

Uptown on the Hill Registered Neighborhood Organization

Bylaws (Adopted on May 10th, 2022)

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Article I – Name

The name of the organization shall be “Uptown on the Hill Registered Neighborhood Organization.”

Article II – Principal Office

The principal office of the organization shall be decided by the Board of Directors and shall be located within the organization’s geographic boundaries.

Article III – Definition

The definition of “Registered Neighborhood Organization” shall be that of the Denver County Municipal Code Chapter 12, Article III. The organization shall remain in good standing with the city of Denver.

Article IV - Purpose and Mission Statement

Section 1. The purpose of the organization shall be to enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods, and to provide a way for all members of the neighborhood (property owners, renters, businesses and non profit associations) to participate in the affairs of the neighborhood.

Section 2. The organization shall engage in issues that affect the neighborhood and strive to maintain Uptown as a welcoming, diverse, accessible, safe, and attractive place to live and work.

Article V – Geographic Boundaries

The organization shall represent that area of Denver bounded by and including Colfax to 20th Ave. (west of Washington) and 23rd Ave. (east of Washington), and from Broadway to York Street.

Article VI – Membership and Dues

Section 1. Membership in the organization shall be open to all residents, property owners, nonprofit organizations, and businesses located within the boundaries of the organization as defined by Article V.

Section 2. Annual dues shall be set by the Board of Directors. The Board may, in individual cases, choose to waive any or all of the annual dues.

Section 3. Membership is valid for twelve months from the date of dues payment or renewal. If a member moves outside of Uptown's geographic boundaries, their membership shall remain active until the end of the paid membership year.

Section 4. Membership must be current in order to vote at the Annual Meeting. Each member shall have one vote. Proxy voting shall not be allowed.

Section 5. Members shall hold the Board of Directors and all Committees harmless from carrying out the affairs of the organization, unless criminal activity is involved.

Article VII – The Board of Directors

Section 1. The direction and management of the affairs of the organization shall be vested in the Board of Directors, which shall be made up of no more than nine (9) members in good standing. Only one member of a household, nonprofit organization, or business may serve on the Board at the same time. Attempts shall be made to include on the Board representation from all neighborhood constituencies.

Section 2. The Board of Directors shall determine the organization's position in all matters and determine all expenditures to be made in carrying out the purpose and mission of the organization.

Section 3. Board member terms shall be for two years and Board Members may serve more than one term. A Board member who moves out of the organization's geographic area may fulfill the remainder of their term.

Section 4. Board members shall have the duties of care, loyalty and obedience. (See Appendix.) Specifically, they shall comply with the bylaws: make sincere efforts to attend each scheduled meeting; review agendas and supporting materials prior to meeting; follow through on commitments made; fulfill one or more of the following assignments: chair or participate in a Committee; act as the organization's delegate to other groups or lead a key effort such as fundraising, social media, website management, special projects or other activities identified by the Board of Directors; and, when representing the organization, communicate positions voted on by the Board.

Section 5. Nominees to the Board of Directors and members of the Board shall reveal any conflicts of interest they may have in addressing issues that come before the Board and must refrain from voting in such cases.

Section 6. Decisions of the Board of Directors shall be determined by a majority vote of those present at a duly-noticed meeting. In the event of a tie vote, the President shall cast an additional deciding vote. There shall be no proxy voting.

Section 7. The Board of Directors shall meet regularly, either in person or virtually. In person Board meetings shall be held in a public place and be announced at least seven (7) days in advance in the newsletter and on social media. All meetings shall be open to the public, with the exception of the first meeting following the Annual Meeting.

Section 8. Board members shall be nominated at the Annual Meeting. In case of a vacancy, the Board shall at any time elect a successor to complete the unexpired term of the vacated position.

Section 9. Fifty percent plus one (50% plus 1) Board Members must be present for a quorum. No official positions shall be taken without a quorum being present. Board Members are considered to be present when attending meetings either in person or by electronic or telephonic means, provided that all meeting participants are able to hear each other at the same time.

Section 10. No compensation shall be paid to Board members.

Section 11. Any Board member may be removed by a two-thirds vote of the Board at a duly-noticed meeting. The Board member subject to removal shall be notified in writing of the proposed removal at least fifteen (15) days prior to the meeting. A Board member who is removed shall not be eligible for nomination to the Board for two (2) years from the date of removal.

Article VIII – Officers

Section 1. The officers of the organization shall be President, Vice-President, Treasurer, and Secretary. The Board of Directors may choose to combine these offices into at least two positions.

Section 2. Officers shall be chosen from among the Board Members at the first meeting following the Annual Meeting. Terms shall be for one year. Officers may serve more than one term.

Section 3. No compensation shall be paid to officers.

Section 4. Officer Duties:

- a. The President shall see that the Board of Directors carries out the purpose and mission of the organization in compliance with these bylaws; set meeting dates and agendas; lead the meetings; serve as spokesperson for the organization; submit federal, state, and local annual reports; be a signatory to the banking accounts; report annually to the membership on the activities and status of the organization; appoint Committee members and chairs; sign contracts; represent the organization in public forums and to the media; and fulfill other duties as assigned.
- b. The Vice-President shall serve as President in the absence of the President, carry out assignments from the President, and fulfill other duties as assigned.
- c. The Treasurer shall receive and record income, pay expenses, ensure that reimbursement requests include supporting documents, balance the checkbook monthly, prepare a treasurer's report for the Board monthly, maintain the list of members and send out renewal notices, prepare an annual budget, maintain the list of Annual Meeting and Board meeting attendees, renew the organization's memberships annually, and fulfill other duties as assigned.
- d. The Secretary shall take the minutes at each meeting of the Board, maintain the records of the organization, maintain a procedural manual online and in a hard copy, prepare official correspondence, and fulfill other duties as assigned.

Section 5. Officers shall turn over all records, passwords, funds and assets to their successors.

Section 6. Any Officer may be removed by a two-thirds (2/3) vote of the Board of Directors at a duly-noticed meeting. The Officer subject to removal shall be notified in writing of the proposed removal at least fifteen (15) days prior to the meeting. An Officer who is removed shall not be eligible for nomination to the Board for two (2) years from the date of removal.

Article IX - Committees

Section 1. The Board of Directors shall establish Committees on topics of concern, e.g., land use and zoning, historic preservation, parks and beautification, transportation, sustainability, events/fundraising. Resources for Committees shall be included in the organization's annual budget. Committees shall be made up of members in good standing. Committee members and chairs shall be appointed by the President.

Section 2. Committee activities shall align with decisions of the Board of Directors. They shall not take official positions on issues of controversy or substance but shall direct those to the Board. Proposals made by Committees shall be presented to the Board for discussion and endorsement or rejection.

Section 3. Committee chairs and members may be removed by a two-thirds vote of the Board of Directors at a duly-noticed meeting. The Committee chair or member subject to removal shall be notified in writing of the proposed removal at least fifteen (15) days prior to the meeting. A Committee chair or member who is removed shall not be eligible for nomination to the Board for two (2) years from the date of removal.

Article X. Meetings

Section 1. With the exception of the first meeting following the Annual Meeting and those conducted electronically or telephonically, all meetings shall take place in public venues and be open to the public. An opportunity for those present to speak shall be included on the agenda. Notice of date, place and time of all meetings shall be posted at least seven (7) days in advance via the organization's newsletter and social media; a record of said notice shall be maintained by the Secretary.

Section 2. An Annual Meeting shall be held every November. A quorum shall be twelve (12) or more members, including at least two-thirds of the Board members. A list of those attending will be maintained by the Secretary. Members shall elect Board members and vote on any proposed changes to the bylaws. The Board shall report on the previous year's activities and finances. Notice of date, place and time of all meetings shall be posted at least seven (7) days in advance via the organization's newsletter and social media; a record of said notice shall be maintained by the Secretary.

Section 3. Executive session shall be called by any Board member when a matter, such as personnel, a request to lower dues, a grievance or a similar sensitive issue arises.

Article XI - Supporters

Section 1. Individuals who do not live, work or own property in Uptown may support the organization financially. Supporters do not have voting privileges.

Article XII– Books and Records

The organization's books and records shall be kept in a procedural manual maintained by the Secretary, both online and in hard copy . This shall include meeting minutes, financial reports, official documents and passwords. Officers shall turn over all records, passwords, funds and assets to their successors.

Article XIII – Fiscal Year

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

Article XIV – Amendments

Section 1. The organization's bylaws may be amended by a two-thirds majority of Board Members at any duly-noticed meeting or by two-thirds of the organization's members at the Annual Meeting.

Section 2. A proposed change to the bylaws may be submitted by any member in writing to the Secretary at least fifteen (15) days prior to that meeting. The Secretary shall communicate proposed changes to all members seven (7) days prior to the meeting date via the newsletter and social media.

Section 3. After the amendments have been adopted, the revised bylaws shall be communicated to members, linked to on the website, and added to the procedural manual.

Article XV - Grievance Procedure

Section 1. A member who disagrees with or is concerned about a decision, action, policy, or bylaw of the organization or of an individual Board or Committee member shall submit a written complaint to the Board.

Section 2. The complaint shall be added to the agenda of the next meeting of the Board of Directors. The complainant shall be present at the meeting to discuss the complaint.

Section 3. The Board of Directors may choose to discuss the complaint during the meeting or in executive session at the end of the meeting. If the latter, participants in the discussion shall include the Board either by themselves or with the complainant but without other public present.

Section 4. The Board of Directors shall attempt to resolve the complaint and shall notify affected parties of their decision. Board decisions are final.

Article XVI - Dissolution

Section 1. Should the Board of Directors wish to dissolve the organization for any reason, such proposal must be submitted to the members for discussion. Comments from members will be compiled by the Secretary and communicated to members.

Section 2. The Board of Directors shall decide what action to take. Should the Board decide to move forward with dissolving the organization, the vote on the proposed dissolution will be held at a Board meeting announced for that purpose.

Section 3. Upon dissolution and payment of all debts, any property or money owned by the organization shall be transferred to a 501 c(3) entity chosen by the Board of Directors members at the meeting described above.

Section 4. The Board of Directors is responsible for notifying the members, the City and County of Denver's Department of Community Planning and Development, the Internal Revenue Service, the bank used by the organization, and all other relevant entities of the dissolution of the organization.

Certified by _____ (Printed Name),
Secretary of the Organization, as adopted by the Board of Directors on _____ (Date).

Signature

Appendix

Duties of the Board of Directors

To succeed as an organization the board of directors must govern, fundraise, and articulate Uptown on the Hill's purpose and mission.

The commitment for board members includes showing up (giving time, energy, and ideas), being accountable (coming prepared to meetings and decision-making), and leading (providing vision, hope, and passion).

Duty of Care

Act as an ordinary, prudent person would in a like circumstance; this requires diligent, attentive, informed participation.

Establish, safeguard, and advance the organization's values, vision, and mission.

Monitor and evaluate the organization's progress in achieving its stated goals and mission.

Ensure the financial solvency of the organization.

Ensure stewardship of the organization's resources.

Set the organization's direction and drive the organization's planning process.

Ensure receipt of the proper information for decision-making.

Attend and be prepared for board and committee meetings.

Participate in the organization's activities.

Fulfill agreed-upon tasks and responsibilities.

Recruit board members with the necessary skills to effectively govern the organization.

Duty of Loyalty

Act in good faith, in the best interests of the organization.

Put the good of the organization ahead of one's own.

Impose procedural safeguards and standards of fairness in situations where there is a conflict of interest.

Maintain vigilance against the perception or reality of self-dealing and conflict of interest.

Refrain from associations which could place one in a perceived or actual compromising or competitive position against the organization.

Observe and maintain confidentiality of organization discussion, debates, and other internal matters.

Once a decision has been made, speak in support.

Serve as an ambassador and advocate for the organization.

Be the keepers of the flame.

Duty of Obedience

Act to ensure the organization operates in keeping with the laws and rules governing its formation and status and in accordance with its own bylaws and mission.

Be knowledgeable about and ensure adherence to all external (e.g., local, state, and federal laws) and internal (e.g., bylaws, administrative procedures) rules which govern the organization.

Remain true to the organization's mission and purpose.