**Amended and Restated Bylaws of the**

**InterNeighborhood Council of Durham**

**Article I - Name, Purpose, and Type**

Section 1 – Name

The name of the corporation shall be the InterNeighborhood Council of Durham. For convenience, the name may be abbreviated as INC.

Section 2 - Purpose

 a. The purpose of the InterNeighborhood Council of Durham shall be to improve and maintain the quality, stability, and vitality of the neighborhoods of the City and County of Durham and to reflect the interests of Durham neighborhoods and residents in an inclusive, welcoming, and equitable manner. In no event, however, shall INC endorse political candidates or parties. Notwithstanding the immediately preceding limitation, INC shall have the right, power and authority to oppose or support legislative or administrative change in order to accomplish the organization’s purposes.

 b. To accomplish its purpose, INC shall, within its discretion and within the limits of its resources:

 1. research and take positions on issues affecting all residential neighborhoods and collect and disseminate information to stimulate awareness and interest in those issues;

 2. foster cooperation among existing neighborhood organizations and encourage the establishment of neighborhood organizations where none exist; and

 3. work with government officials and with other public and private organizations to accomplish its goals.

 4. accomplish every other needful thing consistent with its purpose within the requirements and limitations of applicable law, the corporation’s articles of incorporation, and the spirit of these bylaws.

Section 3 – Type

The InterNeighborhood Council of Durham shall be organized as a non-profit corporation under the provisions of Chapter 55A of North Carolina and Section 501(c)(4) of the United States Internal Revenue Code and any laws and codes adopted as the successors to said chapter and said code.

**Article II – Membership**

Section 1 – Eligibility for Membership

Neighborhood organizations, whether mandatory homeowner associations or voluntary associations, groupings of neighborhoods as provided herein, and certain other organizations may be eligible for membership in the InterNeighborhood Council of Durham.

 a. Neighborhood Organizations - An ongoing, independent, and representative organization the purpose of which is substantially consistent with that of INC which represents a defined and geographically identifiable residential neighborhood lying wholly or in part inside the City or County of Durham shall be eligible for membership in INC. A neighborhood organization shall not be disqualified from membership in INC because a portion of the geographic area it represents contains land uses which are not residential.

 b. Organizations Representing Groupings of Neighborhoods – An organization representing two or more neighborhoods together either on an on-going basis or to address a particular issue shall be eligible for membership in INC when the purpose of the organization representing the grouping is substantially consistent with the purpose of INC and when fewer than one-half of the neighborhoods represented by the organization are themselves members of INC. For the purpose of this paragraph, a neighborhood is a geographically defined and identifiable primarily residential area lying wholly or in part within the City or County of Durham. An organization a grouping of neighborhoods may not interfere with a participant neighborhood’s ability to cease participation, switch membership to another grouping, or apply for membership as a neighborhood organization.

 c. Other Organizations – A non-profit organization the purpose of which is substantially consistent with the purpose of INC shall be eligible for membership in INC if the nonprofit organization represents underrepresented neighborhood stakeholders.

Section 2 – Membership Application, Initial and Continuing Approval

 a. Application - Every organization seeking membership in the InterNeighborhood Council of Durham shall apply for membership in writing setting forth the organization’s eligibility for membership. The application shall identify delegates to INC as contemplated in Section 3 of this Article. The application shall be accompanied by the payment of dues for the year in which the application is made. The Secretary of INC may make a membership application form and require its use.

 b. Approval - Each application for membership in INC shall be approved or denied by the Council of Delegates. The decision of the Council of Delegates shall be final. Membership approval shall not be unreasonably withheld, however, the Council of Delegates may limit the number of members eligible as groupings or non-profit organizations. The Council of Delegates may delegate the authority to approve or deny applications for membership to the Secretary of INC, another officer, or to a committee. If the authority to approve or deny membership is delegated to an officer or a committee, the decision of the officer or committee to deny membership to any applicant may be appealed to the Council of Delegates. A decision on an appeal shall be made only after reasonable notice and an opportunity to be heard has been afforded to the applicant.

 c. Continuing Eligibility - The president of the InterNeighborhood Council of Durham may from time to time and within the exercise of reasonable discretion, require members to demonstrate their continuing eligibility by resubmitting their applications. Member organizations who fail to demonstrate their continuing eligibility may be dropped from membership in INC.

Section 3 Membership Rights and Duties

 a. There shall be one class of membership in the InterNeighborhood Council of Durham. The rights and duties of all members shall be equal.

 b. Dues - Every INC member shall pay dues annually as established by the Council of Delegates. Dues for each year shall become due on January 1 and shall be paid not later than April 1 in that year. A member who fails to pay dues by April 1 shall be placed on inactive status. A member inactive by reason of non-payment of dues may not vote at meetings of the Council of Delegates, but its delegates may attend and speak at meetings. A member shall be restored to active status upon payment of delinquent dues. A member inactive by reason of non-payment of dues shall be dropped from membership if delinquent dues are not paid by the end of the calendar year.

 c. Voting and Delegates – Every INC member shall be entitled to one vote in the Council of Delegates. Every member shall be entitled to appoint one delegate and one alternate delegate to the Council of Delegates. At meetings of the Council of Delegates, delegates and alternate delegates may speak. The delegate and the alternate delegate for each member shall decide which of them shall cast the member’s vote. Unless otherwise specifically stated in these bylaws, the words “delegate” and “delegates” shall mean either or both the delegate and alternate delegate of each member.

 d. Delegate Appointments - It shall be the responsibility of every member organization to inform the Secretary of the INC of the member’s delegates’ names, street addresses, telephone numbers, and e-mail addresses and to update that information in the event it should change. INC shall seat the delegates appointed by any member except as provided in Article \_\_ Conflicts of Interest.

 e. Attendance Required – Members shall attend meetings of the Council of Delegates. A member is counted absent when neither of its delegates attend a meeting of the council. When a member is absent from four consecutive meetings of the council in a row, the member shall be placed on inactive status. A member inactive by reason of a failure of attendance shall be restored to active status upon attendance of one or both of its delegates at a meeting of the Council of Delegates. A member shall be dropped from membership if attendance is not restored after one year on inactive status.

 e. Inactive Status - Inactive members shall not be counted in calculating a meeting quorum.

 f. Transfer of Membership - Memberships shall not be transferable.

 g. Termination, Expulsion, and Dissolution of Membership – Any member may resign from INC at any time by giving written notice to the Secretary of INC. Any member may be proposed to be suspended, terminated or expelled from INC for cause, as determined by a majority vote of the Council of Delegates, and in no event may a member be suspended, terminated or expelled from INC without cause. after a determination of cause by the Council of Delegates No member may be suspended, terminated or expelled from INC except upon the affirmative vote of seventy-five percent (75%) of the Council of Delegates. The decision of the Council of Delegates in any such matter shall be made in good faith and shall be final.

**Article III – Governance**

The InterNeighborhood Council of Durham shall be governed by a Council of Delegates and officers as provided herein.

Section 1 – Council of Delegates

The Council of Delegates shall be composed of two delegates, a delegate and an alternate delegate, from every member. The INC Council of Delegates shall have the authority of and, except as provided herein, shall be the equivalent of, a board of directors as contemplated in Chapter 55A of the North Carolina General Statues. As provided in Article II, Section 3.c of these Bylaws, notwithstanding the fact that the Council of Delegates is comprised of both a delegate and an alternate delegate from each member, each member only has one vote and shall be counted only once for the purpose of determining quorum. In the event that a delegate and an alternate delegate of any member both attend a meeting of the Council of Delegates, the delegate shall be empowered to act on behalf of the member and the alternate delegate may participate in the meeting, but shall not vote.

 a. Conduct of Business and Voting in the Council of Delegates - Unless otherwise provided, all business of the Council of Delegates shall be conducted by a simple majority of the members assembled at any meeting with a quorum being present, with each member having one vote. There shall be no absentee voting, voting by proxy, or voting by agreement.

 b. Powers of the Council of Delegates - The INC Council of Delegates shall have the authority to:

 1. create, charge, and dissolve committees:

 2. appoint, employ, or otherwise engage all persons or firms who provide services to INC;

 3. fill any vacancy occurring among the officers, except that the Vice-president shall

become President if the president becomes unable to fulfill the duties of the President as described herein;

 4. interpret the by-laws;

 5. amend the by-laws as provided herein;

 6. establish annual member dues and to levy dues according to a reasonable scale, but the rights of members shall not be reduced when dues are fixed according to a scale. Dues may be changed from time-to-time. The Council of Delegates may waive or delay payment of dues for any member upon demonstration of reasonable grounds;

 7. adopt a budget and membership fees, if any, and approve all expenditures;

 8. adopt by a vote of two-thirds vote of the members assembled at any meeting with a quorum being present, the official position or public policy of INC for all external dissemination or any general issue or matter affecting all neighborhoods;

 9. appoint a delegate or other person to represent INC on a commission, board, task force, study group, committee, or other such group. Such a representative will be required to attend a reasonable number of INC meetings during the time of the appointment so that an exchange of information is assured;

 10. establish agreements and alliances with other organizations;

 11. create special awards and the expend funds for appropriate tokens thereof;

 12. appoint a newsletter editor or communications manager to prepare and edit a newsletter or manage a website or other social media: and

 13. exercise any lawful power not specifically set forth herein which is reasonably necessary to affect the purposes of INC.

Section 2 – Officers

The officers of the InterNeighborhood Council of Durham shall include a President, a Vice-president, a Secretary, a Treasurer, and, as provided herein, an Immediate Past President. All officers of INC shall be delegates or alternate delegates.

 a. The President - The President shall preside at all meetings of the Council of Delegates and shall rule on any point of order or procedure. At meetings of the Council of Delegates the President or other presiding officer shall not be barred from making, debating, and voting on a motion as a delegate. The President shall be the official spokesperson of INC and shall execute its business as directed by the Council.

 b. The Vice-President - The Vice-president shall perform all duties as may be assigned by the President or the Council of Delegates. The Vice-president shall discharge all the duties of President in the event the President is unable to fulfill the responsibilities of the office.

 c. The Secretary – The Secretary shall be the official custodian of all records of INC, shall keep the minutes of all meetings, and shall also conduct the correspondence for the Council. The Secretary shall perform other duties as may be directed by the President or the Council of Delegates.

 d. The Treasurer – The Treasurer shall keep and account for all funds of INC. All funds shall be deposited and maintained in a bank account in the name of INC. Funds shall be

expended from the account only in a manner consistent with these by-laws and the direction of

the Council of Delegates. Disbursement of funds must be made by the Treasurer or the President. All monies received shall be immediately delivered to the Treasurer, who shall immediately give a receipt therefore. The Treasurer shall give periodic reports of all transactions and shall prepare financial statements as directed by the Council.

 e. The Immediate Past President – The Immediate Past President shall preside at meetings in the absence of the President and the Vice-president and shall perform all duties as may be assigned by the President or the Council of Delegates.

 f. Election and Terms of Office – The President, Vice-President, Secretary, and Treasurer of the InterNeighborhood Council of Durham shall be elected by the members at the annual meeting. Their terms of office shall be for one year beginning at the adjournment of the annual meeting at which they were elected and shall continue until the adjournment of the annual meeting following the meeting at which they were elected. The Immediate Past President shall serve only for the year. In any year during which the President is elected to a successive term, there shall be no Immediate Past President.

Section 3 – Executive Committee - In addition to such other committees as the Council may establish, there shall be an Executive Committee, composed of the President, who shall act as Chair, the Vice-president, the Secretary, the Treasurer, Newsletter Editor (or Communications Manager), two Delegates-at-Large elected by the Council and the Immediate Past President if there is one. The Executive Committee shall work with the President on strategic direction, potential speakers, and shall advise and guide the President as requested or appropriate without denying the ability of any delegate to provide input. If for any reason the Council of Delegates cannot take an action in a timely manner, the Executive Committee, may take the needed action which will be reported at the next meeting of the Council of Delegates. Executive Committee members who are not officers shall serve until the adjournment of the annual meeting following their appointment.

Section 4 – Other Committees – The Council of Delegates may create committees and appoint delegates and other persons to serve as chairs and committee members. When the council creates a committee, it shall charge the committee. INC committees shall not operate independently, but shall act within their charge and report to the Council of Delegates. The Council of Delegates may delegate the power to appoint a committee to the president. The Council may also delegate to committee chairs the power to appoint committee members. The Council of Delegates may dissolve a committee.

Section 5 – Attendance by Officers and Executive Committee Members - Officers and executive committee members shall regularly attend meetings. Any officer or executive committee member who accumulates three unexcused absences from meetings of the executive committee or three meetings of the Council of Delegates during the officer’s or executive committee member’s term of office shall forfeit the officer’s or member’s office and the office shall be deemed vacant. Further, any officer or executive committee member who accumulates six absences, excused or unexcused, from required meetings during the officer’s or executive committee member’s term of office shall forfeit the officer’s or member’s office and the office shall be deemed vacant. The Secretary shall keep attendance records for all meetings.

**Article IV – Meetings of the Council of Delegates**

Section 1 - Regular Meetings - The Council of Delegates shall meet at such times and places as may be necessary to accomplish the purposes for which INC is organized. The Council may establish a schedule of regular meetings of the council and change that schedule from time-to-time. The schedule shall be published to the membership in the form of written to the delegates and/or publication on the INC website if there is one. When notice of regular meetings is given this way, a brief statement of the business of the meeting shall be published to the members in writing not later than two days prior to the date of the meeting. The initial publication of a schedule of regular meetings of the Council of Delegates shall be made not later than five days preceding the first meeting on the schedule. In the event that the schedule is changed by the Council of Delegates, the new schedule shall be published not later than five days before the date of any meeting on the schedule that has been changed from the previous schedule.

Section 2 - Special Meetings - A special meeting of the Council of Delegates may be called by the President, or in the President’s absence by the Vice-president, for any purpose. Written notice of a special meeting shall be given to the delegates not later than five days before the date of the meeting by posting the meeting. The notice will include the date, time and place of the meeting and brief statement of the business to be accomplished.

Section 3 – Meetings by Petition of Members - A meeting of the Council of Delegates may be called upon the petition of the delegates of ten percent or more of the members entitle to vote at meetings. Petitions for meetings shall be in writing and shall be submitted to the Secretary who shall, without undue delay, set a time and place for the meeting and notify the delegates. The meeting shall be held not later than thirty days following the submission of the petition. The petition shall state the reason for the meeting and the action to be accomplished. The President may add business to the meeting’s agenda. The notice shall be given shall conform to the requirements for special meetings in Section 2 of this article.

Section 4 – Quorum - The lesser of the delegates of ten (10) members or a simple majority of active members shall constitute a quorum for the conduct of business at a meeting of the Council of Delegates; provided, however, in no event shall quorum be established if the number of delegates of members present constitutes less than one-third of the total number of delegates of all member then in office.

Section 5 – Publication of Meeting Notices - Publication of notices shall be made on the INC website, via first class mail to the delegates, or via e-mail.

**Article V – Meetings of the Executive Committee** **and Other Committees**–

The Executive Committee and other committees of INC shall meet at such times as may be necessary to accomplish their business. The President shall have the authority to call meetings of the Executive Committee. The chairs of other committees shall have the authority to call the meetings of their committees. Notice of all committee meetings shall be given to committee members not later than two days prior to the date of the meeting and shall include the date, place, and time of the meeting, and a brief description of the business to be accomplished at the meeting. Notice may be given via first class mail to the members, or via e-mail, or by any means acceptable to the committee members by prior agreement. At committee meetings, a quorum shall consist of one half of the number of committee members. Committee business shall be accomplished by a majority vote of the members at a meeting a quorum being present. In the event that a member of the Executive Committee is no longer associated with a

Member (e.g. moves out of any member neighborhood), the Executive Committee member is expected to serve out their term.

**Article VI – Meetings of the Membership**

Section 1 – The Membership Shall Act Through its Delegates

The membership shall act only through its delegates at meetings of the Council of Delegates.

Section 2 – Annual Meeting

Every year during the month of September, the President shall call a meeting of the Council of Delegates which shall be the annual membership meeting of the InterNeighborhood Council of Durham. At the annual meeting, the Council of Delegates, in addition to other business, shall elect qualified persons to hold the offices of President, Vice President, Secretary, Treasurer, and two (2) Delegates-at-Large for the coming year. Also, the President shall report to the delegates on the past year's business and the condition of INC. The Treasurer shall report on the finances of INC including income, disbursements, and reserves.

**Article VII – Place, Manner, and Procedure of Meetings –**

Section 1 – Place and Manner of Meetings – Meetings of the Council of Delegates and committees of the InterNeighborhood Council of Durham shall be held in-person at an accessible venue of suitable size located in the City or County of Durham. In-person meetings are preferred, but telephonic, e-mail, and virtual meetings shall be allowed when, in the discretion of the President they are reasonably necessary and can be practically organized.

Section 2 – Meetings Not Open to the Public – Meetings of the Council of Delegates and committees of the InterNeighborhood Council of Durham shall not be open to the public except upon the invitation of the Council or committee.

Section 3 - Rules of Procedure – The procedure at every meeting of the InterNeighborhood Council of Durham or its committees shall be governed by the presiding officer in a manner consistent with these by-laws, North Carolina law, and general principles of fairness, courtesy, and the orderly dispatch of business. Items of business upon which a vote shall be taken shall be made upon a plainly stated motion. If rules of procedure become necessary, the Council of Delegates may adopt any reasonable rules of order consistent with these bylaws, which are suitable to govern the business of deliberative bodies.

**Article VIII - No Compensation**

Officers, delegates, and other persons elected or appointed to serve the InterNeighborhood Council of Durham shall serve without compensation, except that reasonable

reimbursement for authorized expenses incurred in furtherance of INC’s business shall be allowed. This provision shall not prohibit INC from compensating an independent contractor or professional for services duly authorized and rendered.

**Article IX – Indemnification**

The InterNeighborhood Council shall indemnify its officers and delegates to the

extent required or permitted by Part 5 of Article 8 of Chapter 55A of the

General Statues of North Carolina as from time to time amended, and such officers and

delegates shall be deemed to have relied upon these bylaws.

**Article X - Conflicts of Interest**

## A member, delegate or alternate delegate shall inform the Secretary of INC of any direct or indirect conflict of interest which the member, delegate or alternate delegate has with regard to any transaction contemplated by INC or the Council of Delegates (a “Conflict of Interest”). A Conflict of Interest shall exist in any action including, but not be limited to, actions concerning a transaction:

#### in which the member, delegate or alternate delegate has a material financial interest, or

#### in which the member, delegate or alternate delegate is presently serving as a director, trustee, officer or general partner of another party.

Pursuant to the provisions of Section 55A-8-31 of the General Statutes of North Carolina, the delegate or alternate delegate may participate in the discussion but may not vote on the transaction and when a delegate or alternate delegate does not vote because of a Conflict of Interest, the act of the majority of the dlegates voting shall be the act of the Council of Delegates if a quorum is present at the meeting.

**Article XI -Fiscal Year**

INC’s fiscal year shall end each December 31..

**Article XII - Interpretation**

These bylaws shall not be interpreted to conflict with applicable laws or Section 501(c)(4) of the United States Internal Revenue Code.

**Article XIII - Amendments**

The by-laws of the InterNeighborhood Council of Durham may be amended by an affirmative vote of two-thirds of the delegates present and voting at a meeting of the Council of Delegates. No substantive amendment of the by-laws shall be adopted at any meeting unless the substance of the amendment was contained in the notice for the meeting. Unless specifically required by action of the Council of Delegates, members shall have no right to vote on any amendment of the by-laws of INC.

(Amended July 1997, September 2002, May 2006, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2022)