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UNIVERSITY OF SOUTH CAROLINA EDUCATIONAL FOUNDATION

UNION PARTNERSHIP BY-LAWS

ARTICLE I

Name

The name of this organization shall be the University of South Carolina Educational Foundation - Union Partnership.

ARTICLE II

Nature

The form of this organization is that of a partnership of the USC Educational Foundation, an eleemosynary, nonprofit corporation whose purposes shall be to promote and accept gifts for the exclusive use and benefit of the University of South Carolina at Union except as limited by the charter granted to the University of South Carolina Educational Foundation.

ARTICLE III

Purposes

The purpose of the University of South Carolina Educational Foundation - Union Partnership is to raise funds and otherwise provide support for the improvement of the University of South Carolina at Union. Towards this end the Partnership shall:

(1) Establish a continuing relationship between the University of South Carolina at Union and the surrounding community for the enhancement and improvement of the University of South Carolina at Union.

(2) Solicit and receive gifts, bequests, devises of things of value and accept the same subject to such conditions and trusts as may be imposed thereon for the exclusive benefit of the University of South Carolina at Union in conjunction with regular funds from the University.

(3) Build an endowment fund under the supervision and creative management of the University of South Carolina Educational Foundation at Columbia; and disburse monies from time to time as determined by the Union Partnership Board of Directors and in accordance with the limitations of any gift.

(4) Determine in cooperation with the administration of the University of South Carolina at Union, appropriate projects and programs to be financed in whole or in part by funds raised or by income from the endowment fund.

(5) Make gifts and appropriations from any or all of its resources (subject to the provisions of the preceding paragraphs) at any time and in any manner to carry out the objects and purposes of the partnership.

(6) It is expressly declared that this is a charitable partnership, not for profit of any individual, and that no dividend shall ever be declared, and none of its property, real or personal shall ever be used or expended except to carry out its charitable purposes.

(7) In order to properly prosecute the objects and purposes above set forth, the foundation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories, dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the partnership is created.

(8) In the event of the dissolution of the University of South Carolina Educational Foundation-Union Partnership, all funds, property, or other assets shall revert to the University of South Carolina

Educational Foundation. If at that time of the dissolution, the Union campus of the University of South Carolina remains a viable entity, such funds will be used for the benefit of that campus, subject to the By-laws of the University of South Carolina Educational Foundation. If, at the time of dissolution, the Union Campus is no longer a viable entity, or at any time subsequent thereto should cease to be a viable entity, then such assets will be used for any purpose permitted by the By-laws of the University of South Carolina Educational Foundation with the intent that the scholarship fund be used to support qualified USC System applicants from the USC-Union service areas (Union and six bordering counties) or returned to the Union/Laurens County Commission for Higher Education or other qualified charitable organizations where so restricted.

ARTICLE IV

Offices

The offices of the Union Partnership shall be the same as the Dean of the University of South Carolina at Union, Union, South Carolina.

ARTICLE V

Board of Directors

Section 1. General Powers. The Board of Directors shall have the entire and exclusive control and management of the Partnership.

Section 2. Number and Qualifications. The Union Partnership board of Directors shall be recommended and appointed by the Dean with the approval of the Union/Laurens County Commission for Higher Education and the President of the University of South Carolina. The number of such appointed Directors shall not be fewer than eight (8) nor more than sixteen. In addition, four (4) Directors shall be ex-officio members, who shall be the President of the University of South Carolina or his

delegate, the Dean of USC-Union, the Director of Development at USCU, and the Chairman of the Union/Laurens County Commission for Higher Education who shall have all voting rights and such other rights as are enjoyed by the other directors.

Section 3. Method of Selection. At the annual meeting each year the Nominating Committee [see article V, section 9, item b] shall propose four (4) [or one-fourth ($\frac{1}{4}$) of the total] persons to serve as Board members for four (4) years and to fill any unexpired terms. The committee shall distribute the list of nominees to each Board member at least thirty (30) days in advance of the annual meeting. The new board members shall be elected by a majority vote of Board members present at the annual meeting. All outgoing board members shall be eligible to vote.

Section 4. Term of Office. The elected Board members shall serve for terms of four (4) years each, with one fourth members being elected each year at the annual meeting. Board members may not serve more than two (2) terms of office consecutively.

Section 5. Initial Board. The initial members of the Board of Directors shall be appointed by the Dean of the University of South Carolina at Union with the approval as designated in Section 2 of this article. They shall all serve initially one (1) term of four (4) years beginning in July, 1989. They may all succeed themselves in office for staggered terms of one (1) to four (4) years as determined by the Nominating Committee. Additional members shall be presented for approval by the Board of Directors at any regular or special meeting of the Partnership up to and including the first annual meeting in July, 1989. Their term of office shall also be four (4) years with one (1)

4-25-89

DATE

succeeding term permitted staggered from one (1) to four (4) years as determined by the Nominating Committee.

Section 6. Vacancies. Unexpired terms of office may be filled by the existing Board of Directors by a majority of those present and voting at any regular or special meeting of the Board. An outgoing Board member shall be entitled to vote in such an election.

Section 7. Meetings.

(a) Regular Meetings. There shall be two (2) regular meetings of the Board of Directors each year, one to be held during the fall term and one to be held during the spring term. The regular meeting in the spring shall be designated as the annual meeting.

(b) Special Meetings. Special meetings of the Board may be called by the Chair of the Board of Directors in accordance with the provision of the notice of meetings.

(c) Place of Meeting. The Chair shall designate the time and place for all regular and special meetings.

(d) Notice of Meetings. Written or printed notice stating the place, day, and hour of all meetings of members shall be delivered, either personally or by mail, to each member entitled to vote at such meetings, not less than five (5) or more than sixty (60) days before the date of such meeting, by or at the direction of the Chair or the Secretary. In case of special meetings, the purpose for which the meeting is called shall be stated in the notice.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting, at least one of whom shall be an ex-officio member.

Section 9. Committees.

(a) Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee which shall consist of the officers, the Dean, the Director of Development and one elected Director shall have authority to act for the Board of Directors between meetings, subject in all respects to the authority of the Directors. It shall be particularly concerned with the management of funds raised for the advancement of the University of South Carolina at Union.

(b) Nominating Committee. A Nominating Committee consisting of at least six (6) members of the Board of Directors shall be appointed by the Chair to serve for one (1) year. It shall be the Nominating Committee's responsibility to submit prospective Directors for approval by the Board at the annual meeting for regular terms of office and at any regular meeting to fill unexpired terms.

(c) Fund Raising Committee. The Executive committee shall appoint a Fund Raising Committee consisting of as many members as determined by the Executive Committee. Membership on the Committee is not restricted to membership on the Board of Directors.

(d) Other Committees. The Board of Directors may authorize such other committees to carry on the functions and to achieve the purposes of the Partnership as may be determined. Such committees may include individuals who are not Directors as the Board sees fit.

Section 10. Emeritus Members of the Board. The Union Partnership Board of Directors may vote to bestow the title of Emeritus Member of the Board of Directors. This is a special title intended to honor selected

4-25-89

DATE

members who have through the years demonstrated distinguished service to the Board and to USC-Union. An Emeritus member shall be a non-voting member.

ARTICLE VI

Officers

Section 1. Number. The officers of the Corporation shall be a Chair, Vice Chair and Secretary-Treasurer.

Section 2. Election and Term of Office. The officers of the Union Partnership shall be members of the Board of Directors and shall be elected for a term of two (2) years by the Board of Directors at its regular annual meeting. Vacancies may be filled or new offices created and filled at any regular meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified.

Section 3. Duties. The duties of the officers shall be those which usually attach to such offices and, in addition, such further duties as may be determined from time to time by the Board of Directors. In addition to the usual duties, the Chair shall make an annual Report on the Partnership's activities to all board members. A report on the activities of the USC Educational Foundation shall also be made by the Partnership Chair or a representative from the USC Educational Foundation.

ARTICLE VII

Checks, Deposits, and Funds

Section 1. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other notices of indebtedness

issued in the name of the Partnership shall be signed by the Dean of the University of South Carolina at Union.

Section 2. Deposits. All funds of the Partnership shall be deposited to the credit of the Partnership with the USC Educational Foundation office in Columbia, or when it comes to operating funds in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Gifts. The Board of Directors may accept on behalf of the Partnership any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Union Partnership.

ARTICLE VIII

Books and Records

The University of South Carolina Educational Foundation in Columbia shall keep correct and complete books and records of account which shall be audited annually by a certified public accountant. The Union Partnership may also keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Partnership may be inspected by any Director for any proper purpose at any reasonable time. Quarterly financial statements shall be prepared for distribution to all Board members.

ARTICLE IX

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Partnership Agreement of the By-laws of the Union Partnership, a waiver thereof in writing signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

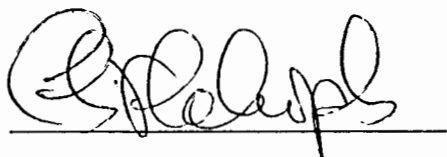
Amendments to By-Laws

Amendments to these By-laws may be adopted by three-fourths (3/4) of the Directors present at any regular meeting, except as is limited under article II and III of these By-laws and proving that at least thirty days written notice is given of the intention to adopt new by-laws at such meeting.

ARTICLE XI

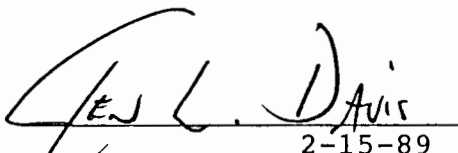
Ratification

These By-laws shall become effective when they are adopted by a three quarter (3/4) vote of the Directors present at a meeting especially called for this purpose.



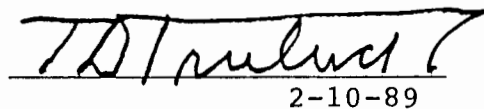
Chris Vlahoplus

Executive Director, Educational
Foundation


2-15-89

Ken Davis

Dean, USC-Union


2-10-89

T.D. Truluck

Chairman, Union/Laurens County

Commission on Higher Education