

BYLAWS
of
UPPER DOWNTOWN NEIGHBORHOOD ASSOCIATION
(UpDoNA)
Revised to include Amendment I and II

May 25, 2023

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TABLE OF CONTENTS

INTRODUCTION	7
ARTICLE I NAME PURPOSE OF THESE BYLAWS.	7
Section 1.1 Name	
Section 1.2 Purpose of These Bylaws	
ARTICLE 2 VISION MISSION PURPOSE.	7
Section 2.1 Vision	
Section 2.2 Mission	
Section 2.3 Purpose	
ARTICLE 3 MEMBERS AND VOTING BY MEMBERS	8
Section 3.1 Non-Business Memberships	
Section 3.2 Business Membership	
Section 3.3 Annual Renewal of Membership	
Section 3.4 Resignation	
Section 3.5 Transfer of Membership	
Section 3.6 Termination of Membership	
Section 3.7 Reinstatement	
Section 3.8 Voting Rights/Board of Directors Election	
Section 3.9 Acceptance of Bylaws	
ARTICLE 4 MEETINGS OF MEMBERS	9
Section 4.1 Annual Meeting	
Section 4.2 Special Meetings	
Section 4.3 Notice of Meeting	
Section 4.4 Place of Meetings	
Section 4.5 Quorum	
Section 4.6 Adjourned and Reconvened Meetings	
Section 4.7 Order of Business	
ARTICLE 5 BOARD OF DIRECTORS	10
Section 5.1 General Powers	
Section 5.2 Standard of Conduct for Directors and Officers	
Section 5.3 Number and Qualifications	
Section 5.4 Terms of Office of Board Members	
Section 5.5 Removal of Directors	
Section 5.6 Vacancies	
Section 5.7 Compensation	
Section 5.8 Conflict of Interest Policy, Procedures and Rules	
Section 5.9 Restriction on Conflicting Interest Transactions/Not Permitted Unless Conditions Met	
Section 5.10 No Loans to Directors	
Section 5.11 Disclosure of Conflicts	
Section 5.12 Quorum and Action after Disclosure	
Section 5.13 Supplement to Law	

Section 5.14	Definitions Related to Conflicts of Interest	
Section 5.15	Procedures Regarding the Election of Directors	
ARTICLE 6	MEETINGS OF THE BOARD OF DIRECTORS	14
Section 6.1	Location of Meetings and Open Meetings	
Section 6.2	Annual Meetings of the Board	
Section 6.3	Regular Meetings	
Section 6.4	Special Meetings	
Section 6.5	Notice of Board Meetings	
Section 6.6	Waiver of Notice	
Section 6.7	Quorum; Voting	
Section 6.8	Director Proxies	
Section 6.9	Action Without a Meeting	
Section 6.10	Resignation	
ARTICLE 7	POWERS AND DUTIES OF THE BOARD	16
Section 7.1	Enumeration of Powers and Duties	
Section 7.2	Duties Regarding 501(c)(3) Status	
ARTICLE 8	OFFICERS	18
Section 8.1	Officers	
Section 8.2	Election and Term of Office	
Section 8.3	Removal and Resignation	
Section 8.4	Vacancies	
Section 8.5	President	
Section 8.6	Vice President	
Section 8.7	Treasurer	
Section 8.8	Secretary	
Section 8.9	Duties Regarding Tax-Exempt Status	
ARTICLE 9	COMMITTEES	18
Section 9.1	Committees	
Section 9.2	Committee Chair	
Section 9.3	Term of Office of a Committee Chair	
Section 9.4	Vacancies	
Section 9.5	Quorum of Committees	
Section 9.6	Rules of Committees	
Section 9.7	Duties Regarding Tax-Exempt Status	
ARTICLE 10	CONTRACTS, CHECKS, DEPOSITS, AND FUNDS CHECKS	19
Section I 0.1	Contracts	
Section I 0.2	Checks, Drafts, Etc.	
Section I 0.3	Deposits	
Section I 0.4	Gifts	

ARTICLE 11	INDEMNIFICATION AND D&O INSURANCE	20
Section 11.1	Obligation to Indemnify	
Section 11.2	Payment in Advance of Final Disposition	
Section 11.3	Directors and Officers Insurance	
ARTICLE 12	MISCELLANEOUS	20
Section 12.1	Amendment	
Section 12.2	Electronic Communication	
Section 12.3	Fiscal Year	
Section 12.4	Waiver	
Section 12.5	Interpretation	
CERTIFICATION		21
APPENDIX	REVISIONS PAGE	22

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BYLAWS
of
UPPER DOWNTOWN NEIGHBORHOOD ASSOCIATION (UpDoNA)

INTRODUCTION

The Board of Directors of the Upper Downtown Neighborhood Association (UpDoNA) elected at the Founding Meeting held on December 6, 2021, adopt these Bylaws. The Founding Members present at the Founding Meeting directed the Board to adopt Bylaws and to commence the governance and operation of UpDoNA, consistent with the vision, mission and purposes described in the Founding Resolution. Article 2 of these Bylaws incorporate such vision, mission, and purposes. These Bylaws become effective upon adoption and all actions taken into the governance and operation of UpDoNA shall be made in a manner consistent with these Bylaws. The Board elected at the Founding Meeting (the Founding Board of Directors) are to serve until the election of a Board at the first Annual Meeting of Members to be held in 2022. Members of the Founding Board of the Directors, provided they are Members of UpDoNA in good standing at that Annual Meeting, are eligible to run, if nominated, for the Board seats elected at that Annual Meeting.

ARTICLE 1 NAME | PURPOSE of THESE BYLAWS

Section 1.1 NAME

The name of the organization is the Upper Downtown Neighborhood Association, also known as UpDoNA. UpDoNA was founded as an unincorporated association, and is organized as and will adhere to the requirements for a Registered Neighborhood Organization under Sections 12-9 I through 12-98 of the Denver Revised Municipal Code.

Section 1.2 PURPOSE OF THESE BYLAWS

To regulate and manage the affairs of UpDoNA.

ARTICLE 2 VISION | MISSION | PURPOSE

Section 2.1 VISION

Upper Downtown will be one of the most sought-after neighborhoods for residents, businesses, and tourists.

Section 2.2 MISSION

To advocate for common interests of residents, businesses and visitors with the intention of improving the experience of those who live, work and/or visit Upper Downtown..

Section 2.3 PURPOSE

- a) Work with neighbors, businesses, and city leadership to ensure the Upper Downtown neighborhood is a safe vibrant community.
- b) Reach out to individuals, organizations, and the city to identify problems and propose solutions.
- c) Keep residents and businesses apprised of any proposed actions of city agencies and departments affecting areas within our boundaries and present the RNO position on actions that are not in the best interest of the residents or businesses in our neighborhood.
- d) Encourage volunteerism.

- e) Promote community through social events.
- f) Identify common interests with other surrounding RNOs and develop strategic alliances with them to effect meaningful changes.
- g) To maintain its status as a tax-exempt entity under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 MEMBERS AND VOTING BY MEMBERS

Section 3.1 NON-BUSINESS MEMBERSHIPS.

- a) Individual Membership: Any person who pays the annual dues for Individual Membership is a Member for one calendar year.
- b) Dual Membership: Two persons living in the same household who pay the annual dues for Dual Membership are both Members for one calendar year.

Section 3.2 BUSINESS MEMBERSHIP.

Any entity or business that pays the annual dues for a Business Membership may designate up to two persons as Members for one calendar year.

Section 3.3 ANNUAL RENEWAL OF MEMBERSHIP.

Renewal on an annual basis is required to remain a Member for each calendar year.

Section 3.4 RESIGNATION.

UpDoNA is not liable to return or refund any dues or other charges in the event of a resignation of membership.

Section 3.5 TRANSFER OF MEMBERSHIP.

Membership in UpDoNA is not transferable or assignable.

Section 3.6 TERMINATION OF MEMBERSHIP.

The Board of Directors, by affirmative vote of majority of all the members of the Board, may suspend or expel a Member with or without cause.

Section 3.7 REINSTATEMENT.

Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of majority of the members of the Board, reinstate such former Member to membership, provided annual dues are paid and upon such terms as the Board of Directors may deem appropriate.

Section 3.8 VOTING RIGHTS/BOARD OF DIRECTORS ELECTION.

The election of Directors shall be held in connection with the annual meeting. The election shall be conducted by an independent election committee, of at least two members to be selected by the sitting Board of Directors no later than 60 days before the annual meeting. Members of the election committee cannot be current directors or nominees for the open director positions. See Section 5 for

procedures relating to the election of directors.

UpDoNA members do not vote on day-to-day issues. The affairs of UpDoNA are managed by the Board pursuant to Article 5. At its sole discretion, the Board may determine that a vote is necessary on a specific issue.

Section 3.9 ACCEPTANCE OF BYLAWS. By becoming or renewing members in UpDoNA, a member agrees to abide by these Bylaws.

ARTICLE 4 MEETINGS OF MEMBERS

Section 4.1 ANNUAL MEETING. An annual meeting of the Members is to be held during each calendar year, at such time, date, and place as determined by the Board. Failure to hold an annual meeting will not affect the validity of any action by the Association and will not be considered a forfeiture or dissolution of the Association. However, in the event that an annual meeting is not held, the Board shall adopt procedures for electing directors to fill vacancies. In such event, such election shall fall within the 60-day period ending on July 1 or as soon thereafter as reasonably possible if circumstances outside the control of the Board require a change to the date of the election.

Section 4.2 SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the members of the Board of Directors, or by the Secretary, upon receipt of a written petition signed by Members comprising at least 30% of the total membership.

Section 4.3 NOTICE OF MEETINGS.

- a) Written notice of each meeting of Members is to be given by, or at the direction of, the Secretary or person authorized to call the meeting by email or electronic notice at least five days before a special meeting or at least twenty-one days before the annual meeting to each Member.
- b) The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Meetings may be held physically or virtually as determined by the Board.
- c) No matters are to be heard or action adopted at a special meeting except as stated or allowed in the notice.
- d) Voting procedures shall be established by the Board of Directors.

Section 4.4 PLACE OF MEETINGS.

Member meetings may be held virtually and/or at such place as may be fixed by the Board of Directors and specified in the notice of the meeting.

Preferably, the location should be convenient to UpDoNA membership.

Section 4.5 QUORUM.

A quorum for any action constitutes the presence of 12 members or 10% of the Membership, whichever is greater. Once a quorum is established for a meeting, it is conclusively presumed to exist until the meeting is adjourned and will not need to be reestablished. If the required quorum is

not present, the Members who are present will have power to adjourn the meeting, to a later date, until such time a quorum is to be present.

Section 4.6 **ADJOURNED AND RECONVENED MEETINGS.**

Any membership meeting may be adjourned, to be reconvened at a later date or time, by vote of the Members holding a majority of the vote represented at the meeting, regardless of whether a quorum is present. Any business that could have been transacted properly at the original session of the meeting may be transacted at the reconvened session. No additional notice of such reconvened session is required if the original session is adjourned for a period not exceeding 10 days.

Section 4.7 **ORDER OF BUSINESS.** The Board of Directors may establish the order of business and prescribe reasonable rules for the conduct of all Member meetings. Failure to strictly follow Robert's Rules of Order will not invalidate any action taken at a meeting.

The Board of Directors shall provide a preliminary agenda to be included in the meeting notice. The final agenda shall be provided by the Board no later than 48 hours before the meeting.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 **GENERAL POWERS.**

- a) The affairs of UpDoNA are to be managed by its Board of Directors.
- b) All the rights, powers, duties and responsibilities relative to the management and control of UpDoNA's property and affairs are vested in the Board of Directors.
- c) These powers exist in the Directors as a group and not in individual Directors, except as delegated by the Board.
- d) The Board may require a periodic accounting of all funds disbursed by UpDoNA.

Section 5.2 **STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

- a) Directors have a duty to exercise reasonable care and prudence in the administration of the affairs of UpDoNA and are responsible to disburse the funds and property received by UpDoNA only for the purposes for which they were received.
- b) The Board of Directors and each individual director will use their best efforts at all times to make decisions that are consistent with the vision, mission, and purpose of the association and in accordance with these Bylaws.
- c) Each Director and Officer will perform their duties as a Director or Officer in good faith, in a manner the Director or Officer reasonably believes to be in UpDoNA's best interests, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- d) In the performance of their duties, a Director or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - i) one or more Officers or employees of the Association whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
 - ii) legal counsel, professional property manager, public accountant, or other persons as to

matters which the Director or Officer reasonably believes to be within such person's professional or expert competence;

iii) or a committee of the Association on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

- e) A Director or Officer is not considered to have taken an action in good faith if the Director or Officer has knowledge concerning the matter in question that would make it unreasonable to conclude that the action is consistent with the Rules of Conduct prescribed by this Section 5.2.
- f) A Director or Officer is not liable to the Association or its Members for any action the Director or Officer takes or omits to take as a Director or Officer if, in connection with the action or omission, the Director or Officer performs their duties in compliance with this section.
- g) A Director or Officer, regardless of title, is not deemed to be a trustee with respect to the Association or with respect to any property held or administered by the Association.
- h) The Board of Directors has the power and authority to adopt additional reasonable standards or rules of conduct for Directors and Officers which do not conflict with this section.

Section 5.3 NUMBER AND QUALIFICATIONS.

- a) The number of Directors shall be at least three and can be adjusted at the discretion of the Board.
- b) All Directors must be Members of UpDoNA.
- c) At the time of their election, Directors must reside within the geographical boundaries of UpDoNA, or own or lease residential or business property within those boundaries. The geographical boundaries are described at UpDoNA.org.
- d) If a Director's situation changes such that such Director no longer complies with the requirements of 5.3c (such as a move, sale, etc.), that Director may nevertheless continue to serve until the completion of their term.
- e) In the case where, through removal or resignation, the total number of Board members is less than three, the Board is to be considered properly constituted until the vacancies are filled.

Section 5.4 TERMS OF OFFICE OF BOARD MEMBERS.

- a) The terms of the Directors are to be staggered, which may be set by class.
- b) The terms of approximately 1/2 of the Directors will expire annually.
- c) A Director's term shall be two years except that term may be modified to comply with 5.4b at the discretion of the Board of Directors.
- d) A person may not serve as director for more than two (2) consecutive two-year terms or for more than 5 consecutive years (disregarding a fractional year that was included in a served term). However, the Board, in its sole discretion, may approve a person's candidacy that would otherwise cause that person to exceed this consecutive term limitation, in the event that there

are not a sufficient number of candidates to fill the vacant positions. Once at least two years have passed since a person last served as a director, such person may again run for a Board position.

Section 5.5 REMOVAL OF DIRECTORS.

One or more Directors may be removed by action of a majority of the Board, with or without cause.

Section 5.6 VACANCIES.

Vacancies on the Board caused by any reason (other than removal) may be filled by appointment by a majority vote of the remaining Board at any time after the occurrence of the vacancy, even though the Directors present at that meeting may constitute less than a quorum. Each person so appointed is to be a Director who will serve for the remainder of the unexpired term.

In the event of removal of one or more Directors, a successor is to be elected by the Members at the next annual meeting or at a special meeting called at the discretion of the Board of Directors, to serve for the unexpired term of the removed Director(s).

Section 5.7 COMPENSATION.

No Director will receive compensation for any services rendered as a Director to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of Association duties. Reasonable food and beverages purchased for Board meetings will not be considered compensation.

Section 5.8 CONFLICT OF INTEREST POLICY, PROCEDURES AND RULES.

- a) The following policy provisions and these procedures are to be followed when a Director has a conflict of interest ("Interested Director") to ensure proper disclosure of the conflict, and to ensure that no inappropriate benefit to a Director occurs.
- b) UpDoNA seeks to avoid the appearance of any actual private benefit to individuals who are in a position of substantial authority. Examples of private benefit include, but are not limited to the following:
- c) Paying an individual, who is in a position of authority, excessive compensation.
- d) Providing facilities, goods or services to an individual who is in a position of substantial authority unless the benefits are part of a reasonable compensation arrangement or they are available to the public on equal terms and conditions.

Section 5.9 RESTRICTION ON CONFLICTING INTEREST TRANSACTIONS/ NOT PERMITTED UNLESS CONDITIONS MET.

No conflicting interest transaction is permissible unless the action being considered meets the following requirements:

- a) The material facts as to the Interested Director's relationship or interest and as to the conflict of interest or conflicting interest transaction have been disclosed or are known to the Board;
- b) The Interested Director does not participate in the discussion or vote;
- c) The action does not serve the Interested Director's interest in an excessive manner and is not more favorable than would be available in the marketplace;

- d) the conflicting interest transaction is fair as to UpDoNA; or
- e) the conflict of interest is not of such a nature that it precludes the Interested Director from carrying out their duties to UpDoNA.

Section 5.10 NO LOANS TO DIRECTORS.

No loans will be made by UpDoNA to Directors or Officers. Any Director or Officer who assents to or participates in the making of such a loan will be personally liable to UpDoNA for the amount of the loan until repayment thereof.

Section 5.11 DISCLOSURE OF CONFLICTS.

- a) UpDoN A and its Board of Directors recognize that Directors, Officers, and committee members have diverse professional and financial interests. Because of these interests, the Board of Directors has adopted a policy whereby all Directors must disclose all circumstances and relationships which may unduly influence the way Directors carry out their responsibilities, or circumstances and relationships that may impair the independence or objectivity of the Director in discharging their duties to UpDoNA.
- b) Before a vote on any business item, each Director has the responsibility to declare whether they have any conflicts of interest in any matter affecting UpDoNA that has not previously been disclosed.
- c) In advance of entering into a conflicting interest transaction, the Interested Director is to declare at an open meeting of the Board that a contract, transaction or other financial relationship being contemplated or discussed by the Board may constitute a conflicting interest transaction with such Director, and the Interested Director is to describe in detail all of the particular facts of the conflicting interest transaction and the conflict of interest giving rise thereto.

Section 5.12 QUORUM AND ACTION AFTER DISCLOSURE

- a) After the Interested Director makes the declaration described above, the Interested Director may be counted as present for purposes of establishing a quorum of the Board.
- b) The Interested Director may not participate in a discussion of the matter giving rise to the conflict of interest or conflicting interest transaction.
- c) The Interested Director may not vote on the issue giving rise to the conflict of interest or the conflicting interest transaction.

Section 5.13 SUPPLEMENT TO LAW. The provisions of these sections on conflicts of interest in these Bylaws are in addition to and in supplement of the terms and provisions of IRS law and regulations and the law of the State of Colorado.

Section 5.14 DEFINITIONS RELATED TO CONFLICTS OF INTEREST.

- a) "Conflict of interest" means circumstances under which a Director may be unduly influenced in his or her decision-making process in favor of or against any particular action made or taken on behalf of UpDoNA or may objectively be seen as competing with the interests of UpDoNA.
- b) "Conflicting interest transaction" means any contract, transaction or other financial

relationship between UpDoNA and a Director, or between UpDoNA and a party related to a Director, or between UpDoNA and an entity of which a Director of UpDoNA is a Director or Officer or has a financial interest.

- c) "Party related to a Director" means a spouse, descendent, ancestor, sibling, spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, Officer or has a financial interest.

Section 5.15 PROCEDURES REGARDING THE ELECTION OF DIRECTORS

- a) The election of directors shall be conducted by an Election Committee, to be appointed by the Board within sufficient time for the actions necessary to conduct the election to be completed. The Election Committee shall conduct the election in a manner consistent with the election procedures adopted by the Board for such election.
- b) Except as specified by the Board in the election procedures, elections may be conducted in person or through electronic (or other remote) means, or a combination of methods. To the extent voting occurs in person, such voting shall be conducted at the annual meeting. Voting that is not in person shall be made within the period established by the Election Committee, such voting period ending no later than the date of the annual meeting (or the deadline set by the Election Committee, in the event that, pursuant to section 4.1, an annual meeting is not held).
- c) Vacancies are to be filled based on the candidates equaling the number of vacancies who have received the most votes. In the event of a tie among two or more candidates that exceed the number of vacancies to be filled, the tie shall be broken by a random selection procedure supervised by at least two (2) members of the election committee.
- d) The election results shall be communicated to the membership by the end of the next business day following the annual meeting (or substitute meeting, if applicable).
- e) If the Election Committee finds it needs to take action that is not specifically addressed in the election procedures, it may decide how to proceed.

ARTICLE 6 MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1 LOCATION OF MEETINGS AND OPEN MEETINGS.

All Board meetings are to be open to attendance by Members or their designated representatives, except attendance by Members or their designated representatives is not permitted during executive sessions of the Board. Meetings may also be held by conference call or electronic means.

Section 6.2 ANNUAL MEETINGS OF THE BOARD.

An annual meeting of the Directors is to be held as determined by the Board of Directors following the annual meeting of the Members, or soon after that meeting, for the purpose of electing Officers and for transaction of such other business as determined by the Board.

Section 6.3 REGULAR MEETINGS.

Regular Board meetings are to be held at such time, place and hour as may be fixed by the Board. The Board may set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings.

Section 6.4 SPECIAL MEETINGS.

Special Board meetings are to be held when called by the President or by any three Directors. If a notice for a special meeting demanded by three or more Directors is not given by the Board within 30 days after the date the written demand(s) is delivered to the Board, the Directors signing the demand(s) may set the time and place of the meeting and give notice, pursuant to the terms of these Bylaws. Only those matters contained in the notice of the special meeting may be discussed unless all Directors are present at the meeting and agree to waive the notice requirement for such other matters.

Section 6.5 NOTICE OF BOARD MEETINGS.

Except as provided above, written notice of each Board meeting is to be given by, or at the direction of, the Secretary or person authorized to call the meeting, by email, electronic means, personal delivery, or as allowed by state law, at least 3 days before the meeting. The notice will specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 6.6 WAIVER OF NOTICE.

A waiver of notice of any Board meeting, signed by a Director, whether before or after the meeting, is to be the equivalent to the giving of notice of the meeting to the Director. A Director's attendance at a meeting constitutes waiver of notice of the meeting except when the Director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6.7 QUORUM; VOTING.

- a) A majority of the Directors constitutes a quorum for the transaction of business unless there are three or fewer Directors, in which case all Directors must be present to constitute a quorum unless these Bylaws provide otherwise.
- b) One or more Directors who participate by means of telephone or electronic communication are to be deemed present for establishing a quorum and for voting, if all persons so participating can hear each other.
- c) The votes of a majority of the Directors present at a meeting at which a quorum is present will constitute a Board decision unless there are fewer than three Directors, in which case unanimity of the Directors is required to constitute a Board decision, or unless these Bylaws provide otherwise.
- d) If at any meeting there is to be less than a quorum present, a majority of those present may adjourn the meeting.

Section 6.8 DIRECTOR PROXIES.

To determine a quorum with respect to a particular issue and for the purposes of casting a vote for or against that issue, a Director may execute, in writing, a proxy to be held by another Director. The proxy is to specify a yes, no, or abstain vote on each particular issue for which the proxy was executed. Proxies which do not specify a yes, no, or abstain vote

will not be counted for the purpose of having a quorum present or as a vote on the particular issue before the Board. A Director who has received a proxy from another Director, must be provide that proxy to the President before the vote in question.

Section 6.9

ACTION WITHOUT A MEETING.

- a) The Directors have the right to take any action in the absence of a meeting which they could otherwise have taken at a meeting if a notice stating the action to be taken and the time by which a Director must respond is transmitted in writing to each Director and each Director, by the time stated in the notice:
 - i) votes in writing for such action; or
 - ii) votes in writing against such action or abstains, in writing, from voting; or
 - iii) fails to respond or vote and fails to demand that action not be taken without a meeting.
- b) The action is to be authorized if the number of Directors voting in favor of the action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all the Directors then in office were present and voted.
- c) An abstention is not a vote in favor or against an action.
- d) Any action taken under this section has the same effect as though taken at a Board meeting.
- e) All signed written instruments necessary for any action taken pursuant to this section are to be filed with the minutes of the Board meetings.

Section 6.10

RESIGNATION. Any Director may resign at any time by delivering a written resignation to the President. The acceptance of such a resignation is not necessary to make it effective.

ARTICLE 7 POWERS AND DUTIES OF THE BOARD

Section 7.1

ENUMERATION OF POWERS AND DUTIES.

- a) The Board may act in all instances on the Association's behalf.
- b) The Board has the powers and duties necessary for the administration of the Association's affairs, including but not limited to the following powers and duties:
 - i) exercise any other powers conferred by these Bylaws;
 - ii) appoint and remove Directors;
 - iii) adopt and amend budgets;
 - iv) adopt and amend rules, regulations and policies;
 - v) keep and maintain full and accurate books and records showing all of the Association's receipts, expenses, or disbursements;
 - vi) collect dues;
 - vii) employ independent contractors or employees as it deems necessary, and prescribe their duties;

- viii) make contracts, administer financial accounts and incur liabilities in the Association's name;
 - ix) provide for the indemnification of the Association's Directors and any person serving without compensation at the Association's request, and maintain professional liability insurance;
 - x) supervise all persons acting on the Association's behalf of and/or at the Association's discretion;
 - xi) procure and maintain insurance;
 - xii) appoint or dissolve committees as deemed appropriate; and
 - xiii) exercise for the Association all powers, duties, rights and obligations in or delegated to the Association.
- c) The Board is authorized to incorporate the Association without the approval of the Members.

Section 7.2 DUTIES REGARDING 501(c)(3) STATUS.

- a) The Board shall conduct itself in a manner that is consistent with maintaining the organization's status as a tax-exempt entity under section 501(c)(3) of the Internal Revenue Code ("501(c)(3) status").
- b) The Board shall not approve activities that it has determined would jeopardize the 501(c)(3) status of the organization. If it is unclear whether an activity would jeopardize such status, the Board will proceed as if the activity is prohibited until it can be determined that the activity is permissible.
- c) The Board shall not engage in political activity that is prohibited by applicable regulations and guidelines for 501(c)(3) organizations. This shall include, without inference as to whether other forms of political activity are permissible, the endorsement of a political candidate, and the use of member information or provision of a member mailing list for the purpose of endorsing a political candidate or to promote specific political agendas.
- d) This Section 7.2 shall not preclude the Board from working with elected officials to promote the purposes of the organization. Such activities shall not include, however, fundraising or other activities that are for the purpose of re-electing an incumbent or supporting the election of an opponent of an incumbent.

ARTICLE 8 OFFICERS

Section 8.1 Officers.

- a) The Officers of UpDoNA are to be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article.
- b) The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such Officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors.

- c) An Officer must be a Member but is not required to be a Board member.
- d) Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 8.2 ELECTION AND TERM OF OFFICE.

The Officers of UpDoNA are to be elected annually by the Board of Directors at the regular annual meeting or other meetings of the Board of Directors. If the election of Officers will not be held at such meeting, such election is to be held as soon as is convenient. New Officers may be appointed at any meeting of the Board of Directors. Each Officer will hold office until their successor has been duly elected and seated.

Section 8.3 REMOVAL AND RESIGNATION.

Any duly elected or appointed Officer may be removed by the Board of Directors whenever in its judgment the best interests of UpDoNA would be served. Any Officer may resign at any time by giving written notice to the Board, President or Secretary.

Section 8.4 VACANCIES.

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

Section 8.5 PRESIDENT.

The President is to be the principal Executive Officer of UpDoNA and will in general, supervise and control all of the business and affairs of UpDoNA. The President will preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other proper Officer of UpDoNA, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof is to be expressly delegated by the Board of Directors or by these Bylaws or by statutes to some other Officer of UpDoNA; and in general the President will 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.

Section 8.6 VICE PRESIDENT.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice President) the senior Vice President (seniority being based upon the order of their election) will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to their position by the President or by the Board of Directors.

Section 8.7 TREASURER.

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors determines. The Treasurer will have charge and custody of and be responsible for all funds and securities of UpDoNA, receive and give receipts for moneys due and payable to UpDoNA from any source whatsoever, and deposit all such moneys in the name of UpDoNA in such banks, trust companies or other depositories as are to be selected in accordance with these Bylaws, and in general perform all the duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

Section 8.8 SECRETARY.

The Secretary will keep the minutes of the meetings of UpDoNA and 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, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8.9 DUTIES REGARDING TAX-EXEMPT STATUS.

The duties imposed on Board members in Section 7.2 also shall apply to Officers.

ARTICLE 9 COMMITTEES.

Section 9.1 COMMITTEES.

- a) A committee has the authority to act in accordance with its charter as adopted by the Board of Directors.
- b) The charter may require that a committee have at least one Director or Officer.
- c) The charter for a committee shall not give such committee the authority to take any of the following actions:
 - i) amending, altering or repealing these Bylaws;
 - ii) electing, appointing or removing any member of any other committee, or any Director or Officer of UpDoNA;
 - iii) adopting a plan of merger or adopting a plan of consolidation with another Registered Neighborhood Organization;
 - iv) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of UpDoNA;
 - v) authorizing the voluntary dissolution of UpDoNA or revoking proceedings therefore;
 - vi) adopting a plan for the distribution of the assets of UpDoNA; or
 - vii) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it may not be amended, altered or repealed by such committee; or
 - viii) any other actions precluded in the charter.
- d) The designation and appointment of any such committee and the delegations thereto of authority does not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed by law.
- e) Any member of a committee may be removed by the President or the person or persons authorized to appoint such members whenever, in their judgment, the best interests of UpDoNA are to be served by such removal.

Section 9.2 COMMITTEE CHAIR.

In the charter, one member of each committee is to be designated chair.

- Section 9.3 **TERM OF OFFICE OF A COMMITTEE CHAIR.**
- The chair of a committee is to continue until the committee is terminated, the committee member resigns or is removed, or ceases to be a Member of UpDoNA.
- Section 9.4 **VACANCIES.**
- Vacancies in the membership of any committee may be filled in accordance with the charter.
- Section 9.5 **QUORUM OF COMMITTEES.**
- Unless otherwise provided in the charter establishing a committee, a majority of the whole committee constitutes a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present is to be the act of the committee.
- Section 9.6 **RULES OF COMMITTEES.**
- Each committee may adopt rules for its own government not inconsistent with these Bylaws, its charter, or with rules adopted by the Board of Directors.
- Section 9.7 **DUTIES REGARDING TAX-EXEMPT STATUS.**
- The duties imposed on Board members in Section 7.2 also shall apply to Committees and their members.
- ARTICLE 10 CONTRACTS, CHECKS, DEPOSITS AND FUNDS CHECKS**
- Section I 0.1 **CONTRACTS.**
- The Board of Directors may authorize any Officer or Officers, agent or agents of UpDoNA, 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 UpDoNA, and such authority may be general or confined to specific instances.
- Section I 0.2 **CHECKS, DRAFTS, ETC.**
- All checks, drafts and orders for the payment of money, notes or other evidences of indebtedness issued in the name of UpDoNA are to be signed by such Officer or Officers, agent or agents of UpDoNA and in such manner as will 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 are to be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of UpDoNA.
- Section I 0.3 **DEPOSITS.**
- All funds of UpDoNA are to be deposited from time to time to the credit of UpDoNA in such banks, trust companies or other depositories as the Board of Directors may select.
- Section I 0.4 **GIFTS.**
- The Board of Directors may accept on behalf of the Association any donation, contribution, gift, bequest or devise for general purposes or for any special purpose of UpDoNA. A Director may not accept gifts in a personal capacity that are related to the Director's position with the Association.

ARTICLE 11 INDEMNIFICATION AND D&O INSURANCE

Section I I. I OBLIGATION TO INDEMNIFY.

The Association will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative, by reason of the fact that the person is or was a Director or Officer of the Association, as allowed by state statutes. The Board of Directors may extend indemnification to any other person who acts on behalf of the Association, including a committee member, to the extent provided in a written indemnification agreement with such person. The Association's obligation to indemnify a person under this Section I I. I does not confer such obligation on any Director or Member, past or present, and does not continue if the Association liquidates, terminates or otherwise is no longer operational. In no event does an obligation to indemnify extend beyond the current available assets of the Association, and the Association is not permitted to levy any assessment against Members to cover an indemnification obligation.

Section 11.2 PAYMENT IN ADVANCE OF FINAL DISPOSITION.

The Association may pay for or reimburse the reasonable expenses as described above in advance of final disposition of the action, suit or proceeding, if allowed under state statutes.

Section 11.3 DIRECTORS AND OFFICERS INSURANCE.

The Association will purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors or Officer of the Association. Such insurance shall cover defense and liability expenses arising out of any action, suit or proceeding asserted against the person by virtue of the person's actions on behalf of the Association or at the direction of the Board, whether or not the Association would have the power to indemnify the person against liability under provisions of this Article. The Board in its discretion may acquire insurance as described in this Section 11.3 to cover any other person, including a committee member, who acts on behalf of the Association or at the direction of the Board, whether or not the Association would have the power to indemnify such person.

ARTICLE 12 MISCELLANEOUS

Section 12.1 AMENDMENT.

These Bylaws may be amended by an affirmative vote of at least two thirds of the members of the Board of Directors. That vote may be made in person, by email or other means at a regular or special meeting or as allowed under these Bylaws.

Section 12.2 ELECTRONIC COMMUNICATIONS.

- a) Whenever the Governing Documents require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.
- b) Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and
- c) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or
- d) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

Section 12.3 FISCAL YEAR.

The fiscal year is the calendar year and the Board has the right to, from time to time, change the fiscal year of the Association without the need to amend these Bylaws.

Section 12.4 WAIVER.

No restriction, condition, obligation or provision contained in these Bylaws is to be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 12.5 INTERPRETATION.

The provisions of these Bylaws are to be liberally construed to effect the purpose of ensuring that the Association will at all times be operated and maintained in a manner so as to optimize and maximize its enjoyment and utilization by each Member.

Section 12.6 PROTECTION OF INFORMATION.

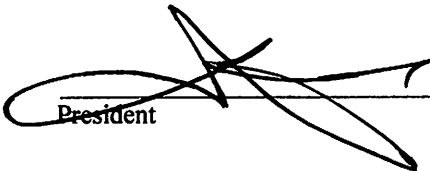
No Board member, Committee member, or any UpDoNA member shall utilize or exchange membership information obtained including, but not limited to, membership lists, email addresses, or phone numbers to provide information or to communicate or solicit a personal agenda with members in the community. This prohibition extends not only to information obtained both within UpDoNA, but also from such information obtained from outside sources that in any manner identifies whether the individual whose information is being obtained is a member of UpDoNA.

Section 12.7 LIMITATIONS ON REPRESENTATION OF UPDONA.

Prior to participating in a public or private event, such as town halls, testimony, panels, or forums, wherein a member will be representing UpDoNA, the member must notify the UpDoNA Board of Directors fourteen (14) days in advance. A meeting may, at the board's discretion, be required before participation in the event. This requirement set forth in this Section 12.07 shall be reflected in all charters for UpDoNA Committees as well as any other written directives from the Board to committees, members, or subsets of members.

CERTIFICATION.

I, the undersigned, certify that I am the President of UpDoNA and that the foregoing Bylaws constitute the Bylaws of UpDoNA, as duly adopted by a two-thirds majority of the Founding Board of Directors.



President

8/7/23

Date

APPENDIX: REVISIONS PAGE

Amendment I

- Established the requirement for and composition of an Election Committee (Section 3.8)
- Established the requirement to hold an annual election in the event the Annual Meeting is not held (Section 4.1)
- Established term limits for Directors (added Section 5.4d)
- Established procedures for the election of Directors, including allowance for electronic voting, allowance for voting outside of the Annual Meeting, established a tie-breaking process, established requirements for communication of election results, and provides some flexibility to the Election Committee (added Sections 5.15 a-e)

Amendment II

- Clearly states that the intention is to remain a 501(c)(3) organization under the Internal Revenue Code. (Section 2.3(g))
- Requires Members to comply with the Bylaws. (Section 3.9)
- Requires the Board to maintain the 501(c)(3) status and defines minimum standards of operations to do so. (Section 7.2)
- Requires Officers, Committees and committee members to comply with Section 7.2. (Sections 8.9 and 9.7)
- Protects the personal information of Members and limits what a Member can say or do without approval of the Board when the Member is representing UpDoNA. (Sections 12.6 and 12.7)