

**NONPROFIT  
ARTICLES OF INCORPORATION  
FOR THE  
TELEHEALTH ALLIANCE OF OREGON**

The undersigned individual, acting as incorporator under the Oregon Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is the Telehealth Alliance of Oregon.

**ARTICLE II**

The corporation is a Public Benefit Corporation.

**ARTICLE III**

The corporation is organized and shall be operated to support the use of telecommunications to improve access to high quality health care and other allied services by Oregonians.

**ARTICLE IV**

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any shareholder or individual. No substantial part of the activities of the corporation shall be on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501 (h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and the corporation shall not participate in, or intervene in (including the publishing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE V**

Upon dissolution or final liquidation, after payment or provision for payment of all liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organizations or organizations that are described in Section (c)(3) and 170 (b)(1)(a) of the Internal Revenue Code of 1986, and amended, or the corresponding provisions of any future federal tax laws, for the purposes of the engagement of technology and telecommunications in

the delivery of health care services to improve the quality of life for Oregonians.

## ARTICLE VI

The corporation will have members, as that term is defined in the Oregon Nonprofit Corporation Act.

## ARTICLE VII

The Board of Directors for the corporation shall consist of up to fifteen voting directors. The directors are:

1. Cathy Britain, Chair  
Rodeo Net Consulting  
906 G Avenue  
P.O. Box 175  
La Grande, Oregon 97850  
Telephone: (541) 963-7366  
E-mail: [cbritain@orednet.org](mailto:cbritain@orednet.org)
2. Kim Hoffman, Vice-Chair  
Oregon Health and Sciences University  
3181 SW Sam Jackson Park Road, BICC  
Portland, Oregon 97201-3098  
Telephone: (503) 494-6089  
E-mail: [hoffman@ohsu.edu](mailto:hoffman@ohsu.edu)
3. Jo Bell  
Oregon Association of Hospitals and Health Systems  
333 High Street NE, #202  
Salem, Oregon 97301  
Telephone: (503) 931-5057  
Email: [jbelle@oahhs.org](mailto:jbelle@oahhs.org)
4. Ruth Giesking, Treasurer  
St. Charles Medical Center  
2500 NE Neff Road  
Bend, Oregon 97701  
Telephone: (541) 383-6987  
Email: [rgieskin@scmc.org](mailto:rgieskin@scmc.org)

5. Eric Wall  
Lifewise Health Plan of Oregon  
2020 SW 4<sup>th</sup>, Suite 1000  
Portland, Oregon 97201  
Telephone: (503) 279-5219  
Email: [eric.wall@premera.com](mailto:eric.wall@premera.com)
  
6. Ed Parker  
Samaritan Health Systems  
P.O. Box 402  
Glenden Beach, Oregon 97388  
Telephone: (541)764-3058  
Email: [edparker@teleport.com](mailto:edparker@teleport.com)
  
7. Sandra Olson  
RVMC Foundation  
2600 Siskiyou Blvd., Ste. 100  
Medford, Oregon 97504  
Telephone: (541) 608- 5025  
Email: [solson@asante.org](mailto:solson@asante.org)
  
8. Nancy Brown  
Telemedicine Research Center  
2121 SW Broadway, Suite 130  
Portland Oregon 97201  
Telephone: (503) 221-1620  
Email: [brown@telemed.org](mailto:brown@telemed.org)
  
9. Josie Henderson  
Association of Telehealth Service Providers  
4702 SW Scholls Ferry Rd., #400  
Portland, Oregon 97225-2008  
Telephone: (503) 222-2406  
Email: [henderson@atsp.org](mailto:henderson@atsp.org)

10. John Irwin

Oregon Area Health Education Centers  
6570 Old Sage Road  
Central Point, Oregon 97502  
Telephone: (541) 664-2456  
Email: [jirwin@mind.net](mailto:jirwin@mind.net)

11. Terri Johanson

Oregon Dept. of Community Colleges and Workforce Development  
P.O. Box 1490  
White Salmon, Washington 98672  
Telephone: (509) 493-2690  
Email: [Terri.Johanson@state.or.us](mailto:Terri.Johanson@state.or.us)

A director shall serve a term of three (3) years. Board vacancies will be filled by appointment of a director to serve out the balance of the unexpired term of his or her predecessor. At the expiration of a director's term, the director may be re-elected.

#### **ARTICLE VIII**

These Articles of Incorporation may be amended or repealed, and new Articles adopted, by the Board of Directors by an affirmative vote of two-thirds of the directors then in office. Any amendments or new Articles adopted by the Board of Directors shall not change the purpose and intent of the corporation as described in Article III of these Articles. Amendments to these Articles of Incorporation must be proposed in one meeting and acted on in a subsequent Board meeting that occurs no sooner than fifteen (15) working days after the meeting in which an amendment is proposed. Each director shall be given at least ten (10) days notice of the place, date, and time of the meetings at which a proposed amendment will be considered. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Articles of Incorporation and shall contain a copy of any proposed amendments.

#### **ARTICLE IX**

No director or officer shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a director or officer for:

1. any breach of the director's or officer's duties to the corporation;

2. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. any transaction from which the director or officer derived an improper personal benefit;  
or
4. any act or omission in violation of provisions of Oregon Nonprofit Corporation Law.

#### **ARTICLE X**

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action suit, or proceeding, whether civil, criminal, administrative, investigative or otherwise by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

#### **ARTICLE XI**

The name of the corporation's initial registered agent is Cathy Britain, Corporation Chair. The address of the corporation's office is 906 G Avenue, P.O. Box 175, La Grande, Oregon 97850.

March 11, 2004  
Date of Adoption

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Secretary, Telehealth Alliance of Oregon

Articles of Incorporation.rtf