

GOVERNOR'S SCHOOL FOR AGRICULTURE

BYLAWS Adopted March 22, 2024

PREAMBLE

The Board of Trustees of the Governor's School for Agriculture at John de la Howe (the "School") was created and constituted a body corporate and public by virtue of S.C. Code Ann. §§ 59-49-10 through 59-49-160 (1976), as amended. The Board is charged with the operation and management of the Governor's School for Agriculture and in order to more effectively discharge its responsibilities and duties in connection therewith, in order to provide for a definitive, orderly form of governance, and in order to secure and continue a responsive, progressive, and superior high school, the Board of Trustees does promulgate and adopt these Bylaws.

ARTICLE I GOVERNOR'S SCHOOL FOR AGRICULTURE

Section 1. NAME OF SCHOOL. The name of the School under the control of the Board of Trustees as fixed by statute is the Governor's School for Agriculture at John de la Howe.

Section 2. BODY CORPORATE AND POLITIC. The School is a body corporate as provided for by S.C. Code Ann. § 59-49-70.

ARTICLE II THE BOARD OF TRUSTEES

Section 1. COMPOSITION. The Board of Trustees will consist of nine members, appointed by the Governor, subject to confirmation by the Senate. See S.C. Code Ann. § 59-49-20. The following shall serve as nonvoting ex officio members of the board:

1. the Dean of the College of Agriculture at Clemson University or his designee;
2. the Dean of the College of Education at Clemson University or his designee;
3. the Dean of the School of Business at South Carolina State University or his designee;
4. the Chair of the Department of Accounting, Agribusiness, and Economics at South Carolina State University or his designee;
5. the State Superintendent of Education or his designee; and
6. the Chair of the Agriculture Program at Piedmont Technical College and the President of Piedmont Technical College.

Section 2. TERM. Members appointed by the Governor shall serve for terms of five years.

Section 3. REMOVAL. The Governor may remove the members of the board for good cause at any time. The failure of any member of the board to attend at least one meeting thereof in any year, unless excused by formal vote of the board, may be construed by the Governor as the

resignation of such non-attending member.

Section 4. VACANCIES. Appointments to fill vacancies must be for the remainder of the terms in the same manner of the original appointment.

Section 5. COMPENSATION. All members of the board shall receive per diem and mileage as provided by law for members of state boards, committees, and commissions. See S.C. Code Ann. § 59-49-60.

Section 6. TRAINING. Within one year of taking office, all persons elected as members of the Board must successfully complete a training program on the powers, duties, and responsibilities of a Board member including, but not limited to, topics on policy development, personnel, school leadership and board relations, student programs, finance, school law, ethics, and community relations, as determined by the Board. Training regarding how best to serve the students in their care also must be provided.

ARTICLE III DUTIES OF THE BOARD

The business, property and affairs of the School must be under the control of the Board of Trustees who shall define the mission, role and scope of the School, shall establish the general policies of the School, shall fix and approve the School's application for appropriations to the State Budget and Control Board for the succeeding fiscal year, shall approve the budget for the next fiscal year, and shall provide ultimate accountability to the public and the General Assembly.

Within these fundamental responsibilities, the Board will perform, where appropriate, many essential functions, including but not limited to the following:

1. Elect a President of the School to serve at the will of the Board or for such term and compensation as the Board may prescribe with title chosen by the Board;
2. In consultation with the President, employ and discharge all employees of the school;
3. In consultation with the President, approve a course of study for the School. This course of study shall include instruction in the areas which constitute the usual high school curriculum and provide in-depth instruction in agriculture;
4. Review and approve academic plans, including new programs and new units, and major modifications or deletions in existing programs and units;
5. Establish criteria, standards and procedures for the admission of students and levy fees and charges;
6. Review and approve requests to the Legislature for appropriations;
7. Review and approve annual budgets and budget changes;
8. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;
9. Approve compensation policy for faculty and staff;
10. Approve all long-range development plans for the School including capital projects;
11. Approve or delegate authority for approval of all major contractual relationships and other major legal obligations executed in the name of the School;

12. Establish auditing policies and standards and appoint independent auditors;
13. Adopt policies and regulations, as it considers necessary for the operation and management of the School.

ARTICLE IV. OFFICERS

Section 1. OFFICERS. The Board of Trustees shall elect a Chairman and Vice-Chairman; no ex officio member may hold such an office. Each of these officers shall serve a term of two years, or until his or her successor is elected. If a vacancy occurs in any of these offices, the Board of Trustees shall elect a person to serve for the remainder of the term. The Chairman shall preside at all meetings of the Board of Trustees, shall have the right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board, and shall have such other powers and duties as the Board may from time to time prescribe. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the office of the Chairman.

ARTICLE V. COMMITTEES

Section 1. AD HOC COMMITTEES. Ad Hoc Committees shall be appointed by the Chairman of the Board upon authority of the Board with such powers and duties as the Board may determine. An Ad Hoc Committee shall act for no more than one (1) year from the date of appointment and shall be considered discharged upon the expiration of said year unless specifically authorized by the Board at the time of its appointment, or from year to year, to act for a longer period. Ad Hoc Committees shall be referred to as Committees.

ARTICLE VI. MEETINGS OF THE BOARD AND COMMITTEES

Section 1. REGULAR MEETINGS OF THE BOARD. The Board of Trustees shall meet quarterly and more often as may be required. Meetings should be held at the school. The failure of any member of the Board to attend at least one meeting thereof in any calendar year, unless excused by formal vote of the Board, may be construed by the Governor as the resignation of such non-attending member. See SC Code Ann. 59-49-30.

Section 2. NOTICE OF REGULAR MEETING. Notice of the time and place of all regular meetings of the Board of Trustees shall be mailed to each trustee by the Secretary, or his assistant, not less than five (5) working days before each meeting. Appropriate public notice of such meetings shall also be posted by the Secretary in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

Section 3. SPECIAL MEETINGS OF THE BOARD. The Chairman of the Board, the President or any nine (9) members of the Board thereof, may call special meetings of the Board and fix the time. The same notice shall be given at a special meeting as is required for a regular meeting.

Section 4. WAIVER OF NOTICE. In lieu of notice, a written waiver of notice may be signed by any member of the Board before or after such meeting. Attendance at a meeting shall constitute waiver of notice thereof.

Section 5. AGENDA. At least five (5) working days prior to each regular meeting of the Board, the Secretary shall mail to each member thereof an agenda setting forth all substantive matters upon which action is to be requested at the meeting. No action shall be taken on any substantive matter which is not on the agenda of the Board except with the consent of two-thirds (2/3) of the members present, but in no event by an affirmative vote of less than a majority of the members of the Board; provided, however, that action may be taken on matters by committees after the mailing of said agenda.

Section 6. PUBLIC MEETING; EXECUTIVE SESSIONS. All meetings of the Board and its committees shall be public unless the matter being discussed falls within the provisions of Section 30-4-70, Code of Laws of South Carolina (1976), as amended, in which event the Board or committee, as applicable, may enter executive session for the purpose of considering such matters in executive session. The Board, upon the vote of a majority of those present, may call for consideration of such matters in executive session. However, if it is determined by either the Chairman or by a majority of the Board or committee during the course of such considerations in executive session that the matter is not properly the subject of an exception to the "Freedom of Information Act," the Board shall discontinue consideration of that matter and move on to other matters, if any, appropriate for consideration in executive session. Thereafter, the Board and Committee shall terminate the executive session and reconvene the public session for consideration of such matters not acted upon in executive session requiring ratification in public session. Only voting members of the Board or Committee shall remain for executive sessions unless the Board or committee deems otherwise and specifically requests such other person or persons to be in attendance.

Section 7. RELEASE OF INFORMATION – EXECUTIVE SESSIONS. All matters discussed and all actions taken in executive sessions are confidential and shall be released to the public only as the Board shall direct, or in the event of an executive session of a standing committee is involved, only as that standing committee shall direct, except that:

- a) Executive session items, which require release from confidentiality in order that the ordinary business of the School might be conducted, may be so released by either the Chairman of the Board, the Vice-Chairman, or the Secretary of the Board.
- b) The Secretary of the Board, in consultation with the Chairman of the Board, is authorized to release for scholarly purposes executive session minutes of Board meetings, when the substance of such minutes would not now be considered executive session or when minutes are twenty-five (25) years or more old, it being understood that the Chairman shall refer any questionable cases to the Board for decision.

Section 8. MEETINGS OF COMMITTEES. Meetings of Committees shall be called by the Secretary at the discretion of the Chairman of the Board, the Chairman of the particular committee concerned, the President, or any two (2) members of the committee of which a meeting is to be called. Notice of the time and place of a meeting of a committee shall be given to all

members of the Board by letter at least five (5) working days before the time appointed for the meeting.

ARTICLE VII. BOARD AND COMMITTEE PROCEDURE

Section 1. ORDER OF BUSINESS OF THE BOARD.

- a) The order of business at each regular meeting of the Board shall be as follows:
 - a. Call to order
 - b. Roll call
 - c. Approval of minutes of the last meeting or previous meetings
 - d. Reports of the Chairman, and of other officers when required
 - e. Reports of Committees
 - f. Unfinished business
 - g. New Business
 - h. Adjournment

- b) At special meetings the order of business shall be as follows
 - a. Roll call
 - b. Reading of notice and statement of service thereof
 - c. The special business for which the meeting was called
 - d. Adjournment

- c) The regular order of business may be suspended at any meeting by a vote of a majority of the Board members present.

Section 2. QUORUM OF THE BOARD. Half or more of the members designated in Article II Section 1 shall constitute a quorum for the transaction of business.

Section 3. QUORUM OF COMMITTEES.

- a) Three (3) members of any committees shall constitute a quorum for the transaction of business except that in the case of a Committee of four (4) members or less, apart from ex officio members, any two (2) members, whether or not ex officio, shall constitute a quorum.

- b) Unless otherwise prohibited by the enabling legislation or the Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of conference telephone or any means of communication by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting. The same notice requirements as provided in Article VII, Sections 2 and 3 hereof shall be applicable for any action taken pursuant to this Section.

Section 4. PRESIDING AT COMMITTEE MEETINGS. In the absence of the chairman of a committee, the member of the committee who has the greatest seniority on the committee and who is present and able to act shall preside and otherwise perform the duties of Chairman.

Section 5. RULES OF PROCEDURE. The rules contained in Robert's Rules of Order Newly Revised, the Scott, Foresman & Company, 1981 edition, shall govern the proceedings at and the conduct of the meetings of the Board and its committees, in all cases to which they are applicable and which are not covered in or by the Bylaws.

Section 6. PROCEDURES FOR REPORTS. Reports shall be submitted to the Board or its standing committees in accordance with a schedule of reports adopted by the Board. Requests for other reports to be prepared for submission to the Board or its committees shall be voted by the Board or the appropriate committee.

Section 7. COMMUNICATIONS. The Secretary of the Board shall serve as the official medium of communication between the Board of Trustees, on the one hand, and the School faculty, administrative officers, individual members of the staff, student organizations and students, on the other. Appeals from decisions of School academic or administrative officers, boards, committees, and the like must be taken to the President for review and action before any review of appeal may be had before the Board of Trustees

Section 8. APPEARANCE BEFORE AND DOCUMENTS PRESENTED TO THE BOARD. All individuals who wish to appear before and be heard by the Board of Trustees and its committees must apply for permission to do so at least ten (10) working days prior to any such meeting. All documents for presentation to the Board or any of its committees shall also be in the hands of the Board or the concerned committee members not less than five (5) working days prior to such meeting. The Secretary of the Board shall be responsible for the transmittal of this information and such information must be made available to the office of the Secretary at least five (5) additional working days (a total of ten (10) working days) in advance of the projected hearing date so that the Secretary may disseminate such information as herein required.

Section 9. MINUTES OF BOARD AND COMMITTEE PROCEEDINGS.

- a) Minutes of the proceedings of each Committee shall be kept by the secretary or a member of the committee if no secretary is present, and as soon as practical after a meeting, a copy of said minutes shall be mailed or delivered to the Secretary of the Board.
- b) The minutes of executive sessions of the Board and its committees shall be recorded as directed by the will of a majority of those members present and shall be kept separate from the minutes of the public meetings.

Section 10. PROXIES PROHIBITED. The use of proxies for purposes of determining a quorum, for voting or for any other purposes shall not be permitted except as permanent designees are allowed by the by-laws in Article II Section 1.

Section 11. VOTING. Except as otherwise specifically provided herein, all matters coming before the Board or a committee thereof for determination shall be determined by a majority vote. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by a call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

Section 12. ACTION WITHOUT A MEETING. Unless otherwise provided by the Bylaws or the enabling legislation, an action permitted only when authorized at a meeting of the Board may nevertheless be taken without a meeting if, before or after the action, all members of the Board consent thereto in writing.

Section 13. RECONSIDERATION, REPEAL, OR RESCISSION. No motion, repeal, or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by mail to each member of the Board at least five (5) working days prior to the meeting at which such motion is to be voted upon. Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon at the same meeting at which said action is taken.

ARTICLE VIII. DUTIES OF THE SECRETARY

Section 1. DUTIES. The President shall serve as Secretary of the School and of the Board and shall be charged with the responsibility of performing the many duties assigned to the Secretary by these Bylaws or by the Board, including but not limited to the following:

- a) Attend all meetings of the Board and of its committees and keep or cause to be kept a full and accurate record of proceedings of the Board and its committees.
- b) Promptly furnish a copy of the minutes of every Board and committee meeting to all members of the Board.
- c) Give due notification to the School administration and to State and civic bodies of the pertinent decisions and actions of the Board.
- d) Prepare and send out notices of all meetings of the Board and its committees, together with an agenda and other pertinent material relating thereto, in the manner and time provided in these Bylaws.
- e) Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes.
- f) Be responsible for maintaining the archives of the School verity and be custodian of and provide for the preservation of the records of the Board and all documentary files thereof.
- g) Be responsible for keeping members of the Board and such persons as the Board may direct, supplied with copies of any changes or amendments to these Bylaws or the policies of the School as adopted or amended by the Board from time to time and any interpretive rulings previously made regarding matters being or to be discussed.
- h) Provide liaison between the Board and its members; be responsible for communications between the Board and others as set forth in Article VIII, Section 7 of these Bylaws.
- i) Certify as to the authority of all administrative or executive officers of the School when necessary.
- j) Generally act as the coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved.
- k) Perform such other duties and functions as may be prescribed by the Board.

ARTICLE IX.
THE SCHOOL SYSTEM AND ITS GOVERNANCE

Section 1. AUTHORITY AND DUTIES OF THE PRESIDENT. The President of the School shall be the chief executive officer of the School and shall exercise such executive powers as are necessary for its appropriate governance, subject to the direction and control of the Board. He or she shall be the primary spokesman for the School to the alumni of the institution, the news media, the educational world, and the general public. He or she shall administer School policies as promulgated by the Bylaws, speak for the School as its official head, and coordinate all activities of the institution directly or through his designated representatives. The President shall report directly to the Board the current affairs of all components of the School and shall discuss with the Board basic issues, new or alternative directions, and recommendations on new policies. He or she shall direct, coordinate and implement the planning, development, and appraisal of all activities of the School and shall be directly responsible to the Board for its operations.

With the general authority granted by the Board, the President shall perform the duties and responsibilities associated with this office, including but not limited to the following:

1. Implement Board policies, continuously review the administration and effect of these policies and recommend to the Board, for consideration, modifications of policies and new policies in all aspects and at all levels of the School;
2. Assume primary responsibility for relationships with the Governor's Office, the Legislature, the State Department of Education, federal agencies and other agencies, groups and institutions;
3. Recommend to the Board the mission, role and scope of the School and undertake comprehensive and long-range planning;
4. Direct and approve the preparation of a coordinated legislative request for both operating and capital appropriations, and direct the presentation of and justification for the request;
5. Establish fiscal, budgetary audit, and business procedures for the efficient and effective management of the School;
6. Subject to Board and within the budget limitations of the School, make such appointments to and grant some promotions in faculty or administrative staff of the School as may be appropriate, and terminate any appointments or employment, both in faculty and administrative staff, in keeping with the general and tenure (so far as applicable) policies as may be established by the Board of Trustees, and duly report any action taken hereunder at the next succeeding regular or special meeting of the Board;
7. Serve as *ex officio* member of all the Committees of the Board, with full right to participate in the committee's discussions but without a right to vote on any matter;
8. Attend all meetings of the Board, as far as his or her duties may permit;
9. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements;
10. Sign all diplomas, certificates, and all contracts and instruments authorized and issued by authority of the Board or any properly authorized committee thereof. A lithographed signature shall comply herewith;
11. Perform such other duties as may be duly assigned to him by the Board of Trustees or may be appropriate to his general duties and responsibilities.

**ARTICLE X.
MISCELLANEOUS**

Section 1.

- a) SCHOOL SEAL. The Official School seal shall be used in connection with the transaction of business of the Board. The seal may be affixed by the Secretary on any document signed on behalf of the School or the Board. Permission may be granted by the Board, or the President for the use of the seal in the decoration of School buildings or in other special circumstances. The seal shall be of the following form and design:

- b) SCHOOL LOGO. In informal contexts, including but not limited to advertising and marketing of the school, letterheads and business cards, a logo may be used. Permission may be granted by the Board or by the President for use of the logo in authorized materials. The logo may be modified by the Board in regular session.

Section 2. NONDISCRIMINATION. The Board shall not accept any invitation to attend functions (social or otherwise), which are to be held at a club, or organization, which does not admit as members, persons of all races, religions, colors, sexes, or national origins. All such invitations so received shall be referred to the Board as to whether or not the function is to be held at a club or organization, which does not admit as members, persons of all races, religions, colors, sexes, or national origins.

Section 3. GENDER; NUMBER. The use of the masculine gender in these Bylaws includes the feminine gender, and when the context requires, the use of the singular includes the plural.

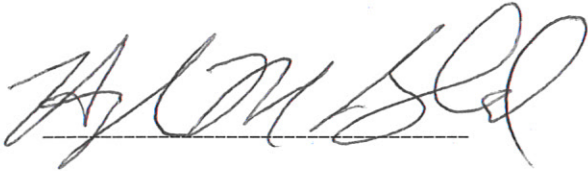
Section 4. SEVERABILITY. Should any Article, Section, Subsection, sentence, clause, phrase or term of these Bylaws be declared to be void, invalid, illegal, or unenforceable, for any reason, by the adjudication of any court or other tribunal having jurisdiction over the proper parties and the subject matter affected by these Bylaws, such judgment shall in no wise affect the other provisions hereof which shall be severable and which shall remain in full force and effect.

**ARTICLE XI.
AMENDMENTS**

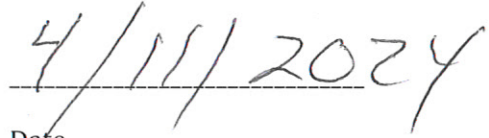
These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board attending, provided that notice of any proposed amendment including a draft thereof, shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon.

[Signature Page to Follow]

REVISED AND ADOPTED:



Chairman Board of Trustees



Date