

MEMORANDUM

To: INC Membership

From: INC Board

Date: October ___, 2021

Re: Proposed Revised INC Bylaws for a Vote of Membership at _____, 202__ Meeting

Attached with this Memorandum are the updated INC bylaws and, for reference, the current Amended and Restated Articles of Inter-Neighborhood Cooperation Incorporated (“INC”). A cumulative tracked changes version (comparing the final draft version to the original on-line version of the bylaws) is also attached for your reference. However, due to format changes and substantive changes, the tracked changes version is difficult to follow. Accordingly, this memorandum is intended to highlight the major changes being proposed for a vote of membership on _____, 2021.

A. Process: By way of introduction of the process, a Bylaws Committee was formed in March 2021 the committee confirmation of Loretta Koehler at the INC regular meeting in April. The committee convened by Zoom meetings and email comments were given and received to the various drafts that were distributed. The comments received regarding INC and its ongoing operations and mission were discussed at length with the goal of revising the bylaws to best meet the mission of INC while including specific changes to make INC more inclusive, make INC’s operational processes clearer and include current best practices. With few exceptions, consensus was reached on all substantive issues in the revised bylaws draft by the committee members. The draft Bylaws were then referred to the INC Executive Committee and further changes were made by the committee following receipt of comments and suggestions. The resulting draft is what is now being referred to membership for a vote with the full approval of the committee and the INC Board.

B. Concerns Identified: The committee was tasked to revise the bylaws in order to address issues of concern, the most important of which was to make sure that INC was adopting a formal diversity, equity and inclusion position that would assist in guiding the organization to implement these as core values of the organization. Additional concerns had been expressed regarding how the organization had heard member Registered Neighborhood Organizations (“RNOs”) express consternation about how INC was (or was not) addressing issues in a manner consistent with their own positions on issues. In some cases this may have resulted in member RNOs leaving INC. This perception, regardless of accuracy, is one that the bylaws committee considered extensively.

Specific changes were discussed and considered to bring INC in line with the stated mission of the organization and its purpose as stated in the Articles of Incorporation while making the processes clearer and more predictable, especially in connection with official

positions on City topics being taken by INC. In addition, it was perceived that member RNOs and their delegates were not stepping up in INC leadership or committee involvement and one committee focus was to make operational processes clearer in order to encourage more RNO engagement and involvement. It was acknowledged that INC will meet the mission of the organization only if RNOs are fully engaged.

C. Summary of Material Changes: The following are the most material changes in the revised bylaws:

1. DEI. An express DEI statement was added as a core value of INC. A formal DEI policy (which can include DEI audit, articulation of expectations/process etc.) will be adopted to implement this core value statement. This DEI policy will be formulated by either the INC board (the “Board”) or a DEI committee formed for that purpose and then the final recommended implementation DEI policy will be presented to the membership for a vote.
2. Purpose Clarification; Democratic Process. The provisions regarding the purpose of INC were revisited and clarified consistent with the Articles of Incorporation. It was acknowledged that some members have been upset that INC took too many (or not enough) positions not consistent with their respective RNO leanings. The actual purpose of INC, to promote an education and information process that serves RNOs has been revisited and confirmed in the revised bylaws. The goal of educating and empowering RNOs to take issues back to their RNO residents has been underscored and INC, as an independent body, needs to serve the broader RNO membership more than act independently.
3. Voting; INC Official Positions. The voting process for any action of INC has been confirmed to be a majority with a quorum of members. However, in order for INC to take an ‘official position’ on any matter, there must be a more robust education and voting process. This is intended to encourage RNOs to participate in a number of ways (attend meetings, watch replays, do further research within their own neighborhoods on topics in order to determine how the RNO would approach the specific topic) and having the time and support to participate at their RNO level before taking a vote on any official position at an INC meeting called for such purpose. And then, only an approved official position statement may be released. This expanded process will help INC act on behalf of a fully informed membership, with a process that has given RNOs time to be a part of the discussion. We realize that the result is that there may be fewer official positions voted on by INC, but this may well serve the membership better and will at least make sure that RNOs are fully represented. Once an official position is approved by the membership, the Board may further that official position in subsequent communications as long as the position is similar to and consistent with the official position approved by the membership.
4. Membership and Dues. Membership tracking will be revised such that RNOs will be allowed to join at any time and that membership will be in effect for a calendar year from the date of renewal. However, the membership dues must be current for the Annual Meeting in the spring in order for the RNO to have a vote and have their

- delegate run for the Board. Delegates may serve only one RNO and each RNO may have no more than 2 delegates. The RNOs must be in good standing under the City requirements, including being registered, having real (and multiple) resident members, etc.
5. Meetings The INC meeting requirements have been expanded to require more information in advance if there is to be a vote. There cannot be a vote for matters that have not been on the agenda. RNOs are to be given the chance to participate at the RNO level and present to either the entire RNO membership or at least the RNO board before the RNO is required to vote. At many meetings, RNOs either abstain or just the delegates vote their opinions, which does not reach the goal of empowering RNOs and the residents who live within the boundaries. There are seldom reasons for quick decisions to be voted on and this will surely make the process clearer for how and when and on what topics INC will hold a vote. The meeting processes have been expanded and allow for electronic meetings at all times, even if there are in-person meeting options. INC will likely continue to use some form of electronic meeting platform to increase participation post-Covid times. INC needs to be committed to making it easier for RNOs to participate and get a benefit from INC by INC providing information easily accessible to RNOs and their delegates in order to provide an informed vote at the meeting on which the topic is called for a vote.
 6. Voting. The voting process has been clarified and will allow for electronic and other voting processes. While proxy voting is not allowed, absentee ballots will be allowed in order to allow more RNOs to participate. Recorded meetings will allow RNOs that couldn't participate at a meeting to get up to speed and then cast a vote. Again, the goal is to make it EASIER for RNOs to participate fully and vote on matters when brought to a vote of membership.
 7. Elections. The Board election process has also been clarified and written down so that there is no more guessing how the officer election process should go and who can run. The INC nominating committee should become more active in soliciting people to run for the Board and those interested (including nominations from the floor) are required to be made the month before the actual annual meeting at which elections are held. The idea here is that there should be an active process that allows time for people to reach out to expand the Board and get more people involved. If INC is successful with its nominating committee and if INC is focused on leadership training and greater RNO involvement, the goal and hope is that more people will step up to serve the organization. Election voting by survey-monkey and other means following a meeting will be allowed and the entire RNO membership may vote and not just those who attended the meeting.
 8. Updated Indemnity and Conflicts of Interest Sections. The indemnification section has been updated with more consistent 'best practices' language. The conflicts of interest section has been updated to require that Board and committee members with a potential conflict of interest to notify the Board of the potential conflict. That potential conflict will not automatically prevent someone from serving, but the person with the potential conflict of interest should not participate in advocating or voting on

the issue with which they have the potential conflict of interest. The Board may implement a conflicts of interest policy that could include an annual disclosure form for each Board member (or candidate) so that any potential conflict of interest is known by RNO members before voting on directors.

9. Removal of Roberts Rules of Order. The Roberts Rules requirement has been deleted. It is not being closely followed and is confusing for most members. The actual operational processes of INC will be in the bylaws, not left to a set of rules few members know about or understand. Again, the bylaws should be clear on issues of process so that there is no need to go to Roberts Rules to figure out what is missing. Very few (if any) RNOs or nonprofit organizations incorporate Roberts Rules. INC should be able to be flexible on process within the bounds of the bylaws. If a process issue of importance is not addressed in the bylaws, it may be addressed in the Colorado statutes governing nonprofit corporations or, if not, can be easily addressed at the Board level.
10. Format, Clarification and Definitions. The majority of the other changes reflect making changes to 'fix' some language (for example, differentiating Board and officers provisions) and reorganizing provisions to fit into the appropriate context. An expanded Table of Contents and a Schedule of Definitions have been added to assist the reader in easily identifying key provisions and defined terms.

The above outline is intended as a summary only and does not identify each change. You are encouraged to read the revised bylaws document and express any concerns you have to the Board prior to the meeting of the general membership.

Thank you for your time and commitment to update the bylaws of INC in order to better meet INC's important mission of bringing together, informing and empowering neighborhood organizations to actively engage in addressing issues impacting the residents of Denver.