

**PROPOSED CHANGES/ADDITIONS TO SIPOA BYLAWS §3.2.12, 5.17, 5.6, 8.4  
RELATING TO THE BOARD OF DIRECTORS CODE OF CONDUCT  
Adopted by the Board of Directors on 12/19/16**

Add new Section 3.2.12:

§3.2.12 **Director Removal.** The Board shall have the power and authority to remove any Director from the Board pursuant to Section 5.17 herein.

Add new Section 5.17:

§5.17 **Removal of Directors.** The Board shall have the power and authority to adopt and enforce a Code of Conduct for the Board of Directors, and the power and authority to remove any Director from the Board as a result of a violation of such Code of Conduct, provided that such Code of Conduct has been duly enacted and approved by the Board and is in existence at the time of such violation. Any such removal shall be in accordance with the provisions of such Code of Conduct. The reasons for Director removal contained in any such Code of Conduct are incorporated into these Bylaws by reference. Notwithstanding anything herein to the contrary, the level of Board approval necessary for any such removal shall be as set forth in such Code of Conduct, provided such level of Board approval is at least equal to the level of approval necessary for Director removal under S.C. Code Ann. Section 33-31-808(i), as amended. In the event the Code of Conduct validly existing at the time of the violation does not set forth the level of Board Approval required for Director removal, then the provisions of S.C. Code Ann. Section 33-31-808(i), as amended, shall control."

Remove section 5.6, and replace with the new 5.6 as set forth below:

§5.6 **Board Quorum.** ~~The presence at a Board meeting of a Majority of the Directors then holding office shall constitute a Quorum of the Board.~~  
The presence at a Board meeting of a Majority of the Directors then holding office shall constitute a Quorum of the Board. Notwithstanding the foregoing, if the quorum requirements for enforcement procedures for any Code of Conduct that has been duly enacted and approved by the Board conflict with this provision, then the quorum provisions of such Code of Conduct shall control.

Add new Section 8.4:

§8.4 **Non-Applicability to Code of Conduct.** The provisions of this Article VIII shall not apply to the enforcement procedures for any Code of Conduct that has been duly enacted and approved by the Board.