

Ruby Hill Neighbors BY-LAWS

Article I. NAME

Section 1-1. Name: The name of this organization shall be the Ruby Hill Neighbors, referred to hereinafter as RHN.

Article II. PURPOSE

Section 2-1.

1. To foster a spirit of community by finding positive, supportive means to meet the human and social needs that exist among the residents and business of the neighborhood.
2. To preserve and enhance the character of our neighborhood by undertaking such activities as community-based planning to act as a guide in decisions made by the City and County of Denver, the Denver School Board and other institutions of the city.
3. To aid in promoting a sense of security for all residents of the neighborhood by developing methods for dealing with and combating crime.
4. To work with other organizations and the City and County of Denver in carrying out the aforementioned purposes, and to serve as a coordination center for community resident's concerns.

Article III. MEMBERSHIP

Section 3-1. Membership: There shall be three categories of membership:

Regular member shall be any person eighteen years or older, who rents or owns property in the RHN geographic area as defined below, and who has paid annual membership dues as required for the current fiscal year.

Organizational member shall be any club, church, business, educational institution, or other organization (except a neighborhood association registered with the City and County of Denver) located in the RHN area as defined below, which wishes to support RHN and has paid annual membership dues for the current fiscal year.

Senior member shall be any person sixty-five and over, who rents or owns property in the RHN geographic area as defined below, and who has paid annual

membership dues as required for the current fiscal year. All seniors living at one address shall pay one annual household dues; each senior is entitled to one vote.

Associate member shall be any person or organization wishing to support the activities of RHN, but does not live in or own property in the geographic area of RHN. Associate members shall pay annual membership dues and receive the RHN official communication.

Section 3-2. Voting Rights: Each regular and organizational member of RHN shall have one vote, and shall have full voting rights at all RHN General Membership meetings. Associate members shall not have voting rights. Organizational members shall have one vote exercisable by an individual it designates in writing to the secretary of RHN.

Except for the initial membership meeting, in order to be eligible to vote, a member shall have paid in full all membership dues at least 30 days prior to the date of any General Membership meeting.

Section 3-3. Dues: A schedule of dues shall be established by the Board.

Section 3-4. Geographic Boundaries: The geographic boundaries of the RHN area are defined as Mississippi Avenue on the north, Evans Avenue on the south, Platte River Drive on the east, and Federal Boulevard on the west; all in the City and County of Denver, Colorado.

Articles IV. BOARD OF DIRECTORS

Section 4-1. Powers: The management, control and government of this organization shall be vested in a Board of Directors. The Board of Directors shall preserve, protect, and promote the interests of the association and its members. The Board shall supervise all transactions and the conduct and the work of officers of this association.

Section 4-2. Membership: The board of Directors shall consist of those officers defined in Article V, and not more than five directors elected by the general membership. The five directors shall include at least one director from each of the four quadrants within the RHN geographic area. The quadrants shall be the areas created by dividing the neighborhood into four approximately equal parts. If there is no RHN member from a specific quadrant who is willing to serve on the Board, a director from another quadrant may be elected.

Section 4-3. Terms of Office: The term of office for Directors shall be for one year with the exception of the initial terms, which will be for one year and five months.

The terms will begin following the election. The officer in office will “term out” after three consecutive terms.

Section 4-4. Vacancies: Vacancies on the Board of Directors shall be filled by appointment by the Board from among voting membership for the completion of a term of office.

Section 4-5. Cause for Removal: Failure to attend three consecutive meetings of the Board of Directors during a term of office shall automatically remove any Director, and a vacancy shall be declared to exist, and be filled in accordance with these By-laws; except the Board may, at its discretion, waive the application of this requirement in an individual case.

Section 4-6. Quorum: A quorum of the Board of Directors shall be a majority of the Board. All actions of the Board shall be only by vote of those present or by a telephone poll as defined in Section 4-8 below.

Section 4-7 Fiscal Expenditures: The Board shall have the power to authorize expenditures up to \$250.00 for a single purpose on its own. Notification of a proposed expenditure of more than \$250.00 for a single purpose shall be given to the general membership in the RHN communication. At the next General Membership meeting, the expenditure may be authorized by a majority vote of the general membership (See Section 6-5). An emergency expenditure of more than \$250.00 for a single purpose may be made by the Board and reported to the general membership at the next General Membership meeting.

4-8 Direct Communication Polling: Direct Communication Polling may be used to obtain and record the preferences of Board members on an issue, if every reasonable method is used to notify each Board member, and responses are obtained from not less than majority of all Board members. A written log of those who respond shall be maintained by the secretary of all contacts and attempted contacts, and include date, time, telephone number, summary of discussion (if any) and votes (if any).

Article V. OFFICERS

Section 5-1. Offices, Duties and Eligibility: The officers of RHN shall be president, vice-president, recording secretary, membership secretary, treasurer, and Past president. No officer may hold more than one office at the same time. No officer or board member of any other neighborhood organization registered with the City and County of Denver shall be permitted to serve as an officer or board member of RHN. The officers shall perform the duties prescribed by these By-laws and by the parliamentary authority adopted by the association, and such other

duties as may from time to time be assigned by the Board or the president. There may be up to two representatives per position.

Section 5-2. Election of Officers: The officers of RHN shall be elected in accordance with Section 8-4, annually from the membership at the same time and in the same manner as the members of the Board of Directors are elected, at the annual Election meeting (see Section 6-2).

Section 5-3. President: The president shall be the principal executive officer. Subject to the control of the Board, he or she shall, in general, manage all of the business affairs of RHN. The president shall, when present, preside at all meetings of the membership and of the Board. The president shall perform all other duties as may be prescribed from time to time by the Board. The president shall be responsible for all correspondence.

Section 5-4. Vice-President: The vice-president shall be the liaison with the RHN community including the quadrant leaders. The vice-president shall act as an aide to the president. In the absence of the president, or in the event of the president's death, resignation, or inability or refusal to act, the vice-president shall have all the powers and be subject to all of the restrictions applicable to the president.

Section 5-5. Recording Secretary: The Recording Secretary shall keep minutes of the proceedings of the membership and of the Board, keep all documents and records pertaining to the operation and activities of RHN, including the direct communication polling log, and file all reports required pursuant to law. The Recording Secretary may use a recorder to take minutes of meetings.

Section 5-6. Membership Secretary: The Membership Secretary shall keep a current record of mailing addresses of each member. He or she shall also maintain a current list of all voting members, and be responsible for having the list available at General Membership meetings, for the purpose of verifying the eligibility of voting members. The list of eligible voters must be entrusted to another officer if the Membership Secretary is unable to attend a meeting where a vote of the membership shall be taken.

Section 5-7. Treasurer: The Treasurer shall take custody of all funds and other assets of RHN, open and maintain a bank account or accounts in the name of RHN, place all funds or other assets of RHN in such accounts as the Board may direct, disburse such funds or other assets as the Board directs, keep accurate and complete financial records of RHN, collect all monies due RHN, and pay routine bills and expenses of RHN with specific resolution of the Board (but subject to the ratification of the Board).

Section 5-8. Past President: The director-at-large duties are directed by the president to facilitate coordination with in the association

Article VI. MEETINGS

Section 6-1. General Membership Meetings: The monthly meetings of the members of RHN shall be held on the third Tuesday of each and every month unless otherwise notified. RHN shall receive reports of officers and committees, and for any other business properly before the membership.

Section meeting.

Section 6-2. Election Meeting: The November meeting shall be the annual election meeting.

Section 6-3. Notice: Notification of the meetings listed above shall be by written notice stating time, date, and place of meeting. Notice shall be given in the RHN communication.

Section 6-4. Special Meetings: Special meetings of the general membership for any purpose may be called by the president, and shall be called upon written or verbal request of five members of the Board or 20 voting members of RHN. Notification shall be by RHN communication, or by flyer received at least 24 hours in advance of the meeting.

Special meetings of the Board may be called by the president, and shall be called upon the written or verbal request of three members of the Board. Notification, which may be given verbally, shall be given at least 24 hours in advance of the meeting. Notification of special meetings shall contain time, date, place, and purpose. Only such subjects as are stated in the notice shall be considered.

Section 6-5. Quorum: A quorum at any General Membership meeting shall consist of 20 voting members, including the Board members.

Article VII. COMMITTEES

Section 7-1. Creation: The Board may create such committees as it deems appropriate to the purposes of RHN. Creation of any committee shall be announced at the next General Membership meeting and in the RHN communication.

Section 7-2. Chair: At the time of creation of a committee, the Board shall designate either a Chair or a convener of the committee. If necessary, the committee shall elect a chair from among its membership, subject to Board approval. The chair shall serve at the pleasure of the Board.

Section 7-3. Membership: Members of committees shall be those voting members of RHN who volunteer to serve on the committee, and any other persons appointed by the president or the Board to the committee.

Article VIII. ELECTIONS

Section 8-1. Eligibility for Nomination: After six months of active membership, any voting member of RHN is eligible for nomination as a candidate for election as an officer or member of the board of directors of RHN.

Section 8-2. Nominating Committee: The Board shall appoint a nominating committee of three members. The duties of the committee shall include:

1. Accept nominations
2. Contact and explain the duties of the office to each nominee, and make a ballot of those who accept
3. In the absence of a nominee for a position, the nominating committee shall make a nomination.
4. Report the list of nominees to the general membership.
5. This list shall, and a short biographical sketch may, be provided to the RHN area.

Section 8-3. Election judges: Election judges shall be appointed by the president. No nominee shall also be a judge. Duties include:

1. Distribute ballots to the general membership in attendance at the annual November election meeting, collect and tally the completed ballots.
2. See that the names of newly elected officers and directors are published in the next RHN communication.
3. Report election results to the president.

Section 8-4. Election: Two months prior to the annual November election meeting, nominations for officer and board members will be taken from the floor. One month prior to the annual November election meeting the nomination committee will report to the general membership those nominees who have accepted. A list shall, and a biographical sketch may, be published in the RHN communication. At the annual November election meeting all nominees will be introduced. Voting members will then be given ballots for the election. Balloting shall continue until

the officers and board members are elected by a majority vote. It is the responsibility of the incumbent President to announce the election results at the meeting. If the office is unopposed, a vote by applause may be used in place of a ballot.

Article IX. SPECIAL PROVISIONS

Section 9-1. Parliamentary Authority: The rules contained in the current *Robert's Rules of Order, Newly Revised* shall govern the conduct of the association. all cases to which they are applicable, and in which they are not inconsistent with articles of incorporation, if any, of the Association, these By-laws, any special rules of order the Association may adopt, any statutes applicable to the Association.

Section 9-2. Open Meetings: All meetings, including those of the Board and all committees, shall be open to the public.

Section 9-3. Voting: There shall be no proxy or absentee voting on any action taken at any meeting of RHN, including Board, General Membership and committee meetings.

Section 9-4. Inspection of Books and Records: All members of RHN or their duly authorized representatives shall be permitted to inspect all books and records, including minutes of all meetings and all votes taken, of RHN for any proper purpose at any reasonable time. Membership records shall, however be considered and held confidential, except insofar as limited disclosure is necessary to the ordinary business of the association.

Section 9-5. Compensation: No officer, Board member, committee chair or member shall receive any compensation from RHN for their services, except that the Board may by proper resolution, order reimbursement for any expenses incurred on behalf of RHN

Section 9-6 Reports to the Membership: Any public endorsements, actions or recommendations made on behalf of RHN by the Board, any officer, committee or agent of RHN shall be reported to the membership at the next General Meeting and in the newsletter if the action involves the name of RHN directly or indirectly. No action taken by RHN shall contain the name of any member without his or her consent.

Section 9-7. Checks, Drafts, Etc.: All checks, drafts and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of RHN

shall be signed by two officers of RHN, in such a manner as shall from time to time be determined by the Board.

Section 9-8. Fiscal Year: The fiscal year of RHN shall begin on the first day of January and end on the 31st day of December each year.

Section 9-9. Newsletter: A newsletter shall be established for the purpose of advising RHN members of meetings, actions and other news and shall be published on a schedule established by the Board and distributed to the general membership.

Article X. ADOPTION AND AMENDMENTS

Section 10-1. Adoption: These By-laws shall be adopted at an organizational meeting to be held for that purpose. Adoption of these By-laws requires the affirmative vote of two-thirds of those persons eligible to be regular or organizational members of RHN.

Section 10-2. Amendments of By-laws: These By-laws may be amended at any General Membership meeting by a two-thirds majority of those members present and voting, provided that the proposed amendments were published in the RHN communication together with the notice of the meeting.

Policy and Procedure Documents

PROCEDURES

Structure of the Board Meeting

6:30 – 8:30 p.m.

6:30	Call to Order
1 min	Welcome , acknowledgement guests. Ask for Timekeeper.
1 min	Establish Quorum of 7 – Roll call by Recording Secretary
2 min	Adopt minutes from previous meeting – Recording Secretary
2 min	Treasurer’s Report
30 – 64 min	New Business – Acknowledgements, Issues/Voting/Letters <ul style="list-style-type: none">• Speakers: 15 minute limit on specific topics as education for the Board• Agenda Assignment: Deadline: contact President by 15th of the month• Agenda Prepared and delivered by the Friday before the meeting
10 min	Old Business
22 min	Committee Reports – 4 minutes per committee
18 min	Around the Board <ul style="list-style-type: none">• Share/Information/Follow-up• “Your Agenda” – Express comments and proposals
8:30	Adjourn

Meeting Set-Up Suggestions

6:30 p.m.: Doors open

Prepare table and set chairs for General Membership facing table

Greeters (1 to 3 people from Membership Committee)

- Set Sign-up table outside Board Room
- Hand out information
- Instruct attendees

6:30 – 8:30 p.m.: Business meeting

8:30 p.m.: Start clean up

(Times are subject to change)

Meeting Suggestions

Default Date for Monthly Meetings

- Fourth Tuesday of the month, unless that day is a holiday
- The third Tuesday of the month when the Fourth Tuesday is a holiday
- Ask for a Parliamentarian from the General Membership to sit as timekeeper.
- Limit Speakers to 15 minutes (Focus topic)
- Hold Board Members and meeting to *Robert's Rules of Order*:
 - How to disagree and negotiate
 - Voting done alphabetically
- Minutes from previous meeting posted by the front door (or emailed) for General Membership to read (Recording Secretary)
- If a Board member misses a meeting it is his/her responsibility to call Information Tree collaborate and get information
- Agenda is distributed by the Friday prior to the meeting.
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Post-Meeting Suggestions

Everyone is invited to nearby restaurant after the meeting!

Minutes prepared within 1 week of the meeting and distributed no later than 5 days prior to the next meeting.

Overtime Meetings

If the allotted time for a presenter, issue discussion, or Board Member report expires, select from the following options:

Option 1: Vote to extend meeting to a specific time:

- "Yes" vote extends time longer than 2 hours
- "No" vote limits the meeting to 2 hours and speaker must stop

Option 2: A Member may yield their time to allow for the speaker/issue/discussion or the issue can be tabled until the next meeting.

Distribution System

- Prepare Information
- Distribute via email (to General Membership list) or snail mail (to Board Members only)

Telephone/Email Polling Procedure

This procedure is for important issues restricted by a deadline or because a quorum was not present to complete a vote.

Initiator Procedure

- Telephone / email entire Board with details of the issue
 - Include deadline for issue
 - Keep log of people spoken with
- Draft “Yes/No” proposal
- Turn in log and proposal to Recording Secretary
- Request Recording Secretary conduct poll

Recording Secretary Procedure

- Receives Poll request
- Telephones/Emails Board with “Yes/No” proposal
 - Confidential during poll
 - Logs all calls
 - Questions raised are referred to Initiator
- Vote results given to President and Initiator
- Logs information for Board minutes
- Starts Information Tree
- (If the Recording Secretary is absent/unable to conduct poll, Vice President conducts poll)

Correspondence Procedure

Rules:

President responsible for all correspondence (By-Law)

Default signers for President are Vice President, then Recording Secretary

Use of letterhead by Board Members/Committee Chairs

- Non-positional – Board approved project correspondence or research for project
- Thank you, Follow-up, Quotes, and Welcomes

Position Statements: must be approved by Board and signed by President

Telephone/Email received. If:

- Administrative – to President
- Neighborhood Problem – to Vice President
- Informative – use “Around the Board” time or distribute via Information Tree
- Problem – use “Response to Problems Procedure”

Telephone Call/Email initiated on behalf of RHN:

Use “Response to Problems Procedure”

Hardcopy received:

Option 1: Use “Around the Board” time.

Option 2: Copy and distribute to each Board Member, with 2 copies to the Recording Secretary

Hardcopy initiated on behalf of RHN:

Draft letter – use “Initiator Procedure”

- If approved by Board at meeting or via Poll:
- Formal letter generated
- No changes to approved letter other than grammar, verbiage, typographical, etc., or letter must be re-approved
- President signs/ copy to Recording Secretary

If disapproved by Board

- Initiator can re-propose once more with additional information
- If disapproved a second time – issue tabled for 1 year

Initiator Procedure

Option 1: Board Meeting

Issue Initiator:

- Asks President for time on agenda by 15th of month
- Distributes information to Board by the Friday prior to the meeting

President informs Initiator of assignment on agenda

Agenda – discussion, recommend course of action, vote

Option 2: Poll for emergency or important issues with deadline before next meeting

Issue Initiator:

- Telephones/emails Board Members (keeps contact log for minutes)
- Drafts “Yes/No” proposal (copy to Recording Secretary with log before vote)

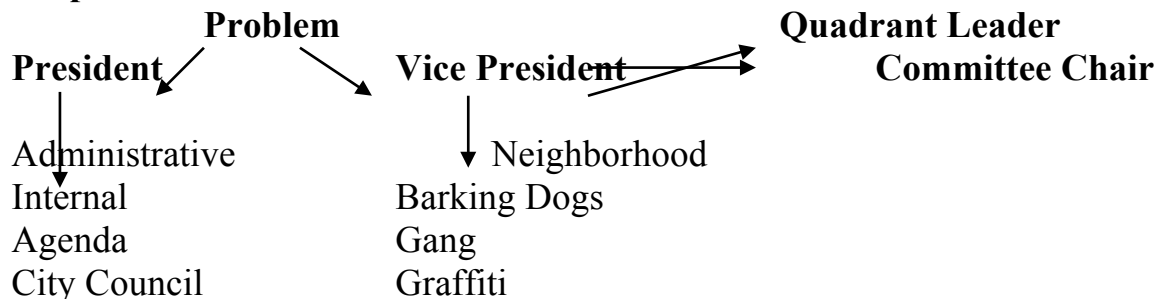
Recording Secretary conducts Poll

Information Tree distributes result

Default: Vice President conducts Poll if Recording Secretary is unavailable

ALL PARTICIPANTS MUST PROTECT DEADLINES

Response to Problems



Problem-Solving Procedure

Make Contact

Research and advise a course of action

Follow-Up

Become initiator

Use RHN procedures

Board vote

RHN involvement

Board Member Responsibilities

- To Neighborhood: Represent, inform, and troubleshoot
- Initiate to participate
- Commitment to RHN for term
- Use RHN Procedures and By Laws
- Be open-minded/considerate
- Negotiate and agree to disagree: opposite positions are not personal
- Respect for time frame of agenda – share your input in brief and concise manner
- Disclose personal business involvement or other conflict of interest
- Vote as an individual but with the good of the neighborhood in mind
- Support Board decisions: silence is important if you are against the voted majority position
- Differentiate between personal opinion and RHN position
- Look within neighborhood for resources and volunteers
- Keep membership list confidential (RHN use only)
- Ask for help before commitment/assignment date passes, if necessary

Officer Responsibilities

All:

- Assume responsibilities per By Laws
- Assume Board responsibilities
- Be Problem Solver pertaining to office held
- Delegate – ask for outside involvement/volunteers, but be responsible for follow-up
- Responsible for orderly transition of office (suggest meeting in December/January with new officer)

President

- Develop agenda
- Administrative Duties
- Sign all position correspondence
- Contact for City of Denver
- Contact for public information
- Delegates
Sign checks

Vice President

- Neighborhood Problem Solver
- Fill gaps
- Default correspondence signer for President
- Default signer for checks
- Default conductor of Telephone/Email Poll

- Chair Procedure Committee – By Laws, procedure

Recording Secretary

- Distribute meeting minutes for approval at meetings
- Keep all records
- Default signer for Vice President
- Default Board Meeting Chair

Membership Secretary

- Funnel all information – ex: membership
- Coordinate distribution of newsletter and flyers with Newsletter Editor
- Chair Membership Committee

Treasurer

- Provide Treasurer's Report at Board Meetings
- Maintain Non-Profit status
- Prepare proper reports, i.e., financial end-of-year
- Sign checks
- Chair Budget Committee

Committee Functions and Responsibilities

General per By Laws

- Created by Board
- Notification of Committee in newsletter and at General Membership Meeting
- Establish Chair
- Board elected
- Committee elected / Board approved
- Committee Members / Volunteers
- Must come from voting membership
- Appointed by President or Board

Responsibilities

- Assume all Board responsibilities
- Brainstorm with Committee and bring proposals/progress to Board
- Provide status report at Board Meetings (you or a representative)
- Use of letterhead
- Non-positional letters okay without Board approval
- Thank yous, Welcomes, Quotes, Follow ups
- Committees are self-directed – use independent action with Board approval and collaboration
- Non-Board Committee Chair has access to Membership lists
- Resource volunteers are welcome and considered consultants

Budget Procedure

Definition – Board-approved expenditures and planned expenses

Rules

- General per By Laws
- After budget approved, all extras approved by Board Meeting
- Telephone / Email Poll

Suggestions

- Establish Committee
- Establish Chair
- Recommend budget
- Research estimated expenses
- Recommend needed funds for, give goals to membership, advertising, and fundraisers