

BY-LAWS OF THE BAKER HISTORIC NEIGHBORHOOD ASSOCIATION

A Colorado Nonprofit Corporation

Revised and adopted September 13, 2011

ARTICLE 1 NAME

The name of this nonprofit corporation shall be Baker Historic Neighborhood Association, and it shall be abbreviated as BHNA.

ARTICLE 2 OBJECTIVES

Section 1: BHNA shall provide an educational vehicle for the Baker neighborhood to highlight opportunities for cooperation and harmony, assist with understanding of the history of the Baker neighborhood, and instill values of maintaining and improving the residential character of the neighborhood.

These objectives will be achieved by:

Promoting cooperation and harmony among residents in the Baker neighborhood by:

- Regularly producing and distributing to Baker residents timely information about Baker and its place in the life of the City and County of Denver, using a variety of media, including printed, electronic and digital.
- Establishing and staffing a central focal point through which news and information about issues important to Baker residents can be transferred.
- Supplementing resources already available through a mix of governmental and other nonprofit sources to ensure continuity of activities that will bring Baker residents together to improve the neighborhood's welfare.

Working to maintain the residential character of the neighborhood by:

- Providing the concrete resources (legal and/or other technical support, etc.) required to educate residents about methods to upgrade the physical and social conditions of Baker through collaboration with City and County agencies in enforcement of Building, Health and Zoning codes and ordinances and all other applicable laws and regulations.

- Providing concrete resources (Tools, materials, technical expertise, etc.) required to restore, rehabilitate or construct spaces and places that will contribute to the quality of residential life in Baker.

Assisting Baker residents in solving neighborhood problems by:

- Providing training programs in methods for making Baker residents more self-reliant.
- Regularly gathering the Baker neighborhood together in facilitated Town Meetings and other educational or informational forums to discover community needs and resources already present within Baker to meet these needs.
- Providing opportunities for Baker residents to regularly meet with their counterparts in other neighborhoods to share ways and means for solving common neighborhood problems.

Providing information about the Baker neighborhood and its residents to the City and County of Denver and its agencies and to other applicable local, state and federal agencies so that they may make more informed decisions on issues related to Baker.

Developing and maintaining links to other neighborhood, nonprofit and governmental organizations in an effort to remain aware of and involved in issues that affect Baker.

- Appointing representatives from BHNA to the Inter-Neighborhood Cooperation (INC), Metropolitan Denver Local Development Corporation (MDLDC), Sumner Neighborhood Association, Neighbors United Con Poder and others.

ARTICLE 3 MEMBERSHIP

Section 1: Membership is limited to the residents and owners of real property in the Baker Neighborhood as defined in these By-Laws.

Section 2: Any Baker resident or real property owner expressing interest in working on the objectives of BHNA may become a member.

ARTICLE 4 BOUNDARIES

Section 1: The Baker Historic Neighborhood Association will pursue its objectives within the following boundaries:

Northern Boundary – West 6th Avenue

Eastern Boundary – Lincoln Avenue

Southern Boundary – Mississippi Avenue

Western Boundary – South Platte River

Section 2: The boundaries shall be consistent with those boundaries given to the Baker Neighborhood by the Denver Office of Planning and Community Development.

ARTICLE 5 OFFICERS AND THEIR ELECTION

Section 1: The elected officers of the corporation shall be:

President

Vice President

Secretary

Treasurer

Section 2: Officers shall be elected annually at a general membership meeting to be held in May. Newly elected officers shall assume office at the conclusion of the May meeting.

Section 3: Officers shall serve for a term of one year. No officer shall be eligible for election to the same office for more than three consecutive years.

Section 4: No person may hold more than one office at the same time.

ARTICLE 6 OFFICERS' DUTIES

Section 1: The officers shall perform those duties assigned to them by the Colorado state law, the Articles of Incorporation, the board of directors, these Bylaws and by the parliamentary authority adopted by the corporation.

- The President shall preside at all meetings of the corporation and is an ex-officio member of all committees.
- The Vice President shall act as an aide to the President and shall perform the duties of the President in his or her absence or inability to serve.
- The Secretary shall keep an accurate record of all meetings of the corporation.
- The Treasurer shall keep an accurate record of all of the receipts and expenditures.

ARTICLE 7 THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall be composed of the Officers of the corporation plus three members elected at large by the general membership.

Section 2: The Board of Directors shall be responsible for the supervision of the affairs of the corporation between its business meetings, fixing the time and place of meetings, making recommendations to the corporation, and performing other duties as specified in these

Bylaws or the parliamentary authority. None of the Board's actions shall conflict with decisions made by the general membership.

Section 3: The Board of Directors shall have sole power, on behalf of the corporation, or any of its committees or sub-units, to incur indebtedness, solicit funding, make public statements, issue public writings and establish and maintain relations with other organizations or take any other actions deemed necessary to promote the objectives of BHNA.

Section 4: Meetings of the Board of Directors shall be called at the discretion of the President. There shall be at least six meetings of the Board of Directors called and convened between the annual general membership meetings.

Section 5: Any member of the Board of Directors missing three consecutive meetings without a valid excuse will be automatically removed from office.

Section 6: Special membership meetings may be called by the President, by a majority vote of the Board of Directors, or by the written request to the President by 25 members of BHNA. The President shall choose the time and place of the meeting and give at least seven days notice by posting on the BHNA website, by posting signs, and by other means commonly used for contacting BHNA members. The notice of any such special meeting shall state the specific purpose thereof, and no business shall be transacted at a special meeting except as stated in the notice. Any such meeting shall be held within fourteen (14) days after the majority vote of the Board of Directors or receipt by the President of the written request as described above. A quorum shall consist of the members present, with at least two officers present.

ARTICLE 8 COMMITTEES

Section 1: There shall be such committees as the Board of Directors shall create or shall be created by a simple majority vote of those members present and voting at any general membership meeting.

Section 2: Committees shall be of two classes, Standing Committees and Special Committees.

Section 3: Committees shall be constituted and operate as follows:

- Chairs and members of Standing committees (including representatives to other organizations) shall be appointed by the Board of Directors for a term of one year following the annual election meeting in May and shall be subject to confirmation by the general membership, except as otherwise provided in these Bylaws.
- Special Committees shall be appointed by the Board of Directors for a stated period to accomplish a specific purpose. If the Special Committee has not completed its work at the end of the stated period, the Board of Directors may extend its term.
- Committees of Standing and Special Committees shall submit to the Board of Directors reports of their activities, which shall include any recommendations to the Board of Directors considered necessary or advisable.

- No Committee member (or representative to another organization) shall incur expenses on behalf of the corporation except as authorized by the Board of Directors, nor shall any committee commit the corporation by any declaration of policy.

Standing Committees and their rules and purposes are as follows:

NEWSLETTER COMMITTEE:

Create and solicit articles, pictures and other news and features; publish and distribute newsletter.

NOMINATING COMMITTEE:

Provide a slate of officers and board of directors at the May meeting. Members of this committee may nominate themselves or have their own nomination submitted. Notice of the pending election shall be given to the general membership approximately one month prior to the May meeting. At the May meeting the committee will present the slate of candidates and ask for nominations from the floor.

YARD SALE COMMITTEE:

Organize and coordinate the “Baker Bargain Bonanza”, a sale held each summer to promote neighborhood goodwill and to fundraise for BHNA.

ZONING COMMITTEE:

Section 1: The Zoning Committee shall receive all applications and correspondence regarding zoning and land use including but not limited to:

Alley Vacations*

Special Use Permits

Requests for Variances

Zoning Changes

New building & development

Liquor Licensing*

Section 2: Investigate, review and evaluate these issues and

- Make recommendations to the general membership or the board.
- The zoning committee may take a public position if there is insufficient time to refer it to the membership or the board, or
- Take no position if threat is perceived as minimal or nonexistent.

- All actions of the zoning committee are to be reported at the next general membership meeting.

Section 3: All zoning issues are to be posted on the web and in the monthly newsletter and hand out notices door to door if necessary.

*Liquor license requests and alley vacations must always be placed before the board or the membership.

Section 4: The President shall be ex officio member of all committees.

ARTICLE 9 PARLIAMENTARY AUTHORITY

Section 1: The rules contained in the most current edition of Roberts Rules of Order shall govern the corporation when they are applicable and when they are not inconsistent with these Bylaws or special rules the corporation may adopt.

ARTICLE 10 ELECTIONS

Section 1: Officers shall be elected at the annual meeting and shall be elected by ballot.

Section 2: In the event that a vacancy occurs in any office or in the Board of Directors during any given year, it shall be filled for the unexpired term by a person elected by a majority vote of the general membership.

ARTICLE 11 MEETINGS

Section 1: There shall be at least six meetings of the general membership held per year, one of which shall be held in May and which shall be the annual meeting.

ARTICLE 12 AMENDMENTS

Section 1: These Bylaws may be amended at any regular meeting by two-thirds vote of the members present and voting at any general membership meeting, provided notice of the proposed amendments shall have been given at the previous meeting or in the BHNA newsletter one month prior to the next scheduled meeting.

ARTICLE 12 QUORUM

Section 1: A quorum shall be those members present at any general membership meeting.