

Bylaw Development Workshop

Attendees:

- Jannon, James and Paula (member) from Lincoln Square Legal Services
- SC members: Adele, David, Mara, Oksana, K

Sunday, November 6

At Spaceworks, 540 President Street, Gowanus, Brooklyn

Minutes

Proposed Agenda for 11/6

Item 1: Test out “tug of rules” game!

Item 2: Review of Agenda, Brief Discussion of Changes from July Governance Model

Item 2: Physical Offices. (Article II)

Item 2: Directors. (Article III)

Item 3: Members. (Article I)

Item 4: Committees. (Articles IV & V)

Item 5: Voting Procedures (Article I, Sections 8 & 8a; Article II, Sections 13-15)

Item 6: Other Governance that may, but does not need to, be in the Bylaws

Item 7: Timeline. When should the bylaws be adopted?

Trial of Tug of Rules - game for member education about bylaws:

- Framing; What are bylaws, what are policies, what are the questions that members will have about where different decision-making lives, and when and how do they get answered

Committee Structure:

There are two kinds of committees that are popular in membership based NPC's:

- Committees of the Board: can bind the board and act w full power of the board and make the corp do things: i.e. Executive Committee - as powerful as the board
 - Must have at least 3 directors on these kinds of committees
 - I.e. in our draft: executive committee, finance committee (treasurer and whoever else wants to be on it), audit committee (recommend we go ahead and form; has to be done by Independent Directors - which means they don't have conflict of interests - so at least 3 members of Board needs to not have conflict of interest)
- Committee of the Corporation:
 - Can have advisors! But those members can't bind the corporation
 - Decisions will still have to go for a full board or membership vote still to bind!
- Project Committees: could be either of the above! Might work better as the latter - of the corporation - *advisory* - Very advisory, lots of advisory work, lots of expertise
- Elections Committee: also of the corp? Advisory slate - but not making the decision.

Changes versus July Gov's model

- Voting Classes / classes of members
 - **Law requires one class of membership that can vote *on every single vote***

- At large:
- Boroughs: Two options---
 - Everyone gets to elect people for the boroughs but you can only run when you're from that borough (live and/or work)?
 - Only BK members can vote for the BK borough (par exemple)
- Institutional votes: institutions we're in any sort of contractual relationship with - that vote on everything?

Option 1:

- General directors: everyone vote
- Borough directors: everyone votes but Directors have to be live/work in borough
- Institutional votes: institutions we're in any sort of contractual relationship with that can vote on everything

Option 2:

- General members class → vote on directors
- Borough classes → vote on directors, borough directors
- Institutional classes → vote on everything

Voting for: appointment and also removal of directors

Project committees: as committees of the Board with at least 3 directors ????

Decisions that NPC makes:

- Does the education
- Hosts the fund: gives funds - LLC
- Are we going to fundraise for this project?
- Does this project still look like the thing we want to give me money to?
 - With a ton of community education and recruitment and managing fund

What does it not do:

- Manage spaces

And the relationship between the two is the *Ground Lease determined by the terms of the mortgage negotiated between the NYC REIC, non profit (that managed the LLC fund) and the CLT; and that ground-lease is between CLT and tenants Tenants*

- ***But we're not the CLT either***
 - *The CLT is who we pay to?*
 - *We pay to the CLT under which conditions?*
 - *It's agreement with the tenants?*

Remember the bylaws aren't fixed ~

We need to be clear to folks with potential projects:

- *Reduce the paranoia from jump street*

- Don't have to invest to become a member *ever*
 - But to invest, you need to be a member
- Recruitment through project → *maybe have guidelines for this.*

Does making project committees confuse? Makes people think smaller group is making decision about the project, and that's not true; the folks we give the mortgage to makes the decisions!

What if we take Borough directors and committees out of this now so that we don't arouse suspicion about a smaller group of people making decisions that will affect neighborhoods, because in reality that is a negotiation of a mortgage contract between TWO PARTIES and one of them is a Non-profit CLT and that's who makes decisions about how the place is used ???
People seem to concur

Maximum number of days after which you can't join and vote is **50 days**

Inspectors can help.

TIMELINE

- Lawyers suggest adopting the first bylaws without member approval; **suggest for future changes we get member approval which the law does not say** (board could just do that, but lawyers think this will be best; **which means we need to have membership meeting before that**)
 - Why? We can change it.
 - **If you don't adopt the bylaws, you're held by the standards in the law and these are such better standards!**
 - Organizational Meeting= the initial board of directors - we're a thing! Here are our bylaws!
 - Different than first membership meeting: which you have a year to do -- which is first vote! Required to be annual!

For groups less than 500, TEN DAYS BEFORE membership meeting with voting, Directors must:

1. **Contact in writing each member who can vote - by email or text is okay - unless they specify that they want mail (legally speaking)**
2. **Have a list of all who can vote**
3. **Set a location**

- Note: If more than 500 members, you need to publicize it in the newspaper and website too!

Future discussion needs to take place about compensation

Next draft will be in about two-weeks!