

**By-Laws of  
EIBER NEIGHBORHOOD ASSOCIATION**

**ARTICLE I**

**NAME AND ADDRESS**

**SECTION I: NAME**

The Organization is not for profit neighborhood organization, whose name is the Eiber Neighborhood Association, also known as Eiberhood, hereinafter referred to as “the Organization.”

**SECTION II: ADDRESS**

The address of this Organization is the same as that of its secretary, unless otherwise designated by the Board of Directors.

**ARTICLE II**

**OBJECTIVES**

The objectives of the Organization shall be to:

1. represent the interests of the Eiber area community in Lakewood, Colorado, whose borders are Wadsworth Boulevard on the east, Sixth Avenue on the south, Oak Street on the west (both sides), and Colfax Avenue on the north,
2. facilitate communication among Eiber area residents, businesses, and property owners within the Eiber area,
3. strengthen communication between the Eiber area community and the City of Lakewood, and
4. work to implement the Eiber Neighborhood Plan.

**ARTICLE III**

**MEMBERSHIP**

Membership in the Organization is open to any owner, renter, or buyer of real property; business owners whose property is located in the area served by this organization; and may be extended to other persons at the discretion of the Board of Directors.

Each member shall be entitled to one vote at membership meetings, provided, however, that the member is present at the membership meeting. All questions relating to qualifications for, and maintenance of, membership shall be determined by the Board of Directors.

Individuals meeting these qualifications may become members by attending and registering at the annual membership meeting or by submitting their names to the Board of Directors.

Any member renouncing title/lease to all properties within the membership area shall cease to be a member.

## ARTICLE IV

### MEETING AND ELECTIONS

#### SECTION I: MEETINGS

Meetings of the members of the Organization may be called at any time by the President, a majority of the Board of Directors, or twenty (20) members of the Organization. The call for the meeting shall be in writing, signed by the person(s) making the call. Notice of the meeting stating the time and place of the meeting and any special business to be transacted shall be given to the members as directed by these by-laws.

#### SECTION II: ANNUAL MEETING

The annual meeting of the Organization shall be held at a time designated by the Board of Directors in April of each year. Notice of the meeting shall be given as directed by the Board of Directors or President.

#### SECTION III. QUORUM

Unless otherwise provided in these by-laws, 10 members shall constitute a quorum at any meeting of the members of the Organization and the affirmative vote of a majority of those present shall be the act of the members, unless a greater vote be required by the laws of the State of Colorado, or these by-laws.

#### SECTION IV: RULES OF ORDER

The Rules of Order as contained in Robert's Rules of Order, revised or abbreviated, when consistent with these by-laws, shall govern the meetings of the Organization.

#### SECTION V: NOMINATION AND ELECTION OF DIRECTORS

Candidates for the Board of Directors shall be nominated from the floor at each annual meeting, and upon the close of nominations, the members shall vote for the new directors. Up to 16 directors shall be elected. If possible, directors shall be elected to represent different sections of the Eiber area. The persons who receive the highest number of votes shall be deemed elected. Those elected shall assume their duties at the next meeting of the Board of Directors, and shall serve in such capacity until the next annual meeting or until their successors are elected and qualified. Only voting members of the Organization may be elected as Directors. Between annual meetings the Board of Directors may appoint members to fill vacancies on the Board.

## ARTICLE V

### OFFICERS AND DUTIES

#### SECTION I: TITLES

The officers of the Organization shall be:

1. President
2. Vice-President
3. Treasurer
4. Secretary
5. Any other officers appointed by the majority vote of the Board of Directors.

#### SECTION II: DUTIES

The officers of the organization shall respectively exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the Board.

1. The duties of the President shall be to:

- (a) preside at all meetings of the membership and Directors, and to vote in the event of a tie vote.
- (b) appoint all standing committees with the approval of the Board of Directors, and shall appoint all special committees.
- (c) serve as an ex-officio member of all committees.
- (d) remove any committee member; provided, however, such removal shall be subject to review by the Board of Directors.

2. The duties of the Vice-President shall be to:

- (a) in the absence of the President, succeed to all the powers and duties of the President.

3. The duties of the Treasurer shall be to:

- (a) collect all dues and assessments from members of the organization and maintain accurate records thereof (if applicable).
- (b) pay all expenses of the Organization, where such payment has been first authorized by the Board of Directors.

4. The duties of the Secretary shall be to:

- (a) keep all minutes.
- (b) keep records and files.
- (c) notify members of meetings.

### SECTION III: ELECTION OF OFFICERS

Officers shall be elected by the Directors at their first meeting following the annual meeting. Officers shall serve in such capacity until their successors are elected and qualified.

## ARTICLE VI

### BOARD OF DIRECTORS

#### SECTION I: NUMBER AND QUALIFICATIONS

The control and management of the Organization and its affairs and property shall be entrusted to a board of no more than 16 members. Directors shall be elected for a one-year term, or until their successors are elected and qualified. Directors shall be elected at the annual meeting of the members, or, between annual meetings, by action of the Board of Directors as described in Article VI, Section IV.

In the event that any director shall fail to attend the Board of Directors meetings for three successive meetings without being excused in advance by the President, such member shall be dismissed automatically from the Board of Directors.

#### SECTION II: MEETING OF THE BOARD

The Board of Directors shall meet at such time and at such place as the President or a majority of the Board of Directors may name. Regular meetings of the Board of Directors shall take place at a preset time and place. Special meetings of the Board of Directors shall be held upon seventy-two (72) hours notice given by mail, e-mail, or telephone, to each Director, of the time and place of such meeting. Eiber Board business may also be conducted via email per the guidelines adopted via policy vote by the Board in 2005. All Board Meetings shall be open to all members; however, notice of these special meetings and business conducted via email is not required to be given to non-directors.

#### SECTION III: QUORUM

A majority of the number of Directors then holding office shall constitute a quorum, and the vote of a majority of those present shall be the act of the Board.

A Director who is not able to attend a board meeting may designate a proxy to be counted and vote on behalf of the Director. The proxy form must provide the name of the director, the name of the designee, the name and date of the meeting, and may be submitted by email to the Secretary or President.

#### SECTION IV: DUTIES AND POWERS

It shall be the duty of the Board of Directors to carry out the objectives and purposes of the Organization, and to determine policy and procedure in connection with such objectives and purposes. The Board shall have the power to appoint a successor to fill any vacancy which may occur between annual meetings in any of the offices or in the membership of the Board of Directors, such appointee to hold office until the next annual meeting of the Organization and

until the successor is elected and qualified; to employ, govern, and dismiss all employees of the Organization; to carry out the provisions of these by-laws as adopted or as may be amended; and to adopt, alter and amend such other rules and regulations consistent with the by-laws as they may deem expedient.

#### SECTION V: ANNUAL REPORT

The outgoing Board of Directors shall present to the members at each annual meeting a report as to the condition of the Organization and accomplishments during the preceding year.

#### ARTICLES VII

#### DUES, FISCAL YEAR AND ASSESSMENTS

##### SECTION I: DUES

No annual dues shall be assessed unless approved by the membership at a general meeting.

##### SECTION II: FISCAL YEAR

The fiscal year shall coincide with the annual meeting.

#### ARTICLE VIII

#### AMENDMENTS TO BY-LAWS

These by-laws may be modified, amended, supplemented or altered by the affirmative vote of a majority of the Board of Directors present at any meeting of the Board, provided that a quorum is present. Notice of a vote on the amendment must be included in the notice of the meeting, and must be reported at the next general meeting.

I hereby certify that the above by-laws constitute the by-laws of the Eiber Neighborhood Association, also known as the Eiberhood, approved and adopted by the Board of Directors of the Organization on September 18, 2008.

Yvonne Postin, Secretary

### ***Guidelines for conduct of Eiberhood Board business via email***

These guidelines are to be applied to the discussion and resolution of items under consideration by the Board that can appropriately be addressed by way of email. Underlying protocol of an organization's meeting rules are applied to the electronic medium, with addition of guidance for determining whether the topics of discussion are appropriate business for this method.

#### ***Motion***

- Motion requires a sponsor and a co-sponsor (second) prior to submittal to President
- Sponsor clearly identifies subject; states position; proposes an outcome or resolution of motion; provides any background or reference information that would be of benefit to discussion; recommends time frame for resolution
- Sponsor submits motion to President or designate

#### ***Propriety***

- President evaluates propriety of subject for discussion via email
- President evaluates timeliness of subject and establishes deadline for vote if necessary
- President accepts or tables motion
  - if accepted, President submits email to Secretary for distribution to board, and opens discussion
  - if tabled, President or Secretary distributes motion and disposition to board and commits subject to next meeting's agenda

#### ***Discussion***

- Secretary maintains authoritative email list and starts discussion with that list
- Use "Reply All" during discussion to keep all members involved
- Discussion is restricted to items germane to the subject
- President guides discussion as necessary
- President can order inappropriate discussion to be stricken from record
- President can exercise authority to table a discussion at any time given reasonable cause
- Sponsor can withdraw motion at any time
- Tabled motions will be carried to the next regularly scheduled board meeting, or an emergency meeting if appropriate

#### ***Vote***

- President calls end to discussion; informs Secretary and copies all
- Secretary compiles and records discussion, establishes voting deadline, distributes recorded discussion to board; calls for email vote
- Board members reply with vote to Secretary by deadline; reply-all not required
- Secretary tallies vote at deadline and forwards to President
- President declares disposition of motion
- Secretary publishes vote results and disposition of motion
- Motion and disposition to be read as minutes at next meeting

## ***Format***

Motion should be stated clearly and concisely, including proposed resolution

Keep discussion thread intact when replying or forwarding email. Do not delete message content when replying. Helps maintain continuity and minimizes misinterpretation.

Secretary identifies an appropriate subject line for recording purposes; do not change subject line of email during discussion

Maintain a sense of dignity and respect

Use "Reply All" during discussion; double-check distribution list for errors or omissions as discussion progresses.

Suitable attachments: MS Word, MS Excel, text file (.txt), jpeg

Unsuitable attachments: .com, .exe, .bat, java script

Email to entire board should be limited to

- a) items to be deliberated and voted upon as outlined above
- b) items of general interest (notification of meetings, community news, etc.), generally one-way communication
- c) items to be reviewed for an upcoming meeting

Committee business (standing, ad hoc, or task group) should be limited to the committee membership until the final proposal can be presented to the board as a motion.