

**DRAFT: FEB22 FOR MEMBERSHIP CONSIDERATION**

**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 a registered neighborhood organization under Chapter 12, Article III of the Revised Municipal Code of the City and County of Denver (“Municipal Code”). Additionally, 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 activityactivities of a registered neighborhood organization 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 residents 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 residents 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 voting members. -A Household 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 Household Member.~~

(3) “Business/Community Partner Members” are any club, church, business, homeowner association, registered neighborhood association, nonprofit corporation, or other organization located in Geographic Area that 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 ~~Household Member or a~~ Business/Nonprofit Member in good standing shall be entitled to one (1) vote at all CHUN general membership meetings and neighborhood assemblies in which the ~~Voting Members~~ such 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. ~~TwentyFive~~ percent (~~20~~ 5%) 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 (31<sup>st</sup>) 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 shall be Voting 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 one (1) 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 prior to running for CHUN activities or at events.~~

~~(e) — 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, executive 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) Section 4.2 Number and Eligibility. At-Large. Directors must be at least eighteen (18) years of age. Directors shall be Regular Members in good standing elected by the Voting Members at the Annual Member Meeting pursuant to Section 4.3(e) below, or as otherwise required. There shall be no more than eighteen (18) At-Large thirty-five (35) Directors, but there may be less and no fewer than 15 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.~~

~~(e) Section 4.3 Election. At each annual member meeting held in even-numbered years, or as soon as possible thereafter if there is no annual meeting, 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 All candidates shall provide the Nominating Committee with the information requested by the Nominating Committee, which will subsequently be provided to the Members prior to the election. The election shall then occur, either by voice vote or by written ballot under Section 3.10. Each Individual Member in good standing eligible to vote may cast has one vote per open position, and each designated representative of a Household or Business/Community Partner Members in good standing has one vote for an At-Large Director per open position. Those nominees candidates receiving the highest number of votes shall be declared the At-Large Directors of elected to 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. This Section 4.3 shall only apply to all Directors elected after these Bylaws are approved.~~

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 end of the meeting ~~where they are elected,~~

~~or at such time as they are duly elected and qualified, and shall continue until their predecessors are duly elected and qualified.~~ 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 ~~by the Members~~ under Sections 4.2(e) or 4.3(e), ~~as the case may be.~~

Section 4.6 Attendance/Resignation/Removal. A Director may resign at any time by notifying the ~~Chair~~ President 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 resignation shall require a two-thirds (2/3<sup>rd</sup>s) 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.~~ Additionally, a Director will be deemed to have resigned from the Board upon termination of such Director's membership in CHUN. Furthermore, any Director who has failed to attend to their official duties or responsibilities or has done so improperly will be referred to a committee of the Board for investigation. Such committee will conduct its investigation, and impose such sanctions, including but not limited to suspension and/or a recommendation for removal from office, in accordance with such processes and procedures that are fair and reasonable. If the committee finds that removal from office is appropriate, it will make such a recommendation to the Voting Members, who shall vote on such removal pursuant to Section 3.10.

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 or by facsimile, e-mail, or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director or committee member; (ii) the Director's or committee member's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the Corporation is not effective until received.

Section 4.12 Deemed Assent. A Director who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such Director objects as required under the Act. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

Section 4.13 Telecommunication Meetings. Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting-, including by videoconference. A Board Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.14 Compensation. Directors and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors and committee members of attendance at meetings may be paid or reimbursed by the Corporation. Directors and committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.



## ARTICLE V BOARD OFFICERS

Section 5.1 Officers. The board officers of the Corporation (“Officers”) shall be one (1) President, one (1) Secretary, one (1) Treasurer, one (1) Vice-President for Membership, one (1) Vice-President ~~of Fundraising and Development~~for Communications, one (1) Vice-President of the Tears-McFarlane Property, ~~and~~ one (1) Vice-President of Community Engagement, and such other Officers as the Board may determine from time to time. No officer may hold more than one office at the same time. All Officers shall be Members in good standing with the Corporation.

Section 5.2 Election and Term of Office. The term of office for Officers shall be for two (2) years, commencing at the first regularly scheduled board meeting after their election. No Officer shall serve more than three (3) consecutive terms. The Officers of the Corporation shall be elected by the Board of Directors at every other regular annual meeting of the Board of Directors, as the last order of business. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 5.3 Removal. Any Board Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President of the Board. The President shall be the principal Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members of the Board of Directors and shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall manage and oversee the day-to-day responsibilities of the executive director. In the absence of an Executive Director, the President may perform the duties of the Executive Director as set forth in Section 5.9 below subject to the supervision and control of the Board of Directors.

Section 5.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.8 Vice President. The duties of the Vice-Presidents shall be as follows:

(a) The Vice-President of Community Engagement shall work with the president, executive director, and officers to monitor the implementation of neighborhood engagement goals and strategies. They shall also, in the absence of the President or in the event of the President's death, resignation, or inability or refusal to act, perform the duties of the President. When so acting, the Vice-President for Development shall have all of the powers and be subject to all of the restrictions of the President. He or she shall perform such other duties as the President of the Board may from time to time assign to him or her.

(b) The Vice-President of ~~Fundraising Development~~ shall work with the president, executive director, and other officers to ~~shall work with the Officers and staff to develop and implement a fundraising and development plan and shall participate in the Fundraising Committee (if one exists)-coordinate opportunities designed to build awareness for, and philanthropic support of, CHUN; the vice-president will oversees outreach to all members, develops membership benefits, and enhance support for business and nonprofit community partners.~~

(c) The Vice-President of ~~the~~ Tears-McFarlane Property shall work with the president, executive director, and other officers to support ~~shall work with the President and other officers to implement the restoration, remodeling and community engagement~~ the placemaking goals of the Tears-McFarlane Property; ~~they will serve as the primary and shall be the lead~~ liaison on matters pertaining to the Tears-McFarlane Property ~~and work closely with the members and officers of Tears-McFarlane LLC lead the Tears-McFarlane Committee should one exist.~~

(d) The Vice-President for Communications shall work with the president, executive director, and officers to develop, edit, and distribute regular communications including but not limited to e-newsletter, email alerts, press releases and materials related to organization.

Section 5.9 Executive Director. If there is an Executive Director, the Executive Director shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors; and (iv) perform all other duties incident to the office of Executive Director (including hiring and terminating employees, independent contractors, and agents of the Corporation) as from time to time may be assigned to such office by the Board of Directors. The Executive Director will report to the board of directors; day-to-day reporting will be overseen by the President.

Section 5.10 Compensation. Board Officers shall not receive compensation for their services as such officers. The compensation, if any, of the Executive Director shall be as determined

from time to time by the Board of Directors, or by an Officer or a committee to which such authority has been delegated by the Board of Directors.

## **ARTICLE VI COMMITTEES**

Section 6.1 Committees of Directors. The Board of Directors may designate and appoint one or more committees of the Board of Directors which shall have and exercise the authority of the Board of Directors as granted in the resolution appointing the committee. No such committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of any such committee or any Director or Officer of the Corporation; or amend, alter or repeal any resolution of the Board of Directors. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him by law.

Section 6.2 Term of Office. Each member of a committee shall continue as such until the next meeting of the Board of Directors of the Corporation and until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section 6.3 Chair. One member of each committee shall be appointed chair of such committee by the Board of Directors or if not appointed by the Board of Directors by the members of the committee. The Chair shall call, conduct and cause minutes to be prepared for each committee meeting.

Section 6.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.6 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

Section 6.7 Executive Committee. The Executive Committee shall be a standing committee of the Board of Directors. The Executive Committee shall be composed of all of the Board Officers set forth in Section 5.1. The immediate Past President of CHUN, if not elected to another Board office, shall also be a member of the Executive Committee during the one year following his/her last term as President. The duties of the Executive Committee of CHUN shall include, but shall not be limited to the following: (1) establishing and maintaining a calendar of general membership and Board of Directors meetings; (2) establishing the agenda for meetings of the Board of Directors; (3) reviewing the job performance of the Executive Director; (4) recommending actions to the President and the Board; (5) authorizing withdrawals from CHUN investment accounts when such withdrawals exceed Ten Thousand Dollars (\$10,000); and (6) any other duties authorized by the Board.

Section 6.8 Nominating Committee. The Nominating Committee shall be a standing committee of the Board of Directors. At least sixty (60) days before the December Board meeting, the Board of Directors shall appoint a Nominating Committee to nominate candidates for ~~At-Large Directors-Director.~~ There shall be at least five (5) members of the Nominating Committee. No more than ~~40~~50% of the Nominating Committee may be Directors. The remaining Nominating Committee members shall be CHUN Members in good standing. The Nominating Committee shall notify the Secretary, in writing, at least thirty (30) days before the date of the Annual Member Meeting, of the names of the candidates it proposes. The Secretary shall mail or e-mail a list of those nominated to the last recorded address of each Member at least fifteen (15) days before the Annual Member Meeting.

Section 6.9 Advisory Committees. The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, "Advisors to the Board"). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions. Advisory Committee members shall be comprised solely of Voting and Non-Voting Members of the Corporation in good standing.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES**

Section 7.1 Contracts. The Board of Directors may authorize any Officer or Director, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as directed by the Board of Directors.

## **ARTICLE VIII INDEMNIFICATION**

Section 8.1 Indemnification. The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary or agent or member of any committee at the Corporation's request.

Section 8.2 Insurance. The Corporation may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, or who, while a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation.

## **ARTICLE IX AMENDMENTS**

These Bylaws may be amended by vote of at least fifty one percent (51%) of the Voting Members present at meeting duly called and held for such purpose at which a quorum is present; provided, however, that Bylaws may only be amended in a manner which would not disqualify the Corporation under § 501(c)(3) of the Code. The proposed amendment shall be including in the meeting notice.

## **ARTICLE X CONFLICTS OF INTEREST**

Directors owe duties of care and loyalty to the Corporation, including the duty to avoid any conflict of interest in which the Director's allegiance might be split between his/her responsibilities as a Director and other professional, business or volunteer positions or responsibilities. Directors shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Corporation in any and all actions taken by them on behalf of the Corporation, and shall abide by the Corporation's prevailing Conflict of Interest Policy.

## **ARTICLE XI STANDARDS OF CONDUCT**

Section 11.1 General Standards of Conduct. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each Officer shall discharge the Officer's duties, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Officer or Director reasonably believes to be in the Corporation's best interests.

Section 11.2 Reliance on Information. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified public accountant, or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence, or (iii) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or

Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 11.2 above unwarranted.

Section 11.3 Compliance with Standards of Conduct. A Director or Officer is not liable in his or her capacity as a Director or Officer to the Corporation or its Members for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such act or omission, the Director or Officer performed the duties of the position in compliance with this Article XI.

Section 11.4 Anti-Discrimination. CHUN shall not discriminate in any aspects of its operations, including Board membership, paid and volunteer staff, general membership, programs, employment, and events on the basis of age, race, gender, color, creed, religion, national origin, sexual orientation, ancestry, marital status, veteran status, physical disability, or political service or affiliation.

## **ARTICLE XII RECORDS**

Section 12.1 Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by any Board without a meeting, a record of all actions taken by a committee of any Board in place of such Board on behalf of the corporation, and a record of all waivers of notices of meetings of each Board or any committee of each Board.

Section 12.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 12.3 Records in Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 12.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of all current Directors and Officers;
- (d) All financial statements and Forms 990 prepared for periods ending during the last three years;
- (e) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (f) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

**ARTICLE XIII  
MISCELLANEOUS**

Section 13.1 Contingency Fund. CHUN shall at all times endeavor to maintain a reserve/contingency fund in the amount of the total budgeting expenses for the upcoming fiscal year.

Section 13.2 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

Section 13.3 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of the State of Colorado.

Section 13.4 Open Meetings. All meetings of the Board and all committees shall be open to all Voting Members in good standing, as well as to any non-voting members, except that the Board and committees may go into executive sessions in the case of confidential issues or as otherwise determined in the sole discretion of the Board to be in the best interest of the Corporation.

Section 13.5 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section 13.6 Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, non-binary, singular or plural as the identity of the person or persons may require.



**SECRETARY'S CERTIFICATE**

I, the undersigned, being the Secretary of the Board of Directors of Capitol Hill United Neighborhoods, Inc., a Colorado nonprofit corporation (the "Corporation"), do hereby certify that the Bylaws of the Corporation were duly adopted by the Voting Members of the Corporation on \_\_\_\_\_, 20\_\_\_\_\_, to be effective as of \_\_\_\_\_, 20\_\_\_\_\_.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Secretary