



# BYLAWS

Bylaws of Wheat Ridge 2020, Inc.

Adopted January 24, 2012

## ARTICLE I — NAME AND PURPOSE, PRINCIPAL OFFICE AND CORPORATE SEAL

### Section 1 — Name.

The name of the organization shall be Wheat Ridge 2020, Incorporated. It shall be a nonprofit organization incorporated under the laws of the State of Colorado.

### Section 2 — Purpose.

The purpose of the Corporation includes, but is not limited to, the development of specific implementation strategies to position the City of Wheat Ridge in the Jefferson County market to retain and attract supportive neighbors and attract a larger market share of strong households as defined by the Neighborhood Revitalization Strategy as approved by the City Council of Wheat Ridge on July 25, 2005 by:

- Developing, sponsoring, and supporting collaborative actions to increase investment in the homes and business in the community;
- Sponsoring projects and events to encourage greater community pride and local leadership;
- Promoting a positive image for Wheat Ridge;
- Encouraging continued maintenance of businesses, homes, and farms;
- Developing and implementing methods to encourage stability and to promote neighborhood reinvestment.

# Bylaws for Wheat Ridge 2020, Inc.

1 **Section 3 — Principal Office.**

2 The principal office and place of business of the Corporation in the State of Colorado shall be at  
3 an address to be established by resolution of the Board of Directors, and may be changed from  
4 time to time by resolution of the Board of Directors.

5

6 **Section 4 — Corporate Seal.**

7 The seal of the Corporation shall be inscribed with the name of the Corporation, the year of its  
8 incorporation, and the words "Colorado" and "Seal," and shall be in a form approved by the  
9 Board of Directors, which may alter the same at its pleasure.

10

## ARTICLE II — MEMBERS

11 **Section 1 — Classes of Members.**

12 The Corporation shall have one class of members. This class shall be defined as Voting  
13 Members.

14 Voting Members shall have the right to:

- 15 • Attend all meetings of Wheat Ridge 2020
- 16 • Receive information from Wheat Ridge 2020
- 17 • Vote to approve the Board of Directors Slate at the Annual Meeting
- 18 • Approve amendments to the Articles of Incorporation,
- 19 • Approve adoption of and amendments to the bylaws,
- 20 • Attend all general meetings of the membership of the corporation and participate  
21 in the work of the corporation through meetings and committee.

22 **Section 2 — Eligibility for Voting Membership.**

23 Voting Membership in the organization shall be open to any person of legal age who supports  
24 the purpose statement in Article 1, Section 2 and who:

- 25 • Submits an application for membership acknowledging that they will support the  
26 Goals of WR2020 and the NRS implementation.
- 27 • Pays a membership fee as established by the Board of Directors.

28

29 To be eligible to participate in the Annual Meeting, a list of active Voting Members shall be  
30 determined each year, 60 days prior to the Annual Meeting.

31

32

33

# Bylaws for Wheat Ridge 2020, Inc.

## 1 **Section 3 — Composition of the Voting Membership.**

2 The Voting Membership shall include representatives from the following categories:

- 3 • Residents and property owners from within and outside Wheat Ridge
- 4 • Owners or employees of local small businesses,
- 5 • Owners and representatives of regional employers or institutions,
- 6 • Representatives of civic, educational, or non-profit groups, and
- 7 • Representatives of foundations
- 8 • Corporations

9  
10 Membership may be obtained at any time by submission of a membership application and  
11 associate membership fees to the WR2020 offices. The organization shall strive to maintain a  
12 body of at least 100 Voting Members.  
13

## 14 **Section 4 — Induction of Voting Members .**

15  
16 Voting Members are inducted upon submission of their membership application, review and  
17 acceptance of the application verifying the applicant meets the criteria for membership set  
18 forth within these Bylaws, and associated membership fee, and will retain membership status  
19 for one year after induction.  
20

## 21 **Section 5 — Resignation and Termination of Member.**

22  
23 Any Voting Member may resign by providing notice to the Board Secretary in care of the  
24 Corporate Office by writing, facsimile, verbal notification, or electronic mail.  
25

26 A member may have his or her membership terminated through a method determined by the  
27 board of directors.  
28

## 29 **ARTICLE III — BOARD OF DIRECTORS, OFFICERS, AND VOTING MEMBERS**

### 30 31 **Section 1 — Board of Directors**

#### 32 33 **Section 1-A -- Role, Size, and Compensation.**

34 The Board of Directors is responsible for overall policy and direction of the Corporation,  
35 and delegates responsibility of day-to-day operations to the Executive Director.

36 The Board must approve plans and funding for all corporate initiatives, as well as  
37 policies, official positions and actions. The Board shall direct the Executive Director to  
38 maintain operations of the organization pursuant to the Goals of the Organization as set  
39 by policy or these ByLaws.  
40

# Bylaws for Wheat Ridge 2020, Inc.

1 The Board of Directors shall have up to twenty (20), but not fewer than twelve (12)  
2 members. Any action of the Board of Directors to increase or decrease the maximum or  
3 minimum number of Directors shall constitute an amendment of these by-laws.  
4

5 Directors receive no compensation other than reimbursement of reasonable expenses  
6 incurred in connection with service to the Corporation, subject to approval by the Board  
7 of Directors.  
8

## 9 **Section 1-B -- Composition of the Board of Directors.**

10 The Board of Directors shall represent a composition of Voting Membership from the  
11 following categories and have the capacity to promote the Goals of the Organization  
12 within the greater Metro Denver Area:  
13

- 14 • Residents and property owners from within and outside Wheat Ridge,
- 15 • Owners or employees of local small businesses,
- 16 • Owners and representatives of regional employers or institutions,
- 17 • Representatives of civic, educational, or non-profit groups, and
- 18 • Representatives of foundations
- 19 • Corporations

20  
21 The Board of Directors shall determine whether representation on each year's Board is  
22 appropriately balanced, and charge the Nominating Committee to seek nominations for  
23 the Board of Directors to assure a reasonable balance.  
24

25 Directors are selected in accordance with a Nominations policy as prescribed and  
26 adopted by the Board of Directors.  
27

28 Terms: Directors are allowed to serve up to three consecutive two year terms. Term  
29 length may be adjusted by recommendation of the Nomination committee and adoption of the  
30 Board of Directors.  
31

32 All newly elected Directors shall be seated at the first scheduled board meeting  
33 following the Annual Meeting. Retiring Directors shall continue to serve until that time.  
34  
35

## 36 **Section 1-C -- Meetings And Notice.**

37 The Board of Directors shall hold official board meetings at least ten times annually at  
38 an agreed upon time and place that shall be formally designated by the Board President.  
39

40 An official board meeting requires that:

- 41 • Not less than two weeks prior to the meeting, written notice of the meeting shall  
42 be sent to each Director and each Member by mail or by other methods  
43 approved by the Board of Directors.

# Bylaws for Wheat Ridge 2020, Inc.

- The meeting agenda and related materials be delivered to each Director in advance.

## **Section 1-D -- Quorum of the Board of Directors.**

A quorum at all meetings of the Board of Directors shall consist of a majority of the number of Board Directors that, according to the Corporation's records at the time of the meeting, are Board Members in good-standing.

The act of a majority of the number of Board Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, with exceptions that:

- Changes to the bylaws and the Articles of Incorporation shall require a two-thirds (2/3) majority.
- Actions to remove a Board Director shall require a three-fourths (3/4) majority vote, as detailed in Article III, Section 1- G.

## **Section 1-E -- Voting by the Board.**

Subject to any restrictions in the Articles of Incorporation, the Board of Directors shall provide for voting by secret ballot:

- On matters related to personnel actions.
- On matters related to member disciplinary actions.

## **Section 1-F -- Resignation, removal, and absences.**

Resignation from the Board of Directors must be in writing and received by the Secretary in care of the corporate office and shall be effective from the time specified therein.

Board Directors shall be responsible for regular attendance at Board meetings and responsible to give notice should they be unable to attend. A Director that misses two Board meetings in a year, without notice, may be considered for removal from the Board of Directors.

Board Directors may be removed for other reasons by a three-fourths vote of the remaining Directors. All actions to remove a Board Director shall be for reasonable cause, as defined by criteria that the Board of Directors shall establish and refer to in all related actions.

## **Section 1-G -- Special meetings of the Board.**

Special meetings of the Board of Directors may be called upon the request of the Board President or one-third of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Director in advance of the meeting and include a reference to the proposed meeting subject matter.

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## 1 **Section 2 — Executive Committee.**

2  
3 The Board of Directors elect from their members the officers of the Corporation -- President,  
4 Vice-President, Secretary, and Treasurer. The Corporation Officers comprise the Executive  
5 Committee.

6  
7 The Past President may be a non-voting, ex-officio member of the Executive Committee. The  
8 election shall take place at the first meeting when the newly elected Directors are seated.

9  
10 The Executive Committee shall:

- 11 • Have all the powers and authority of the Board of Directors in the intervals between  
12 meetings of the Board of Directors, except for the power to amend the Articles of  
13 Incorporation, Bylaws, and policies and procedures of Board of Directors.
- 14 • Be subject to the direction and control of the full board.

## 15 16 17 **Officers and Duties.**

18  
19 The duties of the officers are as follows:

- 20 • The President shall convene regularly scheduled Board meetings and shall see that  
21 all orders and resolutions of the Board of Directors are carried into effect. The  
22 President shall preside, or arrange for other members of the Executive Committee  
23 to preside, at each meeting in the following order: vice- president, secretary,  
24 treasurer.
- 25  
26 • The Vice-President shall chair committees on special subjects or perform such  
27 duties as may be assigned by the Board President.
- 28  
29 • The Secretary shall be responsible for keeping records of the Board of Directors'  
30 actions, including overseeing the taking of minutes at all Board meetings, sending  
31 out meeting announcements, distributing copies of minutes and the agenda to  
32 each Director, assuring that corporate records are maintained and that an  
33 accurate membership roster of members is maintained by Staff
- 34  
35 • The Treasurer shall chair the Finance Committee, assist in the preparation of the  
36 budget and in the development of fundraising plans, oversee care and custody of  
37 funds, securities and personal property, and make financial information available  
38 to Directors and the public. The Treasurer shall make a report at each Board  
39 meeting of the financial status of the Corporation's projects.

## 40 41 **Section 3 — Vacancies on the Board and Executive Committee**

42 Vacancies on the Board may or may not be filled at the discretion of the Board  
43 President.

44 When a vacancy on the Board of Directors exists mid-term:

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- 1 • The Board President may nominate an individual from within or outside the
- 2 Voting Membership to complete the term.
- 3 • A candidate nominated to fill a vacancy shall be approved with a vote of the
- 4 majority of remaining Directors.
- 5 • A Director elected to fill a vacancy shall be elected to serve for the unexpired
- 6 term of his/her predecessor.
- 7

8 In the event that a mid-term vacancy involves an officer of the Board of Directors:

- 9 • The Board President shall nominate a Director to serve in that capacity for the
- 10 unexpired term.
- 11 • The candidate shall be approved with two-thirds majority of the Directors.
- 12

13 In the event that the seat of the Board President is vacant mid-term, the Vice-President  
14 shall serve in that capacity for the unexpired term. Should the Vice President decline the  
15 President's position, the Board of Directors shall nominate and vote for a new President  
16 from the field of existing Board Members  
17

## 18 ARTICLE IV — MEETINGS

19 There are three types of Membership meetings:

- 20
- 21 • The Annual Meeting.
- 22 • Special Meetings.
- 23 • Informational meetings.
- 24
- 25

### 26 **Section 1 — Annual Meeting.**

27 An annual meeting of the Members shall take place in the last quarter of each year, the specific  
28 date, time and location of which shall be designated by the Board President.

29 At the Annual Meeting:

- 30 • All Members shall receive reports on the activities of the Corporation.
- 31 • Voting Members shall:
  - 32 ○ Approve Board Directors Slate.
  - 33 ○ Participate in discussing goals and direction of the-organization for the coming
  - 34 year.
  - 35

### 36 **Section 2 — Special Meetings.**

37 A Special meeting of the members may be called by the Board President, the Executive  
38 Committee, Majority of Board of Directors, or by a petition which is signed by twenty-five  
39 percent of the total Voting Membership.

### 40 **Section 3 — Informational Meetings.**

41

# Bylaws for Wheat Ridge 2020, Inc.

1 A minimum of one Informational Meeting of the Members is recommended to be held each  
2 year. At a minimum, an Informational meeting shall provide a networking opportunity for the  
3 members in addition to an update on the activities of Wheat Ridge 2020

4 Additional meetings of the members may also be established by the Board of Directors. The  
5 Board President shall designate the time of year and specific date, time, and location of all  
6 regular meetings.

## 7 **Section 4 — Notice of Meetings.**

8 Written notice and related materials for Annual Meeting, Special Meetings and Informational  
9 Meetings shall be sent to each Member:

- 10 • By mail, electronic mail, or by other methods approved by the Board of Directors.
- 11 • Prior to the meeting.

12

13 At a minimum, materials for the Annual Meeting shall include an agenda and a Board certified  
14 Slate of Nominees for the Board of Directors.

15

## 16 **Section 5 — Quorum of the Voting Membership**

17 A quorum at all meetings shall be 45 voting members.

18

19 The act of a majority of the number of Voting Members present at a meeting at which a  
20 quorum is present shall be the act of the Voting Membership, with exceptions that:

- 21 • Changes to the by-laws and the Articles of Incorporation shall require a two-thirds (2/3)  
22 majority.
- 23 • In the case where a vote is deciding between more than two alternatives, the Board of  
24 Directors shall provide for deciding based on a plurality of the vote.

25

## 26 **Section 6 — Voting by Voting Members.**

27 All Voting Members are eligible to vote and each Voting Member shall have one vote subject to  
28 any restrictions in the Articles of Incorporation.

29

- 30 • Voting Members shall vote in person or by proxy, but not by mail. The Board of  
31 Directors shall provide for vote by proxy and a Voting Member must file his/her proxy  
32 with the Corporate Secretary. The original signed form must be received by the  
33 Corporate Secretary in care of the corporate office six (6) hours prior to the meeting.

34

35 The Board of Directors shall provide for voting by secret ballot, subject to any restrictions in the  
36 Articles of Incorporation.

37

38

39

## ARTICLE V— COMMITTEES

### 40 **Section 1 — Committee Operations.**



# Bylaws for Wheat Ridge 2020, Inc.

1 All committees shall function under the authority of the Board of the Directors and shall have,  
2 and may exercise, such authority in the management of the Corporation as is delegated by the  
3 Board of Directors.

4

5 Subject to the provisions of the Articles of Incorporation and the Bylaws, the Board of Directors  
6 shall determine a committee's:

- 7 • Name, objectives, responsibilities and authority, and
- 8 • The rules and procedures for the conduct of committee activities.

9 The delegation of authority to any committee shall not operate to relieve the Board of Directors  
10 or any member of the Board of Directors from responsibility imposed by law.

11

## 12 **Section 2 — Formation of Committees.**

13 The Board of Directors may create committees for any purpose and for any duration by one or  
14 more resolutions adopted by a majority of the Board Directors.

15 Any Voting Member may request to join a committee.

16

17 The Board President shall appoint committee chairs and committee membership, with  
18 consideration of input from committee members.

19

20 There shall be two standing governance committees from among Board Directors and Voting  
21 members

22 1. Nominating Committee

23 2. Finance Committee, and

24 Each standing governance committee shall include a minimum of one Director and others as  
25 appointed.

26 In addition the board may create program committees to help achieve the mission and vision of  
27 the organization.

28

## 29 **Section 3 — Nominating Committee.**

30

### 31 **Section 3 – A: Composition of the Nominating Committee**

# Bylaws for Wheat Ridge 2020, Inc.

- Committee members shall be appointed by the Board President, per the Nomination and Board Election Policy.
- Nominating committee should be comprised of a minimum of five committee members.
- Appointed members should have a strong understanding of the Goals of WR2020, and the responsibilities of Board Membership to help interview candidates for Board positions.
- At least one member of the Executive Committee shall be appointed to the Committee.
- Committee members may not be considered as a potential Board Nominee for the current nominations period to avoid conflicts of interest in selecting Board Nominees.

## **Section 3 - B -- Procedures for Board of Director Nominations.**

1. The Nominating Committee shall solicit nominations for potential Board Members in accordance with a policy approved by the Board.
2. To complete the nomination process, the Nominating Committee shall:
  - Determine which current Board Directors have terms that will expire at the next annual meeting, and are eligible or willing to serve an additional term.
  - Ensure that a written Call for Nominations is delivered to each Voting Member, by mail, electronic mail or by other methods approved by the Board of Directors, not less than sixty (60) days before the Annual Meeting date
  - Seek nominees who can act as a resource for Board leadership, and who have skill sets that will best promote WR2020's Goals.
  - Interview candidates to determine if the candidate is willing to become an active Board member and is understanding of the WR2020 Goals.
  - Select and present a Slate of Board Candidates for certification by the Board of Directors, verifying that the Committee selected the Nominees in accordance with the Board approved nominations policy.
  - Present the Slate at the Annual Meeting for Membership Approval.

## **Section 4 — Finance Committee.**

The Treasurer is the chairperson of the Finance Committee. The Treasurer shall appoint members to the committee from the Board of Directors and Voting Membership. The member shall sit on the committee for a year starting in January.

The Treasurer shall set the size of the Committee.

# Bylaws for Wheat Ridge 2020, Inc.

1 The Finance Committee is responsible for:

- 2 • Developing and reviewing fiscal procedures and recommending new or amended
- 3 policies to the Board.
- 4 • Developing and reviewing the annual budget, with Staff, and recommending the
- 5 budget to the Board.
- 6 • Ensuring that the recommended annual budget reflects costs projected for the
- 7 policies and plans being recommended by committees or Staff.

8 As Chair of the Committee, the Treasurer shall:

- 9 • Make a financial report at each Board meeting.
- 10 • Submit periodic reports on the fiscal status of the Corporation's projects.
- 11 • Submit an annual report to the Board showing income, expenditures, and pending
- 12 income.

13 A printed record of the Corporation's financial records and policies shall be maintained by Staff  
14 and shall be available to the Membership and Directors.

15

16

17

## ARTICLE VI -- ADHOC ADVISORY GROUPS

18 In keeping with the strategic priorities and purpose cited in Article I Section 2, The Board of  
19 Directors shall encourage local leadership and public participation in revitalizing and  
20 repositioning the City of Wheat Ridge by:

- 21 • Encouraging Member based initiatives.
- 22 • Providing for formation for Ad-hoc advisory groups.

23 Three Voting Members may petition the Board of Directors to form an ad-hoc advisory group  
24 for a specific purpose.

25

26

## ARTICLE VII — EXECUTIVE DIRECTOR AND STAFF

### 27 **Section 1 — Hiring of the Executive Director**

28 The Executive Director is hired by the Board of Directors.

29

# Bylaws for Wheat Ridge 2020, Inc.

1 **Section 2 — Duties of the Executive Director**

2 The Executive Director has day-to-day responsibilities for the organization, including carrying  
3 out the organization's goals and policies.

4 The Executive Director shall:

- 5 • Attend all Board Meetings.
- 6 • Report on the progress of the organization to the Membership, and periodically to  
7 City Council.
- 8 • Answer questions of the Directors.
- 9 • Hire, manage and terminate Staff.
- 10 • Carry out the duties described in the job description.

11 The Board may designate other duties as necessary.

12 **ARTICLE VIII — CONFLICT OF INTEREST**

13 The Corporation will maintain a formal written Conflict of Interest policy.

14

15 Each Board Director will receive a copy of this policy and shall sign a Conflict of Interest  
16 Statement indicating that he/she has been advised of and agrees to abide by the conditions.

17 The Board of Directors will approve all changes and exceptions to this policy.

18 **ARTICLE IX — FINANCIAL AFFAIRS**

19 **Section 1 — Fiscal Year.**

20 The fiscal year of the Corporation shall be set by resolution of the Board of Directors.

21

22 **Section 2 — Budget Approval.**

23 The Board of Directors must approve the budget and any major changes in the budget must be  
24 approved by the Board of Directors.

25

26 **Section 3 — Conveyance and Encumbrances.**

27 Property of the Corporation may be assigned, conveyed and encumbered by such Officers of  
28 the Corporation as may be authorized to do so by resolution of the Board of Directors, and such

# Bylaws for Wheat Ridge 2020, Inc.

1 authorized persons shall have the power to execute and deliver any and all instruments of  
2 assignment, conveyance and encumbrance.

3

4 However, the sale, exchange, lease or other disposition of all, substantially all , or any part of  
5 the property and assets of the Corporation shall be authorized only in the manner prescribed by  
6 applicable statute and in accordance with provisions of the Articles of Incorporation and these  
7 bylaws.

8

## 9 **Section 4 — Delegation of Authority.**

10 Authority granted to any Officer or Officers of the Corporation by any resolution adopted by the  
11 Board of Directors:

- 12 • May be delegated by the Officer to whom the authority is granted unless such  
13 resolution specifically disallows or defines parameters for such delegation  
14 involving specific transactions or a clearly defined category of transactions.

15

## 16 **ARTICLE X — INDEMNIFICATION AND INSURANCE**

### 17 **Section 1 — Indemnification.**

18 To the maximum extent allowed and authorized by Colorado law, the Corporation shall  
19 indemnify persons whom it shall have the power to indemnify from and against liabilities or  
20 expenses actually and necessarily incurred by them:

- 21 • In connection with duties or actions undertaken on behalf of the Corporation in  
22 the capacity of an Officer, Director, Member, employee, fiduciary, or other agent  
23 of the Corporation.
- 24 • Including in the defense of any action, suit, or proceeding in which they or any of  
25 them are made parties, or a party, by reason of having assumed such duties and  
26 taken such actions.
- 27 • Except in relation to matters as to which such individuals shall be adjudged in such  
28 action, suit, or proceeding to be liable for gross negligence or misconduct.

29

# Bylaws for Wheat Ridge 2020, Inc.

1 **Section 2 — Insurance.**

2 The Corporation shall purchase and maintain insurance on behalf of the Corporation and any  
3 person who is or was undertaking duties on behalf of the Corporation and at the request and  
4 direction of the Corporation in the capacity of:

- 5 • An Officer, Director, or Member of the Corporation.
- 6 • An employee, fiduciary or other agent of the Corporation.
- 7 • Against any liability asserted against or incurred by such person in any such  
8 capacity or arising out of such person's status as such.

9

10 **ARTICLE XI — AMENDMENT OF BYLAWS**

11 **Section 1 — Amendment of Bylaws.**

12 As allowed or authorized by law, and provisions of the Articles of Incorporation, the by-laws  
13 may be amended by a:

- 14 • Two-thirds majority vote of the Board of Directors.
- 15 • Two-thirds majority vote of a quorum of Voting Members in attendance at any  
16 annual, regular or special meeting of the Membership.

17 Proposed amendments must be submitted to the Board Secretary in writing to be:

- 18 • Submitted to the Board of Directors as part of the meeting notice, the meeting agenda,  
19 and the materials to be distributed according to provisions of Article III, Section 1 - C.
- 20 • In the case of a Voting Membership vote, distributed to each Voting Member as part of  
21 the meeting notice, the meeting agenda, and the materials to be distributed according to  
22 provisions of Article IV, Section 4.

23

24

25

# Bylaws for Wheat Ridge 2020, Inc.

1

## CERTIFICATION

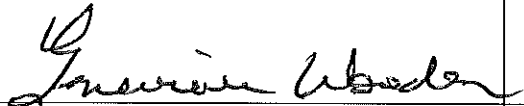
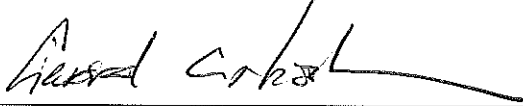
2

THESE BYLAWS WERE APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE

3

CORPORATION ON THE 24<sup>th</sup> DAY OF THE MONTH OF January IN THE YEAR 2012.

4

BOARD OF DIRECTORS	
	
Secretary	President

5

6