CENTRAL PARK UNITED NEIGHBORS

BYLAWS

# Preamble

In keeping with the broader vision that inspired the creation of our neighborhood, Central Park United Neighbors is guided by the principles designed to create a vibrant urban community. Those principles include a spirit of cooperation amongst the diverse members of the community, a sense of responsibility for everyone’s well-being, and a dedication to dialogue and constructive conversation. More than policies and procedures, these principles allow us to stay true to the path envisioned for the development of our community even as we adapt to the many unforeseen turns in the road. The bylaws that follow are meant to provide the structure needed to foster community wide collaboration and to support the reasoned judgments of members as new needs arise.

# Article I

## Name; Boundaries

**Section 1: Name.** The name shall be Central Park United Neighbors (hereinafter “CPUN”), which is located within the City and County of Denver.

**Section 2: Geographic Boundaries.** The footprint of CPUN is contained within the City and County of Denver and the City of Aurora.  The Denver area is bounded on the western edge by Syracuse St (Montview Blvd to 23rd Ave), Quebec St (23rd Ave to Northfield Blvd), Spruce Way (Northfield Blvd to 53rd Pl) Spruce St (53rd Pl to 56th Ave), and Central Park Blvd (56th Ave to 64th Ave); on the northern edge by 56th Ave (Spruce St to Central Park Blvd), 64th Ave (Central Park Blvd to Havana St), and Martin Luther King Blvd (Havana St to Peoria St); on the eastern edge by Havana St (64th Ave to 56th Ave, Dallas St (56th Ave to I-70), Havana St (I-70 to Martin Luther King Blvd) and Peoria St (Martin Luther King Blvd to 26th Ave); and on the southern edge by 23rd Ave (Quebec St to Syracuse St), Montview Blvd (Syracuse St to Beeler St), and 26th Ave (Beeler St to Peoria St).  The Aurora area is bounded by 26th Ave on the north, Fulton on the west, Peoria on the east and 25th Dr (between Iola and Kingston St) and 25th Ave (between Kingston St and Peoria St.) on the south.

# Article II

#### **Purpose, Mission and Operating Principles**

**Section 1: Purpose.** To provide a working forum for the residents of the Central Park neighborhood to participate in pursuing the vision of Central Park by creating developing, and fostering a vibrant urban community dedicated to social equity, environmental responsibility and economic opportunity.

**Section 2: Mission.** To work for the betterment of the Central Park neighborhood and the City and County of Denver by providing (i) a forum for the residents living within the boundaries of CPUN to discuss and resolve issues, (ii) a network of communication and (iii) a means of acting on matters of importance to the community as a whole.

**Section 3: Operating Principles**. CPUN fosters an environment free of discrimination on the basis of race, color, religion, creed, sex, sexual orientation, gender identity, gender expression, age, national origin (ancestry), disability, marital status, or military status in our activities and operations in the community. These activities include, but are not limited to, selection of Board members, volunteers, vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our community.

# Article III

# Membership

**Section 1: Membership.** Any natural person who resides or owns residential property in the CPUN geographic boundaries as defined above shall be a member of CPUN.

**Section 2: Voting Eligibility.** Each member the age of eighteen (18) or older shall have the right to vote on a matter put to the membership by the Board of Directors. No business or person employed by a business located within the CPUN geographic boundaries shall be entitled to vote, unless that person is a member as defined above. Voting eligibility is subject to verification by the Board of Directors.

**Section 3: Voting Method.**

The Board of Directors shall provide notice of any issue which will be put to the vote of the membership at least thirty (30) days prior to the meeting at which the vote will be held. Notice will be provided by such method(s) as the Board of Directors determines appropriate in order to reach the largest number of members.

1. All members of age personally present at an association meeting may cast one (1) vote. No proxy or absentee votes shall be permitted. Voting may be by voice vote, unless the Board of Directors determines a written ballot is more appropriate. Unless otherwise provided for in these bylaws, all matters voted upon shall be decided by majority vote.
2. Notwithstanding the voting method described above in paragraph (a), the Board of Directors may, in its discretion, allow for alternate methods of vote casting, including but not limited to early ballot drop off, electronic ballot submission, or other method(s). If the Board of Directors decides to allow for an alternate method of vote casting for a particular vote, notice of that method shall be provided at least thirty (30) days prior to the meeting at which the vote will be held, along with the notice of the issue to be voted on. If no such alternate method is provided for, the vote will be conducted according to the method described above in paragraph (a).

**Section 4: Association Meetings.** CPUN shall have at least one meeting on an annual basis. The Board of Directors may also call special meetings as frequently as the Board of Directors determines appropriate. Notice of all meetings of CPUN shall be provided at least seven (7), but not more than sixty (60) days prior to the date the meeting is to be held. Notice of all meetings will be provided by such method(s) as the Board of Directors determines appropriate in order to reach the largest number of members. The Secretary of CPSUN shall be responsible for ensuring that minutes of all CPUN meetings are taken and maintained as required by applicable laws.

**Section 5: Quorum.** Twelve (12) members shall constitute a quorum at the annual meeting. At all other association meetings, the members present in person at the meeting, including Directors, shall constitute a quorum.

# Article IV

## Board of Directors

**Section 1: Composition.** The Board of Directors of CPUN shall consist of between five (5) and nineteen (19) members.

**Section 2: Elections.** A nominating committee established by the Board of Directors will be responsible for identifying a slate of candidates who are willing and able to serve on the Board of Directors. A listing of the slate of candidates so identified by the nominating committee will be published to the membership of CPUN at least thirty (30) days prior to the annual meeting. Elections shall be held at the annual meeting and the slate voted on by the members present. If the slate is approved by majority vote, all the individuals in the slate shall become Directors. If the slate is not approved by majority vote, nominations for each open position shall be taken from the members present at the meeting, including other Directors. The individuals out of those so nominated receiving the most votes shall become Directors.

**Section 3: Term.** Directors shall serve a two (2) year term, with terms staggered so that half of the Board is elected each year.

**Section 4: Role of the Board of Directors.** The Board of Directors shall have the responsibility for managing the affairs of SUN, to make policy and to take binding action on behalf of the membership of SUN. The Board of Directors may recommend amendments to these bylaws.

**Section 5: Removal**. Any Director may be removed by the members, with or without cause, at a special meeting called for that purpose. The notice of the meeting shall state that the purpose or one of the purposes of the meeting is removal of the Director. A Director may be removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal.

### Section 6: Vacancies. A vacancy on the Board of Directors caused by death, resignation, removal or otherwise shall be filled by the vote of the remaining Directors. Any Director elected by the vote of the Board of Directors shall serve a term lasting until the next annual meeting.

**Section 7: Meetings.** The Board of Directors shall meet at least every other month. Any Director may call a special meeting, for which a minimum three (3) day notice shall be given. The Board of Director meetings shall be open to all members of CPUN.

**Section 8: 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. The act of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 9: Voting.**  All decisions of the Board of Directors should be reached through consensus of the Directors. Consensus is defined as either 1) supporting or 2) agreeing not to oppose a particular decision. If consensus cannot be achieved after thorough discussion and receipt of input from all Directors present, decisions of the Board of Directors shall be made by majority vote.

**Section 10: Committees and Chairpersons.** The Board of Directors shall appoint the committees and chairpersons. Chairpersons shall coordinate events and functions pertaining to the nature of their committees in conjunction with the overall purpose of CPUN and prepare reports for the Board of Directors as requested.

# Article V

**Officers**

**Section 1: Membership.** The Officers of CPUN shall consist of the following positions: President, Vice President, Secretary and Treasurer, and no more than one Former President.

**Section 2: Election.** The Officers shall be elected by a majority of the Board of Directors. The Officers shall be elected at the first Board Meeting following the annual Association Meeting.

**Section 3: Term.** Each Officer shall hold office for a term of one (1) year.

**Section 4: Removal.** An Officer may be removed at any time with or without cause by the vote of the Board of Directors.

**Section 5: Vacancy.** A vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the vote of the remaining Directors.

**Section 6: President.** The President or his/her designee shall plan and preside at all regular and special meetings and supervise the direction of SUN events and committees. He/she shall have the power to sign contracts, consult with and keep the Board of Directors informed, and obtain the Board of Directors’ approval for all important pending activities and expenditures.

**Section 7: Vice-President.** The Vice-President shall carry out the duties of the President in the event that the president is temporarily unable to fulfill his/her duties. The Vice-President shall also work closely with the President to ensure committees and events function properly.

**Section 8: Secretary.** The Secretary shall prepare and maintain minutes of meetings and make minutes available to the public.

**Section 9: Treasurer.** The Treasurer shall collect, distribute and oversee all funds that SUN deems necessary for its functioning. The Treasurer shall present precise fiscal reports to the Board of Directors and the members of CPUN at meetings and shall deposit in a CPUN bank account the collection of yearly contributions. The Treasurer, under the direction of the Board of Directors, shall ensure that funds are used for the exclusive support of the CPUN mission and purpose.

**Section 10: Former President.** The Former President shall provide the Officers with continuity of information, resources, and relationships across terms.

# Article VI

## Indemnification

**Section 1: Indemnification**. For purposes of Article VI, a “Proper Person” means any person (including the estate or personal representative of a Director) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he is or was a Director, Officer, employee, fiduciary or agent of CPUN, or is or was serving at the request of CPUN as a Director, Officer or agent of CPUN. CPUN shall indemnify any Proper Person against reasonably incurred expenses (including attorneys’ fees), judgments, penalties, fines and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined either by the Board of Directors or the members of CPUN that he conducted himself in good faith and in accordance with these bylaws and the Articles of Incorporation of CPUN. No indemnification shall be made under this Article VI to a Proper Person with respect to any claim, issue or matter in connection with a proceeding in which the Proper Person was adjudged liable to CPUN or in connection with any proceeding charging that the Proper Person derived an improper personal benefit, whether or not involving action in an official capacity, in which he was adjudged liable on the basis that he derived an improper personal benefit.

**Section 2: Insurance**. By action of the Board of Directors, notwithstanding any interest of the Directors in the action, CPUN may purchase and maintain insurance, in such scope and amounts as the Board of Directors deems appropriate, on behalf of any Proper Person. Any such insurance may be procured from any insurance company designated by the Board of Directors.

#### **Article VII**

## Amendment

**Section 1: Amendment.** These bylaws may be amended at any association meeting by the affirmative vote of at least sixty-six percent (66%) of the members present and voting at the meeting. A member may propose an amendment to these bylaws by submitting the proposal in writing to the Board of Directors accompanied by a paper petition containing the signatures of one hundred (100) individual members. The member signatures are subject to verification by the Board of Directors. Notice of any proposed amendment(s) must be provided at least thirty (30) days prior to the meeting at which the vote will be held. Notice will be provided by such method(s) as the Board of Directors determines appropriate in order to reach the largest number of members.

1. All members of age personally present at the meeting may cast one (1) vote. No proxy or absentee votes shall be permitted. Voting may be by voice vote, unless the Board of Directors determines a written ballot is more appropriate.
2. Notwithstanding the voting method described above in paragraph (a), the Board of Directors may, in its discretion, allow for alternate methods of vote casting including but not limited to early ballot drop off, electronic ballot submission, or other method(s). If the Board of Directors decides to allow for an alternate method of vote casting for a particular vote, notice of that method shall be provided at least thirty (30) days prior to the meeting at which the vote will be held, along with the notice of the proposed amendment. If no such alternate method is provided for, the vote will be conducted according to the method described above in paragraph (a).

# Article VII

## Dissolution

**Section 1: Dissolution.** Upon dissolution of CPUN, any assets remaining after payment of debt and liabilities shall be given to a non-profit corporation or community group as defined by IRC Section 501(c)(3), as directed by a majority of the Board of Directors, in accordance with the Articles of Incorporation.