



OREGON COLLEGE *of* ORIENTAL MEDICINE

## BYLAWS OF OREGON COLLEGE OF ORIENTAL MEDICINE

These Bylaws of Oregon College of Oriental Medicine ("OCOM") are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Act (the "Act"). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

### ARTICLE 1. NAME.

Section 1. The organization shall be known as Oregon College of Oriental Medicine (referred to as "OCOM" herein), but may do business as "OCOM."

### ARTICLE 2. PURPOSE.

Section 1. Organization. OCOM is organized and operated exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify under the Code.

Section 2. Purposes. The purposes for which OCOM is organized are:

- (a) To engage in any charitable, educational, scientific, literary, historic, philanthropic, and other pursuits as may be part of OCOM's mission and goals;
- (b) To provide educational programs encompassing all aspects of acupuncture and Oriental medicine;
- (c) To provide acupuncture and Oriental medicine treatments and services to members of the community in connection with its educational programs;
- (d) To provide a greater understanding of Chinese and other East Asian cultures, heritages, and histories through the lens of acupuncture and Chinese medicine.
- (e) Subject to the restrictions set forth in the Articles of Incorporation and these Bylaws, to engage in any other purpose allowed by the Act and permitted to be carried out by organizations exempt from federal income tax under the Code.

Section 3. No part of the net earnings of OCOM shall inure to the benefit of any Trustee, Director, or Officer of OCOM, or any private individual (except that reasonable compensation may be paid for services rendered to or for OCOM), and no Trustee, Director or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of OCOM.

Section 4. No substantial part of the activities of OCOM shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Notwithstanding any other provision hereof, OCOM shall not carry on any other activities not permitted to be carried on:

- (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code).
- (b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Section 6. Right of Participation. No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, national or ethnic origin, gender, disability or veteran's or current military status, marital status or religion, sexual orientation, or any other protected class under local, state, or federal law.

### **ARTICLE 3. MEMBERS.**

Section 1. Statutory Members. OCOM has no statutory members (as defined in ORS 65.001(28)(a)) entitled to vote for the election of trustees, officers, or any other matter involving OCOM.

Section 2. Nonvoting "Members." OCOM may have such groups of nonvoting "members" as are established by the Board of Trustees. Any person may become a nonvoting member in the groups established by the Board of Trustees by meeting the requirements set by the Board of Trustees and paying in advance the dues, if any, that may be established for each group by the Board of Trustees. Membership in any of these groups will automatically cease with failure to pay the required dues or to meet any other conditions established by the Board of Trustees.

Section 3. Privileges. Members do not have the right to vote. Members are entitled to such rights and privileges as determined by the Board of Trustees.

### **ARTICLE 4. OFFICES.**

Section 1. Principal Offices. The principal office of OCOM is at 75 NW Couch Street, Portland, Oregon 97209. The office may be changed from time to time by the Board of Trustees, and OCOM may have such additional offices as the Board of Trustees may designate or as the activities of OCOM may require from time-to-time.

Section 2. Registered Office. The registered office of OCOM required by the Act to be maintained in the state of Oregon may be, but need not be, identical with the principal

office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Trustees.

Section 3. Registered Agent. The registered agent of OCOM required by the Act may be either an individual resident of the state of Oregon whose business office is identical with the registered office of OCOM or a domestic corporation, or foreign corporation authorized to transact business in the state of Oregon and having a business office identical with the registered office of OCOM. The registered agent of OCOM may be changed from time to time by the Board of Trustees.

## **ARTICLE 5. BOARD OF TRUSTEES.**

Section 1. Function. The business and academic-related affairs of OCOM shall be managed under the direction of the Board of Trustees (Board), and the Board shall exercise all the powers of OCOM as provided by law and the Articles of Incorporation, but subject to any restrictions imposed by law, the Articles of Incorporation, and these Bylaws. The Board may by resolution delegate to committees or to the Officers of OCOM, its powers and functions subject to state and federal laws and regulations and these Bylaws.

Section 2. Advisory Council. The Board may create by resolution an advisory council or councils, provided such advisory council or councils shall not exercise control over the daily management or operations of OCOM subject to state and federal laws and regulations and these Bylaws.

Section 3. Composition. The Board shall consist of a minimum of seven (7) voting Trustees. The exact number of voting Trustees shall be fixed from time to time by resolution of the Board provided; however, no decrease in the numbers of Trustees shall have the effect of shortening the term of any incumbent Trustee.

(a) At least one voting Trustee shall be a graduate of OCOM.

(b) The President of OCOM shall be a non-voting *ex officio* member of the Board.

Section 4. Conflict of Interest. No Trustee shall be permitted to take actions as a member of the Board that could constitute a conflict of interest as defined in ORS 65.361 or that could result in an "excess benefit transaction" within the meaning of Section 4958 of the Internal Revenue Service Code of 1986, as amended. Each Trustee shall be required to complete a Conflict of Interest Disclosure Form each year of service and update it whenever their circumstances change.

Section 5. Groups and Term of Office.

(a) Trustee Groups. The Board shall be divided into three (3) groups as nearly equal in number as possible to ensure continuity in Board service over time. The Secretary of the Board, with the assistance of the President and staff designated by the President, shall maintain a list of Board members and their terms of service.

- (b) Term. The term of each member of the Board, other than the *ex officio* members and constituency representatives, shall be three (3) years.
- (c) A Trustee shall hold office for the time for which they are elected or until their successor is elected and qualified or until their resignation or removal.
- (d) Term Limits. No Trustee shall serve more than two (2) successive terms; except those serving as of 12/13/2016, who may serve the remainder of their current term and then two (2) more successive terms. Persons serving an initial term of less than three (3) years may serve for two (2) additional three (3) year terms.
- (e) A Trustee may be re-elected after a one-year break in service.
- (f) The term of the President shall be the duration of their employment as President of OCOM.

Section 6. Nomination and Election. The Governance Committee shall prepare a list of prospective voting Trustees consenting to serve and present it to the Board. The Board shall elect members from that list by majority vote of the Trustees then in office.

- (a) Election of new members of the Board may occur at any meeting providing there is a vacancy or a Trustee's term is approaching expiration. Vacancies on the Board as a result of a Trustee's resignation or removal shall be filled by majority vote of the Trustees then in office.

Section 7. Resignation. Any Trustee of OCOM may resign from such position at any time by delivering written notice at any meeting of the Board or the Executive Committee, or by giving written notice thereof to the Chair or Secretary of the Board, but such resignation shall be without prejudice to the contract rights, if any, of OCOM. Such resignation may specify a later effective date, and unless otherwise specified, the acceptance of a resignation is not necessary to make it effective.

Section 8. Removal. Any Trustee may be removed by the Board, with or without cause, by a vote of two-thirds (2/3) of the Trustees then in office, whenever in its judgment the best interests of OCOM would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9. Vacancies. Any vacancy occurring in the Board and any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by the Board. A trustee elected or appointed to fill a vacancy occurring in the Board shall be elected or appointed for the unexpired term of his predecessor in office. Trustees elected or appointed to fill vacancies occurring in the Board by reason of an increase in the number of trustees shall be divided among the three (3) groups of trustees so that the three (3) groups of trustees remain as nearly equal in number as possible.

Section 10. Annual Meeting. An annual meeting of the Board shall be held on a date selected by the Board, no later than November 15 of each calendar year, for the purpose of electing Trustees and Officers, establishing the members of the Executive Committee (if

appropriate), and for the transaction of such other business as may come before the meeting. The annual meeting shall be in the place and at the time specified by the Chair of the Board in the notice or notices of the meeting.

- (a) An annual schedule of all regular meetings of the Board will be provided at the annual meeting of the Board, by resolution, and shall constitute notice to all Board members.

Section 11. Regular Meetings. The Board shall hold regular meetings at least three (3) times each calendar year. The Board shall, by its own resolution, designate such dates, times, and places as it may choose for such meetings provided.

Section 12. Notice. Written notice of the annual and regular meetings of the Board and a proposed agenda shall be given at least ten (10) days before the meeting, to each trustee at their address shown on the records of OCOM, by mail, fax, or e-mail, or delivered personally (in person or via telephone). If mailed, such notice shall be deemed to be delivered three (3) days after it is deposited in the official mail so addressed with postage thereon prepaid. If notice is given by fax or e-mail, such notice shall be deemed to be delivered when the fax or e-mail is sent. No failure or irregularity of notice of time or place of any meeting of the Board shall invalidate such meeting or any of its proceedings. Unless otherwise specified in the provisions of the Act, the Articles, or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Trustees need be specified in the notice or notices or the waiver of notice of such meeting.

- (a) The agenda may be modified at any regular or annual meeting.

Section 13. Waiver of Notice. A Trustee may at any time waive any notice required by the Act, the Articles of Incorporation, or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Trustee entitled to notice, specify the meeting for which notice is waived, and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

- (a) The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14. Executive Session. Executive session may be either planned in the agenda by the Chair of the Board or called during a Board meeting by any Trustee. The agendas for these meetings will not be published and the content of these meetings is confidential. Executive Session will include only voting members of the Board, however others may be invited by the Board to attend if they are deemed to be directly involved with the business to be discussed.

Section 16. Special Meetings. Special meetings of the Board may be called by the President, Chair of the Board, or one-third (1/3) of the Trustees and must be called upon written request. Notice of a special meeting of the Board shall be delivered by mail, facsimile, electronic mail, or hand, to each Trustee not less than two (2) business days prior to the



meeting. The notification shall include the date, time, place and agenda of the special meeting.

Section 17. Expectations of Trustee Attendance. Each Trustee is expected to attend all Board meetings. The Board may consider removing any Trustee failing to attend three (3) consecutive meetings of the Board, excluding those where the Trustee notifies the Chair in advance and any special meetings.

Section 18. Quorum. A majority of the Trustees with voting privileges in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Trustees at such meeting shall be the act of the Board unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws. Although the President is an *ex officio* non-voting member of the Board, their attendance or non-attendance will not be considered in determining whether a quorum exists at a meeting of the Board. If there is present less than a majority of the numbers of Trustees in office immediately before the meeting begins, a majority of the Trustees present may adjourn the meeting.

Section 19. Proxy voting. Proxy voting is prohibited and proxy cannot count as the number needed for a quorum.

Section 20. Action by Trustees without a Meeting. The Board may take action without a meeting if the action is taken by all the members entitled to vote on the action. In order to act without a meeting one or more written consents, describing the action taken, must be signed by all Trustees who are entitled to vote on the action, and delivered to OCOM for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date. Such consent shall have the same effect and force as a unanimous vote of said Trustees and may be described as such in any document.

- (a) As used in this provision, "sign" includes an electronic signature, which means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record, including a statement that says or conveys that an e-mail constitutes his/her signature or vote. As used in this provision, "written" includes a communication that is transmitted or is received by electronic means.

Section 21. Attendance at Board Meetings Other Than by Physical Presence. For the purpose of determining a quorum, members of the Board may attend and vote at meetings of the Board by remote communication.

- (a) Remote communication means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

Section 22. Presumption of Assent. A Trustee of OCOM who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the Trustee's dissent is entered in the minutes of the meeting, or unless the Trustee files a written dissent to the action with the person acting as the secretary of the meeting before its adjournment, or forwards the dissent by registered mail to the Secretary of the Board within five days after the adjournment of the meeting. This right to dissent shall not apply to a Trustee who voted in favor of the action.

Section 23. Compensation and Expenses of Non-Employee Trustees. All non-employee trustees shall serve without salary. Expenses incurred by all non-employee trustees in connection with performance of their official duties may be reimbursed to such trustees upon approval of the Board of Trustees or the Executive Committee.

## **ARTICLE 6. CONSTITUENCY REPRESENTATIVES.**

Section 1. Constituency Representatives. The Board invites OCOM constituencies to provide non-voting, advisory representatives to the Board. While these representatives are not Board members as such, they are a valuable asset to the Board in providing direct two-way communication between the Board and the constituencies.

- (a) Confidentiality. Constituency representatives shall observe all requirements related to Board confidentiality in decision-making and shall not participate in Executive Sessions unless invited by the Board to attend.

Section 2. Term. Each constituency representative shall serve for a term of one (1) year. No constituency representative shall serve more than three (3) consecutive terms.

- (a) A constituency representative may be re-elected after a three (3) year break in service.

Section 3. Removal of Non-voting Advisory Representative. The Board may remove a constituency representative from the Board by a majority vote of voting Trustees when the constituency representative has failed to: attend required Board meetings; appropriately communicate information between the Board and her/his constituent group; or fulfill other responsibilities assigned by the Board. Upon such removal, the Board will direct the constituent group to select a new constituency representative to serve on the Board for the remainder of the unexpired one-year term.

Section 4. Faculty Representative. A member of the faculty shall be elected by the Faculty Senate to serve as a non-voting constituency representative.

- (a) Faculty Representative Roles and Responsibilities. The roles and responsibilities of the faculty representative are: (a) advising the Board on matters related to faculty concerns; and (b) communicating information related to Board policy discussions and action to the faculty.
- (b) Faculty Senate Role. The Faculty Senate is charged with the responsibility for developing a process for selection of the faculty representative and providing a forum/process for

the faculty representative to communicate with the faculty regarding Board policy discussions and action.

- (c) Any requests to place faculty-initiated information or action items on a Board meeting agenda should be routed through and approved by the Faculty Senate and directed to the President of the College.

Section 5. Student Representative. A member of the student body shall be elected by the student body to serve as a non-voting constituency representative.

- (a) Student Representative Roles and Responsibilities. The roles and responsibilities of the student representative are: (a) advising the Board on matters related to student concerns, and (b) communicating information related to Board policy discussions and action to the student body.
- (b) OSA Role. The OCOM Student Association (OSA) is charged with the responsibility for developing a process for selection of the student representative and providing a forum/process for the student representative to communicate with the student body regarding Board policy discussions and action.

Section 6. Honorary Trustees. OCOM may have such honorary trustees as the Board of Trustees determines and appoints. Such honorary trustees shall serve at the pleasure of the Board and shall serve in an advisory capacity to the Board of Trustees and the Executive Committee.

## **ARTICLE 7: COMMITTEES OF THE BOARD.**

Section 1. A majority of the Board in office may recognize, designate, or appoint such standing and special committees as is deemed appropriate, through a Board-approved committee charter.

- (a) A committee charter shall address the committee's mission, authority and responsibilities, composition, how and when meetings will be held, and how meeting minutes will be written and approved.
- (b) Only committees comprised of two (2) or more Board members may exercise authority of the Board.

Section 2. Appointment. With the exception of the Executive Committee, the Chair of the Board shall appoint the members of such standing and special committees as is deemed appropriate. In the event that the Chair of the Board is unable to appoint a committee, the Board shall perform the duties and responsibilities of the committee.

- (a) Unless specified otherwise by the Act, the Articles of Incorporation, or these Bylaws, the President shall be an *ex officio*, nonvoting member of all standing and ad hoc committees.



Section 3. Chair. Each Committee shall have a chair. The chair of each standing committee shall be a Board member.

- (a) The chair of each standing and special committee is responsible for:
  - i. Scheduling meetings;
  - ii. Distributing agendas in advance of meetings;
  - iii. Taking or causing the taking of minutes;
  - iv. Providing meeting minutes to the Board and President for review and inclusion in OCOM's corporate records; and
  - v. If appropriate, submitting requests for Board action to the Board Chair.

Section 4. Action by Committees. Unless specified otherwise by the Act, the Articles of Incorporation, or these Bylaws, provisions governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to the committees and their members.

#### **ARTICLE 8. STANDING COMMITTEES.**

Section 1. Executive Committee. The Board shall establish an Executive Committee. The Executive Committee shall exercise the full power of the Board in the management of the Corporation during periods of adjournment of the Board, subject to limitations imposed by the Act, the Articles of Incorporation, these Bylaws or resolution(s) duly adopted by the Board.

- (a) The chair of the Executive Committee shall be the Board Chair.
- (b) The Executive Committee shall consist of the Officers of the Board, including Chair, Vice Chair, Secretary, and Treasurer, and up to two (2) at-large Trustees.
- (c) Any actions of the Executive Committee must be reported to the Board at the next Board meeting.
- (d) The presence of a majority of the Executive Committee shall constitute a quorum for the transaction of business. A majority of the total votes cast shall decide all issues.
- (e) The Executive Committee shall meet at least four (4) times annually.

Section 2. Finance Committee. The Board shall establish a standing Finance Committee.

- (a) The chair of the Finance Committee shall be the Treasurer.
- (b) The committee membership shall include one or more additional Trustees, as well as the President and the Vice President of Finances/Chief Financial Officer of OCOM.
- (c) Any actions of the Finance Committee must be reported to the Board at the next Board meeting.

- (d) The presence of a majority of the Finance Committee shall constitute a quorum for the transaction of business. A majority of the total votes cast shall decide all issues.
- (e) The Finance Committee shall meet at least four (4) times annually.
- (f) The Finance Committee shall have the responsibility for overseeing the financial affairs of OCOM, for assisting the Chief Financial Officer of OCOM in general operation of the fiscal affairs of OCOM, including but not limited to the development of budgets, the investment and application of all funds and properties received by OCOM, and the continuous updating of a five-year plan for the use of financial resources to meet the fiscal needs of OCOM. The committee shall have such other authority and perform such other duties as may be prescribed by the Board from time to time.
- (g) The Finance Committee shall not have executive authority or power to authorize any contract, sale, or purchase, or to employ any agent or employee of OCOM unless the Board or the Executive Committee specifically and expressly delegates such temporary authority to the Finance Committee.

Section 4. Governance Committee. The Board shall establish a standing Governance Committee. The committee membership shall include one or more additional Trustees, as well as the Chair of the Board and the President of OCOM.

- (a) Nominations. The Governance Committee shall nominate a slate of one name for each Trustee whose term ends or who resigns or who is removed and present it to the Board for approval at any meeting.
- (b) Orientation and Training. The Governance Committee will assist in the development of plans for Trustee orientation, and will coordinate implementation of those plans to ensure training of new Trustees, including constituency representatives. The Governance Committee shall also propose and organize appropriate ongoing training for Trustees.
- (c) At least annually, the Governance Committee shall administer (or cause the administration of) an evaluation of the performance of the Board and each Trustee. The results of this evaluation shall be reported to the Board.
- (d) At least annually, the Governance Committee shall review the Board's governance policies and practices and, if applicable, propose revisions to the Executive Committee.

Section 3. Audit Committee. The Board shall establish an Audit Committee.

- (a) The chair of the Audit Committee shall be appointed by the Board.
- (b) The committee membership shall include one or more additional Trustees, as well as the Vice President of Finances/Chief Financial Officer of OCOM.
- (c) Any actions of the Audit Committee must be reported to the Board at the next Board meeting.

- (d) The presence of a majority of the Audit Committee shall constitute a quorum for the transaction of business. A majority of the total votes cast shall decide all issues.
- (e) The Audit Committee shall meet at least two (2) times annually.
- (f) The Audit Committee shall recommend annually to the Board, for approval by the Board no later than June 30, an accounting firm to audit the books and accounts of the corporation. It shall review the annual audit thoroughly, report to the Board concerning the recommendations of the auditor, and report to the Board on an ongoing basis the degree to which the recommendations of the auditor accepted by the Board have been fulfilled. The Audit Committee shall keep informed as to the work of the auditors following the end of the Corporation's fiscal year. The committee shall have such other authority and perform such other duties as may be prescribed by the Board from time to time.

Section 5. Ad hoc Committees. The Board may establish or dissolve ad hoc committees and may appoint the chair of each ad hoc committee. The chair and ad hoc committee members need not be Trustees of the Board.

## **ARTICLE 9. OFFICERS OF THE BOARD.**

Section 1. Officers of the Board. The Officers of the Board shall be a Chair, Vice Chair, Secretary, Treasurer, and President. With the exception of President, who serves *ex officio*, the Board shall elect each Officer for a one-year term at the annual meeting from among the Trustees. Each Officer shall hold office until the Officer's successor has been duly elected or appointed and has accepted office or until the Officer's death or until the Officer resigns or has been removed in the manner hereinafter provided. The offices of the Vice Chair, Secretary and/or Treasurer may be held by the same person.

Section 2. Duties of Officers. The duties of the Officers are as summarized below. Such duties, at the discretion of the Officer, may be delegated.

Section 3. Chair of the Board of Trustees. The Chair of the Board shall be the principal elected officer of OCOM and, shall preside at the meetings of the Board of Trustees and the Executive Committee. They shall in general perform all duties incident to the office of the Chair of the Board and such other duties as from time to time may be assigned by the Board of Trustees or the Executive Committee.

- (b) The Chair shall have the authority to appoint committee members, represent OCOM at public functions, and sign contracts and other written obligations of OCOM which have been approved by the Board.
- (c) The Chair may assign Board duties to members of the Board.

Section 4. Vice Chair of the Board of Trustees. In the absence of the Chair of the Board or in the event of the Chair's death, inability, or refusal to act, the Vice Chair of the Board shall perform the duties of the Chair of the Board and when so acting has all the powers of and is

subject to all the restrictions upon the Chair of the Board. The Vice Chair of the Board of Trustees shall perform such duties as from time to time may be prescribed by the Board of Trustees or the Executive Committee. The Vice Chair of the Board shall serve as chair of the Governance Committee. The Vice Chair shall have no other inherent powers.

Section 5. Secretary of the Board of Trustees. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board and of any standing committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law; shall be custodian of the corporate records and the seal of OCOM (if any); shall be responsible for authenticating the records of OCOM as duly authorized or required by law; and shall perform such other duties as may be prescribed from time to time by the Board. The Secretary shall have no other inherent powers.

Section 6. Treasurer of the Board of Trustees. The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of OCOM in such bank or banks as the Board shall by resolution specify; shall keep proper account books; and shall perform such other duties as may be prescribed from time to time by the Board. The Treasurer shall serve as chair of the Finance and Audit Committee. The Treasurer shall have no other inherent powers.

Section 7. Other Officers. The Board may by resolution create such additional and special officers as may be considered necessary or desirable in addition to those herein above described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

Section 8. Vacancies. Vacancies in any office caused by any reason shall be filled by the Board at any meeting by selecting a suitable and qualified person to act for the duration of the unexpired term.

Section 9. Resignation or Removal. Any Officer of the Board may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of OCOM. Any Officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, when in its judgment the best interests of OCOM would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer or agent shall not of itself create contract rights.

Section 10. Compensation and Expenses of Non-Employee Officers. Officers shall serve without salary unless they are also employees of OCOM. Expenses incurred by all non-employee officers in connection with performance of their official duties may be reimbursed to such officers upon approval by the Board of Trustees or the Executive Committee.

## **ARTICLE 10. INDEMNIFICATION.**

Section 1. Trustees and Officers. Pursuant to ORS 65.387 to 65.414, OCOM shall indemnify, to the fullest extent provided in the Act, any Trustee or Officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of

OCOM) by reason of or arising from the fact that such person is or was a Trustee or Officer of OCOM. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2. Insurance. At the discretion of the Board, OCOM may purchase and maintain insurance on behalf of any person who is or was a Trustee or Officer of OCOM against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not OCOM would have the power to indemnify such person against such liability under the provisions of this Article.

Section 3. Purpose and Exclusivity. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board, or otherwise.

Section 4. Definitions. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

## **ARTICLE 11. EMPLOYEES.**

Section 1. President. The President shall be hired by the Board and shall serve until the President resigns, leaves office for any reason, or is removed by the Board. The President, under the general oversight of the Board, shall supervise, direct, and manage all of the affairs of the institution and shall perform all other duties incident to the office of the President of OCOM for the good of OCOM and the welfare of its constituencies.

(a) The President of OCOM shall be the chief executive officer of OCOM. The President shall have ultimate authority and responsibility for all aspects of the day-to-day operations and activities of OCOM. The President shall also be responsible for fundraising and external relations of OCOM, and for the fulfillment of specific yearly or multi-year goals determined by the Board. The President shall also discharge such other duties as may be prescribed from time to time by the Board. The President shall always act within any executive limitations that are outlined by the Board.

(b) Compensation. The compensation of the President shall be fixed from time to time by the Board of Trustees.

(c) Evaluation of President. The president will be evaluated within the first six months of hire and from thence on the annual date of hire by the Chair of the Board of Trustees or the Chair's designee(s), in consultation with the Board of Trustees.

## **ARTICLE 12. CONTRACTS AND BANKING.**

Section 1. Contracts. Except as provided below, all contracts and other instruments shall be signed on behalf of the Corporation by the Chair of the Board, President, or by such other Officer or agent as the Board may from time to time designate.



(a) Only the Board may authorize all deeds and other instruments of conveyance of any real property owned by OCOM.

(b) Only the Board may authorize all deeds and other instruments of conveyance of any personal property owned by OCOM and valued at more than \$25,000.

Section 2. Depositories. All funds of OCOM shall be deposited in the name of OCOM in such bank, banks, or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts, or other orders signed on behalf of OCOM by the Treasurer and/or such other person or persons as the Board may from time to time designate.

Section 3. Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of OCOM shall be signed by the authorized officers or agents of OCOM and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Borrowing. Notwithstanding any other provision in these Bylaws, no Officer or agent of OCOM shall have authority to borrow any funds on behalf of OCOM or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution by a majority of Trustees, duly entered in the minutes of the Board.

Section 5. Gifts. The Board may accept on behalf of OCOM any contribution, gift, bequest, or devise for the general purpose of OCOM, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

#### **ARTICLE 13. GENERAL.**

Section 1. Corporate Seal. The seal of OCOM shall be circular in form and shall bear the name of OCOM and the words and figures showing that it was incorporated in the State of Oregon in the year 1983. It may be changed by order of the Board at any duly called meeting of the Board.

Section 2. Fiscal Year. Unless modified by the Board of Trustees, the fiscal year end of OCOM shall be June 30 of each year.

Section 3. Robert's Rule of Order. Robert's Rule of Order Revised shall govern the meetings of the Board of Trustees, the Executive Committee, and any other committee of OCOM, except as otherwise provided for herein.

#### **ARTICLE 14: DISSOLUTION OF ASSETS.**

Section 1. Upon the termination, dissolution, or final liquidation of OCOM in any manner and for any reason, the Board shall first pay or provide for the payment of all liabilities of OCOM; all remaining assets shall be distributed to an organization described in Section 501(c)(3) of the Code or to a governmental entity for public purposes; provided,

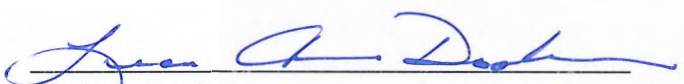
however, such organization or entity shall provide the same or similar services or have the same or similar purposes as this Corporation.

**ARTICLE 15. AMENDMENTS.**

Section 1. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board then in office at any regular or special meeting of the Board, provided the notice given for such meeting indicates that such amendments will be considered and that the amendments are provided to the Trustees in writing at least thirty (30) days prior to the meeting.

**IDENTIFICATION**

I hereby certify that I was the Secretary at the December 14, 2016 Board of Trustees' meeting of Oregon College of Oriental Medicine when the foregoing Bylaws were adopted by the Trustees of OCOM.



Lea Anne Doolittle  
Secretary, Board of Trustees  
Oregon College of Oriental Medicine