

**AMENDED AND RESTATED BYLAWS
OF
SOUTH CAROLINA EPSCoR COMMITTEE**

**ARTICLE I
NAME, NATURE, and PURPOSES**

SECTION 1. Name. The South Carolina EPSCoR Committee (“the Committee”) is the governing body of the South Carolina Established Program to Stimulate Competitive Research Program (“SC EPSCoR”).

SECTION 2. Nature. South Carolina is an eligible jurisdiction to participate in the federal EPSCoR programs, and the Committee has been established to facilitate and coordinate South Carolina’s participation in EPSCoR programs as determined by the appropriate federal agencies and where applicable. These Amended and Restated Bylaws shall serve as the governing agreement among participants in SC EPSCoR programs under jurisdiction of the Committee.

SECTION 3. Purposes. The purposes of the Committee are to identify, develop, and utilize South Carolina’s academic science and technology resources in a way that will support wealth creation and a more productive and fulfilling way of life for South Carolina’s citizens. To achieve this goal, the Committee will serve as an advocacy and working group for SC EPSCoR, as well as engage in other South Carolina science and technology initiatives. The Committee, or any authorized subcommittees, may carry out activities that include, but are not limited to, the following:

- a. Establish productive long-term partnerships between South Carolina leaders in government, higher education, and business that are capable of effecting lasting improvements to the state’s academic research infrastructure and increased national research and development (“R&D”) competitiveness;
- b. Identify emerging R&D initiatives and ways to utilize the science and technology (S&T) resources existing in South Carolina’s research university infrastructure to promote a stronger statewide science, engineering, and technology enterprise;
- c. Solicit funding from federal and state government organizations and the private sector to support S&T initiatives of SC EPSCoR;
- d. Identify and respond to EPSCoR solicitations as deemed appropriate;
- e. Accelerate the movement of academic research faculty and their institutions into the mainstream of federal and private sector R&D support;
- f. Prepare and revise (as needed) a Statewide Science and Technology Plan;

- g. Provide for a succession plan for all key personnel within pertinent SC EPSCoR projects awarded from statewide limited competitions, subject to the approval of the federal EPSCoR sponsor where required;
- h. Provide for a risk mitigation plan for all pertinent SC EPSCoR projects awarded from statewide limited competitions; and
- i. Provide for the methods and processes needed to achieve conflict resolution.

ARTICLE II COMMITTEE STRUCTURE

SECTION 1. Number and Qualifications. The Committee shall consist of not fewer than thirteen (13) and no more than twenty (20) members, consisting of representatives from the academic, private, business, and state and federal government sectors that have a close connection with an SC EPSCoR project or who are employed by a business, nonprofit organization, or governmental entity that has a significant impact on South Carolina's economy. Individuals representing educational institutions specified in Section 2(a)-(g) of this Article must be employed as a Vice President or Provost, or designee position reporting directly to the senior administrative leadership, of their respective institution.

SECTION 2. Composition. The Committee shall consist of the following permanent class of appointments or designations, except that the representative organizations, institutions, and entities below may not be represented by more than one individual:

- a. Clemson University ("CU");
- b. Medical University of South Carolina ("MUSC");
- c. University of South Carolina-Columbia ("USC");
- d. South Carolina State University, an Historically Black College or University ("HBCU");
- e. a private HBCU based in South Carolina;
- f. South Carolina Technical College System;
- g. a South Carolina four-year college or university (excluding any of the senior research universities designated in (a)-(c) herein);
- h. A chief officer of Savannah River National Laboratory;
- i. Executive Director of the South Carolina Research Authority ("SCRA"), serving *ex officio*;
- j. President & CEO of the South Carolina Council on Competitiveness, serving *ex officio*;
- k. President & CEO of Health Sciences South Carolina, serving *ex officio*;
- l. Secretary of the South Carolina Department of Commerce or its designee, serving *ex officio*; and
- m. State Program Director of SC EPSCoR, serving *ex officio*.

SECTION 3. Election and Method of Selection. Qualified members representing 2(e)-(h) above are to be elected by a two-thirds' vote of Committee members present and voting at a duly-called meeting at which a quorum is present. Unless a majority of the Committee approves an alternative method of nomination, a nominating subcommittee will be appointed by the Chair each year (as needed) to solicit nominations and submit to the Committee for review and approval.

SECTION 4. Term and Vacancies. Non- *ex officio* Committee members shall be elected for a term of four (4) years, with all terms, regardless of length, deemed to begin on July 1 and end on June 30 of the year beginning or ending said term. Non-*ex officio* vacancies occurring due to death, resignation, or removal may be appointed by a majority of the Committee to fill the unexpired term upon at least seven days' notice prior to such consideration. Committee members who are employees of the institutions referenced in Section 2(a)-(h) above may only serve coincident with their employment with the respective institutions for which they were elected. *Ex officio* vacancies shall be filled immediately by the succession of the office.

SECTION 5. Voting Rights. The SC EPSCoR State Program Director shall be a non-voting member. To avoid conflicts-of-interest in project governance or to maintain compliance with federal requirements, an individual Committee member may be ineligible to vote; in this event, the President of the representative institution may appoint in writing another person to serve as the voting member from that institution.

SECTION 6. Removal. A member may be removed by a two-thirds' (2/3) vote of members present and voting at a meeting for which prior written notice has been given. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the member.

ARTICLE III OFFICERS

SECTION 1. Officers. The Officers of the Committee shall be the Chair and the State Program Director (*ex officio*). The State Program Director shall serve as the Committee Secretary.

SECTION 2. Qualification and Selection of Chair. The Chair shall be a Vice President or Provost, or a designee reporting directly to the senior administrative leadership, of its representative institution. The Chair shall be selected from representatives of the senior research universities referenced in Article II, Section 2(a)-(c) above. Selection shall occur in such a manner so as to provide for the following order of rotation: (1) USC, (2) CU, then (3) MUSC.

SECTION 3. Role and Duties of Chair. The Chair is responsible for the delineation and implementation of the policies and procedures as established by the Committee. The Chair shall serve as the primary representative of all federal agency EPSCoR programs for the State of South Carolina and, further, is the only recognized official liaison between South Carolina and federal agency EPSCoR program officers. The Chair leads all of the Committee's advocacy efforts at the state and federal levels, including serving as the state's EPSCoR voting member. The Chair or the Chair's designee serve on the EPSCoR Coalition and Foundation Boards.

SECTION 4. Term of Chair. The Chair shall serve for a term of three (3) years; provided, however, that its term as Chair shall not exceed its eligible term as a Committee member.

SECTION 5. SC EPSCoR State Program Director. The Committee shall have the authority to hire the SC EPSCoR State Program Director and that person shall serve at the pleasure of the Committee. The State Program Director is the representative through whom the Committee implements the policies and procedures as established by the Committee.

SECTION 6. Vacancies and Removal of Officers. Vacancies of *ex officio* Committee officers shall be filled immediately by the succession of the office. Vacancies occurring due to death, resignation, or removal may be appointed by a majority of the Committee to fill the unexpired term upon at least seven days' notice prior to such consideration and in the manner specified in Section 2 of this Article. An officer may be removed by a two-thirds' (2/3) vote of Committee members present and voting at a meeting for which prior written notice has been given. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer.

ARTICLE IV COMMITTEES

SECTION 1. Executive Committee. The Committee shall have an Executive Committee composed of the following:

- a. Committee Chair;
- b. CU representative specified in Article II, Section 2(a);
- c. MUSC representative specified in Article II, Section 2(b);
- d. USC representative specified in Article II, Section 2(c);
- e. Four-year college or university representative specified in Article II, Section 2(g); and
- f. SCRA representative specified in Article II, Section 2(i);
- g. One representative from one of the HBCUs specified in Article II, Section 2(d) or (e).

SECTION 2. Term and Vacancies. The individuals designated in Section 1(e) and (g) of this Article are to be elected by the Committee for a four-year term; provided, however, that their term on the Executive Committee shall not exceed their eligible term as a Committee member. Vacancies of *ex officio* Committee members serving on the Executive Committee shall be filled immediately by the succession of the office. Vacancies occurring due to death, resignation, or removal may be appointed by a majority of the Committee to fill the unexpired term upon at least seven days' notice prior to such consideration.

SECTION 3. Duties and Authority. To expedite Committee business, the Executive Committee may act on behalf of the Committee in areas that have been previously approved by the Committee and shall review and determine any new business to go before the Committee.

SECTION 4. Call of Executive Committee Meetings. Executive Committee meetings may be called by the Committee Chair or by a majority of the Executive Committee.

SECTION 5. Other Committees. The Committee may establish other committees as it deems advisable, and which may be comprised of Committee members and non-members as may be appropriate.

ARTICLE V MEETINGS

SECTION 1. Regular Meetings. The Committee shall hold a minimum of two (2) regular meetings per calendar year.

SECTION 2. Special Meetings. Special meetings may be called by the Committee Chair, by three Committee members, or by a majority of the Executive Committee.

SECTION 3. Place of Meetings. The Committee Chair shall designate the time and place for all regular and special meetings. Meetings may take place by means of a conference telephone, similar communications equipment, or electronic means by which all attendees participating may hear each other simultaneously during the meeting. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 4. Quorum. Except as may otherwise be provided for in these Bylaws, a majority of the members then in office shall constitute a quorum for the transaction of business.

SECTION 5. Notice of Meetings. Notice of a regular meeting may be communicated in person, by private carrier, mail, telephone or other form of wire or wireless communication, such as e-mail, facsimile, or voice mail, or any other lawful means. Notice of the date, time, purpose or purposes, and place of any special meeting shall be given no less than five (5) days prior to the meeting. Such notices shall be given in writing, unless oral notice is reasonable under the circumstances.

SECTION 6. Actions. Unless otherwise stated in these Bylaws, approval of a majority of members eligible to vote shall be required to authorize action.

ARTICLE VI MISCELLANEOUS

SECTION 1. Facilities and Resources. The Committee will maintain offices at the location(s) selected by the Committee. The fiscal agent for the Committee's resources shall be selected by the Committee. The Committee is empowered to contract with one of the Committee member's institutions or a third-party entity for fiscal and human resources, including staff.

SECTION 2. Project Principal Investigator ("PI/PD" or "Project Principal Investigator"). This individual is recognized by the Committee and the applicable federal agency as responsible

for the implementation of a specific federal agency EPSCoR project. For the NSF EPSCoR Track-1 program, the NSF-designated PI/PD must be the chief academic or research officer from one of the senior research universities. For limited statewide EPSCoR competitions, a Project Principal Investigator and associated project must be recommended from extramural review consistent with the appropriate fiduciary responsibilities, Conflict of Interest Policy, and other policies and procedures as set forth by the Committee.

ARTICLE VII POLICIES

SECTION 1. Conflicts of Interest. The Committee shall adopt and enforce a Conflict of Interest Policy, a copy of which shall be distributed to each Committee member.

SECTION 2. Policies. The Committee may adopt other written policies from time to time to guide the operation of SC EPSCoR and provide procedures to ensure compliance with all applicable requirements and regulations.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended or repealed by an affirmative vote of at least seventy-five percent (75%) of the Committee present and voting at any regular or special meeting, provided that at least thirty (30) days' written notice is given of the intention to adopt new Bylaws at said meeting.

Adoption Dates:

December 19, 2018, with effective date of July 1, 2019

April 3, 2017

April 30, 2015