

Att VI



CHE
7/8/2004
Agenda Item 4.02. E.

**Commission on
Higher Education**

Dr. Conrad Festa
Executive Director

July 8, 2004

MEMORANDUM

To: Mr. Dalton B. Floyd, Jr., Chairman, and Members, Commission on Higher Education

From: Dr. Vermelle J. Johnson, Chair, and Members, Committee on Academic Affairs and Licensing *V. Johnson*

**Consideration of By-Laws of
Lowcountry Graduate Education Center**

Background

The Lowcountry Graduate Center (LGC) is a non-profit consortium of higher education institutions with the purpose of "increasing access to graduate educational opportunities for the citizens of the tri-county Charleston metropolitan area of South Carolina." The tri-county area includes Charleston, Berkeley, and Dorchester Counties. The three institutions represented by LGC are The Citadel, the College of Charleston, and the Medical University of South Carolina (MUSC). The proposed bylaws outline an administrative and governance structure for the operation of LGC.

LGC is modeled after the highly successful University Center of Greenville, which is a consortium of seven senior institutions (Clemson University, Furman University, Medical University of South Carolina, South Carolina State University, University of South Carolina, and the University of South Carolina - Spartanburg), and one technical college (Greenville Technical College). The Greenville Center offers more than 600 courses in fifty-three graduate and undergraduate degree programs.

LGC was created in response to concerns expressed by the Charleston Legislative Delegation as well as by members of the local business community that the lack of a full range of graduate school opportunities in the Lowcountry was serving as an obstacle to economic development. Needs-analysis research

completed by LGC in 2002 reported a significant demand for graduate school offerings in business, education, computer science, and engineering. Currently, LGC is offering coursework in several degree programs, with spring 2004 enrollment estimated at 150.

LGC is jointly operated by the three member institutions. One institution is designated by the Board of Directors as the "host" institution, and thus bears responsibility for providing instructional, administrative, and student services facilities for the consortium. The host institution will receive compensation for fulfilling this function. Currently, the College of Charleston serves as the host institution. The consortium also may eventually include affiliate member institutions.

The Board of Directors will be composed of the LGC Executive Director, as well as the President, the Provost, and two members of the Board of Trustees of each of the three member institutions. Affiliate member institutions may serve on the Board as ex-officio non-voting members.

An Advisory Council of community leaders, including appointees made by the Charleston, Berkeley, and Dorchester County Legislative Delegations, will serve the Executive Director and Board of Directors in an advisory capacity.

Approval of programs to be offered at the LGC is determined by the Executive Committee; approval of the Board of Directors is not required.

The Board of Directors will appoint a fiduciary agent from among the member institutions, and that agent will serve all functions of treasurer and comptroller for LGC. The agent will be entitled to receive a percentage of the approved annual budget, the amount of which will be determined by the Board.

The Bylaws were enacted by the Board of Directors on January 22, 2004, and were submitted to the Commission in the late spring of 2004.

On October 2, 2004, the Commission approved a LGC below-the-line funding request of \$435,000 for FY 2004-05, contingent upon receipt, review, and approval by the Commission of a comprehensive operating plan, bylaws, and a detailed budget. The 2003-04 Budget Bill from the General Assembly includes an appropriation for \$465,000 for FY 2004-05. The proposed LGC budget includes: \$150,000 for program support; \$110,000 for facilities; \$94,000 for administrative support; \$60,000 for marketing of new programs; \$26,000 for fringe benefits; and \$25,000 for operating expenses.

Staff Recommendation

The staff suggests that the Committee on Academic Affairs and Licensing commend favorably to the Commission the *Lowcountry Graduate Center Bylaws*.

Committee Recommendation

The Committee on Academic Affairs will meet on July 7, 2004, and will present its recommendation at the CHE meeting.

Enclosure: Lowcountry Graduate Center Bylaws

Lowcountry Graduate Center Bylaws

Article I Identity and Purpose

The name of the organization described herein shall be "The Lowcountry Graduate Center" herein referred to as the "LGC" or the "Center." The LGC is a non-profit consortium of higher education institutions created for the purpose of increasing access to graduate educational opportunities for the citizens of the tri-county Charleston metropolitan area of South Carolina. Through inter-institutional cooperation, the consortium develops, coordinates, and promotes programs at the graduate level.

Article II Location of Facilities

The Center shall maintain a primary location in a central location within the Charleston metropolitan area at a site selected by the Board of Directors. LGC courses may be offered at the primary location or at other appropriate locations as approved by the Board of Directors.

Article III Institutional Membership

The LGC will be jointly operated by three member institutions: The Citadel, the College of Charleston, and the Medical University of South Carolina.

One and only one institution shall be designated by the Board of Directors as the "host institution" and shall have responsibility for

1. Providing and maintaining appropriate space necessary for the instructional, administrative, and student-services of the Center.
2. The Executive Committee of the Board of Directors and the host institution shall negotiate appropriate payment to the host institution for the services rendered annually. This expense will be included in the annual budget approved by the Board of Directors.

Article IV Affiliate Membership

If the Board of Directors approves the offering of a graduate degree program from an institution other than one of the three member institutions, the institution offering the

degree will be considered an affiliate member. The President of affiliate member institutions shall be invited to serve or appoint a designee to serve as non-voting member of the LGC Board of Directors.

Article V Board of Directors

A. Powers of the Board

The Lowcountry Graduate Center shall have a Board of Directors that shall determine and enforce the policies by which the business of the Center shall be conducted. The Board of Directors shall be vested with all powers possessed by the LGC as a consortium of member institutions, including the power to appoint and reimburse agents and employees, insofar as such delegation is not inconsistent with or contrary to the laws of the State of South Carolina, or any other applicable laws or regulations, or these bylaws, or any amendments to them. Duties of the board shall include

1. Appointment of an Executive Director (see Article VIII, Section A)
2. Approval of the budget (See Article VII, Section A)
3. Approval of programs to be offered at the LGC (See Article IX)

B. Composition of the Board

The Board of Directors shall be composed of the President, the Provost, and two members of the Board of Trustees of each of the three member institutions. Board of Trustee members shall be appointed by their institutions for two-year terms that may be renewed if the institution chooses. The Board shall also include the Executive Director of the Lowcountry Graduate Center and the Chair of the LGC's Advisory Council and as ex officio and non-voting members. Designees from affiliate members may also serve as ex officio and non-voting members.

C. Officers of the Board

The officers of the Board shall include a Chair, a Vice Chair, and a Secretary. The Chair and Vice Chair shall be elected (see D below). The Executive Director of the LGC shall serve as Board Secretary.

D. Elections and Terms of Office for Officers of the Board

Election of the Chair and Vice Chair of the Board of Directors shall take place annually at the summer meeting of the Board. Elections shall be by simple majority. The terms of office of elected members of the Board shall be one year. A Board member may not serve in the same elected Board office for more than two consecutive years.

F. Meetings of the Board

The Board of Directors will meet at least twice a year at such times and places as the Board may determine. Typically, there will be a winter (January) meeting and a summer (June or July) meeting. Other meetings of the Board shall be called when deemed necessary by the Chair. Due notice shall be given of the time and place of all scheduled Board meetings, and an agenda shall be distributed to all Directors at least ten working days in advance of the date of the meeting.

G. Voting Procedures

At all meetings of the Board of Directors, at least two representatives from each member institution must be present in order to have a quorum. All votes shall be by simple majority of those present.

The Chair may conduct a vote without calling a meeting only if circumstances require immediate action to ensure continued smooth operation of the Center. In such cases, a mail ballot may be used. The term "mail" shall include any generally accepted means of transmitting correspondence, including electronic data-transmission devices. The mail ballot should be circulated to Board members in conformance with the quorum requirements and the Freedom of Information laws of the State of South Carolina. The Chair shall set a reasonable closing date not to exceed ten working days for receipt of validated mail ballots. Results of such mail balloting shall be filed with the minutes of the Board.

H. Minutes of Meetings of the Board

The minutes of all meetings of the Board and its committees shall be prepared by the Lowcountry Graduate Center staff, subject to review by the chair prior to publication and distribution. Minutes shall be distributed prior to the next board meeting, but within at least one month of the date of the initial meeting. The minutes shall be approved by majority vote of the Board or appropriate committee. Minutes shall be maintained at the administrative offices of the LGC and shall be available for inspection upon request by any member of the Board of Directors.

I. Committees of the Board

1. Executive Committee

There will be an Executive Committee consisting of the Provosts of the three member institutions, plus the Executive Director and the Chair of the LGC Board of Directors who will serve ex officio as non-voting members. The members shall elect a chair and shall meet at least quarterly. The Executive Committee shall:

- a. Work together to develop programs at the LGC that will fulfill the needs of the community for graduate education.
- b. Approve the offering of programs from member institutions (See Article IX, Section A)
- c. Recommend to the Board approval of programs from institutions other than The Citadel, the College of Charleston, and the Medical University of South Carolina (See Article IX, Section B).
- d. Review and recommend to the Board the annual budget for the Center.
- e. Conduct a yearly review of the Executive Director, determine appropriate compensation for the Executive Director, and make recommendations to the Board as appropriate.
- f. Make a recommendation to the Board to fill any vacancy in the position of Executive Director.
- g. Make other recommendations to the Executive Director concerning operations of the Center.
- h. Make other recommendations to the Board on any aspect of the Center's operation.

All procedures 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 to all members of the Board of Directors.

2. Other Committees

The Board or the Board Chair may appoint other ad-hoc committees, as it deems appropriate.

J. Parliamentary Procedures

Robert's Rules of Order shall govern all actions of the Board and its committees, except as prescribed in these bylaws.

Article VI Advisory Council

There shall be an advisory council of community leaders, to be composed of citizens of the greater Charleston metropolitan area, who will serve collectively as advisors to the Executive Director and the Board of Directors.

A. Qualifications for Membership in the Advisory Council

Persons appointed for service on the Advisory Council shall be citizens who:

1. Have demonstrated a high level of credibility and influence in the greater Charleston community. Ideally, that influence would be on a regional and statewide basis.

2. Have strong ties to the business and professional communities of the Charleston area that are the beneficiaries of present and possible LGC programs and services.
3. Have a continuing interest and/or experience in education, preferably augmented by a familiarity with the mission and operations of member institutions.
4. Are not employees in any capacity of any member or affiliate institution or the LGC.
5. Represent the broad diversity of the region.

B. Council Membership

The LGC Advisory Council shall consist of the following members:

1. Three members appointed by the Charleston County Legislative Delegation.
2. Three members appointed by the Berkeley County Legislative Delegation.
3. Three members appointed by the Dorchester County Legislative Delegation.
4. The Presidents of the local Chambers of Commerce
5. The Executive Director of the Charleston Regional Development Alliance
6. Other members (up to 40) appointed by the Executive Director of the Lowcountry Graduate Center with the approval of the Executive Committee of the Board of Directors.
7. The Executive Director of the LGC, the Provosts of the three member institutions (or their designees), and the Chair of the LGC Board of Directors shall serve as ex officio, non-voting members.

C. Appointments and Terms of Service

Members shall serve two-year terms. A member may serve up to three consecutive two-year terms for a maximum of six years. Any member who has served three consecutive two-year terms shall not be eligible to serve on the Advisory Council until the expiration of one year.

D. Authority and Responsibility

The Advisory Council shall make recommendations and offer advice to the Executive Director and/or the Board of Directors on areas of future programming regarding the educational, cultural, and economic development of the Lowcountry. It may form any committees it wishes. The Advisory Council shall not, however, have either responsibility or authority for any aspect of governance or operation of the Lowcountry Graduate Center.

E. Meetings of the Advisory Council

The Advisory Council shall meet at least twice a year (fall and spring).

F. Officers of the Advisory Council

The officers of the Advisory Council shall be a Chair and a Secretary.

G. Election of Officers and Terms of Office

Elections of officers of the Advisory Council shall take place at the spring Council meeting (or as otherwise necessary). Election shall be by simple majority. The terms of office for elected Council officers shall be two years. Officers can serve a maximum of two consecutive terms in any office.

H. Parliamentary Procedures

Robert's Rules of Order shall govern all actions of the Advisory Council and its committees, except as prescribed in these bylaws.

Article VII Budget and Finance

A. Annual Budget

At its summer meeting, the Board of Directors, based on the recommendation of the Executive Committee, shall approve an annual budget for the operation of the LGC. The annual budget may subsequently be revised by action of the Executive Committee or the Board of Directors.

B. Fiscal Year

The fiscal year of the LGC will be twelve months, commencing with the first day of July and concluding with the thirtieth day of June.

C. Fiduciary Agent

The Board shall appoint a fiduciary agent from among the member institutions. The recommended institution shall provide a letter of consent to the Board, detailing terms of the relationship.

The fiduciary agent shall serve all functions of treasurer and comptroller for the financial operations of the LGC. The fiduciary-agent institution shall serve in such capacity at the discretion of the Board.

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 LGC. The LGC Board of Directors shall determine the percentage.

D. Gifts, Grants, and Contracts

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

E. Procurement Policy

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

F. Indemnification Policy

By the majority vote of the quorum of the Board, the LGC 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 attorney's fees reasonably incurred in connection with the defense or deposition of any action suit or proceeding, whether civil, administrative, arbitral, or investigative, in which such person may be threatened while in office or thereafter, by reason of being a Board member, officer or employee of the LGC, with respect to any matter as to which such person shall have 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 Lowcountry Graduate Center.

Article VIII Personnel

A. Executive Director

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

The Executive Committee shall conduct an annual evaluation of the Executive Director during the spring of each year.

B. Additional Staff Appointments

The Executive Director shall have the authority to make additional staff appointments as necessary.

C. Fiduciary Agent as Employer

Staff of the Lowcountry Graduate Center shall be considered employees of the fiduciary-agent institution and shall be governed by the rules and regulations of the fiduciary-agent institution. In some cases, the LGC may contract with another institution for staff, in which cases the employees remain employees of their "home" institution and subject to their rules and regulations.

Article IX Approval of Programs to offered at the LGC

A. Approval of Programs by Member Institutions

To insure institutional cooperation and coordination, programs to be offered at the LGC by member institutions shall be approved by the Executive Committee. Such programs need not go before the entire Board for a vote.

B. Approval of Programs from Other Institutions

The LGC will not offer programs from non-member institutions that are thought to conflict with programs offered by member institutions. When there is a determination that a program is needed for the Lowcountry but it cannot be offered at present by one of the member institutions, the Executive Director and/or the Executive Committee may invite another institution to submit a proposal for offering such a program at the LGC. The proposal should include a statement of the method of delivery, the nature of the faculty, and the commitments--financial and otherwise--that the institution and the LGC will make to insure the success of the program. Invited proposals must be approved by the Executive Committee and then the Board of Directors.

Article X Provisions for Amendments

These bylaws may be amended at any regular or special meeting of the Board of Directors provided that (a) the proposed amendment has been submitted in writing to the Board at least sixty days prior to the meeting at which action on the amendment is taken; and (b) the proposed amendment shall receive an affirmative vote of at least two-thirds of those voting when the action is taken.

Article XI Enactment

These bylaws shall be enacted by a two-thirds affirmative vote of those present at a meeting of those described as the Board of Directors in Article V. Once approved, the Board shall act immediately to form, elect officers and take other steps to be in compliance with these bylaws. Those selected for Board positions or elected to Board offices at the first regular (summer) meeting and election will be treated as if they were starting their initial term of office at that time.

Article XII Construction

These bylaws 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 vested with authority over any activity of the Lowcountry Graduate Center.

Enacted: January 26, 2004