

June 18, 2018

Re: INC Amended and



Restated Bylaws

In November 2017, the INC Board of Directors appointed a committee to review the INC governing documents. The purpose of the review was to: (1) correct many of the inconsistent provisions included in the governing documents; (2) clarify the objectives; and (3) ensure that the governing documents included language required by section 501(c)(3) of the Internal Revenue Code as well as the Colorado Non-Profit Act. By way of background, INC was established in 1975. Over the years the Bylaws have been amended several times resulting in the need for a better organized and modernized document. The last amendment occurred November 2017.

The committee members included George Mayl, INC President, Loretta Koehler, INC Vice-President, Tom Mobley, President, Harkness Heights Neighborhood Organization, Jane Lorimer, INC Executive Committee, Board Member, Winston Downs Community Association and Margie Valdez, Board Member, Capitol Hill United Neighborhoods, and former Chair, INC Zoning and Planning Committee.

The committee began their review of the governing documents in January 2018 with the INC Bylaws selected as the first document to be reviewed. On May 7, 2018, at the Executive Committee meeting, the committee presented proposed Amended and Restated INC Bylaws. The Board requested the committee to review comments submitted at the meeting by one board member relating to the proposed amendments. The comments were reviewed and analyzed by the committee. Following that additional review, the committee provided their final draft of the proposed Amended and Restated Bylaws of the Inter-Neighborhood Cooperation, Inc., to the Executive Committee on Monday, June 11, 2018. The Board of Directors voted, with six (6) members in favor, one opposed, to approve the proposed amended Bylaws with the addition of the word "special" in Article XII, A red-line version of the draft amendments and a final version are provided for review.

Accordingly, the proposed Amended and Restated INC Bylaws will be on the agenda for the July 9 delegate meeting. INC Bylaws provide that subsequent to the Board of Directors approval of amendments to the Bylaws, approval of amendments require a quorum of delegates in attendance and approval by a two-thirds vote.

George Mayl  
INC President

Loretta Koehler  
INC Vice-President



**AMENDED AND RESTATED  
BYLAWS OF  
INTER-NEIGHBORHOOD COOPERTION, INC.**

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**Table of Contents**

	<b><u>Page Number</u></b>
<b>ARTICLE I – NAME .....</b>	<b>1</b>
<b>ARTICLE II – AUTHORITY .....</b>	<b>1</b>
<b>ARTICLE III – MISSION.....</b>	<b>1</b>
<b>ARTICLE IV – PURPOSE .....</b>	<b>1</b>
<b>ARTICLE V – RESTRICTIONS .....</b>	<b>2</b>
<b>ARTICLE VI – NON-DISCRIMINATION POLICY .....</b>	<b>2</b>
<b>ARTICLE VII – MEMBERSHIP .....</b>	<b>2</b>
<b>ARTICLE VIII – DUES .....</b>	<b>2</b>
<b>ARTICLE IX – DELEGATION .....</b>	<b>3</b>
<b>ARTICLE X – MEETINGS .....</b>	<b>3</b>
<b>ARTICLE XI – BOARD OF DIRECTORS .....</b>	<b>4</b>

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	<u>Page Number</u>
ARTICLE XII – OFFICERS .....	4
ARTICLE XIII – ELECTIONS .....	6
ARTICLE XIV – COMMITTEES .....	7
ARTICLE XV – FISCAL YEAR .....	7
ARTICLE XVI – CONFLICT OF INTEREST TRANSACTIONS....	7
ARTICLE XVII – DISSOLUTION .....	8
ARTICLE XVIII – PARLIAMENTARY AUTHORITY .....	8
ARTICLE XIX – INDEMNIFICATION .....	8
ARTICLE XX – AMENDMENT OF BYLAWS .....	9
CERTIFICATION .....	9

**AMENDED AND RESTATED  
BYLAWS OF THE  
INTER-NEIGHBORHOOD COOPERATION, INC.  
Bylaws**

**ARTICLE I – NAME**

The name of the organization is “Inter-Neighborhood Cooperation, Incorporated” (INC). a Colorado non-profit corporation

**ARTICLE II – ~~PURPOSE~~ AUTHORITY**

The organization is incorporated as a non-profit corporation under the Colorado Revised Non-Profit Act (Act) and is intended to be a tax-exempt corporation as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 (Code) or any amended or successor provisions. The organization shall be governed by the Articles of Incorporation and these Bylaws, as they may be amended from time to time. The Bylaws or amendments shall not conflict with the provisions of the Articles of Incorporation.

**ARTICLE III– ~~NON-DISCRIMINATION POLICY~~ MISSION**

To advocate for Denver citizens by bringing together, informing and empowering Denver neighborhood organizations to actively engage in addressing city issues.

**ARTICLE IV– ~~MEMBERSHIP~~ PURPOSE**

The purpose of INC shall be to:

- A. Bring together ~~independent~~ neighborhood organizations of ~~within the City and County of~~ Denver in a coalition to represent the interests of neighborhoods and to collectively address issues of common interest, especially those which may have citywide impact.
- B. ~~Encourage and to increase~~ autonomy, diversity, and power for neighborhoods. ~~and to offer assistance when aid is requested and applicable.~~
- C. Provide information ~~and education~~ to neighborhood organizations ~~concerning such as~~ organizing, registering with the city, and ~~interacting~~ ~~dealing~~ effectively with city agencies.
- D. ~~Adhere to the principles of democracy and openness, and encourage member neighborhoods to do likewise;~~
- D. Enable neighborhood organizations to present their positions before decisions affecting their neighborhoods are made by the city agencies and departments.
- E. ~~Nominate neighborhood representatives to serve on public commissions, boards, and task forces, and~~
- E. Improve the flow of information between registered neighborhood organizations and Denver city agencies and departments.

F. Take an active role in working with **those in** city government and others in shaping-Denver’s future.

## ARTICLE V – ~~DELEGATION~~ **RESTRICTIONS**

The corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

## ARTICLE VI – ~~OFFICERS~~ **NON-DISCRIMINATION POLICY**

INC shall execute its purpose without regard to race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, familial status, or political party affiliation, except to serve a historically disadvantaged group.

## ARTICLE VII – ~~MEETINGS~~ **MEMBERSHIP**

A. There shall be ~~four (4)~~ **two (2)** classifications of membership: ~~“Member Organization” (MO), “Member Organization Patron”, Associate”, and Associate Patron”~~ **“Registered Neighborhood Organization” (RNO) and “Associate.”**

1. ~~“Member Organization(s)” (MO) shall be~~ **RNO: Any Registered Neighborhood Organization as is defined in Chapter 12, Article III of the Denver Revised Municipal Code that has complied with the provisions of Article IV. B. Dues.**

2. ~~“Member Organization” Patron is any MO as described in Article IV, A, 1, having paid appropriate ‘Patron’ dues.~~

3 **2.** Associate: Any individual, civic group, non-profit group, **business, city department** or governmental agency ~~having paid the appropriate ‘Associate’ dues.~~

4. ~~“Associate Patron” is any entity from Article IV, A, 3 having paid the appropriate ‘Patron’ dues.~~

5. ~~“Associate” and “Associate Patron” shall be non-voting members.~~

**B. Associate(s) shall be non-voting members.**

## ARTICLE VIII – ~~BOARD OF DIRECTORS~~ **DUES**

B. Dues

A. ~~1. The amount of dues to be paid, by any~~ **Dues policy for** either member category shall be established by the Board of Directors (BOD) and shall be due and payable ~~by January 1~~ annually. Dues for ~~an~~ **newly organized MO RNOs** joining after the annual meeting shall be ~~pro-rated on a quarterly basis~~ **determined by the Board.**

- B. ~~2.~~ The ~~current~~ rate of dues ~~set by the Board~~ shall be as quoted in the membership application and published in ~~the newsletter~~ **various media communications of the organization.**
- C. ~~MO RNO~~ dues; not paid by February 28 of each year, ~~whether for new or renewing membership,~~ shall mean the ~~MO-RNO~~ delegate(s) shall not be eligible to vote or run for office in the annual election.
- D. A ~~delegate~~ representing an RNO whose dues are delinquent ceases to be member in good standing and hold office until such time as the RNO has complied with dues requirements.
- E. A renewing ~~MO-RNO~~ or new ~~MO RNO~~ submitting dues after February 28 and before the call to order of the annual meeting may be reinstated or added as an ~~MO-RNO~~ effective close of business on the **first business calendar** day following the annual including full voting **eligibility** for their designated delegates.

**ARTICLE IX – EXRCUTIVE COMMITTEE DELEGATION**

The ~~makeup of paid MO members shall be known as the delegation.~~ **Delegation is composed of delegates/representatives appointed or elected by their respective RNO.**

**A.B. Delegates.**

- 1. Any ~~paid MO RNO~~ representative, provided their ~~MO RNO~~ has complied with the provisions of Article ~~V.B.2~~ **VIII -Dues**, shall be recognized as a delegate.
- 2. Each ~~MO RNO~~ shall have no more than two (2) delegates ~~who shall be designated on the MO's annual application~~ **eligible to vote.**
- 3. **Delegates shall be designated on the RNO annual application.**
- 4. Each delegate shall have one (1) vote, regardless of how many ~~MOs RNOs~~ a delegate represents.
- 5. A ~~MO~~ may change delegate designation by submitting a name change in writing to ~~INC~~ prior to the start of a meeting. **Changes or corrections to delegates may be made, in writing or orally to the President or his/her designee, prior to the start of duly convened meetings.**
- 5 6. Each Delegate's terms shall be determined by their ~~MO~~ **respective RNO.**

**B.C. Powers of the Delegation.**

- 1. ~~The delegation shall have full power and authority over the affairs of INC~~ authority to vote in and for the following matters:
  - (a) regularly scheduled delegate meetings; (b) special delegate meetings called pursuant to these Bylaws; (c) resolutions; (d) motions including motions from the floor; (e) amendments to Bylaws; (f) amendments to Articles of Incorporation;
  - (g) minutes of delegate, special and annual meetings and forums; (h) formation or dissolution of sub-committees, special committees and task forces recommended by the Board; (i) appointments recommended by the Board of Directors to fill vacancies on the Board; (j) remove officers as provided for in Article XII. C., of these Bylaws; (k) elections; (l) recommend policies and program activities; and

(m) all matters as provided in these Bylaws which are not inconsistent with the governing documents.

2. No ~~MO~~ RNO, delegate, committee, **task force** or individual is **authorized** to obligate or bind INC to any commitment or position without **first obtaining** the approval of the **delegation Board**.

3. ~~When timing requiring immediate action, any officer may propose that INC take a position of choose to act on any matter by making a recommendation for telephone, email, or~~ **“exceptional action”** to the president. The president will ~~meet with the members of the BOD to obtain their approval of the officer’s proposed action. If the action is approved by a quorum of the BOD, the president will direct the membership chair to immediately notify the member RNO delegates by email and/or telephone of the proposed action and to request~~ **a** ~~reply within 24 hours seeking approval or disapproval of the action. If a majority of the member delegates recommends approval of the exceptional action, the president shall authorize and inform the delegation of the action at the next monthly delegation meeting.~~

#### **ARTICLE X – ~~COMMITTEES~~ MEETINGS**

A. Regular Meetings. Regular meetings of the delegation are **fixed by the Board** ~~normally held monthly~~ including the date, time and place. ~~determined by the BOD, and with~~ Advance notice **shall be** given in the ~~newsletter~~ **various media communications of INC**.

B. Annual Meeting. The ~~regular~~ delegate meeting in March shall be the annual meeting.

C. Special Meetings. Special delegate meetings may be called by the president, or may be called at the written request of at least ten (10) delegates with not less than seventy-two (72) hours notice. Notice shall be given by telephone, email, or **INC media communications**.~~newsletter~~, to all delegates **of record**. No business shall be conducted that is not specified in the call to the meeting.

D. A quorum for the conduct of business at delegate meetings shall be twenty (20) delegates.

E. All INC meetings are open to the public, ~~but~~ **however**, only delegates may vote.

F. **INC sponsored forums, conferences and symposiums, including delegate meetings, addressing citywide issues, shall make diligent efforts to include presentations by or on behalf of proponents and opponents. Motions to be voted upon following presentations must comply with the provisions of these Bylaws.**

G. Proxy voting is not permitted.

#### **ARTICLE XI – ~~FISCAL YEAR~~ BOARD OF DIRECTORS**

A. The ~~BOD~~ **Board of Directors (Board)** shall consist of the officers and five Delegates-at-Large.

B. The ~~BOD~~ **Board** shall:

1. Manage all **corporate powers and business affairs** ~~the affairs~~ of the corporation ~~between meetings of the delegation.~~

2. Manage all INC funds;
  3. ~~Apply~~ **Develop** position statements ~~in accordance with the objectives as stated provided in Articles III and IV.~~
  4. Recommend ~~to the delegation~~ policy and program activities; ~~for approval by the delegation;~~
    5. Develop ~~an~~ annual budgets; ~~and~~
  6. **Authorize reasonable compensation for performance of skills and tasks deemed to be necessary and consistent with INCs mission and policies;**
  7. **Exercise for INC all powers, duties, rights and obligations in or delegated to the Board and not reserved to the delegation by the provisions of the governing documents or the Act, and**
  - 6 8. **Execute any other functions as assigned by the delegation**
- C. **The Board shall hold a minimum of ten (10) meetings per year or meet more often as needed.**
1. ~~BOD~~ Meetings may be called by the president, or may be called at the request of two (2) members of the ~~BOD~~ **Board**, with not less than ten (10) **calendar days** notice.   
 Notice may be given by telephone, email, or ~~newsletter~~ **various media communications.**
2. **Meetings by telecommunication.**
    - a. Meetings may be conducted through the use of any means of communication which all members participating in the meeting may hear each other during the meeting.
    - b. A member participating in a meeting by telecommunication is deemed to be present in person at the meeting.
  3. **Action without meeting.**
    - a. Action may be taken without meeting if notice stating the action to be taken and the time by which a director must respond is transmitted in writing to each member of the board by the time stated in the notice.
    - b. All notices must state that members may vote for such action, vote against such action, abstain from voting or demand that action not be taken without a meeting.
  4. A quorum for the conduct of business shall be five (5) members, including the President, or the Vice-President in his ~~or her~~ **absence place.**

## **ARTICLE XII ~~EXECUTIVE COMMITTEE~~ OFFICERS**

- A. ~~The body of officers shall be called the Board of Directors (BOD).~~ **Officers shall be: President, Vice-President, Secretary, Treasurer, and five (5) Delegates-at-Large.**
- 2.1. **Officers** shall be elected for two-year terms at the annual meeting of the delegation **set forth in Article X.** Officers shall serve no more than two (2) consecutive two-year terms in the same office.
  - 3.2. The president, secretary and three (3) delegates-at-large will be elected in even-numbered years.
  - 4.3. The vice-president, treasurer and two (2) delegates-at-large will be elected in odd-numbered years.



5.4. Officers shall assume their duties at the close of the annual meeting at which elected.

A.B. Qualifications.

1. Only a delegate of record at time of election shall be eligible to serve as an officer.
2. An officer who has served more than half a term is considered to have served a full term in office.

C. Duties of Officers.

Each officer shall have the authority and shall perform the duties stated in these Bylaws or, to the extent not inconsistent with the bylaws, respect to such office by the Board or by an officer authorized by Officers shall perform the duties prescribed by these bylaws and as directed by the delegation, or as are applicable to the office as the parliamentary authority adopted by the organization.

prescribed with the Board. such other duties prescribed by

policies;

1. The President shall:
  - a. Be responsible for ~~seeing~~ **ensuring** that the purposes of the organization are executed in accordance with these Bylaws and other INC policies;
  - b. Preside at all meetings of the delegation, board of directors and executive committee;
  - c. ~~Propose~~ **Set** the agenda for all **executive committee and delegate** meetings;
  - d. ~~Appoint an audit committee of three (3) delegates to review the financial records at the end of the fiscal year.~~
  - d. Appoint chair(s) of all committees with approval of the ~~(BOD)~~ Board; and
  - ~~e.~~ **Be an ex-officio member of all committees.**
  - f. **Have the authority to excuse officer absences from Board and delegate meetings.**
2. The Vice-President shall:
  - a. Perform the duties of the president in his **or** her absence or at his **or** her request; ~~and~~
  - b. Perform other duties as directed by the ~~delegation~~ **president**; ~~and~~
  - c. **Cast a ballot in case of a tie vote in INC elections.**
3. The Secretary shall:
  - a. Record the proceedings of all **special meetings and** delegate and board meetings;
  - b. **Ensure** ~~Keep and preserve~~ the records of the organization **are properly archived and preserved**; and
  - c. Renew corporate documents as necessary **in a timely manner.**
4. The Treasurer shall:
  - a. Be custodian of all funds;
  - b. ~~Keep and Prepare, M~~ **maintain** and preserve accurate and complete financial records;
  - c. Disburse funds at the direction of the ~~delegation except that the (BOD)~~ **Board may authorize which have been** authorized for the

- reimbursement of monies spent by INC committees on behalf of  
 INC in the accomplishment of furtherance of approved  
 activities and programs their approved tasks;
- d. Ensure only disburse INC checks that contain include signatures of both the treasurer and president;
  - e. Produce consistent and accurate financial reports, including a balance sheet and statement of activities, at least quarterly to the delegation and the Board; Present a written financial report quarterly to the and delegation,
  - f. Provide access to detailed transaction information when duly requested; and
  - g. Provide and present a monthly financial report for the Executive Committee.
5. Delegates-at-Large shall: ~~perform such duties as assigned by the delegation.~~
- a. Attend delegate, Board and executive committee meetings;
  - b. Attend meetings requested by their respective RNOs;
  - c. Perform other duties as may from time to time be assigned by the president.

#### C. Removal and Resignation

- 1. An officer may resign at any time by giving written notice of resignation to the Board. The Board shall ensure the delegation is promptly notified of the resignation.
- 3.2. An officer who accumulates three (3) unexcused absences from Board or delegate meetings during a term in office may be removed from office upon recommendation by the delegation Board and approval of the delegation.
- 43. An officer may be removed for cause by the delegation only at a delegate or meeting officer. special meeting called for the purpose of removing that officer. The notice shall state the purpose of the meeting is removal of the
- 4. Removal of any officer shall require a quorum to be present.

#### D. Vacancies.

- 1. A vacancy in the office of president shall be assumed immediately by the vice-president.
- 2. The president shall, by appointment and with ~~BOD~~ Board approval, immediately fill officer vacancies for the duration of the term.
- 3. Appointments must be confirmed by a vote of the delegation within two (2) regular meetings from the time the delegation is officially notified of such vacancy.

### ARTICLE XIII – COMMITTEES ELECTIONS

#### A. Nominations

Nominations shall officially be made from the floor at the annual meeting unless otherwise directed by the Board. ~~delegation.~~

#### B. Elections

- 1. Elections shall be by ballot, voice, roll call, hand vote or acclamation.

2. A majority of votes cast is required to elect officers.
3. Election of officers shall take place in the following order: president, vice-president, secretary, treasurer, and delegates-at-large.
4. Each office shall be **voted upon** ~~filled~~ prior to electing subsequent offices.
5. The ~~top vote recipients~~ **nominee(s)** receiving the **highest number of** votes for delegate-at-large shall be **declared as** elected.

## **ARTICLE XIV – FISCAL YEAR COMMITTEES**

### **A. Executive Committee:**

1. The Executive Committee (EC) shall consist of the ~~BOD~~ Board and appointed ~~standing~~ Operational and Program Committee chairs.
2. Committee chairs shall be non-voting members of the EC; however, a member of the Board may vote and serve as a Committee chair.

### **B. Operational and Program Committees**

1. ~~Standing~~ Operational Committees are: Budget, Membership, Communications, Nominating and Audit.
  - a. Operational Committees should consist of two or more members; however, one person may comprise a committee when additional persons are not available.
  - b. The purpose of ~~‘Operational Support’~~ Operational Committees is to manage the activities supporting INC; and sustain the operations of the organization. ~~as they relate to the administrative activities supporting INC.~~
2. Program Committees are: Parks and Recreation, Transportation, and Zoning and Planning.
  - a. The purpose of the ~~‘Interest’~~ Program Committees is to convene and support ~~registered organizations RNOs~~ through education, collaboration and advocacy on specific topics and ~~by working with relevant organizations and agencies to work with City agencies and departments, or related organizations and agencies, in carrying out these purposes.~~
3. Special Committees: The president may appoint ‘special committees’ as the need arises, with approval of the delegation.
4. Program and Operational Committees may be established as needed or discontinued when recommended by the Board and approved by the delegates.
5. Program, Operational and Special Committee chairs should be delegates.
6. Any ~~individual~~ member of an ~~(MO)~~ RNO may serve on ~~a~~ either an Operational or Program Committee, however, the president may appoint any resident of the City of Denver to serve on a committee with approval of the Board.

majority

7. Committees shall submit for Board approval, by November 1, their annual action plan with their proposed budget for the following year. annually.

## ARTICLE XV – FISCAL YEAR

The fiscal year shall be January 1 through December 31.

## ARTICLE XVI – CONFLICT OF INTEREST POLICY

~~A. Conflicts may occur because the many person associated with INC should be expected to have and do in fact generally have multiple interests and affiliations, and various positions of responsibility within the community. In these situations, a person will sometimes owe duties of loyalty to two or more organizations. The best interests of INC do not require the termination of all relationships with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved. However, EC and other committee decisions must be made by disinterested parties. Even the appearance of a conflict of interest should be avoided, if possible, and disclosed if unavoidable.~~

~~B. Violations of the Conflicts of Interest Policy~~

~~Disclosure: Interested persons must disclose the existence of financial interests and be given the opportunity to disclose all material facts. A financial interest exists if the person benefits directly or indirectly, through business, employment, invest, or family. Finding of Conflict: The EC (absent the person who may have the conflict of interest) shall determine if a conflict exists. If the EC determines a conflict exists, it may take appropriate action.~~

~~3. Voting: A voting member of the EC, who receives compensation, directly or indirectly from INC for goods or services, shall abstain from voting on matters pertaining to that member's compensation.~~

~~4. Undue Influence: A member of the EC, or of the delegation, having a financial interest in a matter shall not attempt to influence the decision of other members of the EC or delegation, regarding that matter.~~

A. No INC board or committee member shall make or participate in the making of ~~vote~~ ~~on~~ any proposal in which he or she or his or her immediate family or his or her employer has a direct or indirect financial interest through business or investment. For purposes of this Article, the term “interest” shall include personal interest, interest as director, officer, member, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than INC. The term “immediate family” shall mean spouse, parents, siblings and children.

B. A director, ~~or~~ officer or executive committee member of INC shall not be automatically disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into transactions with the organization.

C. Violations of the Conflicts of Interest Policy

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at which such

1. Disclosure: Interested persons must fully disclose the existence of financial interest and be given the opportunity to disclose all material facts. If the Board determines a conflict exists, it shall take appropriate action.
2. No interested officer or committee board member may vote, nor may board members or executive committee members or lobby on the matter, or be counted in determining the existence of a quorum at the meeting transaction may be authorized.
3. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**ARTICLE XVII- DISSOLUTION**

In the event of dissolution, the assets of the corporation shall be apportioned to organizations classified as tax-exempt under Section 501(c)(3) of the IRS Code. The assets shall not be distributed to its MOs RNOs, delegates, officers, or any individual.

**ARTICLE XVIII – PARLIAMENTARY AUTHORITY**

The rules contained in Robert’s Rules of Order Newly Revised shall govern INC meetings in all cases- to which they are applicable-apply and in which they are not inconsistent with these Bylaws and any special rules of order INC may adopt.

**ARTICLE XIX – INDEMNIFICATION**

A. Scope of Indemnification: INC shall indemnify each person who is or was a director or officer of INC and shall pay or reimburse in advance his or her expenses to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (Act). INC shall also indemnify each person who is or was an employee or volunteer of INC and shall pay or reimburse in advance his or her expenses, to the same extent as directors of INC. INC in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that the Corporation has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of INC existing at the time of such repeal or modification. INC shall have the right, but shall not be obligated, to indemnify any agent of INC not otherwise covered by this section to the fullest extent permissible under the Act.

B. Savings Clause: Limitation. If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then INC shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that has not been invalidated.

Notwithstanding any other provision of these Bylaws, INC shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of INC as an organization described in

Section 501(c)(3) of the ~~Internal Revenue Code~~, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

## ARTICLE XX – AMENDMENT OF BYLAWS

These Bylaws may be amended at the annual meeting of the delegation or at any time after a majority vote of the ~~BOD~~ **Board** authorizes submission of an amendment to the delegation. Proposed amendments must be published in ~~the~~ **all the various INC media communications newsletter** or via special notice at least ten (10) days prior to any **delegate** meeting **noticed** ~~of the full delegation's vote on said~~ for amendments. Amendments require a quorum of delegates in attendance and approval by a two-thirds vote.

APPROVED BY THE DELEGATION

\_\_\_\_\_  
(Date)

Certified True Copy:

\_\_\_\_\_  
George Mayl, President



**AMENDED AND RESTATED  
BYLAWS OF  
INTER-NEIGHBORHOOD COOPERATION, INC.**

**ARTICLE I – NAME**

The name of the organization is “Inter-Neighborhood Cooperation, Incorporated” (INC).

**ARTICLE II – AUTHORITY**

The organization is incorporated as a non-profit corporation under the Colorado Revised Non-Profit Act (Act) and is intended to be a tax-exempt corporation as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 (Code) or any amended or successor provisions. The organization shall be governed by the Articles of Incorporation and these Bylaws, as they may be amended from time to time. The Bylaws or amendments shall not conflict with the provisions of the Articles of Incorporation.

**ARTICLE III – MISSION**

To advocate for Denver citizens by bringing together, informing and empowering Denver neighborhood organizations to actively engage in addressing city issues.

**ARTICLE IV – PURPOSE**

The purpose of INC shall be to:

- A. Bring together neighborhood organizations within the City and County of Denver in a coalition to represent the interests of neighborhoods and to collectively address issues of common interest, especially those which may have citywide impact.
- B. Encourage and to increase autonomy, diversity, and power for neighborhoods.
- C. Provide information and education to neighborhood organizations such as organizing, registering with the city, and interacting effectively with city agencies.
- D. Enable neighborhood organizations to present their positions before decisions affecting their neighborhoods are made by city agencies and departments.
- E. Improve the flow of information between registered neighborhood organizations and Denver city agencies and departments.

F. Take an active role in working with those in city government and others in shaping Denver's future.

## **ARTICLE V – RESTRICTIONS**

The corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

## **ARTICLE VI – NON-DISCRIMINATION POLICY**

INC shall execute its purpose without regard to race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, familial status, or political party affiliation, except to serve a historically disadvantaged group.

## **ARTICLE VII – MEMBERSHIP**

- A. There shall be two (2) classifications of membership: “Registered Neighborhood Organization” (RNO) and “Associate.”
  - 1. RNO: Any Registered Neighborhood Organization as defined in Chapter 12, Article III of the Denver Revised Municipal Code.
  - 2. Associate: Any individual, civic group, non-profit group, business, city department or governmental agency.
- B. Associate(s) shall be non-voting members.

## **ARTICLE VIII – DUES**

- A. Dues policy for either member category shall be established by the Board of Directors and shall be due and payable annually. Dues amounts for any RNO joining after the annual meeting shall be determined by the Board.
- B. The rate of dues set by the Board shall be as quoted in the membership application and published in various media communications of the organization.
- C. RNO dues not paid by February 28 of each year, shall mean the RNO delegate(s) shall not be eligible to vote or run for office in the annual election.
- D. A delegate representing an RNO whose dues are delinquent ceases to be a member in good standing and hold office until such time as the RNO has complied with dues requirements.
- E. A renewing RNO or new RNO submitting dues after February 28 and before the call to order of the annual meeting may be reinstated or added as an RNO close of business on the first business day following the annual meeting including full voting eligibility for their designated delegates.



## ARTICLE IX – DELEGATION

The Delegation is composed of delegates/representatives appointed or elected by their respective RNO.

### A. Delegates.

1. Any RNO representative, provided their RNO has complied with the provisions of Article VIII – Dues, shall be recognized as a delegate.
2. Each RNO shall have no more than two (2) delegates eligible to vote.
3. Delegates shall be designated on the RNO annual application.
4. Each delegate shall have one (1) vote, regardless of how many RNOs a delegate represents.
5. Changes or corrections to delegates may be made, in writing or orally to the President or his or her designee, prior to the start of duly convened meetings.
6. Delegate terms shall be determined by their respective RNO.

### B. Powers of the Delegation.

1. The delegation shall have authority to vote in and for the following matters: (a) regularly scheduled delegate meetings; (b) special delegate meetings called pursuant to these Bylaws; (c) resolutions; (d) motions including motions from the floor; (e) amendments to Bylaws; (f) amendments to Articles of Incorporation; (g) minutes of delegate, special and annual meetings and forums; (h) formation or dissolution of sub-committees, special committees and task forces recommended by the Board; (i) appointments recommended by the Board of Directors to fill vacancies on the Board; (j) remove officers as provided for in Article XII.C., of these Bylaws; (k) elections; (l) recommend policies and program activities; and (m) all matters as provided in these Bylaws which are not inconsistent with the governing documents.
2. No RNO, delegate, committee, task force or individual is authorized to obligate or bind INC to any commitment or position without first obtaining the approval of the Board.

## ARTICLE X – MEETINGS

A. Regular Meetings. Regular meetings of the delegation are fixed by the Board including the date, time and place. Advance notice shall be given in the various media communications of INC.

B. Annual Meeting. The delegate meeting in March shall be the annual meeting.

C. Special Meetings. Special delegate meetings may be called by the President, or may be called at the written request of at least ten (10) delegates with not less than seventy-two (72) hours notice. Notice shall be given by telephone, email, or INC media communications to all delegates of record. No business shall be conducted that is not specified in the call to the meeting.

D. A quorum for the conduct of business at delegate meetings shall be twenty (20) delegates.

E. All INC meetings are open to the public; however, only delegates may vote.

F. INC sponsored forums, conferences and symposiums, including delegate meetings, addressing citywide issues, shall make diligent efforts to include presentations by or on

behalf of proponents and opponents. Motions to be voted upon following presentations must comply with the provisions of these Bylaws.

G. Proxy voting is not permitted.

## **ARTICLE XI – BOARD OF DIRECTORS**

A. The Board of Directors (Board) shall consist of the officers and five Delegates-at-Large.

B. The Board shall:

1. Manage all corporate powers and business affairs of the corporation;
2. Manage all INC funds;
3. Develop position statements provided in Articles III and IV;
4. Recommend to the delegation policy and program activities;
5. Develop annual budgets;
6. Authorize reasonable compensation for performance of skills and tasks deemed to be necessary and consistent with INC's mission and policies;
7. Exercise for INC all powers, duties, rights and obligations in or delegated the Board and not reserved to the delegation by the provisions of the governing documents or the Act; and
8. Execute any other functions as assigned by the delegation.

C. The Board shall hold a minimum of ten (10) meetings per year or meet more often as needed.

1. Meetings may be called by the president, or may be called at the request of two (2) members of the Board, with not less than ten (10) calendar days notice. Notice may be given by telephone, email, or various media communications.
2. Meetings by telecommunication.
  - a. Meetings may be conducted through the use of any means of communication which all members participating in the meeting may hear each other during the meeting.
  - b. A member participating in the meeting by telecommunication is deemed to be present in person at the meeting.
3. Action without meeting.
  - a. Action may be taken without meeting if notice stating the action to be taken and the time by which a director must respond is transmitted in writing to each member of the board by the time stated in the notice.
  - b. All notices must state that members may vote for such action, vote against such action, abstain from voting or demand that action not be taken without a meeting.
4. A quorum for the conduct of business shall be five (5) members, including the President, or the Vice-President in his or her absence.

## **ARTICLE XII – OFFICERS**

A. Officers shall be: President, Vice-President, Secretary, Treasurer, and five (5) Delegates-at-Large.

1. Officers shall be elected for two-year terms at the annual meeting of the delegation set forth in Article X. Officers shall serve no more than two (2) consecutive two-year terms in the same office.
2. The president, secretary and three (3) delegates-at-large will be elected in even-numbered years.
3. The vice-president, treasurer and two (2) delegates-at-large will be elected in odd-numbered years.
4. Officers shall assume their duties at the close of the annual meeting at which elected.

B. Qualifications.

1. Only a delegate of record at time of election shall be eligible to serve as an officer.
2. An officer who has served more than half a term is considered to have served a full term in office.

C. Duties of Officers.

Each officer shall have the authority and shall perform the duties stated in these Bylaws or, to the extent not inconsistent with the Bylaws, prescribed with respect to such office by the Board or by an officer authorized by the Board.

1. The President shall:
  - a. Be responsible for ensuring that the purposes of the organization are executed in accordance with these Bylaws and other INC policies;
  - b. Preside at all meetings of the delegation, board of directors and executive committee;
  - c. Set the agenda for all executive committee and delegate meetings;
  - d. Appoint chair(s) of all committees with approval of the Board;
  - e. Be an ex-officio member of all committees; and
  - f. Have the authority to excuse officer absences from Board and delegate meetings.
2. The Vice-President shall:
  - a. Perform the duties of the president in his or her absence or at his or her request;
  - b. Perform other duties as directed by the president; and
  - c. Cast a ballot in case of a tie vote in INC elections.
3. The Secretary shall:
  - a. Record the proceedings of all special meetings and delegate and board meetings;
  - b. Ensure the records of the organization are properly archived and preserved; and
  - c. Renew corporate documents as necessary in a timely manner.
4. The Treasurer shall:
  - a. Be custodian of all funds;
  - b. Prepare, maintain and preserve accurate and complete financial records;
  - c. Disburse funds at the direction of the Board which have been authorized for reimbursement of monies spent on behalf of INC in furtherance of approved activities and programs;

- d. Ensure INC checks include signatures of both the treasurer and president;
  - e. Produce consistent and accurate financial reports, including a balance sheet and statement of activities, at least quarterly to the delegation and the Board;
  - f. Provide access to detailed transaction information when duly requested; and
  - g. Provide and present a monthly financial report for the Executive Committee.
5. Delegates-at-Large shall:
- a. Attend delegate, Board and executive committee meetings;
  - b. Attend meetings requested by their respective RNOs; and
  - c. Perform other duties as may from time to time be assigned by the president.
- C. Removal and Resignation.
- 1. An officer may resign at any time by giving written notice of resignation to the Board. The Board shall ensure the delegation is promptly notified of the resignation.
  - 2. An officer who accumulates three (3) unexcused absences from Board or delegate meetings during a term in office may be removed from office upon recommendation by the Board and approval of the delegation.
  - 3. An officer may be removed for cause by the delegation only at a delegate or special meeting called for the purposes of removing that officer. The meeting notice shall state the purpose of the meeting is removal of the officer.
  - 4. Removal of any officer shall require a quorum to be present.
- D. Vacancies
- 1. A vacancy in the office of president shall be assumed immediately by the vice-president.
  - 2. The president shall, by appointment and with Board approval, immediately fill officer vacancies for the duration of the term.
  - 3. Appointments must be confirmed by a vote of the delegation within two (2) regular meetings from the time the delegation is officially notified of such vacancy.

## **ARTICLE XIII – ELECTIONS**

### A. Nominations.

Nominations shall officially be made from the floor at the annual meeting unless otherwise directed by the Board.

### B. Elections.

- 1. Elections shall be by ballot, voice, roll call, hand vote or acclamation.
- 2. A majority of votes cast is required to elect officers.
- 3. Election of officers shall take place in the following order: president, vice-president, secretary, treasurer, and delegates-at-large.
- 4. Each office shall be voted upon prior to electing subsequent offices.

5. The nominee(s) receiving the highest number of votes for delegate-at-large shall be declared as elected.

#### **ARTICLE XIV – COMMITTEES**

- A. Executive Committee.
  1. The Executive Committee (EC) shall consist of the Board and appointed Operational and Program Committee chairs.
  2. Committee chairs shall be non-voting members of the EC; however, a member of the Board may vote and serve as a Committee chair.
- B. Operational and Program Committees.
  1. Operational Committees are: Budget, Membership, Communications, Nominating and Audit.
    - a. Operational Committees should consist of two or more members; however, one person may comprise a committee when additional persons are not available.
    - b. The purpose of Operational Committees is to manage the activities supporting INC and sustain the operations of the organization.
  2. Program Committees are: Parks and Recreation, Transportation, and Zoning and Planning.
    - a. The purpose of Program Committees is to convene and support RNOs through education, collaboration and advocacy on specific topics and to work with city agencies and departments, or related organizations and agencies, in carrying out these purposes.
  3. Special Committees: The president may appoint ‘special committees’ as the need arises, with approval of the delegation.
  4. Program and Operational Committees may be established as needed or discontinued when recommended by the Board and approved by the delegation.
  5. Program, Operational and Special Committee chairs should be delegates.
  6. Any member of an RNO may serve on either an Operational or Program Committee; however, the president may appoint any resident of the City of Denver to serve on a committee with majority approval of the board.
  7. Committees shall submit for Board approval, by November 1, their annual action plan with their proposed budget for the following year.

#### **ARTICLE XV – FISCAL YEAR**

The fiscal year shall be January 1 through December 31.

#### **ARTICLE XVI – CONFLICT OF INTEREST TRANSACTIONS**

- A. No INC board or executive committee member shall make or participate in the making of any proposal in which he or she or his or her immediate family or his or her employer has a direct or indirect financial interest through business or investment. For purposes of this Article, the term “interest” shall include personal interest, interest as director, officer, member, or beneficiary of any concern and having an immediate family

member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than INC. The term “immediate family” shall mean spouse, parents, siblings and children.

B. A director, officer or executive committee member of INC shall not be automatically disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into transactions with the organization.

C. Violations of the Conflicts of Interest Policy.

1. Disclosure: Interested persons must fully disclose the existence of financial interest and be given the opportunity to disclose all material facts. If the Board determines a conflict exists, it shall take appropriate action.

2. No interested board member may vote, nor may board members or executive committee members lobby on the matter, or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

3. The minutes or meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE XVII – DISSOLUTION**

In the event of dissolution, the assets of the corporation shall be apportioned to organizations classified as tax-exempt under Section 501(c)(3) of the Code. The assets shall not be distributed to its RNOs, delegates, officers, or any individual.

## **ARTICLE XVIII – PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order Newly Revised shall govern INC in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order INC may adopt.

## **ARTICLE XIX – INDEMNIFICATION**

A. Scope of Indemnification: INC shall indemnify each person who is or was a director or officer of INC and shall pay or reimburse in advance his or her expenses to the fullest extent permissible under the Act. INC shall also indemnify each person who is or was an employee or volunteer of INC and shall pay or reimburse in advance his or her expenses, to the same extent as directors of INC. INC in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that the Corporation has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of INC existing at the time of such repeal or modification. INC shall have the right, but shall not be obligated, to indemnify any agent of INC not other covered by this section to the fullest extent permissible under the Act.

B. Savings Clause: Limitation. If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then INC shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent

permitted by law or any applicable provision of the Act or these Bylaws that has not been invalidated.

Notwithstanding any other provision of these Bylaws, INC shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of INC as an organization described in Section 501(c)(3) of the Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

## **ARTICLE XX – AMENDMENT OF BYLAWS**

These Bylaws may be amended at the annual meeting of the delegation or at any time after a majority vote of the Board authorizes submission of an amendment to the delegation. Proposed amendments must be published in all the various INC media communications or via special notice at least ten (10) days prior to any delegate meeting noticed for amendments. Amendments require a quorum of delegates in attendance and approval by a two-thirds vote.

APPROVED BY THE DELEGATION

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(Date)

Certified True Copy:

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George Mayl, President