

Washington Park East Neighborhood Association

Date: February 15, 2016

Minutes

Special Meeting of the Board of Directors

Board Members Present: Tim McHugh (President), Susan Payne, William Tracy (Treasurer), Lance Musselman (Secretary), Joanne Asher.

The Special Meeting of the Board was brought to order at 7:00 p.m. by Tim McHugh.

This meeting was called by Tim McHugh on February 12, 2016 by email to all sitting Board members. The meeting was held at 1112 S. Gilpin St., Denver.

The purpose of this meeting was to decide which to adopt of two versions of the Articles of Incorporation proposed by the Board's attorney. Amendment of the Articles will be required to meet IRS requirements for dissolution and City and County of Denver's requirements for classes of members. A further change proposed by the attorney was the deletion of the statement of purpose in the current articles and substitution of a generic phrase that would move the definition of purpose to the bylaws and possible revision by future boards of directors. Bill stated that that the IRS requires a copy of the Articles of Incorporation, Bylaws and appropriate form for our organization by April 15

Tim reviewed the reasons necessitating these changes and the history of our efforts to resolve them. The Board then discussed the issues and decided to keep the current statement of purpose and to conform the classes of voting members to Denver requirements. A motion was made by Susan, seconded by Lance, to keep the statement of purpose in the current articles and to amend the first sentence under Article III (Members) to read "The Corporation will have such classes of members as may be prescribed by its Bylaws of the Board of Directors." After discussion, all approved the motion.

The Board agreed to send the Amended and Restated Articles of Incorporation, with approved changes, to all the members of WPENA for whom there is contact information on file. General members will also be notified that these amended Articles will be voted upon at the next WPENA meeting on March 8. The notification will include the purpose of the meeting, why the changes are necessary and that amendments to the articles must be approved by a majority of a quorum.

The Board further agreed to ask the attorney to review the bylaws and suggest changes necessary to meet Denver's requirements for RNO's and to meet statutory requirements of the State of Colorado.

Lance made a motion to adjourn, seconded by Susan, and the meeting was adjourned at 8:03 p.m.

Lance Musselman

Secretary

WPENA