

TECHNICAL COLLEGE OF THE LOWCOUNTRY
AREA COMMISSION
BY-LAWS

ARTICLE 1: THE COMMISSION

Section One - Statute. The Technical College of the Lowcountry Area Commission was created as the policy making body of the institution by Act 537 (Bill R424, S1130) of 1986, by the General Assembly of the State of South Carolina. The powers of the Commission derive from this Act and from Section 5.2 of Act 1268 as amended by Act 654 of 1976 and Act 394 of 1986. These bylaws provide for the orderly conduct of business in carrying out the duties and responsibilities of the Commission.

These bylaws are not intended to be in conflict with or assume duties not specifically designated in the above legislation.

The commission is a body politic and corporate consisting of seven members who must be appointed in the manner provided in this section. Four members must be residents of Beaufort County, one member must be a resident of Colleton County, one member must be a resident of Hampton County, and one member must be a resident of Jasper County, all of whom must be appointed by the Governor upon the recommendation of a majority of the members of the General Assembly representing that county.

Section Two – Authority and Responsibility

The Commission is a legislative body and not an executive body. Its function is the determination of local policy that is consistent with and supportive of statewide policy promulgated by the State Board for Technical and Comprehensive Education. The TCL Area Commission is responsible for the selection of the President. Within the policy guidelines established by the Commission and the State Board for Technical and Comprehensive Education, the President is responsible for operating the College. He/she will be given authority commensurate with that responsibility. The Commission will deal directly with the President or, if appropriate, the Executive Director of the State Board for Technical and Comprehensive Education on College matters. The Commission will conduct periodic evaluations of the College President, consistent with the guidelines of the South Carolina Technical College System Office.

Only the Commission as a body has authority to take formal action on matters of official concern. Individual members are not empowered to act upon such matters or to speak for the Commission unless specifically authorized to do so by the Commission acting in its corporate capacity. Such authority will be contained in an appropriate document and attested by the signature of the Secretary/Treasurer of the Commission.

The Commission shall remain free from undue influence from political, religious, or other external bodies. Further, if necessary, the Commission will protect the institution from undue influence through its policy making prerogative.

The TCL Area Commission functions as a policy making board. It is the responsibility of College administration and faculty, through the empowered leadership of the President, to administer and implement policy.

To adequately support the ongoing legal authority and operating control of the College, the Commission will: (1.) review the College's Mission Statement each year at the annual Commission Retreat, and (2.) review a financial report updated quarterly by the College's Chief Business Officer (CBO).

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The Area Commission has the responsibility for the development and the operation of Technical College of the Lowcountry within the framework of the enabling laws and the policies of the State Board for Technical and Comprehensive Education.

ARTICLE II: OFFICERS AND DUTIES

Section One - Election of Officers and Term of Office

Officers of the Area Commission shall consist of a Chairman, Vice Chairman and Secretary/Treasurer and shall be elected by the Commission from its membership. The Chairman, Vice Chairman, and Secretary/Treasurer shall be elected by simple majority vote for a period of two years and shall be eligible for re-election by the Commission. When an officer vacancy occurs, it shall be filled for the remainder of the unexpired term in the same manner in which regular elections are made. The service of an unexpired term as an officer shall not be included in the maximum two terms an officer may serve.

Election of officers shall be held at the first regularly scheduled meeting of the new fiscal year.

Section Two - Chairman

The Chairman shall be empowered to establish committees and appoint the members of such committees. The Chairman shall execute all contracts and other documents on authority by and in the name of the Commission, preside at all meetings of the Commission, call special meetings of the Commission, and discharge all other functions delegated to him or her by the Commission.

Section Three - Vice Chairman

The Vice Chairman shall preside in the absence of the Chairman, perform all duties of the Chairman with full authority during the absence or disability of the Chairman, and shall discharge any other functions delegated to him or her by the Chairman or Commission.

Section Four - Secretary/Treasurer. The Secretary/Treasurer shall be responsible for preparation of minutes of each meeting, furnish copies of minutes to each member three (3) days prior to scheduled meetings, and maintain official documents and records of Commission. The Secretary/Treasurer shall represent the Commission on financial matters, when designated by the Commission.

Section Five - President of the College

As Chief Executive Officer of the Institution, the President is charged with the management of the college in accordance with all applicable federal and state laws and regulatory requirements and with the Policies as established by the Area Commission.

The President is appointed by the Area Commission and serves at the will and pleasure of the Commission.

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ARTICLE III: POWERS AND DUTIES OF THE AREA COMMISSION

Section One - The Area Commission

The Area Commission shall be responsible for the development and adoption of by-laws, rules and regulations, and to take additional organizational action deemed necessary to conduct business and to obtain authorization to expend its funds.

The Area Commission is guided by three basic principles that help define its role and function. First, the Area Commission is a legislative body whose primary function is the determination of local policies. The Area Commission makes every effort to assure that the institution is properly run by the President, and does not attempt to run its day-to-day operations. Second, the authority of the Area Commission rests in the Commission as a whole, not in individual commissioners. An individual member of the Area Commission can act in an official capacity only during a duly constituted meeting of the Area Commission, or when designated to do so by its official and recorded actions. Third, since the Area Commission's major responsibilities are to provide local governance and assist in the development and evaluation of the progress of the institution, it is extremely important that the President be held directly responsible for such progress and development.

Within applicable laws and regulatory requirements, the Area Commission establishes policies to further the mission, vision, goals and values of the college. In addition to the By-laws, the Area Commission acts in accordance with the Governance policies adopted and amended by the Area Commission.

Section Two - Committees of the Area Commission

The Area Commission may establish such standing committees and such ad hoc committees, as it deems necessary to secure and protect the College's welfare.

Section Three – Commission Member Orientation and Professional Development

The Area Commission and College President, to the best of their abilities, will assist each newly appointed member to understand the board's functions, governance structure, policies and responsibilities. The Commission Chairman and the President will conduct a timely orientation for each newly appointed member and will provide the new member with materials pertinent to the governance structure, policies and responsibilities of the Commission, including a copy of the Commission's Bylaws.

The Area Commission will encourage all members to participate in meetings and activities of the state Area Commissioner Association as well as state, regional and national ACCT organizations; and commissioners will be further encouraged to study and examine the materials received from such organizations to support the implementation of their function as members of the commission.

The college's budget will include funds for travel expenses for individual members to advance their development as members of the Commission. When the full Commission does not attend a conference, convention or workshop, those who do participate will be requested to share information, recommendations and materials acquired at the meeting.

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In accordance with Policy Governance principals and to assist commissioners to understand the college's mission and functions, the College President will request members of the staff to appear before the Commission from time to time to present and discuss new developments in various program areas.

ARTICLE IV: MEETINGS

Section One - Regular Meetings

The Commission shall meet at least bi-monthly. At the last meeting of each year, the Commission will adopt its schedule of meetings for the upcoming year. These meetings are normally held at the College on a prescribed schedule. During the year meetings may be held in conjunction with special events, at times and places designated by the Chairman. The Chairman may cancel a regular meeting due to lack of a quorum or lack of action items to be considered.

Attendance at all regular and special meetings of the Area Commission is expected. A member who is unable to attend any meeting must notify the Chairperson, or the Office of the President for communication to the Chairperson, prior to the commencement of the meeting. Such notification will result in an excused absence, which will be noted in the minutes of the meeting. A notice of a future absence recorded in the minutes of a meeting constitutes acceptable notification. With the exception of ex-officio members, a Commission member is considered removed from the Commission, and a vacancy is created following three consecutive unexcused absences from Commission meetings.

Section Two - Special Meetings

The time, place and purpose of special meetings may be fixed by the Chairman or by four members of the Commission. The business to be transacted at any special meeting of the Commission shall be confined to such matters as have been specified in the call to members and officers of the Commission.

Section Three - Notices of Meetings

Members and officers of the Commission and the President shall be notified in writing by the (Secretary) or a person designated by the Secretary of the time and place of all meetings and the purpose or purposes of special meetings at least seventy-two (72) hours in advance of meetings, except, the Chairman shall have authority to call special meetings without such notice for what he deems to be an emergency meeting.

Section Four - Quorum

Four members of the Commission in attendance, in person or by telephone conference (telephone conferencing means the Commissioner not physically present must be able to hear the voices of the other Commissioners and they to hear him or her) at meetings shall constitute a quorum for the transaction of business. However, no business shall be transacted without an affirmative vote of at least four members of the Commission on the following matters:

- determination of policy
- making rules and regulations
- appointment of a President

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- the establishment or elimination of curricula

Section Five - Agenda and Minutes. A meeting agenda shall be prepared by the College President and approved by the Chairman. Members shall be furnished a copy of the agenda seven (7) days prior to the meeting. Minutes of actions taken by the Commission shall be prepared by the College President under the direction of the Secretary/Treasurer. After minutes are approved by the Commission and signed by the Chairman and Secretary/Treasurer, they shall be maintained in a permanent file at the College. Copies of signed minutes shall be filed with the State Board Executive Director. Other copies shall be distributed as designated by the Commission.

Section Six - Open Meetings. All meetings shall be open to the public and the press, unless declared an executive session under the provisions of the South Carolina Freedom of Information Act, 1978. Public notice of meeting and agenda will also be provided in accordance with the act.

Section Seven - Executive Sessions. An executive session may be held for the discussion of any item covered by the Freedom of Information Act. Following an executive session, any action agreed upon must be ratified by a majority vote in open session before the action is official.

Section Eight - Conflict of Interests. When a purchase of goods or services by the College is to be acted upon by the Commission, any portion of that purchase which involves a source in which a member of the Commission is an officer or employee or has a financial interest shall be voted upon separately so that members have the opportunity to abstain from voting because of possible conflict of interests. Commission members will sign a conflict of interest statement at the annual Commission Retreat.

Section Nine - Compensation. The members of the Commission shall receive no salary or per diem for attendance at meetings or for time spent in performance of Commission or College business. They shall be reimbursed for actual expenses incurred for subsistence and/or travel associated with such duties within the limitations prescribed by state law.

Section Ten – Conflict of Interest. When a purchase of goods or services by the College is to be acted upon by the Commission, any portion of that purchase which involves a source in which a member of the Commission is an officer or employee or has a financial interest shall be voted upon separately so that members have the opportunity to abstain from voting because of possible conflict of interests. Commission members will sign a conflict of interest statement at the annual Commission Retreat.

Section Eleven - Hearing of Citizens. It is the policy of the Commission to hear all persons who have a presentation to make which is germane to the operation of the College and which falls within the legal responsibility of the Commission.

On Agenda Items - The citizen must:

1. Register with the Board Secretary/Treasurer and give his/her name, permanent address, and agenda item to be addressed.
2. Be recognized by the presiding officer at the time on the agenda designated for "Hearing of Citizens."
3. Restrict remarks to the agenda item designated and to the time allocated by the presiding officer.

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On Subjects not on the Agenda - The citizen must:

Request in writing to the Chairman or Secretary/Treasurer of the Commission three (3) days preceding a scheduled meeting of the Commission, and state the subject to be addressed and give a brief outline of subject matter to be presented.

Section Twelve - Parliamentary Rules. The meetings shall be conducted according to the prepared agenda, and Robert's Rules of Order shall be used as the parliamentary procedure guide.

ARTICLE V: APPEALS

The Commission shall support State Board policies and procedures (8-6-100, 8-6-100.1) governing College employee grievances, and the State Board's Student Code and Grievance Procedures governing Technical College of the Lowcountry students. The President shall keep the Commission apprised of student and personnel grievances.

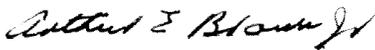
ARTICLE V: REMOVAL OF A COMMISSION MEMBER

A member may be removed from the Commission by the Governor in accordance with Section 1-3-245 of the South Carolina Code of Laws. A commission member may be removed from the Commission following three consecutive unexcused absences from Commission meetings.

ARTICLE VI: AMENDMENT OF BY-LAWS

These by-laws may be altered, repealed, amended or added to by a majority vote of all members of the Commission at any regular meeting or at any special meeting called for that purpose. Any proposed change in the by-laws must be presented to the Commission at least one week prior to the time at which they are formally considered. A particular by-law may be temporarily suspended by unanimous vote providing all members are present and voting.

Approved and Adopted October 18, 2018



Arthur E. Brown, Jr. , Chairman

Area Commission

Technical College of the Lowcountry



Sheree Darien, Secretary/Treasurer

Area Commission

Technical College of the Lowcountry