

**SECOND  
AMENDED AND RESTATED BY-LAWS  
OF  
COASTAL EDUCATIONAL FOUNDATION**

**ARTICLE I**

**NAME AND OFFICE**

The name of this organization shall be Coastal Educational Foundation (the "Foundation"). The Foundation shall be a nonprofit organization (i) established and operated in accordance with 26 U.S.C. (the "Internal Revenue Code") Section 501(c)(3) and the regulations thereunder; and (ii) incorporated under the South Carolina Nonprofit Corporation Act, Article I, Chapter 31, Title 33 of the Code of Laws of South Carolina, 1976, as amended (the "Act"). The principal office of the Foundation shall be in the City of Conway, Horry County, South Carolina. The Foundation may also have offices at such other places as the Board of Directors may from time to time appoint, or as the business of the Foundation may require.

**ARTICLE II**

It shall be the purpose of the Foundation to establish and promote a permanent foundation to accept gifts for charitable, benevolent, cultural, civic, moral, and educational purposes in support of Coastal Carolina University in accordance with a plan, which shall:

- (a) Provide direction by dedicated individuals attuned to the needs of Coastal Carolina University;
- (b) Afford to persons of moderate means an opportunity to make gifts with a greater beneficial result than possible through individual action;
- (c) Afford to persons of wealth the opportunity to make gifts of lasting value, which assure use for the maximum community good;
- (d) Afford to corporations an opportunity equal to that of individuals to create memorials or make gifts as the circumstances of their economic situation warrants, from time to time;
- (e) Afford to public-spirited organizations an opportunity to make gifts which will carry out their expressed dedication to the public weal;
- (f) Provide an opportunity for the establishment of a memorial to a donor or a family strengthened by administration of individuals of highest character in the community as a guarantee of carrying out the donor's memorial plan in the closest harmony with the donor's basic desires;
- (g) Prevent the unfortunate circumstances in which funds given for charitable purposes are thrown into permanent and useless idleness because changing times negate the specified purpose by creation of a means whereby, when conditions clearly demonstrate that continued use of funds for the original purposes would not have been approved by the giver as wise or practical, a flexibility of use of the funds is permitted;

- (h) Accumulate and disburse funds for capital expenditures and improvements within the area as may from time to time be deemed necessary or desirable by the Board of Directors of the Foundation;
- (i) Safeguard and provide for the permanent security of such gifts.

## **ARTICLE III**

### **OBJECTS**

The object for which the Foundation is formed is the promotion and financial support of Coastal Carolina University as follows:

- (a) To receive gifts, grants, devises, or bequests wherein the maker of the gift, grant, devise, or bequest assents to and accepts all of the conditions hereinafter stated, except that the maker may direct that the income and/or principal which he has given, granted, devised, or bequeathed shall be used for what purpose as he may name or designate, provided, however, that when and if, in the opinion of the Board of Directors of the Foundation, the objects or purposes for which such gift shall have been made have been accomplished, or the objects or purposes for which the gifts were made are no longer desirable or beneficial, then and in that event, the Board of Directors of the Foundation may, by a two-thirds majority, thereafter treat the said gifts as part of the general funds of the Foundation to be distributed in the manner and at the times as the Board of Directors may direct, in keeping with the basic desires of the donors to the extent feasible.
- (b) To receive or solicit gifts, grants, devises, or bequests of any type or value for Coastal Carolina University as will best make for the mental, moral, intellectual, cultural, recreational, physical improvements, and assistance of Coastal Carolina University, including without limiting the foregoing but rather in enlargement and in extension thereof, the following:
  - (1) For financial assistance.
  - (2) For facilities for recreation.
  - (3) For improvement of working conditions at Coastal Carolina University.
  - (4) For the encouragement of higher standards of social engagement and improvement of health at Coastal Carolina University.
  - (5) For the advancement of education, including both short term and long term scholarships to Coastal Carolina University.
  - (6) For the erection of buildings and facilities and for the training of personnel.
  - (7) For support professors and/or particular academic programs.
  - (8) For other needs identified by Coastal Carolina University.
- (c) To make gifts and appropriations from any or all of its resources (subject to the provisions of sub-paragraph (a) above) at any time and in any manner to carry out the objects and purposes of the Foundation.
- (d) It is expressly declared that the Foundation is a charitable corporation, not for the profit of any individual, and that no dividend shall ever be declared, and none of its property, real or personal, shall ever be used or expended except to carry out its charitable purposes.

- (e) In order to properly prosecute the objects and purposes above set forth, the Foundation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other states, territories, dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for all the proper and successful prosecution of the objects and purposes for which the Foundation is created.

Subject to the provisions of the Articles of Incorporation, the Board of Directors will pay, apply, divide and distribute such incomes, revenues, profits, and principal at such time or times as may in their discretion be found best suited to the administration and management of the affairs of the Foundation, but only for the charitable purposes allowed by the Articles of Incorporation, it being the true intent and meaning of these By-Laws, anything else to the contrary herein notwithstanding, that the Foundation shall be operated exclusively for religious, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## ARTICLE IV

### BOARD OF DIRECTORS

1. The number of voting members of the Board of Directors shall not be less than six (6) or more than thirty (30); provided that the maximum number of Directors shall be increased from time to time to thirty-five (35) to give effect to one or more Extended Directors, as such term is defined in Article V. 2. Each Extended Director shall serve until the end of his or her Extended Term, as such term is defined in Article V.2. All other Directors shall serve for a term of years as hereafter provided. All references herein to the "Board of Directors" shall mean and refer to only the voting members acting as a board unless the context clearly requires otherwise.
2. Honorary Directors: On nomination by the Nominating Committee and election by the Board of Directors, persons may be elected as Honorary Directors. Honorary Directors shall be ex officio, non-voting members of the Board of Directors. Honorary Directors shall not be limited in number and shall be constituted in such form of organization as shall enable them to implement and carry out the basic objectives and purposes of the Foundation. The term for Honorary Directors shall be for life subject to removal by the Board of Directors or the Executive Committee, with or without cause. Honorary Directors may serve as ex officio, non-voting members of any committees of the Board of Directors to which they may be appointed by the Chair. It is intended that the Honorary Directors shall be citizens of the highest integrity and ability who are vitally interested in the development and improvement of the educational and cultural opportunities for all of the people of coastal South Carolina.
3. Emeritus Directors: On nomination by the Nominating Committee and election by the Board of Directors, persons may be elected as Emeritus Directors. Emeritus Directors shall be former voting members of the Board of Directors and shall serve as ex officio, non-voting members of the Board of Directors. The term for Emeritus Directors shall be for life subject to removal by the Board of Directors or the Executive Committee, with or without cause. Emeritus Directors shall not be limited in number and they may serve as ex officio, non-voting members of any committees to which they may be appointed by the Chair.

4. The Chief Executive Officer and Corporate Secretary of the Foundation shall be ex officio, non-voting members of the Board of Directors and any committees established by the Board of Directors and to which he or she is appointed. The President of Coastal Carolina University shall be an ex officio, non-voting member of the Board of Directors and any committees to which he or she is appointed.
5. The term of office of each Director other than Extended Directors shall be for four (4) years duration. The Board of Directors shall be divided into four (4) classes with staggered terms so that the term of one class shall expire every four (4) years. Directors may serve successive terms if so elected by the Board of Directors, as described in Article IV.6 and subject always to removal as provided in Article IV.10. The term of each Director other than an Extended Director shall expire upon his or her death, resignation, or removal, or the completion of the meeting at which his or her successor is elected, whichever is earliest.
6. Members of the Board of Directors, other than an Extended Director, shall be elected by majority vote of the Board of Directors on nomination by the Nominating Committee. Each Director other than Extended Directors shall be eligible to serve three (3) consecutive four (4) year terms, plus any applicable unexpired term, commencing as described below. After completing three (3) full four (4) year terms, no such Director other than an Extended Director may succeed himself or herself until the expiration of at least one (1) full year after the end of such last term. The foregoing limitation on a Director's term of service will commence as of each Director's first election to a four (4) year term on or after October 25, 2017. The first such election for each existing Director will be his or her first election, if so elected, after the completion of his or her current term. The re-election of such persons will be as shown on the attached Addendum "A" *Coastal Educational Foundation Board of Directors Class Terms* effective October 25, 2017:

Notwithstanding the foregoing, the Board of Directors may extend the term of any one Director for one (1) additional year upon the recommendation of the Executive Committee and an affirmative vote of two-thirds (2/3) of all voting members of the Board of Directors with the subject Director abstaining. Such Director shall be an Extended Director with an Extended Term of one (1) year commencing immediately upon the completion of the preceding term. The term of any Director whose term is so extended may be extended for consecutive one (1) year terms following, in each such instance, the procedure required above.

7. The number of Directors constituting the Board of Directors may be increased or decreased at any time upon the vote of a majority of the Directors at an annual or regular meeting.
8. Subject always to the Articles of Incorporation of the Foundation and applicable law, the Directors may adopt, amend, modify, or revoke at any time rules which shall govern the management and administration of any property held by the Foundation directly or in trust.
9. (A). Regular meetings of the Board of Directors shall be held three (3) times each year, usually in October, February, and May, at the principal office of the Foundation, or at such other time and place as the Chair or, in the Chair's absence, as the Vice Chair may designate. The annual meeting of the Board of Directors shall be held in October of each year, or such other time as may be determined by the Chair, or in his absence, by the Vice Chair for the election of directors and officers and for the transaction of such other business of an annual nature as may properly come before the meeting. Directors once elected shall take office at the adjournment of the meeting at which they were so elected and shall

continue in office until their successors are elected and qualify. The order of business at the annual meeting and any regular meeting (except as noted otherwise) shall be substantially as follows:

- (a) Calling meetings to order;
- (b) Proof of due notice of meeting and quorum;
- (c) Statement of Compliance with the Freedom of Information Act (if required), Section 30-4-10, et sec., of the South Carolina Code of Laws, 1976, as amended;
- (d) Collection of Conflict-of-Interest Statements from Directors (at annual meetings only);
- (e) Reading and disposition of any unapproved minutes;
- (f) Report of officers;
- (g) Report of committees;
- (h) Election of Directors (at annual meetings and for only those directors with expiring terms or for an Extended Director contemplated in Article IV.6, or at a regular meeting and only to fill one or more unexpired terms);
- (i) Election of Officers (at annual meetings and in accordance with Article V, or any other properly noticed meeting and only to fill a vacant Office);
- (j) Approval/ratification of banking/securities accounts resolutions (at annual meetings only)
- (k) Old Business;
- (l) New Business;
- (m) Other;
- (n) Adjournment.

In addition, an Executive Session may be convened as many times as may be warranted and appropriate under the Freedom of Information Act.

(B). Special meetings of the Board of Directors may be called at any time by the Chair or, in his absence, by the Vice-Chair, to be held at the principal office of the Foundation, or at such other place within South Carolina as may be designated. The order of business at any special meeting of the Board of Directors shall be substantially as follows:

- (a) Call meeting to order;
- (b) Proof of due notice of meeting and quorum;
- (c) Statement of Compliance with the Freedom of Information Act (if required), Section 30-4-10, et sec., of the South Carolina Code of Laws of 1976, as amended;

(d) Disposition for each matter for which the meeting is called;

(e) Adjournment.

In addition, an Executive Session may be convened as many times as may be warranted and appropriate under the Freedom of Information Act.

(C). A quorum at all meetings of the Board of Directors shall consist of a majority of all the voting Directors then in office, but less than a quorum may adjourn any meeting, which may be held on a subsequent date without further notice, providing a quorum be present at such deferred meeting. The affirmative vote of the majority of a quorum shall be necessary and sufficient at any meeting to authorize any action of the Board of Directors, except as otherwise may be required by the Articles of Incorporation of the Foundation, these Bylaws or applicable law. Written records setting forth all action taken in any meeting of the Board of Directors and the voting thereon shall be kept in a permanent minute book of the Board of Directors.

No act done by any one or more of the Directors shall be valid or binding unless it shall have been authorized or until it shall be ratified as required by the Articles of Incorporation or these By-laws.

(D). Members of the Board of Directors may participate in and hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting for all purposes, except where a member participates in the meeting for the sole and express purpose of objecting to the transacting of any business on the ground that the meeting is not lawfully called or convened.

10. At least once a year, and in any event prior to the annual meeting of the Board of Directors in October of each year, the Executive Committee shall review the attendance record of each member of the Board of Directors for the immediately preceding fiscal year. The Executive Committee shall then make a report of such finding, and to the full Board of Directors, in executive session, at such annual meeting. Such report shall contain input from and direction to the Chief Executive Officer as the Executive Committee deems appropriate.

As a part of the report described above, the Executive Committee may make a recommendation to the Board of Directors that a member of the Board of Directors be removed therefrom. Factors that may be considered by the Executive Committee in making such a recommendation shall include, but not be limited to, the residence of the member, the duration of his or her membership, the quality and nature of his or her support of the Foundation, the quality of his or her service on the Board of Directors, the reason(s) for such absences, and his or her attendance at other regular and/or special meetings of the Board of Directors. The Executive Committee shall have the discretion to hear or read any statement of such member of the Board of Directors and may grant, deny or defer the request for an excused absence by majority vote in its sole and absolute discretion. Any recommendation of the Executive Committee regarding the removal of a member of the Board of Directors for non-attendance shall be noted in the minutes of such Executive Committee meeting and presented to the Board of Directors. If the Board of Directors accepts the recommendation of the Executive Committee and determines to remove such Director, such removal shall be effective as of the end of the regular or special meeting at which the Board of Directors takes such action.

In addition to removal by the Board of Directors as described above, any voting or non-voting Director may be removed for any cause whatever at any meeting of the Board of Directors by a two-thirds (2/3) vote of the voting members of the Board of Directors. Such removal shall be effective upon conclusion of such action by the Board of Directors.

The Chief Executive Officer shall report all removals by the Board of Directors to the removed member of the Board of Directors reasonably promptly after conclusion of the meeting at which such action was taken and to the Nominating Committee no later than its first regularly scheduled meeting after such action was taken. The Nominating Committee shall present a corresponding report, and may recommend a replacement for any such removed member, to the Board of Directors at the next regular meeting thereof. In addition, the Chief Executive Officer shall cause the Foundation's records to be updated to reflect any change in the membership of the Board of Directors resulting from any such removal.

11. Upon taking office, the Chair shall appoint seven standing committees as soon as practical and shall submit the composition of said committees at the February meeting for confirmation by a vote of a majority of the members of the Board of Directors, provided that the Chair may submit the composition of said committees to the Executive Committee for confirmation at an earlier date if the Chair deems it advisable. Unless otherwise set forth below, the Chair shall appoint and remove the chairman of each committee. Subject to such removal, each committee chair will be appointed for a two (2) year term and is eligible to serve three (3) consecutive two (2) year terms to the extent permitted by such committee chair's term as a Director. The Chair may appoint himself or herself to serve as chairman or a voting member of any committee(s). The standing committees shall be:

- (1) Executive Committee;
- (2) Finance/Budget Committee;
- (3) Audit Committee
- (4) Nominating Committee;
- (5) Buildings/Grounds/Land Use Committee;
- (6) Development Committee;
- (7) Investment Committee.

A. QUORUM. For each and every committee, one-third of the voting members of that Committee, or two (2) voting members of that Committee, whichever is greater, shall constitute a quorum. Each voting member of a Committee shall have one vote in all elections of that Committee.

B. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair of the Foundation, who shall be the chairman of this committee, the chairman of each standing committee, the immediate past chair of the Foundation, and the Vice Chair of the Foundation if such person is not a chairman of a standing committee. The President of Coastal Carolina University shall be an ex officio, non-voting member of this committee. The term of each member of the Executive Committee shall be co-extensive with such person's occupancy of the office entitling such person to membership on the Executive Committee. A resignation or removal of such person from such office shall automatically constitute the resignation or removal of such person from the Executive Committee.

The committee shall hold as many meetings as its members deem appropriate for the efficient operation of the Foundation.

This committee shall be charged primarily with the responsibility and authority for carrying out the plans and policies of the Board of Directors in the interim between the meetings of the Board of Directors. Except as to matters expressly reserved herein to the Board of Directors, or specifically delegated herein to stated officers, agents, or committees of the Board of Directors, or the Foundation, the Executive Committee shall have authority to consider and decide all questions affecting the interests of the Foundation which may be brought before it during the time when the Board of Directors is not in session; it shall transact such business as may be committed to it by the Board of Directors; it shall be an advisory council for the Chair and/or the Chief Executive Officer of the Foundation on such matters as either or both of them may submit to it; and it shall make formal report of its action at each regular meeting of the Board of Directors and shall submit its minutes to the Board of Directors at or before the next regular meeting of the Board of Directors following the approval thereof.

- C. FINANCE/BUDGET COMMITTEE. This committee shall consist of no less than two voting members of the Board of Directors. The Treasurer of the Foundation shall be a member and chairman of this committee. The Chief Executive Officer of the Foundation shall be a non-voting, ex officio member of this committee. The committee shall meet as many times as may be necessary to transact business relative to the Foundation and such other matters as may be entrusted to it. It shall have the general supervision and management of all the cash and short-term funds of the Foundation, except for funds that are part of the endowment.

The Committee shall also be authorized to transfer funds into the endowment fund, and to direct the transfer of funds from the endowment fund, as the Committee deems prudent for the Foundation; provided the Finance/Budget Committee shall coordinate all such transfers from the endowment fund with the Investment Committee.

The Finance/Budget Committee shall have responsibility for review of proposals for research, programs, travel, and other projects for funding submitted to the Board of Directors through the Office of the Provost of Coastal Carolina University, and upon advice of the Provost to recommend action. The committee, through its chairman, shall make at least semi-annual reports to the Board of Directors.

- D. AUDIT COMMITTEE. This committee shall consist of no less than two voting members of the Board of Directors. No members of the Board of Directors who are employed by the Foundation or Coastal Carolina University shall serve on the Audit Committee. The Audit Committee shall coordinate with the Treasurer to assess the adequacy and propriety of the Foundation's existing procedures and mechanisms by which the Treasurer reports on the financial stewardship of the Foundation and shall propose changes thereto as appropriate. It shall consult with external auditors regarding review of the finances of the Foundation; shall arrange, as necessary or desirable, for independent reviews of the Foundation's finances; and shall periodically confirm the independence of the external auditors. The report of any external auditors shall be provided to the Board of Directors directly by the external auditors providing the review of the Foundation's finances. The authority to engage and/or terminate any external auditors shall remain solely with and shall be determined by a majority vote of the Board of Directors.



- E. **NOMINATING COMMITTEE.** The Nominating Committee shall consist of no less than two voting members of the Board of Directors, including the Chair of the Foundation who shall also be the chairman of this committee. The committee shall meet at the call of its chairman.

The Nominating Committee shall submit to each annual meeting of the Board of Directors the names of those persons whom it recommends for election to fill all vacancies. The Nominating Committee may also submit at a regular meeting of the Board of Directors the names of those persons whom it recommends for election to fill unexpired terms on the Board of Directors. Members of the Board of Directors may submit in writing to the committee, at least thirty (30) days prior to the annual meeting of the Board of Directors, names of persons for consideration for nomination. Members of the Board of Directors may nominate from the floor of the Board of Directors meeting persons who have not been recommended by the Nominating Committee as here-in-above provided.

In making nominations, the committee shall consider the names of all prior members of the Board of Directors, and when it shall appear to the best interests of the Foundation, it may nominate such members for re-election; but care shall be taken to see that a Board of Directors of the highest integrity and ability shall be maintained at all times.

- F. **BUILDINGS/GROUNDS/LAND USE COMMITTEE.** The Buildings/ Grounds/Land Use Committee shall consist of no less than two voting members of the Board of Directors. This committee shall be charged primarily with safeguarding and properly utilizing the Foundation's real property assets. This committee will have the authority to inventory present status, plan for future utilization, and review requests for land utilization. This committee, through its minutes or otherwise, shall report to the Board of Directors on its actions and recommendations. The results of this committee's actions will be made as recommendations to the Board of Directors of the Foundation. This committee shall have great responsibility and will be looked upon by the Foundation and the administration of Coastal Carolina University for well thought out land use recommendations and policies.

The Buildings/Grounds/Land Use Committee shall recommend to the Board of Directors with regard to holding, possessing, managing, controlling, selling, leasing, investing, and re-investing the real and personal property of the Foundation, except as to investment of funds as delegated to the Investment Committee, provided that the Buildings/Grounds/Land Use Committee shall have no power to sell, encumber, or otherwise dispose of or lease real or personal property in use for purposes of Coastal Carolina University.

The committee shall meet when necessary and committee meetings will be called by the chairman of the committee.

- G. **DEVELOPMENT:** The Development Committee shall consist of no less than two voting members of the Board of Directors and shall include the Vice President of Philanthropy for Coastal Carolina University, who shall be an ex officio non-voting member. The committee shall meet at the call of its chairman.

The committee shall report to the Board on the status of fundraising activities, involve other Board members and volunteers in the cultivation and solicitation process, have oversight of the Coastal Planned Giving Advisory Council, have oversight of the Agreement Templates, develop policies and

procedures for the Foundation's Planned Giving Program and approve any type of development outside of such policies and procedures.

The committee, through its minutes or otherwise, shall report to the Board of Directors on its actions and recommendations.

- H. INVESTMENT COMMITTEE. The Investment Committee shall consist of no less than two voting members of the Board of Directors. The Investment Committee shall have general supervision of investment of the funds of the Foundation that are a part of the endowment. The Investment Committee shall meet when necessary and its meetings shall be called by the chairman of the Investment Committee. The Investment Committee, through its minutes or otherwise, shall report to the Board of Directors on its actions and recommendations.

The Investment Committee is authorized and directed to hold, possess, manage, control, sell, lease, invest, and re-invest the whole or any part of the endowment fund, which may be held in one or more accounts and/or with one or more investment managers.

The Investment Committee shall have general supervision and management of the endowment and long-term investments of the Foundation.

The Investment Committee shall coordinate with the Chair and the Treasurer of the Foundation to develop and assess the procedures and mechanisms by which individuals are authorized to transfer funds to and from the Foundation's endowment. The committee shall consult with, respond to questions from and give directions to any investment advisor. The authority to engage and/or terminate any investment advisor shall remain solely with and shall be determined by a majority vote of the Board of Directors.

The Investment Committee shall have responsibility for developing and maintaining compliance with the Foundation's Investment Policy, as that policy is approved and modified by the Board of Directors from time to time.

12. SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS. The Chair of the Foundation or the Executive Committee shall have authority to appoint such special committees as are necessary or desirable to the work of the Foundation. The membership of any special committee shall include at least two voting members of the Board of Directors. The responsibilities and powers of these special committees shall be defined by resolution of the Board of Directors or the Executive Committee of the Board of Directors. Such special committees shall report to the Board of Directors through their minutes or as otherwise directed by the Chair of the Foundation.

The Chair of the Foundation shall appoint special committees at any meeting of the Foundation, and their appointment shall be confirmed by an affirmative vote of a majority of the Directors present and voting. The Chair shall also appoint the chairman and members of any such special committees. Members of special committees may include persons who are not Directors of the Foundation, provided the voting Directors of the Foundation comprise at least a majority of the Membership of the special committee. The chairman shall at all times be a voting Director.

13. In case of the death, disability, or absence of any officer or agent of the Foundation, or any Director or committee member, or in the event a vacancy, for any reason, occurs in the position of any officer,

agent, Director or committee member, the Chair may, for such reason or for any other reason which may seem sufficient to him but subject to all other provisions of these By-Laws, delegate the powers and duties of such officer, agent, Director or committee member to any other person whom he may select until the next regular or annual meeting of the Board of Directors.

14. All removals of members of the Board of Directors by the Executive Committee, as described in Article IV, Section 10 above, shall be final. Otherwise, any and all actions by any of the committees described in Article IV of these By-Laws shall be subject to revision and/or alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected by any such revision or alteration.

## **ARTICLE V**

### **OFFICERS**

1. The officers of the Foundation shall be a Chair, Vice Chair (who will serve as the de facto chair elect), Treasurer, Chief Executive Officer, and Corporate Secretary. In addition, at the Board's option, the officers of the Foundation may include one or more Assistant Secretaries Treasurers. Except as necessary to fill a vacancy in an office, the Chair, Vice Chair, and Treasurer shall be elected by the affirmative vote of a majority of the Board of Directors for two years at the annual meeting of even numbered years. At the time of such person's election to such office, such person shall not be an Extended Director. Said election, along with the qualification and installation of said officers, shall be a part of the order of business at such annual meetings. The Board may elect one or more Assistant Secretaries Treasurers from time to time. The term of office of each Assistant Secretary/Treasurer shall expire as of the end of the next annual meeting of the Foundation at which officers are elected. The officers shall hold office until their successors are elected, qualified and installed. Officers may serve any number of successive terms if elected by the Board of Directors consistent with their terms as Directors, subject to Article V.2. All Officers of the Foundation, except the Chief Executive Officer and other Foundation staff appointed as Corporate Secretary or Assistant Secretary/Treasurer, shall be voting Directors of the Foundation, and the Chief Executive Officer and Corporate Secretary will serve as ex-officio, non-voting members of the Board of Directors.
2. If the term of office of the Chair, Vice Chair, and/or Treasurer extends past the last date that such person could serve as a Director pursuant to Article IV.6, such person's term of office as a Director will be extended automatically to expire at the end of such person's term of office as an officer. The period of such extension is defined herein as an "Extended Term" and each such person is defined herein as an "Extended Director" during the period of her or his Extended Term. If an Extended Director vacates his or her office by resignation, removal, or any other cause, the Extended Term of such Extended Director shall terminate automatically as of the effective date and time of such vacation.
3. To help assure continuity and the maintenance of institutional history, each Chair shall be designated the Past Chair for the two (2) year period following the election and installation of such person's successor as Chair. To the extent necessary, the Past Chair will be an Extended Director.
4. The Chair of the Foundation shall be chosen by and from the Directors; shall preside at all meetings of the Board of Directors if present; shall perform all duties assigned to the Chair in these By-Laws; shall be an ex-officio, non-voting member of all standing Committees, except that such person shall be a voting member of the Executive Committee and of any other committee(s) to which she or he has

appointed herself or himself as chairman or voting member; and shall, in general, perform all duties incident to the office of Chair of the Foundation and such other duties as, from time to time, may be assigned by the Board of Directors.

5. The Vice Chair shall familiarize himself with the affairs of the Foundation and shall have such powers and perform such duties as may be prescribed from time to time by the Chair of the Foundation or by the Board of Directors. At the request of the Chair of the Foundation, or, in the event of the absence or disability of the Chair, the Vice Chair may act temporarily in the place of the Chair of the Foundation and when so acting shall possess all the powers of and perform all the duties of that officer. The Vice Chair will be recognized during his term as Chair-Elect.
6. The Foundation will engage a full-time or part-time Chief Executive Officer. Any Chief Executive Officer of the Foundation shall be selected by the Chair subject to the approval of the Board of Directors. The Chief Executive Officer of the Foundation, subject to the control of the Board of Directors, shall in general supervise and control the day-to-day business and affairs of the Foundation; and in general shall perform all duties incident to the office of the Chief Executive Officer and such other duties as may be prescribed by the Chair of the Foundation or the Board of Directors from time to time.
7. Subject to Article VI, the Chair, the Vice Chair, and the Chief Executive Officer may each sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Act, the Board of Directors or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed.
8. The Corporate Secretary shall cause notices for all meetings to be issued. The Corporate Secretary shall keep minutes of all meetings, shall have charge of the Foundation books, and shall make such reports and perform such other duties as are incident to the office of Corporate Secretary or properly required of the Corporate Secretary by the Board of Directors.
9. The Assistant Secretaries, in the order of their seniority, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe.
10. The Treasurer shall be a voting member of the Board of Directors and not an employee of the Foundation or Coastal Carolina University. The Treasurer shall have custody of all money and securities of the Foundation; shall cause to be kept regular books of account; shall disburse the funds of the Foundation in payment of the just demands against the Foundation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; shall render to the Board of Directors from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of the Foundation; and shall perform all other duties incident to the office of Treasurer or which are properly required by the Board of Directors.
11. The Assistant Treasurers, in the order of their seniority and taking into account their availability, shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

12. In the case of absence or inability to act of any officer of the Foundation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, Director, or other person whom it may select at the next regular or annual meeting of the Board of Directors.
13. Vacancies in any office arising from any cause may be filled by the Directors at any regular or special meeting.
14. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
15. Any officer elected by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. The removal of any officer as a Director, as contemplated in Article IV.10, shall also automatically remove such person from such Office.
16. The Board of Directors may require any and all of the officers to give bonds to the Foundation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## **ARTICLE VI MANAGEMENT AND FINANCES**

1. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instruments in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances.
2. No loans shall be contracted on behalf of the Foundation, and no evidences of indebtedness shall be issued in its name, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. In no event shall the Foundation make a loan to any officer or employee of the Foundation or any voting or non-voting member of the Board of Directors.
3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers or agent or agents of the Foundation and in such manner as shall from time to time be determined by the Chair of the Foundation or by resolution of the Board of Directors.
4. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositaries as the Board of Directors may select.
5. The fiscal year of the Foundation shall begin on the first day of July in each year and shall expire on the last day of June of the following year, unless otherwise provided by the Board of Directors.
6. The Board of Directors shall manage and administer in all respects the properties and funds of the Foundation in accordance with the Articles of Incorporation of the Foundation, the By-Laws, and applicable law, obtaining and securing for such purposes such assistance, office space, force, equipment,

and supplies and other aids and facilities, upon such terms as the Directors may deem necessary or appropriate from time to time.

7. The Board of Directors, in accordance with the Articles of Incorporation of the Foundation and applicable law, shall utilize each year the unrestricted income, revenues, and profits arising and accruing from such year in defraying the cost, expenses, and charges incurred in the management and administration of the Foundation and its funds and properties and in applying and distributing the net amounts of such unrestricted income, revenues and profits thereafter remaining to and for the objects and purposes of the Foundation. As respects any year or years and any purpose or purposes for which the Foundation is created, the Board of Directors in their discretion may withhold the whole or any part of the unrestricted income, revenues and profits which otherwise would be distributed or used during such year or years and either (a) accumulate the whole or any part of the amount so withheld for expenditures for the same purposes in any future year or years, or (b) add the whole or any part of the amount so withheld to the corpus of the Foundation, or (c) pay, apply, and distribute the whole or any part of said amounts to or for the benefit of any charitable, cultural, or educational purpose of Coastal Carolina University. In relation to donor-endowed funds, the Board is obligated to ensure that the original corpus and all restricted income, revenues and profits are expended and/or capitalized in accordance with donor-imposed restrictions outlined in the respective donor endowment agreements.
8. In the event that any stock dividend or rights shall be declared on any stock owned by the Foundation, the said stock dividend or rights shall for all purposes be treated and deemed to be principal even though the dividends or rights represent earnings.
9. Any person, firm, or corporation shall have the privilege of making grants to the Foundation at any time by way of gift, devise, bequest, contribution, or otherwise, and such additions shall be received, used and disposed of by the Board of Directors in accordance with the Articles of Incorporation of the Foundation, taking into account any donor-imposed restrictions, with the effect as if said additions had been originally incorporated therein; provided, however, that the Board of Directors shall have the power to reject any donation, grant, bequest, or devise which in the opinion of the Board of Directors is inconsistent with the purpose of the Foundation, and unless the same shall meet and conform to the matters and standards and requirements adopted by the Foundation from time to time.
10. The Board of Directors shall have and may exercise any and all other powers which are necessary or desirable in order to manage and administer the Foundation and the properties and funds thereof and carry out and perform in all respects the purposes of the Foundation according to the true intent thereof.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

The books, accounts, and records of the Foundation, including but not limited to, minutes of meetings of the Board of Directors, records of all actions taken by the Directors without a meeting and records of all actions taken by Committees of the Board of Directors and as otherwise may be required by the laws of the State of South Carolina, shall be kept at the principal office of the Foundation or at such other place or places as the Board of Directors may from time to time appoint. The records, accounts and books of the Foundation shall be open to public inspection to the extent required by law or permitted by resolution of the Board of Directors.

## **ARTICLE VIII**

### **NOTICES**

Notice of the time, place and purpose of any annual or regular meeting of the Board of Directors shall be in writing and provided to each Director by the Chair, or Vice Chair, or the Treasurer, or the Corporate Secretary, either by mail, confirmed fax, telegram, personally or by any other means of wire or wireless communication not less than five (5) days before the meeting. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be in writing and provided to each Director by the Chair, or Vice Chair, or the Treasurer or the Corporate Secretary, either by mail, confirmed fax, telegram, personally or by any other means of wire or wireless communication not less than three (3) days before the meeting. Notice of any meeting shall not be required to be given to any Director who shall attend such meeting in person, or who shall waive notice of such meeting in writing or by telegraph, cable, radio, or wireless either before or after such meeting.

## **ARTICLE IX**

### **AMENDMENT AND CONSTRUCTION OF BY-LAWS**

1. Alterations or amendments of the By-Laws may be made by the Board of Directors by a majority of the members of the Board of Directors at a regular or special meeting, provided notice of such alteration, amendment, or repeal has been given to each Director, in writing, at least three (3) days prior to said meeting.
2. All pronouns and any variation thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the context may require, and the grammatical construction of sentences shall be deemed to conform thereto.

## **ARTICLE X**

### **CONFLICTS OF INTEREST**

1. A conflict of interest transaction is a transaction with the Foundation in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable nor the basis for imposing liability on the Director if the transaction was fair to the Foundation at the time it was entered into or is approved as provided below.
2. A transaction in which a Director has a conflict of interest may be authorized, approved, or ratified by the vote of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed to or known by the Board of Directors and if the Directors approve the transaction in good faith and reasonably believe that the transaction is fair to the Foundation.
3. For purposes of this section, a Director has an indirect interest in a transaction if the transaction includes another entity in which the Director has a material interest or in which the Director is a general partner or of which the Director is a director, officer, member, manager, employee or trustee.

4. For purposes of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. Any such action to authorize, approve, or ratify the transaction must be taken at a meeting at which a quorum is present. A Director with a direct or indirect interest in the transaction may make a presentation to the Board of Directors about the transaction and may answer questions from the Board of Directors or an officer of the Foundation about the transaction; but such Director shall not otherwise participate in the Board of Directors' deliberation or vote with respect to the transaction. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided in this section.
5. The Board of Directors may impose additional requirements on conflict of interest transactions, either individually or by general policy.
6. The Director having an interest in a transaction approved under this section shall have the burden of assuring that all relevant facts are fully and adequately disclosed to the Board of Directors and all requirements of this section are met.
7. No Director shall have a conflict of interest with respect to any action by the Board of Directors to elect or remove Directors or to confirm the composition of standing committees.
8. Each Director shall be responsible for providing the Foundation with an annual commitment, in a form established by the Foundation, that such Director agrees to promptly report all situations or transactions in which a Director, the employer of such Director or another entity affiliated with such Director is involved and that is being considered by the Board of Directors. In such annual commitment, each Director shall also agree to abstain from voting or attempting to influence the disposition of any transaction in which the Director, the employer of the Director or another entity affiliated with the Director is involved; and to disclose timely and fully his or her interest in any such transaction. The Corporate Secretary shall be responsible for maintaining such annual commitments with the Foundation's records.
9. The Chief Executive Officer, or the Chair in the absence of a Chief Executive Officer, shall develop and administer an appropriate conflict of interest policy for employees of the Foundation.

**Amended and approved.**