

ARTICLE IV ROLES AND RESPONSIBILITIES

SECTION 1 DUTIES OF THE OFFICERS OF MPNA:

The duties of the officers shall be as follows:

- E) **CHAIRPERSON:**
The Chairperson of MPNA shall prepare agendas for, and preside over all meetings of the general membership and Board of Directors, and shall appoint committees, with the advice and consent of the Board.
- F) **VICE CHAIRPERSON:**
The Vice Chairperson shall assist the Chairperson, and shall function as Chairperson in the Chairperson's absence.
- G) **SECRETARY:**
The Secretary shall keep or cause to be kept minutes and written records of all meetings; shall be responsible for all correspondence, and shall make records available for inspection for proper purpose at any reasonable time.
- D) **TREASURER:**
The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting of the association; shall receive, safe keep, and disburse MPNA funds, with all disbursements requiring the signature of Treasurer and one other Board member.

SECTION 2 DUTIES OF THE BOARD OF DIRECTORS:

The Board of Directors shall be responsible for the management of the affairs of MPNA in the interim between general membership meetings. The members of the Board shall attend regular meetings of the Board and the Association, shall be accountable to the general membership, and shall comply with these Bylaws.

ARTICLE V PROCESS

SECTION 1 MEMBERSHIP MEETINGS:

There shall be minimum of 5 general meetings of the membership each year, in the spring and in the fall. Special meetings of the membership may be called by the Chairperson or the Board for any issue of concern to MPNA. Notification shall be given for all general and/or special meetings of the membership at least seven (7) days in advance of the meeting. All meetings shall be subject to open meetings laws (ORS 192.410-192.710).

SECTION 2 BOARD MEETINGS:

A minimum of 5 board meetings shall be held each year. Emergency meetings of the membership or Board of Directors may be called by the Chair or by the Board of Directors as deemed necessary. Notification and the purpose(s) of the meeting shall be given within 24 hours or less notice. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

SECTION 3 MEETINGS AGENDAS:

The Chairperson shall prepare the agendas for all board meetings, and for all special and general meetings of the membership. Agenda items may be added to or changed by unanimous agreement of the members present at any meeting.

- SECTION 4 PARTICIPATION:**
Any general, special, Board, or committee meeting is open to any person, and all who wish to may be heard. However, only those eligible for membership in MPNA are entitled to vote. All actions or recommendations of the MPNA membership, whether from special or general membership meetings, shall be reported to those affected, and shall include any dissenting or minority position taken at a formal vote.
- SECTION 5 VOTING:**
Voting shall be restricted to persons 18 years of age and older who live, own property, or represent a business or non-profit organization located within the Mill Park Neighborhood Association boundaries and who attended at least one of the three (3) previous general membership meetings. The Board of Directors, at their discretion, may waive the attendance requirement for a particular meeting.
- SECTION 6 QUORUM:**
For voting purposes a quorum for any general or special meeting of MPNA shall be the numbers of members in attendance.
- SECTION 7 ELECTIONS:**
Officers of the Association and members at large of the Board of Directors shall be elected for a period of two (2) years. Elections shall take place at the fall general meeting.
- SECTION 8 ELIGIBILITY:**
Only persons eligible for MPNA membership shall be qualified to hold an elected or appointed position.
- SECTION 9 STANDING COMMITTEES:**
Volunteers for standing committees shall be solicited at all general meetings. Standing committees shall report to the Board, the Chairperson of the Association, or the general membership when appropriate.
- SECTION 10 IMPEACHMENT:**
A majority of the Board may submit a written request for the resignation of any officer or Board member at a regularly scheduled board meeting. If any holder of an elected or appointed position refuses to resign, he/she may be removed and replaced by a two-thirds (2/3) majority vote of a general or special meeting of the membership.
- SECTION 11 GRIEVANCE PROCEDURE:**
Any person or persons who feel they have been adversely affected by a decision or policy of MPNA may submit a written complaint to any member of the grievance committee. The committee will, within seven (7) days of the complaint, arrange with the petitioning party a mutually acceptable time and place for a review of the complaint, and will attempt to resolve the complaint, and submit a written recommendation to the Board within thirty (30) days. If the grievance committee, the Board and the petitioning party cannot reach agreement, final resolution of the complaint shall be by a majority vote of the membership of MPNA at a general or special meeting.
- SECTION 12 MEDIATION:**
Any conflict involving MPNA may, by mutual consent of the parties involved, be referred to the Neighborhood Mediation Center.

SECTION 13 BOARD MEMBER INDEMNITY:

MPNA agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board Member, including, without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the business or affairs of MPNA. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, MPNA assets, and the MPNA members shall not have any personal liability on account thereof.

SECTION 14 BYLAWS REVISIONS:

Adoption of and amendments to the bylaws shall require a two-thirds (2/3) majority vote of members present at a general meeting of the membership.