



# BYLAWS

Bylaws of Wheat Ridge 2020, Inc.

Adopted 01-13-10

## 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 Study 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.

### Section 3 — Principal Office.

# Bylaws for Wheat Ridge 2020, Inc.

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

## 4 5 **Section 4 – Corporate Seal.**

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

## 9 **ARTICLE II — MEMBERS**

### 10 **Section 1 — Classes of Members.**

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

13 Voting Members shall have the right to:

- 14           ▪ to attend all meetings of Wheat Ridge 2020
- 15           ▪ to receive information from Wheat Ridge 2020
- 16           ▪ Vote to approve the Board of Directors Slate at the Annual Meeting
- 17           ▪ approve amendments to the Articles of Incorporation,
- 18           ▪ approve adoption of and amendments to the bylaws,
- 19           ▪ have the right to attend all general meetings of the membership of the
- 20           corporation and participate in the work of the corporation through
- 21           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
- 26           • Submits an application for membership acknowledging that they will
- 27           support the Goals of WR2020 and the NRS implementation.
- 28           • Shall pay a membership fee as established by the Board of Directors.
- 29

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

# 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 Membership may be obtained at any time by submission of a membership application and  
10 associate membership fees, to the WR2020 offices. The Organization shall strive to maintain a  
11 body of 100 Voting Members.

## 13 **Section 4 - Induction of Voting Members.**

14  
15 Voting Members are inducted upon submission of their membership application, review and  
16 acceptance of the application verifying the applicant meets the criteria for membership set  
17 forth within these Bylaws, and associated membership fee, and will retain membership status  
18 for one year after induction.

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

21  
22 Any Voting Member may resign by providing notice to the Board Secretary in care of the  
23 Corporate Office by writing, facsimile, verbal notification, or electronic mail.

24  
25 A member may have his or her membership terminated. All terminations shall be for  
26 reasonable cause as defined by criteria as established by policy as prescribed and adopted by  
27 the Board of Directors.

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

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

#### 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 By-Laws.

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 maybe 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, and

# Bylaws for Wheat Ridge 2020, Inc.

- no later than seven (7) days in advance, the meeting agenda and related materials be delivered to each Director.

## **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 by-laws and the Articles of Incorporation shall require a two-thirds (2/3) majority, and
- 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 at least seven (7) days in advance of the meeting and include a reference to the proposed meeting subject matter.

## **Section 2 -- Executive Committee.**

# Bylaws for Wheat Ridge 2020, Inc.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43

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

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

The Executive Committee shall:

- have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation, Bylaws, and policies and procedures of Board of Directors
- be subject to the direction and control of the full board.

### Officers and Duties.

The duties of the officers are as follows:

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

### Section 3 – Vacancies on the Board and Executive Committee

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

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

# Bylaws for Wheat Ridge 2020, Inc.

- the Board President may nominate an individual from within or outside the Voting Membership to complete the term,
- a candidate nominated to fill a vacancy shall be approved with a vote of the majority of remaining Directors,
- a Director elected to fill a vacancy shall be elected to serve for the unexpired term of his/her predecessor.

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

- the Board President shall nominate a Director to serve in that capacity for the unexpired term and
- the candidate shall be approved with two-thirds majority of the Directors.

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

## ARTICLE IV — MEETINGS

There are three types of Membership meetings:

- The Annual Meeting.
- Special Meetings,
- Informational meetings.

### Section 1 -- Annual Meeting .

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

At the Annual Meeting:

- all Members shall receive reports on the activities of the Corporation and
- Voting Members shall:
- Approve Board Directors Slate
- Participate in discussing goals and direction of the-organization for the coming year.

### Section 2 -- Special Meetings.

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

### Section 3 -- Informational Meetings.

# Bylaws for Wheat Ridge 2020, Inc.

1 A minimum of one Informational Meeting of the Members shall be held each year. At a  
2 minimum, an Informational meeting shall provide a networking opportunity for the members in  
3 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 • not less than fourteen (14) days 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.

## 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, and
- 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.

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

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

- 30  
31 • Voting Members shall vote in person or by proxy, but not by mail. The Board of  
32 Directors shall provide for vote by proxy and a Voting Member must file his/her proxy  
33 with the Corporate Secretary. The original signed form must be received by the  
34 Corporate Secretary in care of the corporate office forty eight (48) hours prior to the  
35 meeting.

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

## 41 **ARTICLE V— COMMITTEES**

# Bylaws for Wheat Ridge 2020, Inc.

## 1 **Section 1 – Committee Operations.**

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

5

6 Subject to the provisions of the Articles of Incorporation and the By-laws, the Board of Directors  
7 shall determine a committee's:

- 8 • name, objectives, responsibilities and authority, and
- 9 • the rules and procedures for the conduct of committee activities.

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

12

## 13 **Section 2 – Formation of Committees.**

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

16 Any Voting Member may request to join a committee. After the Member has attended two  
17 meetings, the committee chairperson may forward the new Member's name to the Board  
18 President to be appointed, subject to the Board President's approval.

19

20 The Board President shall appoint committee chairs and committee membership, with  
21 consideration of input from appointed committee members.

22

23 There shall be six (6) standing committees from among Board Directors and Voting members

- 24 1. Nominating Committee
- 25 2. Neighborhood Initiatives Committee,
- 26 3. Planning Committee,
- 27 4. Public Relations and Communications Committee,
- 28 5. Finance Committee, and
- 29 6. Operations and Administration Committee

30 Each standing committee shall include a minimum of one Director and others as appointed.

# Bylaws for Wheat Ridge 2020, Inc.

## Section 3 — Nominating Committee.

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

- Committee members shall be appointed by the Board President, and comprised of two (2) Board Members and three (3) Voting 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 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 3 — Neighborhood Initiatives Committee

The Neighborhood Initiatives Committee is responsible for:

- with staff developing and reviewing initiative proposals and plans,
- recommending initiatives to the Board ,

# Bylaws for Wheat Ridge 2020, Inc.

- 1 • actively helping during the implementation of initiatives .

2 A printed record of all initiatives, committee reports, and policy recommendations will be  
3 maintained by Staff and will be available to the Membership and Directors.

## 4 5 **Section 4 — Planning Committee**

6 The Planning Committee is responsible to:

- 7 • monitor & evaluate the planning activities and initiatives of the City, County, State  
8 and adjacent municipalities,
- 9 • share related information and analysis with Staff and/or Board committees, as  
10 directed by the Board President.

11 The Board must approve all official positions and actions and direct related charges to the  
12 Executive Director.

13 A printed record of all initiatives, committee reports, and policy recommendations will be  
14 maintained by Staff and will be available to the Membership and Directors.

## 15 16 **Section 5 — Public Relations and Communications Committee:**

17 The Public Relations and Communications Committee is responsible for:

- 18 ■ with staff developing and reviewing internal & external communications policies and  
19 public relations plans, and
- 20 ■ recommending an annual public relations plan and new or amended policies to the  
21 Board.

22 A printed record of the Corporation's communications policies and committee reports shall be  
23 maintained by Staff and shall be available to the Membership and Directors.

## 24 25 **Section 6 — Finance Committee.**

26 The Treasurer is the chairperson of the Finance Committee. The Treasurer shall appoint  
27 members to the committee from the Board of Directors and Voting Membership. The  
28 committee shall be appointed and seated within one month of the Annual Meeting and shall sit  
29 on the committee for a year starting in January.

30 The Treasurer shall set the size of the Committee.

# Bylaws for Wheat Ridge 2020, Inc.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27

The Finance Committee is responsible for:

- developing and reviewing fiscal procedures and recommending new or amended policies to the Board.
- developing and reviewing the annual budget, with Staff, and recommending the budget to the Board.
- ensuring that the recommended annual budget reflects costs projected for the policies and plans being recommended by committees or Staff.

As Chair of the Committee, the Treasurer shall:

- make a report at each Board meeting
- submit a quarterly report on the fiscal status of the Corporation’s projects, and
- submit an annual report to the Board showing income, expenditures, and pending income.

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

## **Section 7 — Operations and Administration Committee**

The Operations and Administration Committee is responsible:

- for reviewing and recommending to the Board of Directors changes in the bylaws and policies.
- upon request of the Board of Directors, for developing and recommending new policies.
- To perform other duties assigned by the Board of Directors.

The Board must approve all new or amended policies.

A printed record of the Corporation’s operations and administrative policies shall be maintained by Staff and shall be available to the Membership and Directors.

## **ARTICLE VI -- ADHOC ADVISORY GROUPS**

# Bylaws for Wheat Ridge 2020, Inc.

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

- 4 • encouraging Member based initiatives, and
- 5 • providing for formation for Ad-hoc advisory groups.

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

8

9

## ARTICLE VII — EXECUTIVE DIRECTOR AND STAFF

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

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

12

### 13 **Section 2 — Duties of the Executive Director**

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

16 The Executive Director shall:

- 17 • attend all Board Meetings,
- 18 • report on the progress of the organization to the Membership, and periodically to  
19 City Council,
- 20 • answer questions of the Directors,
- 21 • hire, manage and terminate Staff, and
- 22 • carry out the duties described in the job description.

23 The Board may designate other duties as necessary.

24

## ARTICLE VIII — CONFLICT OF INTEREST

25 A Member, including a member of the Board of Directors, who receives any direct or indirect  
26 financial benefit from engaging in any activity with WR2020, must disclose the same to the  
27 Board of Directors of WR2020 and abstain from voting on the proposed activity. Furthermore,  
28 any Board Member or member that also serves in another Non Governmental Organization, in  
29 any capacity that is in negotiation with WR2020 regarding some activity, must declare that  
30 affiliation to the Board of Directors of WR2020 and shall abstain from voting on any business

# Bylaws for Wheat Ridge 2020, Inc.

1 issues concerning the Non Governmental Organization. A conflict of interest shall be deemed  
2 to exist if the Member, or Board Member of WR2020 has an immediate family member  
3 (spouse, son, daughter, father, mother, brother, or sister) who will be a financial beneficiary of  
4 any action or activity of WR2020. A conflict shall not be deemed to exist for a Member or  
5 Board Member who has a financial interest in a publicly traded corporation with which WR2020  
6 engages business.

7  
8 Each Board Director shall sign a Conflict of Interest Statement indicating that he/she has been  
9 advised of and agrees to these conditions.

## 10 **ARTICLE IX — FINANCIAL AFFAIRS**

### 11 **Section 1 -- Fiscal Year**

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

13

### 14 **Section 2 -- Budget Approval**

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

17

### 18 **Section 3 – Conveyance and Encumbrances**

19 Property of the Corporation may be assigned, conveyed and encumbered by such Officers of  
20 the Corporation as may be authorized to do so by resolution of the Board of Directors, and such  
21 authorized persons shall have the power to execute and deliver any and all instruments of  
22 assignment, conveyance and encumbrance.

23

24 However, the sale, exchange, lease or other disposition of all, substantially all , or any part of  
25 the property and assets of the Corporation shall be authorized only in the manner prescribed by  
26 applicable statute and in accordance with provisions of the Articles of Incorporation and these  
27 by-laws.

28

### 29 **Section 4 – Delegation of Authority**

# Bylaws for Wheat Ridge 2020, Inc.

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

- 3 • may be delegated by the Officer to whom the authority is granted unless such  
4 resolution specifically disallows or defines parameters for such delegation  
5 involving specific transactions or a clearly defined category of transactions.

6

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

### 8 **Section 1 – Indemnification**

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

- 12 • in connection with duties or actions undertaken on behalf of the Corporation in  
13 the capacity of an Officer, Director, Member, employee, fiduciary, or other agent  
14 of the Corporation, and
- 15 • including in the defense of any action, suit, or proceeding in which they or any of  
16 them are made parties, or a party, by reason of having assumed such duties and  
17 taken such actions,

18 except in relation to matters as to which such individuals shall be adjudged in such action, suit,  
19 or proceeding to be liable for gross negligence or misconduct .

20

### 21 **Section 2 -- Insurance**

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

- 25 • an Officer, Director, or Member of the Corporation or,
- 26 • an employee, fiduciary or other agent of the Corporation

27 against any liability asserted against or incurred by such person in any such capacity or arising  
28 out of such person's status as such.

# Bylaws for Wheat Ridge 2020, Inc.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20

## ARTICLE XI — AMENDMENT OF BYLAWS

### Section 1 – Amendment of Bylaws

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

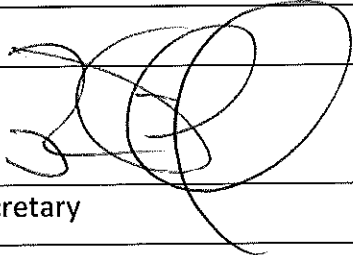
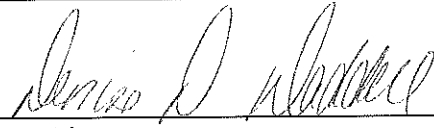
- two-thirds majority vote of the Board of Directors, or
- two-thirds majority vote of a quorum of Voting Members in attendance at any annual, regular or special meeting of the Membership.

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

- submitted to the Board of Directors as part of the meeting notice, the meeting agenda, and the materials to be distributed according to provisions of Article III, Section 1 - C, or,
- in the case of a Voting Membership vote, distributed to each Voting Member as part of the meeting notice, the meeting agenda, and the materials to be distributed according to provisions of Article IV, Section 4.

### CERTIFICATION

THESE BYLAWS WERE APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION ON THE 13<sup>th</sup> DAY OF THE MONTH OF Jan IN THE YEAR 2010.

	<b>BOARD OF DIRECTORS</b>
Secretary	
	President