

# BYLAWS

## EDUCATIONAL FOUNDATION OF THE UNIVERSITY OF SOUTH CAROLINA LANCASTER

### Article I. NAME

The name of this organization shall be Educational Foundation of the University of South Carolina Lancaster and may be referred to in these Bylaws as the Foundation.

The mission of the Educational Foundation of the University of South Carolina Lancaster is to solicit, receive, manage and disburse funds for the advancement of the interests of the University of South Carolina Lancaster. It will support the Lancaster County Commission for Higher Education and the Administration at the Lancaster Campus. Foundation funds will be used for student scholarships, faculty development, the building and maintenance of physical facilities on the campus and other needs that may become apparent in the future. The Foundation may also support community functions in the arts, education, health care and other areas of broad community interest that utilize or support the mission of the Lancaster Campus.

### Article II. PURPOSES

1. The purposes for which the Educational Foundation of the University of South Carolina Lancaster is formed are to promote and advance the interests of the Lancaster Campus of the University of South Carolina Lancaster. The Foundation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Foundation is distributable to, or shall inure to the benefit of its trustees, officers or members. No substantial part of the activities of the Foundation shall be to influence legislation, and the Foundation shall not contribute financially to, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
2. The purposes of the Foundation are promoted through solicitation of funds from residents, former residents, students, former students, and friends of the University of South Carolina Lancaster.
3. The Foundation shall be a non-profit organization, without capital stock, and incorporated under the provisions of the Laws of the State of South Carolina.

### Article III. BASIC POLICIES

1. The Foundation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Foundation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Foundation.
3. The Foundation shall cooperate with governmental units to support the improvement of the University of South Carolina Lancaster in ways that will not interfere with the administration of state government or the University of South Carolina Lancaster and shall not seek to control governmental policies of any sort.

Article IV.  
BOARD OF TRUSTEES, OFFICERS, AND THEIR ELECTION

1. Board of Trustees

- a. The management, control and operation of the Foundation shall be vested in a Board of Trustees, consisting of not less than five members, and not more than 18 members. In addition, the Dean of the University of South Carolina Lancaster shall serve as a non-voting ex-officio member of the Board of Trustees. The Board of Trustees shall be self-perpetuating, and all vacancies, by reason of death, resignation or otherwise, shall be filled by a majority vote of the remaining members of the Board. All additions to the membership of the Board, within the limits herein prescribed as to the number of members of the Board, shall be by election of the then-existing Board of Trustees, requiring a majority vote thereof.
- b. The Board of Trustees shall organize itself in classes of staggered terms of three years each with the initial organization serving as follows: class one, one year; class two, two years; and class three, three years. After the initial term, each class shall serve for three years. The immediate past President shall be offered a one year term for the year following his/her term in office. Members of the Board of Trustees shall assume their official duties commencing with the first meeting following their election to the Board.
- c. A person shall not be eligible to serve more than two consecutive three-year terms on the Board.

2. Officers

- a. The officers of the Board of Trustees shall consist of a President, a President-Elect; a Secretary, and a Treasurer. An officer must be a member of the Board of Trustees.
- b. Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one year and until the election and qualification of their successors with the exception of the term of the President which shall be for two consecutive years.
- c. A person shall not be eligible to serve more than three consecutive terms in the same office.

3. Election

- a. There shall be a nominating committee composed of three members of the Board of Trustees who shall be elected by the Board of Trustees from its body. The Board of Trustees shall also elect the person who shall serve as chairman.
- b. The Nominating Committee shall nominate one person for each office and for each position on the Board of Trustees to be filled and shall report its nominees at the Regular Meeting of the Foundation immediately prior to the Annual Meeting, at which time additional nominations may be made from the floor.
- c. Only those persons who have signified their consent to serve if elected to an office or position shall be nominated for or elected to such office or position.
- d. A vacancy occurring in any office or position on the Board of Trustees shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Trustees.
- e. In case a vacancy occurs in the office of President, the President-Elect shall serve in that office until the next annual election.

Article V.  
DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Board of Trustees when present, shall perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Trustees, and shall coordinate the work of the officers and committees of the Board of Trustees in order that the purposes of the Foundation may be promoted.
2. The President-Elect shall assist the President as directed by the President and shall perform the duties of the President in the absence or inability of that officer to act.
3. The Secretary shall present and be responsible for the minutes of all meetings of the Board of Trustees and shall perform such other duties as may be delegated by the Board of Trustees.
4. The Treasurer shall present a financial statement at every meeting of the Foundation and at other times when requested by the Board of Trustees and shall make a full financial report at the Annual Meeting.
5. All officers shall:
  - a. perform the duties prescribed in the Parliamentary Authority in addition to those outlined in these Bylaws and those assigned from time to time by the Board of Trustees.
  - b. deliver to their successors all official material assigned to them not later than ten days following the election of their successors.

Article VI.  
BOARD OF TRUSTEES

1. The duties of the Board of Trustees shall be:
  - a. to transact necessary business of the Foundation;
  - b. to create standing and ad hoc committees and approve the plans of work of such committees;
  - c. to present a report of activities at the annual meeting of the Foundation;
  - d. to cause the financial activities of the Foundation to be administered and reported in accordance with prudent business practices and generally accepted accounting principles;
  - e. to appoint Certified Public Accountants to audit the accounts of the Foundation;
  - f. to prepare and approve a budget for the fiscal year;
  - g. to cause copies of (i) the report of the Certified Public Accountant, (ii) the report to the Secretary of State Division of Public Charities, (iii) tax returns, and (iv) a list of the Foundation's officers and trustees to be provided to the University of South Carolina Lancaster; and
  - h. to make available to the University of South Carolina Lancaster or its authorized agents the financial records of the Foundation for its inspection during regular business hours.

Article VII.  
MEETINGS OF THE BOARD OF TRUSTEES

1. Meetings of the Board of Trustees may be called by the President or by a majority of the members of the Board upon the giving of ten days' notice to the Board.
2. Those members present in excess of five shall constitute a quorum for the transaction of business in any meeting of the Board of Trustees.

Article VIII.  
STANDING AND SPECIAL COMMITTEES

1. The Board of Trustees may create such standing and ad hoc committees as it may deem necessary to promote the purposes and carry on the work of the Foundation. The term of each chair of each standing committee shall be one year and until the election and qualification of a successor.
2. The chair of each committee shall present a plan of work in writing to the Board of Trustees for approval. No committee work shall be undertaken without the consent of the Board of Trustees.
3. The power to form special committees and appoint their members rests with the Board of Trustees.
4. The President shall be a member ex-officio of all committees except the nominating committee.
5. The Board of Trustees shall create an Executive Committee to act for it when it is not in session. The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer, Immediate Past President and one member from the Board of Trustees to be elected by the Board of Trustees at its Annual Meeting and to hold office for a period of one year or until their successors are elected and qualified.
  - a. The President and Secretary of the Board of Trustees shall be respectively the Chairman and Secretary of the Executive Committee.
  - b. The Executive Committee may from time to time make such rules and regulations as it may deem proper for its government and for the transaction of the business of which it may have in charge. At each meeting of the Board of Trustees the Executive Committee shall make a formal report of all of its proceedings and of all actions taken in connection with the affairs of the Foundation since the last preceding meeting of the Board of Trustees.
  - c. A quorum for the transaction of business shall consist of a majority of the members of the Executive Committee. The Executive Committee shall be deemed to be in continuous session and may act without formal notice of meeting. The action of a majority of the Executive Committee shall be valid and binding.
  - d. Subject to the direction of the Board of Trustees, the Executive Committee, when the Board of Trustees is not in session, shall have the immediate charge, management and control of the business affairs and charitable activities of the Foundation and shall have the power to designate depositories for the funds of the Foundation or any rights or privileges that may accrue thereon. Subject to the limitation of these Bylaws and all resolutions of the Board of Trustees, it shall have full power in the interval between the meetings of the Board of Trustees to do any and all things in relation to the affairs of the Foundation and to exercise any and all powers of the Board of Trustees which are not specifically required by law or these Bylaws to be exercised by the Board of Trustees.

- e. The Executive Committee shall disburse the funds of the Foundation in accordance with the provisions of the Foundation charter. No disbursement shall be made until approved by three members of the Executive Committee, and all disbursements shall be reported to the Board of Trustees in the manner provided in Section five (b) of this Article.

Article IX.  
PARLIAMENTARY AUTHORITY

The Parliamentary Authority of this Foundation shall be the most recent edition of Roberts Rules of Order.

Article X.  
DISSOLUTION OF FOUNDATION

In the event of the dissolution of the Foundation, the assets shall be distributed to the University of South Carolina Educational Foundation or to some other organization which is itself exempt from Federal income tax as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any prior or future Internal Revenue Code, for the exclusive use and benefit of the University of South Carolina Lancaster for student scholarships, faculty development and capital improvements.

Article XI.  
AMENDMENT OF BYLAWS

Except as to Article X which cannot be amended, these Bylaws may be amended or altered by a majority of the Trustees present at any meeting, provided that in the notice of said meeting or in the waiver of notice the nature of the proposed amendment shall be stated and a quorum is present.

**Adopted on this 1<sup>st</sup> day of December, 2005.**  
**Amended on this 13<sup>th</sup> day of May, 2010**