

RESOLUTION NO. 4238

**A RESOLUTION APPROVING AND ACCEPTING THE
WESTEUGENE COMMUNITY ORGANIZATION CHARTER.**

The City Council of the City of Eugene finds that:

A. The West Eugene Community Organization has submitted a proposed Charter which was approved by the membership at a general meeting on April 4, 1991, and has complied with the criteria set forth in the City's Neighborhood Organization Recognition Policy as contained in Resolution No. 2554 adopted by the City Council on August 23, 1976.

B. The Model Charter approved by Council Resolution No. 3745 on January 26, 1983 was utilized by the West Eugene Community Organization in developing its proposed Charter.

NOW, THEREFORE,

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EUGENE, a
Municipal Corporation of the State of Oregon, as follows:**

Section 1. The Charter for the West Eugene Community Organization, a copy of which is attached hereto as Exhibit "A", so marked, and incorporated herein by reference, is hereby approved and accepted, and recognition of the West Eugene Community Organization as the official voice of the neighborhood area designated therein is hereby confirmed.

Section 2. The City Recorder is requested to forward a copy of this Resolution to the West Eugene Community Organization.

The foregoing Resolution adopted the 22 day of April, 1991.



Deputy City Recorder

BYLAWS
OF
WEST EUGENE COMMUNITY ORGANIZATION

ARTICLE I - DEFINITIONS

- 1.1. "Community Organization" shall mean and refer to the West Eugene Community Organization, an Oregon nonprofit corporation, and a Eugene Community Organization, its successors and assigns.
- 1.2. "Member" shall mean any individual, partnership, trust, or corporation holding membership in the Community Organization pursuant to Article IV hereof.
- 1.3. "Owner" shall mean a record owner of real property, whether one or more persons or entities, of a fee simple interest, including, however, contract purchasers but excluding contract sellers.
- 1.4. "Lessee" shall mean a person or entity in possession of real property under a leasehold estate.
- 1.5. "Resident" shall mean and refer to any individual who resides or makes his or her place of abode within the boundaries of West Eugene.
- 1.6. "West Eugene" shall encompass the area described on Exhibit 1, attached hereto, in Eugene, Lane County, Oregon.

ARTICLE II - PURPOSES

- 2.1. The purpose of the Community Organization shall be to promote, preserve, and maintain the health, safety, welfare, and property of the Members.
- 2.2. Consistent with Section 2, the specific purposes for which this Community Organization is organized are to promote the virtues of West Eugene, to promote a clean, safe, and scenic environment in West Eugene, to promote healthy economic growth and development of West Eugene, to work for the establishment of new, and maintenance of existing, local services, programs, and community facilities which enhance the welfare of West Eugene, to communicate, advise, and consult with county and city governments on all matters affecting the West Eugene community, including zoning, metro area planning, development, housing, traffic and transportation systems, utility delivery systems,

water and sewer systems, and any other matters affecting the economic vitality and livability of the West Eugene community, to encourage neighborhood involvement in local governmental functions and decision-making, and to engage in any lawful activity for which the Community Organization may be organized under Oregon law consistent with the foregoing.

ARTICLE III - OFFICES

The principal office of the Community Organization in the State of Oregon shall be located in Eugene, Lane County, Oregon.

ARTICLE IV - MEMBERS

- 4.1. Class of Members. The Community Organization shall have one class of members which shall consist of any property owner, lessee, or resident in West Eugene.
- 4.2. Ex-Officio Members. The president or chairman, as the case may be, or a designee thereof, of the following neighborhood organizations shall be ex-officio members of the Community Organization entitled to notice of all meetings of the Community Organization:
 - 4.2.1. Active Bethel Citizens;
 - 4.2.2. Bethel Triangle Neighbors;
 - 4.2.3. Whiteaker Community Council; and
 - 4.2.4. Churchill Neighborhood Association.

Ex-officio members shall not be entitled to vote upon the Community Organization business. Ex-officio members, however, will be entitled and encouraged to voice their opinion upon matters that come before the membership of the Community Organization.
- 4.3. Voting Rights. Each member shall be entitled to one (1) vote.
- 4.4. Assignments of Rights. Membership in the Community Organization is not transferable or assignable.
- 4.5. Members Other than Individuals. In the case of a partnership, trust, or corporation that is a member of the Community Organization, such entity shall designate in the written application one (1) partner, trustee, corporate officer, or other authorized representative, as the case may be, to have full authority to repre-

sent that member in all matters requiring the attention of the members.

- 4.6. Termination of Membership. Membership in the Community Organization shall terminate upon such member's ceasing to be a property owner, lessee or resident in the West Eugene community or upon voluntary withdrawal in writing by a member.

ARTICLE V - MEETINGS OF MEMBERS

- 5.1. **Annual and Semi-Annual Meeting.** An annual meeting of the members, for the purpose of electing directors and transacting such other business as may come before the meeting, shall be held on the second Thursday of January each year, beginning with the year 1992, at 7:00 p.m. unless a different hour and day is stated in the notice of the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Oregon, the meeting shall be held on the next succeeding business day. Members and all interested persons may attend the annual meeting, but only members shall be permitted to vote on matters submitted to a vote at a meeting of members. **There shall also be held a semi-annual meeting of the members for the purpose of transacting the business of the Community Organization at a date, time, and place to be set by the board of directors in accordance with Section 5.5 below.** All residents in West Eugene shall be notified of the annual ~~meeting~~ and semi-annual meetings.
- 5.2. **Failure to Hold Annual or Semi-Annual Meeting.** Failure to hold an annual or semi-annual meeting shall not work a forfeiture or dissolution of the Community Organization. If the annual or semi-annual meeting is not held at the designated time, the president or the board of directors may call the annual or semi-annual meeting at a time fixed by them not more than sixty (60) days after such designated time by proper notice designating the meeting as the annual or semi-annual meeting. If the annual or semi-annual meeting is not held at the designated time or during the 60-day period thereafter, the annual or semi-annual meeting may be called by members having one-twentieth of the votes entitled to be cast at the meeting. In such event, notice shall be given not more than fifteen (15) days after the expiration of such 60-day period.
- 5.3. **Special Meetings.** A special meeting of the members may be called by the president or a majority of the board of directors at any time. A special meeting of the members must be called by the president or the board of directors whenever two-thirds (2/3) or more of the members request a special meeting in writing, and in that event, such special meeting shall be held within thirty (30) days of such request. Members and all interested persons may attend a special meeting, but only members shall be permitted to vote on matters submitted to a vote at a meeting of members.

- 5.4. Place of meeting. The board of directors may designate any place within Lane County, as the place of meeting for any annual or special meeting.
- 5.5. Notice of Meetings. Written notice stating the place, day, and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member and interested person not less than seven (7) nor more than fifty (50) days before the date of such meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail with postage fully prepaid thereon, addressed to the member at the most recent address of the member as it appears on the records of the Community Organization. In addition, notice of all meetings shall be given to the Neighborhood Liason officer of the City of Eugene and the Register-Guard to be included in the "Community Calendar" section of the newspaper.
- 5.6. Determining Members. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other purpose, the board of directors may fix, in advance, a date as the record date for any determination of members, such date to be not more than forty-five (45) days and not less than five (5) days prior to the date on which the meeting or particular action requiring such determination is to be taken.
- 5.7. Proxies. At any meeting of the members, a member may vote by proxy executed in writing by the member or by the duly authorized attorney-in-fact of the member. No proxy shall be valid after ninety (90) days from the date of its execution, unless otherwise provided in the proxy.
- 5.8. Quorum and Manner of Acting. Those members present at any annual or special meeting of members shall constitute a quorum at the meeting. The vote of a majority of the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or by this these Bylaws. Any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members.
- 5.9. Voting Rights. Each member shall be entitled to one (1) vote on matters submitted to a vote of the membership. No cumulative voting for directors shall be permitted.

ARTICLE VI - BOARD OF DIRECTORS

- 6.1. General Powers. The business affairs of the Community Organization shall be

managed by the board of directors, subject to instructions of the members of the Community Organization at any annual or special meetings. ~~The Subject to review by the members at any annual, semi-annual, or special meeting,~~ the board of directors shall have authority to take all actions necessary and consistent to carry out the purposes of the Articles of Incorporation and Charter and amendments thereto, these Bylaws and amendments hereto, and the policies, rules, and regulations it may adopt on behalf of the Community Organization.

- 6.2. **Make-up, Number, Tenure, and Qualifications.** ~~The board of directors~~ **members of the Community Organization** shall establish by resolution the number of directors at no fewer than ~~seven (7).~~ **twelve (12)**. Four (4) of the ~~seven (7)~~ **twelve (12)** members of the board of directors shall be the four (4) officers of the Community Organization. The remaining ~~three (3)~~ **eight (8)** members of the board of directors shall be from the general membership. It is the goal of the Community Organization that at least one (1) member of the board of directors be a resident of West Eugene. Until further resolution by the ~~board of directors,~~ **members,** the number of directors shall be ~~seven (7).~~ **twelve (12)**. Each director shall hold office for a term of one (1) year, beginning on the date of their election, and until his or her successor shall have been elected and qualified. Each director shall be an individual, but need not be a Member if acting as a qualified representative of a member.
- 6.3. **Regular Meetings.** A regular meeting of the board of directors shall be held ~~without other notice than this bylaw~~ immediately after, and at the same place as, the annual meeting of members. **Notice of a regular meeting of the board of directors shall be given to each director, member, and interested person in accordance with Section 6.5 below.**
- 6.4. **Special Meetings.** A special meeting of the board of directors may be called by or at the request of the president or of any number of directors. The person or persons calling a special meeting of the board of directors may fix any place as the place for holding any special meeting.
- 6.5. **Notice of Meetings.** Written notices stating the place, day, hour, and purpose of any meeting of the board of directors shall be delivered either personally or by mail to each ~~director~~ **director, member, and interested person** not less than four (4) days before the date of such meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 6.6. **Quorum and Manner of Acting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at said meeting, a majority of the

directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these Bylaws. Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors.

- 6.7. Vacancies. Any vacancy occurring in the board of directors, and any directorship to be filled by reason of the increase in the number of directors, shall be filled **either by affirmative vote by a majority of the members at the next annual, semi-annual, or special meeting of members (whichever is first to occur), or by affirmative vote of a majority though less than a quorum of the remaining board of directors- directors subject to approval by the members at the next meeting of members.** A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 6.8. Resignation and Removal. A director may resign at any time by delivering written notice to the Community Organization. All or any number of directors may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the voting members entitled to vote at an election of directors.
- 6.9. Meeting by Telephone or Other Means of Communication. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII - OFFICERS

- 7.1. Officers. The officers of the Community Organization shall be a president, vice president, secretary, and treasurer.
- 7.2. Qualifications and Method of Election. Each officer shall be an individual, but need not be a member if acting as a qualified representative of a member. Each officer shall be elected annually by the membership at the annual meeting of the membership. Each officer shall hold office until his or her successor shall have been duly elected, or until his or her death, resignation, or removal. An officer may serve concurrent terms. The officers shall be members of the board of directors.
- 7.3. President. The president shall preside at all meetings of the Community Organization and of the board of directors at which he or she is present and shall exercise general supervision of the affairs and activities of the Community

Organization. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

- 7.4. Vice President. In the absence of the president or in the event of the president's death or inability to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform all duties incident to the office of the vice president and such other duties as from time to time may be assigned to him or her by the president or board of directors.
- 7.5. Secretary. The secretary shall keep the minutes of all the meetings of the Community Organization and of the board of directors, which shall be an accurate and official record of all business transacted, and shall be custodian of all Community Organization records. The secretary shall also perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or board of directors.
- 7.6. Treasurer. The treasurer shall have charge of, and be responsible for, all funds of the Community Organization. The treasurer shall also perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or board of directors.
- 7.7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.
- 7.8. Resignation and Removal. An officer may resign at any time by delivering written notice to the Community Organization. An officer may be removed by the members of the Community Organization by two-thirds of a majority vote whenever in their judgment the best interests of the Community Organization will be served thereby.

ARTICLE VIII - COMMITTEES

The board of directors may, by resolution adopted by a majority of the directors present at a meeting which a quorum is present, designate and appoint one or more committees, each of which shall consist of two (2) or more directors, to assist the board of directors in the management of the affairs of the Community Organization. The provisions of Article VI of these Bylaws governing meetings, action without a meeting, notice and waiver of notice, and quorum and manner of acting of the board of directors, shall apply to committees and their members as well. Each committee shall only exercise such authority of the board of directors that is expressly delegated to the committee by resolution of the board of directors, and a committee shall not have authority to take any action prohibited by ORS 65.354 or successor law.

ARTICLE IX - CONTRACTS, LOANS CHECKS AND DEPOSITS

- 9.1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Community Organization and such authority may be general or confined to specific instances.
- 9.2. Loans. No loans shall be contracted on behalf of the Community Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.
- 9.3. Checks, Drafts, and Other Instruments. All checks, drafts, and other orders for payment of money, and promissory notes and other instruments of indebtedness issued in the name of the Community Organization shall be signed by such officer or officers, or agent or agents of the Community Organization as shall from time to time be determined by resolution of the board of directors.
- 9.4. Deposits. All funds of the Community Organization not otherwise employed shall be deposited from time to time to the credit of the Community Organization in Centennial Bank, West 11th Branch, Eugene, Oregon or such other banks, trust companies or other depositories as the board of directors may from time to time select.

ARTICLE X - INDEMNIFICATION

- 10.1. The Community Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Community Organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the Community Organization, or is or was serving at the request of the Community Organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Community Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a

manner which he or she reasonably believed to be in or not opposed to the best interests of the Community Organization, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- 10.2. The Community Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Community Organization to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Community Organization, or is or was serving at the request of the Community Organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Community Organization, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Community Organization unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- 10.3. To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 10.1 and 10.2 of this Article X, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.
- 10.4. Any indemnification under Sections 10.1 and 10.2 of this Article X (unless ordered by a court) shall be made by this Community Organization only as authorized in the specific case upon a determination that the director, officer, employee or agent has met the applicable standard of conduct set forth in Sections 10.1 and 10.2 of this Article X and that indemnification is therefore proper in the circumstances. Such determination shall be made:
 - 10.4.1. By the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; or
 - 10.4.2. If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

- 10.4.3. By the members; or
- 10.4.4. By the court in which the action, suit or proceeding is or was pending upon application by the Community Organization or the agent, attorney or other person rendering services in connection with the defense, whether or not the Community Organization opposes the application by the attorney, agent or other person.
- 10.5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this Community Organization in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided in Section 10.4 of this Article X upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the Community Organization may make indemnification as authorized in this Article X.
- 10.6. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Community Organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation and Charter or under the provisions of the Oregon Non-profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.

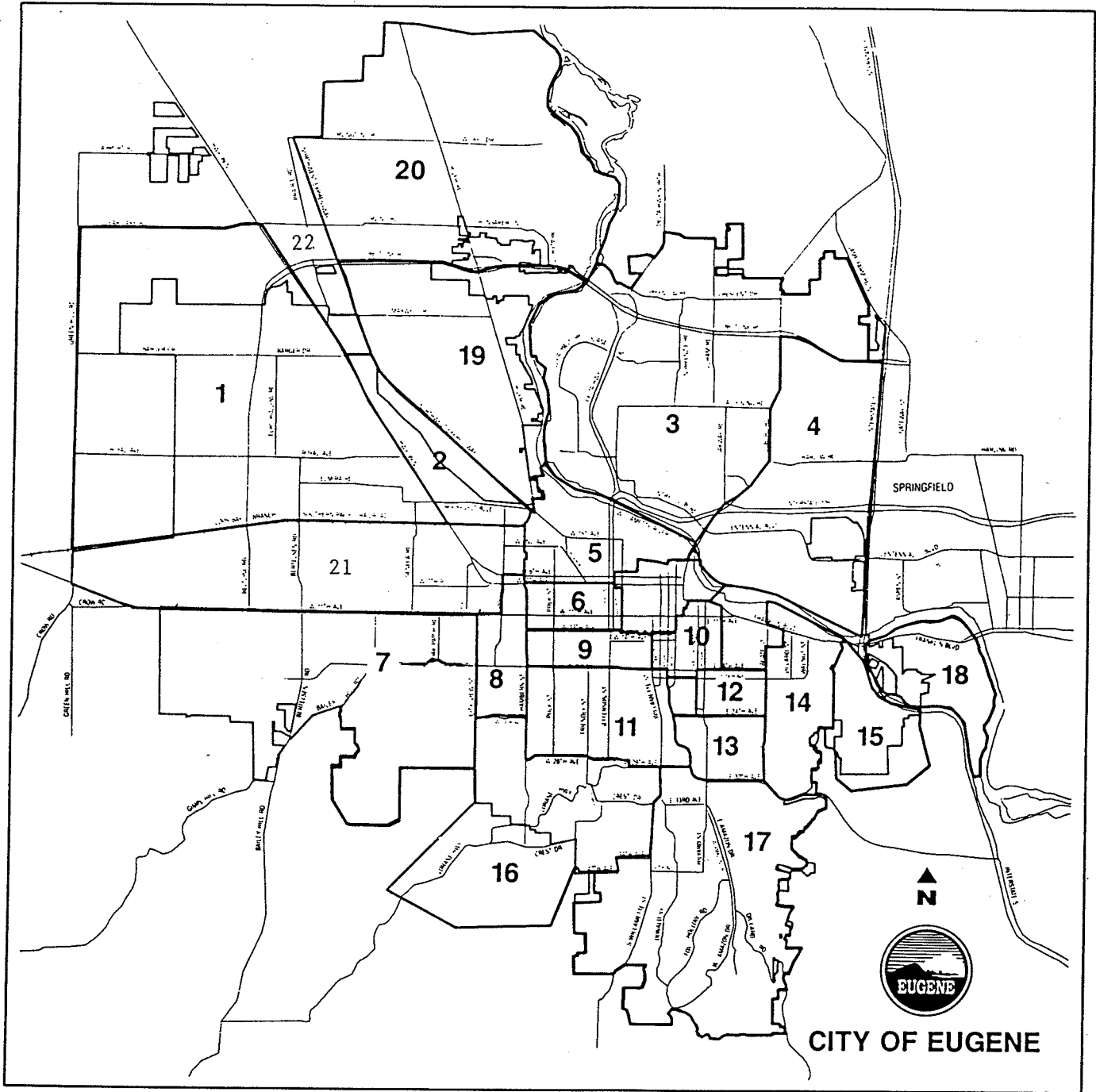
ARTICLE XII - AMENDMENTS

These Bylaws may be altered, amended or repealed or new bylaws may be adopted by a majority of the members present at a meeting at which a quorum is present.

The foregoing Bylaws, comprising of ten (10) pages, constitute the original Bylaws of the West Eugene Community Organization as duly adopted by the board of directors on _____, 1991.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his name on this _____ day of _____, 1991.

By: _____
Secretary



NEIGHBORHOOD ORGANIZATIONS

For Neighborhood Information Phone 687-5009

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|---|--|---|
| 1 Active Bethel Citizens | 9 Jefferson Area Neighbors | 16 Crest Drive Citizens Association |
| 2 Bethel Triangle Neighbors | 10 West University Neighbors | 17 Southeast Neighbors |
| 3 Cal Young Neighborhood Association | 11 Friendly Area Neighbors | 18 Glenwood |
| 4 Harlow Neighbors | 12 South University Neighborhood Association | 19 River Road |
| 5 Whiteaker Community Council | 13 Amazon Neighbors | 20 Santa Clara |
| 6 Westside Neighborhood Quality Project | 14 Fairmount Neighbors | 21 West Eugene Community Organization |
| 7 Churchill Area Neighbors | 15 Laurel Hill Valley Citizens Association | 22 Industrial Corridor Community Organization |
| 8 Far West Neighborhood Association | | |