

SOUTH CAROLINA STATE UNIVERSITY



Board of Trustees

BYLAWS

October 9, 2018

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SOUTH CAROLINA STATE UNIVERSITY BOARD OF TRUSTEES BYLAWS

ARTICLE I SOUTH CAROLINA STATE UNIVERSITY

Section 1. NAME OF BOARD. The name of the Board is fixed by statute of the State of South Carolina as the Board of Trustees (“Board”) of South Carolina State University.

Section 2. NAME OF UNIVERSITY. The name of the University under the control of this Board as fixed by statute is South Carolina State University (“University”).

Section 3. BODY CORPORATE AND POLITIC. The Board of Trustees of South Carolina State University was created and constituted a body corporate and politic, in deed and in law under the name of South Carolina State University by statute of the State of South Carolina.

ARTICLE II THE BOARD OF TRUSTEES

Section 1. COMPOSITION. Unless otherwise prescribed by law, the Board shall be composed of 17 members, including 12 elected by the General Assembly, as follows:

- a. One member from each of 7 congressional districts;
- b. Five at-large members;
- c. The Governor of the State of South Carolina or his designee, to serve as ex officio and voting;
- d. the President of the South Carolina State University National Alumni Association, to serve as ex officio and nonvoting;
- e. the South Carolina State University Student Government Association President, to serve ex-officio and nonvoting; and
- f. the Presidents of the Faculty and Staff Senates, to serve ex officio and nonvoting.

Section 2. TERMS. The regular term of office for each trustee elected by the General Assembly shall commence on July 1 of the year of election and expire on June 30 of the year in which the terms are scheduled to expire; provided, however, that such Trustee shall continue to serve after his/her term expires until his/her successor shall have been elected and qualified. The General Assembly shall elect successors to the elective trustees for a term to begin the following July 1.

The term of service for each ex-officio member is for the active term of his/her respective office.

Section 3. VACANCIES. In case of a vacancy on the Board, the Governor may fill it by appointment until the next session of the General Assembly. Elections to fill vacancies on the Board

which are caused by the death, resignation, or removal of an elective trustee may be held in the year in which the unexpired term terminates, but the term of the person elected to fill the vacancy expires on June 30 of the year in which the term of the former member would have expired.

ARTICLE III DUTIES OF THE BOARD

By the powers vested in it by the State of South Carolina, the Board of Trustees is the legal body for South Carolina State University. In such capacity, the Board shall define the mission, role, and scope of the University; establish the general policies of the University; lay out the University's broad program of educational activity; approve the budget for the fiscal year; and provide ultimate accountability to the public and the General Assembly.

Within these fundamental responsibilities, the Board will perform, where appropriate, many essential functions, including but not limited to the following:

1. The Board of Trustees is responsible solely for the selection, periodic evaluation, and retention or termination of the University's President;
2. Elect, by written ballot or oral roll call, a Chair and Vice-Chair from the members of the Board;
3. Select an Administrative Coordinator of the Board of Trustees to facilitate the duties of the Board for such term and compensation as the Board may prescribe;
4. The Board of Trustees shall ensure there is a clear and appropriate distinction between the policy-making functions of the Board of Trustees and the responsibility of the University's President, administration, and faculty to administer and implement policies and that the University has a clearly defined organizational structure that delineates responsibility for the administration of policies;
5. The Board of Trustees, in consultation with the President, shall ensure that the University has qualified administrative and academic officers with the experience and competence necessary to lead the University;
6. Notwithstanding any other provision of law, the Board of Trustees is authorized to develop programmatic, personnel, and related policies it deems necessary to ensure that the University operates within its appropriated and authorized budget. The policies the Board of Trustees develops may be across all operations of the University including, but not limited to, administration, academics, auxiliary operations, public service activities, and athletics. Programmatic and personnel policies developed by the Board of Trustees pursuant to this subsection must be reported as information to the Commission on Higher Education and the State Division of Human Resources, respectively, as soon as is practicable after implementation.
7. Consistent with Board of Trustees policies, the Board is responsible for the following actions:

- a) Approve the number and types of degrees; the number and nature of departments, divisions, schools or colleges through which the curriculum is administered, inclusive of organizational and administrative structures; and determine the extent to which the institution should offer any other learning programs;
- b) Approve, upon the recommendation of the faculty and the President, the earned degrees awarded;
- c) Approve named and endowed chairs and professorships; award honorary degrees and name buildings or major portions thereof, other structures, streets and geographic areas;
- d) Assist in soliciting financial resources and serve as an advocate for the University;
- e) Approve fees and charges;
- f) Examine from time to time admissions policies as recommended by the faculty and approved by the administration;
- g) Review and approve requests for appropriations;
- h) Review and approve annual budgets and budget changes;
- i) Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;
- j) Approve all loans, borrowing, and issuance of bonds;
- k) Approve compensation policy for faculty and staff, honorary faculty titles, and extension of service;
- l) Approve all long-range development plans for the University including major capital projects;
- m) Approve all contractual relationships, multi-year contract, and other legal obligations executed in the name of the University, which, in the judgment of the President, would have a major or significant impact upon the University, or which has a value equal to or in excess of \$250,000.
- n) Designate signatory authority specific to research grants and/or contract submissions and related business to the President of South Carolina State University who shall serve as Authorized Organizational Signatory (AOS). The President may designate an appropriate university official through written documentation as the AOS. For informational purposes, a summary of all signed research grants and/or contracts submitted and those awarded to the University will be reported to the full Board of Trustees at subsequent meetings.
- o) Approve all sales or purchases of real property, and ensure that all properties of the University are preserved and maintained;
- p) Establish investment policies and procedures which will provide for the prudent investment and preservation of funds entrusted to the University;

- q) Establish auditing policies and standards for any non-state or federal funds and appoint independent auditors;
 - r) Select an internal auditor to serve at the will of the Board or for such term and compensation as the Board may prescribe;
8. The Board of Trustees, in consultation with the President, shall review both the educational accreditation of the University and the past and current financial situation of the University; and
 9. The Board of Trustees shall ensure that it is not controlled by a minority of board members or by organizations or interests separate from it.
 10. The Board of Trustees shall ensure that it is free from undue influence from political, religious, other external entities or bodies and protects the institution from such influence.
 11. The Board of Trustees shall establish and maintain, within the administrative procedures of the University, the policy and practice that the administrators of the University covered under numbers 1 and 3 above shall serve in such capacities at the will and pleasure of the Board; that the administrators of the University having the rank of Vice President, Deans, Directors, or the equivalent thereof, and any other person reporting directly to the President, shall serve in such capacities at the will and pleasure of the President. In keeping with tenure and other policies that may be established by the Board and with reporting hiring or dismissal actions to the Board, the employment of such administrators shall be on customary terms of University employment, and there shall be no separate employment agreements;
 12. The Board of Trustees shall ensure that, as the governing board, it is free from undue influence from political, religious, other external entities or bodies and protects the institution from such influence.

**ARTICLE IV
POWERS OF THE BOARD**

The powers of the Board are prescribed by the provisions of Code sections 59-127-10, et seq., Code of Laws of South Carolina (1976), as amended.

**ARTICLE V
OFFICERS OF THE BOARD**

Except for the Board effective July 1, 2018, where elections must occur at the first meeting of those appointed to serve beginning July 1, 2018, the election of officers shall take place at the September meeting. Officers are elected for a two-year term and shall continue until their replacements are elected by the Board or their prior removal or resignation. Trustees may serve for no more than three (3) consecutive terms in their officer position. Officers may be removed from office by a two-thirds (2/3) vote of the voting members.

Section 1. EX OFFICIO CHAIR. The ex-officio Chair of the Board of Trustees shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board.

Section 2. CHAIR. A Chair of the Board of Trustees shall be elected every two years or until the successor is elected by written ballot or recorded roll call from among those 13 voting members. A simple majority vote is necessary for election. The term of the Chair shall begin immediately following the election.

The Chair of the Board, in the absence of the ex officio Chair, shall preside at all meetings of the Board and shall be the spokesperson for the Board. He/she shall serve as chair of the Executive Committee of the Board. The Chair shall also serve as a non-voting ex officio member of all standing, special, or ad hoc committees of the Board with the full right to participate in all committee discussions. He/she shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws. The Chair has the right to appoint all Board Standing and Ad Hoc Committees and the respective chairs of those committees.

The committee chairs preside over meetings of the committees and make reports to the full Board. In the event a vacancy occurs on a Standing Committee, the vacancy shall be filled as soon as possible by the Chair. Appointed members of the Standing Committees shall serve co-terminously for two years to correspond with the terms of service for the Chair and Vice- Chair, or until their successors are appointed.

Section 3. VICE-CHAIR. The Board shall, subsequent to the election of the Chair and in the same manner as the Chair was elected, elect from the voting members a Vice-Chair who shall preside at meetings of the Board in the absence of the ex officio Chair and the Chair of the Board. In the event a vacancy occurs in the office of Chair for any reason, the Vice-Chair shall immediately assume the position of Interim Chair and serve as Interim Chair until the next meeting of the Board when the Board shall elect a Chair.

In the event a vacancy occurs in the office of Vice-Chair, the Board shall elect, by written ballot or by oral roll call, a Vice-Chair to complete the term of the vacating Vice-Chair, by a simple majority of the voting members, at the next meeting of the Board following the creation of the vacancy.

Section 4. PRO TEMPORE CHAIR. In the event the ex officio Chair, the Chair, and the Vice-Chair are absent, a member of the Board shall be elected, by written ballot or by oral roll call, by the other members of the Board present and shall serve pro tempore as Chair of the Board.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES. The Chair of the Board of Trustees has the power to create standing and ad hoc committees which will report directly to the Board of Trustees to aid it in carrying out the business of the University. The creation, duties, and functions of standing committees may be abolished, changed, altered, or added to, and new or additional standing committees may be created from time to time at the discretion of the Board.

To facilitate consideration of the business and management of the Board and of the University, standing committees are established as the medium for preliminary consideration of matters to be addressed by the Board. Any matter referred to a standing committee, but upon which the committee makes no recommendation or report to the Board, may be brought before the Board for consideration at the request of any member of the Board with the concurrence of at least four other voting members of the Board.

Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each standing committee or ad hoc committee shall be only to consider and to make recommendations to the Board upon matters referred to it.

The President of the Faculty Senate, President of the Staff Senate and President of the Student Government Association (SGA) shall serve as resource persons to the appropriate standing committees, as assigned by the Board Chair. As such, these individuals will be responsible for preparing a written report for the Board and will submit this report through the assigned standing committee where issues and information can be presented and discussed prior to the scheduled Board meeting. When appropriate, an oral report to the Board will be presented by each of the Presidents of the Faculty Senate, Staff Senate, and SGA during reports of the standing committees.

ARTICLE VII MEETINGS OF THE BOARD AND COMMITTEES

Section 1. REGULAR MEETINGS OF THE BOARD. The Board of Trustees shall hold no fewer than four (4) regular meetings in each calendar year. Such regular meetings shall be held at such time and place as the Board may direct.

Section 2. NOTICE OF REGULAR MEETINGS. Notice of the time and place of all regular meetings of the Board of Trustees shall be transmitted to each trustee not less than five (5) working days before each meeting. The Administrative Coordinator of the Board shall give public notice of the regular meetings at the beginning of each calendar year. Appropriate public notice of such meetings shall also be given in accordance with the requirements of Section 30-4-80, *Code of Laws of South Carolina*, as amended. The Chair may call special meetings of the Board as needed.

Section 3. SPECIAL MEETINGS OF THE BOARD. The Ex Officio Chair of the Board, the Chair, or any five (5) Board members may call special meetings of the Board and schedule the time. When five (5) members are requesting a special meeting of the Board, this request should go to the Chair outlining the reasons for the request, along with an agenda for the meeting. The reasons should be made clear. If the Chair does not agree to the meeting, then the special meeting may only occur upon the insistence of a majority of the voting members; such insistence shall be made to the Chair in writing. The same notice shall be given for a special meeting as is required for a regular meeting, and the topic(s) shall be cited.

Section 4. WAIVER OF NOTICE. In lieu of notice, a written waiver of notice may be signed by any member of the Board before or after such meeting. Attendance at a meeting shall constitute a waiver of notice thereof.

Section 5. AGENDA. At least five (5) working days prior to each regular meeting of the Board, the Administrative Coordinator of the Board shall transmit to each member thereof an agenda setting forth all substantive matters upon which action is to be requested at the meeting. No action shall be taken on any substantive matter which is not on the agenda of the Board except with the consent of two-thirds (2/3) of the voting members present and voting; however, if the item is one upon which final action can be taken at the meeting or if the item is one which there has not been and will not be an opportunity for public comment with prior public notice given in accordance Section 3-4-80, *Code of Laws of South Carolina*, as amended, it may only be added to the agenda by a two-thirds (2/3) vote of the voting members present and voting and upon a finding that an emergency or exigent circumstance exists if the item is not added to the agenda.

Section 6. PUBLIC MEETINGS; EXECUTIVE SESSIONS. All meetings of the Board and its Committees shall be public unless the matter being discussed falls within the provisions of Section 30-4-70, *Code of Laws of South Carolina*, as amended, in which event the Board or committee, as applicable, may enter executive session for the purpose of considering such matter. If it is determined either by the Chair or by a majority of the Board or committee during the course of such considerations in executive session that the matter is not properly the subject of an exception to the South Carolina Freedom of Information Act, the Board or committee shall discontinue consideration of that matter and move on to other matters, if any, appropriate for consideration in executive session. Thereafter, the presiding officer of the Board or committee shall terminate the executive session and reconvene the public session for consideration of such matters. Only voting members of the Board or committees shall remain for executive sessions unless the Board Chair deems otherwise and specifically requests such other person or persons to be in attendance.

Section 7. CONFIDENTIAL INFORMATION; EXECUTIVE SESSIONS. All matters discussed in executive sessions are confidential and shall be released to the public only as the Board Chair or majority vote of members shall direct, except that:

(a) Executive session items, which require release from confidentiality in order that the ordinary business of the University might be conducted, may be so released as directed by either the Chair of the Board or the University President.

(b) The Chair of the Board may release for scholarly purposes executive session information and/or confidential information when the substance of such minutes would not now be considered confidential or matters to be discussed in executive session or when the minutes are twenty-five (25) years or more old, it being understood that any questionable cases may be referred to the Board Chair or majority vote for decision.

Section 8. EX OFFICIO NON-VOTING MEMBERS OF THE BOARD OF TRUSTEES. The National Alumni President, the President of the Student Body and the Presidents of the Faculty and Staff Senates shall serve as Ex Officio Non-voting members of the Board of Trustees and may be invited, by the Chair, to sit personally in the executive session meetings of the full Board. Participation of Ex-Officio Non-voting members in Board meetings is subject to the following:

1. An Ex Officio Non-Voting Member shall be allowed to sit with the Board and participate in discussions of agenda items but shall not be allowed to vote on any matter coming before the Board or any committee of the Board or to make any motion regarding any matter before the Board or any committee of the Board.
2. Unless otherwise required by law with respect to public records or public information, an Ex Officio Non-Voting Member shall not be allowed access to information that is deemed confidential by the Board (or by a committee of the Board). The sharing of sensitive information with the ex officio members shall be at the discretion of the Board Chair.
3. An Ex Officio Non-Voting Member shall not be allowed access to information that is deemed confidential by the President unless otherwise directed by a majority of the statutory members of the Board or unless otherwise required by law with respect to public records or public information. In other respects, an Ex Officio Non-Voting Member shall be provided the same Board and committee meeting materials as are provided to statutory members of the Board.
4. An Ex Officio Non-Voting Member shall not be allowed to participate in or attend executive or closed sessions of the Board (or of any committee of the Board) unless otherwise directed by the Chair of the Board of Trustees. If not invited by the Board Chair, an ex officio Board member may participate in a closed or executive session only by a unanimous vote of the Board at the request of a Board member.
5. An Ex Officio Non-Voting Member may not be elected as an officer of the Board.
6. The Chair of the Board, at his/her discretion, may appoint an Ex Officio Non-Voting Member as the chair of any standing committee of the Board.
7. An Ex Officio Non-Voting Member shall be allowed to attend and participate in any open meeting discussion at any Board or committee meeting.
8. An Ex Officio Non-Voting Member shall not be authorized to consult with or request an opinion of the University's legal counsel.
9. An Ex Officio Non-Voting Member shall observe all rules, regulations, and policies applicable to statutory members of the Board, and any other conditions, restrictions, or requirements established or directed by vote of a majority of the statutory members of the Board.

Section 9. MEETINGS OF COMMITTEES. Meetings of committees shall be called by the Chair of the Board, the chair of the particular Committee concerned, or any two (2) members of the committee for which a meeting is to be called. Notice of the time and place of a meeting of a committee shall be transmitted to all members of the Board at least five (5) working days before the time appointed for the meeting.

Section 10. BOARD MEETING ATTENDANCE. Any Statutory or Ex Officio Non-Voting Member of the Board of Trustees who has more than three (3) consecutive unexcused

absences from regularly scheduled meetings is considered removed from the Board. The individual would be notified after missing the second consecutive unexcused meeting.

An unexcused absence shall be defined as an unreported absence. An excused absence shall be granted by the Chair with notice of the absence being given at least five (5) business days in advance of the regularly scheduled meeting. Excused absences may also be granted in the discretion of the Chair. The attendance record of all members of the Board shall be maintained by the Board's Administrative Coordinator.

ARTICLE VIII BOARD AND COMMITTEE PROCEDURES

Section 1. ORDER OF BUSINESS OF THE BOARD. The order of business at each regular meeting of the Board shall be structured as follows:

- (a) Call to order
- (b) Reading of notice and statement of service
- (c) Roll call
- (d) Adoption of the Agenda
- (e) Approval of minutes of the last meeting or previous meetings
- (f) Report of the President, and of other officers when required
- (g) Reports of Standing Committees
- (h) Reports of Special or Ad Hoc Committees
- (i) Other Matters
- (j) Executive Session, as appropriate
- (k) Adjournment

At special meetings the order of business shall be structured as follows:

- (a) Call to order
- (b) Reading of notice and statement of service
- (c) Roll call
- (d) Adoption of the Agenda
- (e) The special business for which the meeting was called
- (f) Adjournment

The regular order of business may be suspended or amended at any meeting by a vote of a majority of the Board members present.

Section 2. QUORUM OF THE BOARD. A quorum at Board meetings is fixed by the South Carolina Code of Laws Section 59-127-30 and requires a majority of the Board of Trustees for the transaction of any business.

Section 3. QUORUM OF COMMITTEES. A majority of the members of any committee shall constitute a quorum for the transaction of business.

Section 4. PRESIDING AT COMMITTEE MEETINGS. In the absence of the chair of a committee, the vice-chair of the committee, as appointed by the committee chair, will conduct the meeting. Should both chair and vice-chair be absent, another member of the Committee, as appointed by the committee chair, shall preside.

Section 5. RULES OF PROCEDURE. The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the proceedings and conduct of the meetings of the Board and its committees, in all cases to which they are applicable and which are not covered in or by these Bylaws or the laws of the State of South Carolina or the United States.

Section 6. PROCEDURES FOR REPORTS. Committee reports/presentations (electronic and 15 printed copies) shall be submitted to the Administrative Coordinator of the Board of Trustees at least ten (10) working days prior to each regular Board or committee meeting. At least five (5) days prior to each regular Board or committee meeting, the Administrative Coordinator of the Board shall transmit to each member thereof all materials to be presented at meetings, electronically or in print as desired by the Board member. Requests for other reports, not received in advance, to be presented to the Board or its committee must receive a consent of two-thirds (2/3) of the voting members present.

Section 7. COMMUNICATIONS. The Board of Trustees' Administrative Coordinator shall provide the official communications within the University between the Board of Trustees and committee chairs, on the one hand, and the University faculty, administrative officers, individual members of the staff, student organizations, and students. The only exception to this rule of procedure shall be communications made directly to the Board or its members by or at the express direction of the President. Appeals from decisions of the University President or other officers, staff, boards, committees, faculty, Faculty Senate, and the like must be made to the President for review and action before any such appeal may be presented through the communication protocol set forth in this Section to the Board of Trustees for its consideration.

Section 8. APPEARANCE BEFORE AND DOCUMENTS PRESENTED TO THE BOARD. All individuals who wish to appear before and be heard by the Board of Trustees or any of its committees must apply for permission to do so at least ten (10) working days prior to any such meeting and through the communication protocol set forth in Section 7 above. Such information must be made available to the Board of Trustees or committee chair at least ten (10) working days in advance of the projected hearing date so that the information may be disseminated not less than five (5) working days prior to such meeting through the communication protocol set forth in Section 7 above.

Section 9. MINUTES OF BOARD AND COMMITTEE PROCEEDINGS.

(a) Minutes of the proceedings of the Board shall be the responsibility of the Board of Trustees' Administrative Coordinator and as soon as practical after each meeting, a copy of the minutes shall be transmitted to each member of the Board.

(b) The administrative assistant for each Cabinet member serving as a resource person to a standing committee will be responsible for serving as the secretary for the committee. If not available, the chair of the committee shall assign this duty to a committee member. Minutes shall be submitted to the Administrative Coordinator serving the Board for inclusion in the Board minutes.

Section 10. PROXIES PROHIBITED. The use of proxies for purposes of determining a quorum, for voting or for any other purposes, shall not be permitted.

Section 11. VOTING. Except as otherwise specifically provided in these Bylaws, all matters coming before the Board or a committee thereof for determination shall be determined by a simple majority vote of the members present. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by a call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

Section 12. ACTION BY CONFERENCE CALL. Unless otherwise prohibited by the enabling legislation or these Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of electronic communication, provided all Board members participating in the meeting can hear each other and be heard. Participation by such means shall constitute presence in person at such meeting. Written notice of the date, time, and method of accessing such electronic communication shall be transmitted to all members of the Board at least five (5) working days before the time appointed for the call. Public notice shall be given at least twenty-four (24) hours in advance of any meeting by conference call.

Section 13. RECONSIDERATION, REPEAL, OR RESCISSION. Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon during the same meeting at which the action was taken.

No motion for repeal or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by transmitting notice to each member of the Board at least five (5) working days prior to the meeting at which such motion is to be voted upon.

ARTICLE IX THE PRESIDENT OF THE UNIVERSITY

The President of the University is selected by the Board of Trustees to serve at the pleasure of the Board. The President is the chief executive officer of the University and is entrusted by the Board of Trustees with the execution of its policies, together with the internal governance and administration of the University. The President shall be the primary spokesperson for the University to the media, the educational world, alumni, and the general public. The President shall speak for the University and shall administer University policies as promulgated by the Board.

The President is charged with the managerial and administrative responsibility for the ongoing operations of the University and acts for the trustees in carrying out the policies and decisions of the Board. With the general authority granted by the Board, the President shall perform the duties and responsibilities associated with his office as enumerated in his contract.

No Board member shall act independently in gathering or disseminating information or as a spokesperson without the knowledge of the President.

**ARTICLE X
INDEMNIFICATION AND OUTSIDE LEGAL COUNSEL**

The University shall furnish its current and former Trustees and officers with legal defense in connection with any threatened or pending action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are made parties by reason or being or having been a representative of the University, provided the President or Secretary is promptly notified of the need for such defense and provided such defense complies with Sub-article E of Article 8 in Chapter 31 of Title 33 in the South Carolina Code of Laws. Furthermore, the University shall indemnify to the extent permitted by South Carolina law any Trustee or officer for judgments, damages, settlements, and costs reasonably incurred in such proceedings so long as such matters are not as a result of gross negligence or willful misconduct. The University may secure and maintain a policy of Directors and Officers Liability Insurance covering all members of the Board and officers of the University.

No department, agency, division, other entity, or individual in or of the University may employ outside legal counsel in connection with this Article of the Bylaws or in connection with the University without prior review and written approval by the Attorney General of South Carolina. Similarly, final approval for payment of legal fees or fees for legal consultation may not be granted within the University without prior review and approval by the Attorney General of South Carolina. The General Counsel shall handle all requests for employment of outside legal counsel and the procedures for obtaining approval of the Attorney General. The General Counsel must first determine if outside counsel is required for handling the legal issue or matters, whether the outside counsel to be recommended to the Attorney General is well and fully qualified to deal with the legal issue or matters, and whether the fees and costs submitted for approval are based on actual services rendered and necessary.

**ARTICLE XI
MISCELLANEOUS**

Section 1. UNIVERSITY SEAL. The official University seal shall be used in connection with the transaction of business of the Board of Trustees of South Carolina State University. The seal may be affixed by the Secretary on any document signed on behalf of the University or the Board. Permission may be granted by the Board, the Secretary of the Board, or the President for the use of the seal in the decoration of University buildings or in other special circumstances. The seal shall be of the form and design on the front page of these By-Laws.

Section 2. NONDISCRIMINATION. The Board shall not accept any invitation to attend functions (social or otherwise) which are to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes, or national origins. All such invitations so received shall be referred to the Chair and the Chair shall have the duty of determining and reporting to the Board whether the function is to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes, or national origins.

Section 3. GENDER; NUMBER. The use of the masculine gender in these Bylaws includes the feminine gender, and when the context requires, the use of the singular includes the plural.

Section 4. SEVERABILITY. Should any Article, section, subsection, sentence, clause, phrase, or term of these Bylaws be declared to be void, invalid, illegal, or unenforceable, for any reason, by the adjudication of any court or other tribunal having jurisdiction over the proper parties and the subject matter affected by these Bylaws, such judgment shall in no way affect the other provisions hereof which shall be severable and which shall remain in full force and effect.

Section 5. ETHICAL CONDUCT. All members of the Board of Trustees are expected to adhere to the Rules of Conduct as outlined in S.C. Ethics Reform Act and the Legislative Joint Education Committee. Anyone who is found guilty of violating these rules is subject to prosecution by the State Ethics Commission and the Attorney General's Office.

ARTICLE XII AMENDMENTS

These Bylaws of the Board of Trustees may be amended at any meeting of the Board by the affirmative vote of the majority of the voting members of the Board, provided that notice of any proposed amendment including a written copy thereof shall have been given at least fourteen (14) days prior to the meeting of the Board at which such amendment(s) is voted upon.

These Bylaws, as adopted by the South Carolina State University Board of Trustees, supersede and replace any and all previously adopted Bylaws.