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.

Francis Marion University
PO Box 100547, Florence, South Carolina 29502 · 1-800-368-7551
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