



SOUTH CAROLINA NATIONAL HERITAGE CORRIDOR

September 14, 2010

Special Meeting

Draft

Present: Bob Alexander, Neal Workman, Charlie Thornton, Ken Durham, Donna Livingston, Nancy Foster, Jim Harrison, Pete Weathers, Chad Prosser, Maceo Nance, Bobbi Kennedy

Staff: Amy Duffy, Michelle McCollum, Devon Harris,

Guests: BJ Willoughby, Courtney Atkinson

I. Call to Order: 8:35 AM

Alexander stated the agenda for the special meeting would consist of the review of proposed bylaw revisions, announcement of the November elections to the board, and a review of proposed Saluda County Discovery Sites.

II. Bylaw Revision Review:

Alexander asked SCPRT attorney BJ Willoughby and SCNHC attorney Courtney Atkinson to explain the proposed bylaw changes as mailed to each board member prior to the required 30 day review period deadline. At the July 15, 2010 meeting the board recognized the May 2008 bylaws as the current operating bylaws of the organization and thus the revisions were made from this document. All changes have been reviewed and approved by the Executive Committee, the SCNHC attorney and the SCPRT attorney and are now brought before the full board for approval. Each individual change was reviewed (copy with tracked changed attached).

1. Motion to approve the bylaw revisions as submitted.

1. Motion Author: Charlie Thornton

2. Motion Second Author: Ken Durham

Discussion:

The following questions were discussed:

a) Harrison was concerned that the bylaws state the board should always have 15 members and 15 members were not present during this meeting. It was the opinion of both attorneys that the board currently has 15 seats and that only a quorum is required for conducting the business of the board.

- b) Harrison was concerned that the bylaws call for the majority of the board to be private sector members and questioned the number of private sector members to the board. It was the opinion of both attorneys that the bylaws state 8 members of the board must be from the private sector and the bylaws define public sector as “any person holding elective office”. Currently only Ken Durham is an elected official. Chad Prosser is an appointed official representing a public agency. Therefore, the board is in compliance with the bylaws.
 - c) Harrison questioned the rules for amending the bylaws to ensure that the board is following the current bylaws and Section 33 of the Non-profit Corporation Act of 1994. It was the opinion of both attorneys that the board is following all applicable rules and by vote of the majority, the board has the authority to revise the bylaws as submitted.
 - d) Foster questioned that the Nominating Committee Policy was adopted prior to this proposed revision of the bylaws. It was the opinion of both attorneys that the board can adopt policy not reflected in the bylaws as long as the policy does not conflict with the bylaws.
3. Result: 10 “Yes” votes: Bob Alexander, Neal Workman, Charlie Thornton, Ken Durham, Donna Livingston, Pete Weathers, Ray Anderson, Chad Prosser, Maceo Nance, and Bobbi Kennedy. 2 “No” Votes: Jim Harrison and Nancy Foster. MOTION PASSES

III. Announcement of Board Elections:

Nominating Committee Chairman, Ray Anderson, announced elections will be held on November 10th for the seats currently held by the following members: Neal Workman, Ken Durham, John Singh, Jim Harrison, and the seat currently vacated by Charlie Sweat. Anyone wishing to present a name to the Nominating Committee shall do so in writing by October 9th. All nominating procedure information can be accessed from the SCNHC website under the “About Us” tab. Officers will also be elected at this meeting.

IV. Review of Saluda County Discovery Sites.

McCollum announced that Saluda County is funding the design and fabrication of their county site signage and they are requesting the review of two sites: Ridge Hill Baptist Church/The Star Center & Pine Pleasant Church.

1. Motion to approve the Saluda County sites as presented.
 - a. Motion Author: Pete Weathers
 - b. Motion Second Author: Ray Anderson
 - c. Result: “Yes” votes from: Bob Alexander, Neal Workman, Charlie Thornton, Ken Durham, Donna Livingston, Nancy Foster, Pete Weathers, Ray Anderson, Chad Prosser, Maceo Nance, and Bobbi Kennedy. Jim Harrison did not vote.
MOTION PASSES.

V. Adjournment:

1. Motion to adjourn at 9:20 AM

- a. Motion Author: Donna Livingston
- b. Motion Second Author: Pete Weathers
- c. Result: All in favor. MOTION PASSES.

Signed: _____

Date: _____

Attached: Jim Harrison's formal comments regarding this set of meeting minutes received November 8, 2010.

ATTACHMENT:

With Reference to the September 14, 2010 conference call meeting minutes and comments by Harrison.

From: Jim Harrison

Please accept these comments as corrections to the draft comments by Harrison.

The by laws state that in no event shall the board consist of less than 15 members. I referred to that and I believe the board should not make major decisions until vacancies are filled. The assessment of The Corridor made several years ago (by Augie I believe was his name) certainly made reference to that and suggested we follow the mandate so as to avoid legal repercussions. I did not say that I felt 15 members must be at the meeting, and I fully agree a majority of board members constitutes a quorum.

I argued that the by laws mandate that a majority (in our case 8) of the board members must come from the private sector. It is clear to me that private sector members have always been those nominees selected by the regional boards (two from each region) from the private sector. The original bylaws of 1997 seem specific on this. Additionally we have 7 ex officio members on the board by virtue of their positions. The chairpersons of each region are on the state board by having been elected to those position and therefore ex officio or public. So I still maintain we are in violation of our bylaws in this regard and therefore the private sector is not properly represented. Again, I believe we should not have made major decisions until all vacancies were properly filled or changed.

Based on the above then the State Board Chair and Vice Chair (which is supposed to come from the private sector) selections should be impacted by those private and ex officio designations which further influences the make up of the executive committee. I maintain that we are not following the bylaws and again not acting fairly to the private sector. I believe those issues should be addressed and corrected before major decisions are made.

I maintain and argued during the telephone meeting that the whole set of amendments known at the May 2008 meeting as the "State Board Version" were adopted over the "PRT Version" by a vote of 5 to 4. Five votes certainly was not a majority of board members and Section 33-31-1020 of the state code for non profits clearly says that amendments must be approved by a majority of the directors in office at the time the amendments are adopted.

Thank you....

...Jim Harrison