

**AMENDED AND RESTATED
BYLAWS
OF THE
WASHINGTON PARK EAST NEIGHBORHOOD ASSOCIATION**

MARCH 8, 2016

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OF THE
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Article I. Introduction, Purposes and Definitions

Section 1.1 Introduction.

These are the Amended and Restated Bylaws of the Washington Park East Neighborhood Association ("**WPENA**").

Section 1.2 Boundaries.

The Washington Park East Neighborhood Association area is defined as bounded by First Avenue to the north, Interstate 25 to the south, University Boulevard to the east, and Downing Street to the west ("**WPE Neighborhood**").

Section 1.3 Purposes.

The purposes for which the WPENA was formed are: (a) betterment of the WPE Neighborhood and the City of Denver through the active involvement, concern and participation of its members; (b) fostering a spirit of community in the WPE Neighborhood; (c) providing a forum for the discussion and resolution of issues which directly or indirectly affect the WPE Neighborhood; (d) gathering and sharing of information; (e) conducting educational activities which are beneficial to WPENA members, the WPE Neighborhood, and/or the Denver community as a whole; (f) taking action on issues which impact the WPE Neighborhood; (g) monitoring developments which have potential to impact the WPE Neighborhood; (h) presenting testimony and otherwise participating in municipal and state proceedings on behalf of the WPENA's members; and (i) having all other purposes permitted by law which further the interests of the WPENA and its members.

Section 1.4 Definitions.

All capitalized terms shall have the meanings set forth below unless otherwise defined herein:

"Act" refers collectively to the Colorado Revised Nonprofit Corporation Act and the Colorado Corporations and Associations Act, both as amended, and the corresponding provisions of any subsequent laws.

“Articles of Incorporation” means the Articles of Incorporation of the WPENA filed with the Colorado Secretary of State, as amended.

“Board” means the Board of Directors of WPENA.

Section 2.1 Membership.

Class A Members shall include every person who resides within the WPE Neighborhood and pays dues, and every business entity that is located within the WPE Neighborhood and pays dues. Every person who resides, and every business entity that is located, within the WPE Neighborhood and who wishes to become a member, but does not wish to pay dues, shall be a Class B Member. Members who are business entities shall designate one person to act as representative of the business entity for matters coming before the membership of the WPENA, but if such representative resides in the WPE Neighborhood, such representative shall be entitled to cast no more than one vote. Only Class A Members are considered voting members for purposes of the Act; Class B Members may only vote on certain issues as determined by the Board in its sole discretion and are not voting members for purposes of the Act. Whenever the term “members” is used in these Bylaws without further modification, it refers to all members of every category. Whenever the term “voting members” is used in these Bylaws without modification, it refers to the Class A Members.

Section 2.2 Dues.

The dues of the WPENA shall be set by the Board, which may set different rates for residents over 65 and for businesses located with the WPE Neighborhood. Payment of dues to the WPENA is voluntary.

Section 2.3 Transfer of Membership.

Membership in the WPENA is not transferrable or assignable.

Article II. Meetings of Members

Section 3.1 Annual Meetings.

An annual meeting of the members shall be held during each of the WPENA's calendar years, at such time of the year and date as determined by the Board and set forth in the notice to the members. A list of those attending the annual meeting shall be kept. At these meetings, the Board shall be elected by ballot of the Class A Members, in accordance with the provisions of these Bylaws and Articles of Incorporation and the Act. The Class A Members may transact other business as may properly come before them at these meetings, and, if determined by the Board, Class B Members may vote on designated matters as well. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the WPENA, or invalidate any action taken by the Board or officers of WPENA. All annual meetings shall be open to the public.

Section 3.2 Special Meetings.

Special meetings of the WPENA may be called by the President, Treasurer or Secretary, or by a petition signed by at least one-third of all Directors then in office, or by 30 Class A Members of the WPENA. No matters shall be heard nor action adopted at a special meeting except as stated or allowed in the notice. All special meetings shall be open to the public.

Section 3.3 Notice of Meetings.

Notice of each meeting of the members shall be given by, or at the direction of, the President, the Treasurer or the Secretary at least ten (10) days before, but not more than sixty (60) days before such meeting, to each member. Notice may be provided by telephone, facsimile, e-mail, or by first class mail, postage pre-paid. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of WPENA, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Notice shall also be posted on the WPENA website at least ten (10) days before the meeting, and updated as needed.

Section 3.4 Place of Meetings.

Meetings of the members shall be held in the WPE Neighborhood, with the specific location to be designated by the Board or the officer presiding at the meeting.

Section 3.5 Quorum of Members.

The presence at a meeting, in person or by proxy, of 12 Class A Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If the required quorum is not present at a meeting, the Class A Members who are present shall have power to adjourn the meeting to another time.

Section 3.6 Adjournment of the Meeting.

At any meeting of members, by Majority Vote (as provided in Section 3.8), the meeting may be adjourned to another time and place or to a time and place to be designated by notice.

Section 3.7 Voting.

At all meetings of members, each Class A Member may vote in person or by proxy, and is entitled to one vote on each matter. Class B Members may vote in person or by proxy on only those matters which the Board of Directors, in its sole discretion, shall designate, and shall be entitled to one vote on each matter submitted to vote of the Class B Members. The Board shall not be required to prepare a members' list in connection with any meeting of the members.

Section 3.8 Majority Vote.

The vote of a majority of the Class A Members present at a meeting at which a quorum shall be present shall be binding upon all members and the WPENA for all purposes except where a higher percentage vote is required in these Bylaws, the Articles of Incorporation or the Act. However, on issues where Class B Members have been given the right to vote, a vote of the majority of all members present at a meeting is required.

Section 3.9 Voting by Written Ballot.

Any action that may be taken at any meeting of the members may also be taken without a meeting by complying with this Section 3.9. The Secretary shall distribute one ballot in writing to each member entitled to vote. The ballots shall be mailed or delivered in the manner described in Section 3.3. All solicitations of votes by ballot shall (i) state the number of responses needed to meet the quorum requirement, (ii) state the percentage of approvals necessary to pass the measure or measures, (iii) specify the time by which the ballot must be received to be counted, and (iv) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

Each ballot so distributed shall (i) set forth the proposed action, (ii) give the members entitled to vote an opportunity to specify approval or disapproval of each proposal, and (iii) provide a reasonable time in which to return the ballot to WPENA. Ballot responses may be by written document or electronic method of conveying a vote as set by the Secretary.

Approval by ballot shall be valid only when (i) the number of votes cast by the members entitled to vote by ballot (excluding ballots that are marked in a manner that indicates authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot without a meeting. A ballot may not be revoked. All ballots shall be filed with the Secretary and maintained in the corporate records for at least one year. Action taken under this Section 3.9 shall have the same force and effect as action taken at a meeting of the members and may be described as such in any document.

Section 3.10 Order of Business and Rules at Meeting.

The Board may establish the order of business and prescribe reasonable rules for the conduct of all meetings of the Board and members.

Section 3.11 Waiver of Notice.

Any member may, at any time, waive notice of any meeting of the members in writing, and the waiver shall be deemed equivalent to the receipt of notice. The attendance in person of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A member's attendance at a meeting also

waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

Article III. Board of Directors

Section 4.1 Number, Classes, and Qualification.

(a) The affairs of the Community and the WPENA shall be governed by the Board, which shall consist of between three (3) and fifteen (15) Class A Members, elected or appointed as provided below. Each Director must be a natural person who is age 18 or older.

(b) At any meeting at which Directors are to be elected, the Class A Members may, by resolution, adopt specific procedures which are not inconsistent with these Bylaws or the Act for conducting the elections and may determine the appropriate number of Directors to be elected to the Board.

Section 4.2 Election.

The Board shall be elected by the Class A Members at the Annual Meeting. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4.3 Term of Office for Directors.

The terms of office of Directors shall be one (1) year or until their successors have been elected and qualified.

Section 4.4 Removal of Directors.

The Class A Members, by a vote of at least two-thirds (2/3) of the votes of at least fifty percent (50%) of the Class A Members at a meeting of the members called pursuant to the procedures for calling a special meeting of the WPENA, may remove any or all Directors, with or without cause. Directors sought to be removed shall have the right to be present at such meeting, and shall be given the opportunity to speak to the members prior to a vote to remove being taken. Upon removal, the Class A Members by majority vote shall then elect such new members of the Board to replace those members removed.

Section 4.5 Vacancies.

Vacancies in the Board caused by any reason (other than removal) may be filled by the Board at any time after the occurrence of the vacancy, even though the Directors present at that meeting may constitute less than a quorum. Appointments shall be made by a majority of the remaining elected Directors constituting the Board. Each person so appointed shall be a Director who shall serve for the remainder of the unexpired term.

Section 4.6 Compensation.

No Director shall receive any compensation from the WPENA for acting as such. Any Director may be reimbursed for expenses incurred on behalf of the WPENA upon approval by the President. Nothing herein shall prohibit the WPENA from compensating a Director, or any entity with which a Director is affiliated for services or supplies furnished to the WPENA in a capacity other than as a Director pursuant to a contract or agreement with the WPENA, provided that such Director's interest was made known to the Board prior to entering into such contract and such contract was approved by a majority of the Board, excluding the interested Director.

Article IV. Meetings of the Board

Section 5.1 Regular Meetings.

Regular meetings of the Board shall be held at least twice per year at such place and hour as may be fixed by the Board. The Board may set a schedule of additional regular meetings by resolution.

Section 5.2 Special Meetings.

Special meetings of the Board may be called by the President or a majority of all Directors then in office. The person(s) authorized to call special meetings of the Board may fix the time and place for holding any special meeting of the Board called by them.

Section 5.3 Location of Meetings and Open Meetings.

All meetings of the Board shall be open to attendance by members and the public. Meetings of the Board shall be held within the WPE Neighborhood unless all Directors consent in writing to another location.

Section 5.4 Notice.

Notice of regular meetings shall be provided on the WPENA website and in the WPENA newsletter. Notice of special meetings shall be provided on the WPENA website at least two days before the meeting. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice.

Section 5.5 Quorum.

At all meetings of the Board, a majority of all Directors then in office shall constitute a quorum for the transaction of business, unless there are fewer than three (3) Directors, in which case, all Directors must be present to constitute a quorum. The vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute a decision of the Board unless there are fewer than three (3) Directors, in which case, unanimity of the Directors is required to constitute a decision of the Board. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting.

Section 5.6 Proxies.

For the purposes of determining a quorum with respect to a particular proposal and for the purposes of casting a vote for or against that particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Proxies which do not specify a yes, no or abstain vote shall not be counted for the purpose of having a quorum present or as a vote on the particular proposal before the Board.

Section 5.7 Written Action in Lieu of Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written notice (as described below) is delivered to each Director, and each Director, by the time stated in the written notice, either: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond, and in any case, also fails to demand in writing that action not be taken without a meeting. A Director's right to demand a meeting is deemed waived unless WPENA receives such demand by the time stated in the written notice. The written notice delivered to the Directors must state: (i) the action to be taken; (ii) the time by which a Director must respond; and (iii) that failure to respond by the time stated in the written notice will have the same effect as

abstaining in writing and failing to demand a meeting. Written notice may also include such other matters as determined by WPENA.

Action is taken under this Section 5.7 only if, at the end of the time stated in the written notice: (i) the affirmative votes in writing for such action received by WPENA (and not revoked) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting, assuming all Directors then in office were present and voted; and (ii) WPENA has not received a written demand by a Director that such action not be taken without a meeting (other than a demand that has been revoked). A writing by a Director under this Section 5.7 shall be in a form sufficient to inform WPENA of the Director's identity; the Director's vote, abstention or demand; and the proposed action to which such vote, abstention or demand relates. All communications under this Section 5.7 may be sent or received by WPENA by electronically transmitted facsimile, email or other form of wire or wireless communication. For purposes of this Section 5.7, communications are not effective until received.

Unless the written notice states a different effective date, action taken pursuant to this Section 5.7 shall be effective at the end of the time stated in the written notice for Director response. A writing delivered under this Section 5.7 may be revoked in the manner provided by the Act. All signed written instruments necessary to effect action under this Section 5.7 shall be filed with the minutes of the meetings of the Board.

Section 5.8 Electronic Communication in Lieu of Attendance.

Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director so participating is deemed to be present in person at the meeting.

Article V. Powers and Duties of the Board

Section 6.1 Powers and Duties.

The Board may act in all instances on behalf of the WPENA except as provided in the Act, the Articles of Incorporation and these Bylaws. The Board shall have, subject to the limitations contained in the Act, the Articles of Incorporation and these Bylaws, the authority necessary for the administration of the affairs of the WPENA and of the WPE Neighborhood, including the following authority to:

- (a)** Adopt and amend Bylaws;

- (b)** Adopt and amend budgets for revenues expenditures and reserves;
- (c)** Hire and discharge employees, independent contractors and agents;
- (d)** Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief in the WPENA's name, on behalf of the WPENA, or two (2) or more members on matters affecting the WPE Neighborhood;
- (e)** Make contracts and incur liabilities;
- (f)** Acquire, hold, encumber and convey, in the WPENA's name, right, title or interest to real estate or personal property;
- (g)** Keep and maintain full and accurate books and records showing all of the receipts, expenses, or disbursements of the WPENA;
- (h)** Borrow funds in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of these Bylaws, and to execute all such instruments evidencing such indebtedness as the Board may deem necessary and give security there for;
- (i)** Provide for the indemnification of the WPENA's Officers and the Board and maintain Directors' and officers' liability insurance, subject to any mandatory indemnification under the Act;
- (j)** Cause all Directors, Officers, employees or agents having fiscal responsibilities to be bonded or insured, as it may deem appropriate and in such amounts as it may deem appropriate;
- (k)** Declare the office of a member of the Board to be vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Board, if such absence is confirmed by an affirmative vote of the Board;
- (l)** Exercise for the WPENA all powers, duties, rights and obligations in or delegated to the WPENA and not reserved to the membership by other provisions of these Bylaws and the Articles of Incorporation; and
- (m)** Accept gifts and grants for purposes decided by the Board and which are in accord with the stated purposes of the WPENA; and

(n) Exercise any other powers conferred by the Bylaws or the Colorado Revised Nonprofit Corporations Act.

Section 6.2 Website.

The Board shall cause to be maintained a website for the exclusive use of the WPENA, which is accessible to the general public. The website shall include (a) records of Board meetings, Directors, annual budgets, financial reports and other records as decided by the Board; (b) issues affecting the neighborhood and recommendations made by the WPENA to the City and County of Denver; (c) schedules of Board meetings, member meetings and meetings of any committees that meet regularly and separately from the Board and members; and (d) other information as decided by the Board.

Section 6.3 Communications.

The Board shall publish and distribute a newsletter on a periodic basis to all WPE Neighborhood residents at least once per year, on a schedule determined by the Board. The newsletter may be distributed electronically or in print form and shall contain: (a) schedules of Board meetings, member meetings and meetings of any committees that meet regularly and separately from the Board and members; and (b) information of general and neighborhood interest and education.

Article VI. Officers and Their Duties

Section 7.1 Enumeration of Offices.

The officers of the Corporation will include a President, a Secretary and a Treasurer, and such other officers and assistant officers, such as a Vice-President, as the Board considers necessary or useful. One person may hold more than one office at a time. All officers must be Directors and natural persons who are age 18 or older. The Board shall specify by written resolution those Directors who are permitted to sign documents on behalf of the WPENA.

Section 7.2 Appointment of Officers.

The officers shall be appointed by the Board at the organizational meeting of each new Board. The Officers shall hold office at the pleasure of the Board.

Section 7.3 Resignation and Removal.

Any Officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed from office with or without cause by a majority of Directors then in Office.

Section 7.4 Vacancies.

A vacancy in any office may be filled by appointment by the Board by majority vote of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he or she replaces.

Section 7.5 Duties.

The officers of the Corporation will have the powers and authority and will perform the duties specified below or as otherwise provided by law.

(a) Secretary. The Secretary shall have charge or shall keep the minutes of all meetings of the members and proceedings of the Board. The Secretary shall have charge of the WPENA's books and papers and shall perform all the duties incident to the office of secretary of a nonprofit corporation organized under the laws of the State of Colorado as may be required by law. The officer may cause to be prepared and may attest to execution of amendments to the Articles of Incorporation and the Bylaws on behalf of the WPENA, following authorization or approval of the particular amendment as, applicable.

(b) Treasurer. The Treasurer shall be responsible for WPENA funds and for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Board and shall perform all the duties incident to the office of treasurer of a nonprofit corporation organized under the laws of the State of Colorado as may be required by law. This officer may endorse on behalf of the WPENA, for collection only, checks, notes and other obligations and shall deposit the same and all monies in the name of an to the credit of the WPENA in banks designated by the WPENA.

(c) President. The President shall, subject to direction from the Board, supervise and control all of the business and affairs of the WPENA. The President be the chief executive officer of the WPENA and shall, when present, preside at member meetings and meetings of

the Board. The President may sign, with another officer authorized by the Board to sign on behalf of the WPENA, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution there of shall be expressly delegated by the Board or these bylaws to some other officer or agent of the WPENA, or shall be required by law to be otherwise executed. The President shall perform all of the duties as may be further prescribed by the Board from time to time.

Section 7.6 Compensation.

Compensation of officers shall be subject to the same limitations as imposed in these Bylaws on compensation of Directors.

Article VII. Committees

Section 8.1 Designated Committees.

The WPENA may appoint committees as deemed appropriate in carrying out its purposes. Committees shall have authority to act only to the extent designated in the Articles of Incorporation or Bylaws or as delegated by the Board.

Article VIII. Books and Records

Section 9.1 Records.

The WPENA shall keep the following records:

- (a)** A register of the members of the WPENA, including each member's address, and any dues paid;
- (b)** A list of the names and addresses of current Directors and officers;
- (c)** A copy of the most recent periodic report delivered to the Colorado Secretary of State;
- (d)** All balance sheets and income and expense statements, if any, of the WPENA from the last three years;
- (e)** WPENA's application for recognition of tax-exemption and the tax-exemption determination letter issued by the IRS;

(f) A record of any unsatisfied judgments against the WPENA and the existence of any pending suits in which the WPENA is a defendant;

(g) Annual tax information returns from the last three years with any donor information redacted;

(h) Minutes of proceedings of formal meetings of the members, Directors, committees of Directors and waivers of notice; and

(i) A copy of the most current versions of the Articles of Incorporation, Bylaws, and resolutions of the Board, along with their exhibits and schedules.

Section 9.2 Examination.

The books, records and papers of the WPENA shall at all times, during reasonable hours and after reasonable notice, be subject to inspection and copying as required and as limited by the Act.

Article IX. Miscellaneous

Section 10.1 Notices to the WPENA.

All notices to the WPENA or the Board shall be delivered to the office of the WPENA, or to such other address as the Board may designate by written notice to all members.

Section 10.2 Waiver.

No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 10.3 Office.

The principal office of the WPENA shall be at such place as the Board may from time to time designate.

Article X. Amendments

Section 11.1 Bylaw Amendment by Vote of the Board or Members.

These Bylaws may be amended by the affirmative vote of at least sixty-six percent (66%) of the Directors, except that approval of the Class A Members is required if: (i) the Act or the Articles of Incorporation reserve such power exclusively to the voting members; (ii) a particular provision of these Bylaws expressly prohibits the Board from doing so; or (iii) such addition, change or deletion results in a change of the rights, privileges, preferences, restrictions or conditions of the voting members as to voting, dissolution, redemption or transfer, including by changing the rights, privileges, preferences, restrictions or conditions of another class of members. The Class A Members may also amend these Bylaws, with or without Board approval, in accordance with the Act.

CERTIFICATION

I, the undersigned, do hereby certify that I am the Secretary of the Washington Park East Neighborhood Association, a Colorado nonprofit corporation, and that the foregoing Amended and Restated Bylaws constitute the Bylaws of said WPENA, as duly adopted by an affirmative vote of two-thirds of the Directors.

Printed Name: _____