

BYLAWS
OF
ROSEDALE HARVARD GULCH NEIGHBORHOOD ASSOCIATION

ARTICLE I

NAME

The name of this organization shall be the Rosedale Harvard Gulch Neighborhood Association, referred to hereinafter as RHGNA or the Association.

ARTICLE II

PURPOSE

The purpose of this Association is to:

- foster a sense of community, place, and history through member participation;
- inform and educate as well as ensure appropriate representation of members in matters pertaining to the neighborhood; and
- provide a forum for members to participate, with civility and respect, in an open, multi-partisan dialogue.

ARTICLE III

MEMBERSHIP

Section 1. Qualification of Members. The Members of RHGNA shall be all owners of real property located within or residents living within the geographical boundaries of S. Broadway, S. Downing St., E. Evans Ave., and E. Yale Ave. (designated as “Rosedale” by the City and County of Denver). Owners and lessees of businesses and organizations located within the stated boundaries shall also be Members.

Section 2. Voting Rights. Members may vote at all RHGNA meetings, up to two votes per address located within the geographical boundaries. Voting members may include young adults from the age of sixteen. Proxy or absentee voting is not allowed.

ARTICLE IV

FINANCES

Section 1. Suggested Annual Membership Contribution. Membership funds shall be the amount of voluntary contributions collected from the members annually. The suggested annual amount shall be determined from time to time by the Board.

Section 2. Additional resources. Additional resource development may be authorized by the Board.

Section 3. Budget. An annual budget shall be developed and approved by the Board and communicated to the membership.

Section 4. Fiscal Year. The fiscal year shall be July 1 to June 30.

ARTICLE V

OFFICERS

Section 1. The officers of RHGNA shall be co-presidents, secretary and treasurer. No individual may hold more than one office simultaneously.

Section 2. Qualifications. To qualify for any office a person needs to be a member of RHGNA. To be considered for election to the office of co-president, a person shall have served on the Board for at least one year.

Section 3. Term of office. All officers shall serve for a term of two years or until their successors are elected. Terms shall begin at the end of the following Board Meeting. No person shall serve more than two consecutive terms in the same office.

Section 4. Duties. Officers shall perform the duties prescribed by these bylaws and the RHGNA Policies and Procedures and by the parliamentary authority adopted by RHGNA and other such duties as may from time to time be assigned by the Board or the membership.

ARTICLE VI

MEETINGS

Section 1. General Membership Meetings. Regular general membership meetings of RHGNA shall be scheduled by the Board.

Section 2. Annual General Membership Meeting. The date, time and location of the Annual Meeting of the General Membership of RHGNA shall be determined by the Board. The purpose of the meeting shall be for, but not limited to, the election of Officers and Board members, receiving reports, reviewing the financial status of RHGNA, and for any other business.

Section 3. Special General Membership Meetings. Special meetings of the General Membership of RHGNA may be called by one or both of the co-presidents, and shall be called upon the request of five (5) members of the Board or twenty (20) general members. Notice, which contains the specific item(s) of business to be considered, shall be given to the members at least seven (7) days prior to the date of the meeting.

Section 4. Open meetings. All meetings of the RHGNA shall be open to the public.

Section 5. Quorum. The quorum at any General Membership Meeting of RHGNA shall be twenty (20) members, including at least five (5) Board members.

Section 6. Notice of Meetings. Notice of meetings shall be given by any appropriate means of communication apt to reach a majority of the members. Notice of meetings shall be given a minimum of seven (7) days prior to the meeting.

ARTICLE VII

THE BOARD

Section 1. General Powers. The Board shall manage the business and affairs of RHGNA, except as otherwise provided in these Bylaws. The Board shall preserve, protect and promote the interests of the members, as defined previously in the stated purpose of the Association in Article II.

Section 2. Composition. The Board shall consist of:

- a. the elected officers as listed in Article V,
- b. three (3) at-large members whose duties and responsibilities are detailed in the RHGNA Policies and Procedures: one elected to serve for a single one-year term; one elected to serve for a single two-year term; and one elected to serve for a single three-year term, or until their successors are elected, and
- c. the chairs of the Standing Committees. The chairs of Standing Committees shall be elected for a term of one year or until their successors are elected. No chair of a Standing Committee shall serve more than three (3) consecutive terms on the Board.

Section 3. Requirements. A volunteer position on the RHGNA Board constitutes a commitment of significant time and energy to our community. All those serving on the Board are expected to:

- a. be members of RHGNA,
- b. attend all meetings except for illness or travel,
- c. report at all meetings as appropriate,
- d. be willing to work cooperatively with other members,
- e. communicate courteously, with accurate information, in their contact with community members, and
- f. be able to discuss with other Board members in a productive and open manner.

Section 4. Election of the Board. The Board shall be elected at the Annual General Membership Meeting in accordance with Article IX.

Section 5. Vacancies. Any member of the Board may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time the notice is received by the Secretary unless the notice specifies a certain date. Unless otherwise specified in the notice of resignation, the acceptance of such

resignation by the membership of the Board shall not be necessary to make it official. Any vacancy in the Board shall be filled by the Board. The term of the appointed Board member will be for the remainder of the regular term of office.

Section 6. Cause for Removal. Unexcused absences at one-fourth (1/4) of the regular meetings of the Board may result in automatic removal of any Board member. A vacancy shall be declared to exist and filled in accordance with Section 4.

Section 7. Regular Meetings. Regular Board meetings shall be held monthly, unless otherwise determined by the Board. All Board meetings are open to all members of RHGNA and the public.

Section 8. Quorum. A majority of the number of Board members in office shall constitute a quorum for the transaction of business to occur at any meeting of the Board.

Section 9. Special Meetings. Special meetings of the Board may be called by one or both of the co-presidents and shall be called upon the request of five (5) Board members. Notice of such meeting will be given by any appropriate means of communication apt to reach a majority of the Board members at least seven (7) days prior to the meeting.

Section 10. Electronic voting. Votes of the Board between meetings may be taken by electronic means when for whatever reason time is of the essence. The action must be ratified at the next meeting of the Board.

Section 11. Fiscal Expenditures. The Board shall have the power to authorize expenditures up to \$500.00 by majority vote. Expenditures above \$500.00 require a 2/3 vote.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees. The chair of each Standing Committee is an elected member of the Board and shall secure and appoint an appropriate number of committee members to accomplish the purpose of the committee. The Standing Committees of RHGNA are:

- a. Business – responsible for communication and action on issues related to the business members of RHGNA.
- b. Communication – responsible for timely, accurate communication with the members through the Newsletter, Website and Block Captain structure.
- c. Membership – responsible for the membership database, planning Association events, and other member-related activities.
- d. Parks and Recreation – serves as the focal point for communication and action on issues related to RHGNA's interaction with the City and County of Denver Department of Parks and Recreation.

- e. Safety/Schools – responsible for communication and action around issues relating to neighborhood safety and services, including the Denver Police Department, and liaisons to the various schools within RHGNA boundaries.
- f. Zoning/Development – serves as the focal point for communication and action with regard to development/zoning issues.

The duties and responsibilities of the standing committees are further detailed in the RHGNA Policies and Procedures.

Section 2. Special Committees. Special Committees shall be appointed by the Board as deemed necessary.

ARTICLE IX

NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. Nominating Committee. A nominating chair and committee shall be elected by the Board at least three (3) months prior to the Annual General Membership Meeting. The committee shall nominate at least one candidate for each officer position, member-at-large position and standing committee chair and shall report to the Board and the membership at least ten (10) days prior to the election.
- b. Nominations from the floor. Nominations may be made from the floor at the time of the election at the Annual General Membership meeting.
- c. Consent of nominees. No name may be placed in nomination without the consent of the nominee.

Section 2. Elections. Elections shall be held at the Annual General Membership meeting of RHGNA. A plurality shall elect. In the event there is but one nominee for any position, the vote may be by voice vote.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern RHGNA in all cases to which they are applicable and in which they are not inconsistent with any statutes applicable to this Association, these bylaws and any special rules of order RHGNA may adopt.

ARTICLE XI

AMENDMENTS

These bylaws may be amended at any regular or special General Membership Meeting by a 2/3 vote of those present and voting, provided that notice of the proposed amendments has been given to the members at least thirty (30) days prior to the date of the meeting. Any amendments must be first presented, in writing, to the board for its review and approval.

Adopted 1.20.2010