

**FIFTH 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).
3. **Membership.** The membership of the Board shall be as follows:
 - a. Eight 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
 - c. The President of the University.

4. **Qualifications.** Members of the Board must be citizens of the United States. Except for 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, 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 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 President of the University and the student member of the Board, 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 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.** Except for the President, Directors will not be compensated for their services as members of the Board. Upon approval by the Board, Directors may be reimbursed for expenses incurred in connection with the performance of their official duties.

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 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.

3. **Quorum for Public Meetings.** A quorum for the transaction of business at a Public 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:

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.

4. **Private Board Meetings.** The Public Meetings Law provides that its provisions do not apply with respect to meetings of the Board or its designated committee 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 Meeting shall require the approval of not less than a majority of the members of the Board.

5. **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.

6. **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.

7. **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 5a. below, 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) 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.

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. **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. **Notice of Meetings.**

a. **To the Public.** Notice of all regular Public Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and 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 shall be such as is appropriate to the circumstance.

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.

6. **Minutes of Meetings.** The Board shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed at the Public Meetings and the views of the participants.

ARTICLE FOUR-B Private Meeting Procedures

1. **Regular Meetings.** Regular Private 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.

2. **Special Meetings.** Special Private 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 Private Meeting signed by a majority of the Directors then in office and specifying the purpose of the meeting.

3. **Emergency Meetings.** Emergency Private 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 Private Meetings shall describe the emergency justifying the emergency Private Meeting.

4. **Notice of Meetings.** Notice of a regular, special or emergency Private 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.

5. **Minutes.** Minutes of all Private 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 192.505.

6. **Written Consent in Lieu of Actual Meeting.** Any action that is permitted to be taken by the Board at a Private 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 Private 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 192.505.

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 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 and Term of Office.** Each of the Chair and Vice Chair shall be members of the Board, and each of the Chair, Vice Chair and Secretary shall be appointed by the Board and shall serve at the pleasure of the Board. Each 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.

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.** The Chair shall establish the agenda for and preside at all meetings 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 duties as assigned by the Board.

7. **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

8. **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.

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.