

Uptown on the Hill Neighborhood Association
BYLAWS
(Neighborhood boundaries, and election date amended by unanimous vote on 2013-09-10)

Article I – Name

The name of the organization is “Uptown on the Hill”.

Article II – Principal Office

The principal office of the organization shall be the mailing address of the President/ Co-President of the Organization.

Article III – Definition and Purpose

The Definition of “Registered Neighborhood Organization,” as used in this article, shall mean a voluntary group of individual residents, owners of real property, and Uptown businesses including the officiates and designees of such members within a certain prescribed area of the city, and/or a coalition of such groups formed for the purpose of collectively addressing issues and interests common to and widely perceived throughout the area as according to [Denver County Municipal code Chapter 12, Article III](#).

The purpose of the Uptown on the Hill RNO is to promote communication among the residents and business owners of Uptown on the Hill, and with the City of Denver, and its several departments and agencies, and to advocate for the following specific non-exclusive common interests:

(1) to facilitate effective communication within the neighborhood and to cultivate neighborhood membership and participation that reflects the ethnic and socio-economic composition of the neighborhood of Uptown; (2) to foster public improvements, and to promote beautification of the area; (3) to assist in preservation of the historic quality of the neighborhood while encouraging the growth of the unique mixed use within the area; (4) to consider the social, economic, and environmental well-being for current and future generations; and (5) to undertake such projects as are consistent with these purposes and the common good.

Article IV – Neighborhood Boundaries

The Uptown on the Hill Registered Neighborhood Organization is that area of homes, lots and businesses that are bounded by, and include addresses on Colfax Avenue (southern boundary), 23rd Avenue (northern boundary), Broadway Avenue (western boundary), and York Street (eastern boundary).

Article V – Membership

Section 1. Membership shall be open to any owner of real property or resident whose property or residence is located partially or wholly within their boundaries. Membership in the organization shall also be open to all business occupants, its officers and designees. Additional Members who have interest in Uptown but are not property owners or business members may also join the RNO by obtaining a majority vote to become an At-Large Member. These At-Large Members shall not exceed more than three interested parties per year, and will need to regain a majority vote each year to maintain their At-Large Membership. All members may actively participate as volunteers in events, activities, committees, hold positions on the Advisory Board and attend meetings.

Section 2. Each Uptown on the Hill member is entitled to one vote at neighborhood assemblies or the annual election of the Advisory Board. A member with more than one property address, business, affiliates or undeveloped lot(s) will still be considered as one member and shall have one member vote. Proxy voting shall be allowed for any member unable to attend a meeting. If more than one resident, owner or manager associated with the same property address, business, or undeveloped lot(s) is present, each one is entitled to a vote.

Section 3. Members are entitled to hold positions on any Committee and to vote at committee meetings, as well as to apply to be on the Advisory Board if a member nominates them at the Annual Meeting.

Section 4. All members of the organization shall hold the Advisory Board and all Committees harmless from any responsibilities associated with carrying out the affairs of the organization.

Article VI – Donations, Contributions and Fees

No dues are required for membership. The Uptown on the Hill Registered Neighborhood Organization depends, however, on voluntary contributions to cover the basic costs of any ongoing organization that keeps its members informed, such as website maintenance, mailings to residents and other essential expenses. Neighborhood projects and its funds adopted by Uptown on the Hill will be used exclusively to fund other Uptown on the Hill community projects and events. Donations by residents and businesses are encouraged and appreciated. All donated funds will be used judiciously.

Article VII – The Advisory Board

Section 1. The direction and management of the affairs of the organization shall be vested in the Advisory Board, which is made up of nine (9) members; who shall have discretion to make decisions on behalf of the organization; to determine the organization's position in licensing, zoning and other matters; and determine all expenditures to be made in carrying out the purposes of the organization.

Section 2. Decisions of the Advisory Board shall be determined by a simple majority vote. In the

event of a tie vote, the President of the organization shall cast an additional deciding vote.

Section 3. Advisory Board members shall be nominated members at the Annual Meeting, and will serve a term of two years, with approximately half of the Advisory Board being elected in any given year. Any voting member, including previous members of the Advisory Board, may seek election to an open term on the Advisory Board. Members may serve more than one term.

Section 4. In case of any vacancy, the Advisory Board may elect a successor to hold office for the unexpired term of the Advisory Board member whose position is vacated.

Section 5. Five members are required for a quorum.

Section 6. No compensation shall be paid to members of the Advisory Board.

Section 7. Any member of the Advisory Board may be removed for cause, including violation of the by-laws, by a two-thirds majority of voting members at a duly-noticed meeting of the organization, provided the Advisory Board member subject to removal has been notified in writing of the proposed removal at least 20 days prior to the meeting.

Section 8: Any members of the Advisory Board who are removed or resign are not eligible to run for re-election / election for a full calendar year from their last day of service.

Section 9. Uptown on the Hill strives to represent the interests of both commercial and residential property owners. At least three (3) members of the Advisory Board shall be made up of residential property owners or residential renters and at least three (3) members shall be commercial property owners or their designee. In the event that there are not enough candidates representing either of these two classes at an annual election meeting then this clause shall be waived.

Section 10. Elected members of the advisory board are expected to meet the following requirements:

- Live or work within the confines of the Uptown on the Hill boundaries
- Attend 75% of all Advisory Board meetings
- Attend 75% of all neighborhood assemblies
- Volunteer in some form or capacity in the preparation or the day of the event for major organizational initiatives, for instance, the Uptown Sampler or Shindig/Block Party
- Lead a committee; act as a delegate to INC, CHUN, City Council, City Committee, or other partner organization; or lead a key core effort such as fundraising, website management, neighborhood plan, park project, or other project identified by the Advisory Board
- Communicate positions voted on by the Advisory Board when attending events, meetings, or other gatherings as a representative of Uptown on the Hill
- Inform all parties that opinions stated do not reflect the views of Uptown on the Hill

- when attending events, meetings, or other gatherings as a resident or individual
- Represent Uptown on the Hill and the Advisory Board at all related events, meetings, and other gatherings in a respectful and professional manner
 - Fulfill agreed upon obligations and commitments

Exceptions to these requirements must be approved by two thirds of the present members of Advisory Board.

Article VIII – Officers

Section 1. The officers of the organization shall be (A) President; (B) Vice-President or Co-President; (C) Treasurer; and (D) Secretary.

Section 2. Officers are made up of members of the Advisory Board. At the first meeting of the Advisory Board following the annual election, the members of the Advisory Board will vote to determine who will serve in each of the four officer positions. Board members that do not hold officer positions will be voting members of the Advisory Board. Each officer will hold a one-year term.

Section 3. No compensation shall be paid to officers.

Section 4. The President shall be a member of, and preside at meetings of the Advisory Board and the Annual Meeting, and shall be responsible to carry out all the purposes of the organization. The President is specifically to:

- A. assure that the by-laws are enforced;
- B. coordinate meeting dates;
- C. have signatory authority on all accounts, together with the Vice-President;
- D. approve reimbursements of Advisory Board members for organization related expenses. Any expenditure over \$250 requires the signature of two of the following: President, Vice-President, or Secretary;
- E. maintain communication with all members, prepare an annual budget and annual report on the status of the organization, including future recommendations;
- F. appoint committee chairpersons and committee members;
- G. and serve as, or delegate, a spokesperson for the organization in dealings with local government, the press, or other neighborhood organizations.

Section 5. The Vice-President shall be a member of the Advisory Board and shall:

- A. act as President in the absence of the President;
- B. carry out assignments given by the President;
- C. and serve as parliamentarian in applying Robert's Rules of Order.

Section 6. The Treasurer shall:

- A. receive monies;
- B. pay expenses;

- C. maintain on-going bank records;
- D. maintain a current listing of all donations;
- E. provide a detailed financial statement to the Advisory Board at its request and at the Annual Meeting;
- F. prepare tax returns, if necessary;
- G. and turn over all records, funds and assets to a successor.

Section 7. The Secretary shall:

- A. maintain accurate minutes of meetings of the Advisory Board and all membership meetings;
- B. transmit such minutes to all appropriate parties;
- C. prepare official correspondence;
- D. maintain a list of all active members, including contact information;
- E. maintain meetings sign-in sheets;
- F. send or delegate regular newsletters and important correspondence to membership;
- G. and all responsibilities pertinent and according to Article XI following

Article IX – Annual Member Meetings

At minimum, an annual General Assembly meeting, at which all members may vote, will be conducted in early November each year. A list of those attending the annual meeting shall be kept, and at least twelve (12) members must be in attendance at said annual meeting. All meetings, including the annual meeting required hereunder, shall be open to the public.

Article X – Neighborhood Assemblies

As a registered neighborhood association (RNO), Uptown on the Hill will strive to represent the residents and property owners within our boundaries on controversial issues and, where possible, work with interested parties to build a consensus. Uptown on the Hill will host Neighborhood Assemblies to allow residents the opportunity to become educated about, express concerns and vote on liquor license applications, zoning matters, or other community developments and then report the results of that vote to the Advisory Board. Uptown on the Hill will generally schedule Neighborhood Assemblies in cases where the issue is deemed to be potentially controversial or where significant opposition is known to exist. Uptown on the Hill shall work with other interested, bordering or overlapping RNO's to coordinate a common Neighborhood Assembly, where possible. The Advisory Board will weigh input provided at the Neighborhood Assembly and provide input to the City and County of Denver on the zoning or licensing matter, which may include a neutral position.

Article XI –Notice of Meetings

Notice of date, place and time of all meetings shall be posted at least 20 days in advance of such meeting, in public places and/or in readily obtained publications such as newsletters, or email or delivery within the Uptown on the Hill boundaries, as permitted and prescribed by law, and a record of said notice shall be maintained by the neighborhood organization.

Article XII – Books and records

The organization books and records shall be kept by the Secretary. Such records include all of the activities and transactions of the organization, including a minute book, which shall contain a copy of these bylaws and all amendments thereto, and minutes of meetings. The organization shall strive to store all key documents online to be accessible to all members.

Article XIII – Fiscal Year

The fiscal year of the organization shall be the same as the calendar year.

Article XIV – Procedure

All meetings are governed by Robert's Rules of Order.

Article XV – Amendments

These bylaws may be altered, amended or repealed by a two-thirds majority of voting members at any duly noticed meeting of the organization. Any proposed change to the by-laws must be submitted in writing to the Secretary at least 15 days prior to the Annual Meeting or other noticed meeting. The Secretary shall communicate any proposed change to all members five days prior to the meeting date.