

1979 WL 42712 (S.C.A.G.)

Office of the Attorney General

State of South Carolina

June 5, 1979

***1 RE: Board of Directors for a Non-Profit Corporation**

Honorable Rick George
Executive Director
S.C. Arts Commission
1800 Gervais Street
Columbia, SC 29201

Dear Mr. George:

You have requested the opinion of this Office regarding the sufficiency of a board of directors of a non-profit corporation when the board of directors has only two members.

South Carolina Code of Laws, 1976, § 33-13-30, requires that a corporation have at least three members of the board of directors unless all shares are owned by fewer than three shareholders. Section 33-31-10 permits incorporation of non-profit corporations when such a corporation is for beneficial purposes and has no capital stock outstanding. Since by definition a non-profit corporation has fewer than three shareholders, it would appear that it is permissible for such an organization to have fewer than three members of a board of directors.

Therefore, it is the opinion of this Office that a non-profit corporation may have fewer than three members of the board of directors.

If you have any further questions, or if I can be of any further assistance to your, please do not hesitate to contact me.

Very truly yours,

Katherine W. Hill
Assistant Attorney General

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