



BY-LAWS

APNA Board & General Membership Updated 8-21-2011

ARTICLE 1. NAME

Section 1-1. Name. The name of this organization shall be the Athmar Park Neighborhood Association, hereinafter referred to as APNA.

ARTICLE II. PURPOSE

Section 2-1. Purpose: The purpose for which APNA is established is fourfold:

1. To foster a spirit of community by finding positive, supportive means to meet the human and social needs that exist among the residents and businesses of the Athmar Park neighborhood.
2. To preserve and enhance the character of our neighborhood by undertaking activities, such as community-based planning, to act as a guide in decisions made by the City and County of Denver, The Denver School Board, and other institutions.
3. To aid in promoting a sense of security for all residents of the neighborhood by developing methods for dealing with, and combating, crime.
4. To work with other organizations and the City and County of Denver in carrying out the foregoing purposes, and to serve as a coordinating center for community residents' concerns.

ARTICLE III. MEMBERSHIP

Section 3-1. Membership: There shall be three categories of membership:

Regular member shall be any person eighteen years or older, who rents or owns property in the APNA geographic area as defined below, and who has paid annual membership dues as required for the current fiscal year.

Organizational member shall be any club, church, business, educational institution, or other organization (except a neighborhood association registered with the City and County of Denver) located in the APNA area as defined below who wishes to support APNA and has paid annual membership dues for the current fiscal year.

Associate member shall be any person or organization wishing to support the activities of APNA, but who does not live or own property in the geographic area of APNA. Associate member shall pay annual membership dues and receive the APNA newsletter.

Section 3-2. Voting Rights: Each regular and organizational member of APNA shall have one vote, and shall have full voting rights at all APNA General Membership meetings. Associate members shall not have voting rights. Organizational members shall have one vote exercisable by an individual designated in writing to the Membership Secretary of APNA. Except for the initial membership meeting, to be eligible to vote, a member shall have paid in full all membership dues at least 30 days prior to the date of any General Membership meeting.

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

Section 3-4. Geographic Boundaries: The geographic boundaries of the APNA area are defined as: Alameda Avenue on the north, Mississippi Avenue on the south, the Platte River on the east, and Federal Boulevard on the west; all in the City and County of Denver, Colorado.

ARTICLE IV. BOARD OF DIRECTORS

Section 4-1. Powers: The management, control, and government of APNA shall be vested in a Board of Directors. The Board of Directors shall preserve, protect, and promote the interests of APNA and its members. The Board shall supervise all transactions and the conduct and the work of the officers of APNA.

Section 4-2. Membership: The Board of Directors shall consist of those officers defined in Article V, and not more than eight Directors elected by the general membership. The eight Directors shall include at least one Director from each of the four quadrants within the APNA geographic area. The quadrants shall be the areas created using Tejon Street as the east-west dividing line and Exposition Avenue as the north-south divide line. If there is no APNA member from a specific quadrant who is willing to serve on the Board, a Director from another quadrant may be elected.

Section 4-3. Term of Office: The term of office for Directors shall be for two years. The terms will begin on January 1st of the year following the election. APNA Directors and Officers shall be elected on a staggered basis: President, Recording Secretary, all four At-Large Directors, and Newsletter Editor shall be elected in odd-numbered election years. Vice President, Treasurer, all four Quadrant Leaders, and Membership Secretary shall be elected in even numbered election years.

Section 4-4. Vacancies: Vacancies on the Board of Directors shall be filled by appointment by the Board from among the voting membership for the completion of term of office.

Section 4-5. Cause for Removal: Failure to attend three regular meetings of the Board of Directors during a term of office shall automatically remove a Director, and a vacancy shall be declared to exist, and be filled in accordance with these By-Laws; except that the Board may, in its discretion, waive the application of this requirement in an individual case.

Section 4-6. Quorum: A quorum of the Board of Directors shall be a majority of the Board. All actions of the Board shall be only by vote of those present, or by a telephone/email poll as defined in Section 4-8.

Section 4-7. Fiscal Expenditures: The Board shall have the power to authorize expenditures up to \$250.00 for a single purpose on its own. Notification of a proposed expenditure of more than \$250.00 for a single purpose shall be given to the general membership in the APNA newsletter. At the next General Membership meeting, the expenditure may be authorized by a majority vote of the general membership. An emergency expenditure of more than \$250.00 for a single purpose may be made by the Board and reported to the general membership at the next General Membership meeting.

Section 4-8. Telephone Polling and Email Polling: Telephone polling and email polling may be used to obtain and record the preferences of Board members on an issue, if every reasonable method is used to notify each Board member, and responses are obtained from not less than majority of all Board members. A written log shall be maintained by the Recording Secretary of all contacts and attempted contacts, and shall include date, time, telephone number, summary of discussion (if any), and votes (if any).

ARTICLE V. OFFICERS

Section 5-1. Offices, Duties, and Eligibility: The officers of APNA shall be President, Vice President, Recording Secretary, Membership Secretary, Treasurer, and Newsletter Editor. No officer may hold more than one office at the same time. No officer or Board member of any other neighborhood organization registered with the City and County of Denver shall be permitted to serve as an officer or Board member of APNA. The officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by APNA, and such other duties as may from time-to-time be assigned by the Board or the President.

Section 5-2. The officers of APNA shall be elected in accordance with Article IV, Section 4-3, annually from the membership, at the same time, and in the same manner, as the members of the Board of Directors are elected, at the annual General Membership meeting.

Section 5-3. President: The President shall be the principal executive officer. Subject to the control of the Board, he or she shall, in general, manage all of the business affairs of APNA. The President shall, when present, preside at all meetings of the membership of the Board. The President shall perform all other duties as may be prescribed from time-to-time by the Board. The President shall be responsible for all correspondence.

Section 5-4. Vice President: In the absence of the President or in the event of the President's death, resignation, or inability or refusal to act, the Vice President shall have all of the powers and be subject to all of the restrictions applicable to the President. If the President's office is vacant in the first year of the term, the Vice President shall serve as President for the remainder of the year and a new President shall be elected at the next scheduled election.

Section 5-5. Recording Secretary: The Recording Secretary shall keep minutes of the proceedings of the membership and of the Board, keep all documents and records pertain to the operation and activities of APNA, including the telephone and email polling log, and file all reports required pursuant to law. The Recording Secretary may use a tape recorder to take minutes of meetings.

Section 5-6. Membership Secretary: The Membership Secretary shall receive all membership dues and keep a current record of mailing addresses of each member. He or she shall also maintain a current list of all voting members, and be responsible for having the list available at General Membership meetings, for the purpose of verifying the eligibility of voting members. The list of eligible voters must be entrusted to another officer if the Membership Secretary is unable to attend a meeting where a vote of the membership shall be taken.

Section 5-7. Treasurer: The Treasurer shall take custody of all funds and other assets of APNA, open and maintain a bank account of accounts in the name of APNA, place all funds or other assets of APNA in such accounts as the Board may direct, disburse such funds or other assets as the Board directs, keep accurate and complete financial records of APNA, collect all monies due APNA, and pay routine bills and expenses of APNA with specific resolution of the Board (but subject to the ratification of the Board).

Section 5-8. Newsletter Editor: The Newsletter Editor shall be responsible for the publication of the APNA newsletter and for supervising distribution of the newsletter to all APNA members.

ARTICLE VI. MEETINGS

Section 6-1. Annual General Membership Meeting: The annual General Membership meeting of APNA shall be held in November at such time and place as determined by the Board for the purpose of election the Board of Directors, receiving reports of officers and committees, and for any other business properly before the membership.

Section 6-2. General Membership Meetings: Additional meetings of the general membership may be scheduled at the discretion of the Board.

Section 6-3. Board Meetings: The Board shall ordinarily meet at least once every month at a date, time, and place determined by the Board.

Section 6-4. Notice: Notification of the meetings listed above shall be by written notice stating time, date, and place of the meeting. Notice shall be given in the APNA newsletter.

Section 6-5. Special Meetings: Special meetings of the general membership for any purpose may be called by the President, and shall be called upon written or verbal request of five members of the Board or 20 voting members of APNA. Notification shall be by APNA newsletter or by flyer received at least 24 hours in advance of the meeting. Special meetings of the Board may be called by the President, and shall be called upon the written or verbal request of three members of the Board. Verbal Notification shall be given at least 24 hours in advance of the meeting. Notification of special meetings shall contain time, date, place, and purpose. Only such subjects as are stated in the notice shall be considered.

Section 6-6. Quorum: A quorum at any General Membership meeting shall consist of 20 voting members, including the Board members.

ARTICLE VII. COMMITTEES

Section 7-1. Creation: The Board may create such committees as it deems appropriate to the purposes of APNA. Creation of any committee shall be announced at the next General Membership meeting and in the APNA newsletter.

Section 7-2. Chair: At the time of creation of a committee, the Board shall designate either a Chair or a convener of the committee. If necessary, the committee shall elect a Chair from among its membership, subject to Board approval. The Chair shall serve at the pleasure of the Board.

Section 7-3. Membership: Members of committees shall be those voting members of APNA who volunteer to serve on the committee, and any other persons appointed by the President or the Board to the committee.

ARTICLE VIII. ELECTIONS

Section 8-1. Eligibility for Nomination: After six months of active membership, any voting member of APNA is eligible for nomination as a candidate for election as an officer or member of the Board of Directors of APNA.

Section 8-2. Nominating Committee: The Board shall appoint a nominating committee of three members. The duties of the committee shall include:

1. Accept nominations.
2. Contact and explain the duties of the office to each nominee, and make a ballot of those who accept.
3. In the absence of a nominee for a position, the nominating committee shall make a nomination.
4. Report the list of nominees to the general membership.
5. This list shall, and a short biographical sketch may, be provided to the APNA newsletter area.

Section 8-3. Election Judges: the President shall appoint Election Judges. No nominee shall also be a judge. Duties include:

1. Distribute ballots to the general membership in attendance at the annual General Membership meeting, collect, and tally the completed ballots.
2. Ensure that the names of newly elected officers and directors are published in the next APNA newsletter.
3. Report election results to the President.

Section 8-4. Election: Two months prior to the annual General Membership meeting, nominations for officer and Board members shall be taken from the floor. One month prior to the annual General Membership meeting, the nominating committee shall report to the general membership those nominees who have accepted. A list shall, and a biographical sketch may, be published in the APNA newsletter. At the annual General Membership meeting, all nominees shall be introduced. Voting members shall then be given ballots for the election. Balloting shall continue until the officers and Board members are elected by a majority vote. It is the responsibility of the incumbent President to announce the election results at the meeting. If the office is unopposed, a vote by applause may be used in place of a ballot.

ARTILE IX. SPECIAL PROVISIONS

Section 9-1. Parliamentary Authority: The rules contained in the current *Robert's Rules of Order, Newly Revised* shall govern the conduct of APNA in all cases to which they are applicable, and in which they are not inconsistent with articles of incorporation, if any, of APNA, these By-Laws, any special rules of order APNA may adopt, any statutes application to APNA.

Section 9-2. Open Meetings: All meetings, including those of the Board and all committees, shall be open to the public.

Section 9-3. Voting: There shall be no proxy or absentee voting on any action taken at any meeting of APNA, including Board, General Membership, and committee meetings.

Section 9-4. Inspection of Books and Records: All members of APNA or their duly authorized representatives shall be permitted to inspect all books and records, including minutes of all meetings and all votes taken by APNA for any proper purpose at any reasonable time. Membership records shall; however, be considered and held confidential, except insofar as limited disclosure is necessary to the ordinary business of APNA.

Section 9-6. Reports to the Membership: Any public endorsements, actions, or recommendations made on behalf of APNA by the Board, any officer, committee, or agent of APNA shall be reported to the membership at the next General Meeting and in the newsletter if the action involves the name of APNA, directly or indirectly. No action taken by APNA shall contain the name of any member without his or her consent.

Section 9-7. Checks, Drafts, Etc.: All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of APNA shall be signed by two officers of APNA, in such a manner as shall from time-to-time be determined by the Board.

Section 9-8. Fiscal Year: The fiscal year of APNA shall begin on the first day of January and end on the thirty-first day of December each year.

Section 9-9. Newsletter: A newsletter shall be established for the purpose of advising APNA members of meetings, actions, and other news and shall be published on a schedule established by the Board and distributed to the general membership.

ARTICLE X. ADOPTION AND AMENDMENTS

Section 10-1. Adoption: These By-Laws shall be adopted at an organizational meeting to be held for that purpose. Adoption of these By-Laws requires the affirmative vote of two-thirds of those persons eligible to be regular or organizational members of APNA.

Section 10-2. Amendments of By-Laws: These By-Laws may be amended at any General Membership meeting by a two-third majority of those members present and voting, provided that the proposed amendments were published in the APNA newsletter together with the notice of the meeting.

ARTICLE XI. ELECTION OF INITIAL OFFICERS AND BOARD MEMBERS

Section 11-1. Election of Initial Officers and Board Members: Notwithstanding any other provision of these By-Laws, immediately after adoption of these By-Laws, an election shall be held for the first officers and Board members of APNA. Any individual eligible for regular or organizational membership may be nominated. Those individuals eligible for regular organizational membership shall each be entitled to cast one vote for each officer and one vote for each of the eight Board member positions.