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# BETHEL RURAL COMMUNITY ORGANIZATION BYLAWS

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AS AMENDED AND RESTATED IN 2021



MARCH 9, 2021

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# BETHEL RURAL COMMUNITY ORGANIZATION, INC. BYLAWS

## ARTICLE I.

### NAME AND PURPOSE

#### A. Name

The name of this corporation shall be **Bethel Rural Community Organization, Inc.**, hereinafter referred to as the Corporation.

#### B. Mission

The Mission of the Corporation is to locate, coordinate, and lead local and regional resources to perform programs and projects that enhance the quality of rural life in Bethel Community.

## ARTICLE II.

### MEMBERSHIP

#### A. Membership Defined

Membership is available to, without restriction as to nationality, race, creed, religion, or gender, those who have attended two Membership Meetings in a twelve-month period and whose interests and inclinations coincide with these Bylaws and the mission statement of the Corporation.

#### B. Maintaining Membership

Membership is maintained by attending at least one Membership Meeting in each calendar year.

## ARTICLE III.

### MEETINGS

#### A. General Membership Meetings

Regularly scheduled Meetings of the Membership shall be held at 7 p.m. on the second Tuesday of January, March, May, July, September, and November of each calendar year, unless changed for extenuating circumstances. Any other Membership Meetings shall be deemed special Meetings. A dinner Meeting may precede each regular Meeting and shall

begin at 6:30 p.m. The Meeting place shall be determined by the President who shall make all reasonable efforts to notify the Membership of the time and location. Special Meetings of the Membership may be called by the President or by a majority of the Board of Directors, with the same notification requirements.

1. Quorum

For a regular or special Meeting of the Corporation, a quorum shall consist of the presence of ten (10) Members in good standing, as reflected in the official records.

2. Vote

For this body, unless specified otherwise in these Bylaws, all resolutions, elections, and general business shall be decided by a simple majority vote.

**B. Other Meetings**

In addition to the General Membership Meetings, other regular or special Meetings of the organization may occur under the direction of the Board, President, and Committee Chairs.

1. Board Meetings

a. Board Meetings shall be on the first Monday of the week preceding the Membership Meeting after notice is given about the Meeting place, time, and date to the Board and Membership at least one week in advance. If the first Monday falls on or adjacent to a holiday, the Meeting shall be held on an alternate date prior to the Membership Meeting and after at least one week's notice of the alternate time and place of the Meeting has been provided to the Board and Membership.

b. The presence of three (3) Directors shall constitute a quorum for the purposes of a Board Meeting.

c. If a quorum of three (3) is not physically present, the Board may allow telephone presence of absent Director(s) in a number sufficient to reach a quorum.

2. Meetings Conducted by the President

a. The President shall preside at all General Membership Meetings.

b. The President may call special Meetings of the Membership, Board, or Committees

3. Meetings Conducted by Committee Chair

Committee Meetings occur at the discretion of the Committee Chair

4. Meeting Approaches

Meetings, except General Membership Meetings which are held by attendance, may be held in person, via telephone, or via email. The same notification requirements apply. Minutes shall be created for such Meetings.

5. Meetings by Electronic Conference

The Chair of any Meeting, including Board Meetings, may permit any one (1) or more Members of any such Committee to participate in a Meeting by means of a telephone or other electronic conference call that allows all persons participating in the Meeting to hear each other simultaneously during the Meeting, and such participant in a Meeting shall be deemed present in person at such Meeting.

6. Meetings via Email

Meetings of Committees may be conducted online with input from Members via email.

7. Vote

For these Meetings, unless specified otherwise in these Bylaws, all resolutions, elections, general business, and other actions shall be decided by a simple majority vote.

**ARTICLE IV.**

**BOARD OF DIRECTORS**

**ELECTIONS, DUTIES, AND OBLIGATIONS**

**A. Board Membership**

The Board of Directors, hereinafter referred to as the Board *or* Directors, shall consist of five (5) Members: Board Chair, Board Vice-Chair, President, Presidential Appointee, and Director elected by the Membership for a three-year term.

**B. Election of Board**

Commencing with the 2007 annual election, three Directors shall be elected by the Membership at the annual Meeting when Officers are elected. All

newly elected or appointed Directors shall take office January 1 following their election or appointment.

1. The Class A Director shall serve for a term of one calendar year.
2. The Class B Director shall serve for a term of two calendar years.
3. The Class C Director shall serve for a term of three calendar years.
4. Commencing with the 2008 annual election and thereafter, one Class C Director shall be elected each year.
5. The newly elected President shall, by virtue of the office, also become a Director.
6. The President shall, upon election, appoint one person from the general Membership to serve for a one-year term as a Director.

### **C. Board Chair Election and Duties**

The Board shall elect a Chair at the Board's initial Meeting of each year whose duties are as follows:

1. Prepare agenda and preside over all Meetings of the Board
2. Call special Meetings of the Board
3. Rule on all questions of parliamentary procedure. The current edition of *Robert's Rules of Order, Newly Revised*, shall govern all proceedings except when inconsistent with the specific terms of these Bylaws. The Chair may appoint a parliamentarian at each Meeting.
4. Co-sign checks of \$1,500 and more that require the signature of the Treasurer and the President if the President is not available. The signature of the Board Chair shall be listed at the bank as an approved signatory.
5. Perform all acts and duties usually performed by the chief executive Officer
6. Along with assistance from the Board, oversee the establishment and implementation of Board policies
7. Ensure that the Corporation operates within those policies and these Bylaws

### **D. Board Vice-Chair Election and Duties**

The Board shall elect a Vice-Chair at the Board's initial meeting of each year whose duties are as follows:

1. In the absence of the Chair, prepare agenda, preside at the Meetings, and perform other duties usually performed by the Chair
2. Serve as Chair of the Audit Committee for the biennial audit
3. In case of resignation, death, disability, or removal of the Chair, the Vice-Chair shall immediately succeed to the office of the Chair for the remainder of the term.

#### **E. Board General Duties**

The Board shall conduct oversight of the Corporation's affairs that include the following:

1. Appoint Committees as the Board deems appropriate to enable it to fulfill its responsibilities
2. Appoint an Audit Committee to serve under the oversight of the Vice-Chair
3. Approve or amend Committee budget requests and the Corporate budget prior to the initial general Membership Meeting of each calendar year
4. All Directors, Officers, Committee Chairs, Agents, and Members of the Corporation shall be accountable to the Board and shall not represent the organization in a unilateral fashion without Board approval.
5. Should an unforeseeable event arise, the Board is authorized to make the following changes:
  - a. Expend for such event up to 50% of the total amount budgeted for expenses but unspent at that time
  - b. If 50% of the expense amounts budgeted but unspent does not equal or exceed the amount required as a result of such event, the Board shall, after consultation with all Committee Chairs, reduce amounts budgeted for each Committee and re-assign reduced funds to cover the need generated by the event.
  - c. An unforeseeable event shall be defined as an event or series of events that could not reasonably have been expected to occur. It shall include, but not be limited to, national emergencies, national declarations of war, imposition of martial law, pandemics, catastrophic weather events, earthquakes, and other acts of God.

#### **ARTICLE V.**



**OFFICERS**

**ELECTION, DUTIES, AND OBLIGATIONS**

**A. Officers of the Organization**

Officers shall consist of a President, Vice-President, Secretary, and Treasurer.

**B. Election of Officers**

Election of Officers shall be at the annual Meeting of the Membership held at the final Meeting of the year. A President, Vice-President, Secretary, and Treasurer shall be elected and shall serve for a term of two years.

**C. Presidential Duties**

1. Preside over all Meetings of the Membership of the Corporation
2. Call special Meetings of the Corporation
3. Rule on all questions of parliamentary procedure. The current edition of *Robert's Rules of Order, Newly Revised*, shall govern all proceedings except when inconsistent with the specific terms of these Bylaws. The President may appoint a parliamentarian at each Meeting.
4. Perform all acts and duties usually performed by an executive and presiding Officer
5. See that all resolutions, agreements, contracts, etc., authorized by the Corporation, are implemented
6. Checks in the amount of \$1,500 and more shall require the signatures of both the Treasurer and the President. The signature of the President shall be listed at the bank as an approved signatory.
7. Serve as a Director simultaneous to Presidential service
8. Select one Member to serve as a Director on the Board for a one-year term
9. In consultation with other Officers/Directors, designate Committee Chairs, assist the Board Chair in appointing Committees, and assist the Committee Chair in filling Committee vacancies.

**D. Vice-Presidential Duties**

1. In the absence of the President, preside at regular and special Meetings and perform other duties normally performed by the President
2. Assist the President in carrying forward the program and general work of the Corporation

3. Co-sign checks of \$1,500 and more that require the signature of the Treasurer and the President if neither the President nor the Board Chair is available. The signature of the Vice-President shall be listed at the bank as an approved signatory.
4. In case of death, resignation, disability, or removal of the President, immediately succeed to the office of the President for the remainder of the term.

#### **E. Secretarial Duties**

1. Maintain the Minutes of all Corporation Meetings of the Board and Membership
2. Provide to the Board, at least one day prior to each Board Meeting, Minutes of the previous Board Meeting
3. Provide to the Membership, at least one day prior to each Membership Meeting, Minutes of the previous Membership Meeting
4. Maintain Membership records, lists of Directors and Officers, Committees and Committee Membership
5. Maintain all Corporate books and records, including those from the previous Secretary
6. Each previous Secretary shall deliver to the succeeding Secretary all books and records within thirty (30) days of the end of the previous Secretary's term.
7. All previous Corporate books and records shall be maintained in a convenient storage location at the organization's facility.
8. Conduct all official correspondence for the Corporation

#### **F. Treasurer Duties**

1. Collect and distribute the mail to appropriate recipients
2. Collect and deposit in a bank approved by the Board all funds secured by the Corporation and be responsible for handling those funds
3. Pay from Corporation monies all authorized outstanding debts and obligations as they become due
4. Checks in the amount of \$1,500 and more shall require a second authorized signature of the President, Board Chair, or Vice-President (in that order) enlisted by the Treasurer. The signature of the Treasurer shall be listed at the bank as an approved signatory.

5. Maintain accurate records of all receipts and disbursements and all assets and liabilities of the Corporation
6. Provide to the Board, as of the end of the most recent month, at least one day prior to each Board Meeting, a financial report that reflects a summary of all receipts and disbursements since the prior such report and that lists current assets and liabilities. Treasurer must provide additional financial receipts, disbursements, and other specific information, when requested by the Board, to support the financial summary reports.
7. Provide to the Membership, as of the end of the most recent month, at least one day prior to each Membership Meeting, a financial report that reflects a summary of all receipts and disbursements since the prior such report and that lists current assets and liabilities
8. Prepare a yearly financial statement for presentation at the annual Meeting at the beginning of each calendar year
9. Accept by mid-December the budget requests from each Committee and prepare budget request list for the Board for its January Meeting.
10. Assist grant or application writers with financial information that enhances a positive outcome for the grant or application
11. If no Bethel Rural Community Organization Member is willing to fulfill the role of the Treasurer, a CPA firm may be hired for that duty.

## **ARTICLE VI.**

### **BOARD OF DIRECTORS AND OFFICERS**

#### **FINANCIAL OBLIGATIONS, RESTRICTIONS, AND PROTECTIONS**

##### **A. Director and Officer Compensation**

No Director or Officer shall receive compensation from the Corporation for services as a Director or Officer.

##### **B. Property Interest of Director or Officer**

No Director or Officer shall have any right, title, or interest in or any property or assets of the Corporation.

### **C. Non-liability for Debts of the Corporation**

Private property of the Directors or Officers shall be exempt from execution or other liability for any debts of the Corporation, and no Director or Officer shall be liable or responsible for any debts or liabilities of the Corporation.

### **D. Conflict of Interest of Directors and Officers**

Each Director and each Officer must communicate to the Board any potential conflict of interest. Upon election to the Board or to an Office, each Director and Officer must sign a statement that affirms that the Director and Officer has received a copy of the Corporation's Conflict of Interest Policy, has read and understands the policy, has agreed to comply with the policy, and has disclosed any situation that could give rise to any conflict of interest.

### **E. Board and Financial Transactions**

#### **1. Contracts**

The Board may authorize any Officer(s), Agent(s), or Committee Chair(s) to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **2. Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### **3. Checks and Drafts**

All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such Officer(s), Agent(s), or Committee Chair(s) of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board. Checks in the amount of \$1,500 and more shall require the signatures of both the Treasurer and the President. The Board Chair or Vice-President, in that order, may sign for the President if the President is not available. Signatures of the President, Vice-President, Board Chair, and Treasurer shall be listed at the bank as approved signatories.

#### **4. Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board shall direct.

## **ARTICLE VII.**

### **COMMITTEES**

The Corporation shall appoint standing or ad hoc Committees compliant with the mission of the Corporation.

#### **A. Committee Chairs**

Committee Chairs serve at the discretion of the Board to further the mission of the organization by overseeing specific duties relevant to each committee's area of concern.

#### **B. Committee Chair Appointment**

Committee Chair appointment shall be carried out by the President in consultation with other Officers/Directors.

#### **C. Committee Data and Records**

Each previous Committee Chair shall deliver to the succeeding Committee Chair all data, reports, and records of the Committee within thirty (30) days of the end of the previous Committee Chair's term.

#### **D. Committee Membership**

Committee membership shall consist of Members of the organization, or non-Members, who desire to be on the Committee.

1. Individuals who wish to contribute to the general mission of the Committee may join.
2. The Committee Chair may select Members whose expertise and interest align with the mission of the Committee.
3. The Committee Chair may use his/her discretion as to Committee Membership.

#### **E. Committee Mission**

Committee mission shall be compatible with the overall mission and purpose of the Corporation and serves to define the Committee's purpose.

## **G. Committee Budget**

1. The Chair of each standing Committee of the Corporation, except the Audit Committee, shall prepare and present a proposed budget to the Treasurer who will convey said budget to the Board by the designated date for the upcoming year.
2. Budget presentations shall be made at either a regular or special Board Meeting.
3. The Committee Chair shall present to the Board any request(s) by the Committee for additional funding beyond that approved in the Annual Corporate Budget. Board approval is required for such expenditures. Expenditures in excess of \$500 also require the approval of the Membership.
4. Any new Committee project that arises during the year and that falls outside the projects approved by the Board and Membership during the establishment of the Annual Corporate budget requires approval from the Board.
5. The Committee Chair may re-allocate Committee budget expenditure amounts for approved projects within the approved Committee budget.

## **H. Standing Committees of the Corporation**

1. Audit
  - a. The Audit Committee meets every other year to generate an internal audit report.
  - b. The Audit Committee is chaired by the Vice-Chair.
  - c. Audit Committee members, other than the Chair, are appointed by the Board.
  - d. The Audit Committee reviews the receipts and disbursements of the Corporation to ensure that all income has been properly recorded and that all payments have been properly approved.
  - e. No budget is currently needed for the biennial internal audit; however, a budget may become necessary if services of a professional auditor are required.
2. Beautification (see Policies and Procedures Manual for details)
3. Buildings and Grounds (see Policies and Procedures Manual for details)
4. Benevolence (see Policies and Procedures Manual for details)
5. Education (see Policies and Procedures Manual for details)

6. Food Pantry (see Policies and Procedures Manual for details)
7. Historic Preservation (see Policies and Procedures Manual for details)
8. Race (see Policies and Procedures Manual for details)
9. Rural Preservation (see Policies and Procedures Manual for details)

## **ARTICLE VIII.**

### **DIRECTOR, OFFICER, COMMITTEE CHAIR, AND AGENT REMOVAL**

#### **A. Director and Officer Suspension**

1. The Board shall have the power to suspend a Director or Officer for cause interim to any regular or special Meeting.
2. Within ten (10) days of the suspension, the Board shall direct the Secretary to issue a notice to the Membership:
  - a. Notice lists location, date, and time of a special Meeting of the Membership
  - b. Meeting must occur within twenty (20) days of the suspension.
  - c. Notification states that the purpose of the Meeting is to call for a vote of the Membership concerning removal of the suspended Director or Officer
  - d. The notice shall contain a statement that the suspended Director or Officer may present a defense.

#### **B. Director and Officer Removal**

1. After the twenty (20) day notice of a Meeting calling for removal of a Director or Officer is initiated by the Board, the Membership shall meet to vote as to the removal of the suspended Officer or Director.
2. The Membership itself may initiate removal of a Director or Officer by sending a twenty (20) day notice described in Article VIII. A. 2. followed by conducting a special Meeting at which a vote to remove would be held.
3. The suspended Director or Officer may present a defense at the Meeting.
4. Removal of a suspended Director or Officer requires a two-thirds (2/3) majority vote of the Membership in attendance.

### **C. Committee Chair and Agent Removal**

1. Committee Chairs and Agents serve at the discretion of the President and the Board. (See Article VII. A. and B.)
2. A Committee Chair and an Agent may be removed by the President, in consultation with other Officers and Directors, who determine that the Committee Chair or Agent is failing to carry out the mission, duties, or projects of the organization or Committee or whose actions do not comply with the mission of the Corporation.

## **ARTICLE IX.**

### **DIRECTOR, OFFICER, COMMITTEE CHAIR, AND AGENT REPLACEMENT**

#### **A. Director Replacement**

1. If a Board vacancy occurs as the result of resignation, disability, death, or removal of a Director, a new Director shall be elected by the Membership at a regular or special Meeting.
2. Any such replacement Director shall take office immediately after election and shall serve for the remainder of the term of the replaced Director.
3. If the Office of the Board Chair becomes vacant, the Vice-Chair shall immediately succeed to the office of Chair.
4. The Board, including the newly elected Director, shall hold a regular or special Meeting to elect a new Vice-Chair.

#### **B. Officer Replacement**

1. If an Office vacancy occurs as the result of resignation, disability, death, or removal of an Officer, a new Officer shall be elected by the Membership at a regular or special Meeting, except in the case of the Presidency. The Vice-President shall immediately succeed to the Office of President.
2. Any replacement Officer shall take office immediately after election and shall serve for the remainder of the term of the replaced Officer.

#### **C. Committee Chair and Agent Replacement**

A new Committee Chair and a new Agent shall be selected by the President, in consultation with other Officers and Directors.

## **ARTICLE X.**



## **ADOPTION**

These Bylaws shall take effect upon approval by a majority of the Membership present at any regular or special Meeting called for the purpose of approving these Bylaws. Notification shall be at least one week prior to such Meeting.

## **ARTICLE XI.**

### **AMENDMENTS**

These Bylaws may be amended, repealed, and new Bylaws adopted by a majority vote of the Membership present at any regular or special Membership Meeting, provided the Membership has been notified of the proposed changes at least one week prior to such Meeting.

## **ARTICLE XII.**

### **ELECTIONS AS A SECTION 501(c)(3) CORPORATION**

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, employees, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which

are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE XIII.**

#### **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.