Bylaws
of the
Board of Trustees

Adopted by the Board of Trustees on:
September 14, 1894

Amended:
July 26, 2013
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ARTICLE I

Name and Purpose

The name of this Corporation is “Coker College.” It exists by virtue of its initial incorporation in 1894 in the County of Darlington in the State of South Carolina as the Welsh Neck Baptist High School. James L. Coker was among its founders, and trustees pledged “to build, equip and maintain a school for the education of both sexes” in Hartsville. In 1908, an “Amendment of Charter” was approved by the Secretary of State of South Carolina that legally changed its name to “Coker College for Women, founded by James L. Coker.” Other “Amendments of Charter” for various purposes were made in 1918, 1960, 1965, and November, 1970, when the name of the corporation was changed to “Coker College” as a “co-educational institution” with the admission of men in the 1970-71 academic year.

ARTICLE II

Authority and Responsibilities of the Board of Trustees

The Board of Trustees of Coker College shall have and exercise the corporate powers prescribed by law. Its primary functions shall be policy making to ensure sound resource management and any other functions, except as limited by law, through its general, educational, and financial policies in accordance with these bylaws and the College’s Charter. These bylaws and board policy statements shall take precedence over all other institutional statements, documents, and policies. The authority and responsibilities of the Board of Trustees shall include but shall not be limited to the following (powers explicitly reserved for vote by the full Board of Trustees are in Article XII, Section 2):

1. Determine and periodically review the College’s mission, priorities, goals, and performance.
2. Oversee and approve new educational programs to ensure they are consistent with the College’s mission, and the discontinuance of existing academic programs, after appropriate consultation with the Faculty and management.
3. Elect the members and officers of the Board of Trustees.
4. Appoint the President who shall be the chief executive of the College and hold office at the pleasure of the Board, determine his or her compensation, and periodically review his or her performance.
5. Approve the general policies concerning conditions of employment of the College’s faculty, administration, and staff.
6. Approve and authorize all earned and honorary degrees upon recommendation of the faculty.
7. Oversee and approve the College’s budgets, operating, and capital expenditures.
8. Establish policy guidelines for the College's endowment and investments, and participate in annual and comprehensive fund-raising efforts as part of its responsibility to ensure adequate resources to advance the College's mission.

9. Authorize the purchase, management and sale of all land, buildings, and major equipment.

10. Authorize the renovation of existing buildings and construction of new buildings.

11. Authorize the incurring of debt and securing thereof by mortgage and pledge of real and personal, tangible and intangible, property.

12. Authorize changes in tuition and fees.

13. Authorize officers or other agents of the College to accept gifts or bequests on the College's behalf consistent with the Board's policies.

**ARTICLE III**

**Membership of the Board of Trustees**

Section 1. The Board of Trustees shall consist of not fewer than 21 or more than 35 members who shall be nominated by its Committee on Trusteeship and elected by a majority of the trustees present at any regularly scheduled Board meeting.

Section 2. Trustees shall be elected for three-year terms, with terms beginning with the Board’s annual meeting ordinarily held in October. Upon adoption of these bylaws, eligible incumbent trustees shall be elected for initial one, two, or three year terms, by drawing lots or other arbitrary process, to achieve nearly equal numbers of trustees in each of the three “classes.” For record-keeping purposes, trustees who are elected at times other than the Board’s annual meeting shall be considered to have terms commencing in October of the year they are elected. Additionally, to help achieve approximately equal numbers of trustees in each of the three classes, new trustees nominated by the Committee on Trusteeship to fill vacancies may be assigned to initial one, two, or three year terms at its discretion.

Section 3. Trustees may be re-nominated to succeed themselves, except that those who have served for nine consecutive years shall not be eligible for re-election until at least one year has elapsed after the end of nine consecutive years. There are three exceptions to the foregoing as follows.

The first exception to this nine-year limit is that the years of service of eligible trustees prior to adoption of these bylaws shall not be counted.

The second exception to this nine-year limit affects those whose initial terms are less than a full three-year term (that is, those who have served for seven or eight consecutive years and wish to be nominated to serve for an additional full three-year term).

The third exception to the nine-year term limit may be made, by a majority vote of the Board of Trustees, for a trustee who is at or near his or her ninth year of service and nominated by the Committee on Trusteeship to serve as Vice Chair or as Chair of the Board of Trustees, to avoid interruption of his or her service.
Section 4. All newly elected trustees are expected to participate in an orientation program within their first year of service.

Section 5. Any member of the Board of Trustees may be removed from office, for cause including inactivity or failure to participate faithfully in board meetings for sustained periods, by affirmative vote of two-thirds of the trustees at any Board meeting.

ARTICLE IV
Trustee Emeriti

A trustee who has served for a minimum of nine consecutive years and has been off the Board for at least six months may be, upon recommendation of the Committee on Trusteeship, elected by a majority of the trustees as a Trustee Emeritus. This position shall be reserved for those who have records of distinctive service to the College. Trustee Emeriti shall receive notices of all Board meetings, to attend and speak at any and all such meetings they may wish to attend, and invited to be members of any committee except the Executive Committee. They shall have the privilege of voting on any committee on which they may serve, but shall not have voting privileges in meetings of the Board of Trustees and shall not be counted for the purpose of determining a quorum to transact Board business or any other purpose.

ARTICLE V
Officers of the Board of Trustees and the College

Section 1. The officers of the Board and College shall be the Chair of the Board, the Vice Chair, the President, the Treasurer, and the Secretary. Other officer positions of the College, other than the President, shall be determined by the Board of Trustees but shall ordinarily be confined to vice presidents holding positions approved by the Board prior to their appointment by the President and whose responsibilities are assigned to them by the President. Unexpected vacancies in the four Board officer positions held by trustees shall be filled by the Executive Committee, upon recommendation of the Committee on Trusteeship, for interim periods prior to the Board’s annual meeting.

Section 2. In the event of a vacancy in the office of the President, the Board shall appoint a special Presidential Search Committee to conduct a search process and submit one or more nominations to the Board in accordance with policies and procedures established by the Board. In the event of a prolonged absence of the President for any reason, or because of his or her inability to serve in the judgment of the Board of Trustees, an Acting President may be appointed by the Board.
ARTICLE VI

Authority and Duties of the Board Chair and Vice Chair

The Board Chair shall be a trustee nominated by the Committee on Trusteeship and elected by the Board of Trustees. He or she shall serve for renewable one-year terms but shall ordinarily serve at least two and not more than five consecutive years. The Chair shall preside at all Board and Executive Committee meetings as a voting member and have the general supervisory duties ordinarily expected of the Board’s elected leader to enable the Board of Trustees to conduct its work responsibly. The Chair shall appoint the members of all other Board committees except where these bylaws require otherwise. In addition to being an ex-officio member of all other committees, he or she shall have such other powers and duties as the Board may from time to time prescribe.

The Vice Chair shall be a trustee nominated by the Committee on Trusteeship and elected by the Board of Trustees. He or she shall serve for renewable one-year terms and ordinarily not for more than three consecutive years. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair and have such other duties as the Board or Board Chair may prescribe, including possible service as chair of the Committee on Trusteeship.

ARTICLE VII

Authority and Duties of the President

The President is the chief executive officer of the College and shall be accountable to, and executive agent of, the Board of Trustees. He or she shall be a trustee ex-officio, without voting privilege, and shall not be counted as part of the quorum requirement. The President shall be an ex-officio, non-voting member of all Board committees except the Audit Committee. As the College’s educational and administrative leader, the President shall exercise managerial and authority over all affairs of the College and bring to the Board’s prompt attention all matters or developments appropriate to keep it fully informed as the College’s chief governing, policy-making, and fiduciary body. His or her responsibilities shall include but are not limited to the following:

1. Be the primary medium of communication between the Board of Trustees and the faculty and student body.
2. Determine the duties of all academic and nonacademic personnel whose duties are not prescribed by these bylaws or by action of the Board of Trustees and who shall be subject to the President’s administrative authority.
3. Recommend and periodically renew plans and goals for approval by the Board of Trustees which shall, until amended or superseded by Board action, constitute the College’s official organizational and focused efforts in all College academic and
nonacademic units and departments. He or she shall regularly inform the Board on the Strategic Plan’s implementation and progress on all agreed upon goals.

4. Implement such system of campus governance as the Board of Trustees may establish or modify from time to time and be responsible for the oversight of student conduct.

5. Make appointments to the faculty upon consultation with and recommendation of the provost. He or she is also authorized to make appointments to administrative or nonacademic staff positions included in annual budgets previously approved by the Board. Such personnel appointments pursuant to this authority serve at the pleasure of the President except where otherwise provided in writing at the time of appointment, or by applicable Board action.

6. Present annually to the Board of Trustees through its Finance and Facilities Committee an annual plan of financial operations for Board approval. Quarterly updates of revenues and expenses shall be provided to the Board of Trustees. All recommendations made by the President and approved by the Board concerning regulations for the conduct of business affairs shall be binding upon all officers and employees.

7. Implement a system of budget administration to coordinate and control the expenditures and other financial operations pursuant to such budgets as may have been adopted by the Board of Trustees, and such further authority as the Board may grant from time to time. The President may fix or adjust compensation and other expenditures within such limitations as the Board shall determine from time to time and for which are or become available within the approved plan of financial operation.

8. Act for and represent the College in all of its relations with community, state and federal agencies, organizations, and leaders.

9. Execute deeds and other instruments on behalf of the College.

10. Present annually a comprehensive report on the state and needs of the College, as well as interim reports as appropriate to keep the Board informed.

11. Exercise his or her authority to delegate the foregoing duties or authority to subordinate officers as appropriate.

**ARTICLE VIII**

**Authority and Duties of the Treasurer**

The Treasurer (of the Board) shall be a trustee nominated by the Committee on Trusteeship and elected by the Board of Trustees. He or she shall serve for renewable one-year terms, but ordinarily for not more than three consecutive years. The Treasurer shall ordinarily serve as chair of the Board’s Finance and Facilities Committee. She or he shall be the Board’s primary liaison with the College’s chief financial officer and President with regard to the Committee’s responsibilities including ensuring that the Board receives regular reports from college officers responsible for financial operations, student financial aid, and the physical plant. Although the Treasurer shall not serve concurrently as a member of the Board’s Audit Committee, whose membership should not overlap that of the Finance and Facilities Committee, he or she should ensure that the College’s independent annual audit is conducted with the Audit Committee’s supervision.
ARTICLE IX

Authority and Duties of the Secretary

The Secretary (of the Board) shall be a trustee nominated by the Committee on Trusteeship and elected by the Board of Trustees. He or she shall serve for renewable one-year terms, but ordinarily not for more than three consecutive years. The Secretary shall review and approve, by his or her personal signature, the minutes of all Board and Executive Committee meetings and ensure they are promptly distributed to all trustees. He or she may be assigned other duties by the Chair and shall be assisted in all assignments by a qualified member of the President’s staff as the President shall decide.

ARTICLE X

Meetings

Section 1. The College’s fiscal year shall begin July 1 and end June 30 in the year following. The annual meeting of the Board of Trustees shall ordinarily be its October meeting for the primary purposes of accepting the independent annual audit previously reviewed and recommended for acceptance by the Audit Committee, electing Board officers, and electing new Board members.

Section 2. There shall be four regular meetings of the Board of Trustees each year, ordinarily in the months of January, April, July and October (the annual meeting) on such dates and at such places decided by the Board Chair in consultation with the President and announced at least one year in advance. Every other calendar year, the Board’s October (annual) meeting shall devote substantial time in a Board retreat format to enable the Board to engage larger issues and topics in the marketplace of independent, nonsectarian, liberal arts colleges, and to learn about strengths, needs, and issues bearing on one or another specific academic or extracurricular program at the College. Additionally, in October of every fourth year, a substantial part of the retreat shall be devoted specifically to a review of the Board’s bylaws and structure, committee and board meetings, key constituent relationships, and the Board’s performance. Such Board retreats should be held away from campus for a change in venue, if possible, with consideration given to securing qualified presenters and moderators from within and outside of the College to share their expertise and objectivity.

Section 3. Special meetings may be held at the call of the Chair including specifically when at least seven or more trustees request one in writing, setting forth the purposes of the meeting.
Section 4. Board and committee meeting agendas and supporting materials shall be received by all trustees at least 10 days in advance. Any special meeting shall require a clear statement of its purpose(s) with notice of its time and place.

Section 5. A majority of the total number of voting trustees of record shall constitute a quorum for the transaction of business. In the event a quorum is not achieved for a Board meeting, those present may continue their informal discussions provided no official business is transacted. The act of a majority of members present with a quorum shall be the act of the Board or committee except where otherwise provided by these bylaws or other Board policy.

Section 6. Any action required or permitted to be taken by the Board or by any committee may be taken without a formal meeting. Meetings may be conducted by mail, by telecommunication, or in any other way the members shall decide. However, a written consent setting forth the action so taken and signed by all participating members of the Board or committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the committee.

Although trustees may request the College to accommodate their attendance at a Board meeting by conference call arrangement, provided available equipment enables all participants to hear one another clearly, such requests should be made only in extenuating circumstances.

ARTICLE XI

Committees

Section 1. There shall be standing and ad hoc committees of the Board including but not limited to those cited in this Article as the Board of Trustees shall decide from time to time. To avoid frequent changes to these bylaws when the Board chooses to modify its committees in name or statement of purpose, only the authority and functions of the Executive Committee (Article X), the Committee on Trusteeship (Article XI), and the Audit Committee (Article XII) are included in these bylaws. The names, general membership compositions, and assigned functions of other standing committees shall be written separately from these bylaws and formally adopted and periodically reviewed for appropriateness by the Board of Trustees. In addition to its Executive Committee, Committee on Trusteeship, and Audit Committee, the Board’s standing committees shall be generally consistent with the following functions: Faculty and Educational Policy, Enrollment and Student Life, Finance and Facilities, Advancement, Athletics, and Promotion and Marketing. Each trustee shall serve on at least one but not more than two standing committees, with the possible addition of the Executive Committee.
Section 2. Unless otherwise precluded in these bylaws, the chairs, vice chairs, and members of all committees shall be appointed annually by the Chair of the Board, at or immediately following the annual meeting. The chair and vice chair of each standing committee and a majority of its members shall be trustees. Ordinarily, committee chairs shall not serve more than three consecutive years, and all trustees should be rotated through the Board’s committee structure from time to time by periodically inviting them to express their assignment preferences for consideration. Additional committee members will be sought from the College faculty and other members of the Coker College community, except for the Executive Committee, Committee on Trusteeship, Finance Committee and Audit Committee.

Section 3. All committee members shall have voting privileges in deliberations of recommendations for subsequent consideration by the Board of Trustees. Ordinarily, most or all committees shall have an appropriate member of the College’s administration appointed by the President to assist the committee chair and the committee. Such executives shall not be considered to be committee members. Although the Board Chair and President are ex-officio, non-voting members of all committees, except where precluded by these bylaws, they are not expected to participate in all committee meetings.

Section 4. All standing and ad hoc committees shall meet as often as their members deem necessary to meet their responsibilities to the Board and to the College. Verbal reports to the Board at its meetings should be made only when committee chairs have specific action items to report, or when the committee seeks the Board’s counsel on a particular issue it is addressing within the committee.

ARTICLE XII

Executive Committee

Section 1. The Executive Committee shall consist of the four Board officers, the chairs of all standing committees, and the President as an ex-officio, non-voting member. The Board Chair, or the Vice Chair in his or her absence, shall preside at its meetings.

Section 2. With certain exceptions, the Committee shall have the broad delegated authority of the Board of Trustees to act on its behalf between regular board meetings or on specific matters when explicitly requested by the Board. Reserved authority for the full Board only shall include changes in the College’s mission and academic programs, approval of the College’s annual budget, approval of major construction projects, incurring debt financing, sale or acquisition of major College assets, election of Board members, appointing or dismissing the President, changes in previously made Board policy including faculty appointments, amendment of the Board’s bylaws, and any others decided by the Board of Trustees.
Section 3. The Executive Committee’s major purpose is to serve as the Board’s agent to monitor and contribute to the effectiveness of the Board of Trustees itself. Although it has broad authority to act for the Board between meetings, it should do so by exception rather than by rule. It shall monitor progress on the College’s Strategic Plan and goals, help the Board Chair and President to identify substantive agenda items and issues for subsequent Board meetings, and ensure that standing committees are functioning as they should. Additionally, it shall monitor the President’s performance and annually review his or her compensation and other conditions of employment through a sub-committee of its members for these purposes (Section 5).

Section 4. Sub-Committee on Presidential Performance Review and Conditions of Employment. The Board Chair shall serve as chair of a sub-committee of three additional Executive Committee members who he or she shall appoint to be members of this special sub-committee. Annually, this committee shall follow a process, mutually agreed upon by the President and committee, whereby the President can receive constructive feedback on his or her performance. It shall be followed by a process of contemporary best practices as determined by the committee, by which compensation and other conditions of employment are reviewed with the help of appropriate comparative data from colleges and universities considered to be in its peer or aspirant groups. Upon approval of the sub-committee’s recommendations by the Executive Committee, the Board Chair shall report to the Board of Trustees on the Executive Committee’s deliberations and recommendation for approval of the Board of Trustees (in executive session).

Section 5. The Committee shall ordinarily have at least three but not more than four meetings scheduled between regular Board meetings each year (when the Board is not in session). The Board Chair may, at his or her discretion and depending on the business at hand, conduct meetings by telephone, mail or facsimile. Special meetings shall be held at the Board Chair’s discretion or with at least 10 days notice at the written request of at least four of its members who agree on its purpose and need. Minutes of all Committee meetings shall be distributed to all trustees within 30 days.

ARTICLE XIII

Committee on Trusteeship

Section 1. The Committee on Trusteeship shall consist of five members all of whom shall be trustees or Trustee Emeriti. Ordinarily, the immediate-past Board Chair or the current Vice Chair of the Board shall be considered to serve as chair of the Committee. The Board Chair and President shall routinely participate in its meetings, and the Office of the President shall provide staff support.

Section 2. It shall meet at least quarterly. Among its primary responsibilities are the following:
a. Nominate the Board Chair, Vice Chair, Treasurer, and Secretary for election at the Board’s annual meeting.
b. Nominate candidates for election of new trustees by providing their biographical information to the Board at least 30 days in advance of their election by the Board, ordinarily at its annual meeting.
c. Nominate deserving and eligible trustees for emeritus trusteeship.
d. In consultation with the President, design and assess an annual new trustee orientation program with two substantive components: orientation to trusteeship and orientation to the College. Committee members shall be invited to help conduct it and veteran trustees shall be invited to participate with new trustees as they may wish to do so.
e. Propose to the Board for adoption, and periodically review the adequacy of, a “Statement of Expectations for Trustees of Coker College” that is made part of recruiting prospective candidates for nomination and provides standards by which incumbent trustee performance is reviewed by the Committee.
f. Assess the performance of individual trustees using standards established in the “Statement of Expectations for Trustees of Coker College” who are eligible for renewal of their terms of office, including their attendance records and their philanthropic and other commitments to the College’s advancement.
g. Advise the Board Chair on ideas for in-service education sessions at all Board meetings and the agendas for the Board retreats conducted every other year.
h. Periodically inform the Board of Trustees about the Committee’s responsibilities and how it functions on the Board’s and College’s behalf, including what qualifications, skill-sets, and certain demographic qualifications are being sought in prospective nominees. Invite thoughtful and discreet suggestions of possible nominees from Board members, the Coker College Alumni Association leaders, and other appropriate groups and individuals. The Committee shall work to achieve and sustain a Board of Trustees in which at least one-third of its members consist of highly successful Coker College graduates who are committed to the success of the College.

ARTICLE XIV

Audit Committee

Section 1. The Audit Committee shall consist of at least three and not more than five voting members of the Board of Trustees, none of whom may be simultaneous members of the Finance and Facilities Committee. The Board Chair, but not the President, shall serve as a member of the Committee. A majority of its voting members shall constitute a quorum, and it shall meet at least three times each year or as otherwise necessary to meet its independent responsibilities on behalf of the Board of Trustees and the College. The Committee shall be assisted in its preparation for meetings and follow-up by the chief financial officer who may participate as invited by the Committee chair as appropriate.
Section 2. The Committee shall oversee the adequacy of the College’s system of internal accounting controls, financial reporting practices, and annual audit process. The Committee will provide oversight for the proper administration of the College’s policy concerning conflicts of interest and annual disclosure requirement for trustees and officers as approved by the Board of Trustees. Prior to the conduct of the annual audit process, it shall meet in closed session with the certified public accountant appointed to be auditor to discuss its general scope and procedures along with any specific areas where the Committee may desire emphasis. The President may be invited to participate in certain Committee meetings upon invitation of its chair as he or she and the Committee deem appropriate.

Section 3. The Committee shall report to the Board of Trustees at its annual meeting on the results of its review of the completed (or final draft of the) annual audit for the immediately concluded fiscal year, including the highlights of any separate “management letter” ordinarily provided by the external auditor. The completed audit for the fiscal year shall be distributed to all trustees at least 25 days in advance of the Board’s annual meeting. The Committee shall also recommend to the Board of Trustees, at its annual meeting, a certified public accountant or accounting firm for appointment to conduct the audit process for the new fiscal year.

Section 4. The Committee shall have the authority to engage independent counsel or other advisors as it deems necessary to meet its responsibilities.

ARTICLE XV

Indemnification and Liability Insurance

Section 1. The College shall to the extent permitted by law, indemnify each of its trustees, officers, and other persons expressly designated or permitted by the bylaws, or by resolution of the Board of Trustees, to act on the College’s behalf, including individuals who are not trustees but are invited to serve on certain committees within the College or on the Board of Trustees. This indemnification shall include expenses including reasonable attorney’s fees, judgments, judgment interest, fines, settlements and other amounts actually and reasonably incurred through any actual or threatened proceeding arising by reason of acting as a current or former trustee, officer, employee or other designee. The College shall advance to such individual or individuals an amount deemed appropriate by the Board of Trustees, or its Executive Committee, to cover any such reasonable expense to defend such proceeding.

Such indemnity shall apply, however, only if the individual claiming indemnity timely notified the College of the proceeding, meaningfully participated in the defense of the College, acted in good faith and in a manner he or she reasonably believed was in the College’s best interests. This
indemnity does not extend to any act of any person seeking indemnity which has been adjudicated to have committed gross negligence, intentional wrongful or willful conduct, or is in intentional or willful breach of the bylaws. The College, at the discretion of the Board of Trustees, or its Executive Committee, may rely on a written opinion of independent legal counsel it may select concerning the appropriateness of applying this indemnification.

Section 2. The College shall also provide liability or “directors and officers” insurance to protect the College and cover its trustees and officers through a highly rated company and with an appropriate level of coverage recommended by a qualified risk manager or other qualified person familiar with higher education exposures.

ARTICLE XVI

Tax Exemption

The Corporation shall not engage in activities not permitted by a corporation exempt from federal income tax and that receives contributions deductible under the Internal Revenue Code without explicit approval of the Board of Trustees. No part of net earnings of the Corporation shall inure to the benefit of or be distributed to its trustees, officers, or other private persons, except that the Corporation is authorized to pay reasonable compensation and retirement benefits for services rendered and to make payments and distributions in furtherance of corporate purposes. Should the Board of Trustees authorize, after consultation with legal counsel, any activity clearly removed from the mission and purposes of Coker College that generates revenue considered to be “Unrelated Business Income” by the IRS, appropriate taxes shall be promptly remitted to the IRS.

ARTICLE XVII

Conflict of Interest and Disclosure

Section 1. Each trustee, officer, or member of the faculty shall perform his or her duties in their respective positions so as to avoid engaging in, or appearing to engage in, a conflict of interest involving the College. A trustee, officer, or faculty member is considered to have a conflict when he or she or any of his family or associates either 1) has an existing or potential or other material benefit which impairs or might reasonably appear to impair the individual’s independent, unbiased judgment in the discharge of responsibilities to the College, or 2) may receive a financial or other material benefit from knowledge of information confidential to the College.
Section 2. The family of a trustee includes, but is not limited to, his or her spouse, parent, siblings, children and any blood relative if the latter resides in the same household. An associate of the trustee is considered to be, but is not limited to, any person, trust, organization or enterprise (of a business nature or otherwise) with respect to which the trustee or any member of his or her family 1) is a director, officer, or employee, member, partner, or trustee, or 2) has a substantial financial interest or any other interest which enables him or her to exercise control or significantly influence policy. The Board of Trustees may at its discretion elaborate this conflict of interest policy’s definitions and related requirements to supplement Article XVI in these bylaws for distribution to all new board members, along with a copy of the Disclosure Form required to be completed annually by all trustees and officers.

Section 3. Any trustee who may be uncertain whether a conflict may exist shall request the Board Chair to clarify the matter. At the Chair’s discretion, he or she may ask the Board to resolve the question by a majority vote. Trustees determined in accordance with the College’s policy on conflict of interest to have an actual, apparent, or potential conflict with respect to a specific matter under consideration by a Board committee or the Board of Trustees cannot vote on such matter or be counted in determining the quorum for the meeting at which action is proposed with respect to such matter, even when permitted by law. The trustee may state his or her position on the matter or answer questions from other trustees but shall absent himself or herself from the meeting prior to any vote by the committee or Board. Meeting minutes shall reflect the disclosure, quorum, and voting abstention.

Section 4. Annually, each trustee shall be provided a copy of the College’s Trustee and Officer Disclosure Form and asked to promptly complete, sign, and return it to the appropriate person in the President’s Office.

ARTICLE XVIII

Fiscal Year

The College’s fiscal year begins July 1st of each year and ends on June 30th of the succeeding year.

ARTICLE XIX

Dissolution

In the event of dissolution of Coker College, the residual assets of the Corporation will be placed in trust for or tendered only to another organization which is itself exempt from income tax as an organization described in Section 501 (c) 3 of the Internal Revenue Code of 1954 or the
corresponding provision of any prior or future federal statute, or to the federal, state, or local government for exclusively public purposes. [A resolution of the Board of Trustees of Coker College approved at its January 30, 1975, meeting in Hartsville, South Carolina.]

**ARTICLE XX**

**Amendments**

These bylaws may be amended at any regular or special Board meeting by a vote of two-thirds of the trustees with voting privilege who are present provided there is a quorum and that proper notice of the proposed amendment has been sent to trustees with notice of the meeting.