

BOARD OF TRUSTEES

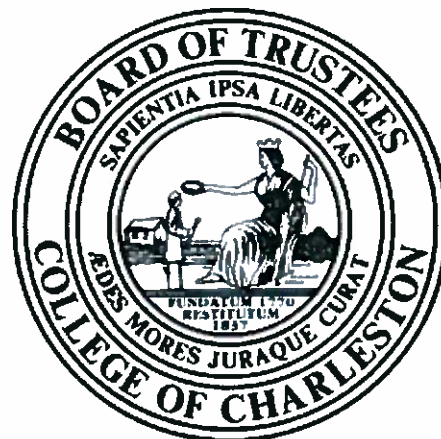
COLLEGE of
CHARLESTON

[Home](#)
[Mission Statement](#)
[Members](#)
[Committees](#)
[Meeting Minutes](#)
[Meeting Schedule](#)

By-Laws

Mission

The College of Charleston is a state supported comprehensive institution providing a high quality education in the arts and sciences, education and business. Consistent with its heritage since its founding in 1770, the College retains a strong liberal arts undergraduate curriculum. Located in the heart of historic Charleston, it strives to meet the growing educational demands primarily of the Lowcountry and the state and, secondarily, of the Southeast. A superior quality undergraduate program is central to the mission of the College.



The College of Charleston seeks applicants capable of successfully completing degree requirements and pays particular attention to identifying and admitting students who excel academically. The College of Charleston serves a diverse student body from its geographical area and also attracts students from national and international communities. The College provides students a community in which to engage in original inquiry and creative expression in an atmosphere of intellectual freedom. This community, founded on the principles of the liberal arts tradition, provides students the opportunity to realize their intellectual and personal potential and to become responsible, productive members of society.

In addition to offering a broad range of baccalaureate degree programs, the College currently provides an increasing number of masters degree programs which are compatible with the community and the state. As a prominent component of the state's higher education system, the College encourages and supports research. Its faculty is an important source of knowledge and expertise for the community, state, and nation. Additionally, the College provides an extensive credit and non-credit continuing education program and cultural activities for residents of the Lowcountry of South Carolina.

- A. The final authority and responsibility for the governance and academic programs of the College is vested in the Board in accordance with the statutes of the State of South Carolina pertaining thereto.
- B. The Board consists of 17 members; two members from each of the congressional districts in South Carolina and three at-large members all elected by the General Assembly for terms of four years each, one member appointed by the Governor, and one ex officio member who shall be the Governor (or his designee).
- C. Election of Officers of the Board of Trustees: The officers of the Board of Trustees shall consist of a Chairman, a Vice Chairman, and a Secretary.

Duties of the Chairman shall be to convene all unscheduled Board meetings, preside at all meetings of the Board, appoint committee members and committee chairs and serve as the primary spokesperson for the Board. Duties of the Vice-Chairman consist of all duties of the Chairman in the absence of the Chairman. Duties of the Secretary consist of attesting all official documents required by the College.

At the July meeting of the Board of Trustees in even-numbered years, the first order of business shall be for the Board to elect its officers. The officers of the Board consist of a Chairman, Vice Chairman, and Secretary. Officers are elected to serve a two-year term and must stand for election every two years. The Chairman shall be ineligible to serve more than four consecutive two-year terms. If a vacancy occurs within a term, the vacancy shall be filled at the next Board meeting in the same manner as even year elections. The term shall only extend until the next election cycle.

After all nominations have been made, the vote shall be by secret ballot by Trustees present and the Trustees receiving a majority vote shall be elected as officers. In the event a nominee fails to obtain a majority vote of the members present, a runoff of the top two vote getters will be conducted.

D. Proxies:

The use of proxies for purposes of determining a quorum, for voting or for any other purpose, shall not be permitted.

Voting:

In order to conduct business a majority of the Board or a committee thereof shall be present. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

Unless prohibited by the enabling legislation or the Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of conference call or communication by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

E. Executive Secretary to the Board:

At the recommendation of the President, the Board shall appoint an Executive Secretary who shall serve at the pleasure of the Board. The Executive Secretary shall record all proceedings of the Board and all records of the Board, and shall make them available at all reasonable times to any member of the Board, the President of the College and such others as required by law. The Executive Secretary shall be one of the principal officers of the College and shall be charged but not limited to the following:

1. Prepare notices of the time and place of all meetings of the Board and mail them to each trustee not less than five days before each meeting.
2. Prepare an agenda for all Board meetings.
3. Make arrangements for the meetings of the Board of Trustees and committees, including meals and social functions when appropriate.
4. Generally act as coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved.
5. Provide liaison between the Board and its members as well as provide an additional link between the Board and the President.
6. Ensure compliance with the requirements of the South Carolina Freedom of Information Act as it pertains to Board of Trustees meetings and records.
7. Other such duties as required by the Board and the President.

F. The Chairman shall have the option to select an Executive Committee consisting of the Chairman and Vice-Chairman and three members of the Board. The Executive Committee shall be empowered to transact business for the Board as authorized by the Board in its regular meetings and to transact such other business as seems appropriate between meetings of the Board, providing that, in the case of the latter, the full Board is informed of such action immediately following.

G. The Board shall establish such committees of its own members and/or of the administrative officers and faculty of the College as it deems necessary or advisable for the best discharge of its responsibilities in supervising the operation of the College. Among these shall be standing committees including an Executive Committee, an Audit Committee, an Academic Affairs Committee, a Budget and Finance Committee, a Facilities Committee, a Governmental Affairs Committee, an Institutional Advancement Committee, a Student Affairs Committee, an Athletics Committee and an Alumni Relations Committee. Such committees shall meet as necessary to the discharge of their responsibilities. The Board shall approve recipients of the honorary degrees.

H. There shall be at least four regular meetings of the Board each year, scheduled as the business of the College may require. These meetings, if possible, shall be scheduled quarterly. All meetings of the Board 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 College may be discussed and transacted.

I. Besides the regular meetings, the Chairman of the Board shall have power to assemble the Board at any time in special meetings, and it shall be his duty to do so upon the written request of three members of the Board or of the President of the College. At a special meeting the Board may deal with only that business which was stated in the call for the meeting.

J. A majority of the membership of the Board shall constitute a quorum for the transaction of business at all authorized meetings.

K. The President of the College shall be present at all meetings of the Board unless excused by the Board.

L. Upon recommendation of the President, the Board shall approve employment policies affecting administrative officers and members of the faculty and staff.

M. Administration of the College

1. Vesting of Authority:

The authority for the administration of the College of Charleston is vested by the Board in the office of the President and such subordinate officers as may from time to time be appointed by the President.

2. **Appointment and Terms.**
The President is appointed by the Trustees to serve for such terms and on such conditions as they consider appropriate.
- All other officers of the College are appointed by the President and serve at the pleasure of the President for such terms and upon such conditions as he may deem appropriate.
3. **General Powers and Duties of the President:**
The President is the Chief Executive Officer of the College and Chairman of the Faculty. While he is vested to act for the Trustees in administering the College, he is also responsible for achieving the stated purposes of the College and for its ongoing operations.

To this end, the President shall have the foregoing general powers, the specific powers as defined elsewhere in the document, and all powers commonly associated with and required for the discharge of the duties of a chief executive of a college.

The President shall serve as the official medium of communications between the Board of Trustees, on the one hand, and the College faculty, administrative officers, individual members of the staff, college organizations, student organizations and students on the other.

The President shall represent the College in its relationships with related associations, other institutions, the news media, government agencies, alumni and the general public. He organizes and directs administrative officers in the performance of their assigned duties. He is a member of the Faculty and, when present, presides at its formal meetings. He reports regularly to the Trustees on the condition of the College and proposed programs and courses of action requiring Trustee approval.

The President, along with the Provost and Vice President for Academic Affairs, shares with the Faculty the responsibility for proposing educational programs and policies. He is also responsible for the orderly implementation of educational programs and policies.

The President is directly responsible for the orderly management of fiscal and personnel affairs and the auxiliary enterprises of the College, and for the maintenance and development of its financial and physical resources. He has the power necessary to discharge this responsibility. His powers include, but are not limited to, the following:

- a. institute and carry out personnel policies for the employment, compensation, working conditions and discharge of employees, both academic and non-academic;
- b. prepare, submit for Trustee approval and administer annual operating budgets;
- c. administer appropriate funds, the collection and expenditure of student fees and tuition, subject to the specified provisions of respective policy
- d. solicit and receive funds on behalf of the College and the Foundation.

The President is directly responsible for the formulation of policies for 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). In the discharge of this responsibility, the President is empowered to delegate to other administrative officers specific powers and duties.

The President is directly responsible for the orderly conduct of the intercollegiate athletic program of the College. He has the powers necessary to discharge this responsibility and to propose policies and programs and to implement them. In the discharge of this responsibility the President may seek advice and assistance from the faculty and staff and is empowered to delegate to other administrative officers specific powers and duties.

The President is responsible for the development of policies and programs which will enhance the quality of campus life in its total sense. To this end, he 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.

The President is responsible for the student conduct in the use of physical facilities and in the larger dimension of personal behavior.

In this he will maintain and promote such regulations as are necessary. In the discharge of this responsibility the President is empowered to delegate to other administrators specific power and duties.

The President is expressly given the power of final approval of all initial appointments, renewals of appointments, promotions in rank, compensation, conferral of tenure and termination of faculty and staff members. The appropriate vice president or other officers of the College are responsible for making recommendations to the President in respect to all such matters.

- N. Although the Board of Trustees delegates the administration of the campus under its authority to the President of the College, its right to intervene in all matters pertaining to the College is not abrogated by this delegation of authority.
- O. **Internal Auditor:**
The role of the Audit Committee is one of oversight and it serves as the Board of Trustees' overall guardian of the College's financial integrity. The committee serves as the focal point of communication between the Board of Trustees, the Internal Auditing Department and external auditors. The President of the College of Charleston may advise and consult with the Committee on any matter pertaining to internal auditing. The Internal Auditor is appointed by the Board of Trustees upon the recommendation of the Audit Committee and shall report directly to the Audit Committee of the Board of Trustees.
- P. None of these By-Laws shall be subject to change by repeal, alteration, or suspension, except by vote of two-thirds of the Board of Trustees.
- Q. Proposed amendments may be presented to the Board by members of the Board, by the President, or, when transmitted through the President, by the Faculty.

- R. Proposed amendments must be submitted in writing to all members of the Board at least thirty days before the meeting at which action on them is to be taken.
- S. In the absence of specific instructions by a majority of the quorum present, the Board shall conduct its meetings in accordance with Robert's Rules of Order.
- T. Election of Trustee Emeritus:
The College of Charleston Board of Trustees may recognize a former trustee for loyal, dedicated and significant service to the College. Trustee Emeritus status will be granted when a former Board member is nominated in writing by a current Board member and elected by a 2/3 majority vote. To be eligible, the former Board member must have served three (3) consecutive terms. In the event that a Trustee has served a fourth term, he then has the option to declare himself a Trustee Emeritus upon his/her retirement from the Board.

Trustees Emeriti will be elected for life. Trustees Emeriti will be nonvoting, ex-officio members who are not reimbursed from appropriated funds (per diem or mileage). Trustees Emeriti will be invited to all Board meetings but would have no right to vote or to participate in executive sessions. These Board members will provide support for the College as knowledgeable friends and ambassadors.

- U. At the recommendation of the President, the Board shall approve all commencement speakers, honorary degree recipients, and naming opportunities.

[Go to Top](#)

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