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BYLAWS OF THE
OREGON STATE BOARD OF HIGHER EDUCATION

ARTICLE I

Board of Higher Education

The property and affairs of the Oregon Department of Higher Education shall 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 and for the governance of the educational institutions in the Department and the students thereof. It is expressly understood that nothing contained in these Bylaws shall be deemed to limit or restrict the general authority vested in said Board for the management, control, and operation of the Department of Higher Education.

ARTICLE II

Officers of the Board

Section 1--Enumeration

The officers of the Board shall be a president, at least one vice president, and an executive committee that shall be composed of five members including the president and vice president(s). The officers shall be elected annually prior to July 1 of each year. The term of office shall be for one year commencing on July 1 of the year of election. The secretary shall be appointed from time to time and shall be a staff member of the Department of Higher Education. The Board may appoint staff to assist the secretary or other officers as necessary.

Section 2--Duties of Officers

- A. The Board president shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board. The Board president may approve routine employment matters relating to the Chancellor, the presidents, and other employees appointed directly by the Board.
- B. At the time of election, if more than one vice president is elected, one shall be designated to perform the duties of the president in the absence or inability of the president to act.
- C. The secretary shall: (1) keep a record of all Board transactions, (2) prepare a docket for all Board and Board Committee meetings, listing all proposals,

communications, and business transactions to be considered at the Board meeting, (3) maintain minutes of all Board meetings and Board committee meetings, (4) furnish copies of all Board minutes and dockets to members and to all institutions under control of the Board, (5) maintain on file all Committee reports, other Board records and documents, official Board correspondence and other files, and (6) perform such other duties as the Board may authorize or direct.

The secretary shall be the custodian of the seal of the Board, shall sign or affix the seal to minutes and other instruments as required, and by countersigning shall execute with the president of the Board all instruments required by statute.

D. The staff assisting the secretary shall, in the absence or inability of the secretary to act, accept service of process, and when requested to do so by another officer of the Board, the Chancellor, or a Vice Chancellor, execute documents and certificates on behalf of the Board. The staff assisting the secretary shall perform such other duties as the Board shall authorize or direct.

Section 3--Office Vacancies

A. If a vacancy occurs in the office of the Board president, the designated vice president shall become president of the Board until a new president is elected.

B. If a vacancy occurs in the office of a vice president, the office shall 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 a vice president is vacant, the Board shall designate one of the executive committee members elected by the Board to serve as president and one to serve as vice president until a new president and vice president are elected.

Section 4--Absence of Officers from Meetings

If neither the president nor a vice president is able to attend any duly-called Board meeting, the president of the Board shall designate an executive committee member elected by the Board to serve as president pro tem for that meeting.

Section 5--Executive Committee (Amended 6/99)

The Executive Committee shall consist of five members including the Board president, vice president(s) and other committee members elected by the Board to serve as members of the committee. The Executive Committee shall take final action for the Board in such matters as may be specifically referred to it by the Board, the Board president, or the Chancellor with power to act. Between Board meetings, the Executive Committee shall act for the Board in minor matters and

any matter where a timely response is required prior to the next Board meeting, subject to Board approval at its first subsequent meeting.

ARTICLE III

Meetings

Section 1--Regular Meetings

The Board shall hold at least four regular meetings each year, with meetings to be scheduled at least once every three months.

Section 2--Requirements for Meetings

A. All Board and Board Committee meetings, except executive sessions, shall be open to the public.

B. Representatives of the news media shall be allowed to attend executive sessions other than those executive sessions held under the authority of ORS 192.660(1)(d) and (2) relating to labor negotiations. The Board may require that specified 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 powers provided that at the request of three members, action will be delayed until the following meeting on any major issue presented for the first time.

B. Subjects to be acted on at special meetings shall 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 shall be determined by the Board president, and shall be announced in the notification of the meeting issued by the secretary.

Section 5--Preparation of Meeting Agendas and Dockets *(Moved from IMDs 10/98 and amended 6/99)*

A. Material to be presented at any regular Board meeting may be presented directly to the Board or may be considered by the appropriate Board Committee at a meeting before the official Board meeting. Items may be referred to the appropriate Board Committee either through referral of a specific issue by the Board, the Board president, the Chancellor, or by a determination of the staff that Committee consideration should precede Board discussion. The docket prepared

by the secretary for the Board meeting shall be mailed to each Board member at least one week in advance of the Board meeting.

B. All material to be presented to standing Committees for consideration shall be delivered to the secretary at least ten days before the Committee meeting, except in cases of necessity, so that the secretary may have the Committee agenda, together with an abstract of supporting material, prepared and forwarded to each Board member at least one week before the Committee meeting.

Section 6--Quorum for Business

Six members shall constitute a quorum for transaction of business.

Section 7--Order of Business (Amended 4/99)

The order of business at all meetings shall be determined by the president and shall include at least:

- A. Roll call,
- B. Approval of Minutes,
- C. Report of the Chancellor,
- D. Introduction of New Items of Business-Routine and Action Items,
- E. Official Public Hearings and/or Opportunity for Public Comment,
- F. Reports from Committees on Items Referred to them by the Board,
- G. Report Items for Acceptance by the Board,
- H. Items from Board members,
- I. Report of the president of the Board,
- J. Communications,
- K. Election of Officers (June Board meeting),
- L. Adjournment.

Section 8--Parliamentary Rules

Parliamentary rules according to the current edition of *Robert's Rules of Order* shall be observed in conducting Board business unless modified by Board action,

except that, during discussions of matters before the Board, Board members' comments shall be limited only by an action of the president or by the Board.

Section 9--Appearances Before the Board (Approved 4/99)

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 Board 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 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 10--Executive Sessions

- A. During a duly-called meeting, on the call of the Board president, the Board may meet in executive session to consider matters set out in ORS 192.660(1).
- B. During a duly-called meeting, on a two-thirds majority vote of the Board, the Board may meet in executive session to consider matters set out in ORS 192.660(2).
- C. Prior to meeting in an executive session during a duly-called meeting, the Board president shall identify the authorization under ORS 192.660 for the holding of the executive session.
- D. If an executive session is to be held, not during a duly-called meeting, notice of such session shall be given to Board members and to the general public. The notice shall also state the specific provision of law authorizing the executive session.
- E. No executive session shall be held for the purpose of taking any final action or making any final decision.
- F. The Board may limit the minutes of executive sessions as provided in ORS 192.650(2).

Section 11--Special Meetings

- A. Special meetings may be called by the Board president or on the written request of six members of the Board.
- B. Notice of a special meeting shall 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.

Section 12--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 State System of Higher Education and State 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 IV

Committees

Section 1--Appointment of Committees

A. All committees shall be appointed by the Board president, unless otherwise ordered by the Board.

B. Committees, if any, shall be appointed after the election of officers, except that, when a vacancy occurs on a committee, the president shall appoint a person to fill the vacancy.

C. The president shall appoint committee heads at the same time the committee is appointed.

Section 2--Committee for Recommendation of Degrees

The Board president shall appoint a representative for each institutional commencement to visit the respective institutions with power to act for the Board in considering recommendations for degrees. These appointments shall be made at the March meeting or at other meetings as required.

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, but no such decision shall 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 Department of Higher Education, the authority to appoint other employees in the Department of Higher Education and in the institutions under the control of this Board.

ARTICLE VI

Internal Management Directives

Internal Management Directives and policies may be adopted, amended, or repealed by motion or resolution of the Board. The Chancellor, presidents, and others to whom they or this Board may delegate such authority may also adopt, amend, or repeal directives within the scope of such authority.

ARTICLE VII

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 shall 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.