

BYLAWS

As amended by vote of members on November 6, 2018

BOONE SHAG CLUB, INC.

ARTICLE I PREAMBLE

Section 1. Name. The name of the corporation is Boone Shag Club, Inc.

Section 2. Principal Office. The principal office of the Corporation is at PO Box 3734, Boone, NC, 28607.

Section 3. Purpose. 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 opportunities.

Section 4. Governing Body. The Corporation shall be governed by a Board of Directors as further provided and defined in these Bylaws.

ARTICLE II MEMBERS

Section 1. Classes of Members. The members of the Corporation shall be one undivided class. Any member of an Association of Carolina Shag Clubs (A.C.S.C.) club will be granted the same social privileges as the Corporation members.

Section 2. Voting Rights. 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 3. Election of Members. Any person may become a member of the Corporation by submitting, to the Corporation's secretary, a written and signed application on a form approved by the Board, together with payment of the first year's membership dues. Membership dues shall be paid as follows: January - September shall be full price; October-December shall be half-price. ASU, Lee's McCrae, Avery and Watauga County

students shall receive a 50% discount on membership dues. Applicants shall be considered members of the Corporation until the end of the calendar year in which the dues are paid.

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 of Directors shall provide for the issuance of certificates 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 the last day of the year of their membership may reapply for membership in the Corporation for the next twelve (12) months by filing with the Corporation's Secretary, no later than December 31, an application for renewal membership together with the payment of the annual dues, less a \$5.00 discount, for the new year. Upon the timely receipt of such application and dues by the Secretary, said member 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 after termination for non-payment of dues: 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 of a completed application for membership in the Corporation, together with payment of the annual membership dues.

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 but not be limited to, the following behavior at Corporation dances, functions, or meetings 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;

and any other rude, insulting or personal conduct adverse to the best interests and purposes of the Corporation. It is assumed that all members of the Corporation will conduct themselves in an adult, rational and courteous manner at all times and at all events.

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 determined by the affirmative vote of not less than three (3) of the members of the Board of Directors present at the meeting, provided that: (i) the member being disciplined is given written notice at least two (2) weeks prior to the Board meeting at which the complaint is considered (said notice to include a copy of the complaint); (ii) a signed written complaint has been filed with the Board of Directors; and (iii) the member being disciplined is given an opportunity to appear before the Board of Directors to defend him/herself and otherwise respond to said complaint including bringing individuals who were witnesses to the events which caused the complaint.

C. Reinstatement. A member who has been expelled from membership in the Corporation may re-apply for membership in the Corporation at any time after twelve calendar months following the date he or she was expelled unless such expulsion was for a longer period of time as determined by the Board of Directors at the time of discipline.

Section 8: Correspondence and Notification to Members: The primary method of correspondence and notice to members shall be by email. It shall be the responsibility of the members to keep their email address up to date with the Corporation and to check their email regularly for notices regarding the Corporation's activities and events. If a member does not have email, a physical address can be provided and notice and correspondence will be sent to their mail. However, members without email may receive notices later than those members with email.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual and Periodic Meetings. The members shall meet quarterly in open meetings to transact such business as may come before the membership. The first of such meetings shall be held in November and

shall be the annual meeting at which new Directors and new Officers shall be elected. New Directors and Officers shall be installed beginning January 1 of the following year, and shall serve until December 31st. At each meeting the date for the next meeting shall be determined and such date shall be sent to the members by email.

Section 2. Special Meetings. Special meetings of the members may be called by the Corporation's President, the Board of Directors, or by written petition of at least ten percent (10%) of the Corporation's members in good standing. If a special meeting is called by petition, the petition shall state the reason for the meeting and include a summary of issues to be discussed. The petition shall be in written form signed by the required number of members. The petition shall then be scanned and sent to the President who will ensure it is sent to all members of the Corporation.

Section 3. Notice of Meetings. Notice of any regular or special meetings of the Corporation's members shall be given at least ten (10) days prior to the date of said meeting. This notice shall be sent by email unless a member has no email, in which case the notice will be mailed. .

Section 4. Quorum. Members totaling five percent (5%) of the members in good standing of the Corporation as of the date of the meeting shall constitute a quorum for any meeting of the members.

Section 5. Motions Tabled. Any motion brought before the meeting of the membership may be tabled until the next membership meeting by the affirmative vote of a majority of the members present or upon the recommendation of the Board of Directors.

Section 6. Rules of Procedure. "Roberts Rules of Order" shall determine parliamentary procedure and practice in all cases to which they apply, excepting solely where inconsistent with the Corporation's Bylaws or the laws of the State of North Carolina.

Section 7. Proxies. Members who are unable to be personally present at any properly noticed meeting may vote by proxy by sending a signed, dated, and notarized proxy to the President.. Any such proxy shall be valid only for the particular meeting and the particular issues for which

they have been prepared and in no event shall be valid for more than three (3) months from its date of execution. The Board shall design and provide a proxy form to be used by members.

ARTICLE IV BOARD OF DIRECTORS

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

Section 2. Number, Tenure, and Qualifications. The Corporation shall have five (5) Directors consisting of the Corporation's President, Vice President, Secretary, Treasurer, and one (1) Director-at-large. The Director-at-large shall be elected by the members as provided hereinafter for a term of one (1) calendar year ending December 31 of the year in which he or she was elected, provided that a Director-at-large shall continue to serve past the end of his or her one-year term until his or her successor is elected. A Director-at-large may be nominated for re-election and serve more than one term. All Officers and Directors must be and remain a members in good standing of the Corporation. At least three (3) of the five Directors must be year-round permanent North Carolina residents from in and around the Watauga/Avery County areas.

Section 3. Regular Meetings. A regular meeting of the Corporation's Board of Directors shall be held, without notice other than this Bylaw, immediately after and at the same place as the annual meeting of the Corporation's members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Corporation's Board of Directors may be called by or at the request of the Corporation's President, or at the call of not less than two (2) Directors, and shall be held at such place as the Directors may determine.

Section 5. Notice. Notice of any special meeting of the Board shall be given at least forty-eight (48) hours before the time fixed for the meeting,

Section 6. Quorum. A majority of the number of Directors fixed by

these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Board Decisions. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Director-at-large of the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director-at-large elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 9. Removal. Any Board Member who, as a member, ~~resigns~~ is censured, suspended or expelled by the Board, may be removed from the Board of Directors by the affirmative vote of a majority of the remaining Directors whenever in their judgment the best interests of the Corporation would be served thereby. In the case of any such removal, the remaining Directors by majority vote shall elect a member to fill the remaining term of the removed Director.

ARTICLE V OFFICERS

Section 1. Number. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the members, and shall serve a term of one (1) calendar year ending December 31 of the year in which he or she was elected, provided that an officer may continue to serve past the end of his or her one year term until his or her successor is elected. An Officer may be nominated for re-election and succeed himself or herself. An Officer must be a member in good standing of the Corporation and, at all times during their term of office, must remain a member in good standing of the Corporation.

The Board may appoint or elect such other officers of the Corporation as

the Board deems necessary or advantageous. The duties of all such other officers shall be defined by resolution of the Board and such officers shall serve at the pleasure of the Board.

Each officer of the Corporation shall be a member in good standing, 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 Corporation 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 Corporation's business.

Section 3. Duties of the President. The President shall be the principal executive officer of the Corporation, and shall preside at all meetings of the members and of the Board of Directors at which he or she is present. The President shall also have and exercise general supervision over the affairs of the Corporation, and shall also have and perform such other duties as custom, parliamentary usage, or the Board may prescribe. The President shall be responsible for ensuring representation (preferably by a Board member) at required ACSC / SOS events.

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 Corporation 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 or as required by law; to be Custodian of the Corporation's records; to keep a register of the post office and email address of each member whose address shall be furnished to the Secretary by the member; 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 Corporation shall have the following powers and duties: to be custodian and take charge of and be responsible for all funds and property of the Corporation; to receive and give receipts for money due and paid to the Corporation from any source whatsoever; to deposit all such monies paid to the Corporation in the name of the Corporation in such banks, trust companies, 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. Any officer may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Corporation would be served thereby. In the case of any such removal the Board 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 President, and the Board shall elect a new Vice President.

ARTICLE VI ELECTION OF DIRECTORS AND OFFICERS

Section 1. Procedure. Directors and Officers of the Corporation shall be elected by the members of the Corporation as follows:

- A. No later than August 15 of each year, the President shall appoint a Nominating and Elections Committee composed of five (5) members no more than two (2) of whom shall be then members of the Board or Officers.
- B. The Nominating and Elections Committee shall meet as necessary and shall prepare a list nominating one member for each of the four (4) offices of the Corporation and one member for the one (1) at large Directorship. This list shall constitute the Committee's report and the names set forth therein, without further motion, shall be the Board's nomination for the respective positions

set forth.

- C. All members shall then be notified of the Board's nominations. Thereafter, any member may respond to the Board's nomination and place in nomination for any office or directorship the name of him/herself or any other member in good standing, provided that said nominee has consented to his or her nomination.
- D. All nominees for Director or Officer, whether nominated by the Nominating and Elections Committee or from an individual nomination, must be a member in good standing at the time of their nomination. .
- E. After the members' meeting at which nominations for Directors and Officers have been made, the Secretary of the _____ Corporation will prepare an email (mail to those with no email) containing the name of each member nominated at the meeting whether by the Board or by an individual.
- F. The email ballot shall be sent no later than November 20 of the year concerned. If by mail, first class postage prepaid , addressed to the member at the address that appears in the Corporation's records at that time. Only members in good standing are eligible to vote.
- G. All votes shall be received by the Corporation's Secretary prior to December 10. The Secretary shall transmit on or before December 15 all votes received to the Nominating and Elections Committee. The Nominating and Elections Committee shall be charged with counting the votes. The nominee who receives the greatest number of votes for each office, including Director-at-Large, shall be certified by the Committee as having been elected to that Office.

Section 2. Vacancies. Any vacancy occurring during the year in which the Officers or Directors of the Corporation are serving shall be filled by election of the Board of Directors. However, 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 individual appointed to fill a vacancy as an Officer or Director shall serve for the unexpired term of the person replaced.

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 such action alleged to have been taken, omitted, or neglected by him or her as such director or officer. The Corporation shall reimburse each such person for all legal expenses reasonably 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. Any determination so made shall be binding on the indemnified Officer or Director.

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

ARTICLE VIII
COMMITTEES

Section 1. Standing Committees. The Corporation shall have a Nominating and Elections Committee and such other Standing Committees as the Board of Directors 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 five (5) members, including the chairperson, no more than two 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, with the exception of 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 may appoint such other ad hoc Special Committees as may be necessary or desirable, and shall determine the composition and purposes of such Committees.

ARTICLE IX
FUNDS, EXPENDITURES, CONTRACT, AND
CORPORATE MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year beginning at 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 of Directors, 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, without the prior written authorization of the Board of Directors. The President may authorize expenditures of one hundred and fifty dollars (\$150.00) or less.

Section 3. Contracts. The Board of Directors may authorize, on such terms and conditions as the Board deems necessary, one or more officers or agents 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 or 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. If the amount of any indebtedness exceeds three hundred dollars (\$300.00), at least one (1) other officer of the Corporation shall also sign. With the exception of the amounts previously authorized for the President and Treasurer to spend, no indebtedness shall be created without a resolution of the Board of Directors.

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

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

Section 7. Books and Records. The Corporation 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, and shall keep at the Corporation's principal office a list of 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 of Directors 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. Any request 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 shall make available to the Board of Directors, or its agent, all books and financial records of the Corporation for such periodic audits and verifications as the Board may determine. Whenever a Treasurer leaves his or her office, an audit committee, consisting of at least three (3) members appointed by the President from the general membership, who are not Directors or Officers of the Corporation, , shall perform an independent audit of the Corporation's financial books and records and file a written report of their findings with the Board.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is require to be given to any member or Director of the Corporation under the provisions of these Bylaws, or under the provisions of the Corporations Articles of Incorporation, or by operation of law, a waiver thereof in writing, signed by the person entitled to such notice, whether given before or after the time stated therein, shall be deemed equivalent to the giving of the required notice.

ARTICLE XI AMENDMENTS

The Corporation'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, repealing or altering the Corporation's Bylaws, and approved by a majority of those members present.