



Inter-Neighborhood Cooperation, Inc. Bylaws

ARTICLE I - NAME

The name of the organization is "Inter-Neighborhood Cooperation, Incorporated" (INC), a Colorado nonprofit corporation.

ARTICLE II - PURPOSE

The purpose of INC shall be to:

- A. Bring together independent neighborhood organizations of Denver in a coalition to represent the interests of neighborhoods and to collectively address issues of common interest, especially those which may have citywide impact;
- B. Increase autonomy, diversity, and power for neighborhoods, and to offer assistance when aid is requested and applicable;
- C. Provide information to neighborhoods concerning organizing, registering with the city, and dealing effectively with city agencies;
- D. Adhere to the principles of democracy and openness, and encourage member neighborhoods to do likewise;
- E. Nominate neighborhood representatives to serve on public commissions, boards, and task forces; and
- F. Take an active role in working with city government and others in shaping Denver's future.

ARTICLE III- NON-DISCRIMINATION POLICY

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 disadvantaged group.

ARTICLE IV – MEMBERSHIP

- A. There shall be four (4) classifications of membership: "Member Organization" (MO), "Member Organization Patron", "Associate", and "Associate Patron".
 1. "Member Organization(s)" (MO) shall be any Registered Neighborhood Organization(s) (RNO) as defined in Chapter 12, Article III of the Denver Revised Municipal Code that has complied with the provisions of INC Bylaws Article IV, B. Dues.
 2. "Member Organization" Patron is any MO as described in Article IV, A, 1 having paid appropriate 'Patron' dues.
 3. "Associate" is any individual, civic group, non-profit group, or government agency having paid the appropriate 'Associate' dues.
 4. "Associate Patron" is any entity from Article IV, A, 3 having paid ~~the~~ appropriate 'Patron' dues.
 5. "Associate" and "Associate Patron" shall be non-voting members.

B. Dues.

1. The amount of dues to be paid, by any member category, shall be established by the Board of Directors (BOD) and shall be due and payable annually by January 1. Dues for an MO joining after the annual meeting shall be pro-rated on a quarterly basis.
2. The current rate of dues shall be as quoted in the membership application and published in the newsletter. MO dues, not paid by February 28 of each year, whether for new or renewing membership, shall mean the MO delegates(s) shall not be eligible to vote or run for offices in the annual election. A renewing MO or new MO submitting dues after February 28 and before the call to order of the annual meeting may be reinstated or added as an MO effective close of business on the calendar day following the annual meeting including full voting rights for their designated delegates.

ARTICLE V – DELEGATION

A. The makeup of paid MO members shall be known as the “Delegation”.

B. Delegates.

1. Any paid MO representative, provided their MO has complied with the provisions of Article V. B. 2. Dues, shall be recognized as a “delegate.”
2. Each MO shall have no more than two (2) delegates, who shall be designated on the MO’s annual application.
3. An MO may change delegate designation by submitting a name change in writing to INC prior to the start of a meeting.
4. Each delegate shall have one (1) vote, regardless of how many MOs a delegate represents.
5. Each delegate’s term shall be determined by their MO.

C. Powers of the Delegation.

1. The delegation shall have full power and authority over the affairs of INC.
2. No MO, delegate, committee, or individual shall obligate or bind INC to any commitment or position without the approval of the delegation.
3. When timing requires immediate action, any officer may propose that INC take a position or choose to act on any matter by making a recommendation for “exceptional action” to the president. The president will telephone, email, or meet with the members of the BOD to obtain their approval of the officer's proposed action. If the action is approved by a quorum of the BOD, the president will direct the membership chair to immediately notify the member RNO delegates by email and/or telephone of the proposed action and to request a reply within 24-hours seeking approval or disapproval of the action. If a majority of the member delegates recommends approval of the exceptional action, the president shall authorize the action and inform the delegation of the action at the next monthly delegation meeting.

ARTICLE VI – OFFICERS

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A. The body of officers shall be called the Board of Directors (BOD).

1. Officers of INC shall be: President, Vice President, Secretary, Treasurer, and five (5) Delegates-at-Large.

2. Officers shall be elected for two-year terms, at the annual meeting by the delegation, and shall serve no more than two (2) consecutive two-year terms in the same office.
 3. The president, secretary and three (3) delegates-at-large will be elected in even-numbered years.
 4. The vice-president, treasurer and two (2) delegates-at-large will be elected in odd-numbered years.
 5. Officers shall assume their duties at the close of the annual meeting at which elected.
- A. Qualifications.
1. Only a delegate of record at time of election shall be eligible to serve as an officer.
 2. An officer who has served more than half a term is considered to have served a full term in office.
 3. An officer, who accumulates three (3) unexcused absences from meetings during a term in office, may be removed from office by the delegation.
 4. An officer may be removed for cause.
- B. Duties of Officers.
- Officers shall perform the duties prescribed by these bylaws and such other duties as directed by the delegation, or as are applicable to the office as prescribed by the parliamentary authority adopted by the organization.
1. The President shall:
 - a) Be responsible for seeing that the purposes of the organization are executed in accordance with these bylaws and other INC policies;
 - b) Preside at all meetings of the delegation, board of directors and the executive committee;
 - c) Propose the agenda for all meetings;
 - d) Appoint an audit committee of three (3) delegates to review the financial records at the end of the fiscal year;
 - e) Appoint chair(s) of all committees with the approval of the BOD; and
 - f) Be an ex-officio member of all committees.
 2. The Vice President shall:
 - a) Perform the duties of the president in his/her absence or at his/her request; and
 - b) Perform other duties as directed by the delegation.
 3. The Secretary shall:
 - a) Record the proceedings of all meetings;
 - b) Keep and preserve the records of the organization; and
 - c) Renew corporate documents as necessary.
 4. The Treasurer shall:
 - a) Be custodian of all funds;
 - b) Keep and preserve accurate and complete financial records
 - c) Disburse funds at the direction of the delegation except that the BOD may authorize the reimbursement of monies spent by INC committees in the accomplishment of their approved tasks;
 - d) Only disburse INC checks that contain signatures of both the treasurer and president;
 - e) Present a written financial report quarterly to the delegation; and
 - f) Provide access to detailed transaction information when duly requested.

5. Delegates-at-Large shall perform such duties as assigned by the delegation
- D. Nominations.
Nominations shall officially be made from the floor at the annual meeting, unless directed otherwise by the delegation.
- E. Elections
1. Election shall be by ballot or acclamation.
 2. A majority of votes cast is required to elect an officer.
 3. Election of officers shall take place in the following order: president, vice-president, secretary, treasurer, and delegates-at-large.
 4. Each office shall be filled prior to electing subsequent offices.
 5. The top vote recipients for delegate-at-large shall be elected.
- F. Vacancies.
1. A vacancy in the office of president shall be assumed immediately by the vice president.
 2. The president shall, by appointment and with BOD approval, immediately fill officer vacancies for the duration of the term.
 3. Appointments must be confirmed by a vote of the delegation within two (2) regular meetings from the time the delegation is notified of such vacancy.

ARTICLE VII – MEETINGS

- A. Regular Meetings. Regular meetings of the delegation are normally held monthly with date, time, and place determined by the BOD, and with advance notice given in the newsletter.
- B. Annual Meeting. The regular delegate meeting in March shall be the annual meeting.
- C. Special Meetings. Special delegate meetings may be called by the president, or may be called at the written request of at least ten (10) delegates with not less than seventy-two (72) hour notice. Notice shall be given by telephone, email, or newsletter, to all delegates. No business shall be conducted that is not specified in the call to the meeting.
- D. A quorum for the conduct of business at delegate meetings shall be twenty (20) delegates.
- E. All INC meetings are open to the public, but only delegates may vote.

ARTICLE VIII - BOARD OF DIRECTORS

- A. The BOD shall consist of the officers and the five (5) delegates-at-large
- B. The BOD shall:
 1. Manage the affairs of the corporation between meetings of the delegation;
 2. Manage all INC funds;
 3. Apply position statements in accordance with the objectives as stated in Article II;
 4. Recommend policy and program activities for approval by the delegation;
 5. Develop an annual budget; and
 6. Execute any other functions as assigned by the delegation.
- C. BOD meetings may be called by the president, or may be called at the request of two (2) members of the BOD, with not less than ten (10) day notice. Notice shall be given by telephone, email, or newsletter.
- D. A quorum for the conduct of business shall be five (5), including the president, or the vice president in his/her place.

ARTICLE IX - EXECUTIVE COMMITTEE

- A. The Executive Committee (EC) shall consist of the BOD and appointed standing committee chairs.
- B. Committee chairs shall be non-voting members of the EC.

ARTICLE X – COMMITTEES

- A. A committee shall normally consist of two or more individuals, however a single person may comprise a committee when additional persons are not available.
- B. A committee chair should be a delegate. Any individual of an MO may serve on a committee; however, the president may appoint any resident of the City of Denver, to fill committee positions, with majority approval of the BOD.
- C. Standing Committees shall be: Budget, Education, Membership, Communications, Parks and Recreation, Public Safety, Transportation, and Zoning and Planning.
- D. Special Committees: The president may appoint ‘special committees’ as the need arises, with the approval of the delegation.
- E. Committees are defined as either ‘Operational Support’ or ‘Interest’ committees.
 - 1. The purpose of ‘Operational Support’ committees is to manage the activities supporting INC. These committees are: Audit, Budget, Charitable Works, Communications and Membership.
 - 2. The purpose of the ‘Interest’ committees is to convene and support registered neighborhood organizations through education, collaboration and advocacy on specific topics and by working with relevant organizations and agencies. These committees are: Education, Parks & Recreation, Public Safety, Transportation, and Zoning and Planning.
 - 3. Committees shall submit action plans with budgets for BOD approval annually.

ARTICLE XI - FISCAL YEAR

INC’s fiscal year shall be January 1 through December 31.

ARTICLE XII - CONFLICT OF INTEREST POLICY

- A. Conflicts may occur because the many persons associated with INC should be expected to have, and do in fact generally have multiple interests and affiliations, and various positions of responsibility within the community. In these situations, a person will sometimes owe duties of loyalty to two or more organizations. The best interests of INC do not require the termination of all relationships with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved. However, EC and other committee decisions must be made by disinterested parties. Even the appearance of a conflict of interest should be avoided, if possible, and disclosed if unavoidable.

B. Violations of the Conflicts of Interest Policy

1. Disclosure: Interested persons must disclose the existence of financial interests and be given the opportunity to disclose all material facts. A financial interest exists if the person benefits directly or indirectly, through business, employment, investment, or family. Finding of Conflict: The EC (absent the person who may have the conflict of interest) shall determine if a conflict exists. If the EC determines a conflict exists, it may take appropriate action.
- 3 Voting: A voting member of the EC, who receives compensation, directly or indirectly from INC for goods or services, shall abstain from voting on matters pertaining to that member's compensation.
- 4 Undue Influence: A member of the EC, or of the delegation, having a financial interest in a matter shall not attempt to influence the decision of other members of the EC or delegation, regarding that matter.

ARTICLE XIII – DISSOLUTION

In the event of INC's dissolution, the assets of the corporation shall be apportioned to organizations classified as tax-exempt under Section 501(c)(3) of the IRS Code. The assets shall not be distributed to its MOs, delegates, officers, or any individual.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised, shall govern INC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order INC may adopt.

ARTICLE XV – INDEMNIFICATION

- A. Scope of Indemnification: INC shall indemnify each person who is or was a director or officer of INC, and shall pay or reimburse in advance his or her expenses, to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (the "Act"). INC shall also indemnify each person who is or was an employee or volunteer of INC, and shall pay or reimburse in advance his or her expenses, to the same extent as directors of INC. INC in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that the Corporation has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of INC existing at the time of such repeal or modification. INC shall have the right, but shall not be obligated, to indemnify any agent of INC not otherwise covered by this Section to the fullest extent permissible under the Act.
- B. Savings Clause: Limitation. If any provision of the Act or these bylaws dealing with indemnification is invalidated by any court on any ground, then INC shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that has not been invalidated.

Notwithstanding any other provision of these bylaws, INC shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of INC as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code

ARTICLE XV - AMENDMENT OF BYLAWS

These bylaws may be amended at the annual meeting of the delegation or at any time after a majority vote of the BOD authorizes submission of an amendment to the delegation. Proposed amendments must be published in the newsletter or via special notice at least ten (10) days prior to any meeting of the full delegation's vote on said amendments. Any amendment requires a quorum of delegates in attendance and approval by a two-thirds (2/3) vote.

As Amended at the Delegate Meeting, November 11, 2017