

March 10, 2018

BYLAWS: AMENDMENT 6

The purpose of this amendment is to define the area of interest for NEPCO, change NEPCO's fiscal year, clarify the positions of the Board of Directors, establish procedures for continuity of the President, and other minor clarifications required in the Bylaws.

ARTICLE I – NAME AND LOCATION

Section 1.01: **Insert** a space between COMMUNITY and ASSOCIATIONS.

Section 1.04: **Add** new “Section 1.04: NEPCO’s area of interest is bounded on the north by the El Paso County line, on the east by Black Forest Road, on the south by an east-west extension of the Old North Gate Road, and on the west by the ridge line of the Front Range of the Rockies.”

ARTICLE III – MEMBERSHIP

Section 3.21: Associate Membership. **Change** the word “associations” in line 6 to read the singular “association.”

ARTICLE IV– DUES, ASSESSMENTS AND VOTING RIGHTS

Section 4.03: Dues Proration. **Replace** the date “October 1st” with “January 1st” in the first and second sentences.

ARTICLE VI – OFFICERS

Section 6.01: Officers and Directors. In the first sentence **replace** “five officers and two Members-At-Large” with “four officers, two Directors and one Member-At-Large”. **Replace** the second sentence with the following “The officers of NEPCO shall be a President, Vice-President, Secretary and Treasurer.” **Add** a new third sentence “The two Directors shall be the Director of Membership and the Director of Community Outreach.” In the fourth sentence **delete** the word “immediately”, **add** a comma after the word “after” and **delete** the word “among.”

Section 6.02: Filling Vacancies. In the second sentence of the first paragraph, before the words “primary or alternate”, **add** “current or former.”

Add new “Section 6.03: Continuity. No person shall serve more than four consecutive terms as President (4 consecutive years). The person, however, may serve on the Board in another capacity without having to leave the Board. Also, Past Presidents may be re-appointed to the position of President after a two-year period.

The continuity of NEPCO and the functional operations of the Board is of critical importance. The office of President is unique as that person provides the vision and direction for the entire Board of Directors.

To ensure continuity in the position of President, the President shall officially notify the Board every December of his or her intent to continue to serve in the position of President for the upcoming year in his or her current term or subsequent term if approved by the Board, assuming no term limit has occurred. This does not guarantee the current President will be selected as President going forward, but does serve the continuity plan for the Board.

Each December, the Board shall select no more than two Presidents-Elect for a period of one year. The President(s)-Elect shall continue to serve in his or her primary position on the Board for the upcoming year. In addition, he or she will also serve as an apprentice to the President. In turn, the President shall act as a mentor to the President(s)-Elect, coaching a potential replacement for the role, with the goal of enabling a smooth transition of leadership at the end of the President's term, or by vote of the Board of Directors."

ARTICLE VII – DUTIES OF OFFICERS

Section 7.01: President. **Add** a new third paragraph to read "The President shall conduct a program of activities serving as a mentor to the President(s)-Elect throughout each year, coaching a potential replacement for the role with the goal of enabling a smooth transition of leadership at the end of the President's term."

Section 7.04: Treasurer. In the third sentence, **replace** "three members of the Corporation who are not then serving as officers." With "three members of NEPCO not on the Board." In the fourth sentence **delete** "which must bear the signature of at least two officers." **Add** a new fifth sentence to read "The Treasurer and another Board member shall have authority to sign checks."

Add a new "Section 7.05: Director of Membership. The Director of Membership shall form a committee, as appropriate, and conduct activities to retain and grow membership in NEPCO, ensure NEPCO provides valued services to its members, request feedback from members on the value of services provided, and maintain a current listing of HOA non-members in the NEPCO area of interest for recruiting purposes."

Replace the following paragraph numbers consecutively: 7.05 with 7.06, 7.06 with 7.07, 7.07 with 7.08, and 7.08 with 7.09.

ARTICLE VIII – BOARD OF DIRECTORS

Section 8.04: Powers and Duties of the Board of Directors. Under sub-section Duties **replace** in the fourth bullet the words "fiscal year (October 1 – September 30)." with "fiscal year (January 1 – December 31)."

ARTICLE IX – ELECTION OF DIRECTORS

Change the title of Article IX to read "ELECTION OF BOARD OF DIRECTORS".

Section 9.02: Vacancies. **Add** at the end of the section the following sentence “To be considered for appointment to the Board, it is preferred that the candidate member has served on the Board of a member HOA or has been the NEPCO Representative from the HOA within the last three years, has exhibited consistent attendance at General Membership meetings and has participated as a NEPCO Board Observer in the past.”

Section 9.03: Nominating Committee. **Add** a new second paragraph to read “It is preferred that candidates for election to the Board of Directors have served on the Board of a member HOA or have been the NEPCO Representative from the HOA within the last three years, have exhibited consistent attendance at General Membership meetings and have participated as a NEPCO Board Observer in the past.”

Add new “Section 9.04: Removal for Cause. A Board member may be removed for cause by a vote of the majority of the Board. In the case of a tie vote, the president shall be empowered to break the tie. The subject Board member shall not participate in the vote. Reasons for removal include personal misconduct that would discredit NEPCO or unexcused absences from three or more meetings of Board of Directors or General Membership in one year.”

Approved by the Board of Directors
12 January 2018
Larry Oliver, President

Ratified by the Membership
10 March 2018
Bob Swedenburg, Secretary