

## **Article I – Organization**

The Southwest Virginia Higher Education Center (SWHEC) is an educational institution and agency (#948) of the Commonwealth of Virginia established by the General Assembly in 1991 as set out in § 23.1-3125 et. seq. of the Code of Virginia<sup>1</sup>.

## **Article II - Governing Board**

### **Section A – Membership & Terms**

1. The Center shall be governed by a Board of Trustees with its membership and terms being as set out in § 23.1-3126 of the Code of Virginia.
2. The Board may provide for ex-officio members, but such ex-officio members shall not be entitled to vote or counted for the purposes of establishing a quorum for a meeting of the Board.

### **Section B – Powers of the Board of Trustees**

1. In addition to any other powers as provided by law, the Board shall have all the powers as set out in § 23.1-3127 of the Code of Virginia.

### **Section C – Duties of the Board of Trustees**

1. The Board shall strive to see that both the responsibilities and mission of the Center are fulfilled. The Board is a supervisory Board within the definition specified in § 2.2-2100 of the Code of Virginia.
2. The Board shall develop the overall strategy for the Center and update as necessary.
3. The Board shall appoint, support, and evaluate the Executive Director.
4. The Board shall adopt such policies and procedures as necessary for the benefit of the Center.
5. Each member of the Board shall act in a professional and diligent manner in their service. Members of the Board shall disclose any actual or perceived conflicts of interest.

### **Section D – Meetings of the Board of Trustees**

1. The Board shall meet at least twice annually, generally in June and December. The Chair may call additional meetings of the Board as necessary and required to conduct the business of the Board and Center.
2. The last Board meeting of the fiscal year in even numbered years shall be deemed the Board's biennial organizational meeting at which time it shall proceed to elect a Chair, Vice Chair, and

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<sup>1</sup> A copy of § 23.1-3125 et. seq. of the Code of Virginia is attached to these bylaws as "Attachment A." This attachment will be updated when required to reflect changes made by the General Assembly.

Secretary. The Chair shall also make the appointments to the Executive Committee at this meeting as provided in Article IV, Section A3.

3. Any three voting members of the Board may call a special meeting of the Board by signing a meeting call notice and providing it to the Chair, Secretary, and all other members of the Board. Such special meeting call notice shall include the general purpose for the meeting along with a proposed agenda.
4. All meetings must be called by written notice provided to all Board members no less than three working days prior to the meeting date. Emergency meetings may be called with less notice, provided that reasonable and diligent efforts have been made to provide notice to all Board members.
5. As provided in § 23.1-3126 of the Code of Virginia, higher education members of the Board may designate another person from their institution or organization to serve in their place on the Board or its committees as a standing designee or a temporary designee. All designees must present documentation of their appointment to the Board or committee chair, as appropriate, prior to any meetings.
6. Board members may participate in meetings by electronic means, provided that such participation has been properly noticed and the requirements of the Virginia Freedom of Information Act, found at § 2.2-3700 et. seq. of the Code of Virginia, are met.
7. A majority of the members of the Board shall constitute a quorum for any business meeting. Actions of the Board must be authorized by a majority vote of the members attending, providing a quorum is present.
8. If a member of the Board has been absent for two consecutive meetings, the appointing authority of the absent member shall be notified by the Chair.

## **Article III – Officers of the Board**

### **Section A – Officers & Terms**

1. The officers of the Board of Trustees shall be Chair, Vice-Chair, and Secretary.
2. Officers shall be elected at the biennial organizational meeting and serve until the next biennial organizational meeting, or until their successors are elected. Any vacancies shall be filled by the Board for the unexpired term.
3. The Chair shall only be permitted to serve two consecutive full terms as Chair without a break in service. Service of a partial term as Chair does not count toward this limit.

4. Officers may be removed from their officer position 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 thereby.

## **Section B – Duties of the Officers**

### **1. Chair**

- a. The Chair shall be the principal corporate officer of the Center and shall have general administrative supervision of the Center.
- b. He shall serve as Chair of the Board and the Executive Committee. The Chair shall preside at all meetings of the Board and Executive Committee. In his absence, the Vice Chair will preside.
- c. He shall have the power to sign contracts, notes, and other instruments of the Center provided he 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.
- d. He shall perform all other duties as are incident to this office or as properly assigned to him by the Board.
- e. The Chair shall be an ex-officio member of all Committees.
- f. He shall make reports to the Board and keep the Board informed of issues and concerns affecting the Center.
- g. The Chair shall maintain frequent communication with the Executive Director in order to be apprised of the operations of the Center and plan for any matters that may require Board attention or action.

### **2. Vice-Chair**

- a. The Vice-Chair shall perform such duties as may be assigned to him by the Board or Chair.
- b. In the absence of the Chair, or in the event of his disability or inability to act, the Vice-Chair shall perform the duties of the Chair with the full powers of, and subject to the restrictions upon, the Chair.

### **3. Secretary**

- a. The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees.

- b. The Secretary shall see that minutes of Board meetings are provided to Board members within a reasonable time following meetings and that the minutes indicate names of persons making and seconding motions.
- c. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law, including notice of time and place for holding meetings.
- d. The Secretary shall act as custodian of all corporate records and reports, including keeping his or her 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 provided by the Code of Virginia, as amended.
- e. The Secretary shall perform such other duties as prescribed by the Board or Chair.
- f. In the absence or inability of the Secretary to discharge his/her duties, the Vice Chair shall perform the duties of Secretary.
- g. The Secretary may appoint a Clerk, and if desired, one or more Deputy Clerks to assist with performing duties prescribed in this section. Any persons appointed as such shall not be considered as members or voting members of the Board. The Secretary shall remain ultimately responsible for all his/her duties and responsibilities assigned by the Board or these bylaws.

## **Article IV – Committees of the Board of Trustees**

### **Section A – Executive Committee**

1. There shall be an Executive Committee of the Board that shall have and exercise all of the authority of the Board in managing the Center. 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.
2. The Executive Committee shall consist of five members of the Board. The Chair, Vice Chair, and Secretary of the Board shall be members. The Chair of the Board shall appoint two other members of the Board at-large to serve on the Executive Committee. In making such appointments, the Chair shall ensure that membership of the Executive Committee is constituted so that the Executive Committee always contains at least one higher education member, one legislative member, and one citizen member of the Board.
3. The Chair shall appoint the at-large members of the Executive Committee at the biennial organizational meeting. Members shall serve until the next biennial organization meeting, or until their successors are elected. Vacancies in the at-large membership of the Executive Committee shall be filled by the Chair for the remainder of the unexpired term.

4. The Executive Committee shall meet as needed upon call of the Chair. Additionally, any two members of the Executive Committee may call for a meeting by signing a meeting call notice and providing it to the Chair and other members of the committee. Such special meeting call notice shall include the general purpose for the meeting along with a proposed agenda.
5. All meetings of the Executive Committee shall be called by written notice provided to all committee members no less than three working days prior to the meeting date. Emergency meetings may be called with less notice, provided that reasonable and diligent efforts have been made to provide notice to all committee members.
6. A majority of the members of the Executive Committee shall constitute a quorum for any business meeting. Actions of the Executive Committee must be authorized by a majority vote of the members attending, providing a quorum is present.
7. The Executive Committee shall keep minutes and records of its proceedings and report such to the Board.

#### **Section B – Nominating Committee**

1. At the last regular meeting prior to the biennial organization meeting, the Chair of the Board shall appoint a Nominating Committee consisting of three Board members for the purpose of presenting a slate of nominees for the offices of Chair, Vice-Chair, and Secretary of the Board at the biennial organizational meeting. Those appointed to the Nominating Committee shall not be currently serving officers.
2. The Nominating Committee shall consist of one legislative member, one higher education member, and one citizen member.
3. Upon the successful election of these officers, the Nominating Committee shall be dissolved.

#### **Section C – Other Committees**

The Chair may appoint other standing or ad-hoc committees of the Board as needed to accomplish the mission, specific tasks, or projects of the Board or Center. Membership on such committees may include Board members, non-Board members, or a combination of both. Each committee shall keep minutes and records of its proceedings and report such to the Board.

### **Article V – Executive Director/Agency Head**

#### **Section A – Appointment of Executive Director/Agency Head**

1. As provided in § 23.1-3128 of the Code of Virginia, the Board shall appoint an Executive Director who shall supervise and manage the Center. The Executive Director shall also be the Agency Head of the Center. The Executive Director shall be employed on such terms and receive such compensation as the Board may direct and in accordance with law and the applicable personnel policies of the Commonwealth of Virginia.

2. The Executive Director is responsible for the efficient and routine operation of the Center, with oversight from the Board. The Executive Director shall ensure that the Center is operated within appropriate policy and processes for sound management practices.
3. The Executive Director shall 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.
4. The Executive Director shall keep the Board apprised of all matters affecting the Center that may require Board attention or action. The Executive Director shall seek the Board's advice or counsel as needed.
5. The Executive Director shall represent the Center to other agencies of the Commonwealth of Virginia and partner institutions. The Executive Director shall see that all required reports and documents due to the Governor's Office, other agencies of the Commonwealth, or the General Assembly are completed and filed in a timely manner.
6. In addition to any other authority provided by law or the Board, the Executive Director shall have and exercise all the powers and duties as provided in § 23.1-3128 of the Code of Virginia.
7. The Board shall conduct an annual performance review of the Executive Director. Such performance review may be done by the Board or the Executive Committee. If the review is conducted by the Executive Committee, it shall report the results of the review to the full Board.

## **Article VI – General Procedures & Definitions**

### **Section A – General Procedures**

1. All meetings of the Board and its committees shall be conducted in accordance with all applicable federal and Virginia laws and regulations, these bylaws, and otherwise in accordance with *Robert's Rules of Order, Newly Revised*.
2. All meetings of the Board and its committees shall be conducted in full compliance with the Virginia Freedom of Information Act, found at § 2.2-3700 et. seq. of the Code of Virginia.
3. Legal counsel to the Center and Board shall be provided by the Office of the Attorney General of Virginia. Legal counsel shall be invited to attend all meetings of the Board and its committees.
4. The Board 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 Executive Director. All communications from the Board to Center staff or partners shall be similarly channeled, or copies thereof shall be provided, to the Executive Director.

## **Section B – Definitions**

As used in these bylaws,

1. Board: Shall mean the Board of Trustees of the Center.
2. Center: Shall mean the Southwest Virginia Higher Education Center.
3. Chair: Shall mean the Chair of the Board of Trustees of the Center.
4. Citizen Member: Shall mean a member of the Board appointed by the Governor of Virginia to a citizen member seat.
5. Higher Education Member: Shall mean a member of the Board who is not a legislative or citizen member.
6. Legislative Member: Shall mean a member of the Board appointed by the Senate of Virginia or the Virginia House of Delegates.

## **Article VII – 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 proposed bylaw changes must be sent to all members of the Board at least ten (10) days prior to the proposed action at a Board meeting.

### **Enactment & Revision History**

- Initially Adopted (fully replaced all prior Bylaws) December 12, 2019