

# BYLAWS of THE SOUTHERN VIRGINIA HIGHER EDUCATION CENTER

## I. STATE AGENCY AND CORPORATE NAME

The Southern Virginia Higher Education Center (the Center) is a state agency established in 2005 by the Virginia General Assembly with enabling statutes in Virginia Code § 23.1-3120 through § 23.1-3124. It is governed by a 15 member Board of Trustees. The qualifications, terms, powers, and duties of the members are established in Virginia Code § 23.1-3121 and enumerated in Article IV of these By-Laws.

## II. MISSION OF THE CENTER

The mission of the SVHEC is to advance Southern Virginia's economic potential through education, innovation, and collaboration.

## III. CODE OF ETHICS

These values serve as a guide for the members of the Center's community when ethical issues arise.

- The Board is committed to learning environments that foster personal growth, educational integrity, and economic development.
- The Board will support the offering of diverse educational opportunities (without duplication) that economically advance the region.
- The Board will be good stewards of our resources and make effective and efficient use of them, thereby ensuring accountability to the Commonwealth and to the communities we serve.
- The Board will maintain the confidentiality and security of information entrusted to us and share information only when authorized or required by law to do so.
- The Board will not accept any gift, favor, loan, service, business or professional opportunity from anyone knowing (or when it should be known) that it is offered in order to improperly influence the performance of our public duties. We will avoid even the appearance of a conflict of interest.
- The Board will offer in good faith and fair dealings to all those we serve and with each other. Our communications will be civil and professional. We will promote transparency in all activities.
- The Board will offer employment and educational opportunities in accordance with State, Federal, and Center policies supporting the rights and recognizing the needs of all citizens regardless of sex, race, color, religion, national origin, age, disability, pregnancy, childbirth or related medical conditions, marital status, veteran status, sexual orientation, gender identity, political affiliation, or other basis prohibited by law.
- The Board encourages and expects all members of the community to act in good faith and bring to the attention of the appropriate official any violation or potential violation of these principles.

## IV. GOVERNING BOARD OF THE CENTER

- A. The Center shall be governed by a 15-member Board of Trustees, consisting of the **Director of the State Council of Higher Education for Virginia** or designee; the Chancellor of the Virginia Community College System or designee; the presidents or designees of Longwood University, Danville Community College, and Southside Virginia Community College; two members of the House of Delegates to be appointed by the Speaker of the House of Delegates; one member of the Senate to be appointed by the Senate

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Committee on Rules; and seven non-legislative citizen members to be appointed by the Governor, including two members of the Southern Virginia Higher Education Foundation, one superintendent of a local school division located in the Southside region and four representatives of business and industry.

Non-legislative citizen members of the Board shall be chosen from among residents of the Southside region of the Commonwealth and shall be citizens of the Commonwealth. However, an individual who does not reside in the Southside region may serve as a representative of business and industry if he either (i) owns a business headquartered or otherwise operating in the Southside region or (ii) serves as a member of the board of directors or senior management of a business headquartered or otherwise operating in the Southside region.

The provisions of this section shall not affect members of the board of trustees whose terms have not expired as of July 1, 2017. The division superintendent of the Halifax County Public Schools shall continue to serve until the Governor appoints a public school superintendent from the Southside region, and shall be eligible for such appointment.

- B. Legislative members and the representatives of the Council, the Virginia Community College System, and the named institutions of higher education shall serve terms coincident with their terms of office. All non-legislative citizen appointments shall be for terms of four years, except that appointments to fill vacancies shall be for the unexpired terms. Vacancies shall be filled in the same manner as the original appointments.

No non-legislative citizen member of the Board shall be eligible to serve more than two successive four-year terms. But after serving the remainder of an unexpired term, two additional four-year terms may be served by a member if appointed thereto.

- C. Non-legislative citizen members shall not be entitled to compensation for their services. Legislative members of the Board shall be compensated as provided in Virginia Code § 30-19.12, and all members of the Board shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties in the work of the Center as provided in Virginia Code § 2.2-2813 and § 2.2-2825. The funding for the costs of compensation and expenses of the members shall be provided by the Center.

D. **The Powers of the Board shall include:**

1. The Board of Trustees shall have, in addition to its other powers, all the corporate powers given to corporations by the provisions of Title 13.1 except in those cases where, by the express terms of its provisions, it is confined to corporations created under that title.
2. The Board shall also have the power to accept, execute, and administer any trust in which it may have an interest under the terms of the instrument creating the trust.
3. The board may establish and administer agreements with public institutions of higher education and private institutions of higher education for the provision of associate, undergraduate, and graduate

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degree instructional programs at the Center. The board shall seek opportunities to collaborate with local comprehensive community colleges to meet specialized noncredit workforce training needs identified by industry. However, if local community colleges are unable to meet identified industry needs, then the board may seek to collaborate with other education providers or may provide Center-delivered specialized noncredit workforce training independent of local comprehensive community colleges.

4. The Board is authorized on behalf of the Center to apply for, accept, and expend gifts, grants, or donations from public or private sources to enable it to carry out its purposes.

## E. Major Responsibilities of the Board are to:

1. Carry out the institution's mission and its responsibilities to the Commonwealth.
2. Set the organization's overall strategy. Modify as needed.
3. Adopt a mission statement, code of ethics, and necessary policies.
4. Formulate policy to guide the administration, financing, and coordination of the Center and programs.
5. Monitor organizational performance, including the contributions of partner institutions, and hold management accountable.
6. Select, evaluate, support, and if necessary replace the executive director.
7. Develop and conserve the organization's resources—both funds and facilities.
8. Establish and operate with financial and auditing protocols.
9. Serve as a bridge and buffer between the organization and its environment including:
  - a. Assessing and communicating needs within the Center's service area.
  - b. Advocating for the organization publically and building support within the wider community.
10. Exercise due diligence and a duty of care by ensuring Trustees have the information to make informed decisions.
11. Provide a duty of loyalty by acting in the interest of the Center and avoiding conflicts of interest.
12. Promote transparency in all activities.

## V. MEETINGS OF THE BOARD

- A. The Board of Trustees will meet at least quarterly. The last meeting of the fiscal year will be the annual meeting at which time elections for officers will be conducted. The annual meeting of the Board shall take place on such date and such time and place as may be established by the Chairman. Notice of the annual meeting shall be sent by regular mail fifteen (15) days before the scheduled annual meeting, to the addresses of the members of the Board on the records of the Center.
- B. The Board of Trustees shall hold one meeting a year in which the board of trustees of the Southern Virginia Higher Education Foundation is invited into a joint meeting of the two boards.

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- C. Additional meetings may be called by any three members of the Board provided that each member is given two weeks' notice.
- D. A majority of the members of the Board of Trustees shall constitute a quorum for any business meeting. Action of the Board must be authorized by the affirmative vote of a majority of that quorum.
- E. If any Board member misses three consecutive quarterly meetings then it will be assumed that such member has resigned from the Board. In such situation, the Governor's office shall be notified of the vacancy and need for another appointment.

## VI. OFFICERS OF THE BOARD

- A. The officers of the Board of Trustees shall be Chairman, Vice-Chairman, Secretary, and such other officers that may be determined by the Board of Trustees. All officers except the Secretary must be members of the Board.
- B. The officers shall be elected at the annual meeting for a term of two years. The Chairman may be reelected once for an additional one year term thus allowing the chairman to serve for a maximum of three years. Officers may be removed with or without cause at any time whenever the Board, in its absolute discretion, shall consider the best interest of the Center would be served.
- C. Prior to the annual meeting of the Board, the Chairman shall appoint a nominating committee of no fewer than three members. The nominating committee will report a recommendation of Chairman, Vice Chairman, Secretary, and two at-large members of the Executive Committee at the annual meeting. Other nominations may be made from the floor in open session. The vote of all members shall be evidenced by hand or voice vote. The elections shall continue until a nominee has received a majority of the votes of the Board membership. The Executive Director of the Center shall serve as presiding officer over the election until the election of Chairman is accomplished unless the Board directs otherwise.
- D. Vacancies, however created, shall be filled for the unexpired term by the Board at the next Board meeting following the procedures for regular elections.

### Duties of the Officers

**Chairman** - The Chairman shall be the principal officer of the Center and shall have general administrative supervision of the Center. The Chairman shall have the following duties: (i) serve as Chairman of the Executive Committee; (ii) preside at all meetings of the Board and Executive Committee or in the Chairman's absence, the Vice Chairman will preside; (iii) appoint at each annual meeting all Committees, both Standing and Ad Hoc, of the Board and their Chairman (iv) make every effort to motivate the Board Committees to accept and complete their assigned responsibilities; (v) serve as an ex-officio member of all Committees; (vi) make reports to the Board; (vii) perform other duties as are incident to the office or as assigned by the Board. The Chairman shall have the authority to sign contracts, notes, and other instruments of the Center provided the Chairman shall not extend the credit of the Center through the endorsement, with recourse, of customer obligations without prior approval of the Board, and shall execute all deeds and deeds of trust affecting the real estate owned by the Center.

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- E. **Vice-Chairman** - The Vice-Chairman shall perform such duties as may be assigned by the Board or Chairman. In the absence of the Chairman, or in the event the disability or inability to act of the Chairman, the Vice-Chairman shall perform the duties of the Chairman with the same powers and restrictions.
- F. **Secretary** - The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees and shall see that minutes of board meetings are mailed to Board members within a reasonable time following meetings (two weeks is a guideline) and that the minutes indicate names of persons making and seconding motions. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, including notice of time and place for holding meetings. The Secretary shall act as custodian of all corporate records and reports, including keeping such records at the registered office or principal place of business of the Center, and shall make available for inspection all such books and records to the persons and in such manner as detailed in the Code of Virginia. The Secretary shall perform such other duties as prescribed by the Board or Chairman.

## VII. BOARD COMMITTEES

- A. The Board shall maintain the following Standing Committees: Planning and Development Committee, Programs and Partnerships Committee, and the Executive Committee. The Chairman of the Board of Trustees shall appoint and authorize any Standing or Ad-Hoc Committees as s/he deems necessary consistent with these bylaws and subject to approval by the Board. The majority of such committees shall be comprised of Board members. The Executive Director shall be an ex-officio, non-voting member of all Committees. Committees shall keep regular minutes of their proceedings and report information and action items to the Board for review and final action. Major issues are to be dealt with by each committee prior to being brought before the full Board.
- B. **Executive Committee** - The Executive Committee shall have and exercise all of the authority of the Board in managing the Center as designated by the Board. However, the Executive Committee shall not have the authority of the Board to amend, alter or repeal the Bylaws; elect, appoint or remove any officer of the Board; amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The Executive Committee shall act in lieu of the full Board only when circumstances prohibit convening a full Board meeting or prohibit having a quorum of the full board represented. The Board shall ratify any action by the Executive Committee taken in lieu of the full Board. The Executive Committee shall be responsible for the functions of the other standing committees in the case in which members of those committees have not been appointed, for whatever reason.

The Executive Committee shall be comprised of the Chairman and Vice-Chairman of the Board, the Standing Committee Chairmen, and two at-large Board members. The Executive Committee shall meet as called by the Chairman or two members of the committee and shall report its actions to the full Board at the Board's next meeting, regular or special.

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- C. **Planning And Development Committee** - The Planning and Development Committee shall be responsible for preparing annual operating and capital budgets, reviewing the financial performance of the Center, overseeing the operation and maintenance of physical plant and equipment and furnishings owned by the Center, reviewing financial audits of the Center, overseeing personnel policies and procedures, and working jointly with other Committees in short and long range planning activities. All recommendations will be made to the Board for final action. The Planning and Development Committee is to be made up of seven members appointed by the Chairman.
- D. **Programs And Partnerships Committee** - The Programs and Partnerships Committee shall have oversight for the scope of partnerships and programs of the Center and will work closely with all partners and affiliates in developing short and long range plans for non-credit, credit, and degree programs as well as other Workforce training programs to be offered at or through the Center. The Programs and Partnerships Committee shall monitor contributions of partner institutions, determine standards and policies for retaining institutional membership in the Center, and recommend membership/continued membership of institutions in the Center. All recommendations will be made to the Board for final action. The Program and Partnerships Committee shall be made up of seven members appointed by the Chairman.

## VIII. EXECUTIVE DIRECTOR OF THE CENTER

- A. The Board shall appoint an executive director for the Center who shall supervise and manage the Center.
- B. **Appropriations** - The Executive Director shall prepare and submit, upon direction and approval by the Board, all requests for appropriations.
- C. **Personnel** - The Executive Director the Center shall be authorized to employ such staff as necessary to enable the Center to perform its duties as set forth in the Code of Virginia and these bylaws. The Board may determine the duties of such staff and fix salaries and compensation from such funds as may be appropriated or received. Actions by the Executive Director relating to Center personnel shall be included in regular reports submitted to the Board.
- D. **Evaluation of the Executive Director** – The evaluation of the Executive Director will occur annually at a time to be determined by the Chairman of the Board and the Executive Director. The Executive Committee shall conduct a professional review, in accordance with state policy for evaluating agency heads, and prepare a written, summative evaluation that will be presented to the full Board at a regular meeting. The Chairman will present the evaluation to the Executive Director.
- E. In governing the Center, the Board establishes policy and the Executive Director administers policy.
- F. **Major Responsibilities of the Executive Director are to:**
  - 1. Assist and enable the Board to carry out its fundamental functions and responsibilities, including facilitating board decision-making and serving as a liaison to the Board and its committees.
  - 2. Keep the Board appropriately informed and seek the advice of the Board on pertinent issues and areas requiring policy clarification.

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3. Administer the daily operations of the Center, within appropriate policy and processes for sound management practice.
4. Develop and implement the institution's strategic planning, financial planning, and management processes.
5. Appoint, deploy, develop, evaluate, and reappoint personnel.
6. Allocate institutional resources, within appropriate public and institutional policy and priorities.
7. Serve as the primary spokesperson for the institution, coordinating with the Board Chairman on controversial issues.
8. Represent the Center to state agencies and partner institutions, as well as informing the public through public relations and marketing programs.
9. Stimulate the development of innovative programs and delivery systems.
10. Assess and communicate to participating institutions the educational needs of the Center's service area.
11. Manage, maintain, and secure the Center's facilities.
12. Discharge other responsibilities assigned by the Board.

## IX. MISCELLANEOUS

- A. **Legal Advisor to the Center** – The Attorney General's Office shall serve as legal advisor to the Center.
- B. **Communications to the Board** – The Board of Trustees encourages communication among all constituencies of the Center. Such communication is best achieved through formalized channels. All communications directed to the Board shall be channeled through the Office of the Executive Director. All communications from the Board shall be similarly channeled, or copies thereof shall be furnished, to the Executive Director.
- C. **Support for the Center** - Additional staff support for the functions of the Center may be provided upon agreement by Longwood University, Danville Community College, or Southside Virginia Community College.
- D. **Amendments** - These Bylaws may be altered, amended or repealed and new Bylaws adopted by a majority vote of the Board present at any meeting of the Board at which a quorum is present. Notice of all Bylaw changes will be sent to Board of Trustee members ten (10) days prior to the proposed action by the Board.