



**BYLAWS  
OF  
WESTERN OREGON UNIVERSITY**

**ARTICLE I  
Name**

The legal name of this independent public body is Western Oregon University ("University").

**ARTICLE II  
Purposes of Organization**

The purposes for which the University is organized are to carry out and exercise the powers, rights, duties and privileges, within and outside this state, that are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges.

**ARTICLE III  
Board of Trustees**

- 1. Business and Affairs.** The University shall be governed and the business and affairs of the University shall be managed by the Board of Trustees of Western Oregon University ("Board"), which may exercise all such powers, rights, duties and privileges as are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in law.
- 2. Membership.** The membership of the Board is established by law. With the exception of the President of the University, who serves as a non-voting, *ex officio* member of the Board, the Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in the manner prescribed by law.
- 3. Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any Trustee. A Trustee may resign at any time by delivering written notice to the Governor, the Chair of the Board of Trustees, and the President of the University. When a vacancy exists, the Board Chair, in consultation with the other Trustees, shall contact the Office of the Governor with a recommendation concerning the filling of the vacancy.
- 4. Removal.** The Governor may remove a Trustee other than the President as provided by law. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.
- 5. Board Officers.**

- a. The Board shall select one of its members as Chair and another as Vice Chair, and may appoint such other Board Officers with such duties as the Board determines necessary and appropriate. Thereafter, a vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall hold office for two years, starting on July 1, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. For the initial term of Board Officers to commence on July 1, 2015, the Chair shall hold office for one year and the Vice Chair shall hold office for two years. The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the university, except that they shall have such authority as is reasonably necessary to execute, implement, achieve, or otherwise affect any action that is adopted by the Board. The Secretary, described at Article VI, Section 5 of these bylaws shall serve as the Secretary of the Board.
- b. 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. 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. Other officers of the Board, if any, shall be subject to the authority of the Chair and Vice Chair.
- c. Notwithstanding the appointment of a Chair, Vice Chair, and other officers, authority is vested in the Board collectively and not in any individual Trustee. Individual trustees do not speak on behalf the Board or University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the Board and University, unless otherwise determined by the Board.
- d. 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 Trustees eligible to vote.

**6. Compensation; Reimbursement of Expenses.** A Trustee performing his or her official duties acting in his or her capacity as a Trustee is not acting as an employee of the University and shall not receive compensation. In accordance with University policy, including but not limited to the University's expense reimbursement policies and procedures, and upon approval by first the Secretary and then the Vice President of Finance & Administration of the University, a Trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

**7. Faculty and Non-faculty Staff Trustees.** The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular compensation 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 7 shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

## **ARTICLE IV**

### **Meetings of the Board**

- 1. Public Meetings.** A "Public Meeting" of the Board is the convening 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. All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law. The Board may also meet in executive session, as described in its Board Statement on the Conduct of Public Meetings.
- 2. Quorum of the Board.** Except as otherwise specified herein, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office, including the President, at the time of the meeting.
- 3. Manner of Acting.**

  - a. Except as otherwise specified herein, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.
  - b. All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, these bylaws, applicable Board action, or if the Trustee decides to abstain from the vote due to an actual or potential conflict of interest. Abstentions, other than those due to a conflict of interest, may be permitted by the Chair.
  - c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee shall constitute such Trustee's presence in person at the meeting.
- 4. Quorum Not Required.** A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may:

  - a. Set a time for adjournment.
  - b. Call a recess.
  - c. Take any measure necessary or appropriate to assemble a quorum.
- 5. Waiver of Notice by Trustee.** A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting 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 Trustee may at any time waive any receipt of notice required by law, these Bylaws or other Board action, with a writing signed by the Trustee 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.
- 6. Procedural Rules.** Procedural disputes shall be resolved by traditional procedural rules, as interpreted by the Chair. Any Trustee who disagrees with a procedural decision may introduce a motion to amend or reverse the procedural decision.

**ARTICLE V**  
**Public Meeting Procedures**

- 1. Regular Meetings.** Regular Public Meetings of the Board shall be held at least once quarterly on such dates and at such times as specified by the Chair.
- 2. Special Meetings.** Special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within seventy-two (72) hours after the Chair's receipt of a written request for a special Public Meeting signed by at least one-third of the Trustees then in office and specifying the purpose of the meeting. Signatures may be electronic and in counterparts.
- 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 at least one-third of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.
- 4. Place of Meetings.** All Public Meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, or licensed by the University.
- 5. Notice of Meetings.**
  - a. 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 Public Meetings shall be given to the news media which have requested notice and to the general public at least 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. Notice of a regular or special Public Meeting must be given to each Trustee at least 48 hours prior to the hour of the meeting, but longer advance notice as set forth in other Board action is preferable. Notice to each Trustee of an emergency Public Meeting shall be such as is appropriate to the circumstance. Notice of all such meetings may be given to Trustees 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 provided other than by electronic mail, facsimile machine, or a telephone number on file with the Secretary, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Trustee at the Trustee's address on file with the Secretary for the purpose of receiving Board correspondence, with postage prepaid. If notice is provided by electronic mail, telephone, or facsimile transmission, notice shall be deemed given immediately if the notice is provided to the Trustee's Western Oregon University electronic mail address or, as applicable, the Trustee's telephone number or facsimile number on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Trustee.

**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 and actions taken at the Public Meetings and the views of the participants. In addition to written minutes, the Board may provide for an audio recording, an audio and video recording, streaming audio, or streaming audio and video. A record of each recording or transmission shall be retained in accordance with applicable records retention requirements.

## **ARTICLE VI Officers of the University**

**1. Officers.** The officers of the University shall be a President, Provost, Vice President for Finance & Administration, General Counsel, and Secretary and such other officers as may be deemed necessary by the President to conduct University business. The officers shall have such authority and perform such duties as set forth in the law and these Bylaws and as may be prescribed by Board action or by the President.

**2. President.** The Board shall appoint a President. The President of the University is the President of the Faculty. The President is also the executive and governing officer of the University, except as otherwise provided by statute, these by-laws, or action of the Board. Subject to the supervision of the Board, the President of the University has authority to direct the affairs of the University. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to affairs of the University. The President shall perform such other duties as assigned by the Board. The President may appoint other officers and employees of the University, who shall have such powers and duties as may be prescribed by the President. In the event the President is unable or incapable to discharge the duties of President, the Board shall designate one of the Officers of the University to temporarily assume the duties of President. The President is authorized to accept legal process on behalf of the University.

**3. Vice President for Finance & Administration.** The President shall appoint a chief financial officer, who shall be the Vice President for Finance & Administration. Subject to the supervision of the Board and applicable law, the Vice President for Finance & Administration of the University shall properly account for all monies collected, received and expended by the University and all real and personal property of the University. The Vice President for Finance & Administration will keep and maintain, or cause to be kept and maintained, adequate and correct records of the assets, liabilities, and business transactions of the University. The Vice President for Finance & Administration will disburse the funds of the University as may be provided for by the Board, may settle and pay all claims against the University, and will render to the President or the Board, upon request, an account of the financial condition of the University.

**4. Provost.** The President shall appoint a Provost who shall serve as the chief academic affairs officer and have such powers and duties as assigned by the President.

**5. Secretary.** In consultation with the Board Chair and Vice Chair, the President shall appoint the Secretary. The Secretary shall cause the required notices of meetings of the Board to be sent to each Board member, and the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of meetings. The Secretary is the custodian of and shall cause the minutes and any recording or transmission to

be maintained in accordance with applicable records retention requirements. The Secretary is authorized to accept legal process on behalf of the University.

**6. General Counsel.** In consultation with the Board Chair and Vice Chair, the President shall appoint the General Counsel, who shall serve as the chief legal officer of the University. The General Counsel shall represent and advise the University in all matters related to its affairs. The General Counsel is authorized to accept legal process on behalf of the University. The General Counsel, as the University's chief legal officer, is authorized to approve the indemnification and defense of Trustees and University Officers as described further in Article IX of these bylaws.

## **ARTICLE VII Board Committees**

Subject to the requirements of applicable law, the Board may establish such committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees. The Board's committees are further described in its Board Statement on Board Committees.

## **ARTICLE VIII Conflicts of Interest**

**1. In General.** Trustees shall, as appropriate, declare and disclose actual or potential conflicts of interests in a manner consistent with the Board's Statement on Ethics and Conflicts of Interest. Trustees shall, as appropriate, and if the Trustee determines s/he has an actual conflict of interest, not participate in the discussion, debate, or vote on the issue that creates the actual conflict of interest for the Trustee.

**2. Labor Negotiations.** The faculty and non-faculty staff members 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 faculty or non-faculty staff at the university.

**3. Other.** The Board may take such actions pertaining to conflict of interest and ethics as the Board determines to be appropriate.

## **ARTICLE IX Indemnity**

### **1. Indemnification and Defense in General.**

a. The University shall defend and indemnify any Trustee or Officer ("Party") against any Claim, whether groundless or otherwise, arising out of or relating to an alleged act or omission occurring in the performance of official duties. The University shall not provide indemnification and defense to the extent the Claim arises from or relates to a Trustee's or Officer's malfeasance in office or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University that an act or omission may constitute malfeasance in office, willful or wanton neglect of duty, or criminal conduct.

- b. The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.

**2. Legal Expenses when Claim is by a Governmental Entity or Professional Licensing Authority.**

- a. Expenses incurred by a Party in the defense of a civil Claim by a governmental entity or a professional licensing authority may be advanced or reimbursed by the University if the University, in its sole discretion, determines that the civil Claim arose out of the Party's performance of official duties. Such advancement or reimbursement constitutes part of the Party's official compensation package for purposes of ORS Chapter 244. The University may decline to reimburse a Party for any expenses incurred prior to the University's written commitment to provide reimbursement.
- b. Expenses shall be paid by the University in advance of the final disposition of a civil Claim described in this section 2 at the written request of the Party if:
  - (1) The University determines, in its sole discretion, that the conduct of such Party was in good faith, and the Party reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.
  - (2) The Party furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by the University, in its sole discretion, that such Party is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted to such Party.
  - (3) Such advances shall be made without regard to the person's ability to repay such advances.

**3. Legal Representation.** The President or designee shall have the exclusive authority to select counsel and to defend against any Claim. The President will consult with the Party regarding any term of a settlement agreement that affects the legal rights of the Party.

**4. Definition.** The term "Claim" means any threatened, pending, or completed investigation, action, suit, or proceeding brought by a party other than the University, and includes court costs, out-of-pocket expenses, and attorney fees.

**5. 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 University 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 Party, and (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

**6. 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 Claim or complaint.

## **ARTICLE X Miscellaneous Provisions**

**1. Principal Office.** The principal office of the University is located at the Office of the President, Western Oregon University, 345 North Monmouth Avenue, Monmouth, Oregon, 97361.

**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. The headings in these Bylaws are provided for convenience and shall not be considered in the interpretation or construction of these Bylaws.

**3. Authority.** Because the Board is the final University authority, these bylaws and Board actions have precedence over other actions of the University and its constituent parts without regard to whether such actions have the force of law. Any such actions shall be consistent with these Bylaws.

**4. 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.