

**By-Laws**  
**WALNUT HILLS CIVIC ASSOCIATION INCORPORATED**  
**as amended 25 October 1998**  
**as amended 9 October 2008**  
**as amended March 2010**  
**as amended 14 March 2019**

**Article 1**  
**NAME**

The name of this corporation shall be: WALNUT HILLS CIVIC ASSOCIATION, INCORPORATED, hereinafter called the WHCA.

**Article II**  
**OBJECT**

The WHCA is a nonprofit Colorado Corporation founded in 1965 for the purpose of the promotion and improvement of the Walnut Hills community.

The nature of the business of the corporation and the objects and purposes to be transacted, promoted and carried on by it include but are not limited to the following:

1. Advocate for improvement of public parks, schools, transportation, street lighting and maintenance;
2. Advocate for improvement of fire and police protection, and all emergency relief, civil defense and safety programs;
3. Advocate for fair, equitable and just zoning, building and tax statutes, ordinances and regulations, and securing fair, equitable and just application of such statutes, ordinances or regulations by government agencies;
4. Advocate for improvement of all types of municipal, state and federal planning and services of any and every nature whatsoever;
5. Promotion of friendly relations among the residents of Walnut Hills;
6. Facilitate community information distribution

**Article III**  
**MEMBERSHIP**

Section 1. QUALIFICATIONS

Each and every verifiable resident, homeowner or householder of legal voting age who resides in or owns a home in the area known as "Walnut Hills", as more fully described in the plats on record in the Office of the Clerk and Recorder of the County of Arapahoe, the State of Colorado, shall be members of this corporation.

Section 2. CLASSES OF MEMBERSHIP

Membership in this corporation shall be classed as active or inactive; as hereinafter defined.

- A. An active member is a member, as defined below, who has paid the annual dues, as hereinafter required, for the current fiscal year. There are three

classes of active member:

1. Resident/Owner: person who owns a home in Walnut Hills **and** lives in that home
  2. Resident/Non-owner: person who lives in a home in Walnut Hills but **does not** own it (Renter)
  3. Owner/non-resident: person who owns a home but doesn't live in Walnut Hills
- B. An inactive member is a member, as defined above, who has not paid the annual dues, as hereinafter required, for the current fiscal year.

## **Article IV BOARD OF DIRECTORS**

### Section 1. COMPOSITION

The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) active members elected at large from among the membership of this corporation. One (1) Director (1-12) shall be elected from each of the twelve (12) residential areas as shown on the Walnut Hills Area map (Exhibit #1). An additional three (3) Directors (13, 14, 15) shall be elected At-Large. If one or more Neighborhoods does not have a nominee to represent it at the time of election, the number of At-Large seats may be expanded accordingly such that the Neighborhood number is represented by an At-Large seat.

### Section 2. ELECTION

The Board of Directors may select a nominating committee from among the membership, which committee shall have the duty of proposing a slate of nominees to replace the directors whose terms shall expire at the next Annual Meeting. Additional nominations may be made by any active member from the floor during the meeting. The nominees receiving the largest number of votes cast by all active members present shall be deemed elected to the Board of Directors and shall take office immediately following the adjournment of the Annual Meeting. If a quorum, as defined by Article VI, Section 4, is not present at any annual meeting, the existing Board of Directors shall continue to serve until the election of a new Board has taken place. It shall be the duty of the Board to call a special meeting for the purpose of election and to make a general polling of the members to obtain a quorum at that meeting.

### Section 3. TERM OF OFFICE

Directors shall serve for two-year terms, with one-half of the total directors being elected in one Annual Meeting. Odd-numbered seats will be filled in odd-numbered years and even-numbered seats will be filled in even-numbered years. Directors are not term limited.

### Section 4. VACANCY

In the event of a vacancy, the vacancy shall be filled by appointment by the Board. The Board member shall serve, when so appointed, only until the next Annual Meeting, at which time an election to fill said vacancy shall be held. An appointed member of the Board shall be eligible for nomination and election at the Annual

Meeting of the membership following his/her appointment.

#### Section 5. ABSENCE FROM MEETINGS

The absence of a Board member from three (3) consecutive Board meetings, without prior notice to the Chair of justifiable cause, shall be sufficient reason for the Board of Directors to request his or her resignation or to consider his or her position on the Board as vacant.

#### Section 6. POWERS AND DUTIES

The Board of Directors shall preserve, protect and enforce the interest of this corporation and its members and shall be responsible for formulating the general policy of this corporation in accordance with the expressions of the will of the majority of the members, and at the same time preserve and protect the interest of the minority members. The Board shall supervise all transactions of this corporation and shall be empowered to acquire, encumber, transfer, assign or sell any of the property, real or personal, or missed of this corporation, except as limited by the Articles of Incorporation, and except that, until the express consent of the majority of the active membership present at an Annual or Special Meeting is obtained (the value of any transaction permitted by the Board shall not exceed the presently existing balance of funds in the treasury of the corporation). The Board shall require an audit of the books of the Treasurer by at least three (3) active members within 30 days of the end of the fiscal year.

#### Section 7. SUCCESSION

Officers and other Board members are responsible for providing all information pertinent to the corporation and its activities to the designated successor or acting Chair upon resignation or dismissal. Information includes but is not limited to log-in and passwords for websites conducting corporation business and managing events.

### **Article V OFFICERS**

#### Section 1. OFFICERS

Chair, Vice Chair, Secretary and Treasurer shall be appointed by the majority the board following the annual meeting. The officers shall serve for a term of one (1) year and shall remain in office, as active or ex-officio members of the Board, until the time of election of new officers. Officers are not term limited. Board members must have actively served on the board for a minimum period of 6 months prior to being eligible to be elected as an officer.

##### A. CHAIR

It shall be the duty of the Chair to act as the general executive officer of this corporation, to preside at all meetings of the Board of Directors or the membership of this corporation, and to appoint, with the advice and consent of the Board, such non-elective officers, employees and committees as are deemed necessary.

##### B. VICE CHAIR

It shall be the duty of the Vice Chair to perform the functions and duties of the Chair in the event of the Chair's absence and such other duties and functions as the board may prescribe.

C. SECRETARY

It shall be the duty of the Secretary to assist in the maintenance and archiving of records, to assist with the official correspondence of the corporation as directed by the Chair, to keep minutes of the proceedings of the Board of Directors and of all regular and special meetings of the membership of this corporation and to distribute those minutes to the Board of Directors, and to monitor compliance with the procedure manual approved by the Board of Directors.

D. TREASURER

It shall be the duty of the Treasurer to take charge of all monies belonging to this corporation, to deposit the same at a depository selected by the Board and to pay out same by check or draft to provide all financial information required for annual tax return filing purposes and assist and/or monitor that such returns are prepared, reviewed and filed, and to report on any correspondence received from such entities, and to make regular reports at each meeting of the Board of Directors, and such other reports as may be required by the Board.

E. COMBINED DUTIES

Vice Chair, Secretary and Treasurer may combine duties as required based on background, skills, talent or interest as approved by the Board of Directors. The Chair may not combine duties with other officers.

## **Article VI MEETINGS**

### Section 1. ANNUAL MEETINGS

The Annual Meeting of the WHCA shall be held the first quarter of the calendar year, on a date designated by the Board of Directors of this corporation. In addition to any and all business which may properly come before such meeting, there shall be conducted at the Annual Meeting the election or reelection of persons to serve on the Board of Directors to replace those whose term(s) are expiring. Notification of such meeting shall be given by the Board of Directors by the best method of communication available in order to insure notice to each of the members and shall be given at least thirty (30) days in advance of the date of the meeting.

### Section 2. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least quarterly. The Board will set the frequency of Board meetings. The Board of Directors may, by giving the membership of this corporation notice of at least one (1) week in advance, change the date or cancel said meeting. Special meetings may be called as deemed necessary by the Chair of the Board or by a majority of the members of the Board. All regular meetings of the Board shall be open to the general

membership of this corporation. Special meetings may be open or closed to the general membership of this corporation as determined by a majority of the members of the Board.

#### Section 3. PRESIDING OFFICER

The Chair of the Board of Directors shall be the presiding officer of all meetings of the membership of the corporation, or in his/her absence, the Vice Chair, or in the absence of the Chair and Vice Chair, the Secretary or in the absence of the Chair, Vice Chair, and the Secretary, the Treasurer.

#### Section 4. ANNUAL MEETING QUORUM

The presence of twelve (12) active members of this corporation shall constitute a quorum for doing business at any Annual Meeting.

#### Section 5. BOARD OF DIRECTORS MEETING QUORUM

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business by the Board including special meetings. A quorum being present, majority vote shall determine the position of the Board on any questions which come before it.

#### Section 6. VOTING

Voting rights are restricted to one (1) vote for each active member as defined in Article III, Section 2. Cumulative, proportional and/or proxy voting are prohibited. Only active members as defined in Article III, Section 2 may vote at Annual or Special Meetings. An owner of more than one home may only have one vote.

#### Section 7. ORDER OF BUSINESS

The order of business at any meeting of the membership of this corporation is defined in the Procedure Manual as approved by the Board of Directors.

#### Section 8. RULES OF ORDER

Robert's Rules of Order shall govern all matters of procedure at meetings which are not otherwise covered by these By-laws.

### **Article VII FINANCIAL**

#### Section 1. DUES

The annual membership dues, as hereinafter referred to and the payment of which qualifies a member as active, shall be an amount set by the Board of Directors and payable upon admission to active membership, and thereafter once each fiscal year.

#### Section 2. FISCAL YEAR

The fiscal year of this corporation shall run from April 1 to March 31.

#### Section 3. TAXES

Officers are responsible for preparing (either in-house or by paid tax professional) and submitting the corporation's annual taxes based on the fiscal year. Tax

information should be developed based on the audited fiscal year numbers established in Article IV, Section 6. Tax information shall be reported to the Board of Directors.

#### Section 4. STATE CHARITABLE ORGANIZATIONS

Officers are responsible for maintaining the charitable status of the corporation through the Colorado Secretary of State on an annual basis.

#### Section 5. STATE BUSINESS STANDING

Officers are responsible for maintaining the good standing for the corporation with the Colorado Secretary of State on an annual basis.

#### Section 6. CONTACT INFORMATION

Officers are responsible for maintaining correct contact information for the corporation with the Federal IRS and all applicable State of Colorado agencies.

### **Article VIII POLITICAL**

#### Section 1. AFFILIATION

The Board of Directors shall not support, represent or become identified with any political candidate or elected official, nor shall it become identified with or support any political party, further providing that no elected official of any government body shall serve on the Board of Directors of this corporation, and if so elected while serving, she/he will automatically and immediately be removed.

#### Section 2. ACTIVE DEVELOPMENT

The principal or agent of a building or development company, then active in Walnut Hills, is not allowed to serve on the Board of Directors, and if in office prior to identification with above, will automatically and immediately be removed.

#### Section 3. CENSORSHIP

The Board of Directors shall not censor members on social media platforms including but not limited to the Walnut Hills Newsletter. The Board of Directors will not perpetrate, engage or respond to members on media platforms without the majority consent of the Board.

### **Article IX AMENDMENTS**

Amendments to these By-laws may be made by the membership of this corporation at its Annual Meeting or at Special Meetings called for such purpose. Any amendment shall be considered adopted which receives an affirmative vote of a three-fifths majority of the active members present. Proposed amendments shall be submitted in writing to the Board of Directors at least forty-five (45) days prior to the meeting at which it is to be considered for adoption.

Exhibit #1 – Neighborhood Map follows.

