



# Bylaws governing Centennial Council of Neighborhoods

## BYLAWS

### CENTENNIAL COUNCIL OF NEIGHBORHOODS

adopted September 10, 2001

amended September 24, 2007

Centennial Council of Neighborhoods is a Colorado non-profit organization.

#### ARTICLE I: Address and Activity

**A. Address** The principle mailing address of the Centennial Council of Neighborhoods, hereinafter referred to as **CenCON**, shall be the residence of the current President or another address as designated by the officers. **CenCON** may also have offices and carry on its purposes at other places within the City as determined by the membership.

**B. Purpose** **CenCON** shall provide a coordinated and collective forum for individual local civic and homeowner associations which are duly recognized members as hereinafter defined. Specifically, **CenCON** shall formulate its activities in accordance with the guidelines set forth in Article I, Sections C through F.

**C. Information** **CenCON** will function as an information processing organization for member associations and as a sounding board for ideas and recommendations from those communities.

**D. Communication** **CenCON** will establish and maintain effective communication with (**the membership**), City, County and State officials and other individuals and organizations **as needed**, in order to collect and disseminate information regarding local affairs.

#### **E. Coordination and Action:**

1. **CenCON** will coordinate the efforts of member associations and may initiate action considered to be of common benefit, at the express request of any member community.

2. The **CenCON** may publicly proclaim in favor of or against proposals that concern member communities after those members present all available, pertinent information to the Council for action.

3. All action taken under Subsections 1, and 2, must be approved by more than

fifty percent (50%) of the **regular** members present at a properly called meeting. Quorum, as defined in Article IV Section B, must be present. A report on action taken, its effect and necessary follow-up will be issued by an officer.

4. Minority reports, stating the position of any losing vote, may **be** issued upon the request of any member association **(by that member association and will be communicated to all member associations).**

5. Accurate records of action taken by **CenCON** will **be** kept in all matters deemed of sufficient importance and value for further reference.

F. Political Endorsements **CenCON** shall not affiliate with any political party nor condone group identification with any political party **(or political agenda)**. On issues of a political nature which affect the membership, the Council shall make every attempt to disseminate all available information to the membership.

## **ARTICLE II: Types of Membership**

A. Regular Membership is reserved for civic and homeowner associations that are based in the City of Centennial, Arapahoe County, Colorado. Regular members are encouraged to attend and participate in meetings, initiate action, present issues and have one vote per issue. Regular member communities must pay **annual dues**. Representatives will receive (Council mailings, and minutes) **(CenCON Communications)**.

B. Honorary Membership is reserved for individuals and representatives of governmental agencies, elected or appointed. They must have a constituency in, or directly participate in governmental activity of Centennial, or represent City residents at another level of government. An honorary member may present issues, participate in meetings, and receive (Council mailings and minutes) **(CenCON communications)**. An honorary member cannot initiate action nor vote and is not required to pay annual dues.

C. Meetings are open to the public. Individuals who attend may observe. They may not participate in the meeting, present views, request action nor vote. **(No communications of CenCON)** (No mailings nor minutes of the Council) will be sent. With prior approval from the Chair **(President)**, they may, however, present an issue.

D. Media members may receive (minutes) **(communications)** upon request.

## **ARTICLE III: Administration**

A. Regular Meetings Regular monthly **CenCON** meetings shall be held when and where designated in **a** notice. Notice of meetings shall be provided to each member at least five (5) days prior to each meeting by the Secretary.

B. Special Meetings Special **CenCON** meetings may be called by the President, or upon the petition of a regular member **(and accepted by the majority of the**

officers). Notification of a special meeting shall be given at least (twenty four (24) (seventy-two (72) hours before said meeting. (The Secretary shall call all members using the telephone numbers on file. If time permits, he or she may, but shall not be obligated to, mail a notice of the meeting to all members at the addresses on file. *Omit this sentence & replace with the following sentence.*) (It shall be communicated to all members.) Such notice shall specify the reason for the special meeting.

C. Meeting Place CenCON may designate any place within Centennial as the meeting place. However, a waiver of notice, signed by all members entitled to vote, may designate another place outside the City, as the meeting place.

D. Meeting Notices Any notices shall be deemed delivered when mailed or e-mailed to members at the addresses on file with CenCON.

E. Rules of Order *Roberts Rules of Order* shall govern all matters of procedure at any regular or special meetings of CenCON.

F. (Informal (omit 'Informal') Action by Members Any action required or permitted at a meeting may occur without a meeting. All members must be properly notified and more than fifty percent (50%) of the representatives must consent to such change (in writing –omit). Any action taken shall have the same force and effect as if taken at a regular meeting and may be stated as such in any document filed with the Secretary of State of Colorado.

G. Representatives Each member association must designate a Representative to CenCON. Representatives are responsible to participate in meetings, vote and give feedback to their respective communities. An Alternate may be designated to serve whenever the Representative is unable to attend.

H. Resignation/Vacancy A (member association may replace their) representative (may resign) at any time by giving (written notice) (formal notice) to the President or Secretary. Acceptance of such resignation shall not be necessary to make it effective. Upon such resignation, his or her member association shall submit (in writing – omit) another Representative's name to CenCON as stated in Article III, Section G.

I. Powers and Responsibilities CenCON shall have the authority and the responsibility, acting through the officers to:

1. Establish, make, amend, and enforce compliance with such reasonable rules and regulations as may be necessary for the operation of CenCON.
2. Maintain in good order, condition, and repair, all items of personal property and the books and records used in the operation of the CenCON. Such work will not require prior approval of the membership.
3. Obtain and maintain such insurance and fidelity bond coverage as CenCON decides is necessary or advisable.

4. Fix, determine, levy, and collect annual and special assessments to be paid by each regular member association in order to meet the expenses of CenCON. The membership may adjust the assessment as may be deemed necessary or advisable. Special assessments may be levied whenever, in the opinion of the membership, it is necessary or advisable to do so in order to meet increased operating expenses, or maintenance costs, to provide for additional expenses or due to an emergency.

5. (Protect and defend the members from loss and damage by suit or otherwise.)(omit this item as CenCON does not have insurance)

5. Enter into contracts within the scope of their duties and powers.

J. Reimbursement of Officers CenCON is authorized to make provision for reasonable reimbursement to its members for approved expenses incurred on behalf of the membership.

K. Executive Coordinator The membership may employ an Executive Coordinator for CenCON, at a compensation established by the membership, to perform such duties and services as the membership shall authorize. Any such delegation of duties shall not, however, relieve the membership of its responsibilities.

L. Audit Annually or upon the resignation of the CenCON treasurer, the president shall appoint an audit committee from among the regular membership to review the past year's financial documents and designating a time frame for completion. (this is an addition to the bylaws)

#### **ARTICLE IV: Voting**

A. Voting Privileges Each member association shall be entitled to one vote on all matters before CenCON. In the event that both the Representative and an Alternate are present, only the Representative may vote.

1. In the absence of the designated Representative, an Alternate, designated pursuant to Article III, Section G, shall be entitled to cast the vote of the absent Representative.

2. In the event that none of the designated Representatives or Alternates is present, the member association may appoint a Temporary Representative with authority to vote. Temporary Representatives may only vote at the meeting for which they were appointed.

B. Quorum A quorum at any properly called meeting, except as otherwise provided in these Bylaws, shall constitute thirty-three percent (33%) of the regular members in attendance or by proxy.

C. Proxy Votes may be cast in person or by proxy. A proxy must be executed in writing by the regular member, its duly authorized attorney-in-fact, or its

designated alternate. Proxies shall expire (eleven (11) months) **(ninety (90) days)** from the date of their execution.

**D. Majority Vote** At any properly called meeting of (all members) **CenCON**, if a quorum is present, as defined in Article IV Section B, the vote of a majority of regular members represented at the meeting in person or by proxy, shall be the **(formal)** act of **CenCON** (and shall be binding on all member associations – *strike this phrase*), unless a vote of a greater number is required by law or the provisions of these Bylaws or the Articles of Incorporation establishing the Council.

**E. No Quorum** If a quorum, as described in Article IV Section B, is not present at any properly called meeting, another meeting may be called, subject to the same notice requirements.

1. The required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. The notice for such meeting shall specifically refer to the reduced quorum requirement.

2. No subsequent meeting shall be held more than thirty (30) days after the preceding meeting. This procedure for a reduced quorum may be followed with repeated reductions in the quorum requirement until a quorum has been obtained. **(the above section is the same but has been re-formatted for clarity).**

**3. Electronic Balloting** **Electronic balloting may take place when no quorum is present or time constraints surrounding an issue would require a decision prior to a regular meeting. (this is an addition to the bylaws)**

## **ARTICLE V: Officers and Duties**

**A. Elections**. The Council shall annually elect 6 officers: President, President Pro Tem, First Vice President, Second Vice President, Secretary, and Treasurer. These officers shall belong to regular member associations, as defined in Article II, Section A. **No two (2) or more officers shall belong to the same member association. (These officers shall not be currently elected members of the Centennial City Council or the Arapahoe County Board of County Commissioners, or current full time employees of the City of Centennial.)**

**B. Term of office**. All officers shall be elected at the April meeting, and shall serve a term of one (1) year.

**C. Duties of elected officers** shall be as follows:

**1. The President** shall act as the executive officer of the Council and preside at meetings, verify quorum, appoint committees, delegate responsibilities to such committees as are deemed necessary, appoint non-elected officers and employees as necessary and conduct official correspondence of the Council.

2. The President Pro Tem, shall perform duties of the President mutually, as deemed necessary. Additionally, the President Pro-Tem shall perform the duties of the president in the event of his/her absence or inability to perform his/her duties.

3. The First Vice President shall perform the functions and duties of the President and President Pro Tem in the event of their absence, resignation, disability, **removal** or death and perform other duties and functions as assigned by the President. The First Vice President shall chair the Membership Committee. The First Vice President shall keep a current roster containing the names **and contact information** (and registered addresses - *omit*) of all members and other affiliated entities and make this list available (to members semi-annually and make this list available – *omit*?) **to officers and to regular members upon request.** (*this section has been moved from the list of duties of the secretary*)

4. The Second Vice President shall perform the functions and duties of the First Vice President in the event of his or her absence, resignation, disability or death and perform other duties and functions as assigned by the President. The Second Vice President shall chair a Plan Review Committee to review plans received by the Council and present them to the Council.

5. The Secretary shall:

- a. Be responsible for all records and documents belonging to the Council.
- b. Record the proceedings, quorum and attendance at all regular and special meetings.
- c. **(Post minutes to CenCON website and)** send **(notice of)** minutes to all regular members.
- d. See that notices are given in accordance with provisions of these Bylaws and as required by law.
- e. **(DELETE as this section is moved to duties of 1<sup>st</sup> Vice President) Keep a current roster containing the names, telephone numbers, and registered addresses of all members and other affiliated entities and make this list available to members semi-annually.**
- e. Perform duties incident to the office of Secretary and other duties as may be assigned by the President.

6. The Treasurer shall:

- a. Establish bank account**(s)** for the common treasury and all separate funds which are required or may be deemed advisable by **CenCON**. Deposit money and make payments by check or draft.

b. Prepare and maintain accurate financial records showing all receipts, expenses and disbursements. Deliver a monthly statement to CenCON showing the activity for the month.

c. Give and enter into a good and sufficient surety bond, if required by CenCON in an amount fixed by the membership, and to be conditioned upon the faithful discharge of duties. Said bond shall be at the expense of CenCON.

d. Act as the principle financial officer of CenCON by maintaining and keeping records and having the care and custody of all funds, securities, evidences of indebtedness and other personal property of CenCON.

e. Perform all duties incident to the office of Treasurer and other duties as assigned by the President.

#### D. Resignation and Vacancy (Resignation/Removal/Vacancy)

1. Removal: An officer may be removed from office, with or without cause, upon an affirmative vote of a majority of the regular members. A successor shall be elected at a regular or special meeting of CenCON called for such purpose.

2. Resignation/Vacancy: A vacancy occurring in any office shall be filled for the unexpired portion of the term by election of CenCON at the first meeting following said occurrence.

#### E. Conflict of Interest

Officers may accept appointments to governmental boards, commissions and committees at their discretion. CenCON should be informed of individual participation of appointments to other organizations. The memberships shall determine the status of an officer if a conflict of interest arises from employment. Any members shall recuse themselves when a conflict arises. *(this is a new section)*

### ARTICLE VI: Obligations of Member Communities

**A. Sustaining membership** In order to remain in good standing, regular member associations must pay dues, maintain on file with CenCON a map of the area represented by their association, a current list of officers, CenCON Representatives and Alternates with names, (addresses, telephone numbers and e-mail addresses, if available) **(and contact information)**.

**B. Dues** The fiscal year extends from April 1 through March 31. The amount of dues to be collected shall be determined at least sixty (60) days prior to the end of the fiscal year. Dues are payable upon admission to regular membership and annually thereafter and are due and payable on or before the first regular meeting of April each year. Each regular member association shall pay its share of all assessments imposed by CenCON to meet common expenses. The amount owed shall be prorated on a quarterly basis for new communities

seeking regular membership during the fiscal year.

**C. Compliance** All members shall comply with all provisions of the Bylaws and Articles of Incorporation and any other rules and regulations issued by CenCON. The CenCON shall have the power, if a member fails to comply, to suspend voting privileges and to take such other action as is provided in these Bylaws or in the Articles of Incorporation. during the period of noncompliance.

**D. Replacement of member Representation/Removal of Member Association**

1. Replacement of Member Representation: If three(3) consecutive monthly CenCON meetings (not to include special meetings are held without any representation (either Representative or Alternate) present from a member association, the Membership Committee shall send notice to the member association requesting appointment of a new Representative and Alternate to CenCON.
2. Removal of Member Association: If six (6) consecutive monthly CenCON meetings (to include the meetings outlined in Article VI, Section D, Subsection 1), are held without any representation present from a member association, said member association shall be removed as a member association of CenCON, provided the Membership Committee has fulfilled their requirements as outlined in Article VI, Section D, Subsection 1.

*(This is an addition to the bylaws and a discussion of member views are solicited at the 2-22-10 meeting.)*

**ARTICLE VII: Amending Bylaws**

Except as limited by law, these Bylaws or the Articles of Incorporation, CenCON shall have power to make, amend, and repeal the Bylaws at any regular meeting of the membership or at any special meeting called for that purpose. Proposed amendments must be presented in writing, in final form to each CenCON member at least two (2) weeks before being submitted for a vote. A quorum of sixty-six percent (66%) of the total number of regular members must be present or vote by proxy. The vote of a majority of regular members represented at the meeting in person or by proxy, shall be the act of CenCON.

**ARTICLE VIII: Right to Inspect**

Any regular member may inspect current copies of CenCON Bylaws, Articles of Incorporation, records, rules, regulations, books, receipts, expenditures and financial statements when mutually convenient.

**ARTICLE IX: Construction with Other Documents**

The Articles of Incorporation of the Centennial Council of Neighborhoods filed with the Colorado Secretary of State, as they may be amended , are hereby

incorporated herein. The provisions of such instrument shall prevail, in the event of an irreconcilable conflict with the provisions of these Bylaws, unless otherwise required by law.

**Amendment to Article V - Officers and Duties - Adopted 9/24/07**



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