



Department of Finance

Public Services Building
2051 Kaen Road, Suite 490 | Oregon City, OR 97045

MEMORANDUM

TO: Clackamas County Board of County Commissioners (BCC)
FROM: Elizabeth Comfort, Finance Director, Finance Department
RE: Hospital Facility Authority of Clackamas County Bylaws
DATE: April 21, 2026

REQUEST: Staff is requesting to approve the adopted revised Bylaws of the Hospital Facility Authority of Clackamas County.

BACKGROUND: State statute (ORS 441) and County Code provide the authority for municipalities, including counties, to establish Hospital Facility Authorities to facilitate access to tax-exempt financing to improve hospital facilities within the corporate limits of the municipality. A Hospital Facility Authority has the power to issue bonds and other financial obligations on behalf of the non-profit hospital, elder care home or other health care organization to accomplish this purpose. Financial obligations of a Hospital Facility Authority are not a general obligation of the municipality.

The BCC has established such an Authority by ordinance, which requires the Bylaws to be amended to match the number of serving members and the length of service. The minimum number of members is revised to five, with the ability to add members.

RECOMMENDATION:

Staff respectfully recommend the BCC:

1. Approve the revised Bylaws of the Hospital Facility Authority of Clackamas County.

Respectfully Submitted,

Elizabeth Comfort, Finance Director, Finance Department

Attachments:

1. Attachment A: Revised Bylaws of the Hospital Facility Authority of Clackamas County, Oregon

Bylaws of the Hospital Facility Authority of Clackamas County, Oregon
(Revised, ~~December 2025~~ April 2026)

ARTICLE I

NAME. The name of the organization shall be the Hospital Facility Authority of Clackamas County, Oregon (HFACC). These Bylaws shall govern the actions of the Hospital Facility Authority of Clackamas County, Oregon, established by the Board of Clackamas County Commissioners (BCC).

ARTICLE II

PURPOSE. The purpose of the HFACC is to serve the residents of Clackamas County in matters concerning access to tax exempt bond financing of health care facilities including hospitals, adult congregate living facilities, behavioral treatment facilities, family safety facilities, or any health care facility as defined in ORS 442.015.

GOALS. The goals of the HFACC are as follows:

- a. Act as a board approved by and comprised of the Board of County Commissioners under County Code Section 2.03, with authorization to review proposals for tax exempt financings for nonprofit health care facilities affecting areas within the boundaries of the HFACC. The bond obligations created under the authority of the HFACC are not debts or liabilities of Clackamas County or any of its legally distinct component units.
- b. Present to the Board of County Commissioners such actions for BCC approval as may be necessary to complete bonded debt financings as heretofore described for nonprofit health care facilities within the boundaries of Clackamas County.

ARTICLE III

MEMBERSHIP. Membership shall consist of no ~~less than five and no more than seven~~ eleven board members in number, ~~and shall be as representative as possible of the County and the BCC may make up all or any proportion of the required number of~~ members of HFACC.

- a. Five members of the Board of County Commissioners ~~may shall~~ serve as the members of the HFACC Board.

- b. Members shall have an appointment term ~~at least four (4) of no longer than six~~ years, ~~but up to six (6 years) which shall expire on January 2.~~ Expiration dates for the terms shall ~~be~~ coincide with the elections. For this purpose, membership terms may initially be staggered for less than four years at the sole discretion of the BCC. Members may seek reappointment, for a maximum of two consecutive terms of service on the HFACC Board.

ARTICLE IV

REQUIRED OFFICERS. The officers of the HFACC shall include the following:

- a. Chairperson: The Chairperson shall preside over all meetings of the HFACC Board and shall co-sign for all authorized expenditures, appoint committee heads and have the responsibility of the performance of such duties as prescribed in these bylaws. The Chairperson shall act as an ex-officio member of all committees. The Chairperson has authority to sign any approved contract, resolution, or other agreement necessary to conduct HFACC business.
- b. Vice-Chairperson: The Vice-Chairperson shall aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability. The Vice-Chairperson may also co-sign for authorized expenditures in the event the Chairperson or Treasurer is absent. The Vice-Chairperson has authority to sign any approved contract, resolution, or other agreement necessary to conduct HFACC business.

PERMISSIVE OFFICERS. The officers of the HFACC may include the following:

- a. Secretary: The duties of the Secretary may be performed by a contracted individual or a Clackamas County employee in lieu of naming a member of the Board as Secretary. The Secretary shall keep accurate records of all meetings of the HFACC Board. The minutes shall be made available to any member or the public as required by the Oregon Public Records and Public Meetings Law, which shall apply to all meetings of the HFACC Board. The Secretary shall handle all correspondence of the HFACC. The Secretary shall be responsible to maintain the membership registry required by these bylaws.

- b. Treasurer: The Treasurer shall maintain an accurate record of all income and expenses of the HFACC and co-sign authorized expenditures. The Treasurer may maintain a bank account, if applicable, and present a statement of account at every meeting. The Treasurer's records shall be made available to any member or the public as required by the Oregon Public Records Law.

The HFACC shall provide the Clackamas County Public and Government Affairs Department with a current list of officers on an annual basis.

TERM OF OFFICE. The term of office for all officers shall be one (1) year, however, the officer shall continue to serve until a successor is elected or appointed to that office.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or is not reelected. A vacancy shall be filled by appointment by the Board of County Commissioners. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

ARTICLE V

MEETINGS. Meetings of the HFACC Board shall be held in accordance with the Oregon Public Meetings Laws. Meetings shall be held no less than twice per year, with the annual meeting being held once per year for the purpose of appointing officers and such other business as deemed necessary. Members shall be given the agenda and related materials/documents pertaining to the items before the HFACC Board at least one week prior to the meeting date. Members of the HFACC Board may be reimbursed for expenses, as approved by the HFACC Board Chair, incurred for attendance of Board meetings.

The Chairperson may call special meetings at any time upon the request of two (2) of the officers or any three (3) members of the HFACC. The time and location shall be determined by the HFACC. Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept

and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.

QUORUM and VOTING. A majority of the board shall constitute a quorum for the transaction of business and a majority thereof shall be sufficient for the passage of any such motion or resolution.

RECORDS. All records of HFACC shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VI

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the HFACC Board. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The HFACC Board may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VII

COMMITTEES. The HFACC Board may create committees as required to promote the purposes and objectives of the HACC. A chairperson for each committee shall be selected by the HFACC Chairperson.

ARTICLE VIII

DISSOLUTION. The HFACC Board shall be considered inactive if it fails to meet the requirements of these bylaws and is placed in an inactive status by action of the Board of County Commissioners. An inactive HFACC Board shall be dissolved and will no longer be recognized by the Board of County Commissioners. Should the HFACC be dissolved, disbursement of the HFACC funds, if any, shall be to Clackamas County. This organization shall be selected by the HFACC Board in attendance at the final meeting if a majority. Funds provided to the HFACC by the County shall be returned to the County upon dissolution of the HFACC.

ARTICLE IX

AMENDMENTS. These by laws may be amended. If requested by the HFACC Board or the Board of County Commissioners ([BCC](#)), proposed amendments shall be submitted by ~~the by~~ either board to County Counsel's Office for review. Upon approval of County Counsel's Office, the proposed amendments shall be submitted for approval to the Board of County Commissioners, which shall make any amendments in its sole discretion. The BCC reserves the right to propose, adopt and implement any changes to these bylaws.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the HFACC with respect to the matters addressed herein.

**Bylaws of the Hospital Facility Authority of Clackamas County, Oregon
(Revised, April 2026)**

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