



## **Bylaws of the South Carolina Coastal Seniors**

### **ARTICLE I**

#### **Purpose of the Corporation**

##### *Section 1.01 Organizational Purpose*

As set forth in the Articles of Incorporation (certified October 22, 1976), the South Carolina Coastal Seniors (SCCS) is organized as a nonprofit mutual benefit corporation under the South Carolina Nonprofit Corporation Act, exclusively for social purposes and as such has received approval from the Internal Revenue Service for exemption from income tax under IRC Section 501(c)7.

##### *Section 1.02 Objective*

The objective of the corporation is to promote the enjoyment of golf for male amateur seniors.

### **ARTICLE II**

#### **Physical Office**

##### *Section 2.01 Location*

The principal office of the SCCS shall be located at 4834 8<sup>th</sup> Tee Drive, Hollywood, South Carolina or at such place as the Board of Directors (Board) shall from time to time designate.

### **ARTICLE III**

#### **Members and Dues**

##### *Section 3.01 Membership*

Membership is available to male amateur golfers who are: (a) fifty years of age or older and (b) golf members of a South Carolina Golf Club approved and designated by the Board and (c) recommended and endorsed by two existing SCCS members. Applicants must submit a membership application to the Membership Director.

If a member, in good standing, of SCCS loses his affiliation with an approved Golf Club, due to circumstances beyond his control, such as failure of that club to remain in business, that member shall continue to be a member of SCCS as long as he continues to qualify under the other rules of membership. Each case will be reviewed by the Membership Director for approval.



All memberships shall be contingent upon a majority vote of the Board and subsequent payment of the annual dues.

The number of active members of the SCCS will be established and authorized by the Board. When the number of members authorized by the Board has been achieved, applications from golfers who are qualified for membership will be accepted, acknowledged, and recorded on the Applicant Priority List (APL) in the order in which they are received. Applicants who are fifty years of age or older and approved by the Board will be invited to join by the Membership Director when an opening is available to maintain the membership level established and authorized by the Board.

### *Section 3.02 Expulsion*

A member may be considered by the Board for expulsion for cause. The Membership Director will inform the member, by letter, of the circumstances and the action to be considered by the Board. The member will be provided an opportunity to present his case to the Board, either orally or in writing. The Membership Director will inform the member, by letter, of the Board's final decision.

A member removed for cause may apply for reinstatement by submitting a request in writing to the Board. The Membership Director will inform the applicant by letter of the Board's final decision. If approved by the Board, the applicant will be processed in the same manner as a new applicant for membership.

### *Section 3.03 Dues*

Annual dues are as established annually by the Board and are payable in full no later than the start of the SCCS fiscal year (October 1<sup>st</sup>). Failure to pay the annual dues will be cause to drop the member from the membership roll. Members who are invited to join after the start of the second half of the fiscal year (April 1<sup>st</sup>) will pay one-half the annual dues. Dues and fees are nonrefundable.

### *Section 3.04 Special Memberships*

"Inactive Membership" status may be granted by the Membership Director upon written request to him when unavoidable circumstance prevents a member from actively participating in tournaments. Reinstatement to an active status will be granted, without regard to vacancies on the membership roster, if requested within 24 months and accompanied by payment of appropriate dues.

"Honorary Membership" with all privileges and without payment of dues may be granted at the discretion of the Board in recognition of outstanding contributions to the SCCS.

### *Section 3.05 Participation*

Active members must participate in three tournaments during the SCCS's fiscal year which runs from October 1st to September 30th. Failure to comply may result in a member being dropped from membership. This participation rule will not apply to new members joining after January 1st, an Inactive Member, Honorary Member or to those members age eighty or older.



## **ARTICLE IV Board of Directors**

### *Section 4.01. Power of Board*

The affairs of the South Carolina Coastal Seniors shall be managed by the Board of Directors. The Board will meet quarterly or more frequently if circumstances require.

### *Section 4.02. Number of Directors*

The number of Directors of the South Carolina Coastal Seniors shall be not less than three nor more than seventeen. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

### *Section 4.03. Election and Term of Directors*

Election of Board members shall occur at each Annual Meeting of the Membership. All Board Members shall serve 3-year terms and are eligible for re-election.

Should any of the board positions be vacant for more than 90 days, cease to exist or decline their position on the South Carolina Coastal Seniors Board of Directors, the Corporation's Board shall appoint a replacement for that position in the manner described in Section 4.05 below.

### *Section 4.04 Qualifications*

Directors of the South Carolina Coastal Seniors must be members of the South Carolina Coastal Seniors in good standing.

### *Section 4.05. Vacancies*

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor and shall serve until his successor is appointed and qualified.

### *Section 4.06 Removal of Directors*

A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

### *Section 4.07 Resignation*

Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

### *Section 4.08 Quorum of Directors and Action by the Board*

Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.



#### *Section 4.09 Meetings*

(a) An Annual Meeting of the Membership shall be held once a year at a time and location set by the Board of Directors. The presence at a meeting of members entitled to cast, or of written proxies entitled to cast, one-fourth of the votes of the membership shall constitute a quorum for any action at that meeting. Should circumstances hinder an in-person meeting all discussion and voting may be performed by mail, electronically or other reasonable means as determined by the board.

(b) Meetings of the Board of Directors, regular or special, may be held at such place as the Board deems appropriate and upon such notice as may be prescribed by resolution of the Board of Directors.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

#### *Section 4.10 Informal Action by Directors, Virtual Meetings and Electronic Interaction*

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without an in-person meeting if a majority of the directors' consent.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of video conference, telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

#### *Section 4.11 Voting*

Each Director shall have one vote. All voting at meetings shall be done personally or by written proxy.

#### *Section 4.12 Compensation*

Directors shall not receive any compensation from the South Carolina Coastal Seniors for Services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

#### *Section 4.13. Absence*

Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not he is able to attend or participate by other agreed-upon means of communication (including a written proxy). Any Board member who is absent or fails to participate for three consecutive Board meetings shall be deemed to have resigned due to non-participation, and his position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.



## **ARTICLE V Committees**

### *Section 5.01 Nominating Committee*

The Board shall appoint a three-member Nominating Committee to be responsible for nominating a slate of prospective board members for election at the Annual Meeting of the Membership. In addition, any member in attendance at the Annual Meeting can nominate a candidate to the slate of nominees. All candidates must be members in good standing.

### *Section 5.02. Executive Committee*

Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the President, Vice-President, Treasurer, Secretary and Tournament Director.

### *Section 5.03. Finance Committee (Optional)*

The Finance Committee is responsible for ensuring that the South Carolina Coastal Seniors financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance Committee.

### *Section 5.04. Other Committees and Task Forces*

The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power to make recommendations to the Board.

### *Section 5.05. Term of Office*

Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

### *Section 5.06. Vacancies*

Vacancies in the membership of committees may be filled by the President of the Board.

### *Section 5.07. Rules*

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors. The Board of Directors or the President acting on behalf of the Board may from time to time appoint persons to act singly or as a committee to provide expert advice to the South Carolina Coastal Seniors or to assist it in other ways. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board and shall have only such authority or obligations as the Board of Directors may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a majority of the Board members then in office. A director may serve as an advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Corporation's policies.



## ARTICLE VI Officers, Agents, and Employees

### *Section 6.01. Officers*

The Board of Directors of the South Carolina Coastal Seniors shall elect a President, a Vice- President, a Secretary, Treasurer, Membership Director, Tournament Director, and Communication Director. Officers shall not receive any salary and must be directors of the Corporation. Any two offices may be held by the same person, except that the President may not hold another office.

### *Section 6.02 Term of Office*

The officers of the South Carolina Coastal Seniors shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies or new offices created may be filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified. The same individual may not serve as President more than two, one-year terms consecutively.

### *Section 6.03 Removal*

Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

### *Section 6.04 Resignation from Office*

Officers may resign at any time by providing written notice to the President.

### *Section 6.05 Powers and Duties*

The powers and duties of the officers and directors shall be as follows:

**(a) President.** The President shall preside at the meetings of the Board of Directors. The President, as well as any other proper officer of the South Carolina Coastal Seniors authorized by the Board of Directors, may enter into agreements necessary to carry out the missions and programs of the South Carolina Coastal Seniors, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The President shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of South Carolina Coastal Seniors , and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

**(b) Vice-President.** In case of the absence of the President, or of his inability from any cause to act, the Vice-President shall perform the duties of that office. Like the President, the Vice-President shall play a major role in resource development and in representing the organization within and outside the community

**(c) Secretary.** The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.



**(d) Treasurer.** The Treasurer shall be responsible for financial oversight, including ensuring that proper accounting records are maintained and, funds are deposited and disbursed only as appropriate for the good of the organization. The Treasurer will provide a financial report at each board meeting and see that all government registrations and tax returns are accurate and submitted on a timely basis.

**(e) Membership Director (and Assistant).** The Director of Membership will keep records of all members and applicants for membership. He shall approve applicants for membership consistent with these bylaws and SCCS policies.

**(f) Tournament Director (and Assistant).**

The Director of Tournaments shall be responsible for, but not limited to, the following:

- Selection of Host Clubs.
- Prepare a Letter of Agreement (LOA) delineating appropriate information regarding the cost, schedule, and responsibilities of the host Club and the SCCS. The Tournament Director's signature signifies the SCCS's approval of the LOA as agent for the Board.
- The type of tournament to be played.
- Rules of play and size of field.
- Maintain the member's handicap (Quota) for SCCS Tournaments.
- Receive tournament entry fee checks and make the deposit if requested by the Treasurer
- Notification to member of forthcoming tournaments, starting times and arrangement of the field.
- Determination of prizes for play which will be paid in gift certificates drawn on the host club. Annual championships may have additional trophy prizes.
- Keep records on all tournaments.

**(g) Communication Director (and Website)**

The Communication Director shall be responsible for, but not limited to, the following:

- Maintenance of the SCCS's website.
- Maintenance of the SCCS's email communication process
- Conducting surveys of the SCCS's members.
- Delegating authority to issue mass membership communications to other Directors

**(h) Vice-President's duties as Director of Annual Tournament**

The vice-president or other director assigned to organize the Annual Tournament shall:

- Organize and execute the activities associated with the Annual Event including golf, a meal, and an annual meeting for approval of the new Board members.
- Coordinate all activities with members of the Annual Tournament Committee
- Determine the venue for the Event
- Establish Letters of Agreement or contracts that establish the services being provided and their cost.
- Establish the cost of the Annual Event for the members.
- Work with or assign the action to run the golf portion of the Annual Event to the Tournament Director.



*Section 6.06. Agents and Employees*

Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

*Section 6.07 Compensation*

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered.

**ARTICLE VII**

**Miscellaneous**

*Section 7.01. Fiscal Year*

The fiscal year of the corporation shall be October 1 to September 30<sup>th</sup>, or such other period as may be fixed by the Board of Directors.

*Section 7.02. Contracts and Other Documents*

The Board of Directors may authorize the President or the Tournament Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

*Section 7.03. Gifts*

The Board of Directors may authorize the Secretary, as well as the President, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the South Carolina Coastal Seniors.

*Section 7.04 Checks, Drafts, Loans, Etc*

All checks or other orders for the payment of money issued in the name of the South Carolina Coastal Seniors shall be signed by the Treasurer, President or other Officer authorized by the board. Except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

*Section 7.05. Deposits*

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

*Section 7.06 Books and Records to be Kept*

The Corporation shall maintain (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.





*Section 7.07 Changes to the Articles of Incorporation and Bylaws*

The Articles of Incorporation may be adopted, amended, or repealed by a majority vote of the members of the South Carolina Coastal Seniors at a regularly scheduled or special meeting, provided that at least ten days' written notice has been given each member of the intention to adopt, amend, or repeal the Articles of Incorporation.

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors at a regularly scheduled or special meeting of the Board.

*Section 7.08 Loans and Borrowings*

No loans shall be made by the Corporation to its directors, officers, or members. Authorization for the corporation to borrow funds shall require a 2/3 (66.7%) majority vote of the board.

*Section 7.09 Indemnification and Insurance*

The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of South Carolina.


The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

*Section 7.10 Dissolution*

In the event of the dissolution of the Corporation, after paying all debts the remaining assets shall be transferred by the Members to an organization or organizations exempt from federal income taxation to be used in such manner as in judgment of the Members would best accomplish the purposes for which the South Carolina Coastal Seniors was organized.

If any part of these bylaws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

These bylaws were approved by the South Carolina Coastal Seniors Board of Directors at a regular board meeting held on March 9, 2021.



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**Secretary of the South Carolina Coastal Seniors**

