



ERSKINE
COLLEGE & SEMINARY

Bylaws

Of

Erskine College and Seminary

Approved by the Board of Trustees
May 26, 2017

Approved: May 26, 2017

I certify that the following Bylaws are the true, correct and complete amended and restated Bylaws as adopted by the Board of Trustees of Erskine College on May 26, 2017.

Andrew Savill
Secretary

May 26, 2017
Date

ERSKINE COLLEGE

(a corporation existing under the laws of the State of South Carolina)

Mission Statements

The Board of Trustees shall adopt mission statements for the Institution, College and Seminary that reflect the purpose of each entity. These statements shall be reviewed at least every three (3) years.

BYLAWS

ARTICLE I.

Offices

Principal Office. The principal office of this corporation, hereinafter called Institution, which consists of Erskine College and Erskine Theological Seminary, shall be in Due West, South Carolina. The Institution may have other offices in other places within or without South Carolina as its Board of Trustees, hereinafter called Board, may from time to time authorize.

ARTICLE II.

Powers and Composition of the Board of Trustees

1. *General Powers.* The Institution shall be governed by the Board which sets all policy for the Institution. The President of the Institution is responsible for implementing these policies.
 - a. Only the Board of Trustees may appoint or remove Corporate Officers except the Treasurer, sell or mortgage assets of the Institution, incur debt, dissolve the corporation, modify the Bylaws, rescind or modify a decision of the Board or Executive Committee, recognize, bargain with, or contract with employees collectively and authorize degrees except the awarding of Honorary Degrees to a Commencement speaker.
 - b. The Board grants all degrees and certificates. The administration shall fully inform the Board of changes to admissions policies and graduation requirements.
 - c. The Board shall annually set tuition rates.
 - d. The Board shall approve all changes to the core curriculum.
 - e. The Board shall approve the annual operational and capital budgets; devise methods for increasing funds,

resources, and properties; and care for, maintain, and secure the physical facilities.

- f. The Board shall hold in trust all endowments and titles to properties and to execute them in accordance with the stipulated purposes for which they were given, conveyed, or bequeathed.
- g. The Board shall hire the President of the Institution and set his benefits and salary as described in the Board's Policies. The Board shall, based on the recommendation of the President, approve all persons who shall serve on the full-time Seminary faculty. The President may terminate a member of the Seminary faculty.
- h. The Board shall submit nominations to Synod's Committee on Nominations as described in the Board's Policies.
- i. The Board shall make an annual report to the General Synod, to include a special section relating to the implementation of the Statement of Philosophy of Christian Higher Education.
- j. The Board shall adopt the purpose and responsibilities for each Committee. These shall be reviewed at least every three (3) years.

k. The Board shall develop a position description for all Corporate Officers, which describes their roles, authority and responsibilities. These shall be reviewed at least every three (3) years by the Board.

2. *Delegation of Authority to Executive Committee.* The Board delegates limited authority to the Executive Committee of the Board to act only in necessary situations during times that the Board is not in session, and provided that the Board is not scheduled to meet within two (2) weeks of the Executive Committee meeting. The Executive Committee must report all actions to the Board within four (4) business days following the meeting. The Board shall have authority to rescind such actions by the Executive Committee, which are rescindable, by simple majority vote of the Members present at the next Board Meeting. The Executive Committee shall review Conflicts of Interest declarations and resolve any Conflicts.

3. *Composition of Board.* As used in the Bylaws, "Members" shall mean the voting members of the Board. The number of Members shall not exceed seventeen (17), at least three (3) of whom shall be Associate Reformed Presbyterian Church ministers, one appointed each year. Annually, through the Executive Committee the Board shall submit candidates for Board appointment to the Committee on Nominations of the General Synod of the Associate Reformed

Presbyterian Church The General Synod of the Associate Reformed Presbyterian Church shall annually appoint three (3) persons to be Members of the Board, each of whom shall have a term of office to terminate at the end of the fifth Fiscal Year after that person's term begins. In addition, upon being appointed by the General Synod, the President of the Erskine Alumni Association and the Moderator of the General Synod of the Associate Reformed Presbyterian Church shall be voting ex-officio Members of the Board. Each Member shall have equal seat, voice, and vote in all meetings of the Board.

4. *Removal.* Board Members may be removed for cause by the Board and/or the General Synod of the Associate Reformed Presbyterian Church according to the Synod's Removal Policy for these stated causes:

a. *Neglect of Duty.* Neglect of Duty is defined as a failure to carry out the responsibilities of a Trustee or Board Member.

b. *Breach of Fiduciary Duty.* Breach of Fiduciary Duty is defined as a failure to avoid conflicts of interest, failure to maintain the confidentiality of the Board or Committee that which the Board or Committee has classified as confidential or similar breaches.

c. *Physical or Mental Incapacity.* Physical or Mental Incapacity is defined as an inability to serve because of physical

or mental conditions that severely limit a person's ability to be involved or to make reasoned judgment.

d. Moral Failure. Moral Failure is defined as the failure to avoid immoral or criminal behavior; or

e. Doctrinal Deviation. Doctrinal Deviation is defined as the failure to uphold the Synod's statements of belief for Erskine Trustees subscribed to at the time of appointment.

f. Board Removal Process. The Board may remove a Member from office for cause, but only after the Member has had or waived the due process hearings as herein provided. Any Member having removal charges brought against him shall be entitled to a hearing before the Executive Committee. A two-thirds vote of the members of the Executive Committee is required to recommend removal to the Board. If the Executive Committee recommends removal, the affected Member shall have the right to a hearing before the Board if the Member requests such a hearing in writing to the Chair and Vice Chair within ten (10) days after receiving written notice of the recommendation of the Executive Committee. An accurate record of each hearing shall be kept by recording device or other method approved by the Executive Committee.

Unless waived, the affected Member shall be given at least ten (10) days written notice of each hearing.

The person bringing the charges and the affected Member may each be accompanied and assisted in presenting their cases at the hearings only by a Member of the Board.

The hearings need not be conducted strictly according to the rules of evidence or law, but may be conducted in an informal and fair manner. Any relevant material upon which responsible persons customarily rely in the conduct of serious affairs shall be admissible for consideration.

The person bringing the charges and the affected Member shall each have the right to call and examine witnesses, to introduce evidence, to cross examine any witness on any matter relevant to the issue of the hearing, and to make opening and closing statements.

If the case is initiated by the Board, two-thirds vote of the Members present must vote for removal.

5. *Vacancies.* Vacant unexpired terms of the Board shall be filled by the General Synod of the Associate Reformed Presbyterian Church at the next official meeting pursuant to the Synod's process of appointing Board members. The newly appointed member shall serve the remainder of the vacated position.

ARTICLE III.

Board Meetings

1. *Regular Meetings.* Regular meetings of the Board shall be held in August, October, February and May of each Fiscal Year

and in other months as designated by the Board. At the May meeting, the incoming Chair of the Board shall submit to the Board for adoption a schedule of regular meetings for the coming Fiscal Year stating the date, time and place of each meeting. All Members shall receive notice of the meetings within one (1) week of adoption of the schedule.

2. *Special Meetings.* The Chair may, or at the written request of one-third of the Members shall, call a Special Meeting of the Board stating in the notice the purpose thereof. No business may be discussed unless that business has been described in general terms in the notice of the meeting. At the discretion of the Chair, the Special Meeting may be held telephonically or by video-conferencing.

3. *Notice of Meetings.* Written notice of Regular Meetings and Special Meetings shall be sent to every Member by the Secretary or Assistant Secretary not less than ten (10) nor more than fifty (50) days before the date of the meeting.

4. *Perfunctory Issues; In Lieu of Meeting.* If the Chair and Vice Chair determine an issue is merely perfunctory in nature and response by the Board is critical to meet a deadline, the Chair and Vice Chair may suspend Section 3 above with regard to the specific perfunctory issue and request a vote of the Board by electronic mail. This provision does not affect the ability of Members to call a Special Meeting as set forth in Section 2.

4. *Quorum.* A majority of the Board members currently serving shall constitute a quorum. Proxies shall not be honored.

ARTICLE IV.

Corporate Officers

1. *Corporate Officers.* As referred to herein, "Corporate Officers" shall be the Chair, Vice Chair, President, Secretary and Treasurer. All Corporate Officers are appointed by the Board except the Treasurer who serves at the pleasure of the President. The Board shall not appoint the same person to more than one such office simultaneously. The President may appoint an Assistant Secretary and/or Assistant Treasurer.

2. *Nomination and Election of Corporate Officers.*

a. Each year following the October Board meeting, the non ex officio Board members whose terms will expire in the following year shall meet as a Nominating Committee and nominate candidates for the Chair, Vice Chair and Secretary positions. The Committee will select its Chair. In addition to nominees from the Nominating Committee, nominations for each office may also be made from the floor, as long as the Member so nominated has given his consent to be nominated.

b. Any Member having a term that allows for full service in an office over the Fiscal Year to which he is elected

shall be eligible to serve as Chair, Vice Chair or Secretary.

- c. Election shall be by majority vote. If there are more than two (2) candidates and none gets a majority vote on the first ballot, the Board shall vote on the two (2) nominees having the most votes.
- d. The Board shall receive written notification of the nominees at least ten (10) days prior to the February Board meeting. The Board shall elect the Chair, Vice Chair and Secretary during the February meeting.
- e. Neither the Chair nor the Vice Chair shall be able to serve in such capacity for more than two successive years. The Secretary may serve multiple terms.
- f. The Chair, Vice Chair and Secretary may be removed from office by a majority vote of the Board. The Treasurer, Assistant Treasurer and Assistant Secretary may be removed by the President.

3. *Term.* The Chair, Vice Chair and Secretary shall hold their respective offices for a term of one (1) year beginning on July 1.

4. *Chair of the Board.* The Chair shall preside at all meetings of the Board. The Chair shall execute all documents authorized by the Board. The Chair shall be a member of all Standing Committees with seat, voice, and vote therein.

5. *Vice Chair of the Board.* The Vice Chair shall have all the responsibilities of the Chair during the Chair's absence or incapacity. The Vice Chair serves during the Chair's absence as a member of all committees created under these Bylaws and shall have seat, voice, and vote therein.

6. *President.* The President shall be the Chief Executive Officer of the Institution and shall be responsible for executing Board policies. Under the direction of the Board, he shall be responsible for the programs, services and assets of the Institution.

The President shall have the authority to make decisions, sign contracts and authorize budgeted expenditures needed to operate the organization. The President shall execute all documents authorized by the Board. The President may disburse from funds in his custody only pursuant to budgets approved by the Board or as otherwise authorized by the Board. He shall not sell, mortgage, or otherwise convey real property or any interest therein without specific authorization by the Board. The President shall act as Treasurer during the absence or incapacity of the Treasurer if there is no Assistant Treasurer. The President shall have seat and voice at every Board meeting and Standing Committee meetings including Executive Sessions unless excused by vote of the Board or Committee.

7. *Treasurer.* The Treasurer shall be an advisory member of the Finance Committee. The Treasurer shall be the registered agent of the Institution as required by Section 33-5-101(2) of the 1976 Code of South Carolina, as amended. The Treasurer shall be appointed by the President and reports to him.

8. *Assistant Treasurer.* The Assistant Treasurer shall have such duties as are authorized by the President. If the Treasurer position is vacant, the Assistant Treasurer shall serve in this position until a Treasurer is chosen.

9. *Secretary.* The Secretary shall create and maintain a documentary record of all actions of the Board, maintain custody of the corporate seal, mail proper notices of meetings, do in general all those things usual for a corporate secretary, and assist the Board as it from time to time directs.

10. *Assistant Secretary.* The Assistant Secretary shall have such duties as the Secretary or President may assign to him and shall perform the duties of the Secretary in the absence or incapacity of the Secretary.

11. *Vacancies.* Unless provided for hereinabove, any vacancy by virtue of death, resignation, or removal shall be filled following *Robert's Rules of Order (latest edition)*, Section 47, *et seq.*

ARTICLE V.

Committees

1. *Standing Committees.* There shall be Standing Committees comprised of at least four (4) Members of the Board as follows: College, Finance and Facilities; Seminary, and Executive. Except as otherwise set forth in this Article, the newly elected Chair of the Board shall appoint the members of the Standing Committees, for the following fiscal year no later than the last meeting of the Fiscal Year for continuing members, and by July 1 for newly appointed members. These appointed Committees shall begin service on July 1. The newly elected Chair of the Board shall nominate the chair of each committee, subject to approval of the Board on each chair individually, at the last meeting of the Fiscal Year. Each committee chair shall select the vice chair of the committee. A majority of members of each Committee shall constitute a quorum. These committees may meet in person or via electronic means including voting. Standing Committees may establish their rules of procedure.

2. *Executive Committee.* The Committee shall consist of the Chair, Vice Chair, Secretary, and the chair of the three Standing Committees or the Vice Chair of any Standing Committee in the absence of the Chair. The Chair of the Board shall serve as Chair of the Committee. Four (4) members shall constitute a quorum.

The Committee shall meet on call of the Chair of the Board or of any two members of the Committee. The President shall have seat and voice therein except during executive session as determined by the Committee. The Executive Committee shall meet in person or by electronic means at least once between Board meetings. All Members of the Board shall be notified at least three (3) days in advance of all meetings of the Executive Committee and meetings of the Executive Committee are open to all Trustees. Trustees who are not members of the Executive Committee shall have seat and voice but no vote including during Executive session.

3. *Ad Hoc Committees.* The Board may create, charge, receive reports from, and discharge additional committees from time to time as it sees fit. The Chair shall appoint the membership and may appoint the chair of such committees. Such committees may establish their rules of procedure. Individuals who are not members of the Board may serve as non-voting advisors of an Ad Hoc Committee.

4. *Presidential Search Committee.* A Presidential Search Committee and its Chair, when needed, are nominated by the Chair of the Board and subject to the approval of the Board. Voting members of the Committee must be members of the Board of Trustees. This section applies to searches for both interim and permanent Presidential searches.

ARTICLE VI.

Indemnification

1. *Indemnification.* The Institution shall indemnify and hold harmless its Members and Corporate Officers, and former Members and Corporate Officers, against all liability and/or litigation, defense or appeal expense, including but not limited to reasonable attorney fees and costs, judgments, claims, fines, and/or amounts paid in settlement, actually and necessarily incurred, and arising out of their status as Members or Corporate Officers, or former Members or Corporate Officers, except in relation to matters as to which it is finally determined by a court of competent jurisdiction that such Member or Corporate Officer, or former Member or Corporate Officer, did not conduct himself in good faith or did not act in the reasonable belief that his conduct was in the best interests of the Institution. Such right to be defended and held harmless shall be in addition to any other rights to which such Member or Corporate Officer, or former Member or Corporate Officer, may otherwise be entitled.

Provided, however, the Institution will not be obligated to indemnify for any amounts paid in settlement unless the Board first approves of the settlement. The Institution shall also and to the same extent indemnify its Members and Corporate Officers, and former Members and Corporate Officers, from activities as a director or officer in another corporation, partnership, joint

venture, trust or other enterprise in which they are or were serving at the request of the Board. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without Court approval) or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Member or Corporate Officer, or former Member or Corporate Officer, did not meet the standards of conduct set forth herein.

2. *Retroactivity.* The provisions of these Bylaws shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

ARTICLE VII.

Conflicts of Interest and Undue Influence. Member and Corporate Officer Conduct. Members and Corporate Officers shall at all times act in such a manner consistent with their fiduciary responsibilities to the Institution and shall exercise particular care that no detriment to the Institution results from conflicts between their interests and those of the Institution. The Board shall adopt a Conflict of Interest policy. This policy shall be reviewed at least every three (3) years.

3. *Fiduciary Duty.* Members and Corporate Officers of the Institution are required to exercise the utmost good faith in all transactions and matters concerning their duties to the

Institution and its property. They shall not use their position, nor use or disclose knowledge gained therefrom, in any way that might give rise to a conflict between the interests of the Institution and their own. They shall not, at any time, act in a manner that is contrary to the interests of the Institution. All decisions of the Members and Corporate Officers of the Institution are to be made solely on the basis of a desire to advance the best interests of the Institution. The integrity of the Institution must be protected at all times.

ARTICLE VIII.

Fiscal.

1. *Fiscal Year.* The Fiscal Year shall begin on July 1 and end on June 30 of each year.

2. *Budgets.* The Board shall annually approve the operating and capital budgets of the Institution.

5. *Independent Audit.* The Board shall each Fiscal Year commission one or more Certified Public Accountants to audit the financial records of the Institution and other affairs following the close of the preceding year and report their findings and recommendations in writing directly to the Board.

Article IX.

Miscellaneous

1. *Rules of Procedure in Meetings of the Board.* The Board when meeting shall abide by the spirit set forth in the latest

edition of *Robert's Rules of Order (latest edition)* when not in conflict with these Bylaws. Robert's Rules may be suspended by the affirmative vote of two-thirds of the Members voting on the question.

2. *Amending Procedure.* These Bylaws may be amended at a Regular or Special meeting by two-thirds of the Members voting when notice was given in the notice of the meeting.

3. *Pronouns.* The male pronoun is used in these Bylaws for ease of reading and is intended to include both male and female.

Article X.

Effective Dates

This amendment and restatement of the Institution's Bylaws shall be effective as of the date of its adoption by the Board except amendments that will require changes to the Synod's Manual of Authorities and Duties. These amendments shall be effective upon approval by the Synod.