

PROPOSED AMENDMENT

April 6, 2021

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 ~~fifteen (15)~~ sixteen (16). 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 ~~three (3)~~ four (4) members, two (2) of whom are *ex officio* members who serve by virtue of the respective office of Chairman and Vice-Chairman of the Greenville County Council (“Council”), ~~and~~ one (1) of whom is an at-large member of Council, ~~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.