

## *Electric City Playhouse*

### Board Member Voting

#### **In person at Regular or Special Called Meeting:**

Each Board Member in attendance retains one vote per motion at a regular or special board meeting.

#### **Via Conference Call:**

A Board Member connected via conference call during a regular or special board meeting is deemed present and retains the right of one vote per motion.

A regular or special board meeting may be held via conference call provided all members of the Board are informed of the date, time, and access methods at least three (3) business days prior to the scheduled meeting. A quorum must be present on the conference call in order for the meeting to be called to order and business to be conducted.

#### **SC Code § 33-31-820 (2012)**

- (a) If the date, time, and place of a directors' meeting is fixed by the bylaws or the board, the meeting is a regular meeting. All other meetings are special meetings.
- (b) A board of directors may hold regular or special meetings in or out of this State.
- (c) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

HISTORY: 1994 Act No. 384, Section 1.

**Via Proxy Authorization at a Regular or Special Called Meeting:**

A Board Member who expects to be absent from a meeting may authorize another Board Member who is in attendance to cast his or her vote on any or all motions that come before the Board by signing an appointment form which must be submitted to the presiding officer prior to or at the time the meeting is called to order.

Proxy appointment forms are available from the ECP office manager and are provided to each Board Member at the January meeting of the Board.

**SC Code § 33-31-724 (2013)**

(a) Unless the articles or bylaws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.

(b) An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form. However, no proxy is valid for more than three years from its date of execution.

(c) An appointment of a proxy is revocable by the member.

(d) The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

(e) Appointment of a proxy is revoked by the person appointing the proxy:

(1) attending any meeting and voting in person; or

(2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

(f) Subject to Section 33-31-727 and any express limitation on the proxy's authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

HISTORY: 1994 Act No. 384, Section 1.

**Via Written or Electronic Ballot between Regular Meetings:**

Between regular meetings and in the event of schedules prohibiting an in-person special meeting; and, wherein the Executive Committee deems it important for all members of the Board to have the opportunity for decision-making, action may be taken via a written or electronic ballot. Such ballot will be created by the presiding officer in adherence to SC Code § 33-31-708 (2013).

**SC Code § 33-31-708 (2013)**

(a) Unless prohibited or limited by the articles or bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written or electronic ballot to every member entitled to vote on the matter.

(b) A written or electronic ballot shall:

(1) set forth each proposed action; and

(2) provide an opportunity to vote for or against each proposed action.

(c) Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) All solicitations for votes by written or electronic ballot shall:

(1) indicate the number of responses needed to meet the quorum requirements;

(2) state the percentage of approvals necessary to approve each matter other than election of directors; and

(3) specify the time by which a ballot must be received by the corporation in order to be counted.

(e) Except as otherwise provided in the articles or bylaws, a written or electronic ballot may not be revoked.

HISTORY: 1994 Act No. 384, Section 1; 2006 Act No. 255, Section 1, eff April 8, 2006.

Citations are from: **2012 South Carolina Code of Laws**  
**Title 33 - Corporations, Partnerships and Associations**  
**Chapter 31 - SOUTH CAROLINA NONPROFIT CORPORATION ACT**