

**BYLAWS AND GENERAL POLICIES OF THE
HILTON HEAD COLLEGE CENTER**

Article I: IDENTITY AND PURPOSE

The Hilton Head College Center (hereinafter referred to as "HHCC" or "the Center") began operations as a non-profit consortium of higher education institutions on July 1, 1990. The founding members of the Center are (in alphabetical order) the Technical College of the Lowcountry, the University of South Carolina at Beaufort, and the University of South Carolina at Columbia.

The purpose of the Center is to facilitate access to post-secondary educational opportunities, both credit and non-credit, for citizens of Hilton Head Island and the areas immediately contiguous to the Island.

Article II: PRINCIPAL OFFICE AND LOCATION

The principal office of the Center shall be at such place within the county of Beaufort, South Carolina, as established by the Board of Directors. The Center may have such other office(s) within or without the county of Beaufort as may be designated from time to time by the Board of Directors.

Article III: INSTITUTIONAL MEMBERSHIP

A. Membership Categories and Eligibility Criteria

1. Charter Membership shall be limited to the founding Members of the Center (the Technical College of the Lowcountry, the University of South Carolina at Beaufort, and the University of South Carolina at Columbia) in recognition of their educational, cultural, and economic contributions to the Center's service area. As Charter Members these institutions shall be entitled to all rights, privileges, and responsibilities to which Regular-Member institutions shall be entitled.
2. Regular Membership may be conferred by a two-thirds majority vote of the Board of Directors upon any post-secondary institution which is:
 - a. Chartered as a non-profit institution.
 - b. Accredited as a post-secondary institution by one of the following accrediting associations: Middle States

Association of Colleges and Schools, New England
Association of Schools and Colleges, North Central
Association of Colleges and Schools, Northwest
Association of Schools and Colleges, Southern
Association of Colleges and Schools, and Western
Association of Schools and Colleges.

- c. Committed to offering one or more degree program(s) through the Center on a continuing basis.
3. Associate Membership may be conferred by a two-thirds majority vote of the Board of Directors upon an institution which meets the above-stated criteria (III, A, 2, a-b), in addition to the following:
 - a. The institution is committed to offering through the Center one or more course(s), whether credit or non-credit; and,
 - b. The use of the Center's facilities by the institution will be occasional or limited, as judged by the Center's Board of Directors at the time of the institution's application for membership.

B. Cessation of Institutional Membership

1. Voluntary Resignation of Member Institutions

Membership in the Center may be resigned upon the institution's providing written notice, not less than six months prior to the end of the fiscal year, of its intention to resign membership. Unless otherwise specified by the Board, the resignation will take effect as of the close of the applicable fiscal year.

2. Revocation or Termination of Membership

By two-thirds majority vote of the Board of Directors, institutional membership may be revoked or terminated. Grounds for revocation or termination may include, but shall not be limited to, ceasing to meet any or all criteria for membership which are set forth herein; failure to pay membership fees or otherwise comply with financial responsibilities and practices; or whenever, in the judgment of the Board of Directors, the Center's best interests would be served by revocation or termination of an institution's membership.

- a. Notice of revocation or termination shall be submitted in writing by the Center Board of Directors (or its designee) to the appropriate institution within thirty days of the decision of the Board to revoke or terminate the institution's membership.

- b. Unless otherwise specified by the Board, the revocation or termination of membership shall take effect at the close of the fiscal year in which the decision to revoke or terminate has been made.
- c. Due process considerations shall apply to all actions taken by the Center's Board of Directors to revoke or terminate institutional membership; and shall apply to all actions which the aggrieved institution may elect to take to appeal such decision to the Board.

3. Reinstatement of Membership

By two-third majority vote of the Board of Directors, an institution whose membership has been revoked or terminated may be reinstated, provided that the Board has received satisfactory assurances that the cause(s) or circumstance(s) leading to revocation or termination will no longer prevent the institution from complying with all membership requirements, regulations, responsibilities, or expectations.

C. Membership Fees

All institutional members of the Center will be assessed an annual fee established by the Board of Directors for each membership category.

If approved in advance by two-third majority vote of the Board, contributions to the functions or operations of the Center by member institutions may be credited by deducting the costs of such contributions from the annual fee to be assessed of the particular institution. The form such contributions may take shall include (but shall not be limited to) the use of owned and/or leased physical facilities, the services of personnel or the cost(s) of such services, or any other goods or services which the Board may judge to be contributions to Center functions or operations.

1. Charter Membership fees will be assessed according to the same rate and schedules as Regular membership, below (C, 2).
2. Regular Membership fees will be assessed in two installments, as follows:
 - a. A base annual fee in an amount established annually by the Board of Directors, which shall be billed by the last working day of September of each year, and which shall be considered delinquent 45 days thereafter.
 - b. An additional annual amount based upon the number of credit-hours, by each level and by each discipline,

generated by the member institutions in courses offered through or in cooperation with the Center, as calculated by means of the Appropriations Formula employed at that time by the South Carolina Commission on Higher Education.

3. Associate membership fees will be set by the Board of Directors at the time of an institution's application for membership, and will be payable by the institution according to a schedule mutually agreed by the Board and the authorized representatives of the applicant Member.

Article IV: BOARD OF DIRECTORS

A. Powers of the Board

There shall be a Board of Directors of the Center, who shall determine and enforce the policies by which the management of its business and affairs shall be conducted. The Board of Directors shall be vested with all powers possessed by the Center as a consortium of member institutions, including the power to appoint and remunerate agents and employees, insofar as such delegation of authority is not inconsistent with or repugnant to the laws of the State of South Carolina, or any other applicable laws or regulations, or these bylaws, or any amendments made to them.

B. Composition of the Board

The Board shall be composed of at least fifteen members, of whom at least three shall be representatives of institutions which are members of the Center, serving ex officio with full voice and vote, and of whom at least nine shall be lay citizens who are legal residents of the Hilton Head Island or of mainland areas immediately contiguous to the Island.

The chief executive officer, or his or her designee, of each institution which is a Charter Member shall serve ex officio as a member of the Board. The chief executive officer, or his or her designee, of each institution elected as a Regular Member of the Center shall also serve ex officio as a member of the Board. Until such time as the first institution is elected as a Regular Member, each institution which is a Charter Member shall be entitled to an additional seat on the Board, ex officio, the appointee being selected by the chief executive officer of the Charter Member institution. Upon the election of the first institution as a Regular Member of the Center, the additional three ex officio seats initially held by Charter Member institutions shall be surrendered.

C. Selection of Citizen Representatives for the Board

The initial nine citizens for the Board shall be selected by an ad hoc committee comprised of the Hilton Head Higher Education Consortium Planning Committee, and representatives invited in equal numbers from the following organizations, agencies, or constituencies (listed below in alphabetical order):

American Association of Retired Persons of Hilton Head
Beaufort County Council
Beaufort County Department of Social Services
Beaufort County Development Commission
Beaufort County School District
Bluffton Town Government
Hilton Head Chamber of Commerce
Hilton Head Cultural Council
Hilton Head Town Government
National Association for the Advancement
of Colored People, Hilton Head Chapter

Elected (or, initially, appointed) members shall be legal residents of Hilton Head Island or of then areas immediately contiguous to the Island; shall be elected or appointed without regard to race, gender, or national origin; and shall not be employees in any capacity of any member institution of whatever category.

D. Terms of Service of Members of the Board of Directors

Elected members of the Board shall serve for terms of four years and until their successors are seated; except of those initially appointed three will serve terms of four years, three will serve terms of three years, three will serve terms of two years and two will serve terms of one year. The respective terms shall be served by each initially appointed member to be determined by lot.

Elected members of the Board, including those initially appointed, shall be eligible for re-election so as to serve no more than two continuous full terms, not counting partial terms of less than four years to which a member may have been appointed initially or to which a member may have been elected subsequently.

Vacancies among the elected (or, initially, appointed) members of the Board, for whatever cause, shall be filled by election by the Board.

The Board may, from time to time and at its sole discretion, choose to increase the number of elected members of the Board, provided that the minimum number of elected members is fixed at eleven.

E. Officers of the Board of Directors

The officers of the Board of Directors shall be the Chairperson, the Vice Chairperson, and the Secretary-Treasurer.

F. Executive Committee of the Board of Directors

There shall be an Executive Committee of the Board, which shall be vested with the authority to transact the business of the Center when the Board is in recess. The Executive Committee shall meet upon the call of the Chairperson of the Board of Directors, who shall serve as Chairperson of the Executive Committee.

The membership of the Executive Committee shall be composed of the three officers of the Board of Directors, plus two other members of the full Board whom it shall elect. At least one member of the Executive Committee shall be an ex officio member representing one of the member institutions.

All procedures and rules applying to the conduct of Board meetings shall apply to the conduct of meetings of the Executive Committee of the Board. All actions taken by the Executive Committee shall be reported by the Chairperson to the full Board of Directors at the next scheduled meeting of the Board.

G. Election of Officers of the Board of Directors

Elections of officers of the Board and the Executive Committee, shall take place annually at a Board meeting designated for this purpose. Election shall be by majority vote.

H. Scheduling of Meetings of the Board of Directors

The full Board of Directors shall meet quarterly at minimum, at such times and places as the Board may determine. Due notice shall be given of the time and place of scheduled Board meetings, and an agenda shall be made available to all Directors in advance of the date of the meeting.

Special meetings of the Board may be called by the Chairperson, or the request of a simple majority of Board members. The Chairperson shall provide seven days' advanced notice to all members, also specifying all matter(s) to be considered at such special meetings.

I. Voting Policies and Prohibitions

At all meetings of the Board of Directors or its Executive Committee, a simple majority shall constitute a quorum. Each member of the Board shall be entitled to cast one, and only one, vote upon each matter or item upon which the Board may act when

in session. Proxy voting shall not be permitted.

Any action required or permitted to be taken at any regularly scheduled meeting of the Board of Directors may be taken without a meeting by use of a mail ballot to be circulated to Board members, in conformance with the quorum requirements and with the Freedom of Information laws of the State of South Carolina, if and where applicable. The Board shall set a reasonable closing date for receipt of validated mail ballots, and the results of such mail balloting shall be filed with the minutes of proceedings of the Board.

As used in this section, the term "mail" shall include any generally accepted means of transmitting correspondence, including (but not limited to) electronic transmission devices.

J. Minutes of Meetings of the Board

The minutes of all meetings shall be prepared by the Executive Director (or his or her designee) and shall be reviewed by the Board Chairperson in advance of their distribution or publication. The minutes shall be approved by majority vote of the Board; shall be maintained at the administrative offices of the Center; and shall be available for inspection upon reasonable notice by any member of the Board.

K. Advisory Councils and Committees

The Board of Directors may appoint advisory councils and committees from time to time, as it deems appropriate. The title, purpose and composition of any such council or committee shall be determined by a majority vote of the Board of Directors. Such council(s) or committee(s) shall not have governance authority in any aspect of the operations of the Center.

Article V: RESPONSIBILITIES OF BOARD OFFICERS

A. Chairperson of the Board

The Chairperson (1) shall convene and preside at all meetings of the members, the Board of Directors in full, and the Executive Committee of the Board; (2) shall appoint appropriate committees; (3) shall be responsible for determining the agenda for meetings of the Directors; (4) shall serve ex officio on all committees of the Board; and (5) shall perform, also, such other duties as the Board of Directors may designate from time to time.

B. Vice Chairperson of the Board

The Vice Chairperson shall undertake such tasks as are

delegated to him/her by the Chairperson, and shall represent the Chairperson in his/her absence from meetings of the Directors.

C. Secretary-Treasurer of the Board

The Secretary-Treasurer shall be responsible for (1) distributing the agenda and supportive materials in advance of meetings of the Directors; (2) recording the minutes of meetings of the Directors; and (3) maintaining and distributing on a quarterly basis financial reports of the Center to members of its Board of Directors.

Article VI: BUDGET AND FINANCE

A. Annual Budget

In advance of each fiscal year, the Board of Directors shall approve an annual budget for the operation of the Center.

B. Financial Obligations

No financial obligations shall be incurred by any officer, advisory council, or committee of the Board except as authorized within annual budgets or under the authority of special interim action, as may be approved by the Board of Directors.

C. Fiscal Year

The fiscal year of the Center shall commence on the first day of July of each year and conclude on the thirtieth day of the month of June immediately following.

D. Fiduciary Agent

The Board may elect and thereby designate annually, with the consent of the elected institution, a fiduciary agent from among charter-member or regular-member institutions. The fiduciary-agent institution shall serve all functions of treasurer and comptroller for the Center and its financial operations.

As payment for the rendering of such financial services, the elected fiduciary agent shall be entitled to receive a percentage of the approved annual budget of the Center, with such percentage being determined by the Board of Directors at the time of the election of the fiduciary-agent institution.

E. Auditing Provisions

The finances and operations of the Center shall be subject

annually to two forms of audit: (1) the normal schedule and procedures of audits undertaken by the fiduciary-agent institution during the fiscal year; and (2) an audit which shall be performed by an independent auditing firm or agent selected by the Board, the payment of fees for which shall be the responsibility of the Center.

F. Gifts, Grants, and Contracts

Any gift, grant, or contract which is intended by the donor, grantor, or contractor to inure to the direct benefit of the Center shall be maintained for such purpose in a designated account established and administrated for the Center in its name by the fiduciary agent in cooperation with the Center.

G. Procurement Policy

The Center shall operate in compliance with such public bidding and procurement laws, regulations, and guidelines as may be in effect in the State of South Carolina.

H. Indemnification Policy

By a majority vote of a quorum of the Board, the Center shall, to the extent permitted by the Sovereign Immunity laws of the State of South Carolina, indemnify each of its Board members, officers, or employees against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or settlement, as fines or penalties, and for attorneys' fees reasonably incurred in connection with the defense or disposition of any action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of being a Board member, officer, or employee of the Center, with respect to any matter as to which such person shall have been adjudicated to have acted in good faith in the reasonable belief that his or her action was in, or was not opposed to, the best interests of the Hilton Head College Center.

Article VII: PERSONNEL

A. Executive Director/CEO

The Board of Directors shall appoint an Executive Director who shall serve as chief executive officer of the Center and who shall serve at the discretion of the Board, subject to contractual provisions.

B. Additional Staff Appointments

Subject to the approval of the Board, the Executive Director shall appoint such other staff personnel as may be necessary for the effective conduct of the affairs of the Center.

C. Fiduciary Agent as Employer

The Executive Director, and any and all staff members he/she may appoint, shall be considered employees of the fiduciary-agent institution and shall be beneficiaries of all appropriate rights and benefits available to such employees of the fiduciary-agent institution; provided, however, that the Board of Directors of the Center shall have primary authority to take actions affecting said Executive Director and such other staff personnel as may be appointed as Center personnel.

Article VIII: PROVISION FOR AMENDMENTS

These bylaws and general policies may be amended upon due notice at any regular or special meeting of the Board of Directors, provided that:

- A. The proposed amendment has been submitted in writing at the meeting immediately previous to the Board meeting at which action is intended to be taken on the amendment; and,
- B. The proposed amendment shall receive at least two-thirds affirmative vote when action upon it is taken by the Board.

Article IX: CONSTRUCTION

These bylaws and general policies and any amendments thereto shall be construed consistently with applicable provisions of the laws and regulations of the State of South Carolina and any agency thereof vested with authority over any activity of the Hilton Head Higher Education Center.

(April 10, 1990)