

## BY-LAWS

### OF THE WEST UNIVERSITY COMMUNITY ASSOCIATION

*Revised and Adopted January 2006  
Amended January 2007*

#### ARTICLE I. NAME

*Section 1-1. Name:* The name of this organization shall be the West University Community Association, referred to hereinafter as WUCA.

#### ARTICLE II. PURPOSE

*Section 2-1. Purpose:* The purpose for which this Association is established is fourfold -  
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1. To foster a spirit of community by finding positive, supportive means to address human, social, cultural and economic well being among the residents, businesses, institutions, and organizations of the WUCA neighborhood.
2. To preserve and enhance the generally low-density character of the neighborhood by undertaking activities such as community-based planning, advocacy and support for proposals, real and perceived needs, joint planning, advisory outreach and other means of positive activity to achieve an orderly method of growth and development, and to act as an advisory group to guide decisions by the City and County of Denver and other institutions.
3. To assist in promoting a sense of security and well being for all those who reside, work, or own property within the neighborhood by coordinating efforts for dealing with disturbing nuisances, criminal conduct, and other disruptive conduct within the neighborhood.
4. To work with other organizations in carrying out the foregoing purposes, and to serve as a coordinating focal point for community concerns.

#### ARTICLE III. THE AREA SERVED BY WUCA

*Section 3-1. Geographic Boundaries:* The WUCA neighborhood is defined as from Interstate 25 on the north to the Denver city limits on the south, from University Boulevard on the east to Broadway on the west, all in the City and County of Denver, Colorado.

#### ARTICLE IV. MEMBERSHIP

*Section 4-1. Membership:* There shall be two categories of membership.

1. Individual Members shall be any person or household who rents or owns property in the WUCA geographic area, and who has paid annual membership dues as required for the current fiscal year.

2. Organizational members shall be the representative of any club, church, business, educational institution or other organization located in the WUCA area, whether or not a resident therein, who wishes to support WUCA, and has paid annual membership dues as required for the current fiscal year, one representative per entity.

*Section 4-2. Voting Rights:* Each regular and organizational member of WUCA shall have one vote, and shall have full voting rights at all WUCA General Membership Meetings, and at any meeting of the Board of Directors when invited to do so when a wider consensus is desired. Proxies or cumulative voting is not allowed.

*Section 4-3. Dues:* A schedule of dues shall be established by the Board of Directors.

## ARTICLE V: BOARD OF DIRECTORS

*Section 5-1. Powers:* The management,, control, and governance of this organization shall be vested in a Board of Directors. The Board shall preserve, protect, and promote the interests of the association and its members, as defined in the previously stated purpose. The Board shall supervise all transactions and the conduct of the work of the officers of this association.

*Section 5-2. Board Membership:* The Board of Directors shall consist of not more than eleven at-large directors elected by the general membership.

*Section 5-3. Term of Office:* The term for directors shall be from the time of election for one year, or to the time of the next election of directors at the Annual General Membership Meeting.

*Section 5-4. Vacancies:* Board of Directors vacancies shall be filled by appointment by the remaining board members, from among the regular members, for the completion of the regular term of office.

*Section 5-5. Cause for Removal:* Failure to attend four successive regular meetings of the Board of Directors shall automatically remove any Director, and a vacancy shall be declared to exist, and filled in accordance with these By-Laws; except that the Board may, at its discretion, waive this application in an individual case, when so voted.

*Section 5-6. Quorum:* A quorum of the Board of Directors shall be a simple majority. All actions of the Board shall be only by simple majority of those present, or by telephone as defined in Section 5-8 below.

*Section 5-7. Fiscal Expenditures:* The Board of Directors shall have the power to authorize expenditures up to \$500.00, by simple majority vote. Above \$500.00 requires a

2/3 majority vote.

*Section 5-8. Telephone Voting:* Telephone contact may be used to obtain and record the vote on any issue between regularly scheduled Board Meetings, when for whatever reason time is of the essence. Constraints noted in Section 5-6 shall apply.

#### ARTICLE VI. OFFICERS:

*Section 6-1. Officers, Duties and Eligibility:* The officers of WUCA shall be a Chairman, Secretary, and Treasurer. Each of these officers shall be separate individuals. The officers of WUCA shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the Association, and such other duties as may from time to time be assigned by the Board or Chairman.

*Section 6-2. Election:* The officers of WUCA shall be elected or re-elected at the Annual Meeting of the General Membership, following the Board member election. Officer candidates shall be drawn first from the Board of Directors, and then from the General Membership if no director be found to serve as an officer.

*Section 6-3. Chairman:* The Chairman shall be the principal executive officer, subject to the direction of the Board of Directors. He/she shall, in general, manage all of the business and affairs of WUCA. He/she, when present, will preside at all meetings of the General Membership and of the Board of Directors. He/she shall perform any other duties as may be prescribed from time to time by the Board, and be responsible for all matters of correspondence. In the event that the Chairman cannot be present for presiding duties, that person may appoint another member to preside.

*Section 6-4. Secretary:* The duties of the Secretary shall be to keep general minutes of proceedings of the Board of Directors and the Annual Meeting, keep all documents and records pertaining to the operation and activities of WUCA, record all matters of voting, and file all reports as may be required by law.

*Section 6-5. Treasurer:* The duties of the Treasurer include taking custody of all funds and other assets of WUCA in such accounts as the Board may direct or authorize; disburse such funds or other assets of WUCA as the Board may direct; keep accurate and complete financial records; collect all monies due to WUCA; pay routine bills and expenses of WUCA without specific resolution of the Board; and be responsible for a current record of each member's mailing address, a copy of which shall be given periodically to the Secretary for use at meetings where reference thereto will assist the proceedings.

#### ARTICLE VII. MEETINGS

*Section 7-1. Annual General Membership Meeting:* The annual General Membership meeting of WUCA shall be the second Wednesday of January each year, unless otherwise indicated by the Board of Directors, at such time and place as determined by the Board,

for the purpose of election of Board members for the following year, reviewing the financial status of WUCA, and for any other business properly before the meeting.

*Section 7-2. General Membership Meetings:* Additional meetings of the general membership may be scheduled at the discretion of the Board.

*Section 7-3. Board of Directors Meetings:* The Board shall ordinarily meet at least once every month, on the second Wednesday, unless otherwise determined by the Chairman.

*Section 7-4. Notice:* Notification of the meetings listed above shall be deemed to have been given as a part of these bylaws except for Special Meetings of the General Membership listed below.

*Section 7-5. Special Meetings:*

1. *Special Meetings of the General Membership* for any purpose may be called by the Chairman, and shall be called upon written or verbal request of five members of the Board or twenty Regular Members of WUCA. Notification shall be by flyer, delivered at least 24 hours in advance to all current dues paying members.

2. *Special Meetings of the Board of Directors* may be called by the Chairman, and be called upon written or verbal request of three members of the Board. Notification shall be given via telephone at least 24 hours in advance noting time, date, place and purpose. Only such subjects as are stated by request or purpose shall be considered.

3. *Quorum* at any of the General Membership special meetings shall consist of twenty regular members, including Board members; at any Board special meetings it shall be a simple majority of Board members.

## ARTICLE VIII. REPRESENTATIVES AND COMMITTEES

*Section 8-1. Project Representatives:* In order to keep informed through the various public and private meetings and advisory activities that WUCA participates in, volunteer Representatives of our organization shall be appointed by the Chairman to attend those key public or private information opportunities and report to the Board from time to time as decisions for WUCA's positions are required; such appointments shall be made with an eye to diversity and individual interests.

The duties of the project representative(s) include regular attendance at meetings, fact-finding, making recommendations to WUCA regarding positions WUCA should take on matters affecting our organization and/or its constituents, and relaying the decisions of the WUCA Board in a timely manner to the public or private entities involved. If Board action is required before the next regularly scheduled Board meeting, the project representative(s) shall invoke Section 5-8 Telephone Voting to obtain the Board's decision. At no time shall the project representative(s) declare an official position of WUCA without first obtaining approval from the Board. These representatives may also be known as liaisons and may be assigned different duties as deemed necessary by the Board, however, nothing in that assignment may be construed as permission to make official statements on behalf of WUCA without first obtaining Board approval.

*Section 8-2. Committees:* The Chairman may, from time to time, establish certain committees that will further the efficient development or planning functions for specific activities not elsewhere addressed in these By-Laws. Committee members and its committee chairman shall be drawn from the regular membership and/or board members, and report to the Chairman and/or the Board as may be required.

The duties of the committee chairman include fulfilling the written assignment from the Board, scheduling and conducting meetings as needed, fact-finding, making recommendations to WUCA regarding positions or actions WUCA should take on the matters concerning the committee, and relaying the decisions of the Board in a timely manner to the committee, and the public or private entities involved. If Board action is required before the next regularly scheduled Board meeting, the committee chairman shall invoke Section 5-8 Telephone Voting to obtain the Board's decision. At no time shall the committee chairman or any member of the committee declare an official position of WUCA without first obtaining Board approval.

## ARTICLE IX. ELECTIONS

*Section 9-1. Board of Directors:* Nominations from the floor may be made at the Annual General Membership Meeting. Voting shall include all members present who have paid annual membership dues as required for the current fiscal year and have been a member for not less than six months prior to any vote cast.. A simple majority determines election to hold office for the following year.

*Section 9-2. Officers:* Following election of a Board of Directors for the following year, a vote of those elected to the Board shall nominate and hold a vote for the positions of Chairman, Secretary, and Treasurer. A simple majority of Board members determines election to hold office for the following year.

## ARTICLE X. SPECIAL PROVISIONS

*Section 10-1. Parliamentary Authority:* The rules contained in the current *Robert's Rules of Order, Newly Revised* shall govern the conduct of the Association in all cases to which they are applicable, and in which they are not inconsistent with the articles of incorporation of the Association, these By-Laws, any special rules of order of the Association may adopt, and any statutes applicable to the Association.

*Section 10-2. Open Meetings:* All meetings, including those of the Board and any or all committees, shall be open to all members of WUCA.

*Section 10-3. Voting:* There shall be no proxy or absentee voting on any action taken at any meeting of WUCA, including Board and committee meetings.

*Section 10-4. Inspection of Books and Records:* All members of WUCA or their duly-authorized representatives shall be permitted to inspect all books and records, including minutes of all meetings and all votes taken, of WUCA for any proper purpose at any reasonable time. Membership records shall, however, be considered and held

confidential, except insofar as strictly limited disclosure is necessary to the ordinary business of the Association.

*Section 10-5. Compensation, Reimbursement:* No officer, Board member, project representative, committee member, or regular member shall receive any compensation from WUCA for their services, except that the Board may, by proper resolution, order reimbursement for any expenses incurred on behalf of WUCA.

*Section 10-6. Official Positions of WUCA:* Any public endorsements, actions, or recommendations made on behalf of WUCA by the Board, any Officer, Project Representative, committee or agent shall be approved by a vote of the Board of Directors prior to the endorsement.

*Section 10-7. Checks, Drafts, Etcetera:* All checks, drafts, and other orders for payment of monies, notes, or other evidence of indebtedness issued in the name of WUCA shall be signed by the Treasurer.

*Section 10-8. Fiscal Year:* The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of each year.

*Section 10-9. Newsletter:* This section is deleted.

*Section 10-10. Website:* When prepared for use by a volunteer member, a website on the internet shall be maintained to augment the information to members and the neighborhood that WUCA represents. Links to the Denver City Council websites shall also be prepared.

## ARTICLE XI. AMENDMENTS

*Section 11-1. Amendments to the By-Laws* These By-Laws may be amended at any General Membership Meeting, regular or special, provided that the proposed amendments have been first read into the minutes and considered by the Membership at a prior meeting of the General Membership. Upon second reading and a yes-vote by a two-thirds majority of those members in attendance who have paid dues for the current fiscal year and who have been a member for at least 6 months prior to the vote, amendments to these By-Laws shall be adopted and recorded by the Secretary.