

BYLAWS
OF
OLD SAN RAFAEL NEIGHBORHOOD ORGANIZATION, INC.

A NONPROFIT CORPORATION

As amended on July 9, 2019

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BYLAWS
OF
OLD SAN RAFAEL NEIGHBORHOOD ORGANIZATION, INC.,
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ARTICLE I
OFFICES

Section 1.1 PRINCIPAL OFFICES.

The principal office of the Old San Rafael Neighborhood Organization (OSRNO) in the State of Colorado shall be located in the City and County of Denver. The corporation may have such other offices, either within or outside of the State of Colorado as the Board of Directors¹ may designate, or as the business of the corporation may require from time to time.

Section 1.2 REGISTERED OFFICES.

The registered office of OSRNO, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

Section 2.1 MEMBERS.

Membership in OSRNO shall be open to all residents, property owners, businesses or other organizations located in the Old San Rafael neighborhood, Denver, Colorado, defined for purposes of this Section as the area between N. Washington St. and N Downing St. and between E. 20th Ave. and E. 26th Ave., Denver, Colorado 80205. All individual residents must be eighteen years old or older. Any business entity consisting of more than one individual shall be considered as one member. Each church in the neighborhood shall be considered as one member and shall be entitled to appoint a person to act on behalf of the church.

Section 2.2 ANNUAL MEETING.

The annual meeting of the members shall be held at such time on such day in May as shall be established by the board of directors, commencing with the year 1988, for the purpose of electing Officers, Directors, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the elections shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2.3 SPECIAL MEETINGS.

Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of 50 members.

Section 2.4 MEETING OF ALL MEMBERS.

If all of the members which are entitled to vote shall meet at any time and place, either within or outside the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

¹ All terms included herein are defined in Article XIV.

Section 2.5 VOTING AND ACTION.

Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. The affirmative vote of the majority of members present at the meeting and entitled to vote on the subject matter shall be the act of the members. All meetings of shareholders shall be conducted in accordance with the procedural rules set forth in the most recent edition of Roberts Rules of Order.

Section 2.6 VOTING BY BALLOT.

Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS.

The business and affairs of OSRNO shall be managed by its Board of Directors comprised of the Directors defined in Article 3 and the Officers defined in Article 4.

Section 3.2 PERFORMANCE OF DUTIES.

A Director of OSRNO shall perform his or her duties as a Director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of OSRNO, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (e) of this Section 3.2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a Director of OSRNO. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- a. One or more officers or employees of OSRNO whom the director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons professional or expert competence;
or
- c. A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the articles of incorporation or the bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 3.3 NUMBER, TENURE AND QUALIFICATIONS.

The number of voting Directors of OSRNO shall be thirteen (13) and shall thereafter be as determined by the Board of Directors. In addition, at the discretion of the Board of Directors, a Youth Delegate may be appointed by a majority vote of the Board of Directors for a term of one-year to hold a non-voting Director position. Each elected Director (except the Youth Delegate) shall hold office for a two-year term or until his or her successor shall have been elected by a majority vote of the members present at the annual meeting or appointed by the Board of Directors under Section 3.3, 3.11 or 3.12 of these Bylaws. Directors (other than Youth Delegate) shall not be held to any term limits given election by the Membership for each term.

If for any reason the Membership is unable to fill open positions on the Board of Directors at the annual meeting, the Board of Directors shall be authorized to fill open vacancies by appointment.

All appointed Directors shall serve on the Board of Directors until such time as they may be duly elected by the Membership during the next scheduled annual meeting after appointment.

The President or Vice President shall preside at all meetings of the Board of Directors.

Section 3.4 REGULAR MEETINGS.

The Board of Directors shall provide, by Resolution in the meeting minutes of its September Board meeting, the time and place, within the City of Denver, for the holding of regular meetings without other notice than such Resolution.

Section 3.5 SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.6 NOTICE.

Notice of any special meeting of the Board of Directors shall be given as follows:

- a. By mail to each Director at his or her business address at least three days prior to the meeting;
- b. By electronic mail to each Director 48 hours prior to the meeting;
- c. By direct telephone communication with each Director by the President 24 hours prior to the meeting; or
- d. By personal delivery or telegram at least 24 hours prior to the meeting to the business address or residence address of each Director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence of each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when sent. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a Director at any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 3.7 QUORUM.

Fifty percent (50%) of the number of Directors fixed by or pursuant to Section 3.3 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.8 MANNER OF ACTING.

Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Officers and Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any such acts shall be documented as a Resolution of the Board of Directors in meeting minutes by the Secretary or, in the absence of the Secretary, such other person acting on behalf of the Secretary. All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Roberts Rules of Order.

Section 3.9 INFORMAL ACTION BY DIRECTORS.

Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting with the consent in writing of the majority of Board members. A Resolution of such act taken shall be signed by all of the Officers and Directors or all

of the committee members entitled to vote with respect to the subject matter thereof at the next general meeting of the Board of Directors

Section 3.10 PARTICIPATION BY ELECTRONIC MEANS.

Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.11 VACANCIES.

Any vacancy occurring in the Board of Directors may be filled by appointment by the majority of the remaining Board of Directors. A Director appointed to fill a vacancy shall serve until his or her successor is appointed for the unexpired term of his or her predecessor in office.

Section 3.12 RESIGNATION.

Any Director of OSRNO may resign at any time by giving written notice to the President or the Secretary of OSRNO. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13 REMOVAL.

Any Director or Directors of OSRNO may be removed at any time, with or without cause, by a majority vote of the remaining Board of Directors.

Section 3.14 COMMITTEES.

By Resolution adopted by a majority of the Board of Directors, the Directors may designate two or more Directors to constitute a committee, any of which shall have such authority in the management of OSRNO as the Board of Directors shall designate.

Section 3.15 COMPENSATION.

Directors as such shall not receive any stated salaries for their services, but by Resolution of the Board of Directors a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Directors; but nothing herein shall preclude any Director from serving OSRNO in any other capacity and receiving compensation therefor.

Section 3.16 PRESUMPTION OF ASSENT.

A Director of OSRNO who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of OSRNO immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV
OFFICERS

Section 4.1 NUMBER.

The Officers of OSRNO shall be President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected by the Membership. Any two, or more offices may be held by the same person, except the offices of President and Secretary.

Section 4.2 ELECTION AND TERM OF OFFICE.

The Officers of OSRNO shall be elected at the annual meeting of the members of OSRNO, except for the initial President and Vice President who shall be elected by the initial Board of Directors. Each elected Officer shall hold office for a two-year term or until his or her successor shall have been elected by the Membership or appointed by the Board of Directors under Section 4.4 of these Bylaws. If the elections of Officers are not held at such annual meetings, such elections shall be held as soon thereafter as practicable.

Section 4.2.1 Election Cycle.

Elections for President and Treasurer shall be held in odd number years while elections for Vice President and Secretary shall be held in even number years.

Section 4.2.2 Pre-Qualification.

Any individual to be nominated by the Membership to serve as an Officer of OSRNO shall be currently serving as a Director of OSRNO and shall have held the position of Director for no less than one year.

Section 4.3 REMOVAL.

Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of OSRNO will be served thereby

Section 4.4 VACANCIES.

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

Section 4.5 PRESIDENT.

The President shall be the chief executive officer of OSRNO and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of OSRNO. He or she shall, preside at all meetings of the members and of the Board of Directors. He or she may sign, with any other proper officer of OSRNO thereunto authorized by the Board of Directors, 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 by these Bylaws to some other officer or agent of OSRNO, or shall be required by law to be otherwise signed or executed; and in general shall 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 4.6 VICE PRESIDENT.

The Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform 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 4.7 SECRETARY.

The Secretary shall:(a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of OSRNO and see that the seal of OSRNO is affixed to all documents the execution of which on behalf of OSRNO under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) 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. In the event the Secretary cannot attend a meeting of the Board of Directors or of the

Membership, the Secretary shall notify and request a stand-in secretary from the Board of Directors at least three (3) days prior to the meeting.

Section 4.8 TREASURER.

The Treasurer shall; (a) have charge and custody of and be responsible for all funds and securities of OSRNO; (b) receive and give receipts for moneys due and payable to OSRNO from any source whatsoever, and deposit all such moneys in the name of OSRNO in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and c) in general perform all of the duties incident to the office of Treasurer 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 4.9 SALARIES.

The officers shall serve without salary.

Section 4.10 LOANS TO OFFICE.

No loans shall be made by OSRNO to any officer or Director of OSRNO.

ARTICLE V
CONTRACTS. LOANS. CHECKS AND DEPOSITS

Section 5.1 CONTRACTS.

The Board of Directors may authorize any officer or, officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of OSRNO, and such authority may be general or confined to specific instances.

Section 5.2 LOANS.

No loans shall be contracted on behalf of OSRNO and no evidences of indebtedness shall be issued in its name unless authorized by a Resolution by majority vote of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of OSRNO shall be signed by such officer or officers, agent or agents of OSRNO and in such manner as shall from time to time be determined by Resolution of the Board of Directors.

Section 5.4 DEPOSITS.

All funds, of OSRNO not otherwise employed shall be deposited from time to time to the credit of OSRNO in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5.5 GIFTS.

The Board of Directors may accept on behalf of OSRNO any contribution, gift, bequest or devise for the general purposes of or for any special purposes of OSRNO.

ARTICLE VI
NONDISCRIMINATION

The Officers, Directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE VII
BOOKS AND RECORDS

OSRNO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of die Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of OSRNO shall end on the last day of April in each calendar year.

ARTICLE IX
CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of OSRNO and the state of incorporation and die words "CORPORATE SEAL."

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended and new Bylaws may be adopted by a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present.

ARTICLE XII
OTHER COMMITTEES

Other committees not having the authority of the Board of Directors in the management of OSRNO may be appointed in such manner as may be designated by a Resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such Resolution, members of each such committee shall be members of OSRNO, and the President or Board of Directors shall appoint the members thereof. Any member thereof may be removed by the Board of Directors whenever in their judgment the best interests of OSRNO shall be served by such removal.

ARTICLE XIII
EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article XIII shall be operative during any emergency in the conduct of the business of OSRNO resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaw's or in the Articles of Incorporation of OSRNO or in the Colorado Nonprofit Corporation Act. To the extent not inconsistent with the provisions of this Article, the Bylaw's provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

- a. A meeting of the Board of Directors may be called by any Officer or Director of OSRNO. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- b. At any such meeting of the Board of Directors, a quorum shall consist of the number of Directors in attendance at such meeting.
- c. The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.
- d. The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of OSRNO shall for any reason be rendered incapable of discharging their duties.
- e. No Officer, Director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.
- f. These Emergency Bylaws shall be subject to repeal or change by further 'action of the Board of Directors or by action of the members), but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XIV DEFINITIONS

1. "Board of Directors" means the duly elected and/or appointed Directors and Officers of OSRNO.
2. "Director" means and includes a member of the OSRNO duly elected or appointed pursuant to Sections 3.3 and 3.11 of these Bylaws.
3. "Membership" means the members of OSRNO within the boundaries outlined in Section 2.1 of these Bylaws.
4. "Officer" means and includes the President, Vice President, Treasurer and Secretary of the OSRNO, duly elected or appointed pursuant to Sections 4.2 and 4.4 of these Bylaws.
5. "OSRNO" is the Old San Rafael Neighborhood Organization, Inc.

6. "Resolution" means any and all decisions or determinations made by the Board of Directors by a majority vote pursuant to Sections 3.8 and 3.9 and documented in meeting minutes or by written consent and signature of all Board members.
7. "Youth Delegate" means an individual under the age of twenty-five (25) years old residing in, or attending school, participating in a business or a member of a Church within the boundaries of the Old San Rafael neighborhood set out in Section 2.1 of these Bylaws.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of thirteen (13) pages, including this page, constitute the Bylaws of the Old San Rafael Neighborhood Organization, Inc., adopted by the Board of Directors of OSRNO as of June 28, 1987, as amended on July 16, 2007, July 11, 2017 and July 9, 2019.

Secretary Kate Repko



Date: July 9, 2019