



Bylaws of the Board of Trustees

3364-1-02 Meetings of the board.

(A) Regular meetings.

Regular meetings of the board and the board's standing committees will be held according to a schedule provided before the first day of the beginning of the fiscal year, for the following twelve months.

(B) Special meetings of the board.

Special meetings of the board may be called by the chairperson or any four members of the board. Notice of special meetings must be given to each member of the board not less than twenty-four hours in advance, stating the time, place and purpose of the meeting.

(C) Business to be considered at meetings.

Matters will be presented to the board by the chairperson, president or other officers or employees of the University at the president's discretion. Four of the board's members may cause any matter to be placed on the agenda. The secretary or designee will submit a written agenda before each regular meeting of the board, which indicates the time and place. Those items included on the agenda will be considered unless otherwise changed by the chairperson and ratified by a majority vote of those members present and voting. No other items may be presented unless approved by the chairperson and upon a majority vote of the members present.

Any matter coming to the board other than from the chairperson or from the president of the University must be provided by written notice to the secretary of the board at least two weeks prior to the meeting at which the matter is to be considered by the board, or upon other written notice determined to be reasonable by the chairperson of the board. The written notice must contain the purpose of the matter and a summary of the topic to be addressed, or all other items requested by the secretary. The chairperson will decide the reasonable date, time, place and manner on which the matter is to be presented to the board or board committee. Such matters will be communicated to the president.

(D) Place of meetings.

The meetings are to be held in the places prescribed by the chairperson.

(E) Quorum and manner of acting.

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A majority of the members of the board, when duly convened, constitutes a quorum to transact business, and a majority vote of those present is sufficient to adopt any motion or resolution, except that:

(1) The vote of a majority of all the then existing members of the board is required to:

(a) Amend or repeal a bylaw of the board with the exception noted in sections (2) and (3) below,

(b) Make or ratify the making of any contract involving the expenditure of money not provided by the budget or involving the acquisition or disposal of real estate of the University, or

(c) Adopt or to revise the annual budget.

(2) For a period of three years after the effective date of the combination of the Medical University of Ohio at Toledo organized as authorized under former sections 3350.01 to 3350.05 of the Revised Code and The University of Toledo, as authorized under former Chapter 3360. of the Revised Code (July 1, 2006), a supermajority, meaning an affirmative vote of no less than two-thirds of the trustees then in office, is required to:

(a) Change the ownership structure of the hospitals owned by the University as of July 1, 2006;

(b) Divest or close any major operating unit such as a college, school or department in existence as of July 1, 2006;

(c) Recommend a change in ownership or structure of a foundation in existence and constructed on or before July 1, 2006, and not including the creation, formation or affiliation with any foundation created after the effective date of the combination;

(d) Recommend a change in the separate maintenance of all overhead funds from research and external funding received or promised prior to the combination and assigned to the respective prior component of the University that generated the research or projects, not including creative collaborative research programs between the universities or for funding of the infrastructure of research and grants offices.

(e) Amend or repeal section 3364-1-02 (E)(2) or (E)(3) of the Administrative Code.

(3) For a period of five years after July 1, 2006, the cash and investments held as reserves of the Medical University of Ohio at Toledo as of July 1, 2006 will be

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separately maintained and will be used to support operations of the health science campus and hospitals.

In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.

Upon a motion for the board or any standing committee thereof to go into executive session, a roll call vote will be necessary. On all other matters, unless a roll call vote is requested by a trustee present at the meeting, a voice vote will be sufficient.

Replaces: None

Date approved by Board of Trustees: July 6, 2006

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None