

**College of Charleston
University of Charleston, South Carolina**



**BYLAWS
BOARD OF TRUSTEES**



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Article I

MISSION

Founded in 1770, the College of Charleston is a public university grounded in the principles of the liberal arts and committed to developing ethically centered, intellectually versatile, and globally fluent citizens who create innovative solutions to social, economic, and environmental challenges.

The Mission Statement (also called the Statement of Purpose) has been approved or revised by the State College Board of Trustees or the College of Charleston Board of Trustees on January 16, 1974; March 12, 1986; January 16, 1991; February 15, 1994; July 13, 2006; July 23, 2014; August 25, 2014; and May 7, 2020.



Article II

AUTHORITY

The Board is vested by law with all the powers and authority to govern effectively and set policy for the College in accordance with the laws of South Carolina including, but not limited to, the powers enumerated in Section 59-130-30 (“Powers of the Board”) of the S. C. Code. The following matters are specifically reserved to the Board: (a) Presidential selection and termination; (b) Changes in the Mission of the College; (c) Amendments to the Bylaws; (d) Adoption of the annual budgets; (e) Conferral of degrees, selection of recipients for honorary degrees and commencement speakers; and (f) Establishment of policies relating to naming College buildings, academic schools, monuments, college spaces, programs or positions.



Article III

MEMBERSHIP OF THE BOARD

Section 1. Composition:

Except as otherwise provided for by law, the Board shall consist of:

- a) two (2) members from each of the Congressional Districts in South Carolina and three (3) at-large members, all elected by the General Assembly;
- b) one (1) ex officio member who shall be the Governor or his/her designee;
- c) one (1) member appointed from the State at-large by the Governor; and
- d) one (1) member appointed by the Governor, upon the recommendation of the College of Charleston Alumni Association, who shall be a South Carolina resident and hold an undergraduate or graduate degree from the College of Charleston.
- e) a Trustee may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 2. Trustee Terms:

- a) The term of office of the at-large Trustee appointed by the Governor is effective upon certification to the Secretary of State and is coterminous with the term of the Governor who appointed the at-large Trustee, but such Trustee shall be permitted to serve after the term of the appointing Governor until a successor is appointed and qualified.
- b) The Trustee appointed by the Governor, upon recommendation of the College of Charleston Alumni Association, shall be for a term of four years, the first such term having begun on July 1, 2010 and expired on June 30, 2014. Each subsequent term for the Trustee recommended by the Alumni Association shall begin on July 1 immediately after the expiration of the previous term and expire on June 30 in the fourth year thereafter, but such Trustee shall also be permitted to serve until a successor is appointed and qualified.
- c) All Trustees elected by the South Carolina General Assembly are for four-year terms.
- d) If a Trustee position becomes vacant during the term of the Trustee occupying that position, it will be filled for the unexpired portion of that term in the manner prescribed by law.



Article IV

FAITHFUL AND DILIGENT SERVICE

Notwithstanding the manner by which a Trustee is elected or appointed to the Board, each Trustee owes a duty of faithful and diligent service to the College and shall act at all times in the best interest of the College.

Enumerated in Section 59-101-285 (“Governing board meeting attendance requirements for board members”) of the S. C. Code, a Trustee must attend at least two-thirds of the regular and special meetings of the Board during any calendar year or a vacancy in that office is deemed to exist as of January 1 of the next year which shall be filled in the manner provided by law. The Chairman of the Board, when a violation of this section occurs, shall report the violation to the appointing or electing authority within 30 days after the close of the calendar year in which the violation occurred. The Trustee who missed such meetings thereby causing the vacancy is ineligible for re-election or re-appointment to the Board for a period of ten years thereafter.

The College shall furnish its current and former members and officers, subject to applicable South Carolina law, 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 College, provided the President or Secretary is promptly notified of the need for such a defense.



Article V

OFFICERS OF THE BOARD

Section 1. The officers of the Board shall consist of a Chair, a Vice Chair, and a Secretary.

Section 2. Duties of the Chair shall be to convene Board meetings, preside at all meetings of the Board and the Executive Committee, appoint committee and subcommittee members, committee and subcommittee chairs and vice chairs, serve as an *ex officio* member of all other Standing committees of the Board, and serve as the primary spokesperson for the Board.

Section 3. Duties of the Vice Chair consist of all duties of the Chair in the absence of the Chair.

Section 4. Duties of the Secretary consist of attesting to the authenticity of all official Board actions and Board approved documents or other records required under law or requested by the College, and serve in the place of the Chair, if the Vice Chair is unavailable.

Section 5. At the August meeting of the Board in even-numbered years the Audit and Governance Committee will accept Board Officer nominations. Trustees may submit their name or nominate another Trustee for a Board office. Audit and Governance Committee will serve as a “pass through” for Officer nominations. At the close of the August Board meeting, nominated Trustees may begin soliciting support until election(s) take place at the October Board meeting.

Section 6. At the October meetings of the Board in even-numbered years, the first order of business shall be for the Board to elect its Officers. Officers are elected to serve a two-year term and shall serve in that capacity until their replacements are qualified and elected by the Board or until their prior removal or resignation. A Board Member may serve as an Officer in the same position for no more than three consecutive terms.

Section 7. A Board Officer may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt. Except for the Office of the Chair, any vacancy in an Office occurring by reason of death, resignation, or removal shall be filled for the unexpired term by a majority vote of the Trustees at any Regular Meeting or Special Meeting held for that purpose. In the event of a vacancy in the Office of the Chair due to any such reason, the Vice Chair shall, without further action of the Board, assume the position of Interim Chair and serve as Interim Chair until the next meeting of the Board at which time a Chair shall be elected by the Board.

Section 8. At the October meeting of the Board in even-numbered years, the Chair of the Audit and Governance Committee will present the Board Officer candidate(s) names to the Chair of the Board for the voting of Officers by the Trustees. The vote shall be by written ballot of the Trustees, a quorum being present, and the candidate(s) receiving a majority vote for an Office shall be announced by the Chair and shall be deemed elected to that office. In the event any candidate fails to obtain a

majority vote, a runoff of the top two vote getters will be conducted. In the event there is only one candidate nominated for a particular office, the Audit and Governance Committee Chair shall ask for unanimous consent to dispense with ballots and declare that candidate elected for that office. Newly elected Officers shall assume their respective offices at the conclusion of the meeting at which they were elected.



Article VI QUORUM/VOTING

Section 1. A quorum for the transaction of business at meetings of the Board, or its committees, shall consist of a majority of the respective regular voting members. The Board members present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present.

Section 2. Upon request of any Board or Board committee member, a vote by the Board or committee, as applicable, shall be by call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

Section 3. When the Board adopts any change to the tuition or fees imposed on students, the change can be implemented only after a public vote with the number of Trustees voting for and against the change being counted. A majority vote of the Board is required to implement any change to tuition or fees.

Section 4. Unless prohibited by the enabling legislation or the Bylaws, any or all Board members may participate remotely in a meeting of the Board, or any committee, by means of conference telephone, or similar communications mechanism, by which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at such meeting.

Section 5. The use of proxies for purposes of determining a quorum, for voting or for any other purpose, is not permitted.



Article VII

EXECUTIVE SECRETARY

At the recommendation of the President, the Board shall appoint an Executive Secretary who shall serve at the pleasure of the Board. The Executive Secretary shall be a full-time employee with the College. The Executive Secretary shall cause to be recorded all proceedings of the Board and all records of the Board and shall make them available at all reasonable times to any member of the Board, the President of the College and such others as required by law or designated by the Chair. The Executive Secretary shall be one of the principal officers of the College and shall be charged, but not limited, to the following:

Section 1. Prepare notices of the time and place of all meetings of the Board and its committees and provide them to each Trustee not less than five days before each meeting.

Section 2. Prepare an agenda for all Board Committee meetings.

Section 3. Make arrangements for the meetings of the Board and its Committees, including meals and social functions when appropriate or as directed by the Chair.

Section 4. Act as coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved.

Section 5. Provide liaison between the Board and its members as well as provide an additional link between the Board and the President.

Section 6. Ensure compliance with the requirements of the South Carolina Freedom of Information Act as it pertains to the Board and its Committee meetings and records.

Section 7. Other such duties as required by the Board, its Chair, and the College President.



Article VIII

THE STANDING COMMITTEES

Each Standing Committee shall have at least five voting Trustees. All Standing Committee members shall be Trustees. Each Committee shall have a Chair and a Vice Chair appointed by the Board's Chair and both shall serve for a one-year term. The Chair of the Board shall serve as an *ex officio* member of all Standing committees of the Board. The President of the College shall be an *ex officio*, non-voting Member of all Standing Committees except for the Executive Committee and the Audit and Governance Committee. Each Standing Committee shall have an officer of the College or administrative staff member, designated by the President, to assist with its work. A majority of the committee's voting members shall constitute a quorum.

The Committees shall meet as necessary to discharge their responsibilities but no less than four times each year. The Board shall establish such other committees, subcommittees, and/or ad hoc committees, of its own members and/or of the administrative officers and faculty of the College, as it deems necessary or advisable for the best discharge of its responsibilities in supervising the operations of the College.

The following are the Board's Standing Committees:

Section 1. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and two members appointed by the Chair of the Board. The Executive Committee shall be empowered to transact business for the Board, as authorized by the Board, in its regular meetings and to transact such other business as is necessary, except as specifically set forth in Article II, between meetings of the Board, providing that, in the case of the latter, the full Board is informed of any such action immediately. Additionally, this committee reviews and monitors the Strategic Plan process.

Section 2. The Access, Equity and Inclusion Committee

The Access, Equity and Inclusion Committee is responsible for:

- a) ensuring the Board is informed on Access, Equity and Inclusion policies, programs and initiatives;
- b) reviewing periodically the progress made on the institution's strategic goals for Access, Equity and Inclusion;
- c) providing appropriate training and education for members of the Board; and
- d) monitoring and reviewing resources promoting Access, Equity and Inclusion.

Section 3. Audit and Governance Committee

The purpose of the Audit and Governance Committee is to oversee that the Board adheres to good governance and serves as the Board's overall guardian of the College's financial integrity. The Audit and Governance Committee is responsible for:

- a) Board members having adequate orientation and ongoing education;
- b) assessing the performance of the Board and its members;
- c) periodically reviewing and ensuring compliance with these Bylaws and other Board policies;
- d) officer nominations and election process, including recommending officers for Board consideration and approval, and serving as the "pass through" for Officer nominations;
- e) Trustee Emeritus nominations and election process, including recommending Trustee Emeritus for Board consideration and approval and serving as the "pass through" for Trustee Emeritus nominations;
- f) overseeing the annual external financial audit;
- g) ensuring compliance with legal and regulatory requirements; and
- h) monitoring internal controls and risk management systems.

Section 4. Academic Affairs Committee

The purpose of the Academic Affairs Committee is to oversee educational quality of the College. This Committee is responsible for monitoring:

- a) learning goals and outcomes;
- b) program quality, institutional and program accreditation, and program review;
- c) student retention, graduation rates, graduate school acceptances;
- d) policies and procedures related to faculty compensation, appointment, tenure and promotions,
- e) academic planning;
- f) the structure of the academic programs; and
- g) budgets for academic programs and services.

At its regularly scheduled meetings, the Committee may hear from and discuss with Academic and Staff Leadership, including but not limited to, the Faculty Speaker (or its representative) and the Chair of the Staff Advisory Committee (or its representative).

Section 5. Budget, Finance and Facilities Committee

The purpose of the Budget, Finance and Facilities Committee is to oversee the allocation of the College's financial resources and monitor the near-and long-term capital plans, to include the funding of each plan for the continual improvements to the College's physical campus. The committee is responsible for:

- a) monitoring financial performance;
- b) reviewing annual and long-range operating budget and presenting the budget to the Board for consideration;
- c) reviewing and recommending to the Board requests and plans for borrowing;
- d) ensuring that accurate and complete financial records are maintained;

- e) recommending funding options for facility construction/acquisition plans;
- f) ensuring that timely and accurate financial information is presented to the Board;
- g) ensuring proper construction, maintenance, and preservation of the College's facilities and assets, including the proper preservation of its historic facilities;
- h) oversight of the preparation, reviewing, accepting and implementing the College's Master Plan;
- i) monitors the implementation of technology throughout the College and works with the Senior Vice President/Chief Information Officer on matters relating to Information Technology initiatives, projects and services to the College; and
- j) reviewing policies regarding the enrollment.

Section 6. Development, Alumni, Governmental and External Relations Committee

The purpose of the Development, Alumni, Governmental and External Relations Committee is to oversee and facilitate Board and Board member participation in institutional advancement, fundraising activities, and to work hand in hand with the College of Charleston Foundation to fulfill the Mission of the College. The Committee is responsible for:

- a) monitoring development plans in progress;
- b) developing fundraising policies and procedures with the assistance and collaboration of the administration;
- c) establishing goals for and evaluating Board member participation in charitable giving;
- d) participating and identifying, cultivating and approaching major donors;
- e) reviewing and supporting the programs provided by the Office of the Alumni Relations and the Alumni Association that serve, involve, and inform the Alumni of the priorities and activities of the College and its students;
- f) monitoring the external relations of the College with governmental entities, as well as private entities; and
- g) ensuring that a clearly defined legislative agenda is designed each year for the advancement of the College and its University.
- h) consider policies relating to naming of the College buildings, academic schools, monuments, college spaces, programs or positions.

Section 7. Student Affairs and Athletics Committee

The purpose of the Student Affairs and Athletics Committee is to oversee the College's activities relating to the wellbeing of its students and student athletes, as well as monitor the various intercollegiate programs. The Committee is responsible for:

- a) ensuring that the Board is informed on policies governing the entire range of student and student athlete engagement and recommending policy changes to the Board for review;

- b) reviewing periodically policies affecting students including, but not limited to, student health and welfare, residence life, career services and job placement, student development, counseling and substance abuse, student honor and conduct systems, campus social, cultural and recreational programs, and critical incident response planning;
- c) monitoring the overall success and condition of the varsity programs;
- d) providing advice and assistance to the College President and the Athletics Director in the selection of varsity head coaches;
- e) monitoring and reviewing various fees, charges and physical facilities associated with the student experience and athletic program; and
- f) providing reports, as it deems appropriate, to the Administration and the Budget, Finance, and Facilities Committee.

At its regularly scheduled meetings, the Committee may hear from and discuss with student and student athletes' leaders, including, but not limited to, the President of the Student Government Association (or its representative), the President of the Graduate Student Association (or its representative), and the President of the Student Athlete Advisory Committee (or its representative).



Article IX

REGULAR AND SPECIAL MEETINGS OF THE BOARD

There shall be at least four regular meetings of the Board each year, scheduled as the business of the College may require. Each Trustee will receive notice of the time and place not less than five days before each regular meeting. These meetings, if possible, shall be scheduled quarterly. All meetings of the Board, and its committees, shall be conducted in full compliance with the South Carolina Freedom of Information Act. Any meeting may be continued by adjournment from day to day or there may be an adjournment *sine die*. At regular meetings, any business relating to the College may be discussed and transacted.

In addition to the regular meetings, the Chair shall have power to assemble the Board at any time in special meetings, or upon the written request of three members of the Board or the written request of the President of the College. The Chair or the Board Secretary shall cause to be delivered to each Trustee, by regular mail, electronic mail, or otherwise, notice of such special meetings, along with a clear statement of purpose, at least five days in advance. At a special meeting, the Board may deal with only that business which was stated in the call for the meeting.

As enumerated in Section 30-40-70 ("Meetings which may be closed") of the S. C. Code, the Board may hold any regular or special meeting or any part thereof in Executive Session with participation limited to voting trustees. Other individuals may be invited to attend all or portions of an Executive Session as deemed appropriate by the Board Chair.



Article X

ADMINISTRATION OF THE COLLEGE

Section 1. Vesting of Authority: The authority for the administration of the College is vested by the Board in the office of the President and such subordinate officers as may from time to time be appointed by the President.

Section 2. Appointment and Terms: The President is appointed by the Board to serve for such terms and on such conditions as appropriate. All other officers of the College are appointed by the President and serve at the pleasure of the President for such terms and upon such conditions as is deemed appropriate.

Section 3. General Powers and Duties of the President: The President is the Chief Executive Officer of the College and Chair of the Faculty. While the President is vested to act for the Board in administering the affairs of the College, he/she is also responsible for achieving the stated purposes of the College, adhering to the annual Budget as approved by the Board, following the College's Mission, and attending all Board meetings, as an *ex officio*, non-voting member, unless specifically excused by the Board Chair.

Section 4. The President shall serve as the official medium of communication between the Board on the one hand, and the College faculty, administrative officers, individual members of the staff, college organizations, student organizations and students on the other hand.

Section 5. The President shall represent the College in its relationships with other institutions, the news media, government agencies, alumni and the general public. He/She organizes and directs administrative officers in the performance of their assigned duties. He/She is a member of the Faculty and, when present, presides at its formal meetings. He/She reports regularly to the Board on the condition of the College and presents to the Board proposed programs and courses of action requiring Board approval.

Section 6. The President, along with the applicable executive officers of the College, shares with the Faculty the responsibility for proposing educational programs and policies as well as for the orderly implementation of educational programs and policies.

Section 7. The President is directly responsible for the orderly day-to-day management of fiscal and personnel affairs and the auxiliary enterprises of the College, and for the maintenance and development of its financial and physical resources. The President's powers include, but are not limited to, the following:

- a) institute and carry out personnel policies for the employment, compensation, working conditions and discharge of employees, both academic and non-academic except any employment compensation packages valued in excess of \$250,000 each year must be approved by the Board;
- b) with respect to entering into employment contracts or extending employment contracts, the President's authority to do such is authorized by the Board; however, during the last six months of the President's tenure as the College President, the President shall obtain Board approval in the following limited circumstances: During the President's last six months of employment, any extensions, renewals or new employment contracts for any position at the College having yearly compensation in excess of \$150,000 shall be contingent upon approval by the Board;
- c) prepare, submit for Board approval and administer annual operating budgets;
- d) administer appropriate funds, the collection and expenditure of student fees and tuition, subject to the specified provisions of respective policy; and
- e) solicit and receive funds on behalf of the College and the College of Charleston Foundation.

Section 8. The President is directly responsible for the orderly conduct of the intercollegiate athletic programs of the College. He/She has the powers necessary to discharge this responsibility as well as to propose new intercollegiate athletic programs or the cessation of intercollegiate athletic programs both of which are subject to Board approval. The President is responsible for the development of policies and programs which will enhance the quality of campus life in its total sense. To this end, the President is authorized to employ administrative officers and staff personnel to conduct social and cultural programs and to make provisions within proposed annual budgets for the support of these programs.

Section 9. Except as specifically herein limited, the President has the power of final approval of all initial appointments, renewals of appointments, promotions in rank, compensation, conferral of tenure and termination of Faculty, staff and administrative personnel members. The appropriate vice president or other officers of the College are responsible for making recommendations to the President in respect to all such matters.

Section 10. Although the Board delegates the authority of the administration of the College to the President of the College, nothing herein shall be construed as limiting the Board's statutory authority as conferred by the South Carolina General Assembly.



Article XI

INTERNAL AUDITOR

The role of the Audit and Governance Committee is one of oversight and it serves as the Board's overall guardian of the College's financial integrity. With respect to such matters, the committee serves as the focal point of communication between the Board, the Internal Auditor and external auditors. The President of the College may advise and consult with the committee on any matter pertaining to the financial integrity of the College including, but not limited to, the internal and external auditing of the College's operations, programs and records of account. The Internal Auditor shall be appointed by the President upon consultation with the Audit and Governance Committee.

The Internal Auditor shall report directly to the President or the President's designee for day-to-day administrative purposes, but shall have an open and unrestricted reporting relationship with the Audit and Governance Committee. In that regard, and in order to achieve necessary independence, the Internal Auditor shall be afforded the opportunity to perform and present timely audit plans and internal audit results to the Audit and Governance Committee of the Board without restriction or edit.



Article XII

PROPOSED AMENDMENTS

Section 1. None of these By-Laws shall be subject to change by repeal, alteration, or suspension, except by vote of two- thirds of the Board.

Section 2. Proposed amendments may be presented to the Board by members of the Board, by the President, or, when transmitted through the President, by the Faculty.

Section 3. Proposed amendment(s) must be submitted in writing to all members of the Board at least thirty days before the meeting at which action on the proposed amendment(s) is to be taken.



Article XIII

ROBERT'S RULES OF ORDER

In the absence of specific instructions by a majority of the Board, the Board shall conduct its meetings in accordance with Robert's Rules of Order.



Article XIV

EMERITUS BOARD MEMBERS

The Board may recognize a former trustee for loyal, dedicated and significant service to the College. Trustee Emeritus status will be granted when a former Board member is nominated by the Audit and Governance Committee, then elected by a two-third majority vote of the Board. To be eligible, the former Board member must have been elected/appointed for three (3) terms. In the event that a Trustee has been elected/appointed for a fourth term, he/she then has the option to declare himself/herself a Trustee Emeritus upon their retirement from the Board.

At the August meeting of the Board in even-numbered years, the Audit and Governance Committee will accept Trustees Emeriti nominations. Any Trustee may submit the name(s) of a former Trustee(s). The Audit and Governance Committee will serve as a “pass through” for Trustees Emeriti nominations.

At the October meeting of the Board in even-numbered years, the Chair of the Audit and Governance Committee will present the Trustees Emeriti nominations to the Chair of the Board for voting by Trustees. The vote shall be by written ballot of the Trustees, a quorum being present, and the candidate(s) receiving a 2/3 majority vote for Trustees Emeriti shall be announced by the Chair and shall be deemed elected to that designation. Newly elected Trustees Emeriti will assume their respective designation at the conclusion of the meeting at which they were elected.

Trustees Emeriti will be elected for life. Trustees Emeriti will be non-voting, *ex officio* members who are not reimbursed from appropriated funds (per diem or mileage). Trustees Emeriti will be invited to all Board meetings but will have no right to vote or to participate in executive sessions. These Trustees Emeriti will provide support for the College as knowledgeable friends and ambassadors. Trustees Emeriti are expected to uphold the College of Charleston’s core values <https://cofc.edu/about/missionvisionvalues/core-purpose-and-values.php> and adhere to the College of Charleston Ethics Policy, <http://policy.cofc.edu/documents/9.1.9.pdf>). Further, the Trustee Emeritus designation may be removed by a two-thirds vote of the Board for behavior/actions unbecoming a representative of the College of Charleston and not in accordance with the College of Charleston’s core values or College of Charleston Ethics Policy.



Article XV

BYLAWS REVISION HISTORY

Approved October 24, 2003
and Amended April 23, 2004
and Amended September 28, 2004
and Amended July 14, 2006
and Amended April 20, 2007
and Amended January 30, 2009
and Amended June 7, 2010
and Amended August 27, 2010
and amended April 15, 2011
and Amended January 20, 2012
and Amended June 11, 2012
and Amended January 18, 2013
and Amended and Restated January 29, 2016
and Amended January 27, 2017
and Amended August 11, 2017
and Amended and Restated October 18, 2019
and Amended August 6, 2020
and Amended April 9, 2021

Certified by:

Elizabeth W. Kassebaum
Executive Secretary to the Board of Trustees
and Vice President for College Projects
College of Charleston
University of Charleston, South Carolina