

# Reduce Council Membership from Seven to Five

*Fact Sheet - proposed governance change and draft bylaw language*

## What is being proposed?

The current bylaws provide for a seven-member Council. Following one resignation and the death of another Council member, five members remain in office. The Council has also experienced recurring difficulty attracting enough candidates to fill all available seats. This option would make five the permanent authorized number of Council members.

## What do the Articles of Incorporation allow?

The Council's Articles of Incorporation have been reviewed. They do not specify the number of Council members, do not require a seven-member Council, and do not prevent the number of Council members from being established in the bylaws. South Carolina nonprofit law permits a board to have no fewer than three directors. Accordingly, the proposed reduction can be accomplished through the bylaws without amending the Articles, assuming no later Articles amendment exists.

## Why more than a one-word change is needed

The existing election language contains an internal inconsistency. Section 3.3(d) states that the Council consists of seven members but also contemplates three three-year seats being elected each year, which would correspond to nine seats. Section 3.3(e), an obsolete initial-election provision, likewise describes nine initial seats. A clean amendment should correct these provisions rather than simply substitute “five” for “seven.”

## If three-year terms are retained

The current five seats already provide a workable five-member stagger:

| Current seat(s)                  | Existing term expires | Seats in that election |
|----------------------------------|-----------------------|------------------------|
| Mike Hubbard                     | 2027                  | 1                      |
| Don Hunter / Sallie Ann Robinson | 2028                  | 2                      |
| John Schartner / Jen RISEY       | 2029                  | 2                      |

If three-year terms remain in place, that produces a repeating 1-2-2 election cycle. If the separate two-year-term option is adopted, the 3-seat / 2-seat stagger described in that fact sheet would replace this schedule.

## DRAFT NEW BYLAW LANGUAGE

**Section 3.3(d) - Number of Council Members and Staggered Terms.** The Council shall consist of five (5) Council Members. Unless otherwise provided by these bylaws, Council Members shall serve staggered three-year terms. Council Members holding office on the effective date of this amendment shall continue to serve for the remainder of the terms to which they were elected. To preserve the existing stagger, one (1) Council seat shall be subject to election in 2027, two (2) Council seats in 2028, and two (2) Council seats in 2029; thereafter the same one-two-two sequence shall repeat every three years. Vacancies shall be filled in accordance with Section 3.5.

**Section 3.3(e) - Reserved.** The former provision governing the initial election of Council Members is repealed as obsolete.

Sections 3.3(f), 3.3(g), and 3.5 remain in effect except for technical conforming edits needed to make terminology consistent with a five-member Council.

### Practical effect

- The authorized Council size becomes five members.
- The five current members remain in office through the expiration of their existing terms.
- The obsolete nine-seat initial-election provision is removed.
- The election schedule remains staggered rather than placing all five seats on the ballot at once.
- This option can be coordinated with a separate change to two-year terms if both are ultimately adopted.

### Source Documents / Legal Framework

Daufuskie Island Council Bylaws, especially Section 3.3; Daufuskie Island Council Articles of Incorporation; South Carolina Nonprofit Corporation Act, including S.C. Code Sections 33-31-803, 33-31-805 and 33-31-806.