
5. in general, to preserve and enhance the WWPNA Neighborhood in accordance with the West Washington Park Neighborhood Plan adopted by the City and County of Denver and any amendments thereto.

**ARTICLE III
MEMBERSHIP AND MEETINGS OF MEMBERS**

1. **Eligibility and Classes of Membership.**

- A. Eligibility.** Each natural person over the age of 18 who resides in, or who owns, residential property within the WWPNA Neighborhood may be a member ("Member") of the Association. Any Business ("Business") with a location within the WWPNA Neighborhood may join the Association as a Friend of WWPNA.

B. Classes. Membership shall be divided into the following classes, the definition of which may be changed from time-to-time by the Board:

- (i) **General Member:** Each natural person over the age of 18 who resides in, or who owns, residential property, within the WWPNA Neighborhood is a General Member of the Association.
- (ii) **Paid Member:** General Member(s) may, at his or her option, become a Paid Member(s), entitling the General Member(s) of one household to be Voting Member(s) and to the rights and responsibilities of Paid Membership. The Paid Member shall list the names of all General Members of the same household on the membership application, and at the time of each annual renewal.
- (iii) **Voting Member:** Each General Member is eligible to be a Voting Member. Payment of the annual membership fee must be made one month prior to an election of the Board of WWPNA or, the annual membership fee shall have been paid in one month of the last 13 months prior to such an election, if such paid membership has lapsed as of the date of the election. When one or more General Members reside in one household, Paid Membership shall entitle each member of the household to vote, when listed on the membership application.
- (iv) **Friend of WWPNA:** A Business may join the Association as a "Friend of WWPNA", a nonvoting class of membership that shall have no entitlement to vote, to nominate for or serve on the Board nor serve as officer of the Association.
- (v) **Honorary Members:** The Board may confer the title of Honorary Member upon any person or entity. Honorary membership shall have no entitlement to vote, to nominate, to serve on the Board nor as an officer of the Association.

C. Dues. Dues for each of class of membership shall be payable annually, and shall be due on or before the expiration of one year from the date of membership. ("Due Date").

2. Termination and Resignation of Membership.

A. Any Member may resign by giving a written resignation to WWPNA, but no refund shall be given as a result of any resignation or termination.

B. Membership shall terminate automatically if annual dues are not received by WWPNA within 30 days after the Due Date, or at such time that the Member is no longer a resident, business owner or property owner within the WWPNA Neighborhood.

C. The Board, by affirmative vote of 2/3 of Board members present at a duly constituted meeting, may suspend or terminate a Member of any class of membership for cause, but only after 15 days' prior notice to the Member (stating the reason therefore) and an opportunity to be heard, orally or in writing.

3. **Meetings.**

A. **Annual Meetings.**

(1) Annual Meetings of the Members shall be held at a date, time and place to be designated by the Board. At each Annual Meeting, the Voting Members shall elect Directors to fill vacancies and conduct such other business as may properly come before the meeting.

(2) Order of Business at Annual Meetings.

- a. Call to order.
- b. Approval of minutes of the prior annual meeting.
- c. Treasurer's report.
- d. Report of committees.
- e. Deferred, unfinished or new business.
- f. Nomination and election of directors.
- g. Adjournment.

B. **Special Meetings.** Special Meetings of the Members may be called at any time by the President or by a majority of the Board. WWPNA shall also hold a Special Meeting if it receives a written demand for a Special Meeting signed by not less than Members having ten percent (10%) of the votes.

C. **Meetings of Members and Directors** may be held at such places within the State of Colorado as may from time to time be designated by the Board.

4. **Notice of Meetings.** Written notice of each meeting of the Members shall be given to Paid Members by, or at the direction of, the Secretary or Person authorized to call the meeting, not less than ten (10) days in advance of such meeting, if sent by first class mail, or not less than 30 days nor more than sixty (60) days if mailed by other than first class mail. Notice of meetings may be included in any newspaper, magazine, newsletter, electronic communication, or other publication sent to the current list of Paid Members. Such notice shall state the time and place of the meeting, any proposed amendment to these Bylaws or the Articles of Incorporation, dissolution, and any proposal to remove a Director. The notice of any Special Meeting must also state the purposes of the meeting, and business conducted thereat is limited to the stated purposes.

5. **Quorum.**

A. A quorum shall be present throughout any meeting if fifteen percent (15%) of the Paid members are present, in person or by proxy, at the beginning of the meeting.

B. Unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or by statute, all matters coming before a meeting of Members at which a proper quorum is in attendance, in person or by proxy, shall be decided by the vote of a majority of the votes validly cast at such meeting.

6. **Proxies.** Votes may be cast pursuant to a proxy duly executed by a Voting Member in accordance with C.R.S. Section 7-127-203. The Board may restrict proxies to a reasonable format, or to a specific form that is adopted and distributed to all Paid Members in advance of any Members meeting. All proxies shall be filed with the President or Secretary before or at the time of the meeting.

7. **Voting Rights.** Each Voting Member shall be entitled to one vote for the election of each Director, and one vote on each issue submitted to the Members at any Annual or Special Meeting called for such purpose. Cumulative voting shall not be permitted.

8. **Liability to Third Parties.** Members, Directors, Officers and employees are not, as such, liable for the acts, debts, liabilities or obligations of WWPNA, in accordance with C.R.S. Section 7-126-103 and 303.

**ARTICLE IV
NUMBER AND TERM OF OFFICE OF BOARD**

1. **Number and Qualification.** The affairs of WWPNA shall be managed by a Board of thirteen (13) Directors, one of whom shall be the immediate past President (“President *Emeritus*”) who completed his/her term. Directors must be Voting Members at the time of election.

2. **Term of Office.** Six (6) of the Directors shall be elected to a two year term each Annual Meeting. Each Director shall serve until the end of his/her term, or his/her earlier death, disqualification, resignation or removal from office. Membership on the Board shall cease 30 days after the termination of a Director’s Paid Membership in WWPNA, or immediately upon the removal of any Director from his or her office.

3. **Removal; Replacement.** Paid Members, by a 75% vote of all votes cast at any meeting of the Members at which a quorum of Paid Members is present, may remove any Director with or without cause. Grounds for removal may include a Director’s failure to attend 3 or more consecutive meetings of the Board. In the event of death, resignation or removal of a Director, his or her successor shall be selected by a majority of the remaining Directors, whether or not such remaining Directors constitute a quorum, and shall serve until the original term expires.

4. **Compensation.** No Director shall receive compensation from WWPNA for serving on the Board of Directors. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties, and Directors may be paid for serving in a capacity other than Director.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

1. **Nomination.** Nomination for election to the Board may be made by a Nominating Committee appointed, from time to time, by the President with approval by the Board. The President *Emeritus* shall serve as the Chair of the Nominating Committee. Nominations may also be made from the floor by any Voting Member.

2. **Election.** Election to the Board shall be by a written ballot, unless there are no contested elections. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF BOARD

1. **Regular Meetings.** Regular meetings of the Board shall be held not less often than ten (10) times per year, without notice, at such date, place and hour as may be fixed from time to time by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held within seven (7) days of the regular meeting date on a day which is not a legal holiday.

2. **Special Meetings.** Special meetings of the Board shall be held when called by the President, or by any three (3) Directors, after not less than 72 hours' notice to each Director delivered personally or by fax or email or other electronic means, or after not less than 120 hours after being sent by first class mail to the Director's address on file with the Association. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute waiver of notice.

3. **Quorum; Actions of Board.** A quorum is deemed present throughout any meeting of the Board if Persons entitled to cast fifty percent (50%) of the votes on the Board are present at the beginning of the meeting. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. If less than a quorum is present, a majority of the Directors present may adjourn the meeting to another time and place. Notice of such meeting, including date, time and place, shall be duly delivered by electronic or regular mail.

4. **Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting if every Director in writing, which shall include by means of electronic transmission by email or facsimile, either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary at a meeting. Any

action so approved in compliance with C.R.S. Section 7-128-203 shall have the same effect as though taken at a meeting of the Directors.

5. **Telephonic Meetings.** The Board may permit any Director to participate in a Board meeting through any means of communication by which all Directors participating in the meeting can hear each other during the meeting. A Director participating in this manner shall be deemed to be present at the meeting.

6. **Proxies.** Directors shall be entitled to vote by proxy at meetings of Directors in accordance with C.R.S. 7-128-202 and 7-128-205 (4).

ARTICLE VII POWERS AND DUTIES OF THE BOARD

1. **Powers.** The Board shall have power to:

A. Exercise for WWPNA all powers, duties and authority vested in or delegated to it and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation; or as may otherwise be given to it by law, and every other right or privilege reasonably to be implied therefrom or reasonably necessary to effectuate any such right or privilege.

B. Employ an executive director, independent contractors, or such employees as they deem necessary, and prescribe their duties.

C. Procure and maintain insurance.

D. Sell advertising for newsletters, events, etc., and obtain other sources of revenue.

2. **Duties.** It shall be the duty of the Board to:

A. File WWPNA's annual registration and pay the required filing fee with the Colorado Secretary of State.

B. File semi-annually (by January 1 and July 1) with the Denver Planning and Community Development Office, as required; and communicate all changes in the Board or Officers within 30 days.

C. File annually with U.S. Postal Service and pay a post box fee.

D. Cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such statement is requested in writing by Members entitled to cast at least one-fourth (1/4) of the votes at such meeting.

E. Keep financial records sufficiently detailed to enable WWPNA to operate in a reasonable manner and file in a timely manner any required federal and state tax returns.

F. Invest WWPNA funds subject to any investment policy the Board may adopt which reflects the basic investment objectives of diversity, safety, liquidity and income return. At least annually, the Board shall make available to the Members a listing on an itemized basis as to amount, type and rate of return, of the instruments, funds and accounts in which funds are invested or deposited.

G. Elect, supervise all Officers, agents, and employees, and see that their duties are properly performed, in accordance with these Bylaws.

H. Make available to Members current copies of the Articles of Incorporation, these Bylaws, the books, records and financial statements of WWPNA for any appropriate purpose, at the Member's expense. The Board is authorized to adopt reasonable policies for Members who request a review of the books and records.

Any of the aforesaid duties may be delegated by the Board to any other Person(s). No loans may be made by WWPNA to any Officer or Director.

3. Removal of Board Member. The Board shall, upon the motion of any Board Member, determine whether it is appropriate to remove a Board Member for cause. "For cause" shall include, but not be limited to, a breach of fiduciary duty or two unexcused absences from regularly scheduled Board meetings. Upon motion, the Board shall give the affected Board Member written notice of such action at least seven (7) days prior to any meeting to discuss the motion for removal. The affected Board Member shall be given a reasonable opportunity to be heard with regard to the cause for removal. A vote to remove a Board Member requires a two-thirds vote of the Board, without regard to a quorum being present for such vote.

ARTICLE VIII OFFICERS AND THEIR DUTIES

1. Enumeration of Offices. The Officers shall be a President (who shall have served at least one year on the Board), a Vice-President, a Secretary and a Treasurer, all of whom shall be chosen from the Board of Directors.

2. Election of Officers. The election of Officers shall take place at the first meeting of the Board following each Annual Meeting of the Members, or as soon thereafter as is reasonable. The election of officers shall be by majority vote of the Board.

3. Term. The Officers shall be elected annually by the Board and each shall hold office for one (1) year or until a successor is elected and installed, unless the Officer shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.

4. **Special Appointments.** The Board may elect other Officers as required by the affairs of the Association, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

5. **Resignation and Removal.** Any Officer may be removed from office, with or without cause, by a two-thirds vote of the Board. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. **Vacancies.** A vacancy in any office may be filled by election by the Board. The Officer elected to such vacancy shall serve for the remainder of the term of the Officer replaced.

7. **Duties.** The duties of the Officers, which are delegable to other persons or any Executive Director, are as follows:

A. **President:** The President shall preside at all meetings of the Board and Members; shall see that orders and resolutions of the Board are carried out; shall sign all contracts, leases, and other written instruments; and co-sign or authorize a designated agent to co-sign promissory notes and checks.

B. **Vice-President:** The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice-President by the Board.

C. **Secretary:** The Secretary or a designated agent shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall serve notice of meetings of the Board and of the Members; shall keep appropriate current records showing the names of the Paid Members together with their addresses; and shall perform such other duties as required by the Board.

D. **Treasurer:** The Treasurer or a designated agent shall receive and deposit in appropriate bank accounts all monies and shall disburse such funds as directed by resolution of the Board; shall sign checks; shall keep proper books of account; and shall prepare monthly reports and an annual budget to be presented to the Board. All payments over \$100.00 shall require (1) prior authorization by the Board; and all payments over \$200.00 shall also require a co-signature on the check by one other Officer.

**ARTICLE IX
COMMITTEES**

1. The President, with the approval of the Board, may appoint a Nominating Committee.
2. A Zoning Committee, Land Use and Transportation Committee, Historic Preservation Committee, Membership Committee, Communications Committee, and House Tour Committee each shall, to the extent necessary and appropriate, be standing committees of WWPNA. The chairperson for each such committee shall be selected by majority vote of the members of such committee. Each committee also shall have the right upon majority vote of the committee members to fill any vacancy in the chairperson's position and to remove the chairperson, provided that prior to any vote to remove a committee chairperson such individual first shall have had an opportunity to address the committee and provide reasons why such chairperson believes removal would not be in the best interest of the committee. Any deadlock in the vote of committee members to remove or replace a committee chair shall be resolved by determination of the President, who shall have the final authority in the instance of a deadlock to appoint a committee chair for all WWPNA committees. For purposes hereof, a deadlock shall mean that the majority of committee members present (in person or by proxy to another Voting Member who is a member of the applicable committee) is evenly split on yes and no votes for removal.
3. Such other *ad hoc* committees as may be appointed by the President with the approval of the Board shall also be authorized.
4. Members of each committee shall include one or more Directors, and members must also be Voting Members of WWPNA. Each committee chairperson shall have the authority to admit new committee members to such committee without the consent of the Board; provided, however, that at least twice per year each committee chairperson shall provide the Board with a list of committee members.

**ARTICLE X
AMENDMENTS**

These Bylaws may be amended, at an Annual or Special meeting of the Members, by a vote of a majority of the votes of a quorum of Voting Members present in person or by proxy.

**ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Association shall indemnify every Director, Officer, agent and employee, and any former Director, Officer, agent and employee, against all loss, costs and expenses, including attorney's fees, reasonably incurred in connection with any action, suit, or proceeding to which such person may be made a party by reason of being or having been such a Director, Officer, agent or employee of the Corporation, in accordance with the Articles of Incorporation.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of shall begin on the first day of April and end on the last day of March of every year.

CERTIFICATION

I, the undersigned, hereby certify:

That I am the duly elected and acting Secretary of WWPNA, a Colorado nonprofit corporation, and that the foregoing Second Amended and Restated Bylaws constitute the Second Amended and Restated Bylaws of said corporation, as duly adopted at a meeting of the Members thereof, held on April 19, 2006..

Signed this ____ day of _____, 2006.

Secretary (signature)