BYLAWS
OF THE BOARD OF TRUSTEES
OF PORTLAND STATE UNIVERSITY

ARTICLE I
AUTHORITY AND POWER OF THE BOARD

Portland State University (the “University”) is a public university established by the laws of the State of Oregon. The University is governed by the Board of Trustees (the “Board”). The Board is vested by law with the power and authority to govern the University and to exercise all powers and authority of the University as set forth in the laws of the state of Oregon.

ARTICLE II
GENERAL CONCEPT OF BYLAWS

The Board establishes these bylaws in order to establish a governance structure for the conduct of Board business. The bylaws define the duties, authority limits and principal operating procedure for the Board and Board members. Board policies supplement the bylaws and guide Board and University operations and standards. Because the Board is the final institutional authority, these bylaws and Board policies have precedence over other policies of the University. However, the Board’s focus is one of oversight and policy determination. The Board delegates the conduct of administration and management to the President. It entrusts development and implementation of the curriculum, pedagogy and research through the President to the Faculty. It encourages student and staff participation in decision-making within the limits of attainable effectiveness.

ARTICLE III
ORGANIZATION OF THE BOARD

Section 1. Membership

As provided by law, the Board shall consist of eleven to fifteen trustees. The President of the University shall be an ex officio non-voting trustee. The remaining trustees shall be appointed by the Governor, with the approval of the Oregon Senate. One trustee shall be a student at the University. One trustee shall be a faculty member of the University. One trustee shall be a non-faculty employee of the University. The faculty and non-faculty employee trustees shall be either voting or non-voting trustees, as designated by the Governor at the time of appointment. The faculty and non-faculty employee Trustees may not participate in any discussions or action by the board or attend any executive session of the board involving collective bargaining issues.
Section 2. Term

Except for the student, faculty and non-faculty trustees, appointed trustees shall serve for a four-year term. Student, faculty and non-faculty employee trustees shall serve for a two-year term. Trustees may be reappointed, except that no trustee may serve for more than two full consecutive terms. A trustee whose term has expired shall continue to serve until a replacement has been appointed and confirmed.

Section 3. Resignation

A trustee may resign at any time by submitting a written notice to the Governor and to the Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 4. Vacancies

Vacancies shall be filled by appointment by the Governor for the remainder of the unexpired term.

Section 5. Removal

The Governor may remove any appointed trustee at any time for cause, after notice and public hearing, but may not remove more than three members within a period of four years, unless it is for corrupt conduct in office.

Section 6. Compensation

Except for the President and other University employees, trustees serve as volunteers and are not compensated for their services. Trustees may be reimbursed for reasonable transportation and other direct expenses incurred in the discharge of official Board duties.

ARTICLE IV
RESPONSIBILITIES OF THE BOARD

Section 1. Responsibilities of the Board

The Board is responsible for governing the University and for exercising and carrying out all of the powers, rights and duties that are expressly conferred upon the Board by law, or that are implied by law or are incident to such powers, rights and duties. The Board’s responsibilities include:
1. Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Oregon.
2. Providing oversight and guidance to the University’s strategic direction.
3. Charging the President with the task of periodically leading a strategic planning process; participating in the strategic planning process; approving the strategic plan, and monitoring its effectiveness.
4. Selecting, supporting, and evaluating the President and reviewing the President’s compensation.
5. Ensuring the University’s fiscal integrity; overseeing the University’s financial resources and other assets; and preserving and protecting the University’s assets for posterity.
6. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University’s autonomy, academic freedom, and the public purposes of higher education.
7. Ensuring that Board policies and procedures are current and properly implemented.
8. Engaging regularly, in concert with senior administration, with the University’s major constituencies.
9. Periodically assessing the performance of the Board and its committees, members, policies and practices.

Section 2. Delegation

The Board may delegate and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law.

Section 3. Communications

The Board’s authority is vested in the Board collectively and not in any individual trustee. Individual trustees do not speak on behalf of the Board unless authorized to do so by the Board or the Chair. The Chair is delegated authority to speak on behalf of the Board, unless otherwise determined by the Board.

ARTICLE V
BOARD MEETINGS

Section 1. Public Meetings

A “Public Meeting” of the Board is the convening of trustees 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 trustees at any national, regional or state association or the convening of trustees for any purpose for which a quorum is not required.
Section 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 it may 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 then in effect.

Section 3. Quorum for Public Meetings

A quorum for the transaction of business at a Public Meeting of the Board or its committees shall be a majority of their respective voting trustees in office at the time of the meeting. A trustee who is recused may be counted for the purpose of determining the presence of a quorum at the meeting but shall not be counted for the purpose of determining the presence of a quorum for Board action on which the member is recused. Except as otherwise specified herein, a quorum of the Board is required to conduct Board business.

Section 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:

1. Adjourn the meeting from time to time to a different time or 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.
2. Set a time for adjournment.
3. Call a recess.
4. Take any measure necessary or appropriate to assemble a quorum.

Section 5. Frequency of Meetings

The Board shall hold a regular Public Meeting at least quarterly, on such dates and at such places as it shall determine. At such meetings any business related to the authority of the Board may be discussed and transacted.

Section 6. Special Meetings

A special Public Meeting of the Board may be held at the call of the Chair, the President, or a majority of voting trustees. The Chair or Secretary shall cause to be delivered to each trustee, by regular mail, electronic mail, or otherwise, notice of such meeting, along with a clear statement of purpose, at least 24 hours in advance.
Section 7. Emergency Meetings

An emergency Public Meeting of the Board may be held at the call of the Chair, the President or a majority of voting trustees with less than 24 hours’ notice, in which case the minutes of the emergency meeting shall describe with particularity the nature of the emergency requiring the emergency meeting. The Chair or Secretary shall cause to be delivered to each trustee, by regular mail, electronic mail, or otherwise, notice of such meeting, along with a clear statement of purpose, as soon as practicable.

Section 8. Conduct of Meetings

Public Meetings of the Board shall be conducted according to traditional procedural rules, as interpreted by the Chair or other presiding officer. Minutes of Public Meetings of the Board shall be taken by the Secretary, or by a person designated by the Secretary, in a manner consistent with the Public Meetings Law.

Section 9. Location of Meetings

Public Meetings of the Board shall be held at such places as the Board may determine, except that no Public Meeting of the Board may be held at a place that practices discrimination that would violate University policy or in a place inaccessible to persons with disabilities.

Section 10. Notice

Notice of the time and place of a Public Meeting of the Board together with proposed agenda and all available, pertinent material shall be delivered to each trustee, by regular mail, electronic mail, or otherwise, not less than seven days before any regularly scheduled meeting. Notice shall also be provided by posting on the Board’s website and by electronic mail to interested parties, including media outlets, who have requested such notice. Notice of the dates, times and places of all regularly scheduled Public Meetings of the Board and its committees during the fiscal year shall be posted within fourteen days after the first Public Meeting of the board or one of its committees in each fiscal year. Such notice shall be provided by posting on the Board’s website and by electronic mail to interested parties, including media outlets, who have requested such notice. If a change occurs in the schedule of a regular Public Meeting or a special Public Meeting of the Board or one of its committees, a notice stating the changed date, time and place of the meeting shall be provided as soon as practicable.

Section 11. Waiver of Notice

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, or promptly upon the Trustee'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
Trustee may at any time waive any notice required by law or these Bylaws, 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.

Section 12. Remote Participation

Any or all trustees may participate in a meeting of the Board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to 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.

Section 13. Manner of Acting

Except as otherwise provided in these bylaws or by law, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the voting trustees present at a meeting at which a quorum is present. Voting by proxy is not permitted.

Section 14. Executive Session

The Board may hold any regular, special or emergency Public Meeting, or portion thereof, in executive session for any reason permitted by, and in a manner compliant with, the Public Meetings Law. Participation in executive session is limited to voting trustees and other persons invited by the Chair. Other persons permitted by law or by the Chair may attend all or portions of an executive session.

ARTICLE VI
BOARD OFFICERS

Section 1. Officers of the Board

The officers of the Board shall be the Chair and Vice Chair. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board must be voting trustees and serve at the pleasure of the Board.

Section 2. Election and Terms

The officers of the Board shall be elected by the voting trustees. Ordinarily, the Chair and Vice Chair shall serve for one-year terms, with the possibility of re-election to a maximum of two full
consecutive one-year terms. Any officer of the Board whose term as an officer has ended shall continue to serve until a new appointment is made.

Section 3. Chair

The Chair shall preside at all Board meetings, have the right to vote on all questions, and otherwise serve as a spokesperson for the Board. The Chair shall serve as an ex officio member of all standing committees of the Board.

Section 4. Vice Chair

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, including presiding at Board meetings. The Vice Chair shall have other duties as may be assigned by the Board or Chair from time to time.

Section 5. Resignation of Officers

Any Board officer may resign at any time by submitting a written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 6. Removal of Officers

Any Board officer may be removed from such office by a two-thirds majority vote of the voting trustees at a meeting of the Board called expressly for that purpose.

Section 7. Vacancies

Board officer vacancies may be filled through a special election at any meeting of the Board.

ARTICLE VII
UNIVERSITY OFFICERS

Section 1. The President

The President is the chief executive officer of the University and the President of the Faculty. The President is authorized to direct the affairs of the University and is responsible for the supervision and management of the University, for the duties mandated by law and these bylaws, and for interpreting and implementing the policies of the University and the Board. The President may appoint and employ such vice presidents and other University employees as the President determines to be appropriate and useful.
Section 2. Presidential Selection

The Board, in consultation with the Governor or the Governor’s designee, shall appoint and employ the President. Except in the case of an interim or acting president, any committee appointed by the Board to oversee the hiring of the President shall include representatives of the University community and at least one other president of a public university based in Oregon, as determined by the Board.

Section 3. Presidential Removal

The President may be removed from office by a two-thirds majority of voting trustees then in office, provided that notice is sent to all trustees in accordance with Article V, Section 8.

Section 4. Secretary

The Secretary shall be appointed by the President, subject to Board approval. The Secretary serves as a liaison between the Board and the administration and is responsible for supporting the Board and its committees, including notifying Board and committee members of meetings and maintaining minutes and records of Board action. The Secretary shall have custody of the University seal and shall affix it to such documents as may require official recognition and, by countersigning, shall execute with the Chair all instruments required by law.

ARTICLE VIII
BOARD COMMITTEES

The Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, may approve. Any committee of the Board and the members of any such committee shall serve at the pleasure of the Board.

ARTICLE IX
ETHICS AND CONFLICT OF INTEREST

The Board and its trustees stand in a fiduciary relationship to the University. Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the restrictions, conflict of interest provisions and disclosure requirements of the Oregon Government Ethics law, ORS Chapter 244, these bylaws, and any Code of Ethics and/or Conflict of Interest Policy adopted by the Board.
ARTICLE X
INDEMNIFICATION

Section 1. Indemnification Against Expenses

The University shall, to the extent legally permissible, defend, save harmless and indemnify trustees against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been a trustee, provided he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the University. Trustees are not entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of malfeasance in office or willful or wanton neglect of duty.

Section 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by a trustee in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the University in advance of the final disposition thereof under the condition that the trustee repay such advanced fees and costs if it ultimately is determined that the trustee is not entitled to be indemnified by the University as authorized by these bylaws.

Section 3. Personal Liability

Trustees shall not be personally liable for any debt, liability, or obligation of the University. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the University may look only to the funds and property of the University for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the University.

Section 4. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which a trustee may be entitled, under any other bylaw, agreement, vote of disinterested Board members, or otherwise, and shall continue as to a person who has ceased to be a trustee and shall inure to the benefit of the heirs, executors and administrators of such a person.
ARTICLE XI
MISCELLANEOUS PROVISIONS

Section 1. Amendment to Bylaws

These bylaws may be amended at any meeting of the Board by a two-thirds majority of voting trustees then in office, provided notice of the substance of the proposed amendment(s) is sent to all Board members in accordance with Article V, Section 8.

Section 2. University Seal

The Board shall provide for a seal of the University which contains the words “Portland State University 1946” and the phrase “Doctrina Urbi Serviat.” The Secretary is the custodian of the seal and is authorized to affix it to such documents as may require official recognition.

Section 3. Nondiscrimination

The University and the Board do not discriminate in educational, employment or other practices against any person on the basis of age, disability, national origin, race, color, marital status, veteran status, religion, sex, sexual orientation, gender identity and expression, genetic information, or any other basis protected by federal, state or local law.

Section 4. Subordination to State Code

To the extent that any of these bylaws may be inconsistent with the laws of the state of Oregon, the laws of the state shall control.

APPROVED BY BOARD OF TRUSTEES
January 30, 2014