

Adopted: January 13, 2004
Amended: March 8, 2011

**BYLAWS
OF
THE BEAUFORT-JASPER HIGHER EDUCATION COMMISSION**

ARTICLE I

NAME, PURPOSE AND POWERS

Section 101. Name. The name of this body shall be the Beaufort-Jasper Higher Education Commission (the “Commission”). [59-56-10(A)]

Section 102. Purpose. The purpose of the Commission shall be to provide support and encouragement to all undertakings to improve the higher education opportunities for the benefit of the citizens and residents of Beaufort and Jasper Counties, South Carolina.

Section 103. Powers. The Commission shall be vested with all powers that may be necessary to enable it to accomplish its purposes, and all such powers shall be exercised for the benefit of the inhabitants of Beaufort and Jasper Counties in the State of South Carolina. The Commission may exercise all powers granted to it by Title 59, Chapter 56 of the Code of Laws of South Carolina Annotated as may be amended and in effect from time to time (the “Code”). [59-56-20(A)]

ARTICLE II

MEMBERS AND OFFICERS

Section 201. Members. The Commission shall be composed of and governed by nine (9) members (the “Members”), in which all powers of the Commission shall be vested. [59-56-10A]

Section 202. Number, Appointment, and Terms of Directors. The nine (9) Members of the Commission shall be appointed by the Governor of the State of South Carolina. Seven (7) Members must be residents of Beaufort County and two (2) Members must be residents of Jasper County. The appointments for Beaufort County Members must be based upon the recommendation of a majority of the members of the Beaufort County Legislative Delegation. The appointments for Jasper County Members must be based upon the recommendation of a majority of the members of the Jasper County Legislative Delegation. [59-56-10(A)]. Members shall serve for a term of four (4) years or until their successors are appointed and qualified. [59-56-10(B)]

Section 203. Vacancies. Member vacancies must be filled for an unexpired term in the same manner in which the vacant Member was originally appointed. [59-56-10(B)] A Member who misses three (3) consecutive unexcused meetings is considered to have resigned his office, and a vacancy exists. [59-56-10(C)]

Section 204. Officers of the Commission. A. *Chairman, Vice-Chairman and Secretary.* The Members shall elect from their membership a Chairman and a Secretary of the Commission to serve for a term of two years. [59-56-10(B)]. The Members may also elect a Vice-Chairman from their members who shall also serve for a term of two years. B. *Other Officers.* The Members may select an Assistant Secretary and a Treasurer, who need not be members of the Commission. Such officers shall serve at the pleasure of the Commission and may be replaced or such offices terminated when the Commission determines. C. *Effective Date of Appointment, Resignation and Successors.* Officers shall commence their duties immediately upon election and shall continue in office thereafter until a successor shall have been elected and qualified. The Members may elect at any meeting such officers as may be necessary to fill any vacancy created by resignation, expiration of a term of appointment as a Member, or otherwise for the remaining portion of such Officer' s unexpired term.

Section 205. Duties of Officers. The duties of Officers of the Commission shall include, but shall not be limited, to the following:

A. The Chairman shall preside at all meetings of the Commission; shall be responsible for notice of meetings to the Members and Officers of the Commission; shall be responsible for all correspondence; shall make committee appointments; may appoint Members of the Commission as liaison to any other governmental agencies, authorities, and commissions; shall act as a signatory when authorized; and shall have overall responsibility for accomplishment of the Commission's goals and purposes.

B. The Vice Chairman shall, in the absence of the Chairman, exercise all of the Chairman's powers and duties. In the event the office of Chairman shall become vacant, the Vice Chairman shall immediately become the Chairman.

C. The Secretary shall be responsible for maintaining minutes of every meeting of the Commission, preparing and distributing such minutes to all persons as directed by the Members. The Secretary shall maintain copies of all reports, correspondence, contracts, agreements, indentures, documents, audits, rules and regulations and any other records as may be directed by the Members.

D. The Assistant Secretary shall, in the absence of the Secretary, exercise all of the Secretary's powers and duties. In the event the office of Secretary shall become vacant, the Assistant Secretary shall immediately become the Secretary.

E. The Treasurer shall be custodian of all funds of the Commission; shall keep and maintain suitable financial records as may be directed by the Members; shall, if required by South Carolina law, arrange for an annual audit of the accounts of the Commission by an independent Certified Public Accountant, subject to the prior approval of the Members, and shall report to the Members the results of such annual audit.

The Treasurer shall also be responsible for submitting the written report to the Beaufort and Jasper Counties' Legislative Delegations as required by Section 59-56-30 of the Code, and as further described in Section 210 of these bylaws.

F. In addition to the foregoing powers and duties, each Officer of the Commission may exercise any powers conferred upon him or her by the Code as may be in effect from time to time and all other powers as are customarily exercised by such officer in similar organizations or authorities as may be expedient, necessary or proper to further the lawful purposes of the Commission. During the absence of the Chairman, the Vice-Chairman or the Secretary, the Members may designate any Member of the Commission to perform the duties of the absent officer until his or her return.

Section 206. Quorum. A majority of the then current Members of the Commission shall constitute a quorum for the purposes of conducting its business and exercising its powers and for all other purposes. No vacancy in the membership of the Commission shall impair the right of a quorum to exercise all the powers and perform all the duties of the Commission.

Section 207. Voting. Except as otherwise required in these bylaws or by the Code, voting shall be by a simple majority of those present at any duly constituted meeting of the Commission. No Member shall be allowed to vote by proxy at any meeting of the Commission.

Section 208. Meetings and Notices. At the beginning of each Calendar Year, the Members shall adopt a schedule of regular meetings for the year and provide notice thereof in compliance with the S.C. Freedom of Information Act. In addition to regular meetings, special meetings of the Members may be called by the Chairman or a majority of the Members. Notice specifying the time and place of any special meeting shall be given to each Member and Officer of the Commission at least 24 hours before such meeting by personally delivering such notice to him or her or by telephoning, telefaxing or other means of electronic communication, or mailing such notice to him or her at least 24 hours before the meeting. In the case of a meeting to consider amendments to these bylaws, such notice shall conform to the requirements of Article VII hereof. The presence of any Officer or Member at a meeting shall be deemed an acknowledgment of the timely receipt of notice thereof or a waiver of any such notice. Emergency meetings may be held without notice if all of the Members are present or those not present sign written waiver of notice before or after the meeting. Whenever a meeting is scheduled, notice of such meeting shall be posted and provided to the press and other organizations at the time and in the manner required by the S.C. Freedom of Information Act. All meetings shall commence with a recitation of the steps taken to ensure such compliance.

Section 209. Telephonic Attendance at Meetings. Subject to the requirements set forth in Section 208 as to notice and related procedures, any member may attend a meeting by telephone or other electronic means so long as the method of attendance permits such member to hear and participate in all discussion and such member has been provided with copies of all written material to be discussed at such meeting. The intent of this provision is to recognize the development of new technology and to facilitate its use in the conduct of the business of the Commission so long as the method chosen is designed to provide for complete participation and the ability of the press and public to verify such participation. In all cases, other than emergencies, every meeting must take place at a physical site to which the public and press have access and there must be at least two members in attendance at such site.

Section 210. Minutes. The Secretary of the Commission shall maintain minutes of all meetings and proceedings and all such minutes shall be open to public inspection at all times at the office of the Commission.

Section 211. Financial Transactions, Records and Fiscal Year. The Commission shall submit a written report to the Beaufort and Jasper Counties' Legislative Delegations at least once a year, which shall show an accounting of all funds under control of the Commission, a statement of all receipts and disbursements not previously reported, and a statement of its estimated financial needs for the ensuing year, as required by Section 59-56-30 of the Code.

The Commission shall keep suitable records of all financial transactions of the Commission and, if required by South Carolina law, shall arrange to have the same audited following the end of each fiscal year, subject to the approval of the Members. Copies of any such audit shall be furnished to all such persons as the Members may deem appropriate, and shall be open to public inspection at the office of the Commission. The fiscal year of the Commission shall begin on July 1, and end on the last day of June next following.

Section 212. Committees. The Commission may appoint such committees as it determines to be useful in the conduct of the affairs of the Commission. Each committee shall have not less than three members. Meetings of all committees shall be noticed as provided for meetings of the Commission and any member of the Commission may attend any committee meeting. Except as required by the Code or any resolution establishing a committee, the members of a committee shall organize themselves as they determine appropriate.

ARTICLE III

COMPENSATION FOR AUTHORITY MEMBERS

Section 301. Compensation. Except as permitted by the Code, Members and Officers of the Commission, or any members of any committees appointed by the Members, shall not receive any compensation for their services but may be reimbursed for necessary traveling and other expenses incurred in the performance of their duties, as may be directed from time to time by the Members.

ARTICLE IV

SEAL OF THE AUTHORITY

Section 401. Seal. The seal of the Commission shall be a flat-faced circular die with the name of the Commission engraved thereon and such other words and figures as may appear thereon, as evidenced by a sample of such seal which appears on the margin of these bylaws opposite this section.

ARTICLE V

CHECKS, NOTES, DRAFTS AND OTHER LEGAL DOCUMENTS

Section 501. Authorized Signatures. Checks, notes, drafts, and other legal documents shall be signed by such Members or Officers as specified in the Code, these bylaws, or as the Members may, from time to time, authorize. The signature of any such person may be by facsimile when authorized by the Code or the Members.

ARTICLE VI

RULES AND REGULATIONS

Section 601. Rules of Order. Roberts Rules of Order, newly revised or any subsequent edition thereof, shall govern all matters of procedure not specifically set forth in these bylaws or the Code.

Section 602. Rules and Regulations. The Members may adopt, amend and alter from time to time such rules, regulations, or forms which it may deem necessary or expedient for the management of the affairs of the Commission and which shall not be inconsistent with the Code. The Secretary of the Commission shall maintain current copies of all rules, regulations, and forms adopted by the Commission, which shall be available for public inspection at all times at the office of the Commission.

ARTICLE VII

AMENDMENTS

Section 701. Amendments of Bylaws. These bylaws may be amended by two-thirds of the Members present at any duly constituted meeting, provided that notice of such meeting shall be given in writing at least three days prior to such meeting. Such notice shall specify that amendments are to be considered and the nature of such amendments.