



By-Laws Revision Summary of Proposed Changes

Synopsis

In the spring of 2017, the Board of Directors considered and discussed proposed changes to the organizational bylaws. The spirit of the discussion and proposed changes is to enhance the bylaws to reflect current and best practices in the industry, to provide a balance of guidance and adaptability to changing needs, to clarify Board and administrative roles to fit current practices, and to streamline processes and further ensure sound governance at all times.

The proposed revisions to the by-laws accompanying this summary are drafted to achieve these objectives. The following is a summary of the changes, each followed by the rationale for the proposed change.

Article III

Existing: The basic mission of the organization shall be to promote sensible growth in the Upstate region of South Carolina, defined as Abbeville, Anderson, Cherokee, Greenville, Greenwood, Laurens, Oconee, Pickens, Spartanburg and Union Counties, and to administer and manage three basic programs: Land Trust, Clean Air and Water, and Sustainable Communities.

Proposed: The basic mission of the organization shall be to promote sensible growth and to protect special places in the Upstate region of South Carolina, defined as Abbeville, Anderson, Cherokee, Greenville, Greenwood, Laurens, Oconee, Pickens, Spartanburg and Union Counties, and to administer and manage the programs that achieve this mission.

Rationale: Adjusts to the current articulation of mission, and removes specific reference to programs to allow for optimum administrative capacity to adapt the organization to changing needs in scope of work.

Article VII

Section I

Existing: The Chair shall be the chief officer of the organization and, subject to the control of the Board of Directors, shall supervise and oversee the operation and management of the organization, shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may prescribe from time to time.

Proposed: The Chair shall be the chief governance officer, shall preside at meetings of the Board and shall assure the integrity and fulfillment of the Board's process. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws or by Board Policy.

Rationale: Adjusts articulation of the role of the Board Chair to fit current and best practices.

Section II

Existing: The Executive Director shall be the chief executive officer of the organization and, subject to the control of the Chair and the Board of Directors, shall be responsible for the day-to-day operation and management of the organization and shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by the Board of Directors.

Proposed: The Executive Director shall be the chief executive officer of the organization and, subject to the control of the Board of Directors, shall be responsible for the day-to-day operation and management of the organization and shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by the Board of Directors.

Rationale: Better articulation of the current and best practice that the Executive Director reports to the Board as a whole, rather than to any one member of the Board.

Section III

Existing: The Secretary shall record the minutes of all meetings of the organization and of the Board of Directors; shall notify members of their appointment to committees; shall send out minutes and notices of meetings of the organization and Board of Directors as required by these bylaws or otherwise; shall conduct such correspondence as the Board of Directors shall elect; and shall perform such other duties as may be delegated to him or her.

Proposed: The Secretary is authorized to sign such documents as may require the Secretary's signature, shall ensure that a record is kept of Board proceedings, shall ensure the integrity of Board documents, and shall perform such other duties as may be delegated to him or her.

Rationale: Adjusts articulation of the board Secretary's role to better fit current and best practices.

Section IV

Existing: The Treasurer shall have custody of all the funds of the organization; shall keep a full and accurate account of all receipts and expenditures; and shall make disbursements as authorized by the organization or the Board of Directors. The Treasurer shall present a financial statement at every meeting of the Board of Directors and at other times when requested by the Board of Directors and shall make a full financial report at the Annual Meeting.

Proposed: The Treasurer is authorized to sign such documents as may require the Treasurer's signature and shall perform such other duties as may be required by law. He/she shall also assess the state of the organization's finances in conformance with Board policies. He/she will lead the auditing

process for the Board. The Treasurer shall present a financial statement at every meeting of the Board of Directors and at other times when requested by the Board of Directors, and make a full financial report at the Annual Meeting.

Rationale: Adjusts articulation of the Treasurer's role to better fit current and best practices.

Article VIII

Section I

Existing: The organization shall be managed by the Board of Directors.

Proposed: The organization shall be governed by the Board of Directors.

Rationale: Adjusts articulation of the Board's role to fit current and best practices, and to allow for appropriate separation between the broad governance of the organization, and day to day administrative management.

Section III

Existing: At the Annual Meeting of the organization, the Nominating Committee shall nominate the directors of the organization. The Directors shall be elected by majority vote of the memberships represented at the Annual Meeting (either in person or by proxy).

Proposed: At the Annual Meeting of the organization, the Nominating Committee shall nominate the Directors of the organization. The Directors shall be elected by majority vote of the membership in attendance at the Annual Meeting.

Rationale: Removes the proxy voting in an effort to streamline the process of conducting business at the Annual Meeting.

Section IV

Existing: Directors shall assume their official duties following the close of the Annual Meeting at which they are elected and shall serve for staggered terms of three years and until the election and qualification of their successors. A Director may serve more than one term.

Proposed: Directors shall assume their official duties following the close of the Annual Meeting at which they are elected and shall serve for staggered terms of three years and until the election and qualification of their successors. For purposes of determining term of service, a Director, elected separately from the annual election process, is presumed to begin service at his or her first board meeting.

Rationale: Further defines the terms of Board service and provides best practices in term limits.

Section VI

Existing: Any vacancy occurring in the Board of Directors may be filled by the Board of Directors until the next Annual Meeting.

Proposed: <<this section is removed altogether in the revised version. The topic is covered in the next section changes>>

Rationale: SEE NEXT SECTION

Section VII becomes section VI due to the removal of the section above

Existing: The Board of Directors shall have the authority at any time to elect a new member to the Board who shall serve until the next Annual Meeting, at which time the director may be elected by the members to continue his or her service on the Board.

Proposed: When a vacancy occurs, the Board of Directors shall have the authority at any time to elect a new member to the Board who shall serve until the next Annual Meeting, at which time the director may be elected by the members to continue his or her service on the Board.

Rationale for the preceding two sections: This is a simple streamlining of the articulation for how vacancies are handled.

New Section VII

Existing: <<this is an entirely new section>>

Proposed: Removal of Directors: The Directors, after five days' notice in writing, by majority vote of a quorum present and voting, may at any regular meeting, or meeting called for the purpose, remove any Director if there is deemed by the Board to be sufficient cause to do so. The Board may establish an attendance requirement for Board members.

Rationale: Adding this section gives the Board a stated framework for removal of a Board member. The Board will then have discretion as to when/if to enact this.

Section VIII

Existing: One half of the Board of Directors shall constitute a quorum for the transaction of business of the organization. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors.

Proposed: One half of the Board of Directors shall constitute a quorum for the transaction of business of the organization. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors. Proxy votes will not be permitted.

Rationale: This is simply adding the detail that the Board will not act on proxy voting. It is based on the accepted notion that Board votes benefit from the discussion that almost always precedes a vote, and thus, would require a voting member to attend the meeting.

Sections IX and X

Existing: <<both are newly drafted>>

Proposed:

Section X. Telephonic Meetings: To the extent permitted by law, a conference among Directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board, if the same notice is given of the conference as would be required for a meeting, and if the numbers of Directors participating in the conference would be sufficient to constitute a quorum at the meeting.

Section XI. By Written Consent: An action may be taken by written consent, which describes the action taken and is signed by all Directors.

Rationale: These two sections further define how the Board may function appropriately. Having these sections included allows the board the power to decide when/if to use them.

Section XI

Existing: Regular meetings of the Board of Directors shall be held on a quarterly basis unless otherwise provided by the Board of Directors. Special meetings may be called by the Executive Director or by any two directors. At least five days notice shall be given of all meetings of the Board of Directors.

Proposed: Regular meetings of the Board of Directors shall be held on a quarterly basis, unless otherwise provided by the Board of Directors. Special meetings may be called by the Chair or by any two directors. At least five days' notice shall be given of all meetings of the Board of Directors.

Rationale: This change is primarily giving the authority to call board meetings to the Chair and/or any two directors, not the Executive Director, as the Board should act on its own initiative.

Article IX

Section I

Existing: The organization shall have an Executive Committee consisting of its officers (the Chair, the Vice Chair, the Executive Director, the Secretary and the Treasurer), the immediately preceding Chair, and the chairs of the Land Trust, Clean Air and Water, and Sustainable Communities Committees of the organization. If an officer is also the Chair of one of the Program Committees, no additional representative of that Committee shall serve on the Executive Committee. The Executive Committee shall have the authority to address and decide any issue relating to the organization except where these by-laws, policies or a resolution of the Board of Directors provide otherwise.

Proposed: The organization shall have an Executive Committee consisting of its officers (the Chair, the Vice Chair, the Executive Director, the Secretary and the Treasurer), the immediately preceding Chair, and any other board member asked by the Chair to serve in this role. The Executive Committee shall have the authority to address and decide any issue relating to the organization except where these by-laws, policies or a resolution of the Board of Directors provide otherwise. However, the Executive Committee does not have the authority to amend the Articles of Incorporation; adopt a plan of merger or consolidation; approve the sale or disposition of all or substantially all of the property and assets of the corporation, if not included in the budget or authorized by the board; approve a voluntary dissolution of the corporation or revocation of such dissolution; adopt or revise a Bylaw of the corporation; hire or remove the Executive Director or fill vacancies on the Board of Directors.

Rationale: This further defines the makeup of the Executive Committee, as well as the parameters of this committee's authority. It is meant to assist the EC in being able to address issues in the organization between Board meetings, but to ensure that the full Board is still the governing body of the organization overall.

Article X

Section IV

Existing: The quorum for the Annual Meeting shall be ten percent of the total number of active memberships of the organization and may be represented in person or by proxy. The majority vote of such quorum shall be necessary to elect Board members and to approve any other matter at the Annual Meeting.

Proposed: Election of Board Members and approval of any other matter at the Annual Meeting shall be by majority vote of those in attendance at the Annual Meeting.

Rationale: This is to streamline the process for business during the Annual Meeting.

Article XII

Existing: Robert's Rules of Order shall govern the organization in all cases to which they are applicable, provided that they are not in conflict with the bylaws or articles of incorporation of the organization.

Proposed: The Board may adopt rules of order. Otherwise or in matters not covered in the Board's rules of order, Robert's Rules of Order shall govern the organization in all cases to which they are applicable, provided that they are not in conflict with the bylaws or the articles of incorporation of the organization.

Rationale: This simply gives the Board more leeway in how Board business is conducted.

Article XIII

Existing: These bylaws may be amended at the Annual Meeting or at any special meeting of the organization by a two-thirds vote of the memberships represented at the meeting either in person or by

proxy, provided that notice of the proposed amendment shall have been given each member at least ten days prior to the meeting and that the amendment has been approved by the Board of Directors.

Proposed: These bylaws may be amended at the Annual Meeting or at any special meeting of the organization by a two-thirds vote of the membership represented at the meeting, provided that notice of the proposed amendment shall have been given to each member at least ten days prior to the meeting and that the amendment has been approved by the Board of Directors.

Rationale: Removes the provision for proxy voting, to streamline the process for business at the Annual Meeting.