



## Board By-Laws

[The University](#)
[Administration](#)
[Business Affairs](#)
[Office of General Counsel](#)
[Governance](#)
[Board of Trustees](#)
[Board By-Laws](#)
[Committees](#)
[Calendar](#)
[Committee Meetings](#)
[Agenda](#)
[Full Board Meeting](#)
[Agenda](#)
[Minutes](#)
[Faculty Governance](#)
[University](#)
[Communications](#)
[Institutional Review Board](#)

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### BYLAWS OF THE BOARD OF TRUSTEES

### FRANCIS MARION UNIVERSITY

Rev. 06-27-13

#### 1. Corporate Name

The governing body of Francis Marion University is the Board of Trustees, which is by statute constituted a body corporate and politic under the name of the Board of Trustees for Francis Marion University and is charged with responsibility for overseeing the effective governance of the University.

#### 2. Powers and Duties of the Board

The powers of the Board of Trustees are stated with clarity and comprehensiveness in the statute establishing the Board. [See SC Act 510 of 1988, Chapter 133; and H.3716, 2/12/92.] The Board of Trustees has the authority under the statute to manage and control the activities and policies of the University in accordance with applicable provisions of public law. The Board may adopt such policies, rules, and regulations as it may deem proper for its own governance and for the governance and management of the activities and resources of the University. The powers and duties of the Board of Trustees include, but are not limited to, the following illustrative functions:

1. To safeguard the purposes of the University and the ideals by which it is guided; to periodically review the mission and purpose of the University in the light of educational, economic, and societal change and to revise the mission and educational philosophy as needed, within the statutory framework and statewide coordination under which the University functions.
2. To assure the effective operation of educational programs and services so as to effectively carry out the University's mission; to review and approve proposals for major revision of degree programs and educational support services in accordance with the University's mission and resources; to confer degrees upon recommendation of the President and the faculty.
3. To assure the effectiveness of University governance, policy formation, and decision making; to establish an appropriate delegation of authority and responsibilities within the University; and to assure the effectiveness of communications, consultation, and cooperative decision making among the various sectors of the University community.
4. To appoint the President as the chief executive officer of the University; to delegate his responsibilities, evaluate his performance, provide for his leadership and welfare, and set appropriate conditions of employment, renewal, or termination.
5. To authorize the President to establish the administrative organization of the University and to appoint the senior administrative officers of the University in accordance with the bylaws and policies of the Board of Trustees.
6. To review and approve policies and procedures bearing on faculty appointment, promotion, tenure, and nonrenewal and to authorize the President to appoint members of the faculty; to review and approve general personnel policies, including protection for all employees against any form of discrimination or any violation of due process rights in employment.
7. To assure the effectiveness of comprehensive and mission-based institutional planning; to review, approve, and adopt plans for program development, financial strengthening, and capital and campus development; to assure the effective implementation of plans and to monitor the formation of short-term plans and decisions in the light of long-term goals for University development.
8. To delegate the functions and responsibilities of the faculty and to provide for the effectiveness of the faculty in discharging those functions and responsibilities.
9. To review and approve the annual operating budget of the University; to regularly monitor the financial condition of the University and to establish plans, financial policies, and investment practices designed to assure the financial strength and stability of the University.

10. To assure the effectiveness of comprehensive planning for procurement of current and capital funds; to authorize the acceptance of major gifts and bequests in accordance with Board policies and public law.
11. To authorize the construction of new buildings and the major repair or renovation of existing buildings.
12. To assure the accountability of the University to fundamental social values and to the provisions of public law; to facilitate communications between the University and State government or other agencies and constituencies.
13. To protect the academic environment of the University from improper pressure or interference adversely affecting the functions of scholarship, teaching, and learning; to assure the academic freedom of faculty and students.
14. To assure appeal procedures in disputes or grievances involving faculty, administrative officers, staff, and/or students.

### 3. Membership of the Board of Trustees

- A. The Board of Trustees is composed of the Governor of the State of South Carolina, an *ex officio* member of the Board; and sixteen members, with fifteen of these members to be elected by the General Assembly and one member to be appointed from the state at large by the Governor.
- B. The term of elective members is four years. The member occupying Seat Sixteen serves at the pleasure of the Governor.
- C. The term of office of an elective trustee commences on the first day of July of the year in which the trustee is elected.
- D. Members of the Board of Trustees are expected to attend all regularly scheduled and called meetings of the full Board and its committees. State statute requires that a member who has three consecutive unexcused absences of regularly scheduled meetings is considered removed from the Board and a vacancy is created. Excused absences are within the discretion of the chair.

### 4. Officers of the Board

The officers of the Board of Trustees shall consist of the Chair, the Vice Chair and the Secretary. Election of officers shall be held at the quarterly fall meeting biannually. New officers will assume office at the quarterly winter meeting. Each officer is elected for two years or until a successor is elected or qualified. In the event of a vacancy in the Chair's position, the Vice Chair will succeed to the position for the remainder of the term. All other vacancies in any office may be filled at any meeting. The term for the chair will be a single two-year term. The other officers may serve multiple terms.

#### A. Chair

The Chair of the Board of Trustees is charged with the duty of maintaining a level of interest and activity among the Board which will contribute to the determination of Board policies, wise planning for the future, intelligent and considerate observance of the rights of the faculty and student body, and the maintenance of the independence of the Board from outside influences harmful to the interest of the University. Powers and duties of the Chair include the following:

1. Preside over the meetings of the Board. If the Chair is absent, the Vice Chair shall preside if present. Otherwise the Chair shall designate some other trustee to preside.
2. With the Secretary, execute all papers to which it is necessary to affix the seal of the University.
3. Appoint all committees, subject to the approval of the Board.
4. Serve as member *ex officio* of all committees of the Board.
5. Upon request of the Board, act as its spokesperson or representative.
6. Perform those additional duties which may be imposed upon his office by statute or by direction of the Board.

#### B. Vice Chair

In the absence or inability of the Chair to discharge the duties of office, all the duties of the Chair of the Board shall devolve upon and be executed by the Vice Chair.

#### C. Secretary

The powers and duties of the Secretary shall include the following:

- 1) Keep a faithful record of all proceedings.
- 2) Conduct correspondence for the Board.
- 3) Give notice of time and place of meetings.
- 4) See that all documents entrusted to his care are filed and safely kept at the University.
- 5) Make documents entrusted in his care available for inspection by the Board or any committee of the Board.
- 6) Surrender documents under his control only to an agent or officer authorized to receive them.

- 7) Maintain a file of minutes of all committees of the Board.
- 8) Ensure that the Board is acting at all times in accordance with these bylaws and consistent with the policies of the Board.

The secretary of the Board may be assisted by a recording secretary who shall be appointed by the President from the staff of the University.

## 5. Meetings of the Board of Trustees

### A. Meetings

The Board of Trustees shall hold four meetings annually, one in each quarter of the calendar year on dates and at places as the Board shall determine. An annual meeting of the board will be held in the summer of each year to give the members the opportunity to plan and organize for the coming academic year.

### B. Special Meetings

Special meetings of the Board of Trustees shall be held whenever called by the Chair of the Board of Trustees or by a majority of the trustees. Written notice of special meetings shall be sent to all trustees by the Chair or Secretary of the Board with a clear statement of purpose(s) at least five days in advance. Business at such special meetings shall be confined to the stated purpose(s).

### C. Quorum

A quorum for the transaction of business at meetings of the Board of Trustees shall consist of a majority of the members.

All meetings of the Board and its committees shall be conducted in accordance with *Roberts' Rules of Order – Revised/or Deliberative Assemblies*.

### E. Freedom of Information Act

As required by the South Carolina Freedom of Information Act, all meetings of the Board of Trustees shall be open to the public. The Board may move into executive session as stipulated in Section 30-4-70 of the act.

F. Each member of the Board of Trustees shall have one vote on all matters that require a formal recording of votes.

Proxy voting shall not be permitted when members are absent from the meeting. Trustees absent from a meeting can make their views known to other board members beforehand, but will not be allowed to delegate their vote to another board member.

However, a member of the Board of Trustees who makes arrangements in advance to participate in board meetings via electronic means (telephone or video conference) may have their vote recorded when roll-call votes are taken.

## 6. Committees of the Board

### A. 1) Executive Committee

The Executive Committee shall consist of the officers of the Board of Trustees and the chairs of the standing committees, and previous board chairs who continue to serve as active trustees.

2) The Executive Committee may exercise the powers and transact business of the Board of Trustees in recess except for the following actions, which shall be reserved for the Board:

- a. To elect officers of the Board.
- b. To appoint or remove the president.
- c. To change the institutional mission or purposes of the University.
- d. To take any final action on any question radically affecting the indebtedness, the tangible property, the operating budget, or the general policies of the University.

3) All actions taken by the Executive Committee in the interim between meetings of the Board shall be reported promptly to the Board by the Secretary and thereafter ratified by the full Board.

4. The Executive Committee shall assist the Chair of the Board and the President to assess the performance of the Board and its members in carrying out their functions and duties and to assure the effectiveness of the Board of Trustees and its committees.

### B. Standing Committees

1. The Board shall establish such standing committees as it shall consider necessary and appropriate for the discharge of its duties. Each shall have a written statement of purpose, role, and scope as approved by the Board.
2. Each standing committee shall consist of no less than three members appointed by the Chair at the annual meeting of the Board. At the time of appointment, the Chair shall designate the chair of each committee.
3. The chair of each standing committee shall provide a report of the proceedings of his/her committee to the full Board of Trustees.

### C. Special Committees

- 1) Special committees may be constituted at any time either by action of the Board or by direction of the Chair. Special committees shall have a term not to exceed one year unless renewed for a specific time by action of either the Board or the Chair.
- 2) Each special committee shall consist of no less than three members appointed by the Chair. At the time of appointment, the Chair shall designate the chair of each committee.
- 3) Each special committee shall present its report and recommendations as required to the Board, to the President, or, upon request of the Chair, to the Executive Committee.

## 7. Administration of the University

### A. Vesting Authority

The authority for the administration of the University is vested by the Board of Trustees in the President and such other officers of the University as may from time to time be appointed by the President.

### B. President

#### 1) Appointment

- a. The President is appointed by the Board of Trustees to serve for such term and on such conditions as the Board considers appropriate. The President serves at the pleasure of the Board of Trustees.
- b. When the office of the President becomes vacant, or a vacancy is pending, the Chair shall appoint a special committee on the nomination of a president from among the membership of the Board and the faculty to seek and recommend to the Board a person to fill the vacancy.

#### 2) Powers and Duties of the President

The authority and functions of the president are explicitly delegated by the Board of Trustees and include responsibility for all University educational and managerial affairs. The President is the chief executive officer of the University and the executive agent of the Board of Trustees. He/she exercises a general superintendence over all the affairs of the University in accordance with the policies of the Board of Trustees and provides leadership and advice to the Board in carrying out its responsibilities. The functions of the President include, but are not limited to, the following:

- a. To perform all acts and execute all documents necessary to make effective any actions taken by the Board of Trustees and to implement all policies and plans adopted by the Board.
- b. To coordinate the preparation of policies and plans presented to the Board for its adoption or approval, to consult with the Board in timely fashion on matters appropriate to its policy-making functions and fiduciary responsibilities, to provide the Board with the information it requires to meet its policy-making responsibilities, and to advise the Board concerning actions to be taken.
- c. To organize the administrative services of the University in consultation with the Board and in accordance with Board policy, and to appoint administrative officers and other professional staff by authority of the Board of Trustees.
- d. To exercise leadership in working with the faculty and academic officers in developing plans and proposals for educational programs and policies; to review and evaluate faculty proposals for major revision of educational programs and policies and to present them to the Board with his recommendation concerning their action; to bear responsibility for the orderly implementation of educational programs and policies.
- e. To appoint members of the faculty by authority of the Board of Trustees and to provide leadership to the faculty in carrying out their responsibilities in teaching, scholarship, and public service.
- f. To have the power of final approval of all initial appointments, renewals of appointment, promotions in rank, compensation, conferral of tenure and termination of faculty and members of the administration and staff on recommendation or advice of the appropriate vice president or other officers of the University.
- g. In the absence of specific provisions to the contrary in the bylaws and policies of the Board of Trustees, to serve as the medium of communication between the Board and the administration, faculty, staff, students, and alumni of the University.
- h. To assure the orderly management of fiscal and personnel affairs, the auxiliary enterprises of the University, and the maintenance and development of its financial and physical resources; to coordinate the preparation of the operating and capital budgets of the University and to submit proposed budgets to the Board of Trustees for its review and approval; to keep the Board fully informed of the financial condition of the University and concerning trends affecting the University's financial stability and strength.
- i. To provide for the effective conduct of systematic, comprehensive, and information-based institutional planning, to present such plans to the Board of Trustees with his advice concerning action which may be needed, and to monitor the effectiveness of educational and educational support programs of the University in the light of its mission and long range development plans.
- j. To represent the University in its relationships with related associations, other institutions, the news media, governmental agencies, alumni, and the general public; to assure the effectiveness of communications among internal constituencies of the University on matters of shared concern; to assure the effectiveness of

communication between the University and its external constituencies; to serve as the chief spokesperson of the University and to represent the University and the Board of Trustees to the public, interpreting the goals and values of the University to the community and also bringing back to the University information concerning community needs and how the University might meet those needs.

C. Chief Financial Officer

1) Appointment

The chief financial officer of the University shall be appointed by the President for such term and under such conditions as the President considers appropriate.

2) Functions and Responsibilities

The chief financial officer shall have the responsibility to control expenditures and to initiate enforcement measures for conducting the financial affairs of the University with maximum security, efficiency, and effectiveness. The powers and duties of the chief financial officer include the following:

- a. To be responsible for the collection of all income and revenues of the University, to maintain adequate records of all financial assets, liabilities, and transactions of all authorized appropriations, and to determine that funds expended pursuant thereto are properly accounted for.
- b. To submit to the President and the Board of Trustees periodic and annual financial reports, to prepare such supplementary reports as may be necessary from time to time to keep the President and the Board of Trustees fully informed concerning the current financial condition of the University.
- c. To submit to the President estimates of income and expense and to submit such information as may be necessary or useful to the President and the Board of Trustees in the determination of sound financial policy and plans and the adoption of current and capital budgets.

D. Other Administrative Officers

1) Administrative Organization

The administrative organization of the University, including the functions and responsibilities of senior officers of the University, shall be determined and established by the President, subject to the approval of the Board of Trustees.

2. The president shall have final approval on the appointment of vice

presidents and other senior officers of the University. Individuals appointed to such positions shall serve in their capacities at the pleasure and will of the President, who shall also be responsible for the effective performance of their function and responsibilities.

**8. Amendments**

- A. None of these bylaws shall be subject to change by appeal, alteration, or suspension except by vote of two-thirds of the members present at a meeting of the Board, those voting to amend being also a majority of the entire Board.
  - B. Proposed amendments shall be submitted in writing to all members of the Board at least thirty days before the meeting at which action on the amendment is to be taken by the Board.
- Revised by action of the Board of Trustees 7/17/97; amended 7/21/00; amended 1/25/2002; 11/11/11; 6/27/13.

