

# WINSTON DOWNS COMMUNITY ASSOCIATION BYLAWS

## ARTICLE I – NAME

The name of the organization is Winston Downs Community Association (WDCA) and may be referred to as WDCA or Association within these Bylaws.

## ARTICLE II – BOUNDARIES

WDCA encompasses all residences within the geographical area bounded by East Alameda Avenue on the North, South Quebec Street on the East, South Monaco Parkway on the West, and East Exposition Avenue and Ohio Drive on the South (including those homes fronting on East Exposition and all streets and cul-de-sacs between South Monaco and South Quebec which flow directly into East Exposition Avenue and including those homes fronting on Walsh and Ohio Drive), City and County of Denver, State of Colorado.

## ARTICLE III – AUTHORITY

The association is a Registered Neighborhood Organization as set forth in Chapter 12, Article III of the Denver Revised Municipal Code. The Association shall be governed by these Bylaws, as they may be amended from time to time.

## ARTICLE IV – PURPOSE

- A. *Empower and encourage residents to have a voice and work toward, and achieve common neighborhood goals.*
- B. *Promote and foster a sense of unity and caring among people in the neighborhood.*
- C. *Provide a means of communicating with neighbors.*

## ARTICLE V – NON-DISCRIMINATION POLICY

WDCA shall execute its purpose without regard to race color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, familial status, or political party affiliation.

## ARTICLE VI – MEMBERSHIP

- A. Membership in the Association shall be open to all permanent or statutory homeowners or residents [per Colorado Department of Revenues Department Regulation 39-22-103(8)(A) and to renters within the WD boundaries.
  - 1. Who live within the geographical area cited in Article II,
  - 2. Who have made written or electronic application for membership, and
  - 3. Who have paid the stated annual membership dues?
- B. Dues
  - 1. Dues shall be assessed on a “per household” basis per year.
  - 2. Those 18 years or older who are permanent residents of a paid household are considered members.
  - 3. Dues amounts shall be established from time to time by resolution of the Board of Directors.
  - 4. The Dues shall be assessed on a calendar year basis and shall not be pro-rated.

- C. At any meeting of the membership at which a vote is taken, each member shall be entitled to one vote upon each matter submitted to a vote. Members are defined under Article VI. B.2.
- D. Voting by proxies shall not be allowed.
- E. Membership revocation or suspension by the Board may occur for any one or more of the following:
  - 1. Failure to pay membership dues,
  - 2. Failure to remain a homeowner or resident of the area cited in Article II, or
  - 3. Any action taken or attempted by a member in the name of or on behalf of the Association without authority.

**ARTICLE VII –MEMBER MEETINGS**

- A. All WDCA meetings are open to its boundary residents, but only paid members may vote.
- B. Meetings of the members of the Association shall be held at such place and time designated by the Board of Directors.
- C. Meetings may be conducted electronically or in public gatherings.
- D. The Annual Meeting of the members shall be held each year in April or at such date, time and place determined by the Board.
- E. The purpose of the Annual Meeting is to elect Directors and to transact/discuss other business matters that may be presented.
- F. Special meetings of members, for any purpose, may be called by the Board of Directors, the President, or at the written or oral request of ten (10) members of the Association.
- G. Notice of meetings shall state the place, day, time and the purpose(s) of any Annual or Special meeting of members in a manner that reasonably brings such notice to the attention of all members.
- H. A quorum for the conduct of business shall be twenty (20) members present at meetings of members.

**ARTICLE VIII – BOARD OF DIRECTORS**

- A. The number of directors of the Association shall be not less than five (5) or more than seven (7).
- B. The term of office for all Directors shall be two (2) years.
- C. Directors must be members in good standing whereby dues are current for each year of service on the Board.
- D. Only one member of a household may represent a single household as a Board member.
- E. If duly elected, a Board member may run and serve for consecutive terms of office without term limits.
- F. A majority of the directors duly elected shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; if less than such majority is present at a meeting, the directors may discuss business but no voting matters may be conducted.
- G. The act of the majority of the directors who are present at a meeting at which a quorum is present shall be the act of the Board of Directors
- H. The Board of Directors shall:
  - 1. Manage all powers and business affairs of the Association;
  - 2. Manage all WDCA funds;
  - 3. Develop annual budgets;

4. Authorize reasonable compensation for performance of skills and tasks deemed necessary with WDCA's operations and purposes;
  5. Provide / submit a report of actions at the Annual Meeting of members including financial statements to accurately reflect the financial position and operations of the Association;
  6. Recommend to the members actions and program activities;
  7. Execute any other functions as assigned by the members.
- I. Vacancies
1. 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 of the Board.
  2. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
  3. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.
- J. Removal/Resignation
1. Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby;
  2. The Board may vote to remove any Director or Officer who misses three (3) or more consecutive unexcused meetings and may elect a replacement at that time through powers contained in Article VII. I. of these bylaws.
  3. The President may authorize excused absences from meetings.
  4. Any Officer or Director may resign by giving written notice to the Board or to the President or Secretary. Such resignation shall take effect at the time specified therein.
- K. Meetings
1. The Board shall hold a minimum of six (6) meetings per year or meet more often as needed.
  2. Special meetings may be called by the President or may be called at the request of any two (2) members of the Board with not less than seventy-two (72) hours notice. Notice may be given by telephone or email. The purpose or purposes of any special meeting need not be specified in the notice of such meeting.
  3. Meetings may be conducted through the use of any means of communication which all members participating in the meeting may hear each other during the meeting.
  4. A member participating in a meeting by telecommunication or electronic means is deemed to be present in person at the meeting.

## **ARTICLE IX – OFFICERS**

- A. Officers for the Board of Directors shall be: President, Vice President, Secretary, Treasurer and the number of directors determined by the election and as governed by Article X.
1. The Executive Committee shall consist of President, Vice President, Secretary and Treasurer
  2. The subordinate officers of the Association may consist of other officers and assistant officers as may be deemed necessary by the Board for the proper management of the operations of the Association
  3. The officers of the President and the Secretary shall not be held by the same person; the officers of the President and the Treasurer shall not be held by the same person.

B. Duties of Officers

1. President – The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and of the Board of Directors at which he/she is present. He/she may sign and execute in the name of the Association all certificates evidencing membership in the Association, with the knowledge and concurrence of the Board of Directors. He/she shall do and perform such other duties incident to the office of President as may be delegated to him/her by the Board of Directors or the Executive Committee from time to time.
  2. Vice President – The Vice President shall have such duties as the Board of Directors, the Executive Committee or the President may delegate from time to time. In the absence of the President or in case of his/her inability to act, the duties and power of this/her office shall be performed and exercised by the Vice President. The Vice President may sign and execute all certificates evidencing membership in the Association, and all bonds, contracts and other obligations of the Association, with the knowledge and concurrence of the Board of Directors.
  3. Secretary - The Secretary shall:
    - i. Keep or cause to be kept the minutes of the meetings of members and minutes of the meeting of the Board of Directors or any of its committees in one or more books provided for that purpose – noting that committees appointed by the Board should have a person assigned to take appropriate minutes of those meetings.
    - ii. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
    - iii. Be with the President, custodian of the records of the Association;
    - iv. May sign with the President, or the Vice President, certificates evidencing membership in the Association;
    - v. Have general supervision of the books and records of the Association;
    - vi. In General, perform all duties incident to the offices of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors, Committee or the President.
- C. Treasurer – The Treasurer shall render to the Board of Directors, or the President, whenever the same shall be requested, an account of all his/her transactions as Treasurer and of the financial condition of the Association. He/she shall, if required so to do by the Board of Directors, give the Association a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his/her office and for the restoration to the Association in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Association.

**ARTICLE X – ELECTIONS**

- A. At the Annual Meeting, the members shall elect the number of directors provided for in Article VII.A. to hold office until their terms expire.
- B. Elections of directors shall be by ballot (paper, electronic), hand vote or acclamation.
- C. Nominations may be made by
  - a. The Board of Directors,
  - b. Members of the Association shall have the right to make nominations for consideration by submitting names prior to the Annual Meeting, and
  - c. Members must be in good standing at the time of the election.

- D. The persons having the highest number of votes in consecutive order shall be declared elected to the Board of Directors for that term. Cumulative voting shall not be permitted.
- E. Election of Officers
  - a. At the first scheduled Board meeting following the election of Directors, the Board of Directors shall elect from its members a President, a Vice President, a Secretary and a Treasurer.
- F. The annual meeting may be held electronically when circumstances prevent a public gathering. Standing rules will define the process for such circumstances.

## **ARTICLE XI - AMENDMENTS**

- A. These bylaws may be altered, amended or repealed by the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, that the Board shall not have power to amend, alter or repeal any bylaw which affects the rights of the members of the organization. These bylaws may also be altered, amended or repealed at any annual or special membership meeting at which a quorum is present by the affirmative vote of a majority of the membership of the organization then present and voting.
- B. No amendment, alteration or repeal of any bylaw shall be effective unless written notice of the proposed amendment, alteration or repeal shall have been given in the notice of the meeting at which the proposed amendment, alteration or repeal is to be considered.

## **ARTICLE XII CONFLICT OF INTEREST**

- A. No Board member or committee chair shall make or participate in the making of any proposal in which he or she or his or her immediate family or his or her employer has a direct or indirect financial interest through business or investment. For purposes of this Article, the term "interest" shall include personal interest, interest as director, officer, member, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than WDCA. The term "immediate family" shall mean spouse, parents, siblings and children.
- B. A director, officer or executive committee member of INC shall not be automatically disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into transactions with the organization.
- C. Violations of the Conflicts of Interest Policy.
  - 1. Disclosure: Interested persons must fully disclose the existence of financial interest and be given the opportunity to disclose all material facts. If the Board determines a conflict exists, it shall take appropriate action.
  - 2. No interested board member may vote, nor may board members or executive committee members lobby on the matter, or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
  - 3. The minutes of meetings at which such votes are taken shall record such disclosure abstention, and rationale for approval.

**ARTICLE XIII – LOANS, CHECKS AND DEPOSITS**

- A. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, employee or employees, or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**ARTICLE XIV – PARLIAMETARY AUTHORITY**

Robert’s Rules of Order Newly Revised shall govern in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order WDCA may adopt.

**ARTICLE XV – FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each calendar year.

**ARTICLE XVI- DISSOLUTION**

In the event of dissolution, the assets of the corporation shall be apportioned to organizations classified as tax-exempt under Colorado Secretary of State organizational listings. The assets shall not be distributed to its members, officers, or any individual.

**APPROVED BY THE BOARD**



Signature of President, E. Jane Lorimer

*February 15, 2022*

Date