

**CHARTER OF THE ORGANIZATION
OF
THE CLEMSON UNIVERSITY BOARD OF VISITORS**

1. NAME. The name of this organization shall be “The Clemson University Board of Visitors” (the “Board”).

2. PURPOSE. The Board of Trustees is the governing body of Clemson University, as stated in the Will of Thomas Green Clemson and as confirmed by SC General Assembly in their Act of Acceptance. The Board of Trustees has authorized and directed that there shall be a Board of Visitors created with the purpose that this Board of Visitors shall serve as goodwill ambassadors of Clemson University (the “University”) by attending periodic meetings of the Board to learn more about the University and to communicate pertinent and accurate information regarding the University to family, friends, colleagues and members of the public. The Board of Visitors will assist the University with its efforts to accomplish its mission and promote its attributes in a positive manner. The Board will also assist the President of the University with any special projects or assignments when the President asks for Board assistance.

In accordance with that charge, the Board hereby adopts this Charter, subject to approval of the Board of Trustees, for the purpose of setting forth the organization and mode of operations of the Board.

3. MEMBERSHIP. There shall be a maximum of 59 members of the Board. Members shall be nominated by the individual Trustees and shall be appointed by the President of the University (as more fully described in Paragraph 14 below). The President of the University and the Executive Secretary of the Board of Trustees (or each or both of their designees) shall be ex-officio, non-voting members of the Board and shall be invited to all meetings.

4. VOTING. Each Board member shall have one vote. All actions of the Board shall be by majority vote of a quorum of the members present at any regularly-scheduled or specially-called meeting held in compliance with this Charter. A quorum shall be present at a meeting of the Board if a majority of the members are present. When a quorum is present at any meeting of the Board, the vote of a majority of those present shall decide any matter brought before such meeting, except that any amendment of this Charter requires the affirmative vote of two-thirds (2/3) of the members of the Board, as described in Paragraph 7 below.

5. TERM. Each member of the Board shall serve a three year term and is limited to a maximum of two (2) terms, the second of which must begin no less than

two (2) terms (six years) following the conclusion of the first term. In the interest of continuity, the President of the University may, in the President's sole discretion, appoint from those members of the Board whose terms are expiring, no more than five (5) persons to serve as sustaining members who will serve one (1) additional year each. A member may continue to serve on the Board beyond the initial three year term, or sustaining member term, if the member is elected Chair, Vice-Chair, or Secretary of the Board or is elected Chair or Secretary of one of the three (3) standing committees of the Board. All terms begin on July 1 and end on June 30.

6. ELECTION OF OFFICERS. The Officers of the Board shall be a Chair, Vice-Chair, Secretary, Committee Chairs and Secretaries. Officers shall serve a term of one year and may not be re-elected to the same office. The election of officers will be held during the annual spring business meeting. The Executive Committee will present a slate of officers with election by a simple majority of a quorum of members present.
7. AMENDMENTS. Amendments to this Charter may be made by the Board at any meeting, provided that proper notice has been given to the members of the Board pursuant to Paragraph 13 below, and the notice of the meeting and the agenda shall specifically state that one of the purposes of the meeting is to consider amending this Charter. An affirmative vote of at least two-thirds of the Board members in attendance shall be required to amend this Charter. Amendments shall not be valid unless approved by the President of the University.
8. MEETINGS. The Board shall meet at least twice per calendar year on dates approved by the Executive Committee. Special meetings of the Board may be held upon 2/3 vote of the Executive Committee. Notice of any special meeting, date time and location shall be sent to all members, in writing, no less than 48 hours in advance of the meeting.
9. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the Chair, Vice-Chair and Secretary. The President of the University, or the President's designee, the Secretary for the Board of Trustees or designee shall be an ex-officio member of the Executive Committee and shall be invited to all meetings of the Executive Committee.
10. STANDING COMMITTEES. There shall be three (3) standing committees of the Board:
 - A. The Legislative Issues Committee, which shall provide advice and assistance to the University with regard to communicating with elected and appointed governmental officials;

- B. The Student Affairs Committee, which shall provide advice and assistance to the University with regard to student affairs; and,
- C. The Marketing Committee, which shall provide advice and assistance to the University with regard to the University's marketing activities.

Every member of the Board shall serve on one of the three standing committees. Committee assignments shall be made by the Chair.

- 12. SPECIAL COMMITTEES. Special committees may be formed at the discretion of the Executive Committee. No special committee shall be in existence for more than two calendar years unless the Board votes to keep a special committee in existence for more than a two year period.
- 13. PARTICIPATION. Upon acceptance of appointment to the Board of Visitors, members agree to contribute time, attendance and resources to support the University and activities of the Board. By agreeing to serve, an **annual minimum financial contribution** is expected which shall be defined by the Executive Committee.
- 14. NOTICE. Written notice and an agenda for all meetings of the Board shall be mailed to all members (appointed and ex-officio) no less than 48 hours prior to any meeting of the Board, including the date, time and location of the meeting.
- 15. NOMINATIONS. The Executive Secretary to the Board of Trustees or designee shall obtain new member nominations from the Trustees by April 15 each year. The Chairman and Vice Chairman of the Board of Trustees shall be entitled to nominate two members each to the Board each year. The remaining Trustees shall be entitled to nominate one person each to the Board each year. Nominations and selections shall take into account the desire of the Board to reflect diversity, including gender, geography, ethnicity, occupation, age and experience. The President shall appoint members from those nominated by the Trustees.
- 16. SUCCESSION. The Vice Chair of the Board of Visitors or Secretary of each standing committee shall represent the respective chair in the case of an absence. If the position is vacated during the year, that individual shall serve for the balance of the year which would **not** count against the next term. Any other office vacated during the year shall be filled as approved by the Executive Committee.
- 17. EXPENDITURES. Funds raised by the Board of Visitors, and on deposit in the Clemson Foundation, shall be used for the purposes agreed upon by the Board and committees of the Board. Other expenditures are to be approved by the Executive Committee.

18. DISMISSAL. The Board of Visitors has the right to dismiss any member for cause. "Cause" shall include the following: (a) failure to attend scheduled meetings; (b) failure to meet the annual financial contribution defined by the Executive Committee; (c) a financial conflict of interest with the Board or University; and, (d) conduct by a Member which reflects negatively on the Board or University. Any Member may bring a motion for the dismissal of another Member for cause and dismissal shall require a 2/3 vote of a quorum present at any meeting.

CERTIFICATION

Amended Charter of Organization approved by the President and presented to the Clemson University Board of Trustees on October 9, 1998.

Amended April 13, 2000 and approved by Clemson University, President James F. Barker.

Amended Charter of the Organization approved by the President and presented to the Clemson University Board of Trustees on July 26, 2002.

Amended Charter adopted by the Board of Visitors on April 24, 2009.

Amended Charter approved by Clemson University President James F. Barker on May 13, 2009.

Presented to the Clemson University Board of Trustees on July 17, 2009.