

BYLAWS

CENTENNIAL COUNCIL OF NEIGHBORHOODS

adopted September 10, 2001
amended September 24, 2007
amended May 24, 2010

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

ARTICLE I: Address and Activity

- A. Address** The principal mailing address of the Centennial Council of Neighborhoods, herein after 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 regular members, 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 regular members and may initiate action considered to be of common benefit, at the express request of any member community.
 2. CenCON may publicly proclaim in favor of or against proposals that concern regular members after those members present all available, pertinent information to CenCON for action.
 3. All action taken under Subsections 1, and 2, must be approved by more than fifty per cent (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 regular member and will be communicated to all regular members.
 5. Accurate records of action taken by CenCON will be kept in all matters deemed of sufficient importance and value for further reference.
- F. Fiscal Year** The Fiscal Year shall be April 1 to March 31.

- G. Political Endorsements** CenCON shall not affiliate with any political party nor endorse any political party or political candidate. On issues of a political nature which affect the membership, CenCON 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 located 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 members must pay annual CenCON dues. All regular members will receive CenCON communications.
- B. Associate 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.
- C. CenCON Association** CenCON Associations are informal neighborhood groups that do not have an operating Civic or Homeowners Association. They may become members of CenCON by meeting the following criteria:
1. Three volunteers from the area must act as representatives for the neighborhood with only one vote per association.
 2. A communication plan must exist be in place to disseminate CenCON information to the neighborhood by one of the following methods: newsletter, email with 50% of the neighborhood on the list, two (2) meetings per year of which one is a general meeting for the area, or on a website.
 3. Identify the area's geographical boundaries (minimum of 15 homes) per City's Neighborhood Map.
 4. Dues will be the same for all CenCON members.
- D. Meetings** are open to the public. Individuals who attend may observe. They may not participate in the meeting, present views, request action or vote. No communications of CenCON will be sent. With prior approval from the Chair, they may, however, present an issues.
- E. Media** members may receive 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 seventy-two (72) hours before said meeting. 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. 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 regular members must consent to such change in writing. 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 regular member may replace their 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 regular member association may replace their representative at any time by giving written 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 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 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 regular members may adjust the assessment as may be deemed necessary or advisable. Special assessments may be levied whenever, in the opinion of the members, 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. 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 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 CenCON treasurer, the president shall appoint an audit committee from among the regular members to review the past year's financial documents and designate a time frame for completion.

ARTICLE IV: Voting

- A. Voting Privileges** Each regular member 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 the designated Representative or Alternate is not present, the regular member 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 (90) days from the date of their execution.
- D. Majority Vote** At any properly called meeting of 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, 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.
 - 3. **Electronic Balloting** Electronic balloting may take place when no quorum is present at the regular meeting and time constraints surrounding an issue would require a decision prior to a regular meeting. All regular members will be notified and a majority of those regular members voting will carry the issue. An electronic ballot must be responded to within 10 business days. At the meeting following the electronic ballot, the vote will be affirmed for the record.

ARTICLE V: Officers and Duties

- A. Elections.** CenCON shall annually elect 5 officers: President, 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 more than two (2) or more officers shall belong to the same regular member. These officers shall not be currently elected members of the Centennial City Council or the Arapahoe County Board of Commissioners or Colorado State government.
- 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 CenCON 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 CenCON.
 2. The First Vice President shall perform the functions and duties of the President in the event of his/her 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 of Member Associations and make this list available to officers and to regular members upon request. The CenCON roster is protected from distribution to the public.
 3. The Second Vice President shall perform the functions and duties of the First Vice President in the event of her/his absence, resignation, removal, 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 CenCON and present them to CenCON.
 4. The Secretary shall:
 - a. Be responsible for all records and documents belonging to CenCON.
 - b. Record the proceedings, quorum and attendance at all regular and special meetings.
 - c. Post minutes to CenCON website and send minutes to all regular members.
 - d. See that notices are given in accordance with provisions of these Bylaws and as required by law.
 - e. Perform duties incident to the office of Secretary and other duties as may be assigned by the President.
 5. 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.
- f. There shall be two signatures on all CenCON bank accounts. Those signatures shall be the treasurer and one other officer.

D. 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 membership shall determine the status of an officer if a conflict of interest arises from employment. Any member shall recuse him or her-self when a conflict arises.

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, 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. 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 Regular Member Representation

Replacement of Regular 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.

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 pre-sent 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
Amended throughout, May 24, 2010**

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**



Return to: Colorado Secretary of State

1560 Broadway, Ste. 200
Denver, CO 80202
(303) 894-2251
fax (303) 894-2242

FILING FEE: \$50.00
Submit 1 **typed** original + 1 copy
(Please include self-addressed envelope)

The undersigned person(s), acting as the incorporator(s) of a nonprofit corporation in accordance with CRS § 7-122-101, hereby deliver to the Colorado Secretary of State these Articles of Incorporation pursuant to statute, and state the following:

1. The **Corporate Name** is: Centennial Council of Neighborhoods

Address of Principal Office: 7261 S. Chapparral Cr. West, Centennial, CO 80016

2. The name of the initial Registered Agent and Address of the Initial Registered Office is: Cathy Noon

7261 S. Chapparral Circle West, Centennial, CO 80016
(Number, including Suite or Apartment Street City/Town Zip Code)

3. Signature of the Registered Agent consenting to such appointment: *See below*

4. The name and address of each incorporator are as follows:

Name Cathy Noon Address 7261 S Chapparral Cr. West, Centennial, CO 80016

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE



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05-14-2001 15:24:24

Name Francis E. Green Address 5515 E. Hinsdale Cr. Centennial, CO 80122

Name Claudette Cooper Address 21830 E Davies Cr., Centennial, CO 80016

Name Gerry Cummins Address 6841 S. Clermont Dr., Centennial, CO 80122

5. Voting Members (✓ check appropriate box)

will have voting members will not have voting members

6. The provisions for the distribution of assets upon dissolution of the nonprofit corporation are as follows:
Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Upon dissolution of the corporation, assets within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8. The Secretary of State may send a copy of this form once completed for filing to the following address:

7261 S. Chapparral Cr. West, Centennial, CO 80016

Cathy Noon *Cathy Noon*
Incorporator's Printed Name and Signature

Claudette S. Cooper *Claudette S. Cooper*
Incorporator's Printed Name and Signature

Gerry K. Cummins *Gerry K. Cummins*
Incorporator's Printed Name and Signature

FRANCIS E. GREEN *Francis E. Green*
Incorporator's Printed Name and Signature

COMPUTER UPDATE COMPLETE
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