

SOUTH CAROLINA STATE UNIVERSITY



Board of Trustees

BYLAWS

September 17, 2015

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SOUTH CAROLINA STATE UNIVERSITY BOARD OF TRUSTEES BYLAWS

Section 59-127-20 of the South Carolina Code, relating to the South Carolina State University Board of Trustees, election, and term, is suspended until June 30, 2018. There is established a new Interim Board of Trustees of South Carolina State University, to be composed of:

- (1) one member appointed by the Governor;
- (2) one member appointed by the State Treasurer;
- (3) one member appointed by the chairman of the Ways and Means Committee of the House of Representatives;
- (4) one member appointed by the chairman of the Senate Finance Committee;
- (5) one member appointed by the State Superintendent of Education;
- (6) one member appointed by the chairman of the Ways and Means Higher Education and Technical Colleges Subcommittee;
- (7) one member appointed by the chairman of the Senate Finance Higher Education Subcommittee;
- (8) the President of the South Carolina State University National Alumni Association, to serve ex officio and nonvoting; and
- (9) the South Carolina State University Student Government Association President, to serve ex officio and nonvoting.

**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 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.

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. Section 59-127-20 of the South Carolina Code, relating to the South Carolina State University Board of Trustees, election, and term, is suspended until June 30, 2018. There is established a new Interim Board of Trustees of South Carolina State University, to be composed of:

- (1) one member appointed by the Governor;
- (2) one member appointed by the State Treasurer;
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- (5) one member appointed by the State Superintendent of Education;
- (6) one member appointed by the chairman of the Ways and Means Higher Education and Technical Colleges Subcommittee;
- (7) one member appointed by the chairman of the Senate Finance Higher Education Subcommittee;
- (8) the President of the South Carolina State University National Alumni Association, to serve ex officio and nonvoting; and
- (9) the South Carolina State University Student Government Association President, to serve ex-officio and nonvoting.

Section 2. TERMS. Unless extended by the General Assembly, the Interim Board of Trustees established pursuant to subsection (B) shall serve until June 30, 2018, or until a full new Board of Trustees is elected and qualified pursuant to Chapter 127, Title 59. The term of office for

each seat on the Board of Trustees shall be suspended as of the date of removal pursuant to subsection (A) until a new member of the Board of Trustees is elected to that seat pursuant to Chapter 127, Title 59, after June 30, 2018. Initial terms of the new members of the Board of Trustees shall be the unexpired terms of the seats to which they are elected.

The term of service for each University constituent ex officio, non-voting member of the Board is for the active term of his/her respective office.

Section 3. VACANCIES. In case of a vacancy on the Board for appointed members, vacancies must be filled in the manner of the original appointment.

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 a Chair and Vice-Chair from the members of the Board;
3. Select an Executive Director 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 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. 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 make recommendations regarding the path that the university must pursue in order to lead the university out of the current financial crisis with an emphasis on having the university return to the valuable and functional institution of higher learning that it has been in the past. Any recommendations made by the Board of Trustees also shall be provided as information to the Executive Budget Office and made public on the university's website.
8. *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.*

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 and extend to the full extent of those established by the State of South Carolina.

ARTICLE V OFFICERS OF THE BOARD

Section 1. EX OFFICIO CHAIR. The ex-office 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 to serve until June 30, 2018, or until the successor is elected by written ballot or recorded roll call from among those seated members of the Board appointed by statute, who are present for the voting. A simple majority vote of the entire seated Board is necessary for election. Officers can be removed from office by a two-thirds (2/3) vote.

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 committees and the respective chairs of those committees.

The Chair shall appoint all chairs and members of the other Standing Committees. The 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 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 statutory 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. Officers can be removed from office by a two-thirds (2/3) vote. In the event a vacancy occurs in the office of Vice-Chair, the Board shall elect a Vice-Chair to complete the term of the vacating Vice-Chair in the same manner prescribed, a simple majority of the seated 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 selected by the other members of the Board present and shall serve pro tempore as Chair of the Board.

Section 5. OTHER OFFICERS. The Board of Trustees may elect such other officers as the Board may from time to time require.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES. The Board of Trustees has the power to create standing 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 media for preliminary consideration of matters to be addressed by the Board. Any matters appropriate for consideration by a standing committee shall be first referred thereto by the Chair, except by a two-thirds (2/3) vote of the Board present at a meeting of the Board but in no event by an affirmative vote of less than a majority of the members of the seated Board; provided, however, that 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 three 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 shall be only to consider and to make recommendations to the Board upon matters referred to it.

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. 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* (1976), 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 four (4) Board members may call special meetings of the Board and schedule the time. When four (4) 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. 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 waiver of notice thereof.

Section 5. AGENDA. At least five (5) working days prior to each regular meeting of the Board, 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 seated members present, but in no event by an affirmative vote of less than a majority of the members of the Board; provided, however, that action may be taken on matters considered by committees after the transmittal of said 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* (1976), as amended, in which event the Board or committee, as applicable, may enter executive session for the purpose of considering such matter. The Board, upon the vote of a majority of those present, may call for consideration of such matters in executive session. However, 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 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 requiring action. Only voting members of the Board or committee shall remain for executive sessions unless the Board or committee 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 shall direct, or in the event an executive session of a standing committee is involved, only as that standing committee 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 is authorized to release for scholarly purposes executive session minutes of Board meetings, when the substance of such minutes would not now be considered 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 for decision.

Section 8. EX OFFICIO NON-VOTING MEMBERS OF THE BOARD OF TRUSTEES. The Ex Officio Non-Voting members are the National Alumni President and President of the Student Government Association. These Ex Officio Non-Voting members shall be invited to sit personally in the meetings of the full Board, 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 respecting committee information).
- (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 a majority of the statutory members of the Board (or of the committee).
- (5) An Ex Officio Non-Voting Member may not be elected as an officer of the Board.
- (6) At the request of an Ex Officio Non-Voting Member, the Chair of the Board may appoint the Ex Officio Non-Voting Member as an ex officio non-voting member 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.

Additionally, all members of the Board of Trustees are expected to adhere to the Rules of conduct as outlined in the 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.

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 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 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 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. Quorum at Board meetings is fixed by Code 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 will conduct the meeting. Should both, Chair and Vice-Chair, be absent, another member of the Committee 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 at and the 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. Reports shall be submitted to the Board or its committees at least five (5) working days prior to each regular Board or committee meeting. The Secretary or the Executive Director of the Board shall transmit to each member thereof all materials to be presented at meetings. 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 seated members present.

Section 7. COMMUNICATIONS. Board of Trustees' Administrative Coordinator and/or Executive Director shall provide the official communications within the University between the Board of Trustees, 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 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's Administrator and/or Executive Director, and as soon as practical after a meeting, a copy of the minutes shall be transmitted to each member of the Board.

(b) Minutes of the proceedings of each Committee shall be kept by the appointed recorder, and shall be transmitted at least five (5) days prior to the committee meetings to each Board member.

(c) The minutes of executive sessions of the Board and its committees shall only be recorded and maintained as required by the laws of the State of South Carolina.

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, including Section 5 above, 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.

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

DUTIES OF THE EXECUTIVE DIRECTOR OF THE BOARD OF TRUSTEES

As provided in Article III of the Bylaws, the Board shall select an Executive Director of the Board of Trustees who, as the Board's representative, shall be charged with the responsibility of performing the many duties assigned to the Executive Director of the Board of Trustees by these Bylaws or by the Board, including but not limited to the following:

1. Attend all meetings of the Board and meetings of its committees, as appropriate;
2. Upon the approval of the Secretary of the Board, disseminate a copy of the minutes of every Board and committee meeting to all members of the Board or the committee and to the President;
3. Be responsible for the effective staffing and management of office premises to serve the working needs of the Board and ensure that the University provides sufficient and suitable space for the Executive Director and the Executive Director's staff, if any, and for the holding of all Board and committee meetings;
4. Prepare and recommend to the Board the budget for the effective operation of the Board Office;
5. Select and administer the staff of the Board Office and provide such staff assistance to the members of the Board and to the committees of the Board as may be requested or required from time to time in furtherance of their duties;
6. Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes;
7. Be custodian of and provide for the preservation of the records of the Board and all documentary files thereof;
8. Be responsible for the text of all official plaques and notices erected on University premises by order of the Board;
9. Be responsible for preparation of recommendations and citations for all honorary degrees granted in the name of the University;
10. Ensure that the Board is informed of all other honors and distinctions given in the University's name;
11. Be responsible for keeping members of the Board and such persons as the Board may direct supplied with copies of any changes or amendments to these Bylaws or the policies of the University as adopted or amended by the Board from time to time and any interpretive rulings previously made regarding matters being or to be considered;
12. Provide liaison between the Board and its members as well as provide an

additional communication link between the Board and the President and be responsible for communications between the Board and others as set forth in Article IX, Section 7 of these Bylaws;

13. Ensure that the official seal of the University shall remain in the President's Office;
14. Assist the Board, in liaison with the President, in activities involving local higher education commissions and legislative bodies or legislative-appointed bodies interacting with the Institution;
15. Generally act as the coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved, and
16. Perform such other duties and functions as may be prescribed by the Board.

The Executive Director of the Board of Trustees shall facilitate the duties of the Board for such term and compensation as the Board may prescribe. The Executive Director shall report directly to the Board and serves at the pleasure of the Board.

ARTICLE X DUTIES AND RESPONSIBILITIES OF THE PRESIDENT

The President of the University is elected 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.

ARTICLE XI 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 with limits as established by the Board.

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 XII 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 Executive Committee and the Executive Committee shall have the duty of determining and reporting to the Board whether or not 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.

ARTICLE XIII AMENDMENTS

These Bylaws of the Board of Trustees may be amended at any meeting of the Board by the affirmative vote of not less than four (4) of the members of the seated Board, provided those members voting to amend constitute at least a majority of the authorized number of Board members and 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 is voted upon.