

# BYLAWS

## CENTENNIAL COUNCIL OF NEIGHBORHOODS

adopted September 10, 2001  
amended September 24, 2007  
amended May 24, 2010  
amended April 27, 2026

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 Chair or another address as designated by the officers of the Board such as a post office box or similar permanent address. CenCON may also have offices and carry on its purposes at other places as determined by the Board.
- B. Purpose:** CenCON shall provide a coordinated and collective forum for civic and homeowner associations, residents, and partners that are duly recognized members as hereinafter defined. Specifically, CenCON shall formulate its activities in accordance with the guidelines set forth in this Article I, Sections C through F.
- C. Information:** CenCON will function as an information processing organization for its members and as a sounding board for ideas and recommendations from those communities, residents, and partners.
- D. Communication:** CenCON will provide a best effort to establish and maintain effective communication with its 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. At the express request of any member or member community, CenCON will coordinate the efforts of its members and may initiate action considered to be of common benefit.
  2. CenCON may publicly proclaim in favor of or against proposals that concern members after pertinent information has been presented to CenCON.
  3. All action taken under these subsections 1 and 2 must be approved by more than fifty percent (50%) of the voting 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 the Secretary, or in the case the Secretary is not present at the meeting where the vote was taken, another officer of the Board.
  4. Minority reports, stating the position of any losing vote, may be issued upon the request of any member and will be communicated to all members.
  5. Accurate records of action taken by CenCON will be documented in meeting minutes including topics introduced for consideration of action, ensuing debate, arguments for and against, and results of the discussion.

- F. Fiscal Year:** CenCON's Fiscal Year shall be the calendar year.  
(Changed from April 1 to March 31 on 4/27/2026).
- G. Political Endorsements:** CenCON shall not affiliate with any political party nor endorse any political party or candidate for any elected office. 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. Association Membership** is reserved for civic and homeowner associations that are located in the City of Centennial, Colorado. Association Members are encouraged to attend and participate in meetings, initiate action, present issues, join committees, serve as officers, and have one vote per issue. Association Members must pay annual dues and will receive CenCON communications. Only active associations, current with their registration with the Colorado Secretary of State are eligible for CenCON Association Membership.
- B. Partner Membership** is reserved for governmental agencies and elected officials that have a constituency in the City of Centennial. Agencies may appoint their Partner Member as they see fit, and may be an elected, appointed, or staff member of said agency. Partner Members do not incur CenCON dues nor do they have a vote in CenCON business. Examples of Partner Members include: the City of Centennial and its elected Mayor and Councilmembers, Arapahoe County and its Commissioners with constituents in Centennial, the Arapahoe Library District, the Arapahoe County Sheriff's Office, the parks and recreation districts within Centennial. Partner Members are not eligible for Officer positions.
- C. Neighborhood Membership** is reserved for individuals that have a primary, permanent, bona fide residence (either owned or rented) located in a CenCON recognized Neighborhood in the City of Centennial. Such Neighborhoods may or may not have a civic or homeowners association (either active or inactive). In the case where a Neighborhood has an active, dues-paid Association Membership with CenCON, that Neighborhood is not also eligible for a Neighborhood Membership until such time said Association Membership has lapsed for more than 60 calendar days.

Neighborhood Members are encouraged to attend and participate in meetings, initiate action, present issues, join committees, serve as officers and have one vote per issue. Neighborhood Members must pay annual CenCON dues and will receive CenCON communications.

A Neighborhood Member's membership will automatically terminate upon their no longer having primary, permanent, bona fide residence within the Centennial Neighborhood they represent.

A Neighborhood can have no more than one Neighborhood Member unless special action is taken by CenCON in accordance with its rules herein for a majority vote of its membership at a properly called meeting with quorum. In no case however will any Neighborhood have more than one member and a total number of members that is greater than 10% of CenCON's total Association and Neighborhood membership.

A Neighborhood may not have both an Association Membership and a Neighborhood Membership without special action is taken by CenCON. In the case where a Neighborhood has a Neighborhood Member and that same Neighborhood subsequently has a duly qualified civic or homeowners association apply for Association Membership, the Association Membership will supersede the Neighborhood Membership as of the beginning of the next fiscal year.

- D. Meetings: CenCON's regular meetings are open to the public. Non-member individuals who attend may observe; they may not request action or vote, and no communications of CenCON will be sent to them. However, with approval from the Chair, they may present an issue for discussion.
- E. Media: Media organizations and their representatives may receive CenCON' 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 with a written request (email delivery acceptable) in the case of urgent and time-sensitive matters by the Chair, or an Association or Neighborhood Member and accepted by a majority of the officers of the Board. The request must specify the matter and the need for urgency. Notification of a special meeting shall be given at least seventy-two (72) hours before said meeting and shall be communicated to all members specifying the reason for the special meeting.

- C. Meeting Place: CenCON may designate any place within the City of Centennial or no more than 3 miles from its boundaries as the meeting place. However, a waiver of notice, signed by a majority of members entitled to vote, may designate another place as the meeting place for a single meeting. A good faith effort will be made to provide for remote or virtual participation and attendance at all CenCON meetings.
- 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 when all members have been properly notified and more than fifty percent (50%) of the voting members have consent to such change in writing (electronic form acceptable). 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 Association and Partner Member shall appoint a Representative to CenCON. Representatives are responsible to participate in meetings and provide feedback to their respective communities, and in the case of Association Members, vote. An Alternate may be designated to serve whenever the Representative is unable to attend. Association and Partner Members may appoint their Representative to CenCON as they deem fit, including procedures for resignation, removal, and vacancy filling. Association and Partner Members shall submit in writing (electronic format acceptable) to the Chair and/or Secretary indicating their duly appointed Representative after any actions that result in a change of their Representative, including the designation of Alternates.
- H. Powers and Responsibilities: CenCON shall have the authority and the responsibility, acting through the officers of the Board 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 dues and special assessments to be paid by members to meet the expenses of CenCON. The amount of the annual dues for each membership type and their scheduled due date shall be recommended by the Treasurer and approved through a duly called vote of the membership at least 50 days prior to their next due date. If not otherwise adjusted by the membership, annual dues amounts and their due date will be the same as from the previous Fiscal Year. Special assessments may be levied from time-to-time when it is necessary or advisable to do so in order to meet unforeseen additional expenses that cannot be met by CenCON's regular budget or due to an emergency.
  5. Enter into contracts within the scope of their duties and powers.
- I. Reimbursement of Officers: CenCON is authorized to make provision for reasonable

reimbursement to its members for approved expenses incurred on behalf of the membership. In no case however will any CenCON officer or member receive any salary, wage, stipend or compensation for their role with CenCON.

- J. 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 and its Officers of its responsibilities.
- K. Audit: Annually or upon the resignation of the CenCON Treasurer, the Chair shall appoint an audit committee from among the membership to review the past year's financial documents and designate a time frame for completion.

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

##### **A. Voting Privileges:**

1. Each Association Member shall be entitled to one vote on all matters before CenCON. In the absence of an Association Member's Representative, an Alternate designated pursuant to Article III Section G shall be entitled to vote on behalf of the Association Member. In the event that both the Representative and Alternate of an Association Member are present, only the Representative may vote.
2. Neighborhood Members shall be entitled to one vote on all matters before CenCON. Neighborhood Members may not delegate their vote to any other person or organization.
3. Partner Members are not entitled to vote in any CenCON matters.

##### **B. Quorum:** A quorum at any properly called meeting, except as otherwise provided in these Bylaws, shall constitute a third of the Association and Neighborhood 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 Association or Neighborhood Member, its duly authorized attorney-in-fact, or in the case of an Association Member, its designated Alternate. Proxies shall expire ninety (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 voting 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 CenCON.

##### **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 with a reduced quorum as defined in this Section E shall be held more than sixty-four (64) 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 in the case of No Quorum: Electronic balloting may take place when no quorum is present at a regular meeting and time constraints surrounding an issue would require a decision prior to a regular meeting. All voting Members will be notified via the electronic mail address registered with the Secretary and a majority of those Association and Resident 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 five (5) officers: Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer. These officers shall comprise CenCON's Board. Only Association and Neighborhood Members as defined in Article II are eligible to be officers. These officers shall not be currently elected members of the Centennial City Council or the Arapahoe County Board of Commissioners or Colorado State government. No individual can hold more than one office at a time.
- B. Term of office: All officers shall be elected at the regular April meeting and shall serve a term of one (1) year starting May 1<sup>st</sup> and ending on April 30<sup>th</sup>. In the absence of a regular meeting in April, officer elections will happen at the next duly called meeting of CenCON, either regular or special, and in no case shall be any later than May 15<sup>th</sup>.
- C. Duties of CenCON Officers shall be as follows:
  1. The Chair 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 Chair shall perform the functions and duties of the Chair in the event of their absence, resignation, disability, removal, or death and perform other duties and functions as assigned by the Chair. The First Vice Chair shall chair the Membership Committee. The First Vice Chair shall keep a current roster of all members and their Neighborhoods and associations and make this list available to officers and the membership upon request. The CenCON roster is protected from distribution to the public.
  3. The Second Vice Chair shall perform the functions and duties of the First Vice Chair in the event of their absence, resignation, removal, disability, or death and perform other duties and functions as assigned by the Chair.
  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 as meeting minutes.
    - c. Post minutes to CenCON's website and send minutes to all 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 Chair.
    - f. Establish and maintain the Neighborhoods Map that defines the Neighborhoods for the purposes of Association and Neighborhood Memberships. Such Map will be derived annually from maps sourced from City of Centennial and formally accepted

at the Regular January meeting. Through regular action concurrent with the annual map acceptance, CenCON may adjust the number, names, and boundaries of Neighborhoods from the sourced maps for its Neighborhoods Map.

**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, draft, or secured electronic payment.
- b. Prepare and maintain accurate financial records showing all receipts, expenses and disbursements.
- c. Deliver a monthly statement to CenCON showing the financial activity for the month.
- d. 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.
- e. 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.
- f. Perform all duties incident to the office of Treasurer and other duties as assigned by the Chair.
- g. There shall be two signatures on all CenCON bank accounts. Those signatures shall be the Treasurer and Chair.

**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 voting 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 the CenCON membership at the first duly called meeting following said occurrence.
3. If no qualified candidate presents themselves for an officer vacancy, the office shall remain unfilled with duties assigned by the Chair (or First Vice Chair or Second Vice Chair as defined in Article V, sections C2 and C3 if the Chair office is vacant) by and among the remaining officers and members. In no case shall an office remain vacant beyond the annual elections prescribed in Article V section A.

- 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 himself when a conflict arises.

**ARTICLE VI: Obligations of Members**

- A. Association Members**: In order to remain in good standing, Association Members must pay dues and maintain on file with CenCON the following information about their association: a map of the area represented by their association, a current list of officers, and duly appointed CenCON Representatives and Alternates with names and contact information.
- B. Neighborhood Members**: In order to remain in good standing, Resident Members must pay dues and maintain on file with CenCON their contact information.

- C. Dues: Dues and assessments will be determined in accordance with Article III section H-4 and are payable upon admission to membership and annually thereafter. The amount owed for new (not renewing) members shall be prorated on a quarterly basis for new members joining other than at the start of the fiscal year.
- D. Compliance All members shall comply with all provisions of the Bylaws and Articles of Incorporation and any other rules and regulations issued by CenCON and its Board. 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.
- E. Replacement of Association Member Representation: If three (3) consecutive regular CenCON meetings (not to include special meetings) are held without any representation (either Representative or Alternate) present from an Association Member, 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. For the purposes of making, amending, or repealing bylaws, a quorum of sixty-six percent (66%) of the total number of Association and Neighborhood Members must be present or vote by proxy, and the vote of a majority of the voting members represented at the meeting in person or by proxy shall be the act of CenCON.

#### **ARTICLE VIII: Right to Inspect**

Any member in good standing may inspect current copies of CenCON Bylaws, Articles of Incorporation, records, rules, regulations, books, receipts, expenditures and financial statements when mutually convenient. CenCON's Board will publish, at a minimum, its Bylaws, minutes, and other membership information on its website.

#### **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.

**ARTICLES OF INCORPORATION**

Return to: Colorado Secretary of State  
1560 Broadway, Ste 200  
Denver, CO 80202  
(303) 894-2251

fax (303) 894-2242

FILING FEE: \$500  
Submit 1 copy of original + 1  
(Please include self-addressed envelope)

The undersigned person(s) hereby certify that the information furnished on this form is true and correct, and that the person(s) named herein is/are the incorporator(s) of the corporation to be organized or reorganized. I understand that any false or misleading information may result in the revocation of my appointment as Secretary of State and may constitute a criminal offense.

1. This Corporation Name is: Centennial Council of Neighborhoods  
Address of Principal Office: 7261 S. Chapparral Cr West, Centennial, CO 80016

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

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

3. Signature of the Registered Agent: *S. te /; / Pii*

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

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

FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE  
CENTENNIAL, CO 80016

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\$ 50.00  
SECRETARY OF STATE



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Name of the Secretary: Addm 5515 E. Hinesdale Cr Centennial, CO 80016

Name of the Treasurer: Claudette S. Cooper Address 21830 E. Oakwood Cr. Centennial, CO 80016

Name of the Secretary: Gorry Cummins Address 6841 S. Clennont Dr Centennial, CO 80022

5. Voting Members (check appropriate)

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*  
Incorporator's Printed Name and Signature

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

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

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

COMPUTER UPDATE COMPLETE  
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