To: Bonita Green, INC President Dated: December 7, 2021

From: Philip Azar, Bylaws Committee Chair cc: Executive Committee

 Bylaws Committee

**Subject: Bylaws Revisions**

The main changes to the proposed bylaws involve the membership section. Currently, the requirements of a participating neighborhood are fairly strict. Among other things, the neighborhood must have “an ongoing, private, formal and representative organization [. . .] of at least 40 householders [. . .] accounting for at least 15% of the households in the area.”

The draft bylaws propose three avenues to becoming a member:

1. Neighborhood members do not need to be formally organized. Although neighborhood members need to be “ongoing,” “independent,” and “representative,” they do not need to represent a specific number or percentage of households and they do not need to be formally organized.
2. Groups of neighborhoods can pool resources and participate as a group. Participation in a group may not limit the ability of a neighborhood to participate as a neighborhood in its own right.
3. Nonprofits, especially those representing underrepresented neighborhood stakeholders.

All paths to membership require the member to apply and, although each member may appoint a delegate and an alternate to INC, there is only one vote per member. The delegates, when seated, form the Council of Delegates and function as the board of directors.

If the proposed changes are approved, all neighborhoods, including existing members, will need to reapply. That said, the proposed changes remove barriers to membership including those that have become burdensome to existing members. It is not expected that existing members will have any difficulty rejoining. Application will also allow members, new and old, to clearly identify their INC representatives.

Special thanks to all members of the bylaws committee (Bonita Green, Vannessa Evans, David Eklund, Tom Miller, and Will Wilson) and the Duke Community Law Clinic (especially their representative Kevin Zhang) without whom we would not have come so far as well as to the Executive Committee and INC delegates for their patience and attendance during updates.

**Background:** At the January 2021 meeting, INC passed a resolution forming a bylaws committee and charging the committee with reviewing the bylaws with the goals of greater neighborhood participation (in terms of numbers and diversity), more equitable stakeholder participation, and increased INC effectiveness and credibility. The committee was also to suggest changes to improve the bylaw conformity with INC practice as well as NC general statutes.

The committee met extensively and drew on the assistance of the Duke Community Law Clinic led by Andrew Foster and a law student acting under his supervision. Based on the meetings and input, the committee recommended a series of changes. Those changes, combined with confusing and inconsistent language in the current bylaws and changes in NC general statutes that the current bylaws did not reflect, it was also recommended to re-write the bylaws.

The proposed revised and restated bylaws were moved at the October meeting with two caveats: 1. That the final technical changes to the bylaws would be made and 2. that a memo would be prepared to INC delegates explaining the main changes so that those changes could be explained to participating neighborhoods and other stakeholders. This memo seeks to address the second requirement. I and other members of the bylaws committee are available to answer questions.