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[ \_\_\_\_\_ ] **2021 AMENDED AND RESTATED BYLAWS  
OF  
INTER-NEIGHBORHOOD COOPERATION, INCORPORATED.**

**ARTICLE I  
NAME; OFFICES**

The name of the corporation is “Inter-Neighborhood Cooperation Incorporated” (“**INC**”). The registered office and agent of the corporation in Colorado shall be as designated by the Board of Directors from time to time and filed with the Colorado Secretary of State.

**ARTICLE II  
AUTHORITY; DEFINITIONS**

INC is incorporated as a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act (the “**Act**”) and is a tax-exempt corporation as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the “**IRS Code**”). The corporation shall be governed by the Articles of Incorporation and these Bylaws, as they may be amended from time to time (the “**Bylaws**”). The Bylaws shall not conflict with the provisions of the Articles of Incorporation. Capitalized terms herein shall have the meanings given such terms in the Schedule of Definitions attached hereto and incorporated herein.

**ARTICLE III  
MISSION STATEMENT**

To advocate for residents of the City and County of Denver (the “**City**”) by bringing together, informing and empowering neighborhood organizations to actively engage in addressing issues impacting neighborhoods within the City.

**ARTICLE IV  
PURPOSE; RESTRICTIONS**

**Section 4.01. Corporate Purpose.** The purpose of INC shall be to (i) bring together RNOs within the City in a coalition to represent the interests of neighborhoods and to collectively address issues of common interest, especially those which may have City-wide impact; (ii) encourage and increase autonomy, diversity, and power of neighborhoods; (iii) provide information and education to

RNOs such as organizing, registering with the City, and interacting effectively with City agencies; (iv) enable RNOs, whether independently and/or collectively with INC, to be proactive in presenting their positions, including before decisions affecting their neighborhoods are made by City agencies and departments; (v) improve the flow of information between RNOs and City agencies and departments; (vi) take an active role in working with representatives of City government and other community-serving organizations and others in shaping Denver’s future; (vii) support other community-serving nonprofit organizations in their efforts to improve the health, education and welfare for Denver residents and their neighborhoods; and (viii) take such other and additional actions from time to time to facilitate and implement INC’s mission and the foregoing purposes.

**Section 4.02. Restrictions.** INC shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the IRS Code including, without limitation, participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

**Section 4.03. Process.** In pursuing its mission and purpose, INC shall adhere to the principles of democracy, openness and transparency and shall encourage RNOs to do likewise.

## **ARTICLE V NON-DISCRIMINATION POLICY; DIVERSITY, EQUITY AND INCLUSION**

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 or other disadvantaged group. INC is committed to incorporating the values of diversity, equity and inclusion (“**DEI**”) in its governance and operations. These values shall be codified in a DEI policy adopted by the Membership.

## **ARTICLE VI MEMBERSHIP**

**Section 6.01. Classes of Membership; Qualifications.** INC shall have two (2) classifications of membership (“**Membership**”): RNO Members and Associate Members (each a “**Member**” and collectively, the “**Members**”). The following qualifications shall apply to each class of Membership:

(a) RNO Members; Delegates. “Registered Neighborhood Organization” as defined in, organized and in good standing under Chapter 12, Article III of the Denver Revised Municipal Code, as the same may be amended from time to time (each an “**RNO**”) shall be an INC member upon compliance with the requirements of membership (an “**RNO Member**” and, collectively, “**RNO Members**”). RNO Members shall be represented by not more than two individuals (each, a “**Delegate**” and collectively, the “**Delegates**”). The names of the Delegates shall be given in writing to the INC President or Secretary and only those named Delegates shall be able to vote on behalf of an RNO Member. RNO Members shall be voting Members.

(b) Associate Members. Associate Members may include any individual, civic group, nonprofit organization, business, City department or governmental agency that applies for Membership and pays the applicable annual dues required hereunder, unless waived or modified on the basis of economic hardship or other considerations agreed upon by the Board. Associate Members shall be non-voting Members.

### **Section 6.02. Powers of RNO Members.**

(a) General Powers. RNO Members shall have power and authority (i) to vote on all matters brought before INC for a formal vote of INC including, without limitation, (1) all matters to be considered at or in connection with regularly scheduled meetings called pursuant to these Bylaws; (2) amendments to Bylaws as provided in Article XV; (3) amendments to Articles of Incorporation; provided that in no event shall the Articles of Incorporation be amended or otherwise modified to change or repeal the particular purposes and objects of the nonprofit corporation as set forth in such Articles of Incorporation or otherwise in any manner that would cause the corporation to cease to be an organization described in Section 501(c)(3) of the IRS Code as provided in Section 4.02; (4) approval of the minutes of meetings; (5) approval of the formation and dissolution of Standing Operational Committees and Standing Program Committees as provided in Sections 10.03 and 10.04, respectively; and (6) Board and officer elections



and appointments to fill vacancies on the Board; and (ii) to take action on any and all other matters which are available to a nonprofit corporation in Colorado and which are not inconsistent with INC's Articles of Incorporation or these Bylaws.

(b) No Individual/Delegate/Committee Action to Bind INC. No individual RNO Member, Delegate, Committee, task force or individual is authorized or entitled to obligate or bind INC to any commitment or Official Position without first obtaining the approval of the Board and, where required hereunder, the vote of the RNO Members on Official Position Motions as provided in Section 8.01. Notwithstanding the foregoing, nothing herein shall prevent the Board from carrying out its duties to manage and oversee the day-to-day business affairs of INC.

(c) Full RNO Participation Encouraged. Delegates are encouraged to take INC matters to their respective RNOs for consideration prior to taking a vote on any Motion. Delegates shall comply with requirements for voting established by their respective RNOs, including any requirements for obtaining the RNO Members' board approval or membership approval. By a Delegate voting on any Motion, such Delegate is deemed to be in compliance with its applicable RNO Member requirements. INC takes no responsibility for RNO Member Delegates' votes on any INC Motions that are not in compliance with the applicable RNO Member requirements.

(d) RNO Members' Sole Power to Act on Behalf of INC on City Matters. The RNO Membership shall have the sole power to vote on any INC Official Position to support or oppose any City matters being proposed or otherwise addressed by the City. Neither the Board nor any officer or Committee shall represent any Official Position of INC without first having that Official Position clearly stated in a Motion brought to the RNO Membership for consideration and a vote pursuant to Section 8.01. No Board Member or officer shall have the right to communicate any officially adopted INC Official Position unless such communications have been reviewed and

approved by the Board for compliance with this Section 6.02(d) or is otherwise allowed pursuant to Section 8.01(c).

### **Section 6.03. Membership Dues.**

(a) Annual Dues. Members shall pay annual dues in the amount established by the Board from time to time, as the same shall be set forth in INC's Membership application form and published in INC's various media communications.

(b) Delinquent Dues. A Delegate of an RNO Member whose dues are delinquent on the date of the March Annual Meeting shall not be entitled to run for, or be elected to serve on the Board until such time as the RNO Member has complied with the dues and met the other membership requirements as provided herein or as otherwise established by the Board from time to time.

(c) Waiver of Dues for Need. Upon application from an RNO applicant for RNO Membership, the Board shall have the right to waive or modify dues on the basis of economic hardship or other considerations agreed upon by the Board.

## **ARTICLE VII MEMBERSHIP MEETINGS**

**Section 7.01. INC Meetings.** INC shall hold periodic meetings identified herein as Regular Meetings, the Annual Meeting and Special Meetings (each a "**Meeting**" and, collectively, "**Meetings**") defined and described as follows:

(a) Regular Meetings. Regular Meetings of the Membership shall be held not less than ten (10) months a year (each a "**Regular Meeting**"). The Board may, by Notice to the Membership, reduce the number of Regular Meetings in the event of a declared health crisis, extreme weather, widespread power outage or other state of emergency. The date, time and place for such Regular Meetings shall be fixed by the Board. An Agenda for the Regular Meeting together with the meeting details shall be delivered to the

Membership at least seven (7) days prior to the date of the Regular Meeting by email and text message and/or by any other means by which Members are provided Notice of Meetings and shall notify Members and the public by posting on the INC website.

(b) Annual Meeting. The regularly scheduled Membership Meeting in March of each year shall be the “**Annual Meeting**”. The Board may, by Notice to the Membership, change the date of the Annual Meeting in the event of a declared health crisis, extreme weather, wide-spread power outage or other state of emergency.

(c) Special Meetings. Special Membership meetings may be called by the President or may be called at the written request of at least ten (10) Delegates, each with not less than seventy-two (72) hours’ Notice (a “**Special Meeting**”).

**Section 7.02. Meeting Notice.** Notice of any Meeting shall include the date, place and time of the Meeting and shall include an agenda for such Meeting. Notice for purpose of any Meeting or official INC action to be considered at any Meeting shall be given in written form delivered by means sufficient to reach as many Members as possible under current communications platforms (each a “**Notice**”) including, without limitation, at a minimum, postings on the INC website and email messages to all Delegates of record and Associate Members listed in INC’s Membership database. In addition, INC shall endeavor to post or otherwise deliver copies of such Notice using then existing social media platforms to which INC subscribes, if any, and text or other outreach methods then being used by INC in normal communication to its Members.

**Section 7.03. Quorum.** A quorum for the conduct of business, including the taking of any vote on a Motion, at Membership Meetings shall be twenty percent (20%) of RNO Members (a “**Membership Quorum**”); provided, however, a quorum for voting on an Official Position Motion shall be not less than fifty percent (50%) of the RNO Members (“**Official Position Quorum**”).

**Section 7.04. Meetings Open to the Public.** Unless otherwise provided herein, all Meetings are free and open to the public; however, only Delegates in good standing may vote on matters brought for a vote of the Membership.

**Section 7.05. Meeting Options; Use of Electronic Platforms.** Meetings may be held in person or virtually by telecommunication/web service or other electronic meeting platform or a combination thereof. If the use of telecommunications/web services or other electronic meeting platforms are used, the following shall apply:

(a) Virtual Meetings Allowed. Meetings may be conducted virtually using any means of any telecommunications/web service or other electronic meeting platform by which all persons participating in the meeting, whether by telephone, computer, tablet or other device, may hear each other during the Meeting.

(b) Delegate Participation. A Delegate participating in the Meeting by telecommunication/web service/electronic meeting platform is deemed to be present in person at the Meeting for purposes of establishing a Membership Quorum, for voting purposes and for all other purposes for which the Meeting was called.

**Section 7.06. Recording of Meetings.** INC shall use reasonable efforts to record the Regular Meetings and to post such recordings to INC’s website or otherwise make such recordings publicly available. Any such recordings may be used to supplement written minutes of a Meeting.

**ARTICLE VIII**  
**RNO MEMBERSHIP VOTING; INC MOTIONS FOR OFFICIAL ACTION**  
**ON CITY MATTERS**

**Section 8.01. Motions and Meeting Required.**

(a) Motions. INC shall not hold a vote on any matter or issue unless the same is considered at a Meeting at which the matter is on the agenda therefor and is summarized in the motion for consideration (each a “Motion”). Motions made by any RNO Delegate from the floor of any Meeting shall be brought to the RNO Membership ~~at~~ for a vote at a subsequent meeting in accordance with Section 8.03.

(b) Official Position Motion. An official INC position on a topic involving City issues or issues impacting neighborhoods within the City or

proposals for legislative or other official action (each an “**Official Position**”) may be brought for a vote by an RNO Member or by a Committee. In the event that an Official Position Motion is proposed, the INC Board shall approve the bringing of such Official Position Motion and shall approve or otherwise develop the written Motion for such proposed Official Position statement (an “**Official Position Motion**”, which shall be a subset of all Motions). The Official Position Motion shall be presented to the Membership at a Meeting on which the Official Position Motion is clearly stated on the agenda. Any Official Position Motion presented at a Meeting for a vote of the RNO Members shall include a summary of the proposed action and, if available, a summary of the information presented for and against the subject matter set forth in such Official Position Motion.

(c) **Consistent Position Statements.** If a proposal for action or input arises which coincides closely with an Official Position Motion that has already been approved by a vote of the RNO Members, the Board may approve INC transmitting a statement consistent with that prior approved Official Position in response to the current proposal or action, citing the original approved Official Position Motion’s specific text, without the requirement of taking an additional vote of RNO Membership; provided, however, such response shall be communicated to the Membership at the next Membership Meeting and in INC’s regular communications (such as on the INC website, social media, email and newsletter transmissions) to ensure transparency in INC’s communication of Official Positions.

**Section 8.02. Presentations/Forums; Information on Motions.** In connection with any Motion proposed by INC, INC shall provide information relating to such Motion reasonably sufficient to allow RNO Members to understand the Motion being proposed. With respect to Official Position Motions, such information shall include presentations or a summary of presentations previously made at Membership Meetings (by interested parties or by Committees) setting forth both proponents and opponents of the action or measure being considered in the Official Position Motion, if available (it being understood that it may not be possible to arrange for presenters of both sides of an issue). Nothing herein shall prevent or discourage INC or its Committees from conducting due diligence on issues, submitting questions to the City or agencies, sharing information from various

sources (including from Committees), sponsoring forums, conferences and educational symposiums addressing City-wide issues (including those presented at Membership Meetings and/or Committee meetings) which do not include an Official Position. However, in the event that an Official Position Motion is proposed for a vote of the RNO Membership, INC shall provide substantive information regarding the subject matter of the Official Position Motion prior to a vote being taken at a Meeting. Nothing herein shall require INC to present any Official Position Motions or to take a vote on any specific City matter, but if INC does process such and vote on an Official Position Motion (even if the resulting Delegate vote is not to take a position), such resulting vote shall be correctly communicated to the Membership. .

**Section 8.03. Timing of Voting on Motions.** For any Motion brought for a vote of RNO Members, the timing of taking an official vote on such Motion shall be delayed at least one month following the presentation of such Motion at a Membership Meeting in order to give RNO Members time to take such Motion back to their respective RNOs for education and position/vote processing.

**Section 8.04. RNO Member Voting Requirements.**

(a) Good Standing. Only RNO Members in compliance with the Membership requirements set forth in Article VI may vote at a Meeting.

(b) Membership Quorum. A vote on any Motion brought in accordance with Section 8.03 may be taken at any Membership Meeting duly called at which a Membership Quorum or an Official Position Quorum, if applicable, is present as set forth in Section 7.03.

(c) Vote by Delegates. RNO Members shall have not more than two (2) Delegates, whose names and contact information shall be provided to INC. Each Delegate shall have one (1) vote for one identified RNO Member, regardless of how many RNOs the person is associated with or of which such person is a member. RNO Members may change their Delegates upon Written Notice to the INC President, Secretary or any Presiding Officer at a Meeting in order for the newly appointed Delegate to vote on behalf of the applicable RNO Member in such meeting.

(d) Scope of Delegate Authority. The respective RNO Members shall determine the scope of authority and term of service of their Delegates.

**Section 8.05. RNO Member Voting Process.**

(a) Motion Required. Delegates (including the Presiding Officer at the Meeting) shall be entitled to vote on all matters brought for a vote by a Motion in accordance with Section 8.01.

(b) Voting Percentage Required. With the exception of a vote to amend the Bylaws or Articles of Incorporation of INC as provided in Article XV, RNO Membership votes on any Motion shall carry upon a majority vote of more than fifty percent (50%) (such majority percentage, a “**Majority**”) of Delegates present at any INC Meeting at which a Membership Quorum of Delegates is present at such Meeting or, in the case of an Official Position Motion, an Official Position Quorum is present at such Meeting.

(c) Means of Voting at or Following a Meeting. Voting by Delegates on any Motion may be taken at any Meeting by hand raise, silent/private written ballot, acclamation or electronic voting means offered in any web or telephonic-based meeting site or platform, as the Presiding Officer may propose. In the event that the Presiding Officer proposes (including if a Membership Quorum or Official Position Motion Quorum is not present), a vote on any Motion may be taken within a specified timeframe following the Meeting at which the Motion is proffered by means of any electronic voting or polling platform during which any RNO Member may vote on the Motion so presented.

(d) Silent Voting. Upon a vote of the Board, a vote on any Motion may be taken by silent/private ballot if the Board reasonably believes that to do so would promote civility and decorum.

**Section 8.06. No Proxy Voting; Absentee Voting Allowed.** Voting by proxy shall not be permitted. Absentee ballots delivered to the Delegates in connection with a Motion to be voted on at a duly called Meeting shall be allowed. The terms and process of delivering and collecting such absentee ballots shall be determined by the Board.

**Section 8.07. Tie Vote.** In the event that there is a tie vote on any Motion brought for a vote of the Delegates, then the issue subject to the vote shall fail.

## **ARTICLE IX GOVERNANCE; BOARD OF DIRECTORS AND OFFICERS**

**Section 9.01. INC Board of Directors; Qualifications.** INC shall be governed by a Board of Directors (the “**Board**”) consisting of nine (9) persons who are Delegates. Four of the Board members shall be the four (4) officers as described below (President, Vice-President, Secretary and Treasurer) and five (5) shall be Delegates-at-Large. Board members shall serve without compensation; provided that, Board members may be reimbursed for actual expenses incurred in their service with Board approval of such expenses. Only a Delegate of record shall be eligible to serve on the Board.

**Section 9.02. Powers of the Board.** The Board shall have the power, authority and responsibility to: (i) manage all corporate powers and business affairs of INC; (ii) manage all INC funds; (iii) set policy and program activities to implement the mission and purpose of INC; (iv) work with RNO Members and Committees to develop position statements to implement the mission and purpose of INC and present such position statements to the Membership by Motion and, as may be required under these Bylaws, obtain a vote of the RNO Members for any Official Position Motion as provided in Section 8.01; (v) approve the appointment of Associate Members to serve as Committee co-chairs, if and as provided in Section 10.01; (vi) develop annual budgets; (vii) authorize reasonable compensation to third parties for performance of tasks requiring skills deemed to be necessary to implement the mission and purpose of INC and consistent with INC’s policies; (viii) approve persons appointed by the President to fill vacancies on the Board with subsequent Delegate approval as set forth in Section 9.13; (~~viii~~**ix**) exercise for INC all powers, duties, rights and obligations delegated to the Board and not reserved to the RNO Membership by the provisions of INC’s Articles of Incorporation or these Bylaws or the Act, and (~~ix~~**x**) execute any other functions in furtherance of the foregoing as may be assigned to it from time to time by the Membership.

**Section 9.03. Meetings of the Board.** The Board shall hold a minimum of ten (10) Board meetings per year and shall hold such additional or other meetings as needed to address the business of INC (each a “**Board Meeting**” and, collectively, “**Board Meetings**”). Board meetings may be called by the President or may be called at the request of two (2) Board members, with not less than seven (7) days’ prior Board Meeting Notice as set forth in Section 9.04.



**Section 9.04. Notice of Board Meetings.** Notice for purpose of any Board Meeting shall include the date, place and time of the Board Meeting. Notice of such Board meeting shall be given in written form delivered by means sufficient to reach as many Board members as possible under INC's current communications platforms (each a "**Board Notice**") including, without limitation, at a minimum, postings on the INC website and email or other messaging services (such as text) to all Board members. A Board Notice of Board Meetings shall include an agenda for the Board Meeting and shall be delivered not less than seven (7) days before the Board Meeting.

**Section 9.05. Quorum; Board Voting.** A quorum for the conduct of business at Board Meetings shall be five (5) Board members, of which at least two (2) shall be officers (a "**Board Quorum**"). All matters brought before the Board for a Board vote of approval or rejection shall be decided by a Majority vote of more than 50% of the Board members not including the President or, if the President is not present at the meeting, the Presiding Officer. In the event of a tie in the Board vote on any such matter, the approval or rejection of the matter brought for a vote shall be decided by the decision of the President or, if the President is not present at the meeting, by the Presiding Officer.

**Section 9.06. Board Meetings Open to the Public Except Closed/Executive Sessions; Confidentiality.** All Board Meetings are open to the public; however, the Board may, from time to time, enter closed or executive sessions for discussions of matters reasonably requiring confidentiality for the purpose of openly discussing litigation, personnel matters, a Board member's actions that may constitute a 'for cause' removal pursuant to Section 9.12(b) and such other matters at which confidential discussions are reasonably appropriate as reasonably determined by the Board. The Board may keep confidential such matters as it deems appropriate as the same may be set forth in a confidentiality policy of the Board.

**Section 9.07. Board Meeting Options; Use of Electronic Platforms.** Board Meetings may be held in person or virtually by telecommunication/web service or other electronic meeting platform or a combination thereof by which all persons participating in the meeting may hear each other during the Meeting. A Board member participating in the Board Meeting by telecommunication/web services or other electronic meeting platform is deemed to be present in person at the Board Meeting.

**Section 9.08. Board Action without a Board Meeting.** Action may be taken by the Board without a Board Meeting if a Board Notice stating the action to be taken and the time by which a Board member must respond is transmitted in

writing to each Board member by the time stated in the Board Notice and then, only if all Board members vote unanimously in favor of such action by written means, which vote may be confirmed by text or email written means. If a Board vote is taken without a Board Meeting, then the Membership shall be informed of the action so taken together with the confirmation that all Board members unanimously voted in writing to approve the Board action so taken.

**Section 9.09. Terms of Board Members and Officers; Staggered Terms.**

The term of Board members shall be for two years each. Board members may serve for two (2) consecutive two-year terms, each beginning at the Annual Meeting at which they are elected and members may run again after a one year break from board service. Officers are limited to two consecutive two-year terms in the same officer position. The President, Secretary and three (3) Delegates-at-Large who were previously elected in even-numbered years shall be elected in even-numbered years. The Vice-President, Treasurer and two (2) Delegates-at-Large who were previously elected in odd-numbered years shall be elected in odd-numbered years. Board members and officers shall assume their duties at the close of the Annual Meeting at which they were elected. A Board members or officer who has served more than half a term is considered to have served a full term.

**Section 9.10. Election of Board Members and Officers; Nominating Committee.** INC shall utilize the Nominating Committee and other means of outreach to the RNO Membership to solicit interested Delegates in good standing for service on the Board:

(a) Solicitation Prior to Annual Meeting. Each year at least sixty (60) days prior to the Annual Meeting, INC shall post information as to open positions on the Board in its normal communication process and shall solicit nominations therefor from the RNO Members and the named Delegates. At the Regular Meeting prior to the Annual Meeting, solicitations of interest for open Board positions shall be made and nominations from the floor entertained.

(b) Nominees. The Nominating Committee shall review all nominations received by the Regular Meeting prior to the Annual Meeting and, based thereon, confirm the Delegate status of a list of nominees to fill vacant or renewing director and officer positions to the Board. The list of nominees so identified shall be distributed to the Membership prior to the

Annual Meeting at which the election shall occur. The list of nominees delivered to the Membership for a vote may include background and other information provided by the candidates to assist Membership in understanding qualifications for INC Board service.

(c) Election Procedure at Annual Meeting. The list of nominees for open positions on the Board and for officers shall be voted on by the Delegates at the Annual Meeting. No nominations from the floor at the Annual Meeting shall be entertained to vary the list of nominees presented for a vote. At the Annual Meeting, the President or Presiding Officer (if the President is not in attendance or is included as a candidate) shall present the list of nominees to those Delegates present at the Annual Meeting for a vote by ballot or other voting means allowed hereunder as determined by the Board. The following voting rules shall apply:

(1) *Order of Officer Vote*. Election of officers for each open position shall be then voted upon in order of, as applicable depending on the open positions, president, vice-president, secretary and treasurer. The person receiving the most votes for each position shall be deemed elected for such position.

(2) *Delegates-at-Large*. Election of open Delegates-at-Large positions on the Board shall follow the officer elections. Those persons who ran but were not elected to fill officer positions may be added to the list of Delegates-at-Large candidates if they so confirm after the election of officers. The Delegate-at-Large nominee(s) receiving the highest number of votes for Delegate-at-Large shall be declared as elected to the remaining open Delegate-at-Large Board positions.

(3) *On-Line Voting*. In the event that the vote for open Board and officer positions is to be by electronic voting means following the Annual Meeting as provided in Section 8.05(c), then the Board shall send officer elections first in order to determine who the remaining candidates are or will be before moving to the next sequential officer position. In such circumstance, unsuccessful candidates seeking an

officer position may agree to run for the next sequential open officer position or for an open Delegate-at-Large position.

(4) *Tie Votes.* In the event of a tie in voting for Board positions, the determination of the winner shall be decided by a coin toss conducted by the Presiding Officer of the election not then running.

(5) *Election Vote Confirmation.* The Secretary or a member of the Nominating Committee or designee (if the Secretary is being voted upon), shall tally the votes and announce the results of the election (provided that the announcement does not have to be made at the Meeting and may be by appropriate means of communication following the Meeting).

**Section 9.11. Duties of Officers.** Each officer shall have the following authority and shall perform the following duties stated in these Bylaws or, to the extent not inconsistent with the Bylaws, as set forth in the Act or as may be prescribed with respect to such office by the Board:

(a) President. The “**President**” shall (i) be responsible for ensuring that the purposes of the organization are executed in accordance with these Bylaws and other INC policies; (ii) preside at all Meetings of the Membership, Board Meetings and Meetings of the Executive Committee; (iii) set the agenda for all Executive Committee, Board Meetings and Delegate Meetings; (iv) fill vacancies on the Board with subsequent Board and Delegate approval as set forth in Section 9.13; (v) be an ex-officio member of all Committees and chair the Executive Committee; (vi) have the authority to excuse officer and Board members absences from Meetings; (vii) appoint persons to oversee meetings as a Presiding Officer in the absence of the President and Vice-President; and (viii) take such other and additional actions as may be necessary to implement the foregoing.

(b) Vice-President. The “**Vice-President**” shall (i) perform the duties of the president in the President’s absence or at the President’s request; (ii) perform other duties as directed by the President and (iii) take such other and additional actions as may be necessary to implement the foregoing.

(c) Secretary. The “**Secretary**” shall (i) record (by minutes, notes or other recording process implemented to track the material events and actions therein) the proceedings of all Meetings; (ii) record all Motions and votes by Delegates at Membership Meetings and all Board member votes at Board Meetings or, if such votes are by silent/private ballot, then notation of such silent/private ballot process on the vote results without revealing the voters’ names tied to their particular vote; (iii) ensure the records of the organization are properly archived and preserved; (iv) renew and file corporate documents and annual filings as necessary to comply with the Act in a timely manner; and (v) take such other and additional actions as may be necessary to implement the foregoing.

(d) Treasurer. The “**Treasurer**” shall (i) be custodian of all INC funds; (ii) prepare, maintain and preserve accurate and complete financial records; (iii) disburse INC 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; (iv) ensure INC checks or other INC payments are approved by both the Treasurer and President; (v) produce consistent and accurate financial reports at least quarterly to the Membership and the Board, including monthly financial reports to the Board and the Executive Committee; (vi) provide access to detailed financial transaction information when duly requested; and (vii) take such other and additional actions as may be necessary to implement the foregoing.

### **Section 9.12. Removal and Resignation of Board Members and Officers.**

(a) Resignation. A Board member or an officer may resign at any time by giving written notice of resignation to the Board. The Board shall ensure the Membership is notified of any such resignation at the next Meeting.

(b) Removal “For Cause”. A Board member or an officer may be removed “for cause” by a Majority vote of the Board at a Board Meeting where the purpose of removing that Board member or officer is on the Meeting agenda delivered in advance of the Board Meeting and where a Board

Quorum is present at such Board Meeting. For purposes of removal, the term “**for cause**” shall include any actions by a Board member or an officer that are contrary to the mission and purpose of INC or the specified duties of such officer or Board member. “For cause” may also include when a Board member or an officer accumulates three (3) unexcused absences from Board Meetings or Membership Meetings during any INC fiscal year. Any Delegate may raise an issue of “for cause” removal with respect to any the Board member to the Board and the Board shall investigate the issue and, if it deems appropriate, take action.

(c) Recall of Board Member. Upon delivery to the President of a petition for Motion signed by at least 25% of the RNO Members, as determined by the Membership roster as of the end of the month prior to the submission of the petition, a Special Meeting of the ~~Delegates~~ Membership shall be called by the President or designee to vote on such removal Motion by at least a two-thirds (2/3) super majority (a “**Super Majority**”) vote of the Delegates in attendance at such Special Meeting.

**Section 9.13. Vacancies During Board Member or Officer Terms.** With the exception of the resignation or removal of the President, upon resignation or removal of any other Board member or officer during such person’s term of office, such vacancy shall be filled by appointment by the President with approval of the Board and then such appointment shall be affirmed by a Majority vote of the RNO Members at the next ~~ensuing~~ Regular Meeting. In the event that a Majority approval vote of Delegates for such vacancy appointment is not given, then a special election for the seat so vacated shall be held in accordance with the general election process outlined in Section 9.10 and a schedule for holding a vote thereon within the ensuing two Regular Meetings. A vacancy in the office of President shall be assumed immediately by the Vice-President on an interim basis and the resulting vacancy left in the position of President shall be filled by a vote of RNO Members as provided in Section 9.10.

## **ARTICLE X COMMITTEES**

**Section 10.01. INC Committees; Chairpersons.** INC shall have the named standing and optional/special committees (each a “**Committee**” and, collectively,

“**Committees**”) as described in this Article X. Committees are vital to the mission and purpose of INC, provided, however, no Committee shall have the authority to take any official action on behalf of INC or express an Official Position of INC since all such actions must be approved by the RNO Membership as provided in Section 8.01(b) or, if applicable, by the Board, as provided in Section 8.01(c). All Committees shall report to the Board and, as appropriate, to the Membership. Persons who serve on Committees need not be Board members or Delegates; provided, however that a Delegate shall serve as the chairperson or co-chairperson of each Committee. With respect to the Standing Program Committees or Special Committees described herein, so long as there is one Delegate as a co-chairperson, upon approval of the Board, an Associate Member or a representative thereof may serve as a co-chair of such Standing Program Committee or Special Committee. Subject to these requirements, and excluding the Executive Committee where the President is the chairperson, the chairperson(s) of Committees may be selected by the other Committee members. With the exception of the Executive Committee, all Committees utilizing INC funds shall submit to the Board their annual action plan with their proposed budget and, if any INC funds are requested as a part of the budget, then Board approval of such budget shall be required.

**Section 10.02. Standing Executive Committee; Limited Voting.** The Executive Committee (the “**Executive Committee**”) shall be a standing Committee and shall consist of the members of the Board and of the Operational and Program Committee chairpersons. The purpose of the Executive Committee is to present issues of importance to the Board and the Membership as such issues are vetted through the Committees. The President shall be the chairperson of the Executive Committee. The Executive Committee shall work with the Committees to coordinate INC’s work on specific Committee topics so that the Board and the Membership are educated and informed on such topics in a manner reasonably sufficient to further educate their respective RNOs and organizations. Those Executive Committee members that are not also Board members shall have the right to vote on (i) what Committee-related issues should be presented to the Board and/or the Membership for a vote and (ii) whether such topics should be brought to the Membership for an INC Official Position for a formal Delegate vote. A Majority vote of more than fifty percent (50%) of the whole of the Executive Committee shall carry on those matters that are subject to an Executive Committee vote as set forth above. Executive Committee members who are not also Board Members do not ~~formally~~ vote on any other Board matters or issues, but such Executive Committee members shall be an important part of the discussion and shall assist the Board in framing issues for consideration for<sub>2</sub> and voting on<sub>2</sub> by the Board and, where applicable, the Delegates.

**Section 10.03. Standing Operational Committees.** “Standing Operational Committees” include the Budget Committee, the Nominating Committee, the Membership Committee, the Communications Committee and the Audit Committee. Operational Committees shall be comprised of Delegates only; provided, that nothing shall prevent such Operational Committees from engaging consultants or assistance in its tasks. The purpose of Operational Committees is to advance, supervise and manage the subject matter of the specific Committees in order to support and sustain INC’s purpose and operations. Standing Operational Committees shall report to the Board and, where appropriate and at the request of the Board or as otherwise provided in these Bylaws, to the Membership. Standing Operational Committees may be established, terminated or discontinued when recommended by the Board and approved by a vote of the Delegates on a Motion at a Meeting.

**Section 10.04. Standing Program Committees.** “Standing Program Committees” include the Parks and Recreation Committee, the Sustainability Committee, the Transportation Committee and the Zoning and Planning Committee. Standing Program Committees shall consist of at least one Delegate and such other persons (including non-members) as the subject matter requires. The purpose of Standing Program Committees is to convene and support INC and its RNO Members through education, collaboration and advocacy on the specific Committee topics and to work with City agencies and departments, or related organizations and agencies, in carrying out these purposes. Standing Program Committees shall report to the Board and, where appropriate and at the request of the Board or as otherwise provided in these Bylaws, to the Membership. Standing Program Committees may be established as needed or discontinued when recommended by the Board and approved by a vote of the RNO Members on a Motion at a Meeting.

**Section 10.05. Special Committees:** The President may, with the approval of the Board, establish and appoint “Special Committees” as the need arises to address issues or matters to further the mission, purpose or operational business of INC. Special Committees shall consist of at least one Delegate and such other persons (including non-members) as the subject matter requires.

## **ARTICLE XI FISCAL YEAR**

The fiscal year shall be January 1 through December 31 of each year.



## ARTICLE XII CONFLICT OF INTEREST TRANSACTIONS

**Section 12.01. Restrictions on Conflicts of Interest.** No INC Board or Committee member shall make or participate in the making of or voting upon any proposal in which such member or such member's immediate family, partner or significant other or such member's employer has a direct or indirect financial or other pecuniary interest through business or investment. For purposes of this Article, the term "interest" shall include personal interest, interest as an employee, director, officer, member, or beneficiary of any concern and having an immediate family member, partner or significant other, employer or employee who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, City agency, firm, person or other entity other than INC or the person's RNO. The term "immediate family" shall mean spouse, significant other, domestic partner, parents, siblings and children. Any conflict of interest shall be immediately disclosed to the Board.

**Section 12.02. Market Rate Dealings Not Prohibited on Conditions.** A director, officer or Committee member of INC shall not be automatically disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into transactions with INC so long as the transaction is for market rates, and so long as benefits are commensurate with the cost thereof.

**Section 12.03. Disclosure.** Any INC Board or Committee member and any other person whose dealings with INC may constitute a conflict of interest shall: (a) immediately fully disclose the existence of the potential conflict of interest ~~to~~ and be given the opportunity to explain all material facts, to the Board regarding the transaction and potential conflict of interest; and (b) abstain from any vote on any matter or decision with respect to the transaction matter which poses the potential conflict of interest and shall not be counted in confirming any Board Quorum with respect thereto. A record of each such instance shall be made in the minutes of INC. In the event that the Board approves the subject transaction, the minutes of meetings at which such votes are taken shall record such disclosure abstention, and rationale for approval. The Board may require an annual conflict of interest certification form to be completed by each Board and Committee member.

## **ARTICLE XIII DISSOLUTION**

In the event of dissolution, the Board shall cause the assets of the corporation to be apportioned to organizations classified as tax-exempt under Section 501(c)(3) of the Code and whose mission and purposes are consistent with or in furtherance of the mission and purposes of INC. The assets of INC shall not be distributed to any RNOs, delegates, officers, or any individual.

## **ARTICLE XIV INDEMNIFICATION**

**Section 14.01. Limitation of Liability of Board of Directors; Indemnification.** The personal liability of any of INC's Board members for monetary damages for breach of any duty as a director is eliminated, except that this provision shall not eliminate the liability of a director to the corporation for (i) any breach of the director's duty of loyalty to INC or to its Members; (ii) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any acts specified in Section 7-128-403 or Section 7-128-501(b) of the Act, as amended; or (iv) any transaction from which the director derived an improper personal benefit based on an undisclosed Conflict of Interest or as provided in the IRS Code. INC thereby declares that any person who serves at its request as a director, officer, employee, chairperson, or member of any Committee, shall be deemed INC's agent for the purposes of this indemnification provision and shall be indemnified by INC against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner such person reasonably believed to be in the best interests of INC and, with respect to any criminal action or proceedings, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Section 14.03, termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of INC or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

**Section 14.02. No Indemnification Against Adjudicated Liability to INC.** No indemnification shall be made in respect of any claim, issue, or matter as to which a person covered by Section 14.01 shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty to INC unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

**Section 14.03. No Indemnification in Criminal Actions.** No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 14.01 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

**Section 14.04. Other Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the Articles of Incorporation, any agreement, any other provision of these Bylaws, a vote of the disinterested directors or otherwise.

**Section 14.05. Period of Indemnification.** Any indemnification pursuant to this Article XIV shall: (a) be applicable to acts or omissions which occurred prior to the adoption of this Article XIV; and (b) continue as to any indemnified party who has ceased to be a director, officer, Committee member, employee, or agent of INC, and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying, or restricting any of the powers or rights of indemnification provided or permitted in this Article XIV shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of INC to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

**Section 14.06. Insurance.** By action of the Board, notwithstanding any interest of the directors in such action, INC shall, to the extent the same is commercially available at a reasonable cost, and subject to Section 14.08, purchase and maintain insurance, in such amounts as the Board deems appropriate. Such insurance shall be issued on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's

capacity of or arising out of such person's status as a Board member or an agent of INC, whether or not INC would have the power to indemnify that person against such liability under applicable provisions of law. INC may also purchase and maintain insurance, in such amounts as the Board deems appropriate, to insure INC against any liability, including, without limitation, any liability for the indemnifications provided in this Article.

**Section 14.07. Right to Impose Conditions to Indemnification.** INC shall have the right to impose, as conditions to any indemnification provided or permitted in this Article XIV, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including, but not limited to, any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to INC; (b) that INC shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the person to be indemnified; and (c) that INC shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to INC.

**Section 14.08. Limitation on Indemnification.** Notwithstanding any other provision of these Bylaws, INC shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of INC as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Sections 4941 or 4958 of the IRS Code.

## **ARTICLE XV AMENDMENT OF ARTICLES OR BYLAWS**

The Articles of Incorporation of INC or these Bylaws may be amended by Motion at any Meeting of the Membership upon at least a two-thirds (2/3) Super Majority approval vote of the Delegates. Prior to presenting a proposed amendment of INC's Articles or Bylaws to the Delegates for a vote, the Board must approve the proposed amendment and authorize a Motion for submission of the proposed amendment to the Delegates for a vote. Proposed amendments to INC's Articles or Bylaws must be made available for review by the RNO Members and their respective RNOs and shall be published in the various INC media communications at least

thirty (30) days prior to any Meeting at which a vote of RNO Members on the Motion to amend the Articles or Bylaws shall be taken. Any Articles or Bylaws amendment so approved by the Delegates shall be effective immediately upon passage. The Articles or Bylaws, as so amended, shall be posted to the INC website and made available as a part of INCs governing documents for review by all persons and, if required by the IRS Code, shall be filed with the IRS with the next ensuing 990 annual filing or sooner if so required.

APPROVED BY THE ~~DELEGATION MEMBERSHIP~~ BY AN AFFIRMATIVE  
VOTE OF \_\_\_\_\_ DELEGATES REGISTERED ON  
\_\_\_\_\_, DECEMBER 9, 2021:

\_\_\_\_\_  
\_\_\_\_\_, Loretta Koehler, President

\_\_\_\_\_, Emmett Hobley, Secretary

## SCHEDULE OF DEFINITIONS

**Act** means the Colorado Revised Nonprofit Corporations Act as codified in the Colorado Revised Statutes (Pub. L. 99-514, Section 2, Oct.22, 1986, 100 Stat. 2095), as the same may be amended from time to time, as provided in Article II.

**Annual Meeting** has the meaning given such term in Section 7.01(b).

**Board** means the Board of Directors of INC as provided in Section 9.01.

**Board Meeting** and **Board Meetings** means a meeting and collectively, the meetings of the Board of INC as provided in Section 9.03.

**Board Notice** means a notice of a Board Meeting as provided in Section 9.04.

**Board Quorum** means, for the purpose of conducting business at a Board Meeting, five (5) Board members as provided in Section 9.05.

**Bylaws** means the Bylaws of INC as provided in Article II.

**City** means the City and County of Denver as provided in Article III.

**Committee** or **Committees** means (individually or collectively, as the case may be) the standing and/or optional/special committees serving INC from time to time as provided in Section 10.01.

**Delegate** means each of the individuals appointed to represent an RNO as provided in Section 6.01(a) and, **Delegates** means, collectively, the individuals appointed to represent an RNO as provided in Section 6.01(a).

**DEI** means the values of diversity, equity and inclusion as provided in Article V.

**Executive Committee** means the standing executive committee of INC as provided in Section 10.02.

**For Cause** (or **for cause**) means the reasons for possible removal of a Board member or officer as provided in Section 9.12(b).

**INC** means Inter-Neighborhood Cooperation Incorporated.

**IRS Code** means the Internal Revenue Code of 1986, as the same may be amended from time to time.

**Majority** mean, with respect to any INC vote other than a vote on an amendment to the Articles and Bylaws, more than fifty percent (50%) as provided in Section 8.05(b).

**Meeting** means each of the Regular Meeting, the Annual Meeting, the Special Meeting and **Meetings** means, collectively, any or all of the Regular Meetings, Annual Meetings and Special Meetings, as provided in Section 7.01.

**Member** or, collectively, **Members** means the RNO Members and Associate Members as provided in Section 6.01.

**Membership** means, collectively, the then-current Members of INC as provided in Section 6.01.

**Membership Quorum** means twenty percent (20%) of the Membership required for the conduct of INC business (other than with respect to an Official Position Motion) at a Meeting as provided in Section 7.03.

**Motion** means a motion on an issue to be considered for a vote at a meeting in accordance with Section 8.01(a).

**Notice** means the written notice given in accordance with Section 7.02.

**Official Position** means the official position taken by INC as set forth in Section 8.01(b).

**Official Position Motion** means a motion on an Official Position of INC to be considered for a vote at a meeting in accordance with Section 8.01.(b)

**Official Position Quorum** means fifty percent (50%) of the Membership required for voting on an Official Position Motion at a Meeting as provided in Section 7.03.

**President** means the President of INC as provided in Section 9.11(a).

**Presiding Officer** means the officer in charge of an INC Meeting.

**Regular Meeting** has the meaning given such term in Section 7.01(a).

**RNO** means an official Registered Neighborhood Organization in good standing under and pursuant to Chapter 12, Article III of the Denver Revised Municipal Code, as the same may be amended from time to time, as provided in Section 6.01(a)

***RNO Member*** means an RNO qualified as a Member of INC as provided in Section 6.01(a).

***Secretary*** means the Secretary of INC as provided in Section 9.11(c).

***Special Committees*** means those special committees of INC established from time to time pursuant to Section 10.05.

***Special Meeting*** has the meaning given such term in Section 7.01(c).

***Standing Operational Committee*** means each standing operational committee of INC including the Budget Committee, the Nominating Committee, the Membership Committee, the Communications Committee and the Audit Committee and, collectively, the ***Standing Operational Committees***, as provided in Section 10.03.

***Standing Program Committee*** means each standing program committee of INC including the Parks and Recreation Committee, the Sustainability Committee, the Transportation Committee and the Zoning and Planning Committee, and collectively, the ***Standing Program Committees***, as provided in Section 10.04.

***Super Majority*** means, with respect to a vote on a Motion to remove a Board member or with respect to an amendment of the Bylaws or Articles of INC, a vote of at least two-thirds (2/3) super majority of the Delegates.

***Treasurer*** means the Treasurer of INC as provided in Section 9.11(d).

***Vice-President*** means the Vice-President of INC as provided in Section 9.11(b).