

NEIGHBORHOOD ADVISORY COMMITTEE

for Denver Botanic Gardens

BY-LAWS

Statement

The purpose, mission, and membership of the NAC are defined in the First Amendment to Cooperative Agreement dated June 26, 1995. Section 1 and 2.1 of the NAC By-Laws are taken directly from the Cooperative Agreement.

Section 1 Purpose and Mission

The purpose and mission of the Neighborhood Advisory Committee is to: (1) Inform the Botanic Gardens Foundation of significant neighborhood issues relating to the Botanic Gardens; (2) Gather and disseminate information to the neighborhoods surrounding the Botanic Gardens as to its activities and future plans; and (3) Participate in the compilation and selection of nominees to serve as Neighborhood Representatives to the Foundation's Board of Trustees, as described in Section II(c) of the Cooperative Agreement between the City and County of Denver and Denver Botanic Gardens, Inc.

Composition, Meetings, and Procedure

Section 2.1 Selection of and Qualifications of Members

The Neighborhood Advisory Committee shall be comprised of up to 25 persons who shall be selected in the following manner. Each qualified neighborhood organization (a "Qualified Neighborhood Organization") as hereinafter defined shall be entitled to appoint up to three members of the committee who shall serve at the pleasure of such organization. The Qualified Neighborhood Organizations shall strive to appoint as Committee members persons who reflect the racial and ethnic composition of their organizations. For these purposes, a Qualified Neighborhood Organization means (1) Morgan's Historic District Homeowner's Association, Denver East Central Civic Association, Capitol Hill United Neighborhoods, Inc., Congress Park Neighbors, Inc. and Cheesman Area Residents Association, or their successors; (2) any neighborhood organization that has been recognized by the City of Denver as a "Registered Neighborhood Organization" under Art. III, §12:91-98, DRMC, and a majority of whose members reside within one-half mile of the Botanic Gardens; and (3) any other neighborhood organization approved by the Mayor.

In addition, (1) the Executive Director of the Foundation or his or her designee, (2) the City Councilperson for the Council District that includes the Botanic Gardens, and (3) each of the Neighborhood Representatives on the Foundation Board of Trustees shall each be an ex-officio non-voting member of the Neighborhood Advisory Committee entitled to notice of and to participate in all meetings of the Committee. Any one or more of the other members of the Foundation Board of Trustees may also from time to time attend the meetings of the Neighborhood Advisory Committee as observers.

If there are ever more than 25 persons eligible to be appointed to the Committee, the Mayor shall determine which Qualified Neighborhood Organizations shall be entitled to appoint members to the Committee.

Section 2.2 Member Organizations

Based on the rules in section 2.1, the current membership of the Neighborhood Advisory Committee consists of the following organizations:

- Capitol Hill United Neighborhoods, Inc. (CHUN)
- Congress Park Neighbors Inc.
- East Cheesman Neighbors Assn.
- Informed & Concerned Community Gardeners
- Morgan's Historic District Homeowners Association
- Seventh Ave Neighborhood Assn. [SANA]

Section 2.3 Meetings of Members.

Meetings of the members, for any purpose or purposes, may be called by a Co-Chair and may be held at such times and places in the city and County of Denver as the caller determines. Written, FAX, telephone or email notice of such meetings shall be given to the members and the Foundation not less than ten calendar days prior to such meeting. The meetings shall be open to the public.

Meetings shall be held between representatives of the NAC and representatives of the Foundation's Board of Trustees at least twice each year at times mutually agreed upon by them.

Section 2.4 Selection of Nominees to Board of Trustees of the Foundation.

Per the 1st amendment to the cooperative Agreement, The NAC, or a committee of it, shall nominate up to ten candidates for each neighborhood representative position that is, or will become, vacant to serve as neighborhood representatives to the Foundation's Board of Trustees. Such candidates shall reside within one mile of the Botanic Gardens at their time of their appointment. From this list of nominees, the Board of Trustees shall select up to three candidates for each position to be presented to the Mayor as candidates mutually acceptable to both the NAC and the Foundation.

The members of the Neighborhood Advisory Committee shall consider the slate of nominees to serve as Neighborhood Representatives to the Foundation's Board of Trustees and shall vote to approve or disapprove such slate. Voting may be accomplished via email.

Section 2.5 Quorum and Voting.

Half of the currently appointed members of the Neighborhood Advisory Committee shall constitute a quorum at any meeting; provided that in determining such majority there shall be present in person members from at least four of the Qualified Neighborhood Groups. The vote of a majority of those present in person at a meeting at which a quorum is present shall be the act of the Neighborhood Advisory Committee. If less than a quorum is present at a meeting, a

majority of the members present may adjourn the meeting from time to time without further notice other than an announcement at the meeting until a quorum shall be present.

Section 2.6 Virtual Meetings.

To deal with urgent matters, the NAC co-chairs may elect to meet via telephone or via an email discussion. Quorum requirements are the same as specified in §2.5. Quorum on conference calls shall be determined using a roll call before any vote is taken. Roll call will be used to tally votes on conference calls. For email meetings, a voting deadline will be set by the chair, and votes received by the deadline will be used to determine both quorum and outcome. If a quorum isn't reached, the vote will be null and void. Minutes will be produced for any virtual meeting.

NAC Governance

Section 3.1 Leadership.

The activities of the Neighborhood Advisory Committee shall be presided over by two Co-Chairs and a Secretary-Treasurer, all of whom shall be selected by the members of the Neighborhood Advisory Committee at the initial meeting and annually thereafter at a meeting called for such purpose. The Co-Chairs shall be responsible for arranging meeting dates and times of the NAC; for soliciting from NAC members agenda items in advance of each meeting; for preparing and circulating an agenda for each meeting; and for chairing the meetings of the NAC. The Secretary shall be responsible for preparing and maintaining minutes of the meetings of the NAC and for filing and maintaining the records of all actions and meetings of the NAC.

Miscellaneous

Section 4.1 Conduct of Meetings.

Meetings shall be conducted in general accordance with Robert's Rules of Order.

Section 4.2 Amendments.

The power to adopt, alter, amend or repeal these by-laws and adopt new by-laws shall be vested in the Neighborhood Advisory Committee.

Section 4.3 Version History:

Version 2.0 – approved by the NAC on xx/xx/xx.