

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 adopted on May 20, 2011.

Howard Max Belen
Secretary

May 20, 2011
Date

ERSKINE COLLEGE

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

Erskine College Mission Statement

The mission of Erskine College is to equip students to flourish by providing an excellent liberal arts education in a Christ-centered environment where learning and biblical truth are integrated to develop the whole person.

Erskine Theological Seminary Mission Statement

Erskine Theological Seminary is an educational institution of the Associate Reformed Presbyterian Church, and the Seminary has been called by God and commissioned by its host to serve not only that denomination, but also the entire Church of Jesus Christ. The mission of Erskine Theological Seminary is to educate persons for service in the Christian Church.

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 Board

1. *General Powers.* The Institution shall be governed by the Board or by such other body to whom the Board has delegated its authority pursuant to these Bylaws. The Board sets all policy for the Institution, which the President of the Institution is responsible for implementing.

2. *Delegation of Authority to Executive Committee.* The Board delegates all its authority to the Executive Committee of the Board during all times that the Board is not in session, except the Executive Committee may neither appoint nor remove Corporate Officers (as defined in Article IV, Section 1), nor make a bulk sale, nor dissolve the corporation, nor authorize degrees, except that the Executive Committee, upon recommendation of the President and the Honorary Degree Committee, may authorize the awarding of an Honorary Degree to a graduation speaker. The

Executive Committee is required to report all its actions to the Board within seven (7) business days, or at the next meeting of the Board, whichever is sooner. The Board shall have the authority to rescind such actions taken by the Executive Committee which are rescindable, by a two-thirds vote of the Members present at the next meeting of the Board.

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 twenty-seven (27). Annually, the Board will follow the process in Article V, Section 7 regarding submitting 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 five (5) 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, 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. No fewer than four (4) of the non ex-officio Members shall be women, and at least twelve (12) of the non ex-officio Members shall be graduates of Erskine College and/or Seminary. Nine (9) of said twelve must be graduates of Erskine College and three (3) of said twelve must be graduates of

the Erskine Theological Seminary. Each Member shall have equal seat, voice, and vote in all meetings of the Board.

4. *Advisors.* The following persons shall be Advisors to the Board: the President, the Vice Presidents, the Treasurer, a delegate from the Seminary Faculty, a delegate from the College Faculty, the President of the Student Government Association, the President of the Seminary Student Body, the Chair of the Board of Counselors, the Director of the Board of Christian Education Ministries of the Associate Reformed Presbyterian Church, the Executive Director of Central Services of the Associate Reformed Presbyterian Church, the Moderator Elect of the General Synod of the Associate Reformed Presbyterian Church, the President Elect of the Erskine Alumni Association, the President of the Erskine Flying Fleet Club, and the Representative of the Women's Ministries of the Associate Reformed Presbyterian Church. Advisors may be requested by any committee chair to attend said committee's meeting to give or receive reports or information. The Advisors shall meet with the Board as provided in Article III, Section 1.

5. *Removal.* Board Members may not be removed without cause. Only the Board, by two-thirds vote of the Members present, 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. 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 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 by a Member of the Board but not by anyone who is not 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.

6. *Absences.* Any Member who is absent from three (3) consecutive meetings of the Board may be asked by the Board to resign.

7. *Vacancies.* Vacant unexpired terms of the Board shall be filled pursuant to the process described in Article V, Section 7.

ARTICLE III.

Board Meetings

1. *Regular Meetings.* Regular Meetings of the Board of Trustees shall be held on the third (3rd) Friday of August, October, and February and on the Friday following the May commencement exercises. The Chair, with the approval of a majority of the members of the Executive Committee, may cancel the August meeting with notice to the Members before August 1. The Chair may designate the hour and place of all meetings. There shall be a joint meeting of the Board and the Advisors to the Board on the Thursday before each regularly scheduled Board meeting.

2. *Special Meetings.* The Chair may, or at the written request of three (3) 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.

3. *Notice of Meetings.* Written notice of Regular Meetings and Special Meetings shall be sent to every Member and Advisor by

the Secretary or Assistant Secretary not less than ten (10) nor more than fifty (50) days before the date of the meeting.

4. *Quorum.* Fourteen (14) Members 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, Executive Vice President and Dean of the College, Executive Vice President of the Seminary, Secretary and Treasurer. All Corporate Officers are appointed by the Board. The Board shall not appoint the same person to more than one such office simultaneously. The Executive Committee shall establish the compensation of the President and may appoint an Assistant Secretary and/or Assistant Treasurer.

2. *Term.* The Board will normally elect the Chair, Vice Chair and Secretary during the February meeting in each Fiscal Year; each such appointment shall be effective at the beginning of the next Fiscal Year unless otherwise stipulated by the Board. Other Corporate Officers shall serve until they resign or are removed by the Board.

3. *Chair of the Board.* Except as provided in Article IV, Section 4, the Chair shall preside at all meetings of the Board. The Chair may execute all documents authorized by the Board and shall execute those which the Board directs. The Chair shall be

a member of all committees with seat, voice, and vote therein, with the exception of the Committee on Trustees. The Chair shall act as Treasurer during the absence or incapacity of the Treasurer.

4. *Vice Chair of the Board.* The Vice Chair shall have all the authority of the Chair during the Chair's absence or incapacity. The Vice Chair shall be a member of all committees created under these Bylaws and shall have seat, voice, and vote therein, with the exception of the Committee on Trustees.

5. *President.* The President shall be the chief executive officer of the Institution, and shall be responsible for executing Board policies. The President shall have seat and voice at every Board meeting. The President or his designee shall preside at all Faculty meetings. Under the direction of the Board, he shall have charge of the Institution, its Vice Presidents, Chaplain, Administrative Officials, Deans, Faculties, Staff, Students, and all its funds except the Endowment Fund and the Annuity and Trust Fund. The President is a member of all committees, except for the Committee on Trustees, with seat and voice. The President shall continually report events of interest to the Board and shall make such recommendations as the Board requests or as he deems appropriate. The President shall strive to implement the policies and attain the goals adopted by resolution of the Board. The President may execute all documents authorized by the Board and shall execute those which the Board

directs. The President may disburse from funds in his custody only pursuant to budgets operated 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 is authorized to hire and to terminate or not rehire any employee of the Institution except as provided in Article IV Section 1 and Article VIII Section 3 of these Bylaws.

6. *Vice Presidents.* All Vice Presidents shall strive to implement the policies and attain the goals of the Institution. The Executive Vice President and Dean of the College shall have all authority of the President during his absence or incapacity.

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 have custody of the Endowment Fund and the Annuity and Trust Fund. The Treasurer shall report to the Board during every meeting except Special Meetings. He shall be meticulous that all restrictions upon the end use of funds are communicated to the President when the Treasurer disburses such funds to the President. The Treasurer shall serve under the general supervision of the Finance and Facilities Committee, and shall contract for such counsel, service, depository, expense, et cetera as he deems appropriate only after approval by the Finance

and Facilities Committee. He shall serve as liaison officer between any fiscal agent managing Endowment Funds and/or Annuity and Trust Funds and the Board and shall instruct the agent as to the investment policy approved by the Board. The Treasurer shall purchase on behalf of the Institution as appropriate, insurance contracts ensuring the fidelity of appropriate Corporate Officers and staff and/or employees who handle assets of the Institution, shall deliver said contracts to the President who shall maintain custody thereof and shall deliver copies to the Chair of the Board. The Treasurer may disburse from funds in his custody only pursuant to budgets adopted by the Board or as otherwise authorized by the Board. He shall not sell, mortgage, or otherwise convey real property used by the Institution for operating purposes or any interest therein without specific authorization by the Board; however, the Treasurer may sell, mortgage or otherwise convey, with prior authorization of the President, Chair of the Board and the Chair of the Finance and Facilities Committee, real property or any interest therein which is held by the Institution solely as an investment.

8. *Assistant Treasurer.* The Assistant Treasurer shall have such duties as are authorized by the Board or Executive Committee.

9. *Secretary.* The Secretary or Assistant Secretary shall create and maintain a documentary record of all actions of the Board, maintain custody of the corporate seal and fidelity bond,

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, Chair of the Board, Board or Executive Committee may assign to him and shall perform the duties of the Secretary in the absence or incapacity of the Secretary.

ARTICLE V.

Committees

1. *Standing Committees.* There shall be Standing Committees comprised of at least five (5) Members of the Board as follows: Academic, Finance and Facilities, Development, Student Services and Athletics, Seminary, Trustees, and Executive. Except as otherwise set forth in this Article, the Chair Elect of the Board shall appoint the members and chairs of the Standing Committees, to the extent possible in May of each year, with the exception of the Committee on Trustees, whose members will be selected as provided herein at Article V, Section 7. The Chair Elect of the Board shall nominate the chair of each committee other than the Committee on Trustees, subject to the vote by a majority approval of the Board on each chair individually, at the May meeting. Each committee chair shall select the vice chair of the committee. Only voting Members of the Board may vote in these committee meetings, and a majority of such Members shall

constitute a quorum. Standing Committees may otherwise establish their rules of procedure.

2. *Academic Committee.* The Committee shall review and advise the Board regarding the undergraduate academic programs, related programs of the College and the College Faculty, and undergraduate enrollment.

3. *Finance and Facilities Committee.* The Committee shall advise the Board regularly regarding all business and finance matters including oversight of all funds in the custody of the President and/or Treasurer and shall review and advise the Board regarding financial aid for students, the planning for, management of, and security for the physical facilities of the Institution, including all building and grounds. The Treasurer shall be an advisory member of the Committee.

4. *Development Committee.* The Committee shall continually advise the Board regarding alumni, church and public relations, as well as fund-raising programs. It shall also be responsible for coordination of long-range planning.

5. *Student Services and Athletics Committee.* The Committee shall continually advise the Board regarding programs and services affecting the welfare of undergraduate students, except academic programs, and shall provide and advise the Board regarding oversight and encouragement of intercollegiate athletics at Erskine College.

6. *Seminary Committee.* The Committee shall continually advise the Board regarding Erskine Theological Seminary, its academic programs, its Faculty, the welfare of its students, and related matters. The Seminary Committee shall be concerned with serving the Associate Reformed Presbyterian Church with increasing effectiveness by providing well-trained leadership for the church.

7. *Committee on Trustees.* In May of each year, and immediately following the selection of the chair and vice-chair of the five other Standing Committees, each of the Standing Committees shall select a Member of their committee to serve additionally on the Committee on Trustees. The Committee on Trustees shall then choose its chair from its membership. In the event of a vacancy on the Committee on Trustees, the Board Chair shall appoint a replacement.

The Committee shall:

a. Carry out all duties relating to Article VII, Conflicts of Interest and Undue Influence.

b. Perform duties as necessary to support the appointment of new Members, including:

1. Prepare a formal needs assessment to guide Member selection and present that needs assessment to the Board at the October Board Meeting.

2. Work closely with the designees of the General Synod of the Associate Reformed Presbyterian Church to solicit and

encourage interested groups and individuals to submit qualified candidates for consideration as future Board Members.

3. Work in close consultation and coordination with the designees of the General Synod of the Associate Reformed Presbyterian Church to collect and maintain a pool of possible candidates for consideration as future Board Members.

4. Appraise the qualifications, engagement, and commitment of candidates under consideration as nominees to the Board.

5. In close consultation and coordination with the designees of the General Synod of the Associate Reformed Presbyterian Church, propose an incoming class of Member candidates that best fulfills the needs assessment.

6. Review proposed nominees with the Executive Committee prior to the February meeting of the Board and present proposed candidates to the full Board in February.

7. Review and revise the Trustee selection process with the designees of the General Synod of the Associate Reformed Presbyterian Church on an annual basis.

c. Perform such other duties and activities concerning Board membership as may be assigned to it by the Executive Committee or the Board.

8. *Executive Committee.* The Committee shall consist of the Chair, Vice Chair, Secretary, and the chair of the six

Standing Committees or the vice chair of any Standing Committee in the absence of the chair. The Vice Chair of the Board shall serve as chair of the Committee. Five members shall constitute a quorum. The Executive Committee shall monitor all matters affecting the Institution, shall advise the Board on all appropriate matters, shall establish and carry out a procedure for evaluation of the President, shall set the compensation of the President, shall review the Board needs analysis, shall annually select outside financial auditors of the Institution, and shall otherwise act pursuant to Article II, Section 2 of these Bylaws. 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. The Executive Committee shall meet in person or by telephone at least once during each calendar quarter.

9. *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.

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

1. *Scope.* The following statement applies to all Members and Corporate Officers of the Institution.

2. *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. A Member or Corporate Officer of the Institution shall not, contrary to this Article, use his position, or the knowledge gained therefrom, to receive personal benefits, be personally enriched, or for other personal gain.

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.

4. *Policy.* Each Member and Corporate Officer has a duty to place the interest of the Institution foremost in any dealings or transactions such person may have with the Institution, and each such person has a continuing responsibility to comply with the intent and requirements of these Bylaws.

A Member or Corporate Officer shall be considered to have a conflict of interest if:

a. such Member or Corporate Officer has one or more direct or indirect, existing, or potential financial or other interests which impair or might reasonably appear to impair such Member or Corporate Officer's independent, unbiased judgment in the discharge of his or her responsibilities to the Institution, or

b. such Member or Corporate Officer is aware that a member of his family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative), or any organization in which such Member or Corporate Officer (or member of his family) is an officer, director, employee, member, partner, Trustee, or substantial (ten percent interest or more) stockholder, has one or more direct or indirect existing, or

potential financial or other interests which impair such Member or Corporate Officer's independent, unbiased judgment in the discharge of his responsibilities to the Institution.

Through the processes described herein, all Members and Corporate Officers shall disclose to the Chair, the Board, and to the appropriate Standing Committee(s) thereof, any possible conflict of interest at the earliest practicable time. Furthermore, the Member or Corporate Officer shall absent himself from discussions of, and abstain from voting on, such matters under consideration by the Board or its Committees. The minutes of such meeting shall reflect that a disclosure was made and that the Member having a conflict or possible conflict abstained from voting. Any Member or Corporate Officer who is uncertain whether a conflict of interest may exist in any matter may request the Board, which shall have the final authority in all such matters to resolve the question in his absence by majority vote. Provided, however, such person may be present to answer any questions relative to such matter prior to the discussion and vote by the Board.

5. *Procedure for Annual Distribution of Conflicts of Interest Policy.* Each Member and Corporate Officer shall complete and sign a disclosure form provided annually by the Secretary of the Board and return the completed form to the Secretary who shall disseminate all completed forms to the Committee on Trustees. A new statement should be signed by each

Member and Corporate Officer at the first regular meeting of each new Fiscal Year. The form shall require written disclosure of any personal, familial, or business matters, transactions, or relationships that reasonably could be construed to give rise to a conflict of interest, real or apparent, involving the Institution, that would affect his independent, unbiased judgment in carrying out his duties to the Institution; and acknowledge by his signature that he is in accordance with the letter and spirit of this policy with respect to such matters, transactions, or relationships. In addition, the Board requires each Member and Corporate Officer to disclose promptly in writing to the Chair and the Committee on Trustees, any such matters, transactions, or relationships, not previously disclosed, that come to his attention during the course of a year, and acknowledge by his signature that he is in accordance with the letter and spirit of this policy with respect thereto.

In the event a Member or Corporate Officer is uncertain as to the appropriateness of disclosing a particular matter, he should consult the Chair of the Board. The Chair may, in turn, elect to consult with the Institution's legal counsel, the Committee on Trustees, or the Board. Such information shall be held in confidence except when the Chair determines, after consultation with the interested person, that the Institution's best interests require disclosure to the Board.

6. *Undue Influence.* No Member or Corporate Officer of the Institution shall submit to undue influence from any external source, and the Board shall protect the Institution from any such influence. Should any Member or Corporate Officer have reason to believe that undue influence has occurred, or is occurring, such person shall report the facts of the matter to the Committee on Trustees which shall review the matter. If the Committee determines there is a factual basis of such undue influence, then the Committee shall report the findings to the Board for appropriate action to prevent further incidents of undue influence and to protect the Board, the Corporate Officers, and the Institution from such undue influence.

ARTICLE VIII.

Employment

1. *Employment of Administrative Officials and Staff.* The President may appoint, assign duties to, and remove Administrative Officials and Staff subject to the provisions of Article IV.

2. *Employment of Faculty.* Subject to the provisions of Article VIII, Section 3, the Executive Vice Presidents with the approval of the President may issue letters of appointment on behalf of the Institution.

Employment of persons to serve on the Seminary Faculty shall be approved by the Board upon the joint recommendation of the President, Executive Vice President, and Dean of the Seminary.

Between meetings of the Board, on the recommendation of the Seminary Committee, Board approval may be given by the Executive Committee. The President, in consultation with Executive Vice President, and the Dean, may terminate or not rehire a member of the Seminary Faculty.

Nothing in this Section shall be interpreted as abridgement of tenure or due process related to tenure.

3. *Collective Labor Relations.* The Board reserves to itself alone authority to either recognize, or bargain with, or contract with employees collectively.

4. *Religious Qualifications.* The President shall adhere to the published policy of the General Synod of the Associate Reformed Presbyterian Church regarding religious qualifications for employment by the Institution insofar as possible without violating civil law.

ARTICLE IX.

Faculties, Administrative Officials, and Staff

1. *College Faculty.* The College Faculty shall consist of the President, the Executive Vice President and Dean of the College, and all persons employed at least half-time with academic rank. The College Faculty may grant and withdraw seat and voice to additional persons.

2. *Seminary Faculty.* The Seminary Faculty shall consist of the President, Executive Vice President, Dean, and all persons employed at least half-time with academic rank. The Seminary

Faculty may grant and withdraw seat and voice to additional persons.

3. *Administrative Officials.* Administrative Officials are the President, all Vice Presidents, all Deans, and all Directors and their equivalents.

4. *Staff.* All employees other than Corporate Officers, Administrative Officials and members of a Faculty shall be known as Staff.

5. *Duties and Responsibilities.* The Board shall establish general policy regarding academic programs and admissions programs including the size and character of the student body, the number and type of degrees, the number and nature of schools and colleges through which the curriculum is administered and the extent to which the Institution will offer graduate work.

The specific duties and responsibilities of both the Faculties and Administrative Officials are under the charge of the President.

Administrative Officials shall have responsibility for student recruiting, financial aid, student life, finances, maintenance, facilities, fund-raising, and other areas of operation. The participation and advice of representatives of the Faculties and student bodies shall be enlisted in the decision making processes.

The appropriate Dean and Faculty shall oversee the educational programs, curricula, and admission standards and

procedures, and any recommendation of major changes in such areas shall be submitted to the President for Board action. Implementation of educational programs, instructional techniques and policies, and specific objectives of courses are prerogatives of each Faculty. The participation and advice of Administrative Officials and students shall be sought in the decision making process.

Each Faculty shall recommend to the Board candidates for degrees and other distinctions.

In design and support of the student life program, Administrative Officials and Faculties should consider the welfare of the students. Where feasible, Administrative Officials, the Faculties and the student body shall participate on college committees which are concerned with the non-academic aspects of student life. Each student organization and publication shall have an advisor from among the Faculties, Administrative Officials, Staff, or other qualified persons approved by the President.

The College committee appointed to recommend college policy for participation in intercollegiate athletics shall be chaired by a member of the College Faculty elected by that Faculty. This committee shall include members of the College Faculty, Administrative Officials and students.

Administrative Officials, representatives of Faculties and student bodies serving as Advisors to the Board are expected to

advise the Board in all matters related to the Institution. Recommendations or communications from a Faculty or student body to the Board should be introduced through a Standing Committee of the Board after informing appropriate Administrative Officials.

6. *Meetings.* The President or his designee shall call meetings of each Faculty at intervals no greater than five months. The President or his designee (normally the Executive Vice President of the Seminary or the Dean of the Seminary and the Dean of the College for their respective Faculties) shall preside at meetings of each Faculty. Each Faculty shall create and preserve a documentary record of its actions and may otherwise establish its rules of procedure for such committees as may be appropriate.

7. *Non-Delegation of Authority.* In the interest of preserving the exceptional value and influence of the corporate Faculties, neither Faculty may delegate its full authority to a committee.

8. *Handbook.* The President, with the prior consent of the Board, shall publish and revise from time to time an *Employee Resource Handbook* and *Handbook for Faculties*. These Handbooks shall include policies such as academic freedom and responsibilities, job descriptions, College and Seminary committees, terms and conditions of employment, criteria for promotions, rank, tenure, retirement, professional demeanor, judicial process, *et cetera*, and any official statement of the

Philosophy of Christian Higher Education by the Associate Reformed Presbyterian Church. It may be published accompanied by appendices edited by the President without the prior consent of the Board.

ARTICLE X.

Student Organizations

1. *Student Government Association.* The Student Government Association shall consist of all undergraduate students of the College. The purposes of the Student Government Association are to promote interest and participation in student activities and student government; to provide the means for a clear expression of student opinion to the College Faculty, Administrative Officials and the Board; to foster activities which will build strong Christian character and sound citizenship among the students; and to function in accord with the established purposes of Erskine College.

While having the right of self-government, the Student Government Association has the responsibility to act in concert with the President, Administrative Officials, Faculty, and Board. The Student Government shall, with the prior consent of the President or his designee, publish annually a student handbook which will contain both College and Student Government Association regulations and policies affecting students.

2. *Seminary Student Body.* The Seminary Student Body consists of all Seminary students and exists for the purpose of

coordinating and enriching student life under direction of the Executive Vice President and Administrative Officials.

ARTICLE XI.

Fiscal.

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

2. *Operating Budget.* The Board shall annually approve the operating budget of the Institution.

3. *Funds.* All financial accounting shall be divided into the following independent Funds: Operating, Student Loan, Plant, Endowment, Annuity and Trust, Capital Campaign, and Federal.

These Bylaws provide for a specific Corporate Officer to have custody and the duty to report regularly the status of Funds to the Board. All things of value received by the Institution shall be placed into one of these Funds under the direction of the Board.

4. *Inviolability of Endowment Fund.* No portion of the principal of the Endowment Fund shall either be expended or hypothecated without specific approval of the Board. No loan shall be made from the Endowment Fund without specific approval by the Board.

5. *Outside Audit.* The Board shall each Fiscal Year commission one or more Certified Public Accountants to audit the Funds of the Institution and other affairs at the close of the

preceding year and report their findings and recommendations in writing directly to the Board.

6. *Accounting Standards.* Financial accounting at all levels shall be done with current standards published by the Financial Accounting Standards Board and other appropriate official accounting rule-making bodies.

ARTICLE XII.

Ancillary Organizations

1. *Alumni.* The President shall encourage, assist, and support the Erskine Alumni Association.

2. *Counselors.* The President shall encourage, assist, and support the Erskine Board of Counselors.

3. *Parents.* The President shall encourage, assist, and support the Erskine Parent Advisory Council.

4. *Erskine College Flying Fleet.* The President shall encourage, assist, and support the Flying Fleet Club.

ARTICLE XIII.

Honorary Degree Committee

Honorary Degrees Committee. The Committee shall make recommendations to the Board concerning the conferring of honorary degrees and shall consist of the Vice Chair of the Board, the Chair of the Board, the President, the Executive Vice President and Dean of the College, the Executive Vice President of the Seminary, and such other persons as may be appointed by

the Chair of the Board. The Vice Chair of the Board shall serve as Chair of the Committee.

Article XIV.

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, Revised* when not in conflict with these Bylaws. Robert's Rules may be suspended by the affirmative of two-thirds of the Members voting on the question.

2. *Amending Procedure.* These Bylaws may be amended by unanimous consent in any meeting other than a Special Meeting; by two-thirds of the members voting when notice was given in the notice of the meeting; or, by simple majority at two consecutive meetings voting on the same question.

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

Article XV.

Effective Dates

This amendment and restatement of the Institution's Bylaws shall be effective as of the date of its adoption by the Board; provided, that the provisions of Section 3 of Article II (Composition of Board) shall be effective as of July 1, 2012; and provided, further, that the Representative of the Women's Ministries of the Associate Reformed Presbyterian Church shall

continue to serve on the Board as a voting ex-officio Member until June 30, 2014.