



STATE COUNCIL OF HIGHER
EDUCATION FOR VIRGINIA

SCHEV Bylaws

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Contents

- Preface.....2**

- SECTION ONE.....3**

- SECTION TWO.....3**
 - Responsibilities of the Council.....3

- SECTION THREE.....3**
 - Council Officers and Method of Election3

- SECTION FOUR.....4**
 - Membership of the Council ...4

- SECTION FIVE.....4**
 - Council Staff4

- SECTION SIX.....5**
 - Council Meetings5

- SECTION SEVEN.....5**
 - Committees.....5

- SECTION EIGHT.....7**
 - Appendix A
 - Code of Virginia**8**

Preface

The original SCHEV Bylaws were adopted in 1986 and specify that the Bylaws be reviewed every four years. Changes were made in 2003, 2006, 2008, 2010, 2013, 2017, 2019 and 2022. This report is presented to the Council and recommends revisions that reflect the Council's current organizational structure and good-governance practices.

The major revisions to the Bylaws proposed are summarized as follows:

- Changed the Electronic Participation section to reflect changes made to legislation in the 2022 session.

Bylaws of the State Council of Higher Education for Virginia

Amended by Council October 25, 2022

SECTION ONE

These Bylaws of the State Council of Higher Education for Virginia adopted October 25, 2022, supersede all previous Bylaws of the Council. The Council acknowledges that it is guided in its operations by law, various state regulations and by its own standing orders.

SECTION TWO

Responsibilities of the Council

The responsibilities of the Council of Higher Education shall be those specified in the Code of Virginia or assigned to the Council by the Governor or the General Assembly.

SECTION THREE

Council Officers and Method of Election

- I. The Council annually shall elect a chair and vice chair and appoint a secretary from its membership to serve until their successors have been elected.
- II. Election of the chair and vice chair, and appointment of the secretary shall be held at the last meeting of the Council prior to June 30 each year. Notification to all Council members of the date, time and place of the election meeting shall be made in writing at least two weeks prior to the meeting. The chair, vice chair, and secretary may be nominated by any member of the Council. Voting shall be by a voice vote or a show of hands. The nominee for each position receiving the majority of the votes cast by members attending the meeting shall be elected. No proxy voting shall be allowed.
- III. The number of consecutive years a member may hold the same office shall be limited to three. Committee chair terms are not so limited. A vacancy in the office of chair shall be filled by the vice chair.
- IV. A vacancy in the office of vice chair shall be filled by the secretary.
- V. The Council shall establish such other offices as it deems necessary from time to time.
- VI. The general duties of the chair shall include:
 - A. Preside at all meetings of the Council.

- B. Serve as the official spokesperson and representative of the Council. On policy issues on which Council has not taken an official position, the chair shall consult the Executive Committee or act at the request of the Council.
- C. The chair may delegate all or part of these duties to other members of Council as permitted by law.

VII. The general duties of the vice chair of the Council shall include:

- A. Perform those duties delegated by the chair.
- B. Serve as acting chair in the chair's absence.

VIII. The general duties of the secretary of the Council shall include:

- A. Perform those duties delegated by the chair.
- B. Sign the official minutes of the Council.

SECTION FOUR

Membership of the Council

The membership of the Council is specified in Section [23.1-200](#) of the Code of Virginia, included in the Appendix to these Bylaws.

SECTION FIVE

Council Staff

- I. The Council shall employ a full-time director to serve as its chief administrator.
- II. The duties of the director shall be specified by the Council. The director shall receive a performance evaluation at least annually in a manner specified by the Council. Except as specified in these Bylaws, the staff employees of the Council shall be supervised by the director. The director shall report to the Council. However, between Council meetings the director shall take guidance and direction from the chair on behalf of the Council.
- III. The director, with the consent of the Council, shall appoint a professional staff member whose responsibilities will include assisting the director in making arrangements for Council meetings and keeping minutes of all Council meetings.

SECTION SIX

Council Meetings

- I. The presiding officer of the Council shall be the chair who shall enforce the rules of procedure of the Council fairly and impartially. If the chair does not serve, the vice chair shall serve. If the vice chair cannot serve, the secretary will serve.
- II. The Council shall meet at least quarterly or on the call of the chair. A majority of the Council may also call a meeting.
- III. Written or oral notification of each meeting shall be given to each member of the Council or committee at least one week prior to the Council or committee meeting. A Council meeting may be called upon shorter notice by agreement of a majority of the members but must be in accordance with the open meeting requirements in the Freedom of Information Act.
- IV. A written agenda for the Council or committee meetings shall be sent to each member approximately one week prior to the meeting unless the meeting has been called on shorter notice by agreement of a majority of the members.
- V. Except as prescribed in these Bylaws, all Council meetings shall be conducted in accordance with the rules and procedures set forth in the most recent edition of Robert's Rules of Order. For purposes of interpretation of Robert's Rules of Order, Council meetings shall be considered a meeting of a "large" body. However, meetings of any committee of the Council shall be considered a meeting of a "small" body.

SECTION SEVEN

Committees

Establishment and Appointments. The Executive Committee shall be a standing committee of the Council and consist of the chair, vice chair and such other members as may be appointed by the chair. The Executive Committee shall make recommendations in all those areas concerning the internal management of Council operations, including the organization and effective functioning of the Council, its staff and its work. The Executive Committee shall act on behalf of the Council between meetings.

The chair may appoint such other standing committees or ad hoc committees from time to time as deemed appropriate or to ensure the efficient disposition of the Council's work. The chair shall specify the purpose and duration of any ad hoc committee.

Terms of Office. The term of office of members appointed to the Executive Committee, any other standing committee or any ad hoc committee shall be at the pleasure of the Council's chair.

Quorum. The presence of fifty percent of committee members shall constitute a quorum. For purposes of constituting a quorum of any committee, the Council's chair and/or vice chair, when present, shall be considered members of that committee, entitled to take action within that committee.

Electronic Participation. ~~If a member is unable to attend a Council meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance; or due to a personal matter and identifies with specificity the nature of the personal matter the member may participate in the Council's meeting by electronic means as permitted by Virginia Code § 2.2-3708.2 and enumerated in the Council policy regarding electronic participation.~~

Pursuant to applicable law and guidance, the following practice and procedures apply for the participation of members who cannot physically attend a meeting in which public business will be conducted.

1. Prior to a scheduled Council meeting, a member must (1) notify the Chair or Board Liaison that he or she is unable to attend the meeting due to (a) a temporary or permanent disability or other medical condition that prevents physical attendance, (b) a family member's medical condition that requires the member to provide care for such family member thereby preventing the member's physical attendance, (c) a member's residence is more than sixty (60) miles from the meeting location identified in the notice, and (d) a personal matter that prevents physical attendance.
 - a. in the case of a personal matter, the member must identify with specificity the nature of the personal matter.
 - b. Participation by a member pursuant to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
2. A quorum of the Council members must be physically assembled at the primary or central meeting location for the Council to consider the participation of a remote member.
3. The Chair, or in the Chair's absence, the Vice Chair, shall recommend approval or disapproval of the participation to the Council member. If the Council approves the participation by majority vote, it must record in its meeting minutes
 - a. the fact of the remote participation;
 - b. the location of the remote participation (and the remote location need not be open to the public);
 - c. whether the remote participation is because of
 - d. a temporary or permanent disability or other medical condition, or
 - e. a personal matter; and
 - f. in the case of a personal matter, the specific nature of personal matter.
4. This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

5. The Council may deny participation for personal matters only if participation would violate this policy. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.
6. The Council must plan for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
7. Should the requirements of this policy not be met, the Council member will be allowed to listen into the proceedings through an electronic means, if available.
8. The Council will provide the public access to observe any meeting at which a member is permitted to participate by remote means. The Council will state in the notice for the meeting whether public comment will be taken at the meeting and will provide a means for submitting written comments.

Manner of Acting. The act of the majority of the committee members present at a meeting at which there is a quorum shall constitute the act of the committee.

Operation of Committees and Authority. Committees shall not have authority of the Council except where specifically authorized by the Council.

SECTION EIGHT

These Bylaws shall be reviewed and revised, as necessary, at least every four years. Any member may propose amendments to the Bylaws at any time. Proposed amendments must be presented in writing and for discussion at the meeting of the Council prior to the meeting when the amendments are to be voted upon. A three-quarters vote of the total membership shall be required to adopt any amendments to these Bylaws.

The attached appendix is not part of the SCHEV Bylaws. It is included here as reference material.

**Appendix
Code of Virginia**

Chapter 2

§ 23.1-200. State Council of Higher Education for Virginia established; purpose; membership; terms; officers.

A. The State Council of Higher Education for Virginia is established to advocate for and promote the development and operation of an educationally and economically sound, vigorous, progressive, and coordinated system of higher education in the Commonwealth and lead state-level strategic planning and policy development and implementation based on research and analysis and in accordance with § [23.1-301](#) and subsection A of § [23.1-1002](#). The Council shall seek to facilitate collaboration among institutions of higher education that will enhance quality and create operational efficiencies and work with institutions of higher education and their governing boards on board development.

B. The Council shall be composed of individuals selected from the Commonwealth at large without regard to political affiliation but with due consideration of geographical representation. Nonlegislative citizen members shall have demonstrated experience, knowledge, and understanding of higher education and workforce needs. Nonlegislative citizen members shall be selected for their ability and all appointments shall be of such nature as to aid the work of the Council and inspire the highest degree of cooperation and confidence. No officer, employee, trustee, or member of the governing board of any institution of higher education, employee of the Commonwealth, member of the General Assembly, or member of the Board of Education is eligible for appointment to the Council except as specified in this section. All members of the Council are members at large who shall serve the best interests of the whole Commonwealth. No member shall act as the representative of any particular region or of any particular institution of higher education.

C. The Council shall consist of 13 members: 12 nonlegislative citizen members appointed by the Governor and one ex officio member. At least one nonlegislative citizen member shall have served as a chief executive officer of a public institution of higher education. At least one nonlegislative citizen member shall be a division superintendent or the Superintendent of Public Instruction. The President of the Virginia Economic Development Partnership Authority shall serve ex officio with voting privileges.

D. All terms shall begin July 1.

E. Nonlegislative citizen members shall serve for terms of four years. Vacancies occurring other than by expiration of a term shall be filled for the unexpired term. No nonlegislative citizen member shall serve for more than two consecutive terms; however, a nonlegislative citizen member appointed to serve an unexpired term is eligible to serve two consecutive four-year terms. No nonlegislative citizen member who has served two consecutive four-year terms is eligible to serve on the Council until at least two years have passed since the end of his second consecutive four-year term. All appointments are subject to confirmation by the General Assembly. Nonlegislative citizen members shall continue to hold office until their successors have been appointed and qualified. Ex officio members shall serve terms coincident with their terms of office.

F. The Council shall elect a chairman and a vice-chairman from its membership. The Council shall appoint a secretary and such other officers as it deems necessary and prescribe their duties and terms of office.

G. At each meeting, the Council shall involve the chief executive officer of each public institution of higher education in its agenda. The chief executive officers shall present information and comment on issues of common interest and choose presenters to the Council from among themselves who reflect the diversity of the institutions.

H. At each meeting, the Council may involve other groups, including the presidents of private institutions of higher education, in its agenda.

1956, c. 311, § 23-9.3; 1964, c. 597; 1970, c. 117; 1972, c. 210; 1974, c. 544; 1980, c. 728; 1991, c. 590; 2013, c. [605](#); 2016, c. [588](#); 2017, c. [314](#); 2018, c. [202](#).