

MISSION STATEMENT AND BYLAWS OF

Sunnyside United Neighbors, Inc. (SUNI)
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A Colorado Nonprofit Corporation

Sunnyside United Neighbors, Inc. is a nonprofit volunteer organization composed of residents, businesses, schools, and churches that reside or are located within the boundaries of the Sunnyside neighborhood in Historic Northwest Denver.

Our intent is for a group of people of diverse cultural and socioeconomic backgrounds to join together in harmony, mutual respect and peace with the purpose of planning and building for the future, improving the present, and preserving and restoring the past of the Sunnyside neighborhood.

This association of neighbors strives to:

- Create and promote a positive image of the neighborhood
- Develop a strong sense of community within the neighborhood
- Take pride in and responsibility for our neighborhood
- Work harmoniously/cooperatively with adjacent neighborhood associations for mutual improvement of all Northwest Denver and the City of Denver as a whole.
- Encourage involvement and participation by as many residents as possible.

ARTICLE I. NAME AND BOUNDARIES

Section 1. Name.

The name of this Corporation shall be Sunnyside United Neighbors, Inc. hereinafter referred to as SUNI or the Corporation.

Section 2. Boundaries.

The SUNI area is defined as bounded by Interstate 70 to the north, Inca Street to the east, 38th Avenue to the south, and Federal Boulevard to the west.

ARTICLE II. MEMBERSHIP, DUES AND VOTING

Section 1. Regardless of the kind of membership, each of which is described below, only paid members are eligible to vote, and there will be only one (1) vote per individual.

Section 2. Membership.

Membership includes all persons eighteen (18) years of age and older who reside within the boundaries of the Corporation, one (1) representative of any business located within the boundaries of the Corporation, and friends of the Corporation as defined below. For

any form of membership, in order to be eligible to vote, membership fees must have been paid at least two (2) months prior to the day on which the vote is held. The exception is a renewing member whose fees have lapsed and may be paid at the time of voting.

a. Regularly Paid Membership:

Residents, property owners, and businesses that pay the dues at rates set by the Board of Directors, shall be entitled to all voting privileges on all issues and elections within the Corporation, are eligible to receive all newsletters, meeting agendas, meeting minutes, and miscellaneous information.

Residents and businesses that do not pay the annual dues shall have all of the above privileges with the exception of voting.

b. Associate Membership:

Clubs, churches, and other organizations within the area, which pay annual dues, as paid members are eligible for one (1) vote by a designated delegate and a single mailing as described above for the paid and non-paid regular members.

c. Friends of the Corporation:

All non-resident individuals, organizations, clubs and others that pay their annual membership dues are eligible to receive all membership mailings/notices by mail, are invited to attend and participate in all meetings. Friends of the Corporation are not eligible to vote within the Corporation.

Section 2. Dues.

Membership dues shall be determined by the Board of Directors. The fiscal year ends April 30 of each year. Dues for membership may be waived by consent of the Executive Committee.

Section 3. Transfer of Membership.

Membership of this Corporation is not transferable or assignable.

ARTICLE III. MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of this Corporation shall take place in April at a time and place designated in the notice of the meeting by the Board of Directors.

Section 2. Regular Membership Meetings.

Regular membership meetings of the Association shall be held at least six (6) times annually. At the Board's direction, a SUNI neighborhood/community sponsored event may take the place of a regular membership meeting.

Section 3. Special Membership Meetings.

Special membership meetings shall be called by the President upon the request of a majority of the Board of Directors or upon written petition of twenty-five (25). Members of

the Corporation not less than ten (10) days in advance of the scheduled date. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at the meeting.

Section 4. Notice of Meetings.

Notice of meeting shall be given prior to the meetings. The notice shall include date, time, and place. Whenever possible, announcement of Board of Directors and other committee meetings shall be made at the preceding membership meeting.

Section 5. Quorum.

A quorum at membership meetings shall be eleven (11) members.

Section 6. Open Meetings.

All meetings of the Board of Directors and other committees shall be open to anyone in the Sunnyside Community.

Section 7. Voting.

Each paid member of SUNI is entitled to one (1) vote on each matter submitted to a vote of the members as detailed under membership. Voting by proxy is not permitted.

Section 8. Public Policy.

SUNI positions on issues shall ordinarily be taken at membership meetings and shall be determined by a majority of the vote of those members present and voting. In the absence of a timely membership meeting, a quorum of the Board of Directors may take action on the basis of a majority vote. In that case, notification of action(s) taken shall be given at the next membership meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers.

The business of SUNI shall be managed by its Board of Directors, under the direction of the General Membership..

Section 2. Number and Qualifications.

The Board of Directors shall consist of a Director from each of SUNI's ten (10) sections (Section Representative), as well as seven (7) Officers. Some Officers may also be a Section Representative. The number of seats on the Board of Directors shall be between ten (10) and seventeen (17), depending on how many, if any, of the 7 officers also serve as one of the 10 section representatives. They shall be fully paid-up and voting members of SUNI as defined in Article II, Section 2 of these bylaws. A twenty (20) section division will be used for Newsletter distribution only. No member of the SUNI Board of Directors shall simultaneously serve on the Board of Directors, or other elected office of any neighborhood organization registered with the City and County of Denver unless this membership is approved by the SUNI Board of Directors.

Section 3. Election and Tenure.

The Section Representatives shall be elected at the Annual Meeting and shall hold office until the next Annual Meeting. Nominations shall be accepted two (2) months prior to, and at the time of the Annual Meeting. The intent of the organization is to have a Board

representation from all areas of Sunnyside. Therefore, the neighborhood has been divided into ten (10) sections and Section Representatives shall be residents of the sections they represent.

Section 4. Regular Meetings.

A regular meeting of the Board of Directors shall be held at least six (6) times annually upon notice by the President.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by the President or at the request of any seven (7) Directors. Notice of a special meeting must be given to Board Members at least ten (10) calendar days prior to that special meeting.

Section 6. Notice.

Notice of any meeting of the Board of Directors may be given to each Board member within due time. Any Board member may waive notice of any meeting.

Section 7. Emergency Board of Directors Action.

In the absence of a Board of Directors meeting, the Board of Directors may take action upon the individually given consent of a majority of its members. Such action may be within the general powers of the Board of Directors, and notification of action(s) taken shall be given to the next Board of Directors meeting when proper notice has been given.

Section 8. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9. Manner of Acting.

The act of a majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law by these bylaws.

Section 10. Vacancies.

Any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of the majority of the remaining Board members within two (2) months of the vacancy, and notification shall be given to the SUNI membership at the next membership meeting. A member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Whenever possible, vacancies shall be announced at the regular membership meeting immediately following their occurrence.

Section 11. Compensation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth at the beginning of these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of

or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 12. Attendance.

a. Failure by a member to attend two (2) successive meetings of the Board of Directors shall be cause for removal. When a member has missed two (2) successive meetings, the remaining members shall evaluate the cause(s) of the absences. Unless the evaluation indicates that the cause(s) is justified, a vacancy shall be declared to exist and filled in accordance with these bylaws. A director may attend a Board Meeting and vote by proxy. The proxy must be registered with the secretary or any officer 24 hours prior to the meeting.

b. (5-31-93) All Board Members must attend 75% of all the General Sessions and 75% of all Board Meetings. Attendance of less than 75% will be discussed by the Executive Committee at each Board Meeting and may result in removal from the Board. Input from all Board members is highly valued in conducting the business of Sunnyside and the intent is therefore, to have an active Board.

c. (5-31-93) A vote of Executive Committee members at the following Board Meeting will determine whether an absence from a General Session or Board Meeting is excused. Examples of excused absences are personal illness, family illness, vacations and unusual or unanticipated job requirements.

d. (5-31-93) Absent Section Representatives are asked to send a non-voting Alternator representative from their section if they cannot attend a meeting, and to have their Alternate inform them of the business of the meeting. The intent is to encourage succession planning, participation by a larger number of residents of each section and grooming of future Board Members.

e. Section Representatives are responsible for having SUNI newsletters and flyers distributed in their section -- by doing it themselves or by delegating it to others.

f. Section Representatives are responsible for developing membership in SUNI, particularly in their own sections, by any way they see fit. Some ideas include, but are not limited to: meeting people at SUNI meetings; welcoming new residents personally or by letter; helping members remember to renew their membership, or showing an interest in members who do not renew, and their reasons for not doing so; talking to their neighbors; or, finding one (1) or more volunteer(s) to do any or all of the above.

g. Section Representatives represent the interests, well-being and improvement of their section.

h. Any section with 25 or more member households may hold an election within three weeks prior to the SUNI Annual Meeting to elect their own Section Representative and Alternate. Each member household in the Section must be notified of the election two (2) weeks in advance and a minimum of two-thirds of the member households must be present in order to hold the election.

Section 13. Removal.

It is the duty of the Board of Directors members to carry out the purposes and activities of SUNI as stated in the Articles of Incorporation and these bylaws. Whenever any member fails to do so, he/she may be removed by a vote of a majority of the remaining Board of Directors members.

ARTICLE V. OFFICERS

Section 1. Number and Qualifications.

The officers of the Association shall be a President, a Vice-President, two (2) Secretaries, a Treasurer, a Historian and Inter-Neighborhood Liaison, each of whom shall be members of the Board of Directors. In addition to the qualifications listed in Article IV, Section 2, it is encouraged that Officers have previously served as a Section Representative or participated on a Committee for at least six (6) months, and have been a Member for the last six (6) months. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office

The officers of the Association shall be elected annually by the Section Representatives at the first Board meeting following the Annual Meeting. Nominations shall be accepted two (2) months prior to, and at the time of the Annual Meeting. Each officer shall hold office until a successor shall have been duly elected or until he/she shall resign or shall have been removed in the manner hereafter provided.

Section 3. Removal.

Any officer or member elected or appointed by the Board of Directors shall be removed by the affirmative vote of a majority of the Board of Directors whenever in its judgment the best interests of SUNI would be served thereby.

Section 4. Vacancies.

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

Section 5. President.

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the Corporation. He/she may sign, with the secretary or any other officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws to some other officer or agent of SUNI, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President

In the absence of the President, or in the event of his/her death or inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President, and may sign with the Secretary documents of the Corporation. He/she shall perform such other

duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 7. Secretaries.

This corporation shall have two (2) Secretaries. One is a Recording Secretary. The other is the General Secretary. The Secretary shall:

- (a) keep the minutes of the Board of Directors meetings in one (1) or more books provided for that purpose.
- (b) keep the minutes of membership meetings.
- (c) be the custodian of Corporation records and of the Seal of the Corporation if any.
- (d) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (e) sign with the President or Vice President any documents of the Corporation.
- (f) 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/her by the President or the Board of Directors.

Section 8. Treasurer.

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. He shall

- (a) have charge and custody of and be responsible for all funds and securities of SUNI, receive and give receipts for monies, dues and payable to SUNI from any source whatsoever, and deposit all such monies in the name of SUNI in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws.
- (b) in general perform all the duties assigned to him by the President or the Board of Directors.

Section 9. Historian.

The Historian is to:

- (a) within 60 days of election, propose goals to the Board along with a time line, for the term of office.
- (b) establish a committee to identify historic structures in Sunnyside.
- (c) work in cooperation with Historic Denver (HD) regarding issues that affect SUNI to make use of the HD membership provided by SUNI.
- (d) support preservation organizations and issues in North Denver, as approved by the Board.

Section 10. Liaison.

The purpose of this office is to assist SUNI in realizing the fourth point of its Mission Statement, i.e., "Work harmoniously/cooperatively with the adjacent neighborhood associations for mutual improvement of all Northwest Denver and the City of Denver as a whole."

The duties of the Liaison include outreach, beyond SUNI's borders, in a variety of ways. The liaison may call on others for information about or attendance of some meetings or events that the Liaison cannot attend.

Emphasis is placed on, but is not limited to, the following:

- (a) Contact with and support of neighborhood associations whose boundaries are contiguous to those of Sunnyside.
- (b) Contact with City officials and Departments, when appropriate.
- (c) Regular attendance of the INC., or arrangements for the Alternate to attend.
- (d) Receiving newsletters of neighborhood organizations and responding to issues/events of mutual concern.
- (e) People outside of North Denver do not know the boundaries of specific neighborhoods; hence, each of us, in image and action, reflects on the surrounding neighborhoods. To strengthen and support each other also strengthens our position politically with the City and beyond.
- (f) Open communication, relationships and establishing a history of working together will help to prevent rivalry for resources, political power and the like that can divide and destroy may positive endeavors. Our similarities far outnumber our differences.

Section 11. Salaries.

Officers of the Corporation shall serve without compensation, except as authorized by the Board of Directors for reimbursement of out-of-pocket expenses for Corporation activities.

ARTICLE VI. COMMITTEES

Section 1. Establishment.

The Board of Directors may establish such committees as it deems appropriate to the purposes of SUNI. Establishment of any committee shall be announced at the next membership meeting.

Section 2. Chairpersons.

Board members will appoint committee chairpersons or committees shall elect their chairpersons, as the Board so directs. Chairpersons may be paying members of SUNI and will be eligible to vote with the Board of Directors during their Chairmanship of the said committee. Their vote is equal to that of a director while chairing the committee. If a member of the Board chairs a committee, he/she is only entitled to one (1) vote as a director.

Section 3. Membership.

Members of committees shall be appointed by the President from those members of SUNI who volunteer to serve on the committees.

Section 4. Duties.

Each committee shall perform whatever duties are assigned to it by the Board of Directors.

Section 5. Termination.

The Board of Directors may dissolve a committee at any time that it may see fit.

ARTICLE VII. SPECIAL PROVISIONS

Section 1. Political Activity Prohibited.

No member, officer, or body of SUNI, purporting to act in the name of SUNI shall support or oppose any political party or candidate for public office.

Section 2. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised/or the guidelines of the Meeting Format, by Donald Aspromonte, shall govern SUNI in all cases in which they are not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Colorado.

Section 3. Inspection of Books and Records.

All members of SUNI or their duly authorized representatives shall be permitted to inspect all books and records of SUNI, including minutes of all meetings and all votes taken, for any proper purpose, at any reasonable time, as determined by the President.

Section 4. Contracts.

The Board of Directors may give written authorization to any officer or agent to enter into any contract or execute or deliver any instrument on behalf of SUNI, and such authority shall be confined to specific instances.

Section 5. Loans.

No loan shall be contracted on behalf of SUNI and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific circumstances.

Section 6. Deposits.

All funds of SUNI not otherwise employed shall be deposited from time to time to the credit of SUNI in such banks or depositories as the Board of Directors may elect.

Section 7. Conflict of Interests.

Any member of the Board of Directors who has a substantial economic interest which would be affected by his/her vote on an issue at a Board of Directors meeting, or who has a chosen relative or close economic associate whose interests would be so affected by said member's vote, shall declare himself to have a conflict of interest and shall be ineligible to vote on that issue at a Board of Directors meeting.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

No officer or director of the Corporation shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said officer or director performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his or her heirs and personal representatives who shall serve at any time hereafter as a director or officer of the Corporation from and against any all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such director or officer and shall reimburse each such director for legal and other expenses, up to an amount determined

by the Board of Directors, reasonably incurred in liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation laws of any state in which the Corporation transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contain restrict the right of the Corporation to indemnify or reimburse such person in any property case, even though not specifically herein provided for. The Corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing so to do in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office, and shall continue as to such person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 2. Insurance.

the Corporation may purchase and maintain insurance on behalf of any person who is, a director, officer, or employee of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this section or of the Colorado Nonprofit Corporation Act.

ARTICLE IX. AMENDMENT PROCEDURES

Section 1. Amendment Procedures.

These bylaws can be amended at an Board of Directors meeting provided there is a quorum in accordance with the provisions of these bylaws and the proposed amendment was announced at the immediately preceding membership meeting. A majority vote of the Board of Directors present and voting is necessary to approve the amendment.

ARTICLE X. ELECTIONS

Section 1. Nominations.

Any member of SUNI is eligible for nomination as a candidate for election to the Board of Directors.

Section 2. Nominations.

Any member of SUNI is eligible for nomination as a candidate for election to the Board of Directors including members of the nominating committee.

Section 3. Elections.

Members of the Board of Directors shall be elected at the annual business meeting of the general membership. Nominations from the floor shall be permitted. Thereafter, all nominees may address the membership if they so desire. Voting members present will then be given ballots by election judges appointed by the President. No nominee shall also be a judge. The election judges shall collect and tally the completed ballots. The election judges shall, as soon as practicable, declare the election of those nominees with the greatest number of votes. The election judges shall notify all SUNI members of the newly elected members of the Board of Directors as soon as possible.

Last amended by the Board of Directors on April 19, 1995 and November 19, 1997

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