



SHERMAN COLLEGE of STRAIGHT CHIROPRACTIC

BYLAWS

AMENDED 05/01/06, 06/02/08, 10/18/09, 02/11/11 (by Board of Trustees) and 6/3/08 (by Members)

BYLAWS

OF

SHERMAN COLLEGE OF STRAIGHT CHIROPRACTIC, INC.

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ARTICLE I

NAME, SEAL AND OFFICES

- A. Name. The name of this corporation is SHERMAN COLLEGE OF STRAIGHT CHIROPRACTIC, INC. The corporation and the college that it operates are sometimes referred to in these Bylaws as the "College."
- B. Seal. The seal of the corporation shall be circular in form and shall bear in its center the initials "SCSC" and on its outer edge the words and figures "Sherman College of Straight Chiropractic 1973." The Board of Trustees may change the form of the seal or the inscription thereon at their pleasure.
- C. Office(s). The principal office(s) of the corporation shall be in Spartanburg, South Carolina at such location(s) as the Board of Trustees may from time to time appoint or the purposes of the corporation may require.

ARTICLE II
INSTITUTIONAL MISSION

It is the duty of the Board of Trustees to determine, implement, review, maintain and enforce the Institutional Mission as follows:

To be the leader in bringing straight chiropractic to the world.

Our mission is based upon the college's philosophy and core values, and encompasses:

Education

We shall educate, graduate, and support competent, compassionate, ethical, and successful doctors of chiropractic who excel as primary health care providers centered on vertebral subluxation.

Research

We shall support and produce research and scholarly activities that contribute to the body of knowledge on chiropractic education, clinical knowledge, health care and the theoretical constructs of vertebral subluxation.

Service

We shall serve humanity by providing the highest quality in chiropractic care, public education, professional partnerships, and community initiatives.

Our Core Values

1. We realize that our greatest assets are people and our mission. Without either of these, we have no reason for being and no means to put our ideal into action.
2. We honor and respect the innate intelligence of the body.
3. We hold that a vertebral subluxation-free life is a better life.
4. We have a regard for the inseparable and synergistic nature of the philosophy, science and art of chiropractic.
5. We value a sense of community, tradition and shared commitment to our ideals.
6. We recognize the inherent dignity of all people and offer them our best services regardless of race, religion or ability to pay.
7. We value perseverance, and are committed to helping others who share in our mission, in reaching their chiropractic goals.

Our Philosophy of Straight Chiropractic

Straight chiropractic espouses the vitalistic philosophy of life and health, and is defined as the art and science of locating, analyzing and correcting vertebral subluxation in accordance with that philosophy.

Straight chiropractic is based on the premise that living things have an innate striving toward organization, and that vertebral subluxation is an abnormal, but most often correctable condition, which interferes with the expression of that striving.

ARTICLE III
The Board of Trustees

- A. The corporation shall not have Members.
- B. The affairs and management of the College shall be under the control of a Board of Trustees (hereinafter referred to jointly as the “Board” and individually as “Trustees”). The Board shall nominate and vote into office the Board of Trustees as required by the Bylaws. The Chair may appoint a Nomination Committee to recommend persons to be presented to the Board of Trustees at any regular or special meeting called for that purpose. Nominations for election to the Board may also be offered from the floor. Trustees may not serve in any administrative or teaching position at the College, except for occasional service without compensation. Further, no Trustee may serve as a Board member or on the administrative staff of any other program or institution accredited by the Council on Chiropractic Education. Additional rights, privileges and qualifications of the Trustees, and the number of members of the Board of Trustees, shall be determined according to the Bylaws.
1. Election. Each Trustee shall serve for a term of up to four (4) years, with the following exception: during the initial years of implementation of four (4) year terms for Trustees, the Board of Trustees shall constitute the Board in such a manner as to create a rotating Board structure. A Trustee may serve no more than two consecutive terms. All Trustees will be elected individually by a majority vote. After serving two consecutive terms, Trustees must rotate off the Board for a minimum of one year before eligibility for reelection.
 2. Number and Composition. The number of Trustees of the College shall consist of not less than five (5) members nor more than thirteen (13), but such

number may be increased or decreased, but never less than five (5), by the Board of Trustees by amendment to these Bylaws in the manner set forth in Article IX hereof. The majority of members of the Board of Trustees shall be chiropractors whose central focus is the location, analysis and correction of vertebral subluxation in order to allow for the full expression of innate intelligence. When the number of Trustees is so decreased by amendment, each Trustee in office shall serve until his/her term expires or until his/her resignation or removal as herein provided.

3. Duties. The Board shall be vested with all duties and responsibilities of governing the College. The Board shall be responsible for formulating policies consistent with the Charter, the Bylaws, and the mission of the College; monitoring the implementation of such policies; allocating resources in ways consistent with those policies; and ensuring that the financial resources of the College are adequate to provide an educationally and fiscally sound educational program, ensuring the overall fiscal stability of the College. The Board has the responsibility and authority to establish, maintain and revise the Institutional Mission as provided by Article XI of these Bylaws.
4. Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the Chair of the Board (or, in the case of the Chair of the Board, to the Vice-Chair).
5. Vacancies. Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Trustees made in accordance with these Bylaws, may be filled for the unexpired portion of the term. Any Trustee so elected shall hold office until the election of a successor.

6. Annual Meetings. The annual meeting of the Board shall be held at the College campus, or at such other place, either within or without the State of South Carolina, as shall be designated in the notice of the meeting on a date to be fixed annually by the Chair of the Board.
7. Special Meetings. Special meetings may be called by the Chair of the Board or upon the written request of any three (3) Trustees.
8. Telephonic Conference. The Trustees may participate in any special meeting of the Board by means of a conference telephone communication or similar communication, by means of which all persons participating in the meeting can hear each other, and participation in such a meeting pursuant to this Item shall constitute presence in person at such meeting.
9. Notice of Meetings. Notice of the time, place and purpose or purposes of the annual or any special meeting shall be served either personally or by mail not less than ten (10) nor more than forty (40) days before the meeting upon each Trustee then serving, and, if mailed, such notice shall be directed to the Trustee at his/her address as it appears on the records of the College. Notice of an annual meeting or special meeting may be waived by any Trustee, and, if a Trustee is present in person at a meeting, such Trustee shall be deemed to have waived notice of such meeting.
10. Meeting Conduct. The current edition of Robert's Rules of Order shall govern the conduct of meetings of the Board regarding all questions of procedure and parliamentary law not specified in these Bylaws and/or incorporation documents.
11. Chair; Vice Chair, Secretary. The Trustees shall elect from among their number biannually a Chair, a Vice-Chair, and a Secretary to serve until the second succeeding annual meeting of the Trustees. The Chair, and in his/her absence the Vice Chair, shall preside at all meetings of the Board.

12. Quorum. At all meetings of the Board, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or these Bylaws.
13. Contracts and Services. Only the Executive Committee of the Board of Trustees and those persons designated under Article VI herein, have the authority to enter into contracts which obligate the College. The presiding officer and the majority of the Board shall be free of any contractual, employment, personal or familial financial interest in the College.
14. Compensation and Expenses. Trustees shall not receive any salary or remuneration for their services, but can receive a reasonable sum for expenses of attendance at each regular or special meeting.
15. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of South Carolina, shall be and are hereby vested in and shall be exercised by the Board. The Board may, by general resolution, delegate to committees of their own number, or to officers of the College, such powers as they may see fit.
16. Removal of Trustees. Any Trustee may be removed by the affirmative vote of three-fourths (3/4) of the Trustees then serving on the Board at any regular or special meeting called for that purpose, for conduct detrimental to the mission and/or objectives of the College, for lack of sympathy with its mission and/or objectives or for refusal to render reasonable assistance in carrying out its mission and/or objectives. Any such Trustee proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which

such removal is to be voted upon and further shall be entitled to appear and be heard at such meeting.

17. Protection from External Bodies. The Board shall ensure to the extent reasonably possible that both the Trustees and employees of the College are protected from undue influence from external bodies.
18. Absences. Any member of the Board of Trustees who is absent from two (2) consecutive regular board meetings and/or three (3) consecutive teleconferences meetings, without an excuse deemed valid and so recorded, may be suspended from the Board. Upon written request by the suspended trustee, the remaining trustees may, by majority vote, reverse the suspension. A second suspension shall be final and such vacancy shall be filled in accordance with the provisions of the Bylaws.
19. Observers. At every Board of Trustees meeting the Faculty Senate President and the President of the College Student Government shall be invited to be observers. The President of the College may invite such other observers as he/she deems necessary. Except upon invitation of the Chair, observers shall not vote or participate in any Board discussion.
20. Conflicts of Interest. Trustees shall disclose to the chair all possible conflicts of interest at the earliest practicable time. No Trustee shall vote on any matter in which such Trustee has a conflict of interest, and the Chair shall report to the Board that the Trustee has reported a conflict prior to taking a vote. Without limiting the generality of the foregoing, a Trustee shall be considered to have a conflict of interest if: (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his/her responsibilities to the college, or (b) such Trustee is aware that a member of his/her family (i.e. spouse (partner), parent, sibling, child or any other relative) or any organization in which such Trustee (or member of his/her family) is an officer, director,

employee, member, partner, Trustee or controlling stockholder has such existing or potential financial or other interests. A Disclosure Statement of Conflict of Interest will be completed by each Trustee at the annual meeting.

ARTICLE IV
OFFICERS OF THE COLLEGE

- A. Selection and Removal. The officers of the College shall be a President, a Vice President for Business and Finance, and such other Vice Presidents as the Board of Trustees may deem necessary and proper for the efficient administration of the College. The Board shall select the President of the College and shall conduct a periodic evaluation of the President. The President shall serve at the pleasure of the Board. All other officers shall be appointed, removed, promoted or transferred by the President. All members of the faculty shall be appointed by the President.
- B. Vacancies. In case the office of President becomes vacant by death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled by the affirmative vote of a majority of the Trustees present at a meeting duly called in accordance with these Bylaws. The person so elected shall hold office and serve until the next succeeding annual meeting of the Board or until the election of a successor. The President shall have the authority to appoint successors to any other officer.
- C. President. The President shall have general charge and supervision of the affairs of the College, shall see that the Institutional Mission, policies and objectives of the College are carried out, shall see that the policies of the Trustees affecting the administration and work of the College are carried out, shall provide for the internal governance of the College, and, subject to the authority of the Board, shall have direction of the students, faculty, officers and internal affairs.

- D. Salaries. The salary of the President shall be fixed by the Board. The salaries of all other officers shall be fixed by the President. (All contracts of more than one year duration, except for faculty, must be approved by the Board of Trustees.)

ARTICLE V

EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES

The Executive Committee of the Board of Trustees shall consist of the Chair, the Vice Chair and the Secretary of the Board of Trustees. The Executive Committee shall have full authority to act on behalf of the Board of Trustees in any instance when a meeting of the Board of Trustees cannot be held in a timely manner. Any such actions normally requiring a vote of the Board shall be ratified by vote at the next Board of Trustees meeting.

ARTICLE VI

CONTRACTS

The Board, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the College by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE VII

OTHER COMMITTEES

The Board shall appoint from their number, or from among such persons as the Board may see fit, standing committees for Academic Affairs, Finance, and Strategic Planning and at any time may appoint additional members thereto. The Board may appoint such other committees deemed necessary.

ARTICLE VIII
FISCAL YEAR

The accounting year of the College shall be the calendar year unless otherwise determined by the Board.

ARTICLE IX
AMENDMENT OF BYLAWS

- A. Amendments. After ten (10) days' notice, the Board shall have the power to amend or repeal these Bylaws by the affirmative vote of three fourths (3/4) of the Trustees then in office at a regular or special meeting of the Board.

- B. Waiver of Notice. The Board may adopt any amendment to these Bylaws without notice provided that unanimous approval of such amendment is given in writing by the Trustees then in office and such amendment is otherwise accomplished in accordance with this Article.

ARTICLE X
INDEMNIFICATION

- A. Indemnification. The College shall indemnify any and all persons who may serve the College or who have served it at any time, as Trustee, President, other executive or administrative officer, member of the teaching or administrative staffs or their subordinates, and all other agents of the College , their respective heirs, administrators, successors and assigns from and against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons, or any of them in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them, are made parties, or

a party, or which may be asserted against them, or any of them, by reason of being, or having been, a Trustee, President, other executive or administrative officer, member of the teaching or administrative staffs or their subordinates, or any other agent of the College provided:

1. No indemnification shall be made in relation to any matter as to which such person shall be adjudged in such action, suit or proceedings, without such judgment being reversed, to have been liable for gross misconduct in the performance of his or her duties as such person;
 2. No indemnification shall be made unless, in the judgment of the Trustees, such person conducted himself or herself in good faith, and reasonably believed, in the conduct of his or her official duties, that he or she was acting in the best interest of the College;
 3. That in the event of an out-of-court settlement, the indemnification herein shall apply only when the Board or Executive Committee of the Board shall approve such settlement and reimbursement as being in the best interest of the College.
- B. Insurance. The College may purchase and maintain insurance and pay the requisite premium to protect it against its liabilities under these Bylaws.
- C. Charitable Immunity. This Article shall not constitute a waiver of charitable immunity otherwise available to the College under law, nor shall it enlarge any liability beyond that which is provided by statute or otherwise.

ARTICLE XI
AMENDMENT OF MISSION

- A. Amendments to Mission. After ten (10) days' notice, the Board shall have the power to amend the Institutional Mission by the affirmative vote of three fourths (3/4) of the Trustees then in office at a regular or special meeting of the Board.

- B. Waiver of Notice. The Board may adopt any amendment to the Institutional Mission without notice provided that unanimous approval of such amendment is given in writing by the Trustees then in office and such amendment is otherwise accomplished in accordance with this Article.