

**CHARLESTON SHAG CLUB
TO PRESERVE AND PERPETUATE THE SHAG**

By-Law Revision – First Reading to Members October 2004

ARTICLE I – NAME

The name of the Corporation shall be Charleston Shag Club, Inc, an Eleemosynary South Carolina Corporation.

ARTICLE II –PURPOSES

The business and purpose of the Corporation shall be to promote and preserve the heritage of beach music and shag dancing; to educate and teach others the art of shag dancing; to provide its members and guests with dance opportunities; to inform its members of beach music and shag dancing activities.

Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE III – OPERATING PROCEDURE

The affairs of this corporation shall be governed by a Board as further provided and defined in these By-Laws, using the parliamentary procedure of Roberts Rules of Order.

ARTICLE IV – VOTING

Section 1. Each member of the Corporation in good standing as of the date and time of any vote shall be entitled to one vote on each matter submitted for a vote to the members.

Section 2. Elections. The officers shall be elected by written ballot of a majority or by acclamation of the membership present at the November meeting.

Section 3. A quorum shall be considered to be present when 10% or more members are in attendance.

ARTICLE V – MEMBERSHIP

Section 1. Members: The membership of this corporation shall be open to those persons age 21 or older who share a strong interest in the Shag dance.

Section 2: New Member application. All new prospective members must be sponsored by a member in good standing of one (1) year. A petition for membership, signed by a sponsor/endorser shall be presented to the membership committee to be reviewed and approved. Applicants shall be considered members of the Corporation for the remainder of the fiscal year from the date of application. However, applicants joining in November at the Reup party will be considered members for the rest of that fiscal year and the next full fiscal year.

Section 3. Election of Members: Any new prospective member not approved by the membership committee, their name or names shall be submitted to the Board for review and a decision shall be made by the Board.

Section 4. Annual Dues ___ From time to time, the Board shall determine the amount of annual dues for membership in the Corporation

Section 5. Membership Certificates or Cards. The Board shall provide for the issuance of certificates and/or cards evidencing membership in the Corporation in such form as may be determined by the Board.

Section 6. Membership Renewal and Automatic Termination

(A) Membership Renewal. Persons who are members in good standing of the Corporation as of last day of October may reapply for membership in the Corporation for the next fiscal year by filing with the Corporation's Secretary, no later than the end of the January meeting, an application for renewal membership together with payment of the annual membership dues for the new year. Upon the timely receipt of such application and dues by secretary, said members shall, without other or further action, be a member of the Corporation for the ensuing year.

(B) Automatic Termination. The membership of any member of the Corporation who fails to renew his or her membership in the Corporation, as provided above, shall be automatically terminated.

(C) Reinstatement. A former member whose membership has automatically terminated for non payment of dues, will be reinstated effective upon his or her delivery to the Secretary of the Corporation a completed application for membership in the Corporation, together with payment of the annual membership dues, plus the processing fee for new members. Such reinstated former member, for purposes of serving as an Officer or director of the Corporation, shall be considered to be a new member.

Section 7. Disciplinary Action

(A) Censure, Suspension, or Expulsion. A member may be censured, suspended or expelled from membership in the Corporation for good cause. For purposes of this Section, “good cause” shall include, without limitations, the following: behavior at Corporation dances, functions, or meetings or at the dances, functions or meetings of any other affiliated dance Club; assault against any person; disorderly conduct tending to promote a breach of the peace; open and notorious illegal or grossly immoral public conduct; and any other personal conduct adverse to the best interests and purposes of the Corporation.

(B) Required Hearing on Complaint. A member may be censured, expelled, or his or her membership rights in the Corporation may be suspended for a period of not more than (2) two months only by the affirmative vote of not less than two-thirds (2/3) of the members of the Board present, with at least (3) Board Members voting for said censure or suspension, provided that: (i) the member concerned is given written notice, at least two (2) weeks prior to the Board meeting at which the complaint is considered, that a complaint has been filed with the Board, said notice to explain the general nature of the complaint; and (ii) the member concerned is given an opportunity to appear before the Board to confront his or her accuser and to present witnesses and otherwise respond to said complaint.

(C) Reinstatement. A member who has been expelled from membership in the Corporation may reapply for membership in the Corporation at any time after twelve (12) calendar months following the date he or she was expelled.

ARTICLE VI – OFFICERS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Directors.

Section 2. Board . The Board shall consist of: President, Vice President, Secretary, Treasurer and One (1) sergeant at Arms for each seventy-five (75) members with a minimum of four (4).

The club’s officers shall be elected by ballot to serve for one (1) year. Their term begins at the January meeting. Special elections may be held to fill any vacant office on an interim basis.

The President shall act in an advisory capacity to the Board with tie breaking vote capacity.

Section 3. The officers shall perform the duties prescribed by these By-Laws.

Section 4. Nominees for Director or Officer. All nominees for Director or Officer, whether nominated by the Nominating and Elections committee or from the floor, must be a member in good standing at the time of their nomination, and must have been a member in good standing for the entire year prior to the year in which they will serve if

elected. Nominees for President and Vice President must have served as a Director or Officer for at least one (1) term prior to the year in which they will serve if elected.

Section 4. The Board is authorized to generally supervise the affairs of the club between regular meetings, subject to the rules of the club, and none of its acts shall conflict with action taken by the club.

Section 5. The Board will establish a projected budget for the operations of the club, including all standing committees, administrative costs, sunshine fund cost, and expenses for representation as required to Association of Carolina Shag Clubs meetings and workshops. The proposed budget shall be presented to the membership for approval/modification. This budget will consist of line entries for any amounts in excess of \$300.00. This budget will be published in the February newsletter and made available in written form at the February meeting . The budget must be established and approved before the close of the February meeting.

Section 6. Officer Attendance. Any officer absent from two consecutive regularly scheduled meetings or three such meetings per calendar year without a legitimate reason, as determined by the Board of Officers, will be considered to have resigned from his/her office.

Section 7. Duties of Officers:

a. President

1-to open all meetings at the prescribed time and place. The place that the meetings are held is to be determined by the executive board.

2-to conduct all business before the club

3-to restrain the members when engaged in debate within the rules of order

4-to authenticate by his/her signature, when necessary all acts, orders, contracts, and checks of the club.

5-he/she shall stand for the club, declaring the club's will, and in all things representing the club's interest and desires.

6-he/she may adjourn any meeting where order cannot be maintained with the concurrence of the Board in attendance.

7-he/she shall serve ex-officio on all committees except the nomination and audit committees.

8. to appoint a substitute parliamentarian in the absence of the vice president at the beginning of the meeting.

b. Vice President

1-shall assume the duties of the president in his/her absence.

2-shall act as club parliamentarian

3-shall maintain current and historic By-Laws and amendments.

4-shall maintain written inventory of the club's physical assets. The written inventory shall be updated and posted quarterly.

c. Secretary

- 1-shall keep minutes of club meetings
- 2-shall read minutes of the previous meeting, if not previously published
- 3-shall conduct all club correspondence as directed.
- 4-shall maintain a current record of all club officers and chairpersons.
- 5-shall be responsible to maintain and preserve past and current club minutes for all membership and Board meetings and correspondence.
- 6-shall call a meeting to order in the absence of the President and Vice-President and appoint a temporary chairperson to preside. This shall take place immediately.

d. Treasurer

- 1-shall receive and bank all monies due the club within (1) one work week.
- 2-shall keep bookkeeping records of all funds
- 3-shall dispense all monies as the Board directs.
- 4- shall give a detailed financial report in written form, which shall be posted in a designated location, prior to the meeting, for review by the membership and removed upon adjournment.
- 5-shall give complete, detailed financial report at the Annual Meeting.
- 6-shall ensure all checks are counter signed by the Treasurer and President/Vice President.
- 7-shall be responsible for preparing and, with approval of the Board, filing of the club's annual Federal and State Tax returns prior to the annual meeting.
- 8-shall mail dues to ACSC (Association of Carolina Shag Clubs) when a bill is received from ACSC.

e. Sergeant at Arms

- 1-shall control entry to all club functions and assemblies
- 2-shall provide attendance records for the Secretary.
- 3-shall assist the President in maintaining order.
- 4-will determine eligibility of member to receive a ballot and vote by checking the current roster or signature of member or current alphabetized roster.
- 5-shall distribute, collect and count ballots and votes with the exception of the election of officers.
- 6-to oversee the counting of ballots for the election of officers.
- 7) shall serve on the Board

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer, and the Corporation shall reimburse each such person for all reasonable legal expenses incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in

connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

Section 2. Limitation. The amount paid to any Officer or Director of the Corporation by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than five (5) persons appointed by the Board of Directors, said persons to be members of but not Officers or Directors of the Corporation, and any determination so made shall be binding on the indemnified Officer or Director.

Section 3. Non-Exclusivity. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

ARTICLE VIII FUNDS, EXPENDITURES , CONTRACT AND CORPORATE MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year beginning as of 12:01 a.m. on January 1 of each year and ending at midnight on December 31 of the same year.

Section 2. Income. The Corporation's operating funds shall be raised by annual member's dues as fixed from time to time by the Board, voluntary contributions and gifts and such income as may come to the Corporation through the collective efforts of its members. No financial obligation of the Corporation may be incurred by any member or group of members, excepting solely upon the prior written authorization of the Board, provided that the President may authorize expenditures of \$300.00 or less.

Section 3. Contracts. The Board may authorize, on such terms and conditions as the Board may deem necessary, one or more officers or agent of the Corporation, in addition to any officers authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of the Corporation.

Section 4. Disbursements. Disbursements of the Corporation's funds or property may be made only to further or facilitate the purposes and aims of the Corporation. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness made in the name of the Corporation shall be signed by the Treasurer, or Assistant Treasurer, and the President/Vice President.

Section 5. Deposits. All funds of the Corporation shall be deposited promptly following their receipt to the credit of the Corporation and in such federally insured banks, trust companies, or other depositories as the Board may elect.

Section 6. Gifts. The Board, for an on behalf of the Corporation, may accept or decline to accept gifts, bequests or devised to the Corporation. If accepted, such gifts shall be used only for Corporation purposes.

Section 7. Books and Records. The Corporation shall maintain accurate and complete books and records and minutes of the proceedings of its members, its Board,, and every committee having and exercising any authority of the Board., and shall keep at the corporation's principal office a list of the names, addresses and anniversary dates of all members entitled to vote. Officers of the Corporation shall keep such books and records as are required for their office, shall make such books and records available to the Board upon request and shall turn them over to their successors in office when leaving the office they occupy.

All official books and records of the Corporation may be inspected by any member, or his or her authorized agent or attorney-in-fact, for any proper purpose upon prior written notice during regular business hours. All requests to inspect the Corporation's books and records shall be made in writing and delivered to the Corporation's Secretary.

Section 8. Verification of Financial Records. The Treasurer, or, if applicable, an Assistant Treasurer, shall make available to the Board, or its agent, all books and financial records of the Corporation for such periodic audits and verifications as the Board may determine.

ARTICLE IX – MEETINGS

Section 1. Regular meetings. The regular meeting of the club shall be held on a day and time to be determined by the Board

Section 2. Location. The location for the regular meeting shall be determined by the Board.

Section 3. Annual Meeting. The regular meeting in January shall be known as the Annual Meeting and shall be for the purpose of receiving final reports of the outgoing Board and committee chairpersons, transferring responsibilities of the club to the newly elected officers and their appointment of their committee chairpersons.

Section 4. Budget Meeting. The regular meeting in February shall be known as the Annual Budget meeting. The primary purpose of this meeting will be to undertake the action as stated in Article VI, Section 5 of these By-Laws.

Section 5. Special Meetings. Special meetings may be called by the President, Board, or by written request of ten (10) percent of the regular members in good standing. Three days notice must be given except in cases of extreme emergency.

ARTICLE X – COMMITTEES

Section 1. Standing Committees. The Corporation shall have a Nominating and Elections Committee and such other Standing committees as the Board may direct. The President shall appoint a member to be the chairperson of each Standing Committee, such

chairperson to appoint such other members to serve on the committee as the chairperson deems appropriate, provided that, the Nominating and Elections Committee shall have not less than three (3) members, including the chairperson, no more than two (2) of whom may be Directors or Officers of the Corporation.

Section 2. President as Ex Officio Member of Standing Committees. The President shall be an ex officio member of every Standing Committee, excepting solely the Nominating and Elections Committee. The President may delegate the duty to serve ex officio on any Standing Committee to the Vice President.

Section 3. Special Committees. From time to time, the President shall appoint such other ad hoc Special Committees, as may be necessary or desirable, and shall determine the composition and purposes of such Committees.

ARTICLE XI – NOMINATING COMMITTEE

Section 1. Appointment of a member to the nominating committee requires prior approval of that member

Section 2. Duties of the nominating committee:

A-at the regular October meeting, present a slate of prospective officers for election for the coming year.

B-At the regular November meeting, count the votes for the election of officers

Section 3 . This is a temporary committee and will cease upon completion of duties.

ARTICLE XII – HONORARY MEMBERSHIP

Section 1. Honorary membership in the Corporation may be granted by a majority vote of the Board to the following:

A-Any individual who has made an outstanding contribution to the Corporation or for the promotion and preservation of the shag.

B-Any individual who is currently a member of the Corporation and is elected to the Shaggers Hall of Fame.

C-Honorary membership shall include all privileges of the Corporation for lifetime without payment of annual dues.

D-Individuals elected for honorary membership shall be given a written certificate and plaque by the Board .

E- Only two (2) individuals may be elected to honorary membership each year.

ARTICLE XIII – AUTHORITY TO BIND

Section 1. No members of the Corporation shall contract or incur any debt or enter into any agreement or otherwise obligate the Corporation except by authority of the Board .

ARTICLE XIV – BY –LAWS AMENDMENTS :

The Corporation Board may amend, rescind, repeal or alter these By-Laws and adopt new By-Laws from time to time, provided, however, that no such amendment or addition shall be of any force and effect unless and until it is submitted to the members at their next regular meeting, or at a special meeting called for the express purpose of amending, rescinding, or repealing or altering the Corporation By-Laws, and approved by a majority of those members present.

ARTICLE XV– BY LAWS IMPLEMENTATION

These revised and approved By-Laws of the Corporation shall become effective at the November 2004 regular meeting