

## **ARTICLE I—BOARD OF HIGHER EDUCATION**

The property and affairs of the Oregon Department of Higher Education will be managed and controlled by the Board of Higher Education. The Board has the power to make rules pursuant to the laws of the State of Oregon for the guidance of the officers and employees of the Department known as the Oregon University System (OUS) and for the governance of the educational institutions in OUS and the students thereof. It is expressly understood that nothing contained in these Bylaws will be deemed to limit or restrict the general authority vested in said Board for the management, control, and operation of the OUS.

## **ARTICLE II—OFFICERS OF THE BOARD**

### **Section 1—Statutory Composition of the Board**

The Board officers will be a president and a vice president. The officers will be elected annually and the term of office will be for one year commencing on July 1 of the year of election. Board officers may serve more than one term as Board officers. The secretary will be appointed from time to time and will be an employee of the Oregon University System. The Board may appoint staff to assist the secretary or other officers as necessary.

### **Section 2—Duties of Officers**

- A. The president will preside at all meetings of the Board and will perform such other duties as may be assigned by the Board. The president may approve routine employment matters relating to the Chancellor, the presidents, and other employees appointed directly by the Board.
- B. The vice president will be designated to perform the duties of the president in the absence or inability of the president to act.
- C. The secretary will perform the duties as specified by the Board and the Chancellor as well as other such duties as the Board may authorize or direct. The secretary is the custodian of the seal of the Board, will sign or affix the seals to minutes and other instruments as required and, by countersigning, will execute with the president all instruments required by law.

- D. The staff assisting the secretary will, in the absence or inability of the secretary to act, assume the roles and responsibilities of the secretary.

### Section 3—Office Vacancies

- A. If a vacancy occurs in the office of the president, the vice president will become president until a new president is elected.
- B. If a vacancy occurs in the office of the vice president, the office will remain vacant until an election is held to elect a new vice president.
- C. If a vacancy occurs in the office of the president when the office of the vice president is vacant, the Board will hold a special election as soon as practicable to elect a president to serve for the remainder of the term.

### Section 4—Absence of Officers from Meetings

If neither the president nor the vice president is able to attend any duly called Board meeting, the president will designate a Board member to serve as president pro tem for that meeting.

## ARTICLE III—MEETINGS

### Section 1—Regular Meetings

The Board will hold at least four regular meetings each year.

### Section 2—Requirements for Meetings

- A. All Board and Board standing committee meetings, except executive sessions, will be open to the public.
- B. Representatives of the news media will be allowed to attend executive sessions other than those executive sessions held under the authority of ORS 192.660(1) and (2)(d) relating to labor negotiations. The Board may require that specific information that is considered in an executive session not be disclosed.

### Section 3—Subjects of Meetings

- A. At regular meetings the Board may act on any subject within its power provided that at the request of three members, action will be delayed until the following meetings on any major issue presented for the first time.
- B. Subjects to be acted on at special or emergency meetings will be confined to those specified in the notices of such meetings.

#### Section 4—Place and Time of Meetings

Except when otherwise determined by the Board, the place and time of meetings will be determined by the president, and will be announced in the notification of the meeting issued by the secretary.

#### Section 5—Quorum for Business

Six members constitute a quorum of the Board for transaction of business.

#### Section 6—Board Agenda

The president will prepare the agenda for all meetings, with consultation from the Chancellor and secretary.

#### Section 7—Parliamentary Rules

Board meetings will be conducted in accord with traditional procedural rules, as interpreted by the president or committee chair who is presiding. Any member of the Board who disagrees with a procedural decision made by the Board or committee chair may introduce a motion to reverse or amend the decision.

#### Section 8—Opportunity for Public Comment

As stated in OAR 580-001-0000, individuals and representatives of organizations desiring to appear before the Board to present any matter concerning higher education may do so, as long as it is consistent with the following procedures:

- A. An individual or representative wishing to testify must register with the secretary at least one hour prior to the scheduled public input session at a regular Board meeting.
- B. Each individual or representative of an organization (only one is allowed per organization) is allotted three minutes or an amount of time designated by the president to testify to the Board.
- C. Written comments, while not mandatory, are strongly encouraged. They will be kept on file as part of the official record. If written materials are submitted, the person/organization must provide 25 copies.

#### Section 9—Executive Sessions

- A. During a duly called meeting, on the call of the president or two-thirds majority vote of the Board, the Board may meet in executive session to consider matters set out in ORS 192.660.
- B. Prior to meeting in an executive session during a duly called meeting, the president will identify the statutory authority for the holding of the executive session.

- C. If an executive session is to be held, not during a duly called meeting, notice of such session will be given to Board members and to the general public. The notice will also state the statutory authority for the executive session.
- D. No executive session will be held for the purpose of taking any final action or making any final decision.
- E. The Board may limit the minutes of executive sessions as provided in ORS 192.650(2).

#### Section 10—Special Meetings

- A. Special meetings may be called by the president or on the written request of six members of the Board.
- B. Notice of a special meeting will be given to Board members and the general public at least 24 hours in advance of the meeting.
- C. In case of an actual emergency, a meeting may be held on such notice as is appropriate to the circumstances.

### ARTICLE IV—COMMITTEES

#### Section 1—Standing Committees

- A. The Board will have three standing committees: Finance and Administration, Academic Strategies, and Governance and Policy.
- B. The scope of authority and mission of each of the Board's standing committees will be memorialized in a committee charter. The Board will approve the committee charters upon recommendation from the respective standing committees.

#### Section 2—Ad Hoc Committees

The Board may, as circumstances warrant, authorize an ad hoc committee to address discrete and specific issues of interest to the Board, provided that ad hoc committees will not be created to act on any matter charged to a Board standing committee. The Board will approve the charge of ad hoc committees. Unless specifically authorized by its charge, an ad hoc committee may exist no longer than one year from the date of authorization and will be considered discharged after the expiration of one year.

#### Section 3—Committee Membership

- A. The president will appoint all Board members to Board committees, including standing committees and any other ad hoc or special committees. Committee chairs may appoint additional members to ad hoc committees upon consultation with the president.

- B. Members of Board committees will be appointed immediately after the election of officers, except that, when a vacancy occurs on a committee or a new member joins the Board, the president will appoint a person to fill the vacancy or the new member to a committee.
- C. The president will appoint committee chairs at the same time the members of the committee are appointed.
- D. Board Representation for Recommendation of Degrees
  - 1. The Board president will appoint a representative for each institutional commencement to visit the respective institutions with power to act for the Board in considering recommendations for degrees.

## **ARTICLE V—APPOINTMENTS**

The Board may make decisions concerning the appointment of a Chancellor and decisions concerning the appointment of assistants at any duly called meeting at which a quorum is present. No such decision will be made at a special or emergency meeting unless the call of the meeting includes notice that such decision will be considered. The Board may delegate to the Chancellor, or to other persons within the OUS, the authority to appoint other employees in the OUS and in the institutions under the control of this Board.

## **ARTICLE VI—JOINT BOARDS OF EDUCATION**

Bylaws for the Joint Boards of Education  
(Amended 11/98)

Oregon State Board of Education  
Oregon State Board of Higher Education

### **A. Statement of Purpose**

These Bylaws are adopted pursuant to ORS 348.890 to provide a procedure for joint meetings of the Board of Education and the Board of Higher Education.

### **B. Call, Time, and Place of Meetings**

The two Boards shall meet jointly at least three times each legislative biennium. A meeting may be called by the presiding officer of either of the Boards on reasonable notice to the other Board, at a location to be determined by the presiding officers.

#### C. Agenda

1. The business of a joint meeting shall be issues on which one or both Boards have jurisdiction or in which actions taken by one will affect the other.
2. The agenda for each meeting shall be set jointly by the presiding officers.
3. Meetings of the Joint Boards shall be held in compliance with the open meetings law.

#### D. Presiding Officer

The responsibility to preside over Joint Boards meetings shall alternate between the presiding officers of the Boards. In the absence of the presiding officer, his/her designee shall preside.

#### E. Quorum and Decision

1. Joint meetings shall constitute official meetings of each of the Boards.
2. A quorum for a joint meeting is a quorum of each Board.
3. Action taken in joint session shall be binding and deemed official action of each Board, but only if such action is approved by a majority of each Board present at the meeting.

#### F. Committees

1. Each Board shall select annually three of its members to serve on a Joint Boards Working Group. The Working Group shall be responsible for developing the agenda for joint meetings, position papers on issues of concern to the two Boards, and related information. The Working Group shall be staffed jointly by staff members of the Oregon University System and the Department of Education as the Working Group deems appropriate.
2. Ad hoc committees may be formed and appointments made thereto by the presiding officer of each of the Boards. The purpose and all activities of an ad hoc committee shall be subject to the approval of the appointive Board through periodic reports to the appointive Board and a report to the Joint Boards.

#### G. Minutes

The presiding officer of each joint meeting shall arrange for the taking and preparation of minutes, which shall be promptly circulated for approval by each Board.

#### H. Proceedings

Joint meeting proceedings shall be governed by the most recent edition of *Robert's Rules of Order (Revised)*.

## I. Adoption, Amendment, and Repeal

These Bylaws may be adopted, amended, or repealed by concurrence of a lawful majority of each body, acting individually or jointly. No amendment shall be contrary to the laws of Oregon or the rules of the bodies.

## ARTICLE VII

### Section 1—Procedure for Changing Bylaws

- A. At least ten (10) days prior to adoption, amendment, or repeal of any Bylaw, notice of the proposed adoption, amendment, or repeal will be given to each Board member.
- B. When notice has been given as provided in Subsection A of this section, Board Bylaws may be adopted, amended, or repealed by an affirmative vote of a majority of the Board members present at a duly-called meeting, providing a quorum is present.
- C. Any provision of the Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds of the members of the Board.

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