

**EUGENE NEIGHBORS, INC.
BYLAWS**

ARTICLE I: *NAME*

The name of the organization will be Eugene Neighbors, Inc., (ENI), hereafter called the Corporation or ENI.

ARTICLE II: *ENI MISSION*

This corporation shall be organized and operated exclusively for charitable, scientific, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which organizations may be organized under Chapter 65 of the Oregon Revised Statutes (or its future corresponding provisions) and Sec. 501 (c) (3) of the Internal Revenue Code (or its future provisions).

This corporation's primary purposes shall be to:

- A. Facilitate the development and operation of strong neighborhood associations through providing leadership development training, serving as a mediator to solve disputes within associations, and such other activities as are needed or requested by neighborhood associations.
- B. Research problems identified by neighborhood associations and potential solutions to those problems.
- C. Serve as a communication clearinghouse between the neighborhood associations, the city, and other community organizations.
- D. Function as a peer forum for exchanging information between neighborhood associations.
- E. Solicit grants on behalf of itself and neighborhood associations as needed to strengthen operations.

ARTICLE III: *MEMBERSHIP*

Section 1: *Eligibility*

- A. Membership in the Corporation will be open to any officially recognized neighborhood association existing within the City of Eugene urban growth boundary as is now defined and as it may be extended in the future.
- B. The Board of Directors may choose to extend membership to other neighborhood based organizations who meet membership criteria established by the Board.
- C. The Board of Directors may choose to create an adjunct membership, without voting rights, for individuals wishing to support neighborhood associations and activities. Individuals joining under this category will have to meet membership criteria established by the Board.

Section 2: *Dues*

The Board of Directors may determine that member organizations should pay dues as part of their membership responsibility. The amount of dues payments, if any, and method of payment shall be decided by the Board of Directors.

Section 3: Authorized Representative

Upon joining, each member organization shall provide ENI with a written designation stating who shall be its authorized representative and an authorized alternate. These individuals shall be empowered to vote on behalf of the member organization and to represent it in all matters coming before ENI until such time as the member organization shall submit written notice changing such designations.

Section 4: Voting

- A. Each member organization, through its designated representative, shall have one vote on all ENI issues requiring a vote of the member organizations.
- B. All member votes will require a majority approval of those representatives present and voting unless a higher majority is required by the Articles of Incorporation, the Bylaws, or by law.
- C. A member organization's voting privilege may be suspended, by vote of the Board of Directors, if it is more than 60 days past due on payment of its dues. The Board must provide said member organization with written notice of its action at least ten (10) days prior to any member meeting.

Section 5: Termination of Membership

- A. Any member organization may voluntarily terminate its membership in ENI by submitting a written notice of termination to the Board of Directors.
- B. The Board of Directors may terminate a member organization's membership for violation of laws, for failure to fulfill membership requirements, and for failure to participate in ENI activities within a 24 month period. The Board shall send the member organization written notice of its intent at least sixty (60) days before such action is taken.

Section 6: Membership Meetings

- A. The membership shall meet at least once per year at the annual corporate meeting held in the final quarter of the fiscal year. Members shall receive written notice, by regular or electronic mail, of the date, time, place and agenda for the meeting at least fourteen (14) days prior to the meeting date.
- B. At any time, a group of at least three (3) Member organizations may call a special meeting of the Membership. This group will present written notice of their request for a special meeting to the Chair of the Corporation. This notice will contain the purpose of the meeting. Upon receipt of a request for a special membership meeting, the Chair shall send notice to all members by regular or electronic mail of the date, time, place and purpose of the special meeting. Notice must be sent at least fourteen (14) days prior to the scheduled meeting date.

Section 7: Voting By Mail

- A. Any action that can be taken at a membership meeting can be done, with the approval of the Board of Directors, by mail, subject to the following:

1. Election materials, including the official ballot, return envelope, full text of any matters on the ballot, and any arguments for and against, shall be sent by first class mail, to the address on file for the current authorized representative of every voting member, not less than 30 days prior to the final date for the return of ballots.
2. A majority of the ballots must be returned for the action to be valid.
3. Ballots returned by mail, are delivered to the corporate offices of record, or any other location designated by the Board of Directors, prior to the final date and time specified in the election materials. If a time is not mentioned in the election materials, only ballots received prior to 5:00 pm shall be considered valid.
4. A representative or any voting member, corporate officer or member of the board may submit up to one page of arguments for or against any item on a vote by mail ballot. The Board of Directors shall establish a policy regarding the solicitation for arguments, submittal deadlines, and similar procedural matters.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Duties

The affairs of ENI will be managed by the Board of Directors. Only the Board shall have the ability to enter into loans, contracts, or grant agreements on behalf of ENI.

Section 2: Number

The Board shall consist of seven members

Section 3: Terms of Office

Except for the initial adjustment of three terms for one year, as stated in Article III of the Articles of Incorporation, the term of office for Board Members shall be two years.

Section 4: Nomination and Election

At least 30 days prior to an annual meeting, the Board of Directors shall present to the members a slate of individuals, no less than the number of board positions up for election. In addition, nomination of individuals by the members may occur for any individual receiving the support of two members, prior to or during the annual meeting. Any individual living within the City of Eugene urban growth boundary, as it is now defined and as it may be expanded in the future, is eligible to serve on the Board of Directors, provided said individual meets other criteria established by the Board. Directors shall be elected by a vote of the majority of members present at the corporation's annual meeting.

Section 5: Removal by Board of Directors

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. Such action shall be taken at a regular or special meeting of the Board and the proposed removal shall be included in the written notice required of any meeting addressing removal of a board member.

Section 6: Removal by Membership

Any Director may be removed, with or without cause, by a vote of a majority of member organizations. Such action shall take place at a special membership meeting called for that purpose according to the conditions required for calling special meetings as stated in Article III, Sec 6 B.

Section 7: Vacancies

Vacancies on the Board of Directors shall be filled by a majority vote of the Directors then on the Board to complete the term of the resigning member.

Section 8: Quorum and Action

A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the bylaws, or a majority of the number in office immediately before the meeting commences, whichever is less. If a quorum is present action can be taken by a majority vote of the Directors present, except as otherwise provided for in the Articles of Incorporation, the Bylaws, or required by law.

Section 9: Regular Meetings

Regular meetings of the Board of Directors shall be held at a time and place to be determined by resolution of the Board. No other notice of the time, date, place or purpose of these meetings is required. At least one meeting per year shall be the annual meeting of the Membership and shall be held in the last quarter of the fiscal year.

Section 10: Special Meetings

Special meetings of the Board of Directors shall be held at the time and place determined by resolution of the Board, or as called by the Chair. Written notice of such meetings, describing the time, date, place and purpose of said meeting shall be delivered to each Director by regular or electronic mail at least two (2) days prior to the meeting.

Section 11: No Salary

Directors shall not receive salaries for their board services, but members may be reimbursed for actual expenses incurred which are related to Board service. The Board shall develop policies for what may be reimbursed and how requests and payments are to be made.

Section 12: Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken is signed by all Directors.

Section 13: Conflict of Interest

No Director shall be an employee of ENI. Further, no Directors or Officers of the Corporation shall have a financial interest, directly or indirectly, in any contract or transaction relating to the operations conducted by ENI, or in any contract for furnishing services or supplies to it.

Section 14: Resignation

A Director may resign at any time by giving written notice to the Chair. Such resignation shall be effective on the date signed by the resigning Director.

ARTICLE V: OFFICERS AND DUTIES

Section 1: Titles

The officers of the Corporation shall be the Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Board of Directors deems necessary. All officers shall be members of the Board.

Section 2: Election

The Board of Directors shall elect the Officers to serve one-year terms. Officers may serve up to three consecutive terms.

Section 3: Vacancies

Vacancies in any officer position shall be filled by a permanent or interim replacement no later than the first regular meeting of the Board following the vacancy occurrence.

Section 4: Removal

Any officer may be removed as an officer, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5: The Chair will:

Call all regular meetings of the Board of Directors; conduct all meetings of the Board and the General Membership; notify the Board of any vacancies, and shall have such other powers and duties, not inconsistent with these Bylaws, as may be assigned from time to time by the Board of Directors.

Section 6: The Vice Chair will:

Act in the absence of the chair, and shall have such other powers and duties, not inconsistent with these bylaws, as may be assigned from time to time by the Board of Directors.

Section 7: The Secretary will:

- A. Keep the records of the minutes of all meetings of the Board of Directors and Members of the Corporation in one or more books provided for that purpose, with the time and place of the holding of the meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof.
- B. See that all notices are given in accordance with the provisions of the Bylaws;
- C. Keep a list of all members and their mailing addresses which shall be furnished to the Secretary by each member;
- D. Preside over meetings in the absence of the Chair, the Vice Chair, and the Treasurer;
- E. Perform all other duties not inconsistent with the Bylaws, as are incident to the office of the Secretary, or as may be assigned from time to time by the Board of Directors.
- F. Shall be the Custodian of all Records and Documents.

Section 8: The Treasurer will:

- A. Have overall responsibility for all corporate funds;
- B. Have the care of, receive, and given receipt for the monies due and payable to the Corporation;
- C. Deposit all monies received in the name of the Corporation in such bank, trust companies, or other depositories as from time to time may be designated by the Board of Directors;
- D. Have charge of the disbursement of the monies of the corporation in accordance with the direction of the Board of Directors;
- E. Enter regularly in books to be kept under the Treasurer's direction for that purpose, a complete and correct account of all monies received and disbursed for the account of the Corporation;
- F. Render a statement to the Board of Directors at such times as may be requested;
- G. Submit a full financial report to the membership at the annual meeting of the Members of the Corporation;
- H. Exhibit the books of account of the Corporation and all securities, vouchers, paper and documents of the Corporation to any member or designee of the Board of Directors upon request;
- I. Notify Members when dues, if any, are payable and/or delinquent;
- J. Arrange for audits of the Corporation's financial accounts, if deemed necessary by the Board of Directors;
- K. File all necessary Federal and State tax forms; and
- L. Preside over meetings in the absence of the Chair and the Vice Chair.
- M. In general, have such powers and perform such duties, not inconsistent with these Bylaws, as are incident to the office of Treasurer or as may be assigned from time to time by the Board of Directors.

The Board of Directors may require the Treasurer to give a bond for the faithful discharge of duties in such sum and form and with such surety as the Board of Directors may determine. The cost of such bond shall be borne by the Corporation.

ARTICLE VI: *INDEMNIFICATION*

ENI may, at the discretion of the Board of Directors, indemnify its Directors and Officers to the fullest extent permitted by current or future law. ENI elects out of mandatory indemnification.

ARTICLE VII: *COMMITTEES*

Section 1: Creation

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the board or be advisory committees.

Section 2: Composition

Any committee exercising board function shall have a board member as its chair. All other committee members need not be board members.

Section 3: Selection of Members

The Board of Directors shall select all Committee members and shall determine the length of their service.

Section 4: Limitation of Committee Powers

No committee shall have the authority to approve actions reserved by the Articles of Incorporation, the Bylaws or by law to the Board of Directors.

ARTICLE VIII: *BYLAW AMENDMENT*

Section 1: Amendment by Majority Vote of Members

These Bylaws may be changed by a majority vote of the members present at the Annual Meeting, or a Special Meeting of the Membership which may be called by written notification to all Members at least thirty (30) days prior to the meeting.

Section 2: Notice

Proposed bylaw changes must be published in the agenda for the meeting and sent with the written notification of the meeting.

Section 3: Amendment Preparation

The drafting of Bylaw amendments is normally the duty of the Board of Directors. If members wish to change the bylaws, written text, supported by at least 3 member organizations, must be submitted to the Chair at least 45 days prior to the Annual Meeting or a special membership meeting.

Bylaws adopted by the Corporation Board of Directors on May 12, 2000.

Bylaws revised by vote of the membership on January 9, 2002.

[this typed transcript of (undated) ENI Bylaws typed February 2005 by Linda Swisher]
[11/19/07: revised by Kathy Saranpa to include changes approved at 2006 Annual Meeting]