

Changes to SCHC ByLaws – Detail

Changes to the Bylaws were undertaken with the goal of providing the organization a more efficient and responsive structure and infrastructure. The directors work to be attentive to member needs and requests as well as to take advantage of those opportunities that align with our mission: “**Connect, Communicate, Educate**”. It is our belief that these changes will support our ability to fulfil that commitment to the equine community in South Carolina in a more clear and efficient manner while meeting the legal expectations of the State of South Carolina Code of Laws, Title 33 (Corporations, Partnerships and Associations), Chapter 31 (South Carolina Nonprofit Corporation Act), Article 1 (General Provisions).

Sections I (Purpose) – No changes

Section II (Offices) – No changes

Section III Meeting of Members moved to Section VII (see changes there)

Section III (currently Directors – *formerly* section VI)

Section 3.1 – no changes

Section 3.2 (Number, Term, and Qualification) – remove

- a) Language referring to minimum / maximum NUMBER of Directors – Replaced with: “The number of directors of this Corporation shall consist of such number as deemed appropriate by the Board.”
- b) Language referring to term limits and requirements of re-election – all directors serve at the discretion of the Board.
- c) ADD to extant ‘resignation/removal’ paragraph: “At that time, all passwords and external authority for SCHC business shall be immediately surrendered to the current or acting President.”

Section 3.3 (Election of Directors) Remove all language referring to procedure for nominations, notifications, and voting at Annual Meeting – Current section reads:

Directors other than the initial directors may be elected at the annual meeting of members by a vote of the membership.

Members are encouraged to notify the council of their interest in serving and may submit a statement of interest and qualification. Similarly, members may submit nominations for Directors as early as possible – including particulars about the nominee that support their suitability for service.

Information will be shared with members at the annual meeting to support their decisions regarding prospective Directors.

Any member in good standing may make nominations from the floor at the annual meeting.

Section 3.4 (Voting for Directors) – no change EXCEPT ‘a plurality of the votes’ changed to ‘a simple majority of the votes’.

Section 3.5 (Removal) – remove all language referring to censure procedure and requirements for attendance at consecutive meetings. Remaining language:

Except as otherwise provided in the Articles of Incorporation or by applicable law, a director may be removed from office with or without cause by a vote of the Board of Directors, provided a quorum exists and the number of votes cast in favor of such removal exceeds the number of votes cast against such removal. A director may not be removed by the members at a meeting unless the notice of the meeting states that a purpose of the meeting is removal of such director.

A simple majority vote of the directors’ present, providing a quorum is present, will determine the removal of said director.

Section 3.6 (Vacancies - 4.6 original) removed entirely – only relevant for organizational model that requires minimum number of directors / region.

Section 3.6 (Compensation – current) – no change

Section 4.8 (Committees) – removed entirely – no longer relevant

Section V is now Section IV Meetings of Directors

Section 4.1 (Regular Meetings) – removed language requiring planned schedule with location, time, and frequency for meetings. Section 5.2 (Special Meetings) removed entirely. Added “Meetings of the Board of Directors may be called by or at the request of the President or any two directors. Such meetings must be held within the State of South Carolina

Section 4.2 (Notice of Meetings) New language incorporates notion of meetings ‘called’ as necessary with provisions for directors’ ‘disapproval’ or having missed notice. Specifically:

Regular meetings of the Board of Directors may be held whenever deemed appropriate provided the dates are communicated to the Board members with adequate notice (no less than 1 week). The person or persons calling a special meeting of the Board of Directors shall give notice of the meeting to the directors by any usual means of communication. Delivery or completion of transmission of written notice to the address of a director shall be deemed receipt by such director. A director’s attendance at or participation in a meeting shall constitute a waiver by such director of inadequate notice of such meeting, unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or to the transaction of business at the meeting and does not there after vote for or assent to action taken at the meeting.

Section 4.3 (Quorum) – no changes

Section 4.4 (Manner of Acting) – no changes

Section 4.5 (Organization) – no changes

Section 4.6 (Action without Meeting) – changes made to accommodate potential ‘online’ digital communication for voting. Specifically:

Action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if one or more written consents describing the action taken are affirmed by a majority of the Directors, whether before or after the action so taken, and filed with the corporate records or the minutes of the proceedings of the Board. Action so taken by majority vote has the effect of a meeting vote and may be described as such in any document.

Section 4.7 (Participation Online) – changes from concept of a ‘conference call’ to a potential ‘zoom’ format. Specifically:

Any one or more directors may participate in a meeting of the Board of Directors by means of an online conference that allows all persons participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

Section VI (Officers) now moved to Section V – No changes

Section VI (Membership – *formerly* Section VIII)

Section 6.1 (Qualification) – No changes

Section 6.2 (Fees and Class) removed all specific language about classes and inserted: “See SCHC Policies and Procedures for current classes and dues.”

Section 6.3 (Transfer of Membership – was 8.4) No changes (moved 8.3 to last issue)

Section 6.4 (Termination of Membership) – No changes

Section 6.5 (Suspension or Expulsion) – No changes

Section 6.6 (Voting Rights) – No changes

Section 6.7 (Membership Certificates / Cards) – amended to allow for digital or printed format. Specifically:

Must be delivered to each member in a timely fashion upon receipt of current dues, in a media friendly format. Each certificate or card shall be identified and must state on its face:

- (a) the name of the Corporation and that it is organized under the laws of South Carolina;
- (b) the calendar year for which the membership is valid
- (c) the name of the person to whom the certificate is issued; and
- (d) the number and class of votes the certificate represents

Section III is now Section VII Meetings of Members

Section 7.1 (Place of Meetings) – No change

Section 7.2 (Annual Meetings) – No change EXCEPT : insert ‘prior to April 15’

Section 7.3 (Special Meetings) – remove: “or an executor, administrator, trustee, or guardian of a member or other fiduciary entrusted with like responsibility for the person or estate of a member” from language specifying who may call for an election of directors.

Section 7.4 (Notice of Meetings) – remove paragraph referring to notice of meetings pursuant to an ‘adjournment’.

Section 7.5 (Record Date) – No changes

Section 7.6 (Members’ List) – No changes

Section 7.7 (Quorum) – No changes

Section 7.8 (Organization) – No changes

Section 7.9 (Voting of Members) – remove: Except in the election of directors (as provided in Section 4.4), if a quorum exists,” and ADD ‘paper’ to specify ‘paper ballot for voting (if so requested).

Section 7.10 (Director’s Conflict of Interest) – No changes

Section VIII (Contracts, Loans, and Deposits – *formerly* Section VII) – No changes

Section IX (Records and Reports – *formerly* Section VIX ???1!) - No changes

Section X (General Provisions) – No changes