

BEAUFORT SHAG CLUB

BYLAWS

ARTICLE I PREAMBLE

Section 1. Name: The name of the organization shall be Beaufort Shag Club.

Section 2. Purpose: The business and purpose of this organization 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.

Section 3. Governing Body: A Board of Directors as further provided and defined in these Bylaws shall govern this organization.

ARTICLE II MEMBERS

Section 1. Membership: Subject to approval by the Board of Directors, membership in the Beaufort Shag Club shall be open to all that are interested and willing to uphold the purpose of the club and fully adhere to these By-Laws. Any person may apply for membership in this organization by submitting a written and signed application on a form approved by the Board, together with payment of first year's membership dues to any Board Member. Membership is from January 1 through December 31 or any Portion thereof. The Board of Directors shall provide for the issuance of certificates and/or cards evidencing membership.

Section 2. Voting Rights: Each member of this Organization in good standing on the date and time of any vote shall be entitled to one vote on each matter submitted for a vote to the members. A member in good standing is considered to be any member who is current in their dues and abides by the Purpose of the Club and these By-Laws.

Section 3. Dues: From time to time, the board shall determine the amount of annual dues for membership.

Section 4. Membership Renewal and Automatic Termination:

(A) Membership Renewal: A member in good standing on December 31st may renew membership for the next twelve (12) months by paying the appropriate annual dues no later than January 31st.

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

(C) Reinstatement: A former member whose membership has automatically been terminated for non-payment of dues may be reinstated at the discretion of the Board of Directors effective upon his or her delivery to the Secretary a completed application for membership together with payment of the annual dues.

Section 5. Disciplinary Action and/or Expulsion:

(A) Grounds for Action: The Board of Directors will investigate all complaints or incidents. **If** necessary, a hearing will be scheduled at which the member will have the opportunity to present a defense, if desired, in accordance with Roberts Rules of Order. After all evidence has been presented and or rebutted, the Board will deliberate and vote on the outcome. A member may be disciplined or expelled from membership in this Organization for good cause. For purposes of this Section, "good cause" shall include, without limitation, the following behavior at dances, functions, meetings, or via electronic media; or at the dances, functions or meetings of any other affiliated dance club: assaultive behavior against any person; disorderly conduct tending to promote a breach of the peace; open and notorious illegal or grossly immoral public conduct; vulgar or disrespectful communication of any type, and the personal conduct adverse to the best interest and purposes of the Organization.

(B) Discipline and/or Expulsion: After the Board has completed the investigation and hearing of a complaint or incident, a member may be disciplined or expelled by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors. If a member is expelled, they may NOT attend any shag club events as a guest or visitor. The decision of the duly elected Board of Directors shall be final.

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

ARTICLE III MEETINGS

Section 1. Meeting: The members shall meet in the months of February, May, August and November to transact such business as may come before the membership. The meeting during which new Directors and new Officers are elected shall be in November and they will take office in January. A two-week notice of the quarterly Members' Meeting and/or Special Members' Meeting shall be given by the newsletter, website, email and/or by telephone.

Section 2. Quorum:

A. A quorum for the regular Board of Directors meetings or any Special Board of Directors Meeting shall consist of a Majority of the Board Members.

B. A quorum for the quarterly Member Meetings or any Special Member Meetings shall consist of those members in attendance.

C. A quorum for the November Meeting to elect Directors shall consist of those members in attendance.

D. A quorum for the Meeting to approve amendments to the By-Laws shall consist of those members in attendance.

Section 3. Rules of Procedure: *Roberts Rules of Order* shall be a general guide for parliamentary procedure and practice in all cases to which they apply, excepting where inconsistent with the Organization's Bylaws or the laws of the State of South Carolina.

Section 4. Proxy: Board Members unable to attend a Regular or Special called Board Meeting may give their proxy to another Board Member by written notice. Said proxy will be for a given meeting and a copy of it shall be entered into the official minutes of said meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the Organization shall be managed by its duly elected Board of Directors. The final authority for all Club decisions rests with the Board of Directors.

Section 2. Number, Tenure and Qualifications: The Organization shall have seven (7) Directors consisting of the President, Vice President, Secretary, Treasurer and three (3) Directors. Directors shall be elected by the members as provided hereinafter for a term of one (1) calendar year beginning January 1 and ending December 31 of the coming year. The outgoing President shall serve as a Director for one (1) year following his or her Presidency. A Director may be nominated for re-election and succeed himself or herself. A Director must have been a member in good standing of the Organization prior to taking office, and, at all times during their term of office, must remain a member in good standing of the Organization. Only one member of a household may serve as an officer or director on the Beaufort Shag Club Board during the same calendar year.

Section 3. Vacancies: Any vacancies occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A member of the Board of Directors may vote by absentee ballot. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

ARTICLE V OFFICERS

Section 1. Number: The officers of the Organization shall be a President, a Vice President, a Treasurer and a Secretary, each of whom shall be elected by the Board of Directors and shall serve a term of one (1) calendar year ending December 31 of the following year which he or she was elected. The Board may appoint or elect such officers of the Organization, as the Board deems necessary or advantageous, such as, without limitation, one or more Assistant Secretaries, or Assistant Treasurer. The duties of all such officers shall be defined by resolution of the Board and such officers shall serve at the pleasure of the Board and shall have no voting rights on the Board of Directors. Each officer of the organization shall be a member, and no one (1) person shall hold more than one (1) office at the same time.

Section 2. General Duties and Responsibilities of Officers: The officers of the organization shall

have such powers and shall perform such duties as are set forth in these Bylaws, or as may be specified from time to time by the Board of Directors. Each officer shall have the duty to preserve and to transmit to his or her successor all records, documents and other papers received in the course of the organization's business.

Section 3. Duties of the President: The President shall be the principal executive officer of the Organization, and shall preside at all meetings, including at the Board of Directors at which he or she is present. The President shall set the goals for the year, keep the Vice President informed of all organizational procedures and actions. In the absence of the Treasurer, the President shall sign checks and transact other business as necessary on the organization's bank account(s). The President shall keep all files current and will assemble all files to be turned over to the incoming President at the end of his or her term of office.

Section 4. Duties of Vice President: The Vice President shall have the duty to discharge all of the duties of the President in the event of the President's death, absence, disability, or refusal to act, and when so acting shall act with all of the powers of and be subject to all the restrictions on the President. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors.

Section 5. Duties of the Secretary: The Secretary of the Organization shall have the following powers and duties: to keep the minutes for the meetings of the members and the Board of Directors, to see that all notices are duly given in accordance with these Bylaws, to be custodian of the Organization's records, to keep a register of the post office addresses of the membership; and to perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

Section 6. Duties of the Treasurer: The Treasurer of the Organization shall have the following powers and duties: to be custodian and take charge of and be responsible for all funds and property of the Organization, to receive and give receipts for money due and paid to the Organization from any source whatsoever, to deposit all such monies paid to the Organization in such banks or other depositories as shall be selected in accordance with these Bylaws, to perform all the duties incidental to the office of treasurer and such other duties as may be assigned to the Treasurer by the President or the Board of Directors.

Section 7. Removal: The Board of Directors may remove any officer whenever, in It's judgment, the best interests of the Organization would be served thereby. In the case of any such removal the Broad of Directors shall elect a member to fill the remaining term of the removed officer, except where the President is removed, in which case the Vice President shall become the President, and the Board shall elect a new Vice President.

ARTICLE VI ELECTION OF DIRECTORS

Section 1. Procedure: Directors of the Organization shall be elected by the members of the Organization as follows:

(A) No later than the August meeting of each year, the President shall appoint a Nominating and Elections Committee composed of three to five (3-5) members, no more than one (1) of whom can be a member of the Board of Directors.

(B) Each club member who wishes to be considered for election to the Board shall submit an Application to the Nominating Committee. Said Application shall contain, but not be limited to, the member's name, address, length of time as a club member in good standing, pertinent skills and optional biographical information. The Committee will review the application.

(C) The Nominating and Elections Committee shall meet as necessary and shall prepare a list with a minimum of six (6) candidates to fill the six (6) seats on the Board of Directors. All qualified candidates' names will be placed on the ballot.

(D) At least thirty (30) days prior to the November meeting of the members, the Nominating and Elections Committee shall present the list of qualified candidates to the members in the club newsletter. At the November meeting any member may place in nomination for a Director that name of any other member in good standing, provided that said nominee has consented to his or her nomination. All nominations from the floor require a second. Elections will take place at the November meeting.

(E) All nominees for Director, whether nominated by the Nominating and Elections committee or from the floor, must be members in good standing at the time of their nomination.

(F) The Nominating Committee shall run the election. One Ballot shall be issued to each member in good standing in attendance at the election meeting. Ballots shall have blank spaces for nominations from the floor and write-in candidates. After nominations from the floor have been closed, the Election Committee will call for the vote and collect the ballots for tabulation. No absentee ballots are permitted in the election of directors.

(G) Members of the Election Committee shall solely be responsible for the collection and tabulation of the ballots. The Chairperson of the election Committee shall report the results of the election to the members present at the Election Meeting. The results shall be included in the next regularly scheduled Newsletter.

Section 2. Vacancies: Any vacancy occurring during the year in the Officers or Directors of the Organization shall be filled by elections of the Board of Directors, provided that in the event a vacancy occurs in the Presidency, the Vice President shall automatically become President and the Board shall elect a new Vice President. An Officer or Director appointed to fill a vacancy shall serve for the unexpired term of the person replaced.

ARTICLE VII COMMITTEES

Section 1. Standing Committee: The Organization shall have standing committees as the Board of Directors may direct. The President shall appoint members to be the chairpersons of each Standing committee, such chairperson to appoint such other members to serve on the committee, as the chairperson deems appropriate.

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 or any other director he or she sees appropriate.

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.

Section 4. Nominating and Elections Committee Policy.

PURPOSE: The Nominating and Elections Committee shall be responsible annually for nominating a slate of qualified candidates to fill the six (6) seats on the Board of the Beaufort Shag Club. All qualified candidates' names will be placed on the ballot.

COMPOSITION: Three to five members

CHAIRMAN: To be decided by Committee members

MEMBERS: All appointed by the President

COMMITTEE GUIDELINES: The nomination of candidates for leadership positions is one of the most important duties of the club because effective work depends, in large measure, on exceptional leadership. Leaders should be chosen for their abilities and their willingness to serve the interests of the club and its members.

No one serving on the Nominating Committee may be nominated for a position on the Board in the same year he or she serves on the Nominating Committee, nor may that person resign from the committee in order to be considered for a position on the Board. One member of the committee can be an active or former Board member. The current President is excluded from membership on the committee and may not attend committee meetings. All committee members must agree to keep all comments concerning candidates confidential.

**ARTICLE VIII
FUNDS, EXPENDITURES, CONTRACT
AND ORGANIZATIONAL MANAGEMENT**

Section 1. Income: The Organization's operating funds shall be raised by annual members' dues as fixed from time to time by the Board of Directors, voluntary contributions and gifts and such income as may come to the Organization through collective efforts of its members.

Section 2. Contracts: The Board of Directors may authorize, on such terms and conditions as the Board deems necessary, one or more officers or agent of the Organization, 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 Beaufort Shag Club.

Section 3. Disbursements and Deposits: Disbursements of the Organization's funds or property may

be made only to further or facilitate the purposes and aims of the Organization. No financial obligation of the Organization may be incurred by any member or group of members; excepting solely upon the prior authorization of the Board of Directors. Board members are authorized to spend One Hundred Dollars (\$100.00) in normal club operations associated with the performance of their specific duties as specified under Article V. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness made in the name of the Beaufort Shag Club shall be signed by the Treasurer, or Assistant Treasurer. All funds of the Beaufort Shag Club shall be deposited promptly following their receipt to the credit of the Beaufort Shag Club in such federally insured banks or other depositories as the Board of Directors may select.

Section 4. Book and Records: The Beaufort Shag Club shall maintain accurate and complete books and records of account and minutes of the proceedings of its members, its Board of Directors, and every committee having and exercising any authority of the Board. Officers shall keep such books and records as are required for their office, shall make such books and records available to the Board of Directors upon request and shall turn them over to their successors in office when leaving the office they occupy.

ARTICLE IX AMENDMENTS

The Organization's Board of Directors may amend, rescind, repeal or alter these Bylaws and adopt new Bylaws 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 Organization's Bylaws, and approved by a quorum, as defined in these Bylaws.

Amended and approved by membership vote May 20, 2015