

BEFORE THE HOSPITAL FACILITIES AUTHORITY OF
MULTNOMAH COUNTY, OREGON

RESOLUTION NO. 08-016

Adopting Amended Rules and Bylaws of The Hospital Facilities Authority of Multnomah County

The Board of Directors of The Hospital Facilities Authority of Multnomah County, Oregon finds:

- a. The Hospital Facilities Authority of Multnomah County, Oregon (“Authority”), has been established by Resolution No. 98-197 adopted by the Board of County Commissioners on December 3, 1998.
- b. The Board of Directors of the Authority adopted Rules and Bylaws by its Resolution No. 98-1 on December 3, 1998.
- c. It is necessary to amend the rules and bylaws of the Authority.

The Authority Resolves:

The following Rules and Bylaws are adopted as the Bylaws of the Authority.

(Language ~~stricken~~ is deleted; double underlined language is new.)

**RULES AND BYLAWS OF
THE HOSPITAL FACILITIES AUTHORITY
OF MULTNOMAH COUNTY, OREGON**

**ARTICLE I.
NAME – OFFICE**

Section 1.

Name of Authority. The name of the Authority shall be The Hospital Facilities Authority of Multnomah County, Oregon in accordance with Resolution No. 98-197 of the Board of Commissioners of Multnomah County, Oregon adopted pursuant to ORS 441.525 to 441.595, as amended from time to time (the “Act”).

Section 2.

Office of Authority. The offices of the Authority shall be at such place in Multnomah County, Oregon as the Authority from time to time may designate.

ARTICLE II.

Section 1.

Officers. The Authority shall be managed and controlled by a board of directors composed of the Board of County Commissioners. The Chair of the Board of County Commissioners shall serve as the Chair of the Authority. The Vice Chair of the Board of County Commissioners shall serve as the Vice Chair of the Authority. The Secretary of the Authority shall be elected by a majority vote of the directors present at the meeting at which the election is held.

Section 2.

The Chair. The chair shall preside at all meetings of the Authority. The chair shall sign all contracts, deeds, bonds, notes and other instruments made by the Authority except as otherwise authorized by resolution of the Authority.

Section 3.

The Vice Chair. The vice chair shall perform duties of the chair in the absence or incapacity of the chair and in any case the resignation or death of the chair, the vice chair shall perform such duties as are imposed on the chair until such time as a new Chair of the Board of Commissioners is elected.

Section 4.

Secretary. The secretary shall keep or cause to be kept the minutes and the official records of the Authority, attest signatures of the Authority, certify copies of Authority documents and perform such other duties required of a secretary.

Section 5.

Assistant Secretary. The Chief Financial Officer, Director, Finance Division or designee (herein referred to as the "Director") of Multnomah County, Oregon shall serve as assistant secretary and he or she shall keep the minutes and official records of the Authority and may certify documents and perform other duties delegated by the Secretary. The Assistant Secretary shall be responsible for the fiscal administration of all funds of the Authority, shall act as signer of checks drawn upon the accounts of the Authority and shall be responsible for the fiscal accounts of the Authority.

Section 6.

Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the bylaws or rules and regulations of the Authority.

Section 7.

Vacancies. Should an office become vacant, the vacant office shall be filled consistent with the County's Home Rule Charter.

Section 8.

Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the laws of the State of Oregon applicable thereto. The creation and compensation of positions shall be determined by the Authority.

**ARTICLE III.
MEETINGS**

Section 1.

Annual Meetings. The annual meetings of the Authority shall be held not later than the third week in August of each year.

Section 2.

Regular Meetings. Regular meetings may be held with official notice at such time and place as may from time to time be determined by resolution of the Authority. In the event a day of regular meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day.

Section 3.

Special Meetings. Special meetings may be called at the discretion of the Chair. The call for a special meeting of the Authority shall be for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered or mailed to each directors of the Authority and shall be given at least twenty-four (24) hours prior to the date of such special meeting. Provided, however, the call may be waived by written unanimous consent of all directors of the Authority. Except as provided in the preceding sentence, at such special meeting no business shall be considered other than as designated in the call, but if all of the directors of the Authority are present at a special meeting, any and all business may be transacted at such special meeting upon unanimous consent of all directors of the Authority.

Section 4.

Quorum. A majority of the directors shall constitute a quorum for the purposes of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Action may be taken by the Authority upon a vote of a majority of those directors present and voting.

Section 5.

Order of Business. At the regular meeting of the Authority, the following shall be the order of business:

Roll Call
Approval of Minutes
Report of Chair Resolutions
Other Business Adjournment

All adopted resolutions shall be in writing and shall be incorporated into the minutes. Failure to follow the order of business shall not invalidate the issuance of any bonds or other obligations of the Authority.

Section 6.

Manner of Voting. Voting on all matters coming before the Authority shall be by voice, except the presiding officer may request a call of the roll, and if a roll call vote shall be taken the ayes, nays and name of any directors who have disqualified themselves, shall be entered upon the minute book.

Section 7.

Robert's Rules. All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order."

**ARTICLE IV.
FEES AND MANNER OF BOND OFFERING**

Section 1.

Fees and Expenses. The Authority shall charge fees for each of its revenue bonds as determined by the board of directors from time to time; provided, however, the initial fee for each borrower shall equal one dollar (\$1.00) per thousand dollars (\$1,000) of the principal amount of the revenue bonds, but not less than \$10,000. In addition, the borrower shall be required to pay the fees and charges of the Authority's bond counsel and special counsel and for any time incurred by Multnomah County's finance or legal staff.

Section 2.

Manner of Bond Offering. Revenue bonds of the Authority shall be sold to the public or privately placed in a manner satisfactory to the Director.

**ARTICLE V.
AMENDMENTS**

Section 1.

Amendments to Bylaws. The bylaws of the Authority shall be amended only with the approval of the directors of the Authority at a duly convened meeting, but no such amendment shall be adopted unless at least five (5) days' written notice thereof has been previously given to all of directors of the Authority. Such notice shall identify the section or sections of the bylaws proposed to be amended. Provided, however, such notice may be waived by written unanimous consent in writing of all directors of the Authority.

Adopted by The Hospital Facilities Authority of Multnomah County, Oregon this 21st day of February, 2008.



**THE HOSPITAL FACILITIES AUTHORITY
OF MULTNOMAH COUNTY, OREGON**

By: Ted Wheeler
Ted Wheeler, Chair

ATTEST:

By: Mindy Harris
Mindy Harris, Secretary

REVIEWED:

**AGNES SOWLE, COUNTY ATTORNEY
FOR MULTNOMAH COUNTY, OREGON**

By: Sandra N. Duffy
Sandra N. Duffy, Assistant County Attorney