

**AMENDED AND RESTATED BYLAWS
OF
CAPITOL HILL UNITED NEIGHBORHOODS, INC.
(a Colorado nonprofit corporation)**

**ARTICLE I
CORPORATE PURPOSE**

Section 1.1 Name. The Corporation shall be known as Capitol Hill United Neighborhoods, Inc. ("Corporation" or "CHUN").

Section 1.2 Mission. The mission of CHUN is to bring people together to share in enhancing the quality of life on Capitol Hill by:

- (a) Preserving the Past;
- (b) Improving the Present; and
- (c) Planning for the Future of the greater Capitol Hill community within the City and County of Denver.

More specifically, CHUN:

- (d) promotes a sense of neighborliness,
- (e) improves the physical appearance of neighborhoods,
- (f) provides a powerful, unified voice to residents and community stakeholders,
- (g) encourages representation and cooperation among diverse groups,
- (h) addresses specific neighborhood issues,
- (i) promotes a more positive image of the neighborhood,
- (j) takes action designed to improve the quality of life in Denver,
- (k) And further develops and enhances CHUN's identity and visibility throughout the community.

Section 1.3 Purposes. The Corporation is organized and operated exclusively for the purposes set forth in §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"). The Corporation may carry on any other lawful activity consistent with its Articles of Incorporation, these Bylaws, the Code and the Colorado Revised Nonprofit Corporation Act (the "Act").

ARTICLE II OFFICES

Section 2.1 Business Offices. The principal office of the Corporation in the State of Colorado shall be at such location as the Board of Directors shall determine. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.

Section 2.2 Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERS

Section 3.1 Geographic Boundaries. The geographic boundaries of the Corporation area are defined as: Twenty-second Avenue to the North; First Avenue to the South; Colorado Boulevard to the East; and Broadway to the West; all in the City and County of Denver, Colorado. ("Geographic Area").

Section 3.2 Classes of Members. There shall be both voting and non-voting classes of members:

(a) *Voting Members*: there shall be three (3) classes of voting members ("Members"):

(1) "Individual Members" are all individuals who live or are employed in the Geographic Area and have paid annual membership dues as defined and set forth by the Board of Directors.

(2) "Household Members" are all households comprising two (2) or more persons whose home is in the Geographic Area and have paid annual membership dues as defined and set forth by the Board of Directors. All residents over the age of eighteen (18) in a household membership are considered regular members.

(3) "Business/Community Partner Members" are any club, church, business, homeowner association, registered neighborhood association, nonprofit corporation, or other organization located in Geographic Area who wishes to support CHUN and has paid its annual membership dues as defined and set forth by the Board of Directors. A Business/Community Partner Member shall appoint a single individual to represent it by designating such individual in writing to the Board ("Designated Representative") or at the time of joining the organization as a Business/Community Partner Members.

(b) *Non-Voting Members*: there shall be such classes of non-voting members ("Non-Voting Members") as determined by the Board from time to time.

Section 3.3 Application for Membership. A proposed member shall become a member pursuant to such process as determined by the Board of Directors from time to time.

Section 3.4 Annual Member Meetings. The regular annual meeting of the Voting Members ("Annual Member Meeting") shall be held in January or at such other time, place and location as determined by the Board of Directors for the appointment of Directors, receiving reports of officers and committees, and for the transaction of such other business as may properly come before the Members. Non-voting members may attend the Annual Member Meetings as non-voting observers.

Section 3.5 Special Member Meetings. Special meetings (e.g. neighborhood assemblies, neighborhood forums, etc.) of the Voting Members may be called by the President of the Board, the Board of Directors, or by at least twenty five percent (25%) of all of the Members.

Section 3.6 Notice. Notice of each meeting of the Voting Members stating the date, time and place of the meeting and, if a special meeting, a description of the purposes of such meeting, shall be given to each Member at their designated address by telephone, electronic mail, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director) no more than thirty (30) and at least ten (10) business days prior to such meeting. A Member may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 3.7 Voting Rights of Voting Members. An Individual or Household Member in good standing (i.e., those members who are current with their membership dues) shall be entitled to one (1) vote at all CHUN general membership meetings and special meetings (e.g. neighborhood assemblies, neighborhood forums, etc.) in which that member resides. Each Designated Representative of a Business/Nonprofit Member shall be entitled to one (1) vote at all CHUN general membership meetings and neighborhood assemblies in which the Sustaining Member is located. Non-Voting Members shall have no voting rights.

Section 3.8 Quorum and Voting Requirements. Except in the case of any matter specifically set forth in the Bylaws or Articles of Incorporation, a vote of fifty-one percent (51%) of the Voting Members present at a meeting at which a quorum is present shall be needed to pass any issue brought before the Membership. Twenty percent (20%) of the Voting Members of the Corporation present at any meeting shall constitute a quorum.

Section 3.9 Proxy Voting. Proxy voting is not permitted.

Section 3.10 Membership Voting by Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken by written ballot, either at a meeting or without a meeting, if the Corporation delivers by mail or electronic mail (e-mail) a written ballot to every member entitled to vote on the matter. The ballot shall:

- (a) set forth each proposed action;
- (b) provide an opportunity to vote for or against the proposed action;

- (c) indicate the number of responses necessary to meet the quorum requirements;
- (d) state the percentage of approvals necessary to approve each matter other than election of directors;
- (e) specify the time by which the ballot must be received by the corporation in order to be counted; and
- (f) be accompanied by written information sufficient to permit each person voting to reach an informed decision.

Members shall return their written ballots to CHUN, including by mail or e-mail, as directed by CHUN. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may not be revoked. Written ballots may be deleted thirty (30) days following the meeting unless the results are challenged.

Section 3.11 Duration of Membership. Membership in this Corporation may be terminated by voluntary withdrawal. Voting Membership may also be suspended or terminated pursuant to the procedures outlined in Section 3.12 due to conduct detrimental to the objects or interests of the Corporation, failure to pay membership dues, or violation of its Articles or Bylaws. All rights, privileges and interests of a member shall cease upon termination of membership.

Section 3.12 Suspension and Expulsion of Voting Members.

(a) If a Member with voting rights acts in a manner detrimental to the objectives or interests of CHUN or violates the Articles of Incorporation, Bylaws, or any policies related to member conduct approved by the Board of Directors, that Member may be suspended or expelled by a two-thirds (2/3) vote of a majority of the Board of Directors at a meeting at which a quorum is present. No Member may be expelled or suspended, and no membership may be terminated or suspended except as follows. The Member shall be given not less than fifteen (15) days' prior written notice of the expulsion, suspension or termination and the reasons therefore. The Member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the Member shown on the Corporation's records. Any proceeding challenging an expulsion, suspension or termination (including a proceeding in which defective notice is alleged) must be commenced within one (1) year after the effective date of the expulsion, suspension or termination. Any Member expelled or suspended is liable to the Corporation for dues, assessments or fees incurred or commitments made prior to expulsion or suspension.

(b) Failure to Pay Dues. Any member of CHUN may be immediately expelled for failure to pay member dues as set forth below in Section 3.15.

Section 3.13 Readmittance. An expelled member may be readmitted to the Corporation. However, the expelled member must apply as if applying for a new membership.

Section 3.14 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3.15 Membership Dues and Delinquency. Annual dues shall be determined by a vote of the Board of Directors. Dues may be varied from year to year, and between classes of membership, but dues shall not vary among Members. Dues shall be payable by the thirty-first (31st) day of December in each fiscal year, on a rolling calendar basis, or in another timeframe otherwise determined by the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors, which may also be called the Board of Delegates. The Board of Directors shall have all powers of a Board of Directors as set forth in the Act and these Bylaws. There shall be two (2) classes of Directors: Neighborhood and At-Large Directors.

Section 4.2 Neighborhood Directors.

(a) *Number and Eligibility*. Neighborhood Directors are those residents and Regular Members in good standing selected by the Members present at the neighborhood assemblies for the neighborhoods designated on the map attached hereto and incorporated herein as *Appendix 1* pursuant to Section 4.3(c). Each Neighborhood designated in *Appendix 1* shall be entitled to elect two (2) Neighborhood Directors.

(b) *Duties*. In addition to attending Board meetings, Neighborhood Directors shall have the following duties and obligations:

- (1) Convene Neighborhood Assemblies at least once per year (one of which may be the November Assembly) at which they shall endeavor to report to and receive input from the neighborhood, and solicit more involvement from residents;
- (2) Serve as liaisons with other neighborhood groups registered with the City whose boundaries overlap some or all of their neighborhood;
- (3) Represent their neighborhood on CHUN committee(s) and at other CHUN meetings.
- (4) Recruit new members; and
- (5) Volunteer for CHUN activities or at events.

(c) *Election*. At each Annual Neighborhood Assembly held in odd-numbered years, each Designated Neighborhood shall vote to elect its Neighborhood Directors. The meeting shall take place between the first of October and the first of December. The President, exec-

utive Committee, and CHUN staff, in coordination with the sitting Neighborhood Directors, shall establish (i) the date, time and location of the Neighborhood Assembly, and (ii) an agenda, which, in addition to the election of Neighborhood Directors, may include other pending business or issues that are of interest to the neighborhood.

Section 4.3 At-Large Directors.

(a) *Number and Eligibility.* At-Large Directors shall be Regular Members in good standing elected by the Members at the Annual Member Meeting pursuant to Section 4.3(c) below. There shall be no more than eighteen (18) At-Large Directors.

(b) *Duties.* In addition to attending Board meetings, At-Large Directors shall have the following duties and obligations:

- (1) serve on at least one CHUN committee;
- (2) attend and participate in neighborhood assemblies;
- (3) recruit new members; and
- (4) volunteer for CHUN activities or at events.

(c) *Election.* At each annual member meeting held in even-numbered years, Members shall vote to elect At-Large Directors based upon the slate approved by the Nominating Committee under Section 6.8. Members may add to the slate by making nominations from the floor. All nominees may address the membership if they so desire. The election shall then occur, either by voice vote or by written ballot under Section 3.10. Each Member in good standing eligible to vote may cast one vote for an At-Large Director. Those nominees receiving the highest number of votes shall be declared the At-Large Directors of the Board of Directors. In the event of ties, the winners shall be chosen by coin toss. The results shall be communicated to all Members and Non-Voting Members as soon as practicable and shall also be published in the next issue of the CHUN newsletter.

Section 4.4 Term of Office. The term of office for both Neighborhood and At-Large Directors shall be for two years, commencing January 1 after their election at the Neighborhood Assembly or upon their election at the Annual Member meeting. No Director shall serve more than four (4) consecutive terms, serving either as a Neighborhood Director, an At-Large Director, or as both. After being off the Board of Directors for at least one term, a former Director may serve be re-elected to the Board of Directors.

Section 4.5 Vacancies. Vacancies created on the Board of Directors shall be filled by the Board of Directors until the next Annual Member Meeting where such vacancy shall be filled under Sections 4.2(c) or 4.3(c), as the case may be.

Section 4.6 Attendance/Resignation/Removal. A Director may resign at any time by notifying the Chair of the Board of Directors. An un-excused absence of a Director from four (4) regular meetings of the Board of Directors during their term of office shall be considered to be an automatic resignation from the Board. Removal of a Director for any reason other than resig-

nation shall require a two-thirds (2/3^{rds}) vote of the Board of Directors present at any regular or special meeting thereof, provided that a quorum is present, and provided that written notice of such intent be provided to all Directors pursuant to Sec. 4.8 at least ten days prior to such a meeting.

Section 4.7 Meetings of the Board of Directors.

(a) *Annual Meeting:* A regular annual meeting of the Board of Directors shall be held upon notice each year in the month of January or at such other time as determined by the Board of Directors, and shall be called by the President, or if none, by any Director. The annual meeting of the Board of Directors may take place concurrently with the Annual Member Meeting.

(b) *Regular Meetings:* The Board of Directors shall meet at least once a month, at a date, time, and place determined by the Board, except that the Board, at its discretion, may resolve that meetings shall be less frequent.

(c) *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or of at least three Directors. Notice of any special meeting shall state the purpose(s) of the special meeting.

Section 4.8 Notice of Meeting. Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 4.9 Quorum and Voting. At least thirty-three percent (33%) of the number of Directors serving the Corporation at the time notice of a meeting of Directors is given shall constitute a quorum for the transaction of business at such meeting of the Board of Directors; but if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number of votes are required by the Act or these Bylaws.

Section 4.10 Voting by Proxy. No Director may vote or act by proxy at any meeting of the Directors.

Section 4.11 Action Without Meeting. Any action of the Board, or a Committee of the Board, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. Action taken pursuant to this section may be transmitted or received by mail