

AMENDED BYLAWS OF CITY PARK FRIENDS AND NEIGHBORS

DENVER, COLORADO

ARTICLE I: NAME

The name of the organization shall be City Park Friends and Neighbors hereafter referred to as CPFAN.

ARTICLE II: MISSION

CPFAN is an advocacy group whose overall mission is to actively protect the classical pastoral character of City Park, Denver, Colorado. The Board of Directors (Board) may from time to time approve amplified mission statements subject to approval by a vote of the members.

ARTICLE III: PURPOSE

CPFAN is organized exclusively for charitable purposes consistent with its mission. Any assets will be used exclusively for tax exempt purposes consistent with its mission.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Membership in CPFAN shall be open to any resident, business owner or property owner within the following boundaries: bounded on the north by Martin Luther King Jr. Boulevard; bounded on the west by Downing Street between Martin Luther King Jr. Boulevard and 13th Avenue and by York Street between 13th Avenue and 8th Avenue; bounded on the south by 13th Avenue from Downing Street to York Street, by 8th Avenue from York Street to Colorado Boulevard, and by 12th Avenue from Colorado Boulevard to Monaco Parkway; and bounded on the east by Monaco Parkway..

Section 2. Membership shall be strictly voluntary and may end at any time determined by the member.

Section 3. The Board may from time to time approve an annual assessment of dues subject to approval by a vote of the members.

Section 4. A member is entitled to vote if the person: (a) has been enrolled for at least three (3) months as a member in the manner proscribed by the Board, (b) is current on payment of any assessed member dues, and (c) certifies at the time of voting in the manner proscribed by the Board that she/he supports the principles set forth in the then approved current CPFAN mission statement (voting to amplify and/or clarify the then approved mission statement does not disqualify a member from voting).

ARTICLE V: OFFICERS

Section 1. All Officers shall be Board members.

Section 2. The Officers shall be a President, a Vice President, a Treasurer, and a Secretary.

Section 3. The Officers shall be appointed by the Board and shall serve at the pleasure of the Board.

Section 4: The President shall preside at all member meetings and Board meetings. In the absence of the President, the Vice President shall preside if she/he is present. In the absence of the President and the Vice President, another Officer or Board member shall preside.

Section 5: The general duties of the Officers are as follows:

- a. The President shall act as the chief operating officer and shall perform such specific duties as delegated from time to time by the Board.
- b. The Vice President shall act as the chief operating officer when the President is unavailable and shall perform such specific duties as delegated from time to time by the Board.
- c. The Secretary shall maintain minutes of Board meetings and member meetings, shall maintain records identifying members, and shall perform such specific duties as delegated from time to time by the Board.
- d. The Treasurer shall maintain CPFAN financial records, shall maintain and transact business regarding any CPFAN bank account, and shall perform such specific duties as delegated from time to time by the Board.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The Board shall be responsible for governing the business and affairs of CPFAN including, but not limited to, determining the number of Board members, appointing Officers and overseeing their performance, scheduling Board and member meetings, giving notice of Board and member meetings, and conducting member meetings. In its discretion, the Board may from time to time delegate duties to Officers. The Board will consist of a minimum of five (5) members and a maximum of eleven (11) members as determined from time to time by the Board. The Board has no power to eliminate the position of any Board member during her/his term.

Section 2. Each member of the Board shall be a member of CPFAN qualified to vote as set forth in Article IV, Section 4.

Section 3. In the case of a vacancy on the Board, the Board may fill the vacant position for the remainder of such member's term.

Section 4. Board members shall be elected at the annual general member meeting for one year terms commencing at that annual general member meeting and ending upon the election of new

directors at the subsequent annual general member meeting. The Board shall appoint a Nominating Committee that will nominate a slate of Board members to be voted on at the annual general member meeting and that will nominate Board members to fill any Board position created by the Board's increase in the number of Board members. The names of these nominated Board members shall be included in the notice of the annual general member meeting and the notice of any member meeting where a Board member will be elected to fill a new Board position. At the annual general member meeting, a member who is qualified to vote for members may nominate as a prospective Board member any other member who is qualified to vote for members and any such nominated member shall be considered in the election of Board members along with the members nominated by the Nominating Committee. In the event that (a) the Board might increase the size of the Board after the annual general member meeting and/or (b) a Board position is not filled in the voting at the annual general member meeting, the new Board position(s) and/or the unfilled Board position(s) shall be filled by vote of the members at the next combined member and Board meeting. At such meeting, the Nominating Committee shall nominate and any member who is qualified to vote for members may nominate candidates to fill the unfilled Board position(s) and the member(s) elected shall serve until election of new Board members at the next annual general member meeting.

Section 5. A majority of Board members shall constitute a quorum at Board meetings and if a quorum is present a majority vote of the Board members present shall constitute action of the Board. Board members may participate in Board meetings either in person or by telephonic or electronic voice communication. In addition, the Board may take action without a meeting if at least the following applicable supermajority of the Board members approve the action in writing (for each possible number of serving Board members, the first number is the number of serving Board members and the second number is the related supermajority number): five (5): four (4); six (6): five (5); seven (7): six (6); eight (8): seven (7); nine (9): eight (8); ten (10): nine (9); eleven (11): ten (10).

ARTICLE VII: MEETINGS

Section 1. Combined member and Board meetings shall be held monthly at times and locations determined by the Board. Notwithstanding the foregoing, the Board shall have the discretion to omit up to two (2) such combined meetings each year other than the April annual general member meeting. At such combined meetings, any programs and the member portion of the meeting shall be held first followed by the Board meeting. Members are invited to contribute in discussions during the Board meeting portion of combined member and Board meetings.

Section 2. Notices of member meetings, including annual general member meetings, and notices of combined Board and member meetings shall be sent to the members by the Board designee via email not fewer than fifteen (15) calendar days prior to the meeting. In the event that action will be taken regarding the following matters, the notice shall advise the members of such proposed action in the meeting notice: election of a Board member or members, assessment of

member dues, amendment to the Bylaws, adoption of or changed to the CPFAN mission statement, expenditures requiring approval of members as set forth in Article IX, Section 2, and matters related to dissolution as set forth in Article XI.

Section 3. The annual general member meeting will be held in April.

Section 4. At least twelve (12) members shall constitute a quorum for voting at member meetings. If a quorum is present at a member meeting, the persons receiving the highest number of votes for Board positions shall be elected. As to all other matters where a vote of members might be taken at a member meeting at which a quorum is present, a majority vote of the members present shall determine the vote outcome.

Section 5. Additional member meetings may be scheduled at other times as deemed necessary by the Board or upon written request to the Board by at least five (5) members who are qualified to vote as set forth in Article IV, Section 4.

Section 6. Additional Board meetings may be called by the President or the Vice President or any three (3) Board members upon at least seven (7) calendar days prior email notice to all Board members. Upon the approval of all Board members, such notice requirement may be waived as to any particular Board meeting.

ARTICLE VIII: STANDING COMMITTEES AND TASK GROUPS

Section 1. Standing Committees may be established by the Board. The work of the Standing Committees shall take place as decided by their members.

Section 2. Task Groups may be established by the Board to accomplish specific tasks and shall be disbanded when said tasks are completed. The work of the Task Groups shall take place as decided by their members.

ARTICLE IX: FINANCES

Section 1. The fiscal year shall be the calendar year.

Section 2. Any contribution or donation to or other receipt by CPFAN may be earmarked for a particular purpose and/or project. Any dues collected from the membership shall be used solely for operational expenses, unless otherwise approved by vote of the members.

Section 3. CPFAN may apply for grants and may receive grants funds for specific projects or the general purposes of the organization.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern CPFAN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI: DISSOLUTION

CPFAN shall be dissolved upon a vote of the Board subject to approval by a vote of the members. In the event of CPFAN dissolution, all assets shall be distributed to charitable organizations as determined by the Board subject to approval by vote of the members and consistent with the mission of CPFAN.

ARTICLE XII: AMENDMENTS

The Board may from time to time amend these Bylaws subject to approval by a vote of the members.

APPROVED BY THE BOARD OF DIRECTORS MARCH 26, 2016 AND BY THE MEMBERS APRIL 28, 2016