

# **BYLAWS OF THE LANDER UNIVERSITY BOARD OF TRUSTEES**

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## **ARTICLE I. LANDER UNIVERSITY**

### **1.1 Authority and Responsibility**

In accordance with the statutes of the State of South Carolina, the final authority and responsibility for the governance of Lander University is vested in the Lander University Board of Trustees.

### **1.2 Body Corporate and Politic**

The Board of Trustees is constituted a body corporate and politic under the name of the Board of Trustees for Lander University. The corporation has the powers enumerated in Section 59-135-30 of the Code of Laws of South Carolina.

## **ARTICLE II. THE BOARD OF TRUSTEES**

### **2.1 Composition**

The Board of Trustees is composed of the governor of the state (or designee), who is an *ex-officio* member of the Board of Trustees, and 16 members, with 15 of these members to be elected by the General Assembly and one member to be appointed from the state at large by the governor. The General Assembly elects and the governor appoints these members based on merit regardless of race, color, creed, or gender and shall strive to ensure that the membership of the Board of Trustees is representative of all citizens of South Carolina.

Of the 15 members to be elected, one member must be elected from each congressional district and the remaining eight members must be elected by the General Assembly from the state at large.

### **2.2 Terms and Seats; Vacancies**

The General Assembly shall hold elections every two years to select successors of the trustees whose four-year terms are then expiring. Except as otherwise provided in this section, no election may be held before April first of the year in which the successor's term is to commence. The term of office of an elective trustee commences on the first day of July of the year in which the trustee is elected. If an elective office becomes vacant, the governor may fill it by appointment until the next session of the General Assembly. The General Assembly shall hold an election at any time during the session to fill the vacancy for the unexpired portion of the term. A vacancy occurring in the appointed office on the Board of Trustees must be filled for the remainder of the unexpired term by appointment in the same manner of the original appointment.

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 appointing him or her. The trustee shall serve after his or her term has expired until his or her successor is appointed and qualifies.

Each position on the Board of Trustees constitutes a separate office and the seats on the Board of Trustees are numbered consecutively: Seats one through seven corresponding to the number of each congressional district and seats eight through 15 to be designated at large. The member appointed by the governor shall occupy seat 16.

### 2.3 Resignation

A trustee may resign from the Board of Trustees and/or any of its committee at any time by delivering written notice to the Board of Trustees chair. If the notice specifies an effective date that is subsequent to the date of delivery of the notice, such resignation shall be effective as of such subsequent date; otherwise a resignation is effective when the notice is delivered.

### 2.4 Compensation

Each member of the Board of Trustees may, at the direction of the Board of Trustees, 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**

### 3.1 Individual Trustee Responsibilities

Notwithstanding the manner by which a member is elected or appointed to the Board of Trustees, each member of the Board of Trustees shall owe a duty of faithful service to the university, shall act at all times in the best interest of the university, and shall:

- (a) Honor their fiduciary responsibility to the university and the Board of Trustees as a whole
- (b) Recognize that the Board of Trustees, as the governing authority of the university, is responsible for defining the mission, role, and scope of the university; for establishing the general policies by which the university shall operate; and for delegating the day-to-day management function of the university to the president
- (c) Recognize that the legal authority of the Board of Trustees to govern and direct the university rests with the collective Board of Trustees and not individual Board of Trustees members
- (d) Notify the chair of the Board of Trustees and the president immediately of credible information that could bring discredit upon the university or damage the university's reputation, and

- (e) Avoid conflicts of interest and self-dealing with the university and refrain from engaging in personal agendas that conflict with actions of the Board of Trustees or the advancement of the institution as a whole.

### 3.2 Confidentiality

Board of Trustees members may be exposed to information in executive sessions of Board of Trustees meetings that is confidential and/or privileged and proprietary in nature. Board of Trustees members should keep such information confidential both during and after their volunteer service. Care should be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

### 3.3 Removal of a Member of the Board of Trustees

Any member of the Board of Trustees is subject to being removed from office by the governor of South Carolina if that member is guilty of malfeasance, misfeasance, incompetency, absenteeism, conflicts of interest, misconduct, persistent neglect of duty in office, or incapacity pursuant to Section 1-3-240 of the South Carolina Code of Laws.

## **ARTICLE IV. OFFICERS OF THE BOARD OF TRUSTEES**

### 4.1 Election of Officers

The Board of Trustees shall elect from among its members a chair, a vice-chair, and a secretary, each of whom shall serve for two-year terms. No officer shall serve more than two full terms in succession. The chair shall preside at all meetings of the Board of Trustees. In the event of the absence of the chair at a Board of Trustees meeting or the chair's stated inability to perform the duties or functions of that office, the vice-chair shall perform such duties with the full authority normally assigned to the chair. Similarly, in the event neither is present, the Board of Trustees secretary shall perform such duties with the full authority normally assigned to the chair.

The election of officers shall take place at the last regularly scheduled Board of Trustees meeting in May of each odd-numbered year, or as soon hereafter as practical. At a time reasonably in advance of the election, the chair shall appoint a nominating committee consisting of at least three (3) people other than the chair that shall submit a slate of nominees. In making its selections the committee should not poll the membership but should contact potential nominees in advance of making its nominations. No members of the committee shall be one its nominees. Nominations may also be made from the floor.

Officers shall be elected by a majority vote of the entire Board of Trustees and shall serve

a two-year term commencing on July 1 of the year of election and ending on June 30 of the next election year or at such time as a successor has been elected. In the event of a vacancy, that vacancy may be filled by election at a subsequent Board of Trustees meeting or the Board of Trustees may leave the office vacant until the next regular election. Any person elected to fill an unexpired term shall serve the remainder of that term and shall not be disqualified from serving two subsequent full terms.

#### 4.2 Duties of Officers

The Board of Trustees shall create and maintain a document that describes the duties of the Board of Trustees chair, vice chair, secretary, and immediate past chair.

#### 4.3 Appointment of a Recording Secretary

In consultation with the Board of Trustees chair, the university president shall appoint a recording secretary to the Board of Trustees who shall assist the Board of Trustees secretary in the performance of the Board of Trustees secretary's duties. The powers and duties of the recording secretary shall include:

- (a) Keeping a faithful record of all proceedings
- (b) Conducting official correspondence for the Board of Trustees
- (c) Giving notice of the time, place, and substance of the meetings according to law.
- (d) Authenticating records of the Board of Trustees and the university.
- (e) Maintaining a file of all minutes of all committees of the Board of Trustees.
- (f) Seeing that all documents entrusted to his or her care are filed and safely kept at the university, made available for inspection by any Board of Trustees member, and surrendered only to authorized persons.
- (g) Performing other duties as may be requested by the Board of Trustees.
- (h) Coordinating with the university registrar to affix the seal of the university to all documents that may require it.

#### 4.4 Removal of Board of Trustees Officers

The members of the Executive Committee or the recording secretary may be removed from their offices by a majority vote of the entire membership of the Board of Trustees.

### **ARTICLE V. COMMITTEES OF THE BOARD OF TRUSTEES**

#### 5.1 Executive Committee

An Executive Committee shall be formed consisting of the chair, the vice-chair, the secretary, and the most recent past chair currently serving as a member of the Board of Trustees. The immediate past chair shall serve as a non-voting member of the Executive Committee.

## 5.2 Other Standing Committees

- (a) The Board of Trustees shall establish such standing committees from among its own members and/or of the administrative officers and faculty of the university as it deems necessary or advisable for the best discharge of its responsibilities in supervising the operation of the university. Such committees shall meet as necessary for the discharge of their responsibilities.
- (b) The Board of Trustees chair shall appoint committee members and committee chairs.
- (c) No Board of Trustees member shall serve on more than one standing committee at any one time.
- (d) The Board of Trustees shall create and maintain a document that defines the charge to, the membership and leadership of, and the operation of the Executive Committee and each standing committee.

## 5.3 *Ad Hoc* Committees

*Ad hoc* committees may be established by the Board of Trustees or the chair for specific and limited purposes. In order for a committee to be deemed *ad hoc*, a majority of Board of Trustees members present and voting must so approve. *Ad hoc* committee members and chairs shall be appointed by the Board of Trustees chair. Such committees shall meet as necessary for the discharge of their responsibilities.

## **ARTICLE VI. DUTIES OF STANDING COMMITTEES**

Unless otherwise specifically delegated, authority to act on all matters is reserved to the Board of Trustees; the duty of each standing committee shall be only to consider and to make recommendations to the Board of Trustees on matters within its purview.

## **ARTICLE VII. MEETINGS OF THE BOARD OF TRUSTEES AND ITS COMMITTEES**

### 7.1 Regular Meetings of the Board of Trustees

At least four regular meetings of the Board of Trustees shall be held each year, scheduled as the business of the university may require. These meetings, if possible, shall be scheduled quarterly. All meetings of the Board of Trustees 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 university may be discussed and transacted.

### 7.2 Special Meetings of the Board of Trustees



In addition to the regular meetings of the Board of Trustees, the Board of Trustees chair shall have the power to assemble the Board of Trustees at any time in special meetings, and it shall be the chair's duty to do so upon the written request of three members of the Board of Trustees or of the president of the university.

### 7.3 Meetings of the Executive Committee

The Executive Committee may exercise the powers and transact the business of the Board of Trustees in a recess of the Board of Trustees as long as such action is consistent with the provision of Section 59-135-30 of the Code of Laws of SC, Paragraph 16. All actions taken by the Executive Committee in the interim between Board of Trustees meetings will be reported promptly to the Board of Trustees by the Board of Trustees secretary and thereafter ratified by the entire Board of Trustees.

### 7.4 Membership of the Board of Trustees Chair on Board of Trustees Committees

The Board of Trustees chair shall serve as an *ex-officio* member of all standing, special, and ad hoc committees of the Board of Trustees with the full right to participate in committee discussions.

## **ARTICLE VIII. BOARD OF TRUSTEES AND COMMITTEE MEETING PROCEDURES**

### 8.1 Agenda

Notice of the time and place of all meetings of the Board of Trustees shall be distributed by the secretary of the Board of Trustees (or designee) to each trustee not less than five business days before each meeting.

### 8.2 Quorum

- (a) A majority of the members of the entire Board of Trustees constitutes a quorum for the transaction of all business of the Board of Trustees.
- (b) A majority vote of the whole Board of Trustees is required for the selection or removal of the president.

### 8.3 Rules of Procedure

Procedure in all meetings shall be governed by *Robert's Rules of Order*, as revised, except when such rules conflict with these bylaws.

### 8.4 Voting; Teleconferencing; Proxies

Voting shall be by voice and shall not be recorded by yeas or nays, except for any vote on setting tuition and fees for which a recorded vote is required. Any member may request a divided vote by a show of hands, prior to the announcement of the results of the voice vote. Five members may request a roll call of each member to be recorded provided the roll call is requested prior to the announcement of the final results of the vote.

- (a) Voting may also be conducted via teleconferencing if deemed necessary by the Board of Trustees chair.
- (b) The use of proxies for purposes of determining a quorum or for any other purposes shall not be permitted.

#### 8.5 Attendance at Board of Trustees Meetings

- (a) Attendance by Board of Trustees members at all Board of Trustees meetings is expected and encouraged.
- (b) The university president shall be expected to be present at all meetings of the Board of Trustees, unless the Board of Trustees meets in Executive Session and, by majority vote, the president is specifically excluded from the meeting.
- (c) The chair of the Faculty Senate and the chair of the Staff Senate may sit with the Board of Trustees in open session and, when recognized by the chair of the Board of Trustees for such purpose, may speak on matters of which the chair has special knowledge and which may be of concern to the faculty or to the staff, respectively. The chair of the Faculty Senate and the chair of the Staff Senate are not deemed to be members of the Board of Trustees and shall have no vote.
- (d) Other university officers, faculty members, staff members, and students shall attend meetings of the Board of Trustees when requested to do so.

### **ARTICLE IX. ADMINISTRATION OF THE UNIVERSITY**

#### 9.1 Vesting of Authority

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

#### 9.2 Appointments and Terms

The president is appointed by the Board of Trustees to serve for such term and on such conditions as the Board of Trustees considers appropriate.

#### 9.3 The President

The president of Lander University is the chief executive officer of the university and chair of the faculty. The president is vested to act for the Board of Trustees in administering the university and is responsible for achieving the stated purpose of the university and for its ongoing operations. To this end, the president shall have the foregoing general powers, the specific powers as defined elsewhere in this document, and all powers commonly associated with and required for the discharge of the duties of a chief executive of a university:

- (a) In the president's role as the guardian of the interests of the Board of Trustees, the president is responsible for monitoring all actions of staff and faculty to ascertain if they are in accord with the stated purposes, policies, and bylaws of the university. The president has the authority to annul any action of the staff or faculty when, in the president's judgment, such action is not in harmony with the purposes, policies, and bylaws of the university or when the president judges such actions to be unwise. If the president annuls any action of the faculty, the president will present reasons for the annulment, in writing, to the Board of Trustees and to the faculty. By a majority vote of the faculty as a whole, the president's annulment of a faculty action may be appealed to the Board of Trustees.
- (b) Certain powers and duties herein given to or required of the president may be delegated appropriately by the president to other university officers. However, under no circumstances does this delegation of authority reduce the responsibility of the president to the Board of Trustees for any and all acts performed as a result of this delegation of authority.
- (c) The president, in consultation with the Board of Trustees, will review the university's mission statement at least every third year and approve needed changes to the statement in accordance with policy established by the South Carolina Commission on Higher Education.
- (d) The president shall serve as the official agent of communications between the Board of Trustees and the university, including faculty, administrative officers, individual members of the staff, university organizations, student organizations, and students.
- (e) Generally, the president (or designee) shall represent the university in its relationships with related associations, other institutions, the news media, government agencies, alumni, and the general public.
- (f) The president is a member of the faculty and the president or, in the president's absence, the provost and executive vice president for academic affairs, presides at its formal meetings. The president reports regularly to the Board of Trustees on the condition of the university and proposes programs and courses of action requiring Board of Trustees' approval.
- (g) The president, along with the provost and executive vice president for academic affairs, shares with the faculty the responsibility for proposing educational programs and policies. The president is also responsible for the orderly implementation of educational programs and policies.
- (h) The president is responsible for the orderly management of fiscal and personnel affairs, the auxiliary enterprises of the university (including fund raising), and the

- maintenance and development of its financial and physical resources.
- (i) The president is responsible for the formulation of policies regarding the operation and development of the library, including the allotment of budgeted funds to particular departments and other units, as well as the implementation of the selection and use of library materials (subject to the general responsibility of the staff and faculty in the selection and use of library materials).
  - (j) The president is responsible for the orderly conduct of the intercollegiate athletic programs of the university. The president has the powers necessary to discharge this responsibility, to propose policies and programs, and to implement them.
  - (k) The president is responsible for the development of policies and programs that will enhance the quality of campus life in its broadest scope. 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 annual budgets for the support of these programs.
  - (l) The president is responsible for the development and administration of policies governing student conduct on campus and the use of university facilities.
  - (m) The president is expressly empowered to approve the conditions under which initial appointments are made, renewals of appointments, promotions in rank, compensation, conferral of tenure, and the termination of faculty and staff members in accordance with the stipulations set forth in this document. If requested by the president, the appropriate vice president or other officer of the university is responsible for making recommendations to the president with respect to all such matters.
  - (n) The president is responsible for developing procedures for the annual evaluation, in writing, of the other officers of the university.

#### 9.4 Other Officers of the University

- (a) Subject to approval of the Board of Trustees, the president may establish such other officers of the university as the president may deem appropriate.
- (b) Such officers shall be appointed by the president and serve at the president's pleasure. Such officers shall have the duties, powers, and reporting responsibilities as designated by the president.
- (c) The president will periodically furnish to the Board of Trustees a description of the duties, powers, and reporting responsibilities of all officers of the university.

### **ARTICLE X. THE FACULTY OF THE UNIVERSITY**

#### 10.1 Membership

The full-time faculty of the university consists of the president of the university; the provost and executive vice president for academic affairs; and anyone holding the rank of instructor, lecturer, assistant professor, assistant librarian, associate professor, associate librarian, professor, or librarian, including "visiting" positions.

## 10.2 Duties of the Faculty

- (a) The faculty has the principal responsibility for the instructional programs of the university. The chief duty of each faculty member is to teach effectively the subject matter of the courses which the faculty member is assigned. The faculty member shall also serve on such committees as the faculty member may be elected to or appointed to by the appropriate authority. By precept, example, and in all of the faculty member's relations with students, the faculty member shall encourage scholarship, good citizenship, and campus cohesiveness, and shall be responsible for furthering all the programs and aims of the university.
- (b) While effective teaching, scholarship, and service are the primary obligations of its members, the faculty is also concerned with recommending academic policies and enhancing the quality of the performance of its members through professional development.
- (c) Other areas in which the faculty shares responsibility for policy include admissions, curriculum, academic standards, promotion, tenure, and graduation requirements.

## **ARTICLE XI. RETAINED AUTHORITY**

### 11.1 General

Although authority for administration of the campus is delegated to the president, the Board of Trustees reserves its right to intervene in all matters pertaining to the university.

### 11.2 Appeals

The Board of Trustees shall review appeals of faculty members regarding compensation, promotion, work assignment, and dismissal upon such terms and conditions as the Board of Trustees may from time to time adopt, including the creation of a committee to review such appeals. However, any appeal to the Board of Trustees or its designated committee shall consist only of the evidence entered into the record at the hearing or proceeding before the Academic Freedom, Grievance, and Due Process Committee. In the appeal, the Board of Trustees or its designated committee shall receive no new evidence. The Board of Trustees shall not review appeals of faculty members regarding tenure or non-renewal of an employment contract. The Board of Trustees shall review appeals as provided elsewhere in these bylaws and may review appeals on other issues at its discretion.

### 11.3 Granting and Revocation of Honors

The Board of Trustees shall approve the granting or revoking of honorary degrees, the

Lander University Medallion of Honor, the status of president emeritus, and the status of trustee emeritus pursuant to policies of the Board of Trustees.

#### 11.4 Evaluation of the President

In accordance with applicable law, it is the responsibility of the Board of Trustees to evaluate annually the performance of the president of the university. The evaluation will be based upon procedures and criteria established by the Board of Trustees and may involve the services of outside consultants if deemed advisable by the Board of Trustees.

#### 11.5 Faculty Bylaws

The Board of Trustees shall approve the Faculty Senate Constitution and Bylaws and amendments thereto before adoption.

#### 11.6 Tenure

Upon recommendation of the president, who will have consulted with the tenured members of the appropriate department, the Board of Trustees may confer tenure upon newly appointed senior university officials, deans, and department chairs. Normally, senior faculty members appointed with tenure will have held tenured positions in other four-year institutions or have held academic appointments elsewhere for at least six years.

### **ARTICLE XII. CONFLICT OF INTEREST**

No trustee shall vote or participate in discussion on any issue in which that trustee has a personal, professional, or financial interest. Prior to action having been taken by the Board of Trustees on a specific issue, any member may raise the issue of conflict of interest of any other member and the Board of Trustees chair shall rule. The Board of Trustees chair's ruling may be appealed to the entire Board of Trustees with the majority of those in attendance deciding.

### **ARTICLE XIII. INDEMNIFICATION**

Except to the extent expressly prohibited by law, the university shall defend, indemnify, and hold harmless any current and former member of the Board of Trustees against all financial consequences associated with litigation arising out of an act or omission occurring within the course and scope of service as a trustee, provided that such matters are not the result of gross negligence or willful misconduct and that the university president is promptly notified of the need for such defense.

### **ARTICLE XIV. UNIVERSITY SEAL**

Appropriate language will need to be developed to address the use of the university seal by university staff [and, potentially, students] for university-sponsored academic programs, course materials, and certificates and diplomas; on hard-copy and electronic publications; and on items typically found in the university bookstore; as well as by entities external to Lander University. Processes regarding the consideration and potential approval of requests by the Board of Trustees, the university president, and/or the Board of Trustees chair will also need to be developed.

## **ARTICLE XV. AMENDMENTS**

- 15.1 Proposed amendments may be presented to the Board of Trustees by any member of the Board of Trustees, by the president, or, when transmitted through the president, by the faculty.
- 15.2 Proposed amendments must be submitted in writing to all members of the Board of Trustees at least thirty (30) days before the meeting in which action is to be taken. This requirement may be waived by unanimous consent of those members present at such meeting, provided that at least a majority of the members of the Board of Trustees is present. If the thirty (30) day requirement is so waived, then in order for a proposed amendment to be approved, two-thirds (2/3) of the full membership of the Board of Trustees must vote for approval.
- 15.3 These bylaws may be amended by vote of two-thirds (2/3) of the full membership of the Board of Trustees.

These Bylaws adopted this 9th day of June, 1992

Amended: June 9, 1993

Amended: September 16, 1997

Updated: December 15, 2005

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Amended: September 21, 2010

Amended: June 11, 2014

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