

**BYLAWS**  
**OF**  
**Active Bethel Community Inc.**

**Adopted 5/20/2011**  
**and updated 9/25/2023**

**A Not-for-Profit Oregon Corporation**

The following Articles were revised during 2018 thru 2021, finalized 6-16-2021, and had a legal review on 7-2-21. Active Bethel Citizens name change to Active Bethel Community was approved by the Eugene City Council on 9-25-2023.

**ARTICLE I Name**

The name of this corporation shall be Active Bethel Community Inc., also known as ABC. The principal office of the Corporation shall be 4917 Cone Avenue, Eugene, Oregon, 97402, or at such location as the Executive Board designates.

**ARTICLE II Geographic Boundaries**

ABC shall encompass the area bounded on the east by US Highway 99; on the south by the Union Pacific Railroad Coos Bay line; on the west by Green Hill Road; and on the north by Clear Lake Road.

**ARTICLE III Purpose**

Section 1. ABC is a non-profit educational and public benefit organization dedicated to helping resolve the concerns of the people of the neighborhood as defined by the boundaries assigned by the City of Eugene. These concerns include, but are not limited to, social, educational, cultural, and economic development; and to promote a sense of community cohesiveness, self-reliance and neighborhood connectedness.

Section 2. The organization shall be advisory to the City Council, Planning Commission, other City boards, commissions, and officials on matters affecting the growth and development of the neighborhood. The organization may develop neighborhood proposals with respect to land use and planning, zoning, parks, open spaces and recreation, annexation, housing, community facilities, transportation and traffic, public safety, sanitation, and other activities and public services which affect the neighborhood.

Section 3. ABC will further serve in an educational capacity to inform the citizens in this community of opportunities to participate in events and programs of interest and will

encourage and facilitate communication among the members on matters of common concern.

Section 4. Periodically, by decision of the Executive Board.

members, ABC will reevaluate its goals, objectives and recommendations.

#### **Article IV Registered Office**

Section 1. The registered office shall be located in Lane County, Oregon.

#### **Article V Membership, Voting, and Removal of Members**

Section 1. Membership in ABC is open to any resident, property or business owner in the neighborhood as set forth in Article II of these bylaws.

Section 2. Any member, as indicated in Section 1 who is eighteen (18) or older, is eligible to vote at any ABC general or special meeting.

Section 3. Each member shall be entitled to one vote.

Section 4. Membership shall terminate at once for anyone who moves from the neighborhood.

Section 5. There shall be no absentee voting or voting by proxy.

Section 6. Suspension or Removal of Voting Members. A Voting Member may be suspended or removed by the Voting Members or by the Executive Board for serious misconduct which adversely affects the interests or reputation of the Corporation.

Before the Voting Members or Executive Board can suspend or remove a Voting Member, the Corporation shall provide prior written notice of the suspension or expulsion to the Voting Member which states the reason(s) for the suspension or removal at least fifteen (15) days prior to the meeting at which removal will be considered. Further, there must be an opportunity for the Voting Member to be heard, orally or in writing, by the Voting Members, Executive Board, or persons authorized to withdraw the proposed suspension or removal not less than five (5) days before the effective date of the suspension or removal.

A Voting Member who has been suspended or removed is liable to the Corporation for expenses owed, if any, incurred by the Voting Member before the effective date of the Voting Member's suspension or removal.

#### **Article VI Officers**

Section 1. The principal officers of the Corporation shall consist of the two (2) Co-chairs, Secretary, and Treasurer, each of whom shall be elected for one year and who shall hold office until their successors are elected and qualified.

Section 2. At least one Co-chair of the Corporation shall preside at all meetings of the Executive Board and General Meetings. The co-chairs shall have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Executive Board and shall perform all such other duties as are incident to the office or are properly required of the co-chairs by the Executive Board. Additionally, the co-chairs shall make reports and perform such other duties as are required, and serve as the primary contact person for, and liaison with, the City of Eugene.

Section 3. The Secretary shall keep minutes of all Executive Board and General Meetings. The minutes will be available for the next subsequent Executive Board meeting for review and approval. The Executive Board may assign other duties to the Secretary as are necessary for correspondence, membership lists, and other records.

Section 4. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Executive Board, taking proper receipts for disbursements and shall render to the Executive Board, from time to time as may be required of the Treasurer, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall perform all duties incident to the office or which are properly required of the Treasurer by the Executive Board including filing federal and state tax-exempt filings.

Section 5. In addition to the above-mentioned officers, the Corporation will also have Members-At-Large. A maximum of 8 Members-At Large may serve during the same one-year term and will be elected at the same time as the officers.

Section 6. The Executive Board may appoint such other officials and agents as it may deem necessary or expedient who shall hold their office for such terms, and shall exercise such powers and perform such duties, as shall be determined from time to time by the Executive Board.

## **Article VII Nominations, Elections, Removal of Officers and Filling Vacancies**

Section 1. The members present at an annual General Meeting in September or October shall choose, through a balloted vote, the Executive Board which will consist of: 2 Co-chairs, a Secretary, and a Treasurer and up to 8 Members-At-Large from those nominated. A simple majority will determine the winning candidate with a minimum of at least 10 members voting who are not currently on the Executive Board.

Section 2. The newly elected officers of the Corporation shall take office at the conclusion of the annual General Meeting. They shall serve until the next annual General Meeting of the corporation and until their successors are chosen and qualified.

Section 3. All nominations shall be made from the floor. Nominations for office shall be made for a specific office.

Section 4. To qualify as a candidate for officer of the Corporation a person must be a member of the community as defined in Article V, Section 1.

Section 5. No salary shall be paid to officers or the Executive Board for their services.

Section 6. Any officer or Member-At-Large may be removed through one of the following procedures:

- Removal by the Executive Board:
  - \*a motion to remove shall be made and seconded at a meeting;
  - \*the minutes of that meeting shall serve as notice of the proposed removal;
  - \*the motion shall be considered at the next meeting;
  - \*the motion must receive a three-quarters (3/4) vote of the voting members present for passage.

Removal by general membership

- \*An officer or Member-at-Large may be removed by a two-thirds (2/3) vote of the members present at a general meeting. However, prior notice of intent to submit a removal motion is required in the agenda.

Section 7. Membership on the Executive Board shall terminate if a member no longer qualifies under Article V Section 1.

Section 8. An ABC neighbor may become an interim Member at Large of the Executive Board, effective immediately, with the consent of a majority of the Executive Board members. The interim Member-at-Large may be a participant until the next annual meeting when she or he may be elected in accordance with Article VII Sections 1-4.

## **Article VIII Executive Board**

Section 1. The Executive Board shall consist of the officers and the Members-at-Large as set forth in Article VII Section 1.

Section 2. The Executive Board shall hold regularly scheduled monthly meetings and the membership shall be given reasonable advance notice of such schedule. Meetings of the Executive Board shall be open to the membership and the general public.

Section 3. Special meetings of the Executive Board may be called by the Chairperson or by one-half of the Executive Board members, after notice has been provided to all Executive Board members.

Section 4. The majority of the Executive Board members shall constitute a quorum for the transaction of business.

Section 5. Minutes of the Executive Board shall be kept on file and summaries of actions taken shall be communicated to the general membership through the organization's newsletter or website.

Section 6. The Executive Board may conduct such business and take such action as may be necessary to accomplish the purposes of the organization.

Section 7. Executive Board policy decisions and opinions representing the view of the community on an issue where the general membership has not yet voted shall be presented to the membership at the next general meeting. The membership may override the Executive Board decision by two-thirds vote.

Section 8. The Executive Board shall represent the neighborhood's opinions to the City Council, Planning Commission, or other appropriate decision-makers. Such advisory opinions will specify whether the position is one of the general membership, the Executive Board, a committee, or by organization members present and lacking a quorum. If there is a minority position on the issue, represented by at least one-third of those voting, this shall also be presented.

Section 9. The Executive Board will be responsible for establishing the time, place, and agenda for general meetings and insuring reasonable advance notice to members of such meetings.

## **ARTICLE VIII. GENERAL MEMBERSHIP MEETINGS**

\* **Section 1.** General membership meetings shall be held at a time and place to be established by the Executive Board. Such meetings shall be held at least twice a year. *It is recommended the general membership meetings shall be held at least twice a year. The organization may wish to require more frequent meetings.*

**Section 2.** A quorum of the general membership shall be ten voting members. *The organization shall determine a minimum number of members allowed to act at a meeting. In approving other neighborhood organization charters, the city council has required at least ten voting members as a quorum.*

\* **Section 3.** The general membership meeting for the month of September or October shall be the annual meeting. *It is necessary for the organization to designate one meeting as the annual meeting, for the purpose of election of officers.*

\* **Section 4.**

a. The resident membership shall be notified of each scheduled meeting. *If meeting notices or newsletters are hand delivered to all residents, property owners or tenants within the boundaries, alternative a. is appropriate.*

b. ~~All members whose signatures and addresses appear on the official membership list shall be given notice of all general meetings.~~ All residents in the neighborhood shall be notified of at least two meetings including the annual meeting with a neighborhood

mailing.

*Some neighborhood organizations use their membership list for mailing notices and/or newsletters, so that all residents (property owners or tenants) may not be notified, but only those on the list. The city asks that all residents in the area be notified of at least two general meetings, including the annual meeting, but notices of other meetings may be provided to only those whose names appear on the membership list. The two notices would provide opportunity for residents to attend the meetings and place their names on the membership list. Alternative b. is appropriate if this is the group's procedure.*

c. All business and non-resident owners of property within the neighborhood boundaries will receive notice of the annual meeting and at the annual meeting, will be given an opportunity to receive notice of regular meetings. The Executive Board shall be responsible to ensure notice is given. Notice through a local newspaper is the minimum requirement.

*Business and non-resident owners must be given an opportunity to participate in the organization. The organization should notify them of at least one meeting, and can, at that time compile a mailing list on non-resident property owners who wish to be contacted with the agenda of future meetings. Because of the limits of funding for notification, choices will have to be made how this is done. Notice to non-resident owners and businesses may be given through publication of notice in the local newspaper (Eugene Register Guard), hand delivered or mailed notices.*

**Section 5.** Notice shall include the meeting, date, time and place and the proposed topics. Any member may raise an additional matter not previously on the agenda, but that item shall not be voted upon until the next meeting.

a. However, if a member presents a petition containing \_\_\_\_\_ members' signatures and indicating reasons for emergency action on a matter, that matter may be voted on at the general meeting where the petition is presented.

b. However, if a matter is proposed at a meeting and two-thirds of those present determine such matter needs emergency action, that matter may be voted on at the same general meeting.

*Either Section a. or b. would allow the general meetings to take certain acts in a matter of emergency. The organization may wish to include both alternatives.*

**Section 6.** Special general meetings may be called by the Chairperson or the Executive Board. Special meetings shall be announced through a local newspaper and/or individual notification of the organization's members.

**Section 7.** The meetings of the Association shall be conducted in conformity with generally accepted rules and procedures, such as Roberts Rules of Order.

*The organization may wish to specify that in cases where interpretation of the rules is required, the chairperson shall rule on proper procedure.*

## **ARTICLE IX. NEIGHBORHOOD NEWSLETTER**

**Section 1.** The name of the \_\_\_\_\_ Neighborhood newsletter shall be

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*This section is optional. It is not necessary to name the newsletter within the charter.*

\* **Section 2.** The purposes of the neighborhood newsletter are to distribute information to the organization's members and to provide a forum for free expression of opinions by neighborhood members on issues of interest to the neighborhood.

*Sections 2, 3 and 4 are taken from the City of Eugene Neighborhood Recognition Policy, Resolution No. 2554, and apply to newsletters funded by the City of Eugene.*

\* **Section 3.** Advocacy positions may be included in the newsletter in an editorial format. Newsletters shall clearly indicate editorial material and guarantee space for timely printing of differing viewpoints.

\* **Section 4.** Commercial advertising is permitted in newsletters in accordance with the Guidelines for Use of Public Information Funds.

*See supplement to Newsletter Guidelines for Neighborhood Organizations for a more complete explanation of the requirements of Section 3 and 4.*

\* **Section 5.**

a. The Executive Board shall appoint an editor for the newsletter. The Executive Board shall have the ultimate responsibility for the contents of the newsletter.

~~b. The membership shall elect a Newsletter committee at the annual meeting. The Newsletter Committee shall appoint the editor and be responsible for the contents of the newsletter.~~

**Section 6.**

~~a. Each issue of the newsletter shall identify the officers of the Neighborhood Organization, the Newsletter Editor or Committee, if any, and those compiling that issue, if other than officers, editor or committee.~~

b. Each issue of the newsletter shall include an address and/or phone number for submission of articles, letters or other material.

c. No anonymous articles shall be included in the newsletter.

*The CIC has been concerned with the accountability of neighborhood newsletters and recommends that these provisions be included in neighborhood charters.*

## **ARTICLE X. COMMITTEES**

**Section 1.**

a. The Executive Board may establish standing committees to perform the on-going business of the association. ~~These committees are~~

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b. The Executive Board may establish committees to perform the ongoing business of the association. *Standing committees might include committees on planning, fund raising, neighborhood activities, etc. Instead of standing committees, the Executive Board may establish committees for specific tasks as the need arises.*

**Section 2.** The Executive board may establish committees for special projects that are of concern to the membership, in accordance with the purpose of the organization. *Whether or not the organization has standing committees, there should be a provision for committees for special projects.*

**Section 3.** The Executive Board shall specify the purpose, [meeting requirements,] and committee authority, including permission to speak publicly on issues within the committee's specific concern. Committees shall not speak or act on behalf of the organization unless they have such specific authority. *The relationship between the Executive Board and the Committees should be clarified at the time of the formation of any committees.*

**Section 4.**

a. Committee membership shall be open to all those organization members interested in serving on a particular committee at the time of its formation.

b. Committee meetings shall be open to all members of the organization.

~~c. When the Executive Board determines there is a need to establish a committee, it shall appoint members to that committee, after soliciting names of interested persons from the general membership.~~

*The organization should consider these alternatives for insuring broad membership participation in committees. Section a. might result in a committee which is too large to function effectively. Section b. will allow public participation in the committee meetings. If Section c. is selected, the organization may wish to specify that such notice will be provided in the Newsletter or at the general meeting.*

**Section 5.**

~~a. Each committee shall have a chairperson and a secretary appointed by the Executive Board/Chairperson of the Neighborhood organization.~~

b. Each committee shall have a chairperson and a secretary elected by the committee. *The organization should decide who shall appoint the chairperson and secretary for any committees.*



**Section 6.** The secretary of each committee shall keep written minutes of the committee meetings. The committee shall provide its minutes or an oral report to the Executive Board at its regular meetings.

*The Charter should include some process to ensure that the Executive Board is aware of the actions of the committees.*

**ARTICLE XI. FINANCES**

**Section 1.** The organization may receive funds and employ persons to further its purposes, and may own and dispose of property.

**Section 2.** Grants or monies secured to fund specific projects or programs, which have itemized budgets already approved by the [Executive Board/general membership], may be expended without further approval for budgeted expenses.

*The organization may have monies received from specific grants. This section assumes that the budgets have approved before the grant was applied for, and the language should reflect whether the Executive Board or the general membership made such approval.*

~~**Section 3.** An annual budget for monies and grants from other sources shall be approved by the membership before expenditures commence.~~

*If the budget has been approved, it seems unnecessary to require further approval of expenditures.*

**Section 4.** The Executive Board shall establish a fiscal process including budgeting, expenditures, authorizations, and an internal fiscal control system.

~~**Section 5.** Any expenditures, other than those covered by Section 2 of this Article, which exceed \$\_\_\_\_\_ shall be approved by the general membership.~~

*The organization may wish to set a maximum limit for expenditures by the treasurer or the Executive Board without approval of the general membership.*

**Article IX Corporate Indemnity.**

Section 1. The Corporation’s officers and Executive Board are protected to the extent allowed by the Oregon Nonprofit Corporation Act.

**Article X Fiscal Year**

Section 1. The Corporation’s fiscal year begins on the 1<sup>st</sup> day of January and ends on the 31<sup>st</sup> day of December.

Section 2. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or companies, as the Executive Board shall designate, and shall be withdrawn only by person(s) designated by resolution of the Executive Board.

**Article XI Amendment of By-Laws and Articles of Incorporation.**

Section 1. These By-Laws may be amended or repealed by the Executive Board at regular meetings, or any special meetings called for that purpose, as long as they are well publicized and consistent with the non-profit corporation acts of the State of Oregon and the provisions of the Articles of Incorporation of this Corporation.

Section 2. At least once every four years, the Executive Board shall review and, if necessary, amend these By-Laws.

## **Article XII Conflict of Interest**

A conflict of interest is inherent in any transaction whereby the Corporation pays money or other compensation to, or provides any tangible benefit to, a member of the Executive Board or a member of a director's family.

### Section 1. Approval

- A. Conflict of interest transactions must be approved by the affirmative vote of a majority of all members of the Executive Board who do not have a conflict of interest in that issue.
- B. Under no circumstances can a conflict of interest transaction be approved by the vote of fewer than two directors.
- C. Conflict of interest transactions may not be approved by staff, the Chairperson alone or any committee.

### Section 2. Disclosure

- A. Directors, who have a conflict of interest in any matter, direct or indirect, must: declare the existence of such conflict; disclose its nature on the record; and abstain from voting on that matter.

### Section 3. Fairness

- A. The rest of the Executive Board must insure that a transaction involving a conflict of interest is fair to the Corporation and that no special benefits are being given to any person.

### Section 4. Transparency

- A. The information relied upon by the Executive Board in making the decision must be recorded in the minutes.

## **Article XIII: Oregon Not-For-Profit Act**

Section 1. If not otherwise provided by these Bylaws, the internal affairs of the Corporation shall be governed by the procedures established in the Oregon Not-Profit Act.

## **Article XIV: Dissolution of Assets**

Section 1. In the event of the liquidation, dissolution, or termination of the Corporation, any assets and property remaining after payment to creditors and necessary expenses of liquidation and dissolution shall be distributed to an organization organized for a public or charitable purpose, a religious corporation, or to an organization which is recognized as exempt within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or shall be distributed to the federal government for a public purpose in the manner determined by the Executive Board. Priority will be given to 501(c) 3 organizations serving the Bethel area.

ECF (final final), rev complete. legal review draft, 7-13-21, ecf