

Note for Online reference: Any materials or exhibits referenced in this approved resolution can be found in the meeting's materials posted at <https://uoregon.edu/meeting>.

Board of Trustees of the University of Oregon

Resolution: Amendments to Bylaws (Clarification of Board Officer Matters)

Whereas, Article III, Section 5 of the Bylaws of the University of Oregon address matters pertaining to Board Officers;

Whereas, the Board of Trustees of the University of Oregon wishes to clarify and modify certain language around the selection and success of Board Officers to ensure a regular vote on the positions as well as timely and appropriate succession in the event of a vacancy;

Whereas, the Executive and Audit Committee has referred this matter to the full Board, recommending passage;

Now, therefore, the Board of Trustees of the University of Oregon hereby resolves that Article III, Section 5 of the Bylaws of the University of Oregon (Board Officers) shall be amended as articulated in the attached Exhibit A.

Trustee	Yes	No
Ballmer	X	
Bragdon	X	
Chapa	X	
Colas	X	
Curry	X	
Ford	X	
Gary	X	
Gonyea	X	
Kari	X	
Lillis	X	
Ralph	X	
Schlegel	X	
Wilcox	X	
Willcox	X	

Dated: 11 of September, 2015.

Initials: 

EXHIBIT A

BYLAWS OF THE UNIVERSITY OF OREGON

ARTICLES I-II No Amendments

ARTICLE III Board of Trustees

1. **Business and Affairs.** ***
2. **Membership.** ***
3. **Vacancies.** ***
4. **Removal.** ***
5. **Board Officers.**

- a. Every three years, ~~the~~ Board shall select one of its members as Chair and another as Vice Chair, who shall be the Board Officers. ~~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, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. The term for a board officer shall be approximately three years (as established by quarterly meeting dates), or until death, resignation, removal or expiration of appointment as a Trustee within a term.~~ The Chair and Vice Chair may be ~~appointed~~ elected to consecutive terms without limitation. 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. The Board may appoint such other Board Officers, including a Second Vice Chair, 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 meeting. In the event of a vacancy in both positions simultaneously, the President shall facilitate a meeting of the Board, as soon as practicable, for purposes of filling both vacancies.
- c. 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.

ed. Notwithstanding the appointment of a Chair and Vice Chair, authority is vested in the Board collectively and not in any individual Trustee. Individual trustees do not speak on behalf the University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the University, unless otherwise determined by the Board.

de. 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. A Board Officer may voluntarily relinquish his or her position Chair or Vice Chair by submitting a letter of resignation to the Secretary with an effective date.

6. Compensation; Reimbursement of Expenses. ***

7. Faculty and Non-faculty Staff Trustees. ***

**ARTICLES IV-XI
No Amendments**