




COUNTY ATTORNEY'S OFFICE

Mark W. Tollison
County Attorney
(864) 467-7110
www.greenvillecounty.org

MEMORANDUM

To: Members of the Finance Committee

Cc: Joseph Kernell, County Administrator
John Hansley, Deputy Administrator

From: Mark W. Tollison, County Attorney 

Date: March 22, 2023

Re: Proposed Greenville Area Development Corporation ("GADC") Bylaws Amendment

At the request of several County Council Members, please find a copy of a proposed amendment to the County Council representation on the GADC Board of Directors. Rather than reprinting the entire Bylaws here, I am only including the part of the Bylaws being changed at Section VI(b).

BYLAWS OF
GREENVILLE AREA DEVELOPMENT CORPORATION

Adopted Effective as of June 6, 2001 and
Amended and Restated Effective as of May ____, 2021

In connection with the aforesaid purposes, the Corporation's activities will include the following: obtaining, acquiring, receiving, constructing, erecting or otherwise providing real and personal property and holding, retaining, leasing, licensing, renting, managing, investing, reinvesting, selling, or otherwise disposing of or assigning the income from and/or rights in or to real and personal property, and engaging in any and all lawful activities necessary or incident to the foregoing purposes, except as may be limited herein.

Section IV(c). Powers. The Corporation will have such powers as are now or may hereafter be granted corporations under the Nonprofit Act, as amended, except as may be limited by the Corporation's Articles of Incorporation or Bylaws.

Section IV(d). Operating Policies, Procedures and Guidelines. The Board may adopt, amend, or restate Operating Policies, Procedures and Guidelines from time to time in order to implement the purposes of the Corporation.

ARTICLE V

MEMBERS AND MEMBERSHIP

As provided in the Corporation's Articles of Incorporation pursuant to S.C. Code § 33-31-603, the Corporation does not have members within the meaning of S.C. Code § 33-31-140(23). Any use of "member" or "membership" in these Bylaws should be understood in its immediate context, and not to refer to "members" within such statutory definition.

ARTICLE VI

BOARD OF DIRECTORS

Section VI(a). General. The Board of Directors (the "Board" or the "Directors") of the Corporation will be the governing body of the Corporation and will be vested with the entire management of the business and affairs of the Corporation. The standard of care applicable to the Directors is that provided in S.C. Code §§ 33-31-830 through 834. All corporate powers shall be exercised and all affairs of the Corporation shall be managed under the authority and direction of the Board.

Section VI(b). Number, Terms and Qualifications. The number of Directors constituting the Board of Directors shall be not less than nine (9) nor more than ~~sixteen-eighteen (16) (18)~~. The Directors shall be elected from two classes: (i) Class I shall consist of not less than six (6) nor more than twelve (12) members who are citizens-at-large and who are residents of the County; and (ii) Class II shall consist of ~~four-five (4)(5)~~ members, ~~two four (2)(4)~~ of whom are *ex officio* members who serve by virtue of the respective office of Greenville County Council ("Council") Chairman, Council and Vice-Chairman of the Greenville County Council ("Council"), one (1) of whom is an at-large member of Chairman of Council's

~~Committee on Finance, and, Chairman of Council's Committee on Planning & Development, and one (1) of whom is an *ex officio* member who serves by virtue of the office of Greenville County Auditor. The at-large member of Council shall be elected to the Board of the Corporation as determined under the rules of Council.~~ All of the Class I members of the Board shall be appointed for staggered terms as described herein. Class I members shall be appointed as follows: (i) three (3) citizens-at-large of the County shall be appointed by the Chairman of Council; and (ii) up to nine (9) citizens-at-large of the County shall be elected by Council. All Class I members of the Board shall serve three-year terms. ~~The Class II Board member who is a member-at-large of Council shall serve a three-year term; provided, however, if such at-large Council member shall cease to be a member of Council, he shall be replaced by majority vote of Council as determined under the rules of Council.~~ Each Director shall hold office for the term prescribed or until his death, resignation, retirement, removal or disqualification. No Director, except those serving *ex officio*, or those appointed to fill an unexpired term, shall serve more than two consecutive terms. All members of the Board must be current residents of the County.

Section VI(c). Election of Directors. Any vacancy on the Board of Directors which is filled by persons elected by Council shall be filled by Council as soon as may be convenient for Council.

Section VI(d). Resignation. Any Director may resign at any time by delivering written notice to the Chairman of the Board or the Secretary. A resignation is effective at the earlier of when notice is received, five (5) days after deposit in the U.S. mail correctly addressed and with first class postage attached, or otherwise as provided in the Nonprofit Act § 33-31-141 (d).

Section VI(e). Removal. Directors may be removed from office by vote of Council as determined under the rules of Council.

Section VI(f). Vacancies. A vacancy occurring in the Board of Directors shall be filled either by a majority vote of Council as determined under the rules of the County or appointment by the Chairman of Council, depending upon the method of election or appointment by which the then vacated position was filled.

Section VI(g). Committees and Offices

General. The Executive Committee shall consist of the Chairman, Vice-Chairman, Treasurer, and Secretary of the Corporation. The Executive Committee shall have general supervision of the affairs of the Corporation between its business meetings and may exercise such power of the Board between such meetings, fix the hour and place of Board meetings, make recommendations to the Board and perform such other duties as are specified in these Bylaws or determined by majority vote of the Board. The Executive Committee shall be subject to the orders of the Board and none of its acts shall conflict with action taken by the Board. In addition, the Board, by majority vote, may from time to time create and appoint one or more additional Committees of the Board (the "Committees") in accordance with the provisions of S.C.