

VIRGINIA VILLAGE / ELLIS COMMUNITY ASSOCIATION

BYLAWS

ARTICLE I

Name

The name of the organization shall be Virginia Village / Ellis Community Association (VV/ECA), a Colorado non-profit corporation, which shall be non-sectarian, and non-partisan.

ARTICLE II

Object

The purpose of this association shall be to promote the welfare of the community it seeks to represent. This shall include appropriate activities aimed at preserving the quality of life necessary for its residents, churches, and businesses to prosper.

ARTICLE III

Members

- A. Members. Each and every adult resident, eighteen years of age or older, who resides, owns real property, or operates a business or institution in those areas of the City and County of Denver, Colorado, bounded by the south side of east Mississippi Avenue on the north, east Evans Avenue on the south, south Holly Street on the east, and south Colorado Boulevard on the west. They shall pay no dues.
- B. Limitations. No member shall obligate or bind the Association to any commitment without the full knowledge and consent of the Association or the Board of Directors.
- C. Newsletter Subscriptions. Members and other persons living outside the area, who wish to receive the newsletter, shall pay for a subscription, the amount to be set by the Board of Directors. This subscription shall be renewed annually, on the anniversary date of the subscription. Income from subscriptions may be used for the operation of the organization, subject to the approval of the Board.

ARTICLE IV

Officers

- A. Officers. Officers shall be a President, a Vice President, a Secretary, a Treasurer, and a Director-at-Large, who shall be members of the Association.
 - 1. Term of Office. Officers shall serve a term of one (1) year, or until their successors are elected. Officers may succeed themselves in the same office.
 - 2. Resignations. Resignations shall be in writing to the President.

3. Vacancies. A vacancy in any office shall be filled promptly by a majority vote of the Board of Directors, notice having been given.

B. Nominations and Elections

1. Nominations for officers shall be made from the floor at the Annual Meeting held in November.
2. Elections of officers shall take place at the Annual Meeting in November. Election shall be by ballot unless there is only one nominee for office, in which case the election may be by voice vote. A majority vote shall be required to elect.
3. Elected officers shall assume their duties at the close of business of the election meeting.

C. Duties of the President

1. Shall be responsible for seeing that the purposes of the Association are carried out in accordance with its policies and these bylaws.
2. Shall be the official spokesperson for the Association.
3. Shall preside at all Association meetings.
4. Shall appoint the chairperson of all committees, with the approval of the Board.
5. Shall appoint an auditor, with the approval of the Board, to review the Treasurer's records.
6. Shall be ex officio a member of all committees.
7. Shall counter-sign checks for all disbursements.
8. Shall perform such duties applicable to the office, as prescribed by the parliamentary authority adopted by the Association.

D. Duties of Vice President

1. Shall perform the duties of the President, in the absence or at the request, of the President.
2. Shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association or as directed by the Board of Directors.

E. Duties of Secretary

1. Shall record the proceedings of all meetings of the Association.
2. Shall preserve the records, reports, and documents of the Association.
3. Shall perform such duties applicable to the office, as prescribed by the parliamentary authority adopted by the Association.

F. Duties of Treasurer

1. Shall be custodian of all funds.
2. Shall sign checks and disburse funds as directed by the Board of Directors.
3. Shall provide a written financial statement to the Association, as provided by the parliamentary authority adopted by the Association.

G. Duties of Director-at-Large

1. Shall perform such duties as directed by the Board of Directors.

ARTICLE V

Meetings

- A. Authority. General meetings of the members shall be held throughout the year on a schedule determined by the Board of Directors.
- B. Annual Meeting. The General Meeting of members held in November shall be the Annual Meeting at which election of officers shall take place. Annual reports shall be received and any other business to come before the Association may be conducted.
- C. Special Meetings. Special meetings of the members shall be called by the President and shall be called upon the written request of two (2) Board members or five (5) members of the Association and shall be limited to the business stated in the call to the meeting.
- D. Notice. Notice of all General Meetings or Special Meetings shall be given at least forty-eight (48) hours prior to the meeting and posted in the Virginia Village Library.
- E. Quorum. A quorum for the conduct of business at any General or Special meeting of the members shall be ten (10) members, including two (2) officers.

ARTICLE VI

Board of Directors

- A. Authority. The Board of Directors shall direct the affairs of this Association between meetings of the members, in accordance with the Articles of Incorporation, these bylaws, and any city, state, or federal laws.
- B. Composition and Term of Office. The Board of Directors shall consist of the elected officers and chairperson of the Standing Committees. They shall serve a term of one (1) year or until their successors are elected.
- C. Special Representatives. The Board shall elect members to represent the VV/ECA at meetings of City task forces and other organizations, such as Inter-Neighborhood Cooperation (INC), for a term of one (1) year, or until their successors are elected. No such representative shall obligate or bind the Association without the full knowledge and consent of the Association or the Board of Directors.
- D. Regular Meetings. Regular meetings shall be held every two (2) months.
- E. Special Meetings. Special meetings may be called by the President and shall be called at the request of any two (2) Directors.
- F. Notice. Notice of any meeting of the Board shall be given at least forty-eight (48) hours in advance. Notice may be waived by subsequent written consent of the full Board.
- G. Quorum. Four members of the Board shall constitute a quorum.
- H. Resignations. Resignations shall be in writing and given to the President.

- I. Vacancies. A vacancy on the Board of Directors shall be filled promptly by the remaining members of the Board, a majority vote being required.

ARTICLE VII
Committees

- A. Standing Committees. Standing Committees shall be: Membership, Newsletter, Zoning, and Public Safety. Duties shall be assigned by the Board.
 1. Standing Committees shall be comprised of members of the Association.
 2. Standing Committee chairmen shall be appointed by the President, with approval of the Board, and shall serve as voting members of the Board of Directors.
- B. Auditor. The President, with approval of the Board, shall appoint the auditor to review the Treasurer's books at the end of the fiscal year, or when a new Treasurer is elected.
- C. Special Committees. The President, with approval from the Board, may appoint such special committees as shall be deemed necessary to carry on the work of the Association.

ARTICLE VIII
Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE IX
Amendment of Bylaws

These bylaws may be amended at the Annual Meeting of the Association by two-thirds (2/3) vote, provided the text of the amendment has been submitted to the members in writing in the official call to the meeting.

ARTICLE X
Dissolution

In the event of dissolution, subscriptions paid beyond the current year shall be returned to those subscribers paying them in advance. All other assets shall be assigned to a non-profit, tax-exempt, organization in accordance with Section 501(c)(3) of the Internal Revenue Code and none of the funds shall inure to the benefit of any individual member.

ADOPTED AS AMENDED, October 12, 2004

Helen Leaver, Secretary

Adopted October 19, 1987

Adopted as amended October 3, 1989

Adopted as amended October 10, 1990

Adopted as amended October 21, 1992

Adopted as amended October 11, 1994

Adopted as amended October 14, 1997

Adopted as amended October 13, 1998

Adopted as amended October 10, 2000

Adopted as amended October 12, 2004