

# **SOUTH LAKEWOOD BUSINESS ASSOCIATION**

## **BYLAWS**

### **ARTICLE I Name and Objectives**

- SECTION 1. The name of the Association shall be South Lakewood Business Association.
- SECTION 2. The mission of the Association shall be to organize city leaders, business, and property owners for the purpose of educating our community, keeping our members up to date on current opportunities and local developments, with the common goal of increasing the aesthetic quality and economic vitality of South Lakewood.
- SECTION 3. The objectives of the Association shall be:
- (a) To enhance the vitality of the area of South Lakewood, including portions of Denver and Jefferson County, between Sheridan Boulevard on the east, Alameda Parkway, Bear Creek Boulevard, Morrison Road and Kipling Parkway on the west, Mississippi Avenue on the north, and Hampden Avenue on the south;
  - (b) To protect the interests of Association members; and
  - (c) To initiate efforts and cooperate with other established organizations to enhance the vitality of the area.
- SECTION 4. The Association shall not be conducted or operated for profit and no part of any profits or remainder from dues or donations to the Association shall inure to the benefit of any member or individual.

### **ARTICLE II Membership**

- SECTION 1. *Eligibility.* Membership shall be open to all persons eighteen years of age and older who are merchants, employees, citizens, business owners, not-for-profits, property owners or others with an interest in the Association's general area.

SECTION 2. *Dues.* The Board of Directors shall determine membership dues on an annual basis and may establish prorated provisions for partial years.

Full year dues are payable on or before the 1st day of August each year. No member may vote whose dues are not paid as of the date at which the vote is taken. During the month of June the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. *Application for Membership.* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Bylaws. The application shall state the name, address, phone number and email address (if available) of the applicant. Accompanying the application, the prospective member shall submit the appropriate dues payment for the balance of the year.

SECTION 4. *Notifications to Members.* Any requirement for any notification to members may be met either by direct mail sent to the member at the last mailing address that the member has provided to the Association or by e-mail sent to the last e-mail address that the member has provided to the Association. Notification of meetings and elections will also be posted to the Association's website.

SECTION 5. *Termination of Membership.* Memberships may be terminated:

- (a) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year.
- (b) *by suspension or expulsion.* The Board of Directors, by the vote of two-thirds (2/3), may suspend or expel any member for cause after the member has been informed in writing of the cause and has been given an opportunity to be heard by the Board of Directors. Any member who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of the two-thirds (2/3) of the Board of Directors entitled to vote thereon.

### **ARTICLE III Meetings and Voting**

SECTION 1. *Association Meetings.* Meetings by the Association shall be held in the greater Lakewood area at such an hour and place as may be designated by the Board of Directors or by written request of ten (10) percent of the members in good standing, with a minimum of one meeting per quarter of which one may be the annual meeting. Notice of each such meeting shall

be made by the Secretary at least seven (7) days prior to the date of the meeting.

SECTION 2. *Board Meetings.* Meetings of the Board of Directors shall be held in the greater Lakewood area at such place, date and hour as may be designated by the person or persons authorized herein to conduct such meetings, with a minimum of one meeting per quarter. Notice of each such meeting, and said purpose of the meeting shall be made at least seven (7) days prior to the date of the meeting, and no other Association business may be transacted thereat. The quorum for such meetings shall be a majority of the Board.

SECTION 3. *Voting.* Each member in good standing whose dues are paid as of the date of the voting occasion shall be entitled to one vote for each voting occasion at any meeting of the Association at which he/she is present

The members in good standing (minimum of seven) at Association meetings shall comprise a quorum for voting purposes. Voting decisions shall carry on a simple majority of the quorum present.

#### **ARTICLE IV Directors and Officers**

SECTION 1. *Board of Directors.* The Board shall be comprised of a minimum of seven members, including the officers and the past president all of whom shall be members in good standing and all of whom shall be elected for two year terms at the Association's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION 2. *Officers.* The Association's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings. The officers shall be selected by the elected Board members at the first Board meeting following the annual election.

(a) The President shall preside at all meetings of the Board and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws.

- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice-President shall serve as President upon conclusion of his/her term as Vice-President. The vice president shall lead any by-law rewrites as decided by the board no more often than every 24 months. The vice-president shall create a program of work around the SLBA mission statement.
- (c) The Secretary shall keep a record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Association with their addresses, keep a record of attendance of Board members at general meetings and Board meetings and carry out such other duties as are prescribed in these Bylaws.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Association. Monies shall be deposited in a bank designated by the Board in the name of the Association. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the Association's finances and every item of receipt or payment reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year.
- (e) While retaining the responsibility for each of their appointed duties, each officer may delegate and be assisted as needed by other Association members.
- (f) To ensure effective operation of the affairs of the Association, Board members and officers shall attend a minimum of two-thirds (2/3) of all Board meetings each year and a minimum of two-thirds (2/3) of all general membership meetings each year. A Board member who fails to meet this requirement may be removed by a vote of the Board members at a subsequent Board meeting.

SECTION 3. *Vacancies.* Any vacancies occurring on the officers or Board members during the year shall be filled for the duration of the term of that particular vacancy by a majority vote of the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy of the office of the Vice-President shall be filled by the Board.

**ARTICLE V**  
**The Association Year, Annual Meeting, Elections**

- SECTION 1. *Association Year.* The Association's year shall begin on the first of August and end on the last day of July.
- SECTION 2. *Annual Meeting.* The annual meeting shall be held in the month of September at which Board Members for positions with terms expiring that year shall be elected for two year terms.
- SECTION 3. *Elections.* Those candidates, nominated in accordance with Section 5 (five) of this Article, who receive the greatest number of votes from the quorum present at the annual meeting shall be determined to be elected.
- SECTION 4. *Taking of Office.* The newly elected Board Members shall take office at the first Board meeting following the election. At this time each retiring officer shall turn over to the successor in office all properties and records relating to the office.
- SECTION 5. *Nominations.* No person may be a candidate in an Association election who has not been nominated. No person may be nominated in an Association election who is not a member of the Association in good standing with dues paid as of the date of the nomination.

Nominations may be made by any member in good standing in writing to the Secretary by August 15, provided that the proposer shall also present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

**ARTICLE VI**  
**Committees**

- SECTION 1. The Board may appoint, and as necessary dissolve, standing committees to advance the work of the Association in such matters as fundraising, special events, beautification, graffiti removal, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

SECTION 3. Financial Committee. The Board shall establish a Financial Committee, comprised of three members of the Association, who will be responsible for establishing financial safeguards for the Association, taxes and for conducting an internal audit for the previous fiscal year in September.

## **ARTICLE VII Amendments**

SECTION 1. Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendation of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

## **ARTICLE VIII Dissolution**

SECTION 1. The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing present at a meeting called for the purpose. The Secretary shall verify the membership status of all those submitting written consent for dissolution. In the event of the dissolution of the Association other than for the purpose of reorganization whether voluntary or involuntary or by operation of the law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association but after payment of the debts of the Association its property and assets shall be given to a charitable organization selected by the Board of Directors.

**ARTICLE IX**  
**Parliamentary Authority**

SECTION 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of the order the Association may adopt.