



# **OHSU Board Governance Committee Meeting**

**September 11, 2024  
3:00-5:00pm**

YouTube Link

<https://youtube.com/live/3J9TILDI36E?feature=share>

Phone (audio only):

1-503-388-9555 Portland, OR

1-206-207-1700 Seattle, WA

Meeting number (access code): 2631 268 1356



Date: September 11, 2024

To: Members of the Governance Committee

From: Connie Seeley, Secretary to the OHSU Board of Directors

Attached for your review are two versions of DRAFT updated by-laws, one “red-lined” and one without. Along with a general review and update, you will see in part, our goal is to accommodate the new public meetings law and incorporate the addition of two new board members. Our work in the committee will be forwarded to and will inform the discussion at the Public meeting of the Board of Directors at the end of this month. Highlights include:

- Recognize additional board members where appropriate
- Additional language regarding how we assist the Governor in the appointment of Directors
- Clarity regarding the compensation of Directors
- Additional/updated description of types of meetings: Public, Exempt, Special and Executive Session.
- Clarity around quorum
- Special Meetings – small change in process of calling the meeting and adhere public posting requirements
- Moving from written minutes to video archive of meetings
- Allows for up to 30 minutes of public testimony
- Provides terms of office for Chair and Vice chair and contemplates terms limits



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Agenda

1. Review By-Laws

**SIXTH AMENDED AND RESTATED BYLAWS  
OF  
OREGON HEALTH & SCIENCE UNIVERSITY**

**ARTICLE ONE  
Name**

The legal name of this corporation is Oregon Health and Science University (“University”), an Oregon public corporation. To the extent practical, the University shall be known as “Oregon Health & Science University” or “OHSU”.

**ARTICLE TWO  
Purposes of Organization**

The purposes for which the University is organized as a public corporation are to carry out and exercise the powers, rights and privileges expressly or impliedly conferred upon it and to pursue the missions defined for it by the Oregon Legislature.

**ARTICLE THREE  
Board of Directors**

1. **Business and Affairs.** The business and affairs of the University shall be managed by the Board of Directors, which may exercise all such powers of the University as are permitted by law.
2. **Number of Directors.** The number of Directors of the University shall be eleven (11).
3. **Membership.** The membership of the Board shall be as follows:
  - a. Seven representatives who, in the discretion of the Governor, have experience in areas related to the University missions or that are important to the success of the University, including but not limited to higher education, health care, scientific research, engineering and technology and economic and business development;
  - b. One representative who is a student enrolled at the University (the “Student Director”);
  - c. One representative who is a member of the faculty of the university (the “Faculty Director”);

d. One representative who is a member of the staff of the university (the “Staff Director”);

and

e. The President of the University.

4. **Qualifications.** Members of the Board must be citizens of the United States. Except for the Faculty Director, the Staff Director and the President, no voting member of the Board may be an employee of the University.

5. **Appointment of Directors.** With the exception of the President of the University, the members of the Board shall be appointed by the Governor of the State of Oregon and shall be confirmed by the Senate of the State of Oregon in the manner prescribed by law. To assist the Governor in appointing the Student Director, the duly organized and recognized entity of student government shall submit a list of nominees to the Governor for consideration. To assist the Governor in appointing the Faculty Director, the duly organized and recognized entity of faculty government shall submit a list of nominees to the Governor for consideration. To assist the Governor in appointing the Staff Director, the University will advise employees to submit applications and nominations directly to the Governor. To assist the Governor in appointing Board members other than the student member and the President, the Board shall submit a list of nominees to the Governor for consideration whenever a vacancy on the Board occurs or is announced.

6. **Terms of Directors.** With the exception of the Faculty Director, the Staff Director, the President of the University and the Student Director, and except as otherwise provided by law or specified in the appointment or confirmation process, the term of office of each member of the Board shall be four (4) years. The term of office of the Student Director, the Faculty Director and the Staff Director shall be two (2) years, except as otherwise specified in the appointment or confirmation process. The term of office of the President of the University shall be determined by the Board. A Director may be reappointed for one (1) additional term.

7. **Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any member of the Board. For any vacancy other than a vacancy of the President’s position on the Board, the Governor shall appoint a successor to fill a vacancy for the unexpired term.

8. **Removal.** The Governor may remove a member of the Board other than the President at any time for cause, after notice and public hearing, but no more than three (3) members of the Board shall be removed within a period of four (4) years, unless it is for

corrupt conduct in office. The Board may remove the President as a member of the Board in the manner, on the grounds and subject to the limitations it deems necessary and appropriate.

9. **Compensation; Reimbursement of Expenses.** Other than the President, a Director performing their official duties is not acting as an employee of the University and shall not receive a salary or otherwise be compensated. In accordance with University policy a Director may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

10. **Compensation of Faculty and Staff Directors.** The Faculty Director and Staff Director are each hereby granted reasonable leave with pay at their regular salaries as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section 10 shall be deemed to alter the compensation of the Faculty Director or Staff Director for the performance of their duties as a University employee.

#### **ARTICLE FOUR Meetings of the Board of Directors**

1. **Types of Board Meetings.** “Public Meeting” of the Board of Directors is the convening of the members of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. “Public Meeting” does not include any on-site inspection of any project or program, the attendance of members of the Board of Directors at any national, regional or state association or the convening of directors for any purpose for which a quorum is not required. An “Exempt Meeting” of the Board is a meeting at which the Board’s decisions and deliberations concern only matters identified in Section 4 below.

2. **Compliance with Public Meetings Law.** As used in these Bylaws, the term "Public Meeting" shall mean a meeting subject to the provisions of ORS 192.610 to 192.710, as the same shall be amended from time to time (the “Public Meetings Law”). All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law in effect from time to time, including without limitation those provisions relating to the location of meetings, notice, accessibility for the disabled, the conduct of meetings by means of telephonic or electronic communication, the preparation of minutes, and the provision of interpreters.

Where these Bylaws provide for the calling of a meeting upon the request of Board members, communications among Board members shall be nonsubstantive in nature and

relating to scheduling, and shall not themselves require a public meeting pursuant to ORS 192.690(1)(m)(C).

3. **Quorum.** A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors who are in office at the time of the meeting. A quorum is required to be present to conduct business at any meeting of the Board. Provided, however, that if a quorum fails to attend any meeting of the Board, members of the Board in attendance may discuss and receive information about items on the agenda but may not vote. Such meetings shall comply with the requirements of these Bylaws notwithstanding the absence of a quorum.

4. **Jurisdiction of the Board.** The Board shall have jurisdiction over all matters relating to governance of the University, except that it may delegate matters to individual members, officers, or staff. The Board shall vote on the following matters:

a. Approval or adoption of an annual operating budget and capital expenditure plan for the University.

b. Approval of any transaction involving the purchase or sale of real property by the University, except for transactions involving exigent circumstances and transactions described in Section 4(b) or 4(c) below.

c. Approval of the University's institution of condemnation proceedings.

d. Adoption, amendment or repeal of these Bylaws.

e. Any decision for which applicable law or these Bylaws require the participation of a quorum of the Board of the University.

f. Any decision as to which the Board has adopted a resolution requiring the participation of a quorum of the Board.

5. **Exempt Board Meetings.** The Public Meetings Law provides that its provisions do not apply with respect to meetings of the Board or its designated committees regarding any of the following matters:

a. Meetings regarding candidates for the position of president of the University;

b. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to financings, mergers, acquisitions or joint ventures;

c. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to the sale or other disposition of, or substantial change in use of, significant real or personal property; and

d. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to health system strategies.

Decisions on any matter at an Exempt Meeting shall require the approval of not less than a majority of the members of the Board.

6. **Adjournment.** A majority of the Directors present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may adjourn the meeting from time to time to a different time and place before the date of the next regular meeting without further notice of any adjournment. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

7. **Manner of Acting.**

a. Action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Directors present at a meeting at which a quorum is present. Action upon all other matters may be taken upon the approval of a majority of the Directors present at a meeting.

b. The Board may permit any or all Directors to participate in a meeting by, or conduct the meeting through use of, any means of telephonic or other electronic communication by which all Directors participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Director shall constitute such Director's presence in person at the meeting. With the conduct of a Public Meeting through such telephonic or electronic means, the Board shall make available to the public a location where the public can listen to the communication at the time it occurs by means of speakers or other devices.

8. **Waiver of Notice by Director.** A Director's attendance at or participation in a meeting waives any required notice of the meeting to the Director unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or



assent to action taken at the meeting. A Director may at any time waive any notice required by law or these Bylaws, with a writing signed by the Director and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

#### **ARTICLE FOUR-A** **Public Meeting Procedures**

1. **Regular Meetings.** Regular Public Meetings of the Board shall be held at least once every three (3) months on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Directors then in office.

2. **Special Meetings.** Subject to the notice requirement described in Section 6a. below, special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within forty-eight (48) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Directors then in office and specifying the purpose of the meeting. In no case shall a Special Meeting be called with less than 24 hours' notice to the Public.

3. **Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Directors then in office, identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

4. **Executive Sessions.** Executive sessions are meetings of a governing body held pursuant to ORS 192.660(2) that are closed to the general public. An executive session of the Board may be called at any time by the Chair so long as the subject of the meeting fits within an authorized use of executive session as listed in ORS 192.660(2) or another applicable statute. An executive session must be called by the Chair within forty-eight (48) hours after the Chair's receipt of a written request for an executive session signed by a majority of the Directors then in office and specifying the purpose of the meeting. Prior to calling an executive session, the Chair shall consult with legal counsel to determine whether a particular meeting topic is an authorized use of executive session, and which statutory authorization(s) may apply to the executive session. The meeting will thereafter be called by the Chair in accordance with the notice requirements in section 6(a). Representatives of the news media shall have a right to attend executive sessions generally but shall not report on the matters deliberated upon therein. Representatives of the news media may not attend either executive sessions called for labor negotiations per ORS

192.660(2)(d) or when the news media is a party to current or likely litigation that is the subject of an executive session under ORS 192.660(2)(h).

5. **Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held within the state of Oregon and should generally be held at the University or at a location owned or controlled by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

6. **Notice of Meetings.**

a. **To the Public.** Except as otherwise provided, notice shall be given at least twenty-four (24) hours in advance of the start-time of the meeting in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting; shall be provided to the general public and to members of the news media who have so requested; and shall include the principal subjects anticipated to be considered at the meeting. Notices shall be posted in a conspicuous location of the Oregon Health & Sciences University website.

Notwithstanding the foregoing requirements:

(a) Notice of an Emergency Public Meeting need not be given at least twenty-four (24) hours in advance of the start-time of the meeting but shall be such as is appropriate to the circumstances.

(b) Notice of an executive session need not include the principal subjects anticipated to be considered at the meeting but shall state the statutory authorization for the meeting under ORS 192.660(2) or other applicable statutes.

b. **To the Directors.** Notice of a regular special or emergency Public Meeting must be given to each Director at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or by facsimile transmission. If mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Director at the Director's address on file with the Board secretary for the purpose of receiving Board correspondence, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Director's electronic mail address or, as applicable, the Director's facsimile on file with the Board Secretary for the purpose of receiving such correspondence. Notice by all other means shall be

deemed to be given when received by the Director.

7. **Record of Public Board Meetings.** The Board shall provide for the recording of all of its Public Meetings. Such recordings shall constitute the official record of the Board's public proceedings. Recordings of Public Meetings shall be made available to the public within a reasonable time after a Public Meeting concludes.

Minutes of executive sessions shall be maintained but withheld from disclosure as provided by law. Such minutes shall give a true reflection of the matters discussed at the meeting and the views of the participants and shall include the following information at a minimum as required by law:

- (a) All members of the governing body present;
- (b) All motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition;
- (c) The results of all votes and, except for public bodies consisting of more than 25 members unless requested by a member of that body, the vote of each member by name;
- (d) The substance of any discussion on any matter; and
- (e) Subject to ORS 192.311 to ORS 192.478 relating to public records, a reference to any document discussed at the meeting.

8. **Remote Attendance.** Except for executive sessions and only to the extent reasonably possible, members of the public should be provided a means of accessing and attending public meetings by telephone, video, or other electronic or virtual means. If in-person oral testimony is allowed, testimony shall be allowed in writing or by telephone (or other remote means) to the extent reasonably possible.

9. **Public Testimony.** Except as otherwise decided by the Chair, the Board will allow for public testimony at its public meetings at a time and place on the agenda selected by the Chair. Unless otherwise directed by the Chair, the total allotted time for public testimony at public meetings will be a maximum of 30 minutes, with each speaker limited to **3 minutes**. The Chair may shorten or lengthen the total amount of time allotted for comment at the Chair's discretion. The Chair also may shorten the speaking time for each speaker at a meeting if a substantial number of speakers are signed up to testify so as to allow the Board to hear from more speakers. Speakers shall state their names at the beginning of their comments for the record of the public meeting.

Members of the public who wish to provide public testimony shall complete a testimony registration form that will be available at the public meeting and online. The testimony registration form must be completed and delivered to staff prior to the start of the meeting.

**ARTICLE FOUR-B**  
**Exempt Meeting Procedures**

1. **Exempt Meetings Generally.** Exempt Meetings may be held only on the subjects stated in Article Four, section 4 of these Bylaws. Prior to calling an Exempt Meeting, the Chair shall consult with legal counsel to determine whether a particular meeting topic is an authorized use of the exemption.

2. **Regular Meetings.** Regular Exempt Meetings of the Board shall be held on such dates and at such times as specified by the Chair or a majority of the Directors then in office.

3. **Special Meetings.** Special Exempt Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Exempt Meeting signed by a majority of the Directors then in office and specifying the purpose of the meeting.

4. **Emergency Meetings.** Emergency Exempt Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Directors then in office identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Exempt Meetings shall describe the emergency justifying the emergency Exempt Meeting.

5. **Notice of Meetings.** Notice of a regular, special or emergency Exempt Meeting must be given to each Director at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may be delivered in writing, either personally, by mail, or by facsimile transmission. If mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Director at the Director's business address, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Director's electronic mail address or, as applicable, the Director's facsimile on file with the Board Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Director. The notice provided pursuant to this section shall state the specific statutory authorization relied upon for calling the Exempt Meeting. Notices of Exempt Meetings shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.311 to 192.431.

6. **Minutes.** Minutes of all Exempt Meetings shall be prepared when directed by the Chair. All such minutes shall constitute and be identified as sensitive business records or

financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.311 to 192.431.

7. **Written Consent in Lieu of Actual Meeting.** Any action that is permitted to be taken by the Board at an Exempt Meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed with the minutes of all Exempt Meetings of the Board and shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.311 to 192.431.

## **ARTICLE FIVE**

### **Officers**

1. **Officers of the University.** The officers of the University shall be a Chair, a Vice Chair, a President, a Secretary and such other officers and assistant officers as may be deemed necessary by the Board to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.

2. **Chair and Vice Chair.** The selection of the Chair and Vice Chair shall be governed by this section.

a. Every **two** years, the Board shall select one of its members as Chair and another as Vice Chair, who shall be the Board Officers. The term for a board officer shall be approximately two years, or until death, resignation, removal or expiration of appointment as a Director within a term. The Chair and Vice Chair may be elected to consecutive terms. The Chair and Vice Chair may serve a maximum of **[ ] full terms** in each respective position. The Chair and Vice Chair shall not be employees or students at the University and shall not, as Chair and Vice Chair, be authorized to bind the University. The Board may appoint such other Board Officers with such duties as the Board determines necessary or appropriate.

b. In the event of a vacancy in the position of Chair, the Vice Chair shall, as soon as practicable, call a meeting of the Board for purposes of filling the vacancy; the Vice Chair shall temporarily assume the responsibilities of the Chair until such a meeting occurs and a new Chair is elected. A vacancy in the position of Vice Chair shall be filled by the Board at its next regular meeting. In the event of a vacancy in both positions simultaneously, the President shall facilitate a meeting of the Board, as soon as reasonably practicable, for the purpose of filling both vacancies.

c. The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair has the right to vote on all questions and is to otherwise serve as a spokesperson for the Board. **The Chair serves as an ex officio member of all standing committees of the Board.** The Chair shall perform such other duties as assigned by the Board. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board. The Chair may designate another Director, who is not the President, to temporarily preside over a meeting.

d. Notwithstanding the appointment of a Chair and Vice Chair, authority is vested in the Board collectively and not in any individual Director, except as otherwise provided in these Bylaws and as delegated by the Board to individual directors. Individual directors do not speak on behalf of the Board or the University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the Board and the University, unless otherwise determined by the Board. Individual directors may not bind the University.

e. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a **two-thirds majority** vote of directors eligible to vote. A Board Officer may voluntarily relinquish his or her position as Chair or Vice Chair by submitting a letter of resignation to the Secretary with an effective date.

3. **Vacancies.** A vacancy in any Board office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board.

4. **President of the University.** The President shall be the chief executive officer of the University and, subject to the control of the Board, shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President shall perform such other duties as assigned by the Board. The President may appoint other officers, who shall have such powers and duties as may be prescribed by the President

5. **Secretary.** The Secretary shall be responsible for the giving of required notices of meetings of the Board and the preparation of the minutes of meetings of the Board. The Secretary shall perform such other duties as may be assigned by the Board.

**ARTICLE SIX**  
**Board Committees**

Subject to the requirements of applicable law, the Board may appoint such committees as it deems appropriate or necessary from time to time and shall define the duties of such committees and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee shall serve at the pleasure of the Board.

**ARTICLE SEVEN**  
**Conflicts of Interest**

Subject to the requirements of law and of this Article Seven, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest (as defined in ORS Chapter 244). Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Director, the Director shall publicly announce the nature of the potential or actual conflict of interest. Any Director having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating as a public official in any discussion or debate on the issue out of which the conflict arises, and (ii) refrain from voting on the issue, unless the Director's vote is necessary for Board action on the issue and is otherwise not prohibited by ORS Chapter 244.

The Faculty Director, Student Director and Staff Director of the Board may not participate in any discussions or action by the Board or attend any executive session of the Board involving collective bargaining issues that affect students, faculty or staff at the University.

**ARTICLE EIGHT**  
**Confidentiality of Business Records and Financial Information**

Subject to the requirements of applicable law, the Board and officers of the University shall take such steps as are necessary to preserve the confidentiality of sensitive business records and financial and commercial information concerning or belonging to the University which is of a nature not customarily provided to business competitors.

**ARTICLE NINE**  
**Indemnification**

1. **Indemnification.** The University shall indemnify and defend to the fullest extent not prohibited by law any Party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Party in connection with such Proceeding.

2. **Advancement of Expenses.** Expenses incurred by a Director or officer of the University in defending a Proceeding shall in all cases be paid by the University in advance of the final disposition of such Proceeding at the written request of such Director or officer if:

a. The conduct of such Director or officer was in good faith, and the Director or officer reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.

b. The Director or officer furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Director or officer is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted by the University to such Director or officer.

Such advances shall be made without regard to the person's ability to repay such advances.

3. **Definition of Proceeding.** The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the University or otherwise and whether of a civil, administrative, or investigative nature. The term "Party" shall include any person who may be or may have been involved in a Proceeding as a party or otherwise by reason of the fact that the person is or was a Director or officer of the University, or is or was serving at the request of the University as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

4. **Non-Exclusivity and Continuity of Rights.** This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the Board or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

5. **Amendments.** Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.



**ARTICLE TEN**  
**Miscellaneous Provisions**

1. **Contracts.** The Board may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, and such authority may be general or confined to specific instances.

2. **Severability.** Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

3. **Amendment of Bylaws.** These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the Board at any regular or special Public Meeting.

~~FIFTH~~SIXTH AMENDED AND RESTATED BYLAWS  
OF  
OREGON HEALTH & SCIENCE UNIVERSITY

**ARTICLE ONE**

**Name**

The legal name of this corporation is Oregon Health and Science University (“University”), an Oregon public corporation. To the extent practical, the University shall be known as “Oregon Health & Science University” or “OHSU”.

**ARTICLE TWO**

**Purposes of Organization**

The purposes for which the University is organized as a public corporation are to carry out and exercise the powers, rights and privileges expressly or impliedly conferred upon it and to pursue the missions defined for it by the Oregon Legislature.

**ARTICLE THREE**

**Board of Directors**

1. **Business and Affairs.** The business and affairs of the University shall be managed by the Board of Directors, which may exercise all such powers of the University as are permitted by law.

2. **Number of Directors.** The number of Directors of the University shall be ~~ten (10)~~eleven (11).

3. **Membership.** The membership of the Board shall be as follows:

a. ~~Eight~~Seven representatives who, in the discretion of the Governor, have experience in areas related to the University missions or that are important to the success of the University, including but not limited to higher education, health care, scientific research, engineering and technology and economic and business development;

b. One representative who is a student enrolled at the University; ~~and~~  
(the “Student Director”);

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e.c. One representative who is a member of the faculty of the university (the "Faculty Director");

d. One representative who is a member of the staff of the university (the "Staff Director");

and

e. The President of the University.

4. **Qualifications.** Members of the Board must be citizens of the United States. Except for the Faculty Director, the Staff Director and the President, no voting member of the Board may be an employee of the University.

5. **Appointment of Directors.** With the exception of the President of the University, the members of the Board shall be appointed by the Governor of the State of Oregon and shall be confirmed by the Senate of the State of Oregon in the manner prescribed by law. To assist the Governor in appointing the ~~student member~~Student Director, the duly organized and recognized entity of student government shall submit a list of nominees to the Governor for consideration. To assist the Governor in appointing the Faculty Director, the duly organized and recognized entity of faculty government shall submit a list of nominees to the Governor for consideration. To assist the Governor in appointing the Staff Director, the University will advise employees to submit applications and nominations directly to the Governor. To assist the Governor in appointing Board members other than the student member and the President, the Board shall submit a list of nominees to the Governor for consideration whenever a vacancy on the Board occurs or is announced.

6. **Terms of Directors.** With the exception of the Faculty Director, the Staff Director, the President of the University and the ~~student member of the Board~~Student Director, and except as otherwise provided by law or specified in the appointment or confirmation process, the term of office of each member of the Board shall be four (4) years. The term of office of the ~~student member~~Student Director, the Faculty Director and the Staff Director shall be two (2) years, except as otherwise specified in the appointment or confirmation process. The term of office of the President of the University shall be determined by the Board. A Director may be reappointed for one (1) additional term.

7. **Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any member of the Board. For any vacancy other than a vacancy of the President's position on the Board, the Governor shall appoint a successor to fill a vacancy for the unexpired term.

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8. **Removal.** The Governor may remove a member of the Board other than the President at any time for cause, after notice and public hearing, but no more than three (3) members of the Board shall be removed within a period of four (4) years, unless it is for corrupt conduct in office. The Board may remove the President as a member of the Board in the manner, on the grounds and subject to the limitations it deems necessary and appropriate.

9. **Compensation; Reimbursement of Expenses.** ~~Except for~~ Other than the President, ~~Directors will a Director performing their official duties is not acting as an employee of the University and shall not receive a salary or otherwise be compensated for their services as members of the Board. Upon approval by the Board, Directors.~~ In accordance with University policy a Director may be reimbursed for reasonable expenses incurred in connection with the performance of ~~their~~ official duties.

10. Compensation of Faculty and Staff Directors. The Faculty Director and Staff Director are each hereby granted reasonable leave with pay at their regular salaries as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section 10 shall be deemed to alter the compensation of the Faculty Director or Staff Director for the performance of their duties as a University employee.

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#### ARTICLE FOUR Meetings of the Board of Directors

1. **Types of Board Meetings.** "Public Meeting" of the Board of Directors is the convening of the members of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. "Public Meeting" does not include any on-site inspection of any project or program, the attendance of members of the Board of Directors at any national, regional or state association or the convening of directors for any purpose for which a quorum is not required. ~~A "Private~~ An "Exempt Meeting" of the Board is a meeting at which the Board's decisions and deliberations concern only matters identified in Section 4 below, ~~and those matters not requiring a quorum.~~

2. **Compliance with Public Meetings Law.** As used in these Bylaws, the term "Public Meeting" shall mean a meeting subject to the provisions of ORS 192.610 to 192.710, as the same shall be amended from time to time (the "Public Meetings Law"). All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law in effect from time to time, including without limitation those provisions relating to the location of meetings, notice, accessibility for the disabled, the conduct of meetings by means of telephonic or electronic communication, the preparation of minutes, and the provision of interpreters.

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Where these Bylaws provide for the calling of a meeting upon the request of Board members, communications among Board members shall be nonsubstantive in nature and relating to scheduling, and shall not themselves require a public meeting pursuant to ORS 192.690(1)(m)(C).

3. ~~**Quorum for Public Meetings.**~~ A quorum for the transaction of business at ~~a Public Meeting~~ any meeting of the Board shall be a majority of the Directors, ~~plus one more Director,~~ who are in office at the time of the meeting. A quorum is required to be present to conduct business at any ~~Public Meeting at which the Board makes any of the following decisions but shall not otherwise be required:~~ meeting of the Board. ~~Provided, however, that if a quorum fails to attend any meeting of the Board, members of the Board in attendance may discuss and receive information about items on the agenda but may not vote. Such meetings shall comply with the requirements of these Bylaws notwithstanding the absence of a quorum.~~

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4. **Jurisdiction of the Board.** The Board shall have jurisdiction over all matters relating to governance of the University, except that it may delegate matters to individual members, officers, or staff. The Board shall vote on the following matters:

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a. Approval or adoption of an annual operating budget and capital expenditure plan for the University.

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b. Approval of any transaction involving the purchase or sale of real property by the University, except for transactions involving exigent circumstances and transactions described in Section 4(b) or 4(c) below.

c. Approval of the University's institution of condemnation proceedings.

d. Adoption, amendment or repeal of these Bylaws.

e. Any decision for which applicable law or these Bylaws require the participation of a quorum of the Board of the University.

f. Any decision as to which the Board has adopted a resolution requiring the participation of a quorum of the Board.

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~~4. **Private**~~

~~4 - FIFTH SIXTH~~ AMENDED AND RESTATED BYLAWS

5. Exempt Board Meetings. The Public Meetings Law provides that its provisions do not apply with respect to meetings of the Board or its designated ~~committee~~committees regarding any ~~or all~~ of the following matters:

- a. Meetings regarding candidates for the position of president of the University;
- b. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to financings, mergers, acquisitions or joint ventures;
- c. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to the sale or other disposition of, or substantial change in use of, significant real or personal property; and
- d. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to health system strategies.

Decisions on any matter at a ~~Private~~Exempt Meeting shall require the approval of not less than a majority of the members of the Board.

~~56.~~ Adjournment. A majority of the Directors present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may adjourn the meeting from time to time to a different time and place before the date of the next regular meeting without further notice of any adjournment. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

67. Manner of Acting.

a. Action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Directors present at a meeting at which a quorum is present. Action upon all other matters may be taken upon the approval of a majority of the Directors present at a meeting.

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b. The Board may permit any or all Directors to participate in a meeting by, or conduct the meeting through use of, any means of telephonic or other electronic communication by which all Directors participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Director shall constitute such Director's presence in person at the meeting. With the conduct of a Public Meeting through such telephonic or electronic means, the Board shall make available to the public a location where the public can listen to the communication at the time it occurs by means of speakers or other devices.

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**78. Waiver of Notice by Director.** A Director's attendance at or participation in a meeting waives any required notice of the meeting to the Director unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Director may at any time waive any notice required by law or these Bylaws, with a writing signed by the Director and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

#### ARTICLE FOUR-A Public Meeting Procedures

1. **Regular Meetings.** Regular Public Meetings of the Board shall be held at least once every three (3) months on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Directors then in office.

2. **Special Meetings.** Subject to the notice requirement described in Section ~~5a6a~~, special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within ~~twenty-four (24)~~~~forty-eight (48)~~ hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Directors then in office and specifying the purpose of the meeting. In no case shall a Special Meeting be called with less than 24 hours' notice to the Public.

3. **Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Directors then in office, identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

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4-4. **Executive Sessions.** Executive sessions are meetings of a governing body held pursuant to ORS 192.660(2) that are closed to the general public. An executive session of the Board may be called at any time by the Chair so long as the subject of the meeting fits within an authorized use of executive session as listed in ORS 192.660(2) or another applicable statute. An executive session must be called by the Chair within forty-eight (48) hours after the Chair's receipt of a written request for an executive session signed by a majority of the Directors then in office and specifying the purpose of the meeting. Prior to calling an executive session, the Chair shall consult with legal counsel to determine whether a particular meeting topic is an authorized use of executive session, and which statutory authorization(s) may apply to the executive session. The meeting will thereafter be called by the Chair in accordance with the notice requirements in section 6(a). Representatives of the news media shall have a right to attend executive sessions generally but shall not report on the matters deliberated upon therein. Representatives of the news media may not attend either executive sessions called for labor negotiations per ORS 192.660(2)(d) or when the news media is a party to current or likely litigation that is the subject of an executive session under ORS 192.660(2)(h).

5. **Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held within the state of Oregon and should generally be held at the University or at a location owned or controlled by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

5-6. **Notice of Meetings.**

a. ~~a.~~ **To the Public.** ~~Notice of all regular Public Meetings~~ Except as otherwise provided, notice shall be given at least twenty-four (24) hours in advance of the start-time of the meeting in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and shall be provided to the general public and to members of the news media who have so requested; and shall include the principal subjects anticipated to be considered at the meeting. ~~Notice of special meetings of the Board that are Public Meetings shall be given to the news media which have requested notice and to the general public, at least twenty-four (24) hours prior to the hour of the meeting.~~ Notice of an emergency Public Meeting. Notices shall be such as is appropriate to the circumstance posted in a conspicuous location of the Oregon Health & Sciences University website.

b. ~~Notwithstanding the foregoing requirements:~~

(a) Notice of an Emergency Public Meeting need not be given at least twenty-four (24) hours in advance of the start-time of the meeting but shall be such as is appropriate to the

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circumstances.

(b) Notice of an executive session need not include the principal subjects anticipated to be considered at the meeting but shall state the statutory authorization for the meeting under ORS 192.660(2) or other applicable statutes.

b. **To the Directors.** Notice of a regular, special or emergency Public Meeting must be given to each Director at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or -by facsimile transmission. If mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Director at the Director's address on file with the Board secretary for the purpose of receiving Board correspondence, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Director's electronic mail address or, as applicable, the Director's facsimile on file with the Board Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Director.

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6. ~~Minutes~~ **Record of Public Board Meetings.** -The Board shall provide for the ~~taking of written minutes~~ recording of all of its Public Meetings, ~~which~~. Such recordings shall constitute the official record of the Board's public proceedings. Recordings of Public Meetings shall be made available to the public within a reasonable time after a Public Meeting concludes.

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Minutes of executive sessions shall be maintained but withheld from disclosure as provided by law. Such minutes shall give a true reflection of the matters discussed at the Public Meetings meeting and the views of the participants; and shall include the following information at a minimum as required by law:

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- (a) All members of the governing body present;
- (b) All motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition;
- (c) The results of all votes and, except for public bodies consisting of more than 25 members unless requested by a member of that body, the vote of each member by name;
- (d) The substance of any discussion on any matter; and
- (e) Subject to ORS 192.311 to ORS 192.478 relating to public records, a reference to any document discussed at the meeting.

8. **Remote Attendance.** Except for executive sessions and only to the extent reasonably possible, members of the public should be provided a means of accessing and attending public meetings by telephone, video, or other electronic or virtual means. If in-person

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oral testimony is allowed, testimony shall be allowed in writing or by telephone (or other remote means) to the extent reasonably possible.

9. **Public Testimony.** Except as otherwise decided by the Chair, the Board will allow for public testimony at its public meetings at a time and place on the agenda selected by the Chair. Unless otherwise directed by the Chair, the total allotted time for public testimony at public meetings will be a maximum of 30 minutes, with each speaker limited to 3 minutes. The Chair may shorten or lengthen the total amount of time allotted for comment at the Chair's discretion. The Chair also may shorten the speaking time for each speaker at a meeting if a substantial number of speakers are signed up to testify so as to allow the Board to hear from more speakers. Speakers shall state their names at the beginning of their comments for the record of the public meeting.

Members of the public who wish to provide public testimony shall complete a testimony registration form that will be available at the public meeting and online. The testimony registration form must be completed and delivered to staff prior to the start of the meeting.

#### **ARTICLE FOUR-B**

##### **PrivateExempt Meeting Procedures**

1. **Exempt Meetings Generally.** Exempt Meetings may be held only on the subjects stated in Article Four, section 4 of these Bylaws. Prior to calling an Exempt Meeting, the Chair shall consult with legal counsel to determine whether a particular meeting topic is an authorized use of the exemption.

2. **Regular Meetings.** Regular PrivateExempt Meetings of the Board shall be held on such dates and at such times as specified by the Chair or a majority of the Directors then in office.

3. **Special Meetings.** Special PrivateExempt Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special PrivateExempt Meeting signed by a majority of the Directors then in office and specifying the purpose of the meeting.

4. **Emergency Meetings.** Emergency PrivateExempt Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Directors then in office identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency PrivateExempt Meetings shall describe the emergency justifying the emergency PrivateExempt Meeting.

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45. **Notice of Meetings.** Notice of a regular, special or emergency PrivateExempt Meeting must be given to each Director at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may be delivered in writing, either personally, by mail, or by facsimile transmission. If mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Director at the Director's business address, with postage thereon prepaid. —If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Director's electronic mail address or, as applicable, the Director's facsimile on file with the Board Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Director. —The notice provided pursuant to this section shall state the specific statutory authorization relied upon for calling the Exempt Meeting. Notices of Exempt Meetings shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.311 to 192.431.

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56. **Minutes.** Minutes of all PrivateExempt Meetings shall be prepared when directed by the Chair. All such minutes shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.410 through 311 to 192.505431.

67. **Written Consent in Lieu of Actual Meeting.** Any action that is permitted to be taken by the Board at a Privatean Exempt Meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed with the minutes of all PrivateExempt Meetings of the Board and shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.410 through 311 to 192.505431.

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## ARTICLE FIVE Officers

1. **Officers of the University.** The officers of the University shall be a Chair, a Vice Chair, a President, a Secretary and such other officers and assistant officers as may be deemed necessary by the Board to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law. The

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~~Chair and Vice Chair shall not be employees of the University and shall not, as such, be considered agents of the University or authorized to bind the University.~~

~~2. **Appointment Chair and Term of Office.** Each Vice Chair. The selection of the Chair and Vice Chair shall be members of governed by this section.~~

~~a. Every two years, the Board, and each shall select one of their members as Chair, and another as Vice Chair and Secretary, who shall be appointed by the Board Officers. The term for a board officer shall be approximately two years, or until death, resignation, removal or expiration of appointment as a Director within a term. The Chair and Vice Chair may be elected to consecutive terms. The Chair and Vice Chair may serve a maximum of [ ] full terms in each respective position. The Chair and Vice Chair shall not be employees or students at the pleasure of the University and shall not, as Chair and Vice Chair, be authorized to bind the University. The Board. Each may appoint such other Board officer shall hold office for one (1) year, or until a successor shall have been duly appointed and qualified or until the officer's death, resignation, or removal. Officers with such duties as the Board determines necessary or appropriate.~~

~~3. **Resignation and Removal.** An officer of the Board may resign at any time by delivering written notice to the Chair and the President of the University. Any officer appointed by the Board may be removed at any time, with or without cause.~~

~~4. **Vacancies.** A vacancy in any Board office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board.~~

~~5. **Chair.** b. In the event of a vacancy in the position of Chair, the Vice Chair shall, as soon as practicable, call a meeting of the Board for purposes of filling the vacancy; the Vice Chair shall temporarily assume the responsibilities of the Chair until such a meeting occurs and a new Chair is elected. A vacancy in the position of Vice Chair shall be filled by the Board at its next regular meeting. In the event of a vacancy in both positions simultaneously, the President shall facilitate a meeting of the Board, as soon as reasonably practicable, for the purpose of filling both vacancies.~~

~~c. The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair has the right to vote on all questions and is to otherwise serve as a spokesperson for the Board. The Chair serves as an ex officio member of all standing committees of the Board. The Chair shall perform such other duties as assigned by the Board.~~

~~6. **Vice Chair.** In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other~~

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duties as assigned by the Board. The Chair may designate another Director, who is not the President, to temporarily preside over a meeting.

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d. Notwithstanding the appointment of a Chair and Vice Chair, authority is vested in the Board collectively and not in any individual Director, except as otherwise provided in these Bylaws and as delegated by the Board to individual directors. Individual directors do not speak on behalf of the Board or the University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the Board and the University, unless otherwise determined by the Board. Individual directors may not bind the University.

e. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of directors eligible to vote. A Board Officer may voluntarily relinquish his or her position as Chair or Vice Chair by submitting a letter of resignation to the Secretary with an effective date.

3. Vacancies. A vacancy in any Board office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board.

**4. President of the University.** The President shall be the chief executive officer of the University and, subject to the control of the Board, shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President shall perform such other duties as assigned by the Board. The President may appoint other officers, who shall have such powers and duties as may be prescribed by the President

**85. Secretary.** The Secretary shall be responsible for the giving of required notices of meetings of the Board and the preparation of the minutes of meetings of the Board. The Secretary shall perform such other duties as may be assigned by the Board.

**ARTICLE SIX**  
**Board Committees**

Subject to the requirements of applicable law, the Board may appoint such committees as it deems appropriate or necessary from time to time and shall define the duties of such committees and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee shall serve at the pleasure of the Board.

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**ARTICLE SEVEN**  
**Conflicts of Interest**

Subject to the requirements of law and of this Article Seven, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest (as defined in ORS Chapter 244). Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Director, the Director shall publicly announce the nature of the potential or actual conflict of interest. Any Director having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating as a public official in any discussion or debate on the issue out of which the conflict arises, and (ii) refrain from voting on the issue, unless the Director's vote is necessary for Board action on the issue and is otherwise not prohibited by ORS Chapter 244.

The Faculty Director, Student Director and Staff Director of the Board may not participate in any discussions or action by the Board or attend any executive session of the Board involving collective bargaining issues that affect students, faculty or staff at the University.

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**ARTICLE EIGHT**  
**Confidentiality of Business Records and Financial Information**

Subject to the requirements of applicable law, the Board and officers of the University shall take such steps as are necessary to preserve the confidentiality of sensitive business records and financial and commercial information concerning or belonging to the University which is of a nature not customarily provided to business competitors.

**ARTICLE NINE**  
**Indemnification**

1. **Indemnification.** The University shall indemnify and defend to the fullest extent not prohibited by law any Party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Party in connection with such Proceeding.

2. **Advancement of Expenses.** Expenses incurred by a Director or officer of the University in defending a Proceeding shall in all cases be paid by the University in advance of the final disposition of such Proceeding at the written request of such Director or officer if:

a. The conduct of such Director or officer was in good faith, and the Director or officer reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.

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b. The Director or officer furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Director or officer is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted by the University to such Director or officer.

Such advances shall be made without regard to the person's ability to repay such advances.

3. **Definition of Proceeding.** The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the University or otherwise and whether of a civil, administrative, or investigative nature. The term "Party" shall include any person who may be or may have been involved in a Proceeding as a party or otherwise by reason of the fact that the person is or was a Director or officer of the University, or is or was serving at the request of the University as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

4. **Non-Exclusivity and Continuity of Rights.** This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the Board or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

5. **Amendments.** Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

## ARTICLE TEN Miscellaneous Provisions

1. **Contracts.** The Board may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, and such authority may be general or confined to specific instances.

2. **Severability.** Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

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3. **Amendment of Bylaws.** These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the Board at any regular or special Public Meeting.

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