

# PLATT PARK PEOPLE’S ASSOCIATION (“3PA”) BYLAWS

## ARTICLE I: ORGANIZATION, PURPOSE AND MEMBERSHIP

**Section 1.1 – Name.** The name of this association shall be the Platt Park People’s Association, hereinafter referred to as “3PA” or the “Association.”

**Section 1.2 – Formation.** The Association is an unincorporated non-profit organization. 3PA is a Registered Neighborhood Organization (“RNO”) pursuant to Article III, § 12-91, Denver Revised Municipal Code.

### **Section 1.3 – Purposes.**

**1.3.1** To assist in the dissemination of information to Platt Park residents on issues of relevance to the neighborhood.

**1.3.2** To foster and build community among residents located within the neighborhood.

**1.3.3** To work with other RNOs in addressing concerns of the neighborhood and to serve as a coordinating center for Platt Park residents’ concerns.

**1.3.4** To assist, when requested, in the planning and development of guidelines for decisions made by the City and County of Denver, the State of Colorado or other such institutions and agencies whose overall programs directly affect and impact our community.

### **Section 1.4 – Membership.**

There shall be three classes of membership:

**1.4.1** *Residential Members* shall be any person eighteen years or older of any household who lives or owns residential property within the 3PA geographic area as defined in Article I, Section 1.5 and whose household has paid annual membership dues as required for the current year.

**1.4.2** *Organizational Members* shall be any church, business, institution or any other non-resident that owns property within the 3PA geographic area as defined in Article I, Section 1.5 which wishes to support 3PA and which has paid the annual membership dues as required for the current year.

**1.4.3** *Affiliates* shall be any person or organization wishing to support the Association but who does not live in or own property in the geographic area of 3PA and has paid the annual membership dues as required for the current year.

**Section 1.5 – Boundaries.** The geographic boundaries of 3PA area are defined as S. Broadway on the west, I-25 on the north, S. Downing Street on the east, and E. Evans Avenue on the south; all within the City and County of Denver.

**Section 1.6 – Political Statement.** 3PA is not and will not become a forum for political action or for the promotion or endorsement of any political party or candidate; however, upon request, candidates may be allowed to present at a 3PA meeting if the meeting agenda allows.

**ARTICLE II:  
GENERAL, ANNUAL AND SPECIAL MEETINGS**

**Section 2.1 – Purpose.** The purpose of meetings is to educate and obtain input from 3PA members and Platt Park residents on neighborhood issues and committee activities, and to assess emerging issues. All meetings are open to the general public.

**Section 2.2 – Annual Business Meeting.** The Annual Business Meeting of 3PA shall be held at such time and place as determined by the Board of Directors (the “Board”), for the purpose of electing the Board members, receiving reports of the Board and committees, and for any other business matters.

**Section 2.3 – General Meetings.** General Meetings of members shall be held as determined by the Board.

**Section 2.4 – Committee Meetings.** Committee Meetings may be held at the discretion of the committee chair, upon notification to the committee members.

**Section 2.5 – Special Meetings.** Special Meetings of the general membership for any purpose may be called by the President, by three (3) members of the Board, or by written petition of ten percent (10%) of the Association’s membership.

**Section 2.6 – Board Meetings.** The Board shall meet or communicate at any frequency determined necessary by the Board.

**Section 2.7 – Notice of Meetings.**

**2.7.1 – Annual Business Meeting.** Notification of the Annual Business Meeting shall state the time, date and place of the meeting, and be posted at least fifteen (15) days in advance. The best method for this communication shall be determined by the Board.

**2.7.2 – General Meeting.** Notification of a General Meeting shall state the time, date and place of the meeting, and be given in advance of such meeting. The best method for this communication shall be determined by the Board.

**2.7.3 – Special Meetings.** Notification of a Special Meeting may be given by verbal or electronic communication. However, notice shall be given at least twenty-four (24) hours in advance of the meeting. The best method for this communication shall be determined by the Board.

**2.7.4 – Board Meetings.** Notification of a Board Meeting shall state the time, date and place of the meeting, and be given in advance of such meeting. The best method for this communication shall be determined by the Board.

**ARTICLE III:  
VOTING, QUORUMS AND POLLING**

**Section 3.1 – Voting.** Voting may take place at either the Annual or any General Meeting. Each Residential Member shall have one vote, with a maximum of two (2) votes per household membership. A designated representative of each Organizational Member shall have one (1) vote. Affiliates shall not have any voting rights. Residential Members and Organizational Members are referred to collectively herein as the “Voting Members.”

**Section 3.2 – Quorum.** In order for a vote at any membership meeting to be binding on 3PA, a quorum shall be present. The quorum shall consist of at least three (3) Board members, plus nine (9) additional Voting Members.

**Section 3.3 – Polling.** Polling may be used by the Board or a committee to obtain and record the preferences of the general membership or a committee on an issue if reasonable methods are used to notify members of the Association or committee. Polling may be initiated by the Board or a committee. The best method for this communication shall be determined by the Board, and may include a log or summary of the information collected.

**Section 3.4 – Proxy/Absentee Voting.** There shall be no proxy or absentee voting by members on any action taken at a 3PA Annual Business Meeting or Special Meeting.

**ARTICLE IV:  
BOARD OF DIRECTORS**

**Section 4.1 – Powers.** The management, control and governance of this Association shall be vested in the Board and the Board 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 in regards to the performance of their assigned responsibilities.

**Section 4.2 – Membership.** The Board shall consist of those officers defined in Article V.

**4.2.1 – Number of Board Members.** The Board shall consist of not less than five (5), nor more than fifteen (15) individuals who are 3PA members and qualify as Voting Members. The Board shall determine the appropriate number of Board members each year, based upon the number of qualified available candidates and with input from the Nominating Committee, if such committee is operating at the time.

**Section 4.3 – Term of Office.** The term of office for the Board shall be from the time of the election of the new Board at the Annual Business Meeting until the next election at an Annual Business Meeting. Appointed members of the Board shall serve either to the end of the term of the office they are filling, or the expiration of their temporary office.

**4.3.1 – Length of Term.** Board members shall serve one-year terms.

**Section 4.4 – Vacancies.** Vacancies on the Board shall be filled by election by the Board from among the general 3PA membership who qualify as Voting Members for the completion of a

normal term of office. If a vacancy results in the Board consisting of fewer than five (5) members, the Board shall continue to operate while making reasonable efforts to fill such vacancy.

**Section 4.5 – Conduct.** Board Members shall conduct themselves in a manner consistent with Board votes and decisions that impact the community. Board members shall not speak publicly on behalf of 3PA on neighborhood issues or take action in a manner that contradicts Board decisions. Board members have the responsibility to represent the residents of Platt Park at large regardless of their personal opinions should they differ from the overall position of the Board on a given neighborhood issue.

**Section 4.6 – Cause for Removal.** A Board member’s failure to complete agreed upon tasks in a timely manner can be cause for removal by a majority vote of the other Board members. In addition, a Board member’s failure to comply with Section 4.5 shall be cause for removal by a majority vote of the other Board members. Failure to attend three (3) regular meetings of the Board in one (1) year over the course of a Board member’s current term shall automatically remove any Board member. A vacancy shall be declared to exist and shall be filled in accordance with these Bylaws, except that the Board may, at its discretion, waive the application of the attendance requirement in an individual case.

**Section 4.7 – Quorum.** A quorum of the Board shall be a simple majority (50% plus 1) of the Board. All actions of the Board shall be only by vote of those present or by prior electronic communication.

**Section 4.8 – Fiscal Expenditures.** The Board shall have the power to authorize expenditures up to \$1,000 over the total budgeted amount that was approved at the Annual Business Meeting. Any amount greater than \$1,000 shall be subject to general membership review. Notification of a proposed expenditure of more than \$1,000 above the total amount of the budget shall be given to the general membership for a vote at the next general meeting. An emergency expenditure, as determined by the Board, of more than \$1,000 may be made by the Board and reported to the general membership at the next general membership meeting.

## **ARTICLE V: OFFICERS**

**Section 5.1 – Offices, Duties and Eligibility.** The officers of 3PA shall be President, Vice-President, Secretary, and Treasurer. No officer may hold more than one office at the same time.

**5.1.1** No officer of any other Registered Neighborhood Organization or association shall be permitted to serve as an officer of 3PA.

**Section 5.2 – Election and Term.** The officers of 3PA shall be appointed by the Board at the first Board meeting following the Annual Business Meeting.

**5.2.1** Officers will serve a one-year term.

**Section 5.3 – President.** The President shall be the principal executive officer. Subject to the control of the Board and except for the duties set forth in Article V, Sections 5.4, 5.5 and 5.6,

which are the responsibility of the Vice-President, Secretary and Treasurer, the President shall, in general, manage all of the business and affairs of 3PA. The President shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board. The President shall:

**5.3.1** delegate who responds to and signs correspondence.

**5.3.2** delegate the Board member responsible for the Association's response to the City, business community, other organizations on behalf of the Association. The President shall poll Board members on the Association's positions regarding these matters.

**5.3.3** delegate the Board members (including himself/herself) to serve as the Association's two (2) Voting Members on Denver Inter Neighborhood Cooperation ("INC"), which is a voluntary, non-profit coalition of representatives from Denver's RNOs, city agencies and others that gather to promote responsible city change and growth.

**Section 5.4 – Vice-President.** In the absence of the President, or in the event of the President's death, resignation or inability or refusal to act (as determined by the Board), the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers and be subject to all the restrictions of the President.

**5.4.1** The Vice President will see that regular communication is maintained with the membership of 3PA and in general perform all duties incident to the office of Vice President and other duties as may from time to time be assigned by the President or the Board.

**Section 5.5 – Secretary.** The 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 3PA, and file all reports required pursuant to the City's governing RNO ordinance.

**5.5.1** The Secretary shall 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.

**5.5.2** The Secretary shall maintain all documentations and registrations to ensure the Association maintains its status as an RNO within the City of Denver, as a member of INC and an unincorporated non-profit organization within the State of Colorado.

**Section 5.6 – Treasurer.** The Treasurer shall be responsible for funds collected and to protect the general welfare of all assets of 3PA. Responsibilities include, but are not limited to, the following:

**5.6.1** Receive all membership dues and other assets of 3PA; open and maintain a bank account or accounts in the name of 3PA and place all funds or other assets of 3PA in such accounts as the Board may direct; disburse such funds or other assets as the Board directs.

**5.6.2** Collect all monies due and pay routine bills and expenses of 3PA, as set forth on the annual budget that was approved at the Annual Business Meeting, without specific resolution of the Board.

**5.6.3** Keep accurate and complete financial records for 3PA and report to the Board regularly and to the 3PA membership at the Annual Business Meeting.

**5.6.4** Treasurer shall prepare an annual budget to be approved at the Annual Business Meeting.

**5.6.5** An annual audit may be conducted by the Board.

**Section 5.7 – Board Members.** One Board member shall be a liaison of each committee and subcommittee of the Association, acting as a liaison between the Board and committee.

**Section 5.8 – Immediate Past President.** The immediate past President shall, if s/he meets the normal eligibility requirements for membership, automatically be on the Board for two (2) years following his/her last term of office.

## **ARTICLE VI: COMMITTEES**

**Section 6.1 – Creation.** The Board may create such committees as it deems appropriate to the stated purposes of 3PA. Creation of any committee shall be announced to the members.

**Section 6.2 – Chairperson.** The President shall appoint with the approval of the Board, a member as chairperson of the committee, who shall serve at the pleasure of the Board until replaced, resigned, or the termination of the committee.

**6.2.1** A committee chair shall establish the size of the committee (number of members), meeting times and places, notify the Board of the meeting, maintain records of proceedings and decisions of the committee, and perform or delegate all duties necessary for the operation of the committee.

**Section 6.3 – Membership.** Members of committees shall be those Voting Members of 3PA who volunteer to serve on the committee and any other Voting Members appointed by the President, the Board, or the chairperson of the committee, consistent with policies and procedures for that committee. One member of the Board shall participate on each committee and act as the Board liaison to that committee. Members of committees shall serve at the discretion of the chairperson of the committee and the Board.

**Section 6.4 – Types of Committees.** A committee may be a standing committee or a special (*ad hoc*) committee. A special committee shall be one which has a short term task and which disbands at the completion of that task.

## **ARTICLE VII: BOARD ELECTIONS**

**Section 7.1 – Eligibility for Nomination.** Any voting member of 3PA is eligible after three (3) months of membership for nomination as a candidate for election as a member of the Board of 3PA. Upon nomination, a current Board member is an eligible candidate for appointment as an officer after one (1) year of service on the Board unless the Board votes otherwise. This one (1)

year requirement may be waived in the sole and absolute discretion of the Board should an officer vacancy need to be filled.

## **Section 7.2 – Elections.**

**7.2.1 – Nominations.** Candidates may run for election based on nomination by a 3PA member or 3PA Board member prior to the Annual Business Meeting. The Board shall solicit nominations in a reasonable time prior to the Annual Business Meeting. The Board will report to the general membership those nominees who have agreed to stand for election.

**7.2.2 – Voting.** At the Annual Business Meeting all nominees may address the membership if they so desire. Voting Members may be given ballots by the election judges appointed by the President. No nominee shall also be a judge. The election judges shall collect and tally the completed ballots. Voting may also occur by roll call.

**7.2.3 – Miscellaneous.** The election judges shall, as soon as practicable, declare the election of those nominees with the majority of votes for each office and the Board. The election judges shall see that the names of all newly elected Board of Directors and officers are posted on the 3PA website as soon as practicable.

## **ARTICLE VIII: SPECIAL PROVISIONS**

**Section 8.1 – Parliamentary Authority.** The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the conduct of all meetings of 3PA.

**Section 8.2 – Open Meetings.** Upon request, all meetings of the Board shall be open to all members of 3PA as can be reasonably accommodated by the venue of such meeting and as considered appropriate by the Board.

**Section 8.3 – Inspection of Books and Records.** Members of 3PA shall be permitted to inspect all books and records, including minutes of all meetings and all votes taken of 3PA, if any such books and records exist and are easily attainable, for any proper purpose at any reasonable time upon reasonable advance request.

**Section 8.4 – Compensation.** No officer, Board member, or committee chairperson of 3PA shall receive any compensation from 3PA for their services; except that the Board may, by proper resolution, order reimbursement for any expenses incurred on behalf of 3PA.

**Section 8.5 – Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December each year.

**Section 8.6 – Dissolution.** Upon dissolution of 3PA, any assets remaining after all liabilities have been paid shall be transferred to one or more exempt organization of the kind described in section 501(c)(3) of the Internal Revenue Code, at the discretion of the Board.

**ARTICLE IX:  
ADOPTION AND AMENDMENTS**

**Section 9.1 – Adoption.** Bylaws shall be adopted by the Board, and submitted to a vote of the Voting Members. Adoption of Bylaws requires the affirmative vote of two-thirds (2/3) of those Voting Members present.

**Section 9.2 – Amendments of Bylaws.** Bylaws may be amended no more than once per year by a majority vote of the Board.