

BYLAWS OF WEST THIRTY EIGHTH AVENUE NEIGHBORHOOD ASSOCIATION  
(hereinafter referred to as "W38NA")

DEFINITIONS

A. The word "written" shall be construed to include mail, e-mail, and fax.

ARTICLE I  
Office

The principal office of the corporation shall be located in Denver, Colorado.

ARTICLE II  
Neighborhood Boundaries

The geographic boundaries for West 38<sup>th</sup> Avenue Neighborhood Association shall be North, 39<sup>th</sup> Ave; South, 37<sup>th</sup> Ave; East, Federal Boulevard; West, Sheridan Boulevard. All the defined boundaries are located in the City and County of Denver, Colorado.

ARTICLE III  
Purposes

The purposes of the corporation will be to administer and distribute its funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (of the equivalent section of any future internal revenue law), consistent with the following purposes:

W38NA is an organization which brings people together to share in (a) preserving the past, (b) improving the present, and (c) planning for the future of the West 38<sup>th</sup> Avenue Neighborhood. This will take place in a sharing, cooperative and social atmosphere. More specifically, W38NA will:

- (1) Provide a powerful, unified voice for the neighborhood, bringing business owners and neighbors together for healthy, cohesive community growth.
- (2) Promote a sense of neighborliness;
- (3) Work to improve the physical appearance of the neighborhood, as the corridor becomes "Main Street" in the center of the North Denver community.
- (4) Promote a safe and secure environment with improved traffic and parking management.
- (5) Promote a positive image of the neighborhood and develop W38NA's identity as a destination.
- (6) Work on specific neighborhood issues;
- (7) Encourage representation and cooperation among diverse groups. Unify neighborhoods and become a hub of communication between neighbors, communities and groups.

ARTICLE IV  
Board of Directors

Section 4.1. General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act or the Articles of Incorporation. The board of directors shall determine the manner in which the corporation's funds shall be distributed, consistent with the corporation's charitable and educational purposes.

Section 4.2. Number, Tenure and Qualifications. The number of directors of the corporation shall be no fewer than four (4), and shall consist of the elected President, Vice President, Treasurer, and Secretary, and the board committee chairs as defined in Section 4.13. Directors shall be at least 50% residents living within the boundaries of W38NA, and at least 40% community business owners within the boundaries of W38NA, and shall be regular or senior members in good standing of the association as defined in Article V, Section 5.2(1) and (2). Directors shall be removable in a manner provided by the statutes of Colorado.

Section 4.3. Vacancies. Any director may resign by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified in the written notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office.

Section 4.4. Regular Meetings. The board of directors may designate the time and place for the holding of an annual meeting and any additional regular meetings without other notice than such resolution.

Section 4.5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any three directors.

Section 4.6. Notice of Meeting. Notice of a special meeting shall be given at least two days previously thereto by written notice delivered personally, emailed or mailed to each director at his/her home address, or by notice given at least two hours previously by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 4.7. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Should a quorum not be obtained, an action of the board can be obtained by a telephone or e-mail poll as defined in Section 4.12.

Section 4.8. Attendance. A director that fails to attend four (4) regular meetings of the Board of Directors during any fiscal year shall be automatically removed. A vacancy shall be declared to exist and filled in accordance with these bylaws. The board may, at its discretion, waive the application of this requirement in individual cases.

Section 4.9. Manner of Action. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 4.10. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of any such action.

Section 4.11. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors, and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Colorado Nonprofit Corporation Act.

Section 4.12. Meetings by Telephone. Members of the board of directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Telephone and e-mail polling may be used to obtain and record the preferences of directors on an issue, if every reasonable method is used to notify each director, and responses are obtained from not less than a majority of all directors. A written log shall be maintained by the Secretary of all contacts and attempted contacts, and shall include the date, time, summary of discussion (if any), and votes (if any).

Section 4.13. Committees:

(1) Board Committees. The board of directors may designate board committees. A board committee shall consist of no fewer than two (2) W38NA members. A chair and a co-chair of board committees shall be selected by the board. A board committee shall have a seat on the board with one vote, which may be cast by the chair or the co-chair.

(2) Advisory Committees. The board of directors may designate committees to advise the board. Advisory committees shall not have a seat on the board.

Section 4.14. Nominating Committee. The board of directors shall create a nominating committee consisting of five (5) members. No more than three (3) persons on the nominating committee shall be members of the board. The nominating committee shall be created no later than March of each year. The nominating committee shall suggest a slate of officers and present its recommendations to the membership at the April regular meeting. Nominations may also be made from the floor by the membership at the regular meeting. Any member in good standing is eligible for nomination as a candidate for election including the members of the nominating committee.

Section 4.15. Special Funds. The board of directors may establish segregated funds or accounts to which donations to the corporation may be allocated. These special funds shall be limited to specific purposes within the general purposes of the corporation.

Section 4.16. Contracts. The board shall have the power to authorize any officer or agent to enter into a contract or execute and deliver any instrument on behalf of W38NA.

ARTICLE V  
Members

Section 5.1. Members and Dues. The person with an interest in the purpose of the Corporation may become a member of the Corporation upon payment of the annual dues established by the board of directors. The annual membership shall remain in force if the membership dues are paid by the end of the month in which the annual membership expires. The board of directors of the Corporation may further designate such honorary and non-voting members as it chooses.

Section 5.2. Types of Memberships. The corporation shall have five (5) types of memberships:

- (1) Regular Membership. A regular membership shall be open to all persons who live within the geographic boundaries of W38NA as defined in Article II above.
- (2) Senior Membership. A senior membership shall be open to all persons over the age of sixty-two (62) who live within the geographic boundaries of W38NA.
- (3) Contributing Membership. A contributing membership shall be open to all persons who live outside W38NA's geographic boundaries.
- (4) Community Business Membership. A community business membership shall be open to any club, faith community, business or other organization within W38NA's geographic boundaries.
- (5) Associate Membership. An associate membership shall be open to any club, faith community business, or other organization located outside W38NA's geographic boundaries.

Section 5.3. Regular Meeting. A minimum of four (4) regular meetings shall be held per year. The regular meetings will be held on a To Be Determined schedule.

Section 5.4. Annual Meeting. The annual meeting of the members shall be held in May each year for the purpose of electing four (4) officers and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the members, or at any adjournment thereof the board of directors shall cause the election to be held at the next regular meeting of the members.

Section 5.5. Special Meetings . Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the president or by the board of directors.

Section 5.6. Place of Meeting. The board of directors may designate any public place within W38NA's boundaries as the place for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting shall be called otherwise than by the board, the place of meeting shall be the registered office of the corporation in Colorado.

Section 5.7. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than three (3) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by email or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the

member at his address as it appears on the books of the Corporation, with postage thereon prepaid. If requested by the person or persons lawfully calling such meeting, the secretary shall give notice thereof at corporate expense.

Section 5.8. Quorum. The presence at the meeting, in person of ten percent (10%) of the members entitled to vote thereat shall constitute a quorum. If less than ten percent (10%) of such members are so represented, a majority of the members so represented may adjourn the meeting from time to time without further notice.

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law or the Articles of Incorporation.

Section 5.9. Voting by Members. Each voting member shall have one (1) vote and all matters subject to vote by the members shall be determined by a majority of the voting members present and voting. A person, club, faith community, business or other organization must be a member for ninety (90) days to be eligible to vote. Regular, Senior and Community Business Memberships shall have full voting rights at all W38NA membership meetings. community Business Memberships are required to designate one individual to represent their organization, and to provide W38NA with the name of that individual. Associate and Contributing Memberships shall have no voting rights.

## ARTICLE VI

### Officers and Agents

Section 6.1. Number and Qualifications. The number of elected officers of the corporation shall be four (4). The four elected officers of the corporation shall be the president, vice president, a secretary and a treasurer and shall serve as members of the board. Elected officers shall be at least 50% residents living within the boundaries of W38NA, and at least 40% community business owners within the boundaries of W38NA as well as be members of the association in good standing. The elected board of directors may appoint such other officers, assistant officers, committees and agents, including a chairman of the board, additional vice-presidents, assistant secretaries and assistant treasurers, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the board of directors. One person may hold any two offices except that no person may simultaneously hold the offices of president and secretary. In all cases where the duties of any officer, agent or employee are not prescribed by the bylaws or by the board of directors, such officer, agent or employee shall follow the order and instructions of the president. All officers shall file such reports, respond to interrogatories from the Colorado Secretary of State and do such other things as required by the Colorado Nonprofit Corporation Act.

Section 6.2. Election and Term of Office. The officers of the corporation shall be elected by the membership annually at the annual meeting of the members. Each officer shall hold office until the first of the following to occur: until his/her successor shall have been duly elected and shall have qualified; or until his/her death; or until he/she shall resign; or until he shall have been removed in the manner herein after provided.

Section 6.3. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 6.4. Vacancies. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 6.5. Notice of Meeting. Notice of a special meeting shall be given at least two days previously thereto by written notice delivered personally, emailed, or mailed to each officer at his/her business address, or by notice given at least two hours previously by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6.6. President. The president shall be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. He/she shall, when present, preside at all regular meetings and board meetings.

Section 6.7. Vice-President. The vice-president shall be an executive officer of the corporation. The vice-president shall perform the duties of the president in the absence of the president or in the event of the president's death, resignation, or inability to act.

Section 6.8. Secretary. The secretary shall take and maintain the minutes of the membership and the board meetings and other corporate records and do other such duties as are customary for a secretary or as the president may authorize.

Section 6.9. Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the president. He/she shall be responsible for maintaining records and answering inquiries regarding the corporation's tax status. He/she shall also be responsible for the preparation and timely filing of all required tax returns and reports. He/she shall be responsible for presenting a financial report at each regular meeting.

## ARTICLE VII

### Indemnification of Certain Persons

Section 7.1. Volunteer Immunity for Civil Liability The Bylaws of the Association shall conform to the Federal Volunteer Protection Act of 1997 and the Colorado State Statutes 13-21-115.5, 13-21-115.7, 13-21-116 and 7-128-402 including amendments to federal or state laws as may be adopted from time to time.

In accordance with the Colorado state statutes, any volunteer member or officer of the Association shall be immune from civil liability in any action on the basis of any act or omission of a volunteer resulting in damage or injury if (1) The volunteer member or officer of the Association was acting in good faith and within the scope of such volunteer's official functions and duties; and (2) the damage or injury was not caused by willful and wanton misconduct by such volunteer member or officer of the Association.

The Association shall eliminate the personal liability of its officers for monetary damages for breach of fiduciary duty except that officers of the Association, while acting in an official capacity, may be liable for any breach of the officer's duty to the Association for acts or omissions, not performed in good faith or that involve intentional misconduct or a knowing violation of law or for any transaction from which the officer directly or indirectly derives an improper personal benefit.

The Association shall not provide indemnification of its volunteer members or officers.

Section 7.2. Effect of Termination of Action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 7.1. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

Section 7.3. Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (1) a written affirmation of such Proper Person's good faith belief that they have met the standards of conduct prescribed by Section 7.1; (2) a written undertaking, executed personally or on their behalf, to repay such advances if it is ultimately determined that they did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (3) a determination is made by the proper group (as described in Section 7.3), that the facts as then known to the group would not preclude indemnification. Determination and authorization of payments shall be made in the same manner specified in Section 7.3.

## ARTICLE VIII

### Provision of Insurance

By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against, or incurred by, him/her in any such capacity or arising out of her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of Article VII or applicable law. Any such insurance may be procured from any insurance company designated by the board of directors of the corporation, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has an equity interest or any other interest, through stock ownership or otherwise.

ARTICLE IX  
Miscellaneous

Section 9.1. Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the directors, or other person entitled to said notice, whether before, or after the time stated therein, or their appearance at such meeting in person, shall be equivalent to such notice.

Section 9.2. Seal. The corporate seal of the corporation shall be circular in form and shall contain the name of the corporation and the words "Seal, Colorado."

Section 9.3. Amendments. The board of directors shall have power to make, amend and repeal the bylaws of the corporation with the affirmative vote of the membership at any regular meeting or at any special meeting called for that purpose.

Section 9.4. Use of Funds and Prohibited Political Activity. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees or officers, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future federal internal revenue law).

Section 9.5. Dissolution. Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future federal internal revenue law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 9.6. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either the corporation's Articles of Incorporation or applicable law the latter shall control.

Section 9.7. Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Colorado Business Corporation Act.

Section 9.8. Definition of Member in Good Standing. A member in good standing is defined as a person or entity who has been a paid member for ninety (90) days.



Section 9.9. Parliamentary Authority. The rules contained in the current edition of Roberts Rules of Order (Newly Revised) shall govern the regular and special meetings of the corporation unless they are inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Colorado.

Section 9.10. Open Meetings. All meetings of the board and committees, except those conducted by telephone as defined in Section 4.12, shall be open.

Section 9.11. Check. Drafts, etc. Payment of all disbursements shall be approved and authorized by the board. All checks shall be signed by the treasurer and one other elected officer.

Section 9.12. Inspection of Books and Records. All W38NA members in good standing or their duly authorized representatives shall, for any proper purpose and at any reasonable time, be permitted to inspect all W38NA books and records including minutes of all meetings and all votes taken by W38NA.

Section 9.13. Public Endorsements. Actions or Recommendations by W38NA. Any public endorsement, action or recommendation made on behalf of W38NA or in the name of W38NA, directly or indirectly, expressed or implied by any director, officer, committee, member or agent of W38NA shall be reported to the membership in print or at the next regular meeting. None of the above referenced actions may be taken without the consent of the board.

Section 9.14. Use of Member's Name By W38NA. No action taken by W38NA shall contain the name of any member without his/her prior permission.

#### CERTIFICATION OF OFFICER

I, \_\_\_\_\_, an officer of the West Thirty Eighth Avenue Neighborhood Association, hereby certify that the attached Bylaws were adopted on \_\_\_\_\_, were last amended on \_\_\_\_\_, and remain in full force and effect.

Dated this day \_\_\_\_\_

\_\_\_\_\_, President

