

BY-LAWS
SOUTHGLENN CIVIC ASSOCIATION, INC.
(Amended July 19, 2012)

ARTICLE 1

MEMBERSHIP

1. **Qualifications**. Every resident homeowner or householder and his or her spouse residing in the area known as "Southglenn," more fully described in the plats on record in the office of the Clerk and Recorder of the County of Arapahoe, State of Colorado are entitled to be members of this corporation.
2. **Classes of Membership**. Membership in this corporation shall be classified as active, inactive, or honorary, as hereinafter defined.
 - (a) An **active member** is a member, as defined above, who has paid the dues, as required, for the current fiscal year.
 - (b) An **inactive member** is a member, as defined above, who has not paid the dues, as required, for the current fiscal year.
 - (c) An **honorary member** is any person, other than defined above, who is elected to membership in this corporation by the active members thereof. Such honorary members shall not be required to pay dues.

ARTICLE II

MEETINGS

1. **Regular Meetings**. The regular meetings of the membership of this corporation shall be held annually on the *fourth* Thursday in May, at such time and place as designated in the notice of meeting by the board of directors. In addition to any and all other business which may properly come before such meeting, there shall be conducted at the regular May meeting the election of persons to serve on the board of directors to replace those whose two year term is expiring and to serve for the ensuing two years as herein-after provided. Notification of such meeting shall be given by the board of directors by the best media of communication available in order to ensure notice to each of the members, and shall be given at least ten days in advance of the date of the meeting.
2. **Special Meetings**. Special meetings shall be called by the chairperson of the board of directors upon request of a majority of such board; or upon the petition in writing of fifty (50) active members of this corporation, or upon the petition in writing of one-fifth (1/5) of the active members of the corporation, whichever is less. Notification of such special meeting shall be as provided for regular meetings, and in addition the notice shall contain the reason for the special meeting.
3. **Presiding officer**. All meetings of the membership of the corporation shall be under the direction of a presiding officer. Such officer shall be the chairperson of the board of directors, or in his or her absence, the vice-chairperson of the board

- of directors, or in the absence of the chairperson, vice-chairperson, and secretary, the treasurer of the board of directors.
4. **Quorum**. The active members of this corporation present shall constitute a quorum for doing business at any regular or special meeting. Majority vote of members present shall determine the position of the organization on all questions, which come before it. For the purpose of this section, the presence of a member household is defined as a presence of either spouse, or of one or more co-owners or co-tenants, from a household who have paid the dues for the current fiscal year.
 5. **Voting**. Active members only shall be entitled to vote. Active members for the forthcoming fiscal year shall be considered as active for purpose of voting in the regular May meeting. Proxy votes may be cast in accordance with rules set by the board of directors.

ARTICLE III

BOARD OF DIRECTORS

1. **Composition and Election**. The Board of directors shall consist of up to thirteen (13) active members elected at large from among the membership of this corporation. Directors shall serve for two-year terms, with six (6) directors being elected in one year and seven (7) in the following year. At least one month prior to the regular May meeting, the board of directors shall select a nominating committee from among the membership, which shall have the duty of proposing a slate of nominees to replace such directors whose terms shall expire at the next regular meeting. Additional nominations may be made by any active member from the floor during the meeting. The nominees receiving the largest number of votes cast shall be deemed elected to the board of directors and shall take office immediately following the adjournment of said regular May meeting. In event a vacancy occurs on the board of directors, the vacancy shall be filled by appointment by the board of directors. Any appointed board member shall serve for the remainder of the term filled.
Amendment adopted April 11, 1990: If it is not possible to recruit and retain the minimum five directors as stated in Article Four of Incorporation, the minimum number of directors will be set at two. These directors will perform basic functions such as maintenance of bank accounts, post office box, liaison with other organizations and other necessary duties. This amendment allows such persons serving as caretaker directors to perform minimal duties to perpetuate Southglenn Civic Association as an entity with no further obligation or liability than to preserve the assets and life of the Southglenn Civic Association. Directors shall not be liable except in case of fraud or conversion of Southglenn Civic Association assets to personal use.
2. **Powers and Duties**. The board of directors shall preserve, protect, and enforce the interests of this corporation and its members and shall be responsible for formulating the general policy of this corporation in accordance with the expressions of the will of the majority of the members, and at the same time preserve and protect the interests of the minority members. The board shall

supervise all transactions of this corporation, and shall be empowered to acquire, encumber, transfer, assign or sell any of the property real, personal, or mixed, of this corporation, except as limited by the articles of Incorporation, and except that, until the express consent of a majority of the active membership is obtained, the value of any transaction permitted the board shall not exceed the sum of the membership dues and additional contributions collected in the current fiscal year. The board shall require an audit of the books of the treasurer by an auditing committee of three (3) persons at least once during each fiscal year. Said auditing committee shall be appointed by the chairperson of the board of directors and shall consist of two (2) persons from the board of directors and one (1) person from the active membership of this corporation. The report of the auditing committee for the fiscal year shall be prepared prior to the regular May meeting which ends said fiscal year, and the report of the auditing committee shall be given at said regular May meeting. The board shall establish such standing and special committees as it deems necessary in order to properly carry out the objects and purposes for which this corporation is formed. One member of the board may be appointed to serve on any standing or special committee.

3. **Meetings.** Regular meetings of the board of directors shall be held the 3rd Thursday of each month at such time and place as designated by the board of directors. The board of directors may, by giving the membership of this corporation notice at least one (1) week in advance, change the date of said meeting. Special meetings may be called as deemed necessary by the chairperson of the board or by a majority of the members of the board. All regular board meetings shall be open to the general membership of this corporation. The absence of a board member from three consecutive regular board meetings, without justifiable cause, shall be sufficient reason for the board of directors to request his or her resignation, or to consider his or her position on the board vacant.
4. **Quorum.** Two-thirds of the members of the board of directors shall constitute a quorum for transaction of business by the board. A quorum being present, majority vote shall determine the position of the board on any questions, which come before it. All fractions to be dropped.
5. **Officers.** The board of directors shall elect from its membership a chairperson, vice-chairperson, secretary, treasurer, *and historian* at its first meeting after the regular May meeting of the membership of this corporation. Such officer shall serve for a term of one (1) year and shall remain in office, as an active ex-officio member of the board, until the time of election of new officers. *Upon election of new officers, outgoing officers are to transfer all records to incoming officers within 10 (ten) days of being relieved of official duties.*

First time members of the board of directors must serve one year before being elected to an officer position.

- (a) **Chairperson.** It shall be the duty of the chairperson to act as the general executive officer of this corporation, to preside at all meetings of the board of directors or of the membership, and to appoint, with the advice of the board, such non-elective officers, employees, and committees as deemed necessary.

- (b) **Vice-Chairperson.** It shall be the duty of the vice-chairperson to perform the functions and duties of the chairman chairperson in the event of the chairperson's absence for and any cause and such other duties and functions as the board may prescribe.
- (c) **Secretary.** It shall be the duty of the secretary to take charge of all the records, documents, and papers belonging to the corporation, to conduct the official correspondence of this corporation as directed by the chairperson to keep records of the proceedings of the board of directors, and of all regular and special meetings of the membership of this corporation, and to make regular reports at each meeting of the board and such other reports as may be required by the board. *All records, monthly minutes, newsletters, documents and papers shall be given to the historian on a quarterly basis. Every three (3) months of the regular calendar year. Said information shall be in original form and only in copied form, if necessary.*
- (d) **Treasurer.** It shall be the duty of the treasurer to take charge of all monies belonging to this corporation, to deposit the same at a depository selected by the board and to pay out the same by check or draft, to enter into a good and sufficient surety bond, if required by the board, in an amount fixed by the board and conditioned upon the faithful discharge of his duties and to make regular reports at each meeting of the board and such other reports as may be required by the board. Should the treasurer be unavailable to issue a check or draft to pay out association monies the chairperson is authorized to issue such check or draft. *Treasurer shall give on a quarterly basis, Every three (3) months of the regular calendar year, the treasurer's copies or originals (when possible) of paperwork, records, documents and accounting of monies for that period to the historian.*
- (e) **Historian.** *It shall be the duty of the historian to take charge of, and the organization of all records, documents, meeting minutes, newsletters and papers belonging to the corporation. Anyone in a voluntary position for the Southglenn Civic Association, that generates information, must produce the same for the historian. The historian shall be provided with the necessary tools to catalogue originals and copies in paper form and or electronically (when possible). Information shall be catalogued in a user friendly way. Historian shall have a black and white working knowledge of the information on file. Historian may be required to track down information needed to complete records or by the request of chairperson, and or board of directors. Historian makes no assumptions, interpretations, or the legality of any information. Information shall be presented without bias. Information shall be provided to the chairperson and or any of the board of directors, in a reasonable time frame. Information shall be presented in copy form, unless an original is necessary.*

ARTICLE IV

FINANCIAL

1. **Dues**. The dues, as hereinabove referred to and the payment of which qualifies a member as active, shall be set by the board of directors per fiscal year per household, payable upon admission to active membership, and thereafter due and payable at or before the regular May meeting.
2. **Fiscal Year**. The fiscal year of the corporation shall run from the day following the regular May meeting through the day of the next regular meeting.

ARTICLE V

AMENDMENTS

Amendments to these by-laws may be made by the board of directors at any regular meeting of the board, or at a special meeting called for that purpose. All amendments shall be submitted in writing at least ten days prior to such meeting. Any amendment shall be considered adopted which receives an affirmative vote of the majority of a quorum of the board of directors. Amendments to these by-laws may also be made by the membership of this corporation at its regular meetings or at special meetings called for such purpose. Any amendment shall be considered adopted which receives an affirmative vote of a simple majority of the active members present.