

BYLAWS OF THE
HEALTH AND EDUCATIONAL
FACILITIES BOARD
OF
OAK RIDGE

ARTICLE I – Office Location

The principal offices of the Health & Educational Facilities Board shall be at a place in the City of Oak Ridge to be designated by a Resolution of the Board of Directors. Meetings of the Board of Directors for the transaction of business, except such as required by law to be transacted at the principal offices, may be held elsewhere in the City of Oak Ridge. All books, journals and records of the Health & Educational Facilities Board shall be kept at the principal offices.

ARTICLE II – Board of Directors

The Board of Directors shall consist of nine (9) members in which all powers of the Health & Educational Facilities Board are vested. All directors shall be duly qualified electors of and taxpayers in the City of Oak Ridge. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in and about the performance of their duties. No director shall be an officer or employee of the City of Oak Ridge.

The directors shall be elected by the City Council of the City of Oak Ridge and they shall be so elected that they shall hold office for staggered terms. At the time of the election of the first Board of Directors, the City Council shall divide the directors into three groups of three (3) each. The first term of the directors included in the first group shall be two (2) years; the first term of the directors included in the second group shall be four (4) years; the first term of the

directors included in the third group shall be six (6) years and thereafter, the terms of all directors shall be six years.

ARTICLE III – Officers of the Board

The officers of the Board of Directors of the Health & Educational Facilities Board shall consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer. The Chairman shall preside at all meetings of the Board of Directors. Except as otherwise authorized by Resolution of the Board of Directors, the Chairman shall sign all contracts, bonds, deeds and other instruments made by the Board. At each meeting, the Chairman shall submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Board.

The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as a new Chairman shall be selected.

The Secretary shall keep the records of the Board, shall act as Secretary of the meetings of the Board of Directors and record all votes, and shall keep a record of the proceedings of the Board of Directors in a journal of proceedings to be kept for such purposes, and shall perform all duties incidental to his/her office. He/She shall keep in safe custody the seal of the Board and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Board.

The Treasurer shall have the care and custody of all funds of the Health & Educational Facilities Board and shall deposit the same in the name of the Health & Educational Facilities Board in such bank or banks as the Board of Directors may by Resolution select. The Treasurer

shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Board of Directors. Except as otherwise authorized by Resolution of the Board of Directors, all such orders and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Board of Directors, at each regular meeting (or oftener when requested), an account of his/her transactions and also of the financial condition of the Board. He/She shall give such bond for the faithful performance of his/her duties as the Board of Directors may designate.

The offices of Secretary and Treasurer may be combined and occupied by the same person.

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

The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected at the annual meeting of the Board of Directors from among the directors and shall hold office for one year or until their successors are elected and qualified.

Should an office become vacant, the Board of Directors shall elect a successor from its membership at the next regular, and such election shall be for the unexpired term of said office.

The Board may, from time to time, employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Health, Educational and Housing Facility Corporation Act of Tennessee and all other laws of the State of Tennessee applicable thereto. The selection and compensation of such personnel shall be determined by the Board of Directors subject to the laws of the State of Tennessee.

ARTICLE IV – Meetings

The annual meeting of the Board of Directors shall be held on the first Tuesday after Labor Day in September at 3:00 p.m. at the office of the Board.

Meetings shall be held as required at the office of the Board upon notice to the members.

Special meetings shall be called by the Chairman at his/her discretion or in response to written request of any two (2) Board Directors by providing each member with at least twenty-four (24) hours written notice served personally, by email, or left at his/her usual place of residence. Business transacted at any special meeting shall be limited to subjects recited in the notice of such meetings. The public shall be given twenty-four (24) hours notice of each Special Meeting consistent with the notification means used by the Oak Ridge City Council.

The powers of the Health & Educational Facilities Board shall be vested in the Directors thereof in office from time-to-time. Five (5) directors shall constitute a quorum for the purpose 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. When a quorum is in attendance, action may be taken by the Board upon a vote of a majority of the Directors present.

The Chairman shall have the power to appoint such committees as he/she, in his/her discretion, may deem advisable; said committees shall have the power to recommend a course of conduct to the Board, but shall have no extraordinary powers to act.

At the meetings of the Board of Directors the following shall be the order of business:

1. Roll Call
2. Approval of the minutes of previous meeting
3. Reports of the Treasurer
4. Reports of Committees

5. Consideration of Bids and Contracts
6. Unfinished Business
7. New Business
8. Adjournment

All Resolutions shall be in writing and shall be copied in a journal of the proceedings of the Board of Directors.

The voting on all questions coming before the Board of Directors shall be by roll call, and the “ayes” and “nays” shall be entered upon the minutes of such meeting.

ARTICLE V – Contracting Powers

The Health & Educational Facilities Board of Oak Ridge was formed under the authority contained in Sections 48-101-301 et seq., Tennessee Code Annotated, and is vested with all of the Power granted therein and subject to all of the regulations contained in said sections. The purpose of the organization of the Health & Educational Facilities Board is to acquire, own, lease and/or dispose of properties to the end that a measure of assistance and an alternative method through and by which facilities may be provided to assist in the development and maintenance of the public health of said city, especially the elderly. With respect to these purposes, the Corporation shall have the powers, duties, privileges and obligations contained in Chapter 48, Health, Educational and Housing Facility Corporations, being Sections 48-101-301 through 48-101-310, Tennessee Code Annotated, under which authority said Corporation is created. It is not intended that this Corporation shall itself operate any such facility.

101-310, Tennessee Code Annotated, under which authority said Corporation is created. It is not intended that this Corporation shall itself operate any such facility.

ARTICLE VI – Adoption and Amendment

The Bylaws of this Health & Educational Facilities Board shall be promulgated and established by the Board of Directors, but in accordance with the provision contained in the Articles of Incorporation, such bylaws and any amendments thereto shall first be submitted to the Mayor and Councilmen of the City of Oak Ridge and approved by Resolution duly adopted.

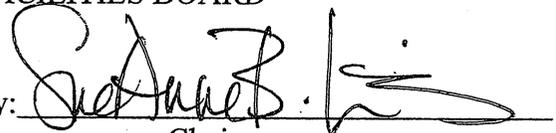
The bylaws may be amended only with the approval of at least three-fourths of the Directors at a regular meeting or at a Special Meeting called for that purpose provided however, that at least seven (7) days notice in writing shall have been given to all of the Directors of the proposed amendment.

APPROVED AS TO FORM AND LEGALITY:



Kenneth R. Krushenski
City Attorney
Counsel to the Health & Educational
Facilities Board

HEALTH & EDUCATIONAL
FACILITIES BOARD

By: 
Chairman

ADOPTED BY CITY COUNCIL
RESOLUTION NO. 10-101-10

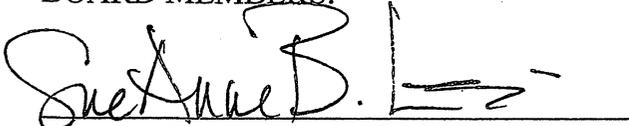
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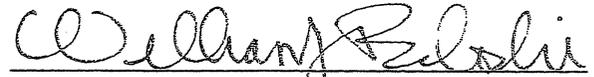
City Clerk

**BYLAWS OF THE HEALTH AND EDUCATIONAL FACILITIES BOARD
OF
OAK RIDGE**

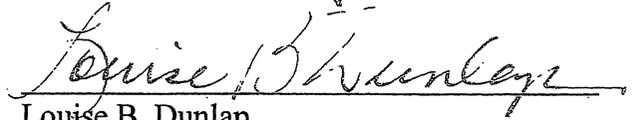
Adopted by Resolution of the Health and Educational Facilities Board on the 7th day of
September, 2010.

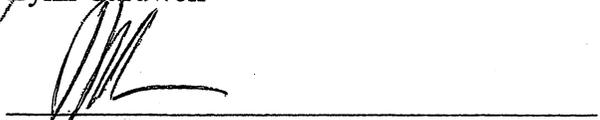
BOARD MEMBERS:

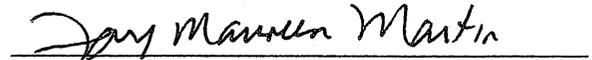

Sue Ann Lewis


William J. Biloski


Lynn Cardwell


Louise B. Dunlap


Bruce Ryan LeForce, M.D.


Fay Maureen Martin


David L. Mason


H. D. Osucha


David E. Wilson

RESOLUTION

WHEREAS, by Resolution 4-42-77, City Council established the Health and Educational Facilities Board (Board) on April 18, 1977, pursuant to authority contained in Tennessee Code Annotated §48-101-301 et seq.; and

WHEREAS the Board is authorized by Tennessee Code Annotated §48-101-308(a)(13) to establish bylaws; and

WHEREAS, at their September 7, 2010 meeting, the Board unanimously approved amendments to the Board's Bylaws; and

WHEREAS, Article VI of the Bylaws requires approval by resolution of City Council of any amendments thereto.

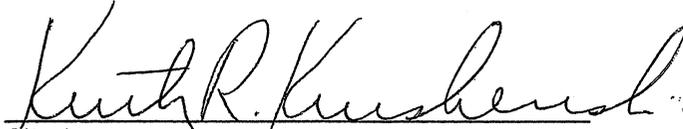
NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF OAK RIDGE, TENNESSEE:

That the attached Bylaws for the Health and Educational Facilities Board are hereby approved and shall become effective immediately.

BE IT FURTHER RESOLVED that the Mayor is hereby authorized to execute the appropriate legal instruments to accomplish the same.

This the 12th day of October 2010.

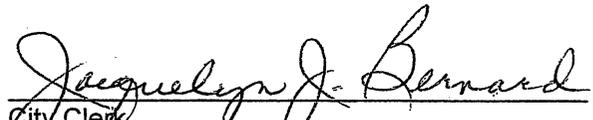
APPROVED AS TO FORM AND LEGALITY:



City Attorney



Mayor Pro Tem



City Clerk

LEGAL DEPARTMENT MEMORANDUM

10-43

DATE: September 27, 2010
TO: Honorable Mayor and Members of City Council
FROM: Kenneth R. Krushenski, City Attorney
SUBJECT: HEALTH AND EDUCATION FACILITIES BOARD – AMENDED BYLAWS

An item for the consent agenda is a resolution approving the Amended Bylaws for the Health and Educational Facilities Board that were approved by a unanimous decision of the Board at the Board's meeting held on September 7, 2010. The signed Bylaws are provided for Council along with a strike-through copy of the changes.

Approval of the attached resolution is recommended.


Kenneth R. Krushenski

City Manager's Comments:

I have reviewed the above issue and recommend Council action as outlined in this document.


Mark S. Watson


Date