

THE STATE OF SOUTH CAROLINA
EXECUTIVE DEPARTMENT

By the Secretary of State

FILED
STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE
2010 MAR 9 PM 3:25
EMILY Y MCMAHAN
CLERK OF COURT

Whereas, Frank M. Hunt, D. Pat Craig, O. B. Cannon, James R. Fea, Robert S. Elliott, Jr., Anne W. Alexander, Jerry R. Wolff, Grady H. Hendrix, David W. Robinson, Jr., W. H. Stuart, Jr., Guy H. Smith, Jr., James C. Barker, Mary A. Hunter, Alice L. Love, Paul L. Grier, Helen Wallace Pressly (Mrs. John), Edwin B. Parkinson, William M. Harris, Jr., Webster Curry, Joseph H. Patrick

A majority of the Board of Directors of
ERSKINE COLLEGE

Act of
a corporation created under and pursuant to the laws of South Carolina, by ~~Resolution No. 100~~ the
General Assembly
~~Resolution No. 100~~ on the 20th day of December, A.D. 1950

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation

All members of the Board of Trustees of Erskine College shall be appointed by the General Synod of the Associate Reformed Presbyterian Church. The maximum number of members which shall comprise the Board and the terms of office shall be as set forth in the By-Laws of this Corporation. Any change in this section of this charter must have prior approval of both the General Synod of the Associate Reformed Presbyterian Church and the Board of Trustees of this corporation.

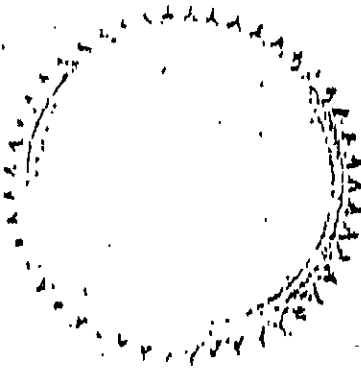
(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the members of the aforesaid Corporation, of which five days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 12, Code of Laws of South Carolina, 1962, and all amendments thereto.

ATRUE COPY
By *Emily McMahon*
Clerk of Court

EXHIBIT
"D"
PAGE 1 OF 2

3251

NOW, THEREFORE, I, John T. Campbell, Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1962, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.



GIVEN under my hand and the seal of the State at Columbia, this 5th day of August in the year of our Lord One Thousand nine hundred and 80 and in the ^{two} hundred and Fifth year of the Independence of the United States of America.

John T. Campbell
JOHN T. CAMPBELL
SECRETARY OF STATE
Secretary of State

EXHIBIT
"D"
PAGE 2 OF 2

I certify that the following Bylaws are true, correct and complete as adopted by the Board of Trustees of Erskine College, including amendments adopted through February 20, 2009.

William L. Ballou
Secretary

February 20, 2009
Date

FILED
STATE OF SOUTH CAROLINA
COUNTY OF ABERDEEN
2009 FEB 20 9 PM 4 43
EMILY MCMAHAN
CLERK OF COURT

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

BYLAWS

ARTICLE I.

Offices

Principal Office. The principal office of this corporation, hereinafter called Institution, 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.

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, 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 ordered to report all its actions at the next meeting of the Board and the Board shall have the authority to rescind such actions taken by the Executive Committee which are rescindable.

3. Composition of Board. The number of Members of the Board shall not exceed thirty-four (34). Annually, the Board may recommend nominations for appointment to the Board to the Committee on Nominations of the General Synod. The General Synod of the Associate Reformed Presbyterian Church shall annually appoint five persons to be members of the Board, each of whom shall have a term of office to terminate with the sixth fiscal year-end after that person's term begins. In addition, the President of the Erskine Alumni

TRUE COPY
Emily McMahon
Clerk of Court

EXHIBIT

"E"

Association, the Moderator of the General Synod of the Associate Reformed Presbyterian Church, the President of the Women's Ministries of the Associate Reformed Presbyterian Church, and an additional representative designated by the Women's Ministries of the Associate Reformed Presbyterian Church shall be ex-officio members of the Board. At least fifty percent of the members shall be alumni and alumnae of Erskine College and/or 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, and each shall have equal seat and voice in all meetings of the Board except that during executive sessions they shall have neither seat nor voice: the President, all Vice Presidents, the Treasurer, all Deans, a delegate from the Seminary Faculty, two delegates from the College Faculty, the President and Vice President of the Student Government Association, the President of the Seminary Student Body, the President of the Parent Advisory Council, the Chairman 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 and the President of the Flying Fleet Club. The Board may by resolution grant and withdraw seat and voice to additional persons. Advisors are entitled to receive the same Minutes and notice of meetings of the Board to which Members are entitled.

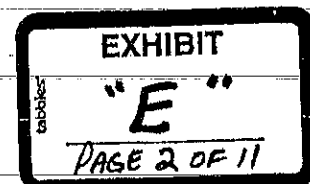
5. Removal. The Board, by two-thirds vote of the members present, may remove a Trustee from office for cause, but only after the Trustee has had or waived the due process hearings as herein provided. Any Trustee having removal charges brought against him shall be entitled to a hearing before the Executive Committee. If the Executive Committee recommends removal, the affected Trustee shall have the right to a hearing before the Board if the Trustee requests such a hearing in writing within ten 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 he waives same, the affected Trustee shall be given at least ten days written notice of each hearing.

The person bringing the charges and the affected Trustee 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 Trustee 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 consecutive meetings of the Board may be asked to resign.

7. Vacancies. The General Synod or its Executive Board may fill vacant unexpired terms on the Board.

ARTICLE III. Board Meetings

1. Regular Meetings. Regular Meetings of the Board of Trustees shall be held on the third (3rd) Friday of October and February and on the Friday following the May commencement exercises. The Chairman, with the approval of a majority of the members of the Executive Committee, may cancel the May meeting with notice to the members of the Board before May 1. The Chairman may designate the hour and place of all meetings.

2. Special Meetings. The Chairman may, or at the written request of three Members shall, call a Special Meeting of the Board stating in the notice the purpose therefore. No business may be discussed unless that business has been described in general terms in the notice of the meeting.

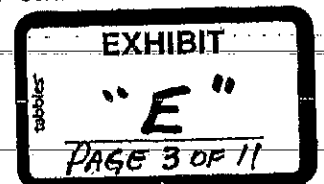
3. Notices of Meetings. Written notices of Regular Meetings and Special Meetings shall be sent to every Member and Advisor by the Secretary or Assistant Secretary not less than ten nor more than fifty days before the date of the meeting.

4. Quorum. Seventeen Members shall constitute a quorum. Proxies shall not be honored.

ARTICLE IV. Corporate Officers

1. Corporate Officers. Corporate officers shall be the Chairman, Vice Chairman, 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 an Assistant Treasurer.

2. Term. The Board will normally elect the Chairman, Vice Chairman 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 with the approval of the Board.

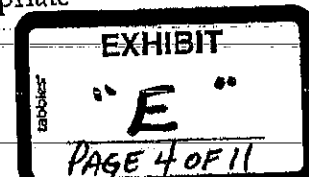
3. Chairman of the Board. The Chairman may preside at all meetings of the Board and all committees created under these Bylaws. The Chairman may execute all documents authorized by the Board and shall execute those which the Board directs. The Chairman is a member of all committees created under these Bylaws with seat, voice, and vote therein. He shall act as Treasurer during the absence or incapacity of the Treasurer.

4. Vice Chairman of the Board. The Vice Chairman shall have all the authority of the Chairman during his absence or incapacity. The Vice Chairman is a member of all committees created under these Bylaws and shall have seat, voice, and vote therein.

5. President. The President shall be the chief executive officer of the Institution. 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 created under these Bylaws 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 adopted 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 VII 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 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 Committee and shall contract for such counsel, service, depository, expense, et cetera as he deems appropriate



only after approval by the Finance 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 an appropriate insurance contract ensuring the fidelity of appropriate corporate officers and employees who handle assets of the Institution, shall deliver said contract to the President who shall maintain custody thereof and shall deliver a copy to the Chairman 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, Chairman of the Board and the Chairman of Finance and Facilities Committee, real property or any interest therein which is held by the Institution solely as an investment.

8. Secretary. The Secretary or the 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.

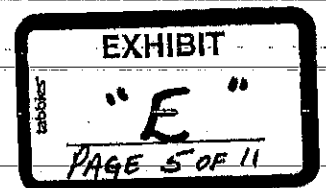
9. Assistant Secretary. The Assistant Secretary shall have such duties as the Secretary, Chairman of the Board, Board or Executive Committee may assign to him and shall perform the duties of the Secretary in the absence or incapacity of the Secretary.

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

ARTICLE V. Committees

1. Standing Committees. There shall be standing committees of the Board as follows: Academic, Enrollment, Finance and Facilities, Development, Student Services and Athletic, Seminary, Trustees, Honorary Degrees and Executive. Except as otherwise set forth in this Article, the Chairman of the Board shall appoint the members and officers thereof. 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.



3. Enrollment Committee. The Committee shall review and advise the Board regarding undergraduate enrollment and financial aid. Particular attention shall be given to enrollment and financial aid policies.
4. Finance and Facilities Committee. The Committee shall advise the Board regarding all business and financial matters including oversight of all funds in the custody of the President and/or the Treasurer and shall review and advise the Board regarding the planning for, management of, and security for the physical facilities of the institution, including all buildings and grounds. The Treasurer shall be an advisory member of the Committee.
5. Development Committee. The Committee shall continually advise the Board regarding alumni, church and public relations, as well as all fund-raising programs. It shall also be responsible for coordination of long-range planning. The committee shall seek to interpret the College and Seminary to the members of the Associate Reformed Presbyterian Church and to other constituencies and to share any concerns of the church with the Board.
6. Student Services and Athletic 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.
7. 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.
8. Committee on Trustees. The Committee shall develop and update as needed: an assessment of the Board's composition, leadership and contributions of time, wisdom and resources; a profile for effective Board makeup; and a plan for achieving the profile. The Committee shall annually report to the Executive Committee prior to the October meeting of the Board concerning such assessment, profile and plan and shall recommend to the Executive Committee potential nominees to the Board. The Committee shall perform such other activities concerning Trustees as may be assigned to it by the Executive Committee or the Board.
9. Honorary Degrees Committee. The Committee shall make recommendations to the Board concerning the conferring of honorary degrees and shall consist of the Vice Chairman of the Board, the Chairman 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 Chairman of the Board. The Vice Chairman of the Board shall serve as Chairman of the Committee.

