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Policy for:	All Campuses
Procedure for:	All Campuses
Authorized by:	Thomas Stepp
Issued by:	Board of Trustees

PREAMBLE

The Board of Trustees of the University of South Carolina was created on December 19, 1801, and constituted a body corporate and politic by virtue of -Sections 59-117-10 *et seq.*, Code of Laws of South Carolina (1976), as amended. The Board is charged with the operation and management of the University of South Carolina. In order to more effectively discharge its responsibilities and duties in connection therewith, in order to provide for a definitive, orderly form of governance, and in order to secure and continue a responsive, progressive, and superior institution of higher education, the Board of Trustees hereby does promulgate and adopt these Bylaws.

ARTICLE I
THE UNIVERSITY OF SOUTH CAROLINA

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 the University of South Carolina.

SECTION 2 - NAME OF UNIVERSITY

The name of the University under the control of the Board as fixed by statute is the University of South Carolina.

SECTION 3 - BODY CORPORATE AND POLITIC

The Board of the University of South Carolina was created and constituted a body corporate and politic, in deed and in law under the name of the University of South Carolina by statute of the State of South Carolina.

SECTION 4 - THE UNIVERSITY SYSTEM

The University System, sometimes also referred to as the "Carolina System," is composed of the following component campus units:

A. University of South Carolina Aiken
B. University of South Carolina Beaufort
C. University of South Carolina Columbia
D. University of South Carolina Lancaster
E. University of South Carolina Salkehatchie
F. University of South Carolina Sumter
G. University of South Carolina Union
H. University of South Carolina Upstate

ARTICLE II
THE BOARD OF TRUSTEES

SECTION 1 – COMPOSITION

Pursuant to Section 59-117-10, Code of Laws of South Carolina (1976), as amended the Board of the University of South Carolina shall be composed of the Governor of this State (or his designee), the State Superintendent of Education, and the President of the Greater University of South Carolina Alumni Association, which three members shall be *ex officio* members of the Board, and seventeen other members, including one from each of the sixteen judicial circuits, elected by the general vote of the General Assembly as hereinafter provided, and one at-large member appointed by the Governor. The Governor shall make the appointment based on merit regardless of race, color, creed or gender and shall strive to assure that the membership of the Board is representative of all citizens of the State of South Carolina.

SECTION 2 - TERMS

Pursuant to Section 59-117-20, Code of Laws of South Carolina (1976), as amended the regular term of office for each member elected by the General Assembly, shall be four years with the terms commencing on July 1 of the year of election and expiring on June 30 four years thereafter; provided, however, that such member shall continue to serve after his term expires until his successor shall have been elected and qualified. The terms are staggered by Judicial Circuits as prescribed by the Legislature. Currently, members from the 1st, 3rd, 5th, 7th, 9th, 11th, 12th and 13th Judicial Circuits are elected at one time and members from the 2nd, 4th, 6th, 8th, 10th, 14th, 15th and 16th Judicial Circuits are elected two years thereafter. The General Assembly holds regular elections every two years for the purpose of selecting successors of those members whose terms are then expiring which elections shall not be earlier than the first day of April of the year the term expires.

The term of the office of the at-large members appointed by the Governor is effective upon certification to the Secretary of State and is four years. If the Governor chooses to designate a member to serve in his stead as permitted by Section 1 hereinabove, the appointment is effective upon certification to the Secretary of State and shall continue at the pleasure of the Governor. The term of the President of the Greater University of South Carolina Alumni Association is for the active term of office as President.

SECTION 3 - VACANCIES

If a vacancy occurs among the sixteen members elected by the General Assembly when the General Assembly is not in session, the Governor may fill such vacancy by appointment until the next session of the General Assembly.

SECTION 4 – COMPENSATION

Each member of the Board shall draw such per diem and expenses as from time to time may be allowed other boards, commissions and committees of the State or its agencies.

ARTICLE III
RESPONSIBILITIES OF THE BOARD

SECTION 1 - DUTIES OF THE BOARD

The Board shall define the mission, role and scope of the University System and each of its major component institutions, shall establish the general policies of the University System, shall lay out the University System's broad program of educational activity, shall approve the budget for the next fiscal year, and shall 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:

A. Elect a President of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;

B. Elect a Secretary of the University and of the Board to serve at the will of the Board or for such term and compensation as the Board may prescribe;

C. Elect a Treasurer of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;

D. Establish policies and goals of the University and direct the President to implement and achieve those policies and goals;

E. Review and approve academic plans, including new programs and new units, and

major modifications or deletions in existing programs and units;

F. Approve, upon recommendation of faculties and the President, the earned degrees awarded;

G. Designate academic chairs and professorships, award honorary degrees and name buildings or major portions thereof, other structures, outdoor spaces, streets and geographic areas;

H. Levy fees and charges and examine from time to time admissions policies as established by the faculties and the administration;

I. Review and approve requests for appropriations;

J. Review and approve annual budgets and budget changes;

K. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;

L. Approve all loans, borrowing, and issuance of bonds;

M. Approve appointments and salaries of principal officials which shall be defined as those persons elected by the Board as provided in Paragraphs A, B, and C above, as well as University officers having the rank of Vice President or Chancellor or equivalent rank;

N. Approve compensation policy for faculty and staff;

O. Approve all long-range development plans for the University including major capital projects;

P. Approve or delegate authority for approval of all major contractual relationships and other major legal obligations executed in the name of the University;

Q. Approve all sales or purchases of real property, and ensure that all properties of the University are preserved and maintained;

R. Establish investment policies and procedures which will provide for the prudent investment and preservation of funds entrusted to the University;

S. Establish auditing policies and standards and appoint independent -auditors; and

T. Establish and maintain within the administrative procedures of the University the policy and practice that the administrators of the University covered under Paragraphs A, B, and C 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, Chancellor, University Campus Dean, Academic Dean, Director 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. It is understood that the employment of such administrators shall be on customary terms of University employment and there shall be no separate employment agreements; provided, however, it is further understood that no Athletics Department administrators will be given employment agreements in excess of one year without prior approval of a majority (eleven) vote of the entire Board of Trustees.

SECTION 2 - PRESIDENTIAL CANDIDATE SEARCH COMMITTEE

When there is a vacancy or notification of a forthcoming vacancy in the office of the president, the Board will create a Presidential Candidate Search Committee the composition of which will be as follows:

A. five members of the University of South Carolina Board of Trustees from among those elected by the General Assembly to be recommended by the Executive Committee to the full Board (one of whom shall be designated as Chair of the Committee);

B. three members of the faculty of the University including the incumbent Chair of the USC Columbia Faculty Senate who shall serve until the conclusion of the presidential search process, a representative of the faculty elected by the USC Columbia Faculty Senate, and a representative of the faculties of USC Aiken, USC Upstate, and the USC University Campuses to be selected mutually by the faculty senates thereof;

C. the incumbent President of the USC Columbia Student Government Association who shall continue to serve on the Committee until the conclusion of the presidential search process;

D. the incumbent President of the USC Alumni Association who shall continue to serve on the Committee until the conclusion of the presidential search process;

E. a representative of the University's support foundations who shall be an elected member of the board of either the USC Educational Foundation, the USC Development Foundation, the USC Business Partnership Foundation, or the South Carolina Research Institute to be mutually selected by the foundation boards;

F. the Secretary of the Board of Trustees will serve as Secretary of the Committee and the Vice President for Human Resources and the General Counsel of the University will make themselves available to advise and further the work of the Committee.

A charge to the Presidential Candidate Search Committee will be delivered by the Chairman of the Board, such charge requiring the Committee to present to the Board the names of four fully acceptable candidates for the presidency, and should at any time an acting or interim president be required to fulfill the responsibilities of the presidency, the process described above shall not apply but such appointment shall be made by the Board on recommendation of the Executive Committee of the Board.

ARTICLE IV
POWERS OF THE BOARD

The powers of the Board are prescribed by the provisions of Sections 59- 117- 40, *et seq.*, Code of Laws of South Carolina (1976), as amended.

ARTICLE V
OFFICERS OF THE BOARD

SECTION 1 - *EX OFFICIO* CHAIRMAN

The *Ex Officio* Chairman of the Board shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board.

SECTION 2 - PERMANENT CHAIRMAN

A permanent Chairman of the Board may be elected by written ballot from among those members of the Board elected by the General Assembly. A majority vote of the entire Board (eleven or more votes required for election) is necessary for election. Such election shall take place at the August meeting of the Board in each even year and the term of office shall commence immediately upon election and shall extend for a period of two years or until his successor shall be elected. The permanent Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of permanent Chairman, the Vice Chairman shall complete the term of the vacating Chairman.

The permanent Chairman of the Board, in the absence of the *Ex Officio* Chairman, shall preside at all meetings of the Board and shall be the spokesman for the Board. He shall serve as Chairman and a member of the Executive Committee of the Board. He shall serve as an *ex officio* member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. He shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws.

SECTION 3 - VICE-CHAIRMAN

The Board shall, subsequent to the election of permanent Chairman and in the same manner as the permanent Chairman was elected, elect a Vice-Chairman who shall preside at meetings of the Board in the absence of the *Ex Officio* Chairman and the permanent Chairman of the Board. He shall also serve as a member of the Executive Committee of the Board and in the absence of the permanent Chairman, he shall preside at the meetings of the Executive Committee. In the absence of, or on the delegation of, the permanent Chairman, the Vice Chairman shall serve in place and stead of the permanent Chairman as an *ex officio* member of any standing, special or ad hoc committee of the Board with full right to participate in Board or committee discussion and with the full right to vote. The Vice-Chairman shall be eligible to succeed himself for not more than one additional, consecutive full term. In the event a vacancy occurs in the office of Vice-Chairman, the Board shall elect a Vice-Chairman to complete the term of the vacating Vice-Chairman in the same manner prescribed above (eleven or more votes required for election) at the next regular meeting of the Board following the creation of the vacancy. The Vice-Chairman shall succeed the Chairman in the event of vacancy.

SECTION 4 - CHAIRMAN EMERITUS

In the event a retiring permanent Chairman continues to serve as an elected member of the Board subsequent to the expiration of his term as permanent Chairman, he shall be designated as Chairman Emeritus and shall be an *ex officio* member of the Executive Committee of the Board during his service as Chairman Emeritus, with the full right to participate in committee discussions and with the full right to vote. The term of Chairman Emeritus shall extend for the duration of that member's elected service on the Board or until a succeeding retiring permanent Chairman becomes eligible to assume the designation of Chairman Emeritus by the termination of his service as permanent Chairman and his continuing to serve as an elected member of the Board, whichever occurs first. At no time shall there be more than one member of the Board entitled to the designation of Chairman Emeritus and the last person to have served as Chairman who is still a member of the Board shall be designated Chairman Emeritus.

SECTION 5 - TEMPORARY CHAIRMAN

In the event the *ex officio* Chairman, the permanent Chairman, and the Vice-Chairman are absent, the Board shall elect, by a majority of those present and voting, a temporary Chairman.

SECTION 6 - SECRETARY OF THE UNIVERSITY AND THE BOARD OF TRUSTEES

A Secretary of the University and of the Board of Trustees shall be elected by the Board to serve at the will of the Board. The Secretary need not be a member of the Board. He shall also serve as Secretary of all committees of the Board and the Board of Visitors. The Board may also elect assistant secretaries with such powers as may be delegated by

the Secretary. The Secretary shall perform those duties prescribed in Article X of these Bylaws.

ARTICLE VI
COMMITTEES

SECTION 1 - STANDING COMMITTEES

A. To facilitate consideration of the business and management of the Board and of the University, standing committees are established as hereinafter set forth. Any matters appropriate for consideration by a standing committee first shall be referred thereto, except by a two-thirds vote of the Board present at a meeting of the Board but in no event by an affirmative vote of less than a majority (eleven) of the members of the entire Board; provided, however, that any matter referred to and considered by 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. Except as otherwise provided in these Bylaws, matters determined by the permanent Chairman of the Board, the President of the University, and the Secretary to be appropriate for consideration by more than one standing committee shall be referred only to the standing committee of primary jurisdiction. Members of any other standing committee before which it would be appropriate to consider such matters shall be invited to attend the meeting of the standing committee of primary jurisdiction at which such matters are to be considered.

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.

The several standing committees are charged specifically with the immediate care and supervision of the subject matter respectively indicated by and properly relating to their titles.

B. The following shall be the standing committees of the Board:

1. The Academic Affairs and Faculty-Liaison Committee
2. The Buildings and Grounds Committee
3. The Executive Committee
4. The Fiscal Policy Committee
5. The Health Affairs Committee
6. The Intercollegiate Athletics Committee
7. The Student-Trustee Liaison Committee

C. Members of the Executive Committee, other than the permanent Chairman, Vice-Chairman, and Chairman Emeritus, who are members thereof by virtue of their office, shall be elected at the August meeting in each even year, with the three persons receiving the highest number of votes and a majority vote of the members present and voting being essential to election. This election may be held by written ballot. In the event a vacancy occurs on the Executive Committee, other than in the *ex officio* capacity of Chairman Emeritus, that vacancy shall be filled by the same method prescribed above at the next regular meeting of the Board following the creation of the vacancy provided all Board members entitled to vote thereon receive at least fifteen days prior notice of such vacancy and the scheduled election.

D. The Executive Committee shall appoint members to the various other standing committees following the August meeting of the Board in every even year. In the event a vacancy occurs on a standing committee, that vacancy shall be filled by appointment by the Executive Committee at the next regular meeting of the Executive Committee following the creation of the vacancy.

E. No member of the Board may serve simultaneously on the Executive Committee of the Board and as Chairman of another standing committee of the Board.

F. No member of the Board may serve on more than three standing committees of the Board.

SECTION 2 - SPECIAL OR AD HOC COMMITTEES

Special or ad hoc committees shall be appointed by the permanent Chairman of the Board upon authority of the Board with such powers and duties and period of service as the Board may determine, provided that no special or ad hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee.

ARTICLE VII
RESPONSIBILITIES OF STANDING COMMITTEES

SECTION 1 - ACADEMIC AFFAIRS AND FACULTY LIAISON COMMITTEE

The Academic Affairs and Faculty Liaison Committee shall consist of not less than three members nor more than eight members of the Board appointed by the Executive Committee following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of Committees by the Executive Committee in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs

in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

The Committee shall be kept informed of all academic programs; of the conditions affecting recruitment and retention of faculty members; of the adequacy of instructional facilities; of the proposal of new degrees, major programs or institutes; of the proposal to eliminate existing degrees, major programs and institutes; and of such other matters relating to the educational policies and programs as may be brought before it or referred to it by the Board. It shall consider the development of new programs, degrees, institutes and research for submission to the State Commission on Higher Education. It shall consider and make recommendations to the Board with respect to the naming of any academic centers, institutes, or other such programs. It shall report on all such matters to the Board from time to time with such recommendations as it may consider relevant to the achievement of the University's goal of academic excellence.

The Committee shall consider recommendations for tenure and promotion; honorary faculty titles; extensions of service; and appointments with tenure.

The Committee shall meet from time to time with the Faculty–Board of Trustees Liaison Committee of the Faculty Senate, on matters of concern to the faculty and of concern to the Board, and shall keep the Board informed of all such matters.

The Committee shall review from time to time all recommendations forwarded by the President in accordance with the Policy on Honorary Degree Recipients and shall recommend therefore to the Board appropriate recipients of such degrees. Approval by a three-fourths vote of the members present at the Board meeting next following the meeting at which the recommendation is made shall be required to approve the granting of such honorary degrees.

The Committee shall likewise serve as the final forum of appeal in faculty matters pertaining to revocation of tenure and dismissal of tenured faculty members.

SECTION 2 - BUILDINGS AND GROUNDS COMMITTEE

The Buildings and Grounds Committee shall consist of not less than three members nor more than eight members of the Board appointed by the Executive Committee following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of Committees by the Executive Committee in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee

Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

The Committee shall be charged with the consideration of all Board matters relating to the buildings and the grounds of the University System; the design and location of new buildings and maintenance, improvement or remodeling of older buildings; the landscaping of the grounds; and all other matters having to do with the physical care and preservation of the University's physical plant, furniture, and equipment. It shall report to the Board with its recommendations thereon and also on all contracts relating to new construction, to improvement and repairs to existing buildings, and to improvements and maintenance of the grounds of the University.

The Buildings and Grounds Committee shall review in advance all recommendations relating to the naming of buildings and other facilities and outdoor areas under the management control of the University or operated by the University or any single purpose support organization created to support the activities of the University and shall make recommendations to the Board regarding same. In this regard, it shall be the general policy of the Board, and, therefore, of this Committee, that no building, part of a building, outdoor space, or facility shall be designated by the name of any particular person or persons except that:

A. in cases where a gift, either *inter vivos* or testamentary, has been accepted by the Board for the construction of a building, part of a building, creation of an outdoor space, or other facility and the terms of the gift require or request that a particular name be used, or;

B. in cases where it is desired to acknowledge conspicuous services of an individual to the University by the special designation of a building, part of a building, outdoor space, or other facility; provided, however, except in cases where it is desired to honor a past president of the University that any motion for the special individual designation of a building, part of a building, outdoor space or facility, referred to in Paragraph A. above shall: (1) not be considered until one year after the death of the individual involved, and (2) receive approval by a three-fourth vote of the members present at the Board meeting which the recommendation is made.

SECTION 3 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the permanent Chairman of the Board, the Vice-Chairman of the Board, the Chairman Emeritus of the Board, and not more than three other members of the Board elected by the General Assembly who shall be elected as hereinabove provided.

The Executive Committee, during the interim between meetings of the Board, shall have all the powers of the Board not inconsistent with the established policies of the Board or with any action theretofore taken by the Board; provided, however, that the Executive Committee shall not preempt the role of a standing committee as stated in Section 1 of Article VI except in those emergency circumstances which do not permit the handling of a matter in the normally prescribed manner. The Executive Committee shall function as a continuous planning and financial committee of the Board, exercising general supervision of the finances of the University; shall review in advance the proposed budget for the succeeding year; and shall review in advance the proposed application for appropriations for the succeeding fiscal year in the light of overall University plans. It shall make reports to the Board at each meeting on all such matters occurring since the previous meeting.

The Executive Committee shall provide for an appropriate fidelity surety bond or bonds covering all officers, agents, and employees of the University who at any time shall hold any property or funds of the University and for appropriate officers and directors' insurance to insure the officers and members of the Board against liability arising by virtue of the acts of such officers or Board members in their official capacity with the University.

SECTION 4 - FISCAL POLICY COMMITTEE

The Fiscal Policy Committee shall consist of not less than three members nor more than eight members of the Board appointed by the Executive Committee following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of committees by the Executive Committee in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

The Committee shall review and monitor the finance and fiscal policies and procedures of the University, its departments, and related entities; receive and evaluate reports and recommendations of internal and external auditors; advise the Executive Committee and the Board of the financial status of the University, its departments, and related entities; perform such studies of financial matters as the Executive Committee or the Board may request; and recommend fiscal policies to the Executive Committee and Board that will better serve the needs of the University of South Carolina and the public.

SECTION 5 - HEALTH AFFAIRS COMMITTEE

The Health Affairs Committee shall consist of not less than three members nor more than

eight members of the Board appointed by the Executive Committee following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of committees by the Executive Committee in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

The Committee shall be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the School of Medicine, the South Carolina College of Pharmacy, the College of Nursing, and the School of Public Health, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs, of these schools and colleges shall continue to be the primary responsibility of, respectively, the Executive Committee, the Academic Affairs and Faculty Liaison Committee, the Student-Trustee Liaison Committee, or the Buildings and Grounds Committee of the Board with the Health Affairs Committee having concurrent but subordinate jurisdiction.

Major aspects of the considerations of the Health Affairs Committee shall be the coordination of the efforts of the heretofore listed schools and colleges and the presentation of the results of their mutual efforts to the University community and the public at large.

SECTION 6 - INTERCOLLEGIATE ATHLETICS COMMITTEE

The Intercollegiate Athletics Committee shall consist of not less than three members nor more than eight members of the Board appointed by the Executive Committee following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of committees by the Executive Committee in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

The Committee shall be charged with the formulation, review, and approval of all policies affecting the intercollegiate activities of the University and shall be kept informed of all matters affecting these policies in order that it may make recommendations and reports to the Board.

SECTION 7 - STUDENT-TRUSTEE LIAISON COMMITTEE

The Student-Trustee Liaison Committee shall consist of not less than four members nor more than eight members of the Board appointed by the Executive Committee following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of Committee Chairman shall be for two years from the date of election until the appointment of committees by the Executive Committee in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

The Committee shall meet from time to time with the student government presidents of each System campus.

ARTICLE VIII
MEETINGS OF THE BOARD AND COMMITTEES

SECTION 1 - REGULAR MEETINGS OF THE BOARD

Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, the Board shall hold regular meetings not less frequently than quarterly in each calendar year. Such meetings shall be held at such time and place as the Board may direct.

SECTION 2 - NOTICE OF REGULAR MEETINGS

Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, notice of the time and place of all regular meetings of the Board shall be mailed to each member by the Secretary not less than five working days before each meeting. Public notice of such meetings shall also be given by the Secretary at the beginning of each calendar year in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

SECTION 3 - SPECIAL MEETINGS OF THE BOARD

Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, the *ex officio* Chairman of the Board, the permanent Chairman, the President, or any five Board members may call special meetings of the Board and fix the time and place thereof. Public notice of such meetings shall be given by the Secretary not less than twenty-four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

SECTION 4 - AGENDA

At least five working days prior to each regular meeting of the Board, the Secretary shall mail 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 of the members present, but in no event by an affirmative vote of less than a majority (eleven) of the members of the Board; provided, however, that action may be taken on matters considered by committees after the mailing of said agenda.

SECTION 5 - 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 Chairman 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 6 - RELEASE OF EXECUTIVE SESSION INFORMATION

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 permanent Chairman of the Board, the President or the

Secretary of the Board.

B. The Secretary of the Board, in consultation with the permanent Chairman 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 pertain to meetings held more than twenty-five years ago.

SECTION 7 - ATTENDANCE AT MEETINGS OF THE BOARD BY THE PRESIDENT OF THE STUDENT BODY AND THE FACULTY REPRESENTATIVE

The President of the Student Government Association of the University of South Carolina Columbia and the Chair of the University Faculty Senate shall be invited to sit personally in all meetings of the full Board with full right to participate in the Board's discussions but without the right to vote on any matter.

SECTION 8 - MEETINGS OF COMMITTEES

Meetings of committees shall be called by the Secretary at the direction of the permanent Chairman of the Board, the Chairman of the particular committee concerned, the President of the University, or any two members of the committee of which a meeting is to be called. Notice of the time and place of a meeting of a committee shall be mailed to all members of the Board at least five working days before the time appointed for the meeting. Public notice of such meetings shall be given by the Secretary not less than twenty-four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

ARTICLE IX
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 thereof;
C. Roll call;
D. Approval of minutes of the last meeting or previous meetings;
E. Reports of standing committees;
F. Reports of special committees;
G. Report of the President, and of other officers, when required;
H. Other Matters;
I. Adjournment.

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

A. Call to order;
B. Reading of notice and statement of service thereof;
C. Roll call;
D. The special business for which the meeting was called;
E. Adjournment.

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

SECTION 2 - QUORUM OF THE BOARD

Eleven members of the Board shall constitute a quorum for the transaction of business.

SECTION 3 - QUORUM OF COMMITTEES

Three Board members of any committee shall constitute a quorum for the transaction of business.

SECTION 4 - PRESIDING AT COMMITTEE MEETINGS

In the absence of the Chairman of a committee the member of the committee who has greatest seniority on the committee shall preside and otherwise perform the duties of Chairman.

SECTION 5 - RULES OF PROCEDURE

The rules contained in the most recent 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 the Bylaws.

SECTION 6 - PROCEDURES FOR REPORTS

Reports shall be submitted to the Board or its standing committees in accordance with a schedule of reports adopted by the Board. Requests for other reports to be prepared for submission to the Board or its committees shall be voted by the Board or the appropriate committee.

SECTION 7 - COMMUNICATIONS

The Secretary of the Board shall serve as the official medium of communication within the University System between the Board, and the University faculty, administrative officers, individual members of the staff, student organizations and students. The sole exception to this rule of procedure shall be communications made directly to the Board or its members by the President.

SECTION 8 - APPEARANCE BEFORE AND DOCUMENTS PRESENTED TO THE BOARD

All individuals who wish to appear before and be heard by the Board and its committees, must apply for permission to do so at least ten working days prior to any such meeting. The office of the Secretary of the Board shall be responsible for the transmittal of all documents for the Board or its committees. Such information must be made available to the office of the Secretary at least ten working days in advance of the projected hearing date so that the Secretary may disseminate such information not less than five working days prior to such meeting.

SECTION 9 - MINUTES OF BOARD AND COMMITTEE PROCEEDINGS

A. Minutes of the proceedings of the Board shall be kept by the Secretary, and as soon as practical after a meeting, a copy of said minutes shall be mailed to each member of the Board.

B. Minutes of the proceedings of each committee shall be kept by the Secretary, and as soon as practical after a meeting, a copy of said minutes shall be mailed to each member of the Board.

C. The minutes of executive sessions of the Board and its committees shall be recorded and maintained in accordance with the South Carolina Freedom of Information Act.

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 herein, all matters coming before the Board or a committee thereof for determination shall be determined by a 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 the Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of conference call of communication by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute

presence in person at such meeting.

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 at the same meeting at which said action is 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 mail to each member of the Board at least five working days prior to the meeting at which such motion is to be voted upon.

ARTICLE X
DUTIES OF THE SECRETARY

The Board shall elect a Secretary of the University and of the Board of Trustees as provided in Articles III and V of the Bylaws who, as the Board's elected representative, shall be one of the principal officers of the University System and who shall be charged with the responsibility of performing the many duties assigned to the Secretary by these Bylaws or by the Board, including but not limited to the following:

A. Attend all meetings of the Board and of its committees and keep or cause to be kept a full and accurate record of proceedings of the Board and its committees.

B. Promptly furnish a copy of the minutes of every Board and committee meeting to all members of the Board and to the President.

C. Give due notification to the University administration and to State and civic bodies of the pertinent decisions and actions of the Board.

D. Prepare and send out notices of all meetings of the Board and its committees, together with an agenda and other pertinent material relating thereto, in the manner and time provided in these Bylaws.

E. 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 Secretary and the Secretary's staff and for the holding of all Board and committee meetings.

F. 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; appoint assistant secretaries, as necessary, to accomplish the responsibilities set forth in these Bylaws.

G. Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes.

H. Be responsible for and provide for the preservation of the records of the Board and all documentary files thereof.

I. Be responsible for the text of all official plaques and notices erected on University premises by order of the Board.

J. Be responsible for preparation of recommendations and citations for all honorary degrees granted in the name of the University.

K. Ensure that the Board is informed of all other honors and distinctions given in the University's name.

L. 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.

M. 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.

N. Be custodian of the official seal of the University.

O. Certify as to the authority of all administrative or executive officers of the University when necessary.

P. Assist the Board, in liaison with the President, in activities involving local higher education commissions associated with the two-year and four-year campuses.

Q. 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.

R. Perform such other duties and functions as may be prescribed by the Board.

ARTICLE XI
THE UNIVERSITY SYSTEM AND ITS GOVERNANCE

SECTION 1 - ORGANIZATION

The University of South Carolina System, at times also referred to as the "Carolina System," consists of the component campus units described in Article I, Section 4 of these Bylaws. It shall be charged with the responsibility of providing to the State of South Carolina readily accessible comprehensive undergraduate, graduate and professional programs and other instruction, research, continuing education and service programs, all of the highest quality, through the operation of major components or campuses with varying missions and at various locations throughout the State. Each four-year campus with the exception of the Columbia campus shall be administered by a Chancellor who shall report directly to the President. The position of the President of the University System shall also encompass the office and duties of Chancellor of the Columbia campus. Each University Campus, other than Columbia and four-year campuses, shall be administered by a Dean who shall report to the Vice Provost and Executive Dean for Regional Campuses and Continuing Education who in turn reports to the Provost.

SECTION 2 - AUTHORITY AND DUTIES OF THE PRESIDENT

The President of the University shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance under the authority of the Board. He shall be the primary spokesman for the University to the alumni of the institution, the news media, the educational world, and the general public. He shall administer University policies as promulgated by the Board, speak for the University as its chief executive officer, and coordinate all activities of each campus of the institution directly or through his designated representatives. The President shall report directly to the Board the current affairs of all components of the University System and shall discuss with the Board basic issues, new or alternative directions, and recommendations on new policies. He shall direct, coordinate and implement the planning, development, and appraisal of all activities of the University System and shall be directly responsible to the Board for its operation.

With the general authority granted by the Board, the President shall perform the duties and responsibilities associated with his office, including but not limited to the following:

A. Implement Board policies, continuously review the administration and effect of these policies and recommend to the Board, for consideration, modifications of policies and new policies in all aspects and at all levels of the University System;

B. Assume primary responsibility for relationships with the Governor's office, the Legislature, the Commission on Higher Education, federal agencies and other agencies, groups and institutions;

C. Recommend to the Board the mission, role and scope of the University System and of its respective campuses, and undertake comprehensive and long-range planning;

D. Direct and approve the preparation of a coordinated request for both operating and capital appropriations, and direct the presentation of and justification for the

request;

E. Review and recommend to the Board the budgets of all components of the University System;

F. Coordinate all functions of the University to assure an integrated institution of related and cooperating campuses, with coordinated educational programs, so that quality and comprehensiveness are emphasized, cooperation is ensured, and unnecessary duplication is avoided;

G. Establish fiscal, budgetary, audit, and business procedures for the efficient and effective management of the University;

H. Subject to the approval of the Board and within the budget limitations of the University, make such appointments to and grant such promotions in faculty or administrative staff of the University as may be appropriate, and terminate any appointments or employment, both in faculty or administrative staff, in keeping with the general and tenure (so far as applicable) policies as may be established by the Board, and duly report any action taken hereunder at the next succeeding regular or special meeting of the Board;

I. Serve as *ex officio* member of all the standing committees of the Board, with full right to participate in the committee's discussions but without a right to vote on any matter;

J. Attend all meetings of the Board and of the Executive Committee, as far as his duties may permit;

K. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements in accordance with policies and procedures of the Board;

L. Recommend policies and procedures which will accomplish the Board's investment responsibilities and objectives and supervise the implementation of the policies and procedures approved by the Board;

M. Sign certificates, contracts and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas. Use of automated signature technology shall comply herewith;

N. Perform such other duties as may be duly assigned to him by the Board or may be appropriate to his general duties and responsibilities.

SECTION 3 - AUTHORITY AND DUTIES OF THE CHANCELLORS

There shall be a Chancellor of each component four-year institution within the University

System, and the President shall serve as and perform the duties of Chancellor for the Columbia campus. The Chancellors shall be the chief administrative officers of their respective campuses and shall have full authority to administer campus affairs and to formulate and issue regulations and orders not inconsistent with the Bylaws, rules, policies and procedures of the Board and the President. They shall be responsible for the participation of their campuses in the overall planning, resource allocation and program evaluation of the University System. The Chancellors shall report directly to the President who in turn shall report to the Board. Within the general authority granted by the Board and the President, the Chancellors shall perform duties and responsibilities including but not limited to the following:

A. As the administrative head of a campus, bear responsibility to the Board through the President for the effective execution of all laws relating to the University of South Carolina System; all resolutions, policies, rules, and regulations adopted by the Board for the administration and operation of the University System and for the governance of all of its campuses; and all policies, rules, regulations, directives and memoranda issued by the President. Each Chancellor's discretionary powers shall be broad enough to enable him to meet his extensive responsibility to the University and to the applicable local higher education commission. Each Chancellor shall be the official medium of communication between the President and all personnel of his campus.

B. Bear primary responsibility for all of the factors that contribute to the quality of academic (teaching, research, and public service) and support programs of the campus. Such factors include the general supervision of all campus faculties, the allocation and utilization of available resources within the campus, and any and all matters related to the welfare of the campus.

C. Bear responsibility for the general supervision of all relationships between students and the various levels of campus administration. Such supervision includes but is not limited to admissions, registration and records, academic progress and advising, counseling, housing, scholarships and financial aids, student activities and services, placement, foreign students, and the evaluation and certification of academic credit from other institutions.

D. Bear responsibility for the financial management of the campus and its component parts in conformity with University management policies and practices. This function shall include but is not limited to the preparation of budgets, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports.

E. Bear responsibility for personnel administration including employment and termination, wage determination and condition of employment within prescribed policies for all employees except those positions requiring action by the President or the Board, and in those cases he shall make recommendations to the President.

F. Bear responsibility for operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus.

G. Bear responsibility for fund raising, intercollegiate athletics, auxiliary enterprises, and alumni activities.

H. Bear responsibility for cooperating closely with the local higher education commission on all matters pertaining to the applicable campus and strive, where possible within established University System policy, to make the campus responsive to local preferences and priorities.

I. Whenever practicable, attend all meetings of the Board and keep the chairman of the local higher education commission apprised of the schedule of such meetings and of the Board's standing invitation for a representative of the local commission to attend such meetings.

SECTION 4 - AUTHORITY AND DUTIES OF UNIVERSITY CAMPUS DEANS

The Deans of the University Campuses within the University System shall generally have the same authority and duties as enumerated above for the Chancellors except that they will report to the Vice Provost and Executive Dean for Regional Campuses and Continuing Education instead of directly to the President.

SECTION 5 - AREA OR COUNTY HIGHER EDUCATION COMMISSIONS

The Chancellors and/or Deans of the four-year and University Campuses as well as the President, the Secretary and the Vice Provost and Executive Dean for Regional Campuses and Continuing Education shall work in close liaison with the various area and county higher education commissions which shall act in an advisory capacity on matters pertaining to the various campuses within the University System. Those commissions and their respective campuses are as follows:

A. Aiken County Commission For Higher Education -
University of South Carolina Aiken
B. Beaufort County Higher Education Commission -
University of South Carolina Beaufort
C. Lancaster County Commission On Higher Education -
University of South Carolina Lancaster
D. Western Carolina Higher Education Commission -
University of South Carolina Salkehatchie
E. Sumter County Commission For Higher Education -
University of South Carolina Sumter
F. Union-Laurens Commission For Higher Education -
University of South Carolina Union

G. Spartanburg County Commission For Higher Education - University of South Carolina Upstate

ARTICLE XII
DUTIES OF THE TREASURER OF THE UNIVERSITY

The Board shall elect a Treasurer of the University System as provided in Article III of these Bylaws. The Treasurer of the University shall serve as the official liaison between the Board and the financial functions of the University.

The Treasurer shall:

A. in consultation with the Vice President and Chief Financial Officer, direct the preparation and analysis of financial statements and status reports of university funds for the presentation to the Board and the President;

B. direct the preparation of special reports and financial analyses as requested by the Board or the President;

C. review the status and use of all funds of the University on a periodic basis to determine that the financial position of the University is properly reflected;

D. exercise signatory authority for all checks issued by the University of South Carolina;

E. appoint assistant treasurers as necessary to accomplish the responsibilities set forth in these Bylaws and be responsible for the effective staffing and management of the Treasurer's Office and for providing staff assistance to the Board and President as needed;

F. perform such other duties and functions as may be required by the Board.

ARTICLE XIII
TRUSTEES EMERITI

Members who have been elected or appointed to terms of office totaling twelve or more years on the Board shall be eligible to be named a Trustee Emeritus or Trustee Emerita. Persons so named and who choose to serve as Trustees Emeriti shall receive notice and agenda of all Board meetings and such perquisites of office as shall be determined by the Board from time to time.

ARTICLE XIV
THE BOARD OF VISITORS

SECTION 1 - COMPOSITION AND TERM OF MEMBERSHIP OF THE BOARD OF VISITORS

The Board of Visitors of the University of South Carolina shall consist of thirty members elected by the Board of Trustees from the following categories: one member from each of the sixteen judicial circuits nominated by the member of the Board of Trustees representing that judicial circuit; two in state at-large members and two out of state at-large members nominated by members of the Board of Trustees; one member nominated by the Gubernatorial Designee to the Board of Trustees; one member nominated by the Gubernatorial Appointee to the Board of Trustees; one faculty representative nominated by the Columbia Faculty Senate; and eight representatives nominated by the President. The Vice President for University Advancement and the spouse of the President shall serve as *ex offico* members.

All elected members shall have terms of two years. Persons elected to the Board of Visitors shall be eligible to serve not more than two consecutive two-year terms but may not thereafter be elected to the Board of Visitors until after a break in service of not less than two years. In the event a vacancy occurs on the Board of Visitors prior to the expiration of a member's term, a successor shall be elected by the Board of Trustees to fulfill the unexpired portion of the term and shall be eligible to serve two additional consecutive two-year terms. Regular terms shall begin September 1st of even-numbered years.

The Chairman of the Board of Visitors shall be elected by the members of the Board of Visitors for a two-year term. He shall not be eligible to succeed himself. In the event a vacancy occurs in the office of the Chairman, the Vice Chairman shall complete the term of the vacating Chairman and shall be eligible to serve one additional, consecutive term as Chairman.

The Vice Chairman of the Board of Visitors shall be elected by the members of the Board of Visitors for a two-year term. He shall not be eligible to succeed himself. In the event a vacancy occurs in the office of the Vice-Chairman, the Board of Visitors shall elect a Vice-Chairman to complete the term of the vacating Vice-Chairman. The individual so elected shall be eligible to serve one additional, consecutive term as Vice Chairman.

The Secretary of the University Board of Trustees shall serve as the Secretary of the Board of Visitors and as an *ex officio* member thereof.

SECTION 2 - FUNCTIONS OF THE BOARD OF VISITORS

The Board of Visitors shall assist the Board of Trustees and the President in the overall advancement of the University of South Carolina Columbia, and where appropriate, the University of South Carolina System. The Board of Visitors, with thorough information

and staff support, will seek to enhance the image of the University and the statewide system, encourage alumni participation, invite public and private support, and facilitate internal and external communication. The standing committees of the Board of Visitors shall be as follows:

A. The Executive Committee is composed of the Chairman, Vice Chairman, the Chairman of each standing committee, and such other members as designated by the Chairman. The Executive Committee is authorized to act on behalf of the Board of Visitors between meetings.

B. The Development and Alumni Relations Committee will work closely with the Development Office and with the Alumni Association to enhance the fulfillment of their missions.

C. The University and System Relations Committee will work closely with the offices of Public and Media Relations, Marketing and Promotion, and Publications to enhance the fulfillment of their missions. The Committee will also enhance relations and communications between and among the campuses of the University system.

D. The Legislative Relations Committee will work closely with the University's Legislative Liaison program to coordinate the Carolina Advocates program and to enhance the fulfillment of that mission.

E. The Student Recruitment/ Scholarship Committee will work closely with the Admissions Office to enhance the fulfillment of its mission. The Committee will also coordinate the funding and award of the Board of Visitors Scholarship program.

The Chairman of the Board of Visitors may designate any ad hoc committees deemed necessary to accomplish the mission of the Board of Visitors.

ARTICLE XV
INDEMNIFICATION

The University shall furnish its current and former members 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 of being or having been a representative of the University, provided the President or Secretary is promptly notified of the need for such defense. Furthermore, the University shall indemnify to the extent permitted by South Carolina law any members or officers 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. In addition to the indemnification herein provided, the University shall secure and maintain in full force and effect a policy of Directors and Officers Liability Insurance covering all

members of the Board with limits as established by the Board.

ARTICLE XVI
MISCELLANEOUS

SECTION 1 - UNIVERSITY SEAL

The official University seal shall be used in connection with the transaction of business of the Board of the University of South Carolina and of the 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 following form and design:

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 wise affect the other provisions hereof which shall be severable and which shall remain in full force and effect.

ARTICLE XVI
AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (fourteen or more votes) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been

given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon and the proposal for amendment first shall have been referred to an appropriate committee of the Board in accordance with Article VI of these Bylaws.

Adopted by the Board of Trustees at its meeting on June 24, 1992.

Amended by the Board of Trustees at its meeting on February 19, 1993.

Amended by the Board of Trustees at its meeting on October 19, 1995.

Amended by the Board of Trustees at its meeting on August 10, 2001.

Amended by the Board of Trustees at its meeting on April 20, 2007.