

BY-LAWS OF THE PALMETTO SHAG CLUB, INC.

ARTICLE I. NAME

The name of the corporation shall be Palmetto Shag Club, Inc. and it shall be a non-profit corporation.

ARTICLE II. PURPOSE

The purpose of the corporation shall be to promote and preserve shag dancing and beach music. It shall also introduce shagging to juniors and others through social events and workshops.

ARTICLE III. MEMBERS

SECTION 1. CLASSES OF MEMBERS

- A. General members shall consist of those persons who are accepted for membership by application.
- B. A general member shall be considered in good standing who is current in dues and approved by the Board.
- C. Associate members will be entitled to entrance to all Club parties. They will be entitled to attend membership meetings where they will be able to add to the direction of the Club through their ability to join in on the discussions. They will not be eligible to vote, hold office, or benefit from any special Club functions, unless authorized to participate at additional cost by the Board. Associate members would include, but not be limited to fellow members of the Association of Carolina Shag Clubs, or other individuals with the desire to participate in and to promote and preserve shag dancing and beach music.

Associate members will be entitled to upgrade their membership to a Regular Membership by paying the difference between the cost of the Associate Membership and the Regular membership after attending one (1) party with credit given for the fee paid for attendance at that party in Club fiscal year. Associate Members can also upgrade to a Regular Membership at any other time for whatever the cost of said membership at the time of the upgrade.

- D. Notwithstanding any other provisions of the bylaws, any and all membership are subject to suspension or revocation for just cause.

SECTION 2. ELECTION OF MEMBERS

A written application for membership shall be filed with the Board on a form approved by the Board. Application must be accompanied with an amount equal to the yearly dues, which will become payment for dues if the applicant is accepted for membership. If the applicant is not approved, the amount will be refunded to the applicant. The Board shall act upon the application within thirty (30) calendar days of receipt of the application. A majority vote by the Board is required for approval.

SECTION 3. REVOCATION AND SUSPENSION OF MEMBERSHIP

- A. REVOCATION: The Board may revoke a membership by a unanimous vote.

TEMPORARY SUSPENSION OF MEMBERSHIP: The Board, with or without a recommendation from the Disciplinary Policy Committee, may suspend any member of the Club for up to sixty days, upon finding that just cause exists for disassociating from that member for such time. No member shall be suspended for more than sixty days without a recommendation for such from the Disciplinary Policy Committee.

SECTION 4. QUOTA

The number of members shall be unlimited.

SECTION 5. VOTING RIGHTS

Each member in good standing shall be entitled to vote in each matter submitted to a vote of the members.

ARTICLE IV. MEETING OF MEMBERSHIP

SECTION 1. BUSINESS MEETING

There shall be four (4) business meetings per year. They shall be at such times and places as the Board may designate. Written or printed notice shall be sent to the members not less than twenty (20) days before such meeting.

Any member desiring to present any issue for consideration by the Club membership shall submit such in writing to the President at least ten (10) days prior to any meeting. The President will provide such to the Club Secretary so that it will be available to any member, upon request to the Secretary, at least five (5) days prior to the scheduled meeting. Unless an item is on the agenda, it will not be considered at the meeting unless a majority of the members present specifically vote to add the matter to the agenda.

SECTION 2. ANNUAL MEETINGS

There shall be an annual membership meeting, which shall be held in the last quarter of the calendar year at such time and place as specified by the Board. This meeting may be one of the club business meetings described in Section 1 of this Article. At least sixty (60) days written notice of such meeting shall be furnished to all members by the Club Secretary or a committee appointed by the Board.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called at any time by the Board or by written petition, of forty (40) members in good standing, to Board for a specific purpose. No other business shall be acted upon at such meetings.

SECTION 4. NOTICE OF SPECIAL MEETINGS

Written or printed notice stating the place, day, hour and purpose of any special meeting of members shall be sent to all members not less than fifteen (15) days and not more than sixty (60) days before such meeting.

SECTION 5. QUORUM

A quorum at a membership meeting will consist of twenty (20) or more paid members who are present at the time of such meeting.

SECTION 6. PROXY AND VOTING BY MAIL

Members must be present at meetings to vote. Proxies or mail-in votes are not allowed.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. OFFICERS AND DIRECTORS

The governing body of the Club shall be a Board consisting of: the President, Vice President, Secretary, Treasurer and Sergeant-at-Arms and (2) Directors-at-large.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board.

A quorum at any regular or special Board meeting shall be three members.

Regular Board Meetings shall be held at least every other month on a date to be decided by the Board at its first meeting after the election.

Notice is not required for regular Board meetings.

A special Board meeting can be scheduled by the President or upon the request of two members.

Notice must be given to all members, and it may be given by mail, email, or fax, upon not less than 2 days' notice and such must include the subject matter of the meeting.

Any meeting of the Board can be held in person, by phone, by fax, by email or by video conference.

Action can be taken by the Board upon a quorum voting on any matter in person, by phone, by fax, by email or by video conference. The officer in charge of same shall reduce such action to writing and provide a copy of such to all Board members within five days of such action.

SECTION 2. QUALIFICATION AND TERM OF OFFICE

Any Club officer or director prior to election must have been a) a member in good standing for at least two (2) years immediately prior to running for office or b) a member in good standing for at least one (1) year during which such member actively served on a standing club committee immediately prior to running for office. Officers and Directors of Palmetto Shag Club shall not hold an office or be a director in any other Shag Club. The Club officers and directors shall be elected yearly to serve from January through December. Each officer and director shall hold office until his/her successor has been duly elected or appointed due to a vacancy. Each officer may serve for a maximum of two (2) consecutive terms in that office.

SECTION 3. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- A. Candidates for officers and directors shall be elected from, and by, the membership of the Club at the annual meeting.
- B. Each calendar year, a nominating committee comprised of five (5) persons shall be formed. Two (2) members shall be appointed by the President and three (3) members elected by the general membership from a list of active members of the Club. The members of this committee appoint their own chairperson. Current members of the Board may not serve of the nominating committee. The nominating committee members shall be selected, and their names printed in the Club newsletter at least sixty (60) days prior to the annual meeting. The nominating committee shall present the slate of candidates to replace those officers whose term of office has or is going to expire. If any nominating committee member declines to serve or shall cease for any reason to serve on the committee prior to presenting a slate of candidates, the Board shall appoint a replacement.
- C. The slate of candidates presented by the nominating committee shall be printed in the Club Newsletter at least thirty (30) days prior to the annual meeting.
- D. Additional nominations for officers and directors may be made from the floor at the annual meeting.
- E. After nominations are made, then the nominations will close, and a vote will be taken for the election of officers and directors.
- F. If there are nominations from the floor for officers or directors other than these presented on the slate, the elections shall be by secret written ballot.

- G. Those persons receiving the greatest number of votes shall be declared duly elected, and are to take office on the first day of January following the elections and shall serve as prescribed by the By-Laws or until successors have been elected or appointed.

SECTION 4. VACANCIES

If any member of the Board is unable to complete their term, the Board will appoint a replacement to fill the unexpired term.

SECTION 5. COMPENSATION

Board Members as such shall not receive any compensation for their services.

SECTION 6. DUTIES

A. PRESIDENT

1. To schedule and open all meetings of the Club at the prescribed place and time.
2. To conduct the affairs of the Club and execute the policies established by the membership.
3. To present a report of the condition of the Club at each general meeting.
4. To authenticate by his/her signature, when necessary, all acts orders and contracts of the Club.
5. To be responsible for the conduct of the Club in strict conformity to the purposes, principles, rules and regulations of the Club.
6. To communicate to members such matters as are deemed appropriate and to make such suggestions as may tend to promote the welfare of the Club.
7. To appoint two (2) members of the Nominating Committee for yearly election of officers.
8. To appoint any special committees.
9. To perform such duties as are herein specifically set forth and such other duties as are customarily incidental to the office of President or as may be assigned by the members.
10. To prepare a proposed Club budget for each upcoming fiscal year and submit such to the Board for approval.
11. To ensure financial reviews will occur as outlined in the By-Laws.

B. VICE-PRESIDENT

1. In case of the absence of the President, the Vice President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of the President and shall have such other duties as from time to time may be assigned by the President.

C. SECRETARY

1. To make accurate minutes of Club Meetings.
2. To maintain a file of Club Minutes.
3. To maintain an accurate list of all members, as well as their status within the Club.
4. To type and mail correspondence as needed by the President.
5. To submit to the Communications committee, notice of all meetings, general, annual, or special.

D. TREASURER

1. To keep accurate records of all monies received and disbursed by the Club.
2. To prepare written, itemized financial reports available for each attending member at all general meetings.
3. To issue checks as directed by the Board.
4. To comply with all local, state and federal tax codes.

E. SERGEANT-AT-ARMS

1. To assist in preserving order at general meetings as the President may direct.

F. ASSISTANT OFFICERS

The Board, with the advice and consent of the officer filling that position, shall have the authority to appoint an assistant officer, whose duties shall be 1) assist the officer in fulfilling his official duties, 2) to fill in when the officer is not available to serve.

G. IMMEDIATE PAST PRESIDENT

The immediate past President shall be a member of the Board in an ex-officio capacity. Service in this capacity will provide input from the former president's past experiences but will not entitle him/her to a vote on issues voted on by the Board.

H. DIRECTORS-AT-LARGE

The Directors-at-Large shall perform the general duties assigned to the Board, including but not limited to service as Committee Chairs and to provide viewpoints during policy discussions of the Board, to support and/or attend Club functions and events, and to perform all other duties as may be assigned by the President or the Board.

ARTICLE VI. COMMITTEE

SECTION 1. STANDING COMMITTEES

- A. By-Laws Committee: Members to be appointed for one (1) year term by the President with confirmation by the Board. This committee shall consist of five (5) members. The members of their committee shall appoint their own Chairperson. This committee shall review the current by-laws and determine if any changes are needed. They shall also consider any changes that are requested by the Board. They shall present any requested changes to the Board and to the General Membership for approval.
- B. Social Committee: Members to be appointed for a one (1) year term by the Social Chairperson. The President shall appoint the Chairperson with confirmation by the Board.
- C. Communications Committee: Members to be appointed for one (1) year term by the Communications Chairperson. The President shall appoint the Chairperson with confirmation by the Board. The responsibilities of the Communications Committee shall be to: 1) Publish the Newsletter and email or mail to members at least every other month, 2) Maintain the Club website, 3) email Weekly Shag Notes to all members, and 4) Issue other communications as requested by the President.
- D. Membership Committee: Members to be appointed for one (1) year term by the Membership Chairperson. The President shall appoint the Chairperson with confirmation of the Board.

SECTION 3. SPECIAL COMMITTEES

Special committees may be formed by and appointed by the President, but only for a closely defined purpose. Tenure of special committees shall not exceed the term of the calendar year in which they are appointed. The term of the Southern Comfort committees is the exception. All Southern Comfort committees will run from the end of one Southern Comfort to the end of the next.

SECTION 4. DISCIPLINARY POLICY COMMITTEES

Disciplinary Policy Committee: The Disciplinary Policy Committee will be formed as needed by the Board. Members to be appointed for one (1) year term by the President with confirmation by the Board. This committee shall consist of five (5) members. The members of this committee shall appoint their own Chairperson. Any member of the Disciplinary Policy

Committee who may be involved in an incident or who has a conflict of interest shall be removed from the Disciplinary Policy Committee.

The Disciplinary Policy Committee shall investigate any allegations of misconduct by any member of the Club, including any willful or reckless violation of the By-laws, and make recommendations to the Board as to what action should be taken against any member found to be engaging in such misconduct, which could include a temporary suspension for less than a year, a temporary suspension for more than a year, a permanent suspension without the right to rejoin the Club, or such other discipline as the Committee deems appropriate.

The Disciplinary Policy Committee is to propose policy for appropriate and inappropriate conduct for members of the Club. The Disciplinary Policy Committee is to investigate any allegations of misconduct by any member of the Club against any other member, and to make recommendations to the Board as to what action should be taken against any member found to be engaging in conduct which has been: 1) prohibited by the Board, 2) prohibited by the Club membership; 3) is detrimental to the reputation and/or finances of the Club; 4) is otherwise detrimental to the club; 5) makes or attempts to make the club liable for the conduct of such member, where such conduct has not been previously approved by the Board; 6) willfully or recklessly violates the by-laws of this Club.

The members of the Disciplinary Policy Committee shall hold all reports of misconduct, and any and all investigations thereof, in the strictest confidence. Likewise, the member making same shall hold such in the strictest confidence. Such shall remain confidential and there shall be absolutely no disclosure of any matter by the Disciplinary Policy Committee or member making same prior to such being presented to the Board. After presentation to the Board, then the matter is open to discussion by the members of the Executive Board, including the Disciplinary Policy Committee member. Any Disciplinary Policy Committee member violating these provisions shall be subject to being reprimanded and/or disciplined, to include, but not limited to, suspension or revocation of membership.

The Disciplinary Policy Committee shall create an outline of conduct that each member is expected to abide by, which would include certain allowable and prohibited behavior. It being understood and agreed that such is not all-inclusive and conduct not appearing thereon shall be subject to such recommended discipline as the Disciplinary Policy Committee submits to the Board, who has the final decision in such matter.

When any member of the Disciplinary Policy Committee is subject to being investigated by the Disciplinary Policy Committee, that person and any person with whom that person is closely associated, shall be disqualified from so serving. The Board shall appoint Special members of the Disciplinary Policy Committee to serve for the person or persons so disqualified, with such to continue until it is resolved or someone has been appointed to replace them.

If any member is not satisfied with the ruling of the Board, then he or she can take such before an Appeal Board comprised of the Board and the Disciplinary Policy Committee, and the Appeal Board's decision thereon shall be final. Such request to appeal such to the Appeal Board shall be made with in fifteen days from the date the Board advises the member of the approved discipline, by such disciplined member submitting such request in writing to the Club Secretary. Such appeal shall be considered at a scheduled meeting of the Appeal Bord, with at least 15 days written notice to the member. Such notice shall be effective upon mailing to the last address provided by such member to the club.

SECTION 5. REMOVAL

Any member of any committee may be removed by the person or persons authorized to appoint such member.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND RECORDS

SECTION 1. CONTRACTS

The Board may authorize any officer(s) to enter into any contract or delivery of any instrument in the name of or on behalf of the Club, but in all cases, shall be authorized first by a resolution of the Board.

SECTION 2. CHECKS, DRAFTS OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidence on indebtedness issued in the name of the Club shall be signed by the Treasurer or the President with approval of Board.

SECTION 3: DEPOSITS

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

SECTION 4: GIFTS

The Board may accept, on behalf of the Club any contributions, gifts, bequests, or device for any purpose of the Club, except that no such gift shall be used for the influence of any operation of the Club.

SECTION 5: FINANCIAL REVIEWS

A financial review will be conducted at least bi-annually or quarterly if desired by the Board by either an outside financial consultant (preferred – such as a CPA, Accountant or Bookkeeper) or a qualified club member(s) who would be appointed by the President with confirmation by the Board. The financial review would include at a minimum the following procedures:

- Confirm all bank reconciliations
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- Account for accurate records of income and expenses
- Verify all supporting documentation
- Review of bookkeeping records (electronic or paper)

ARTICLE VIII. BOOKS AND RECORDS

The Club shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its membership and Board meetings. All books, minutes and records of the Club may be inspected by any member, in good standing, his/her agent, or attorney for any proper purpose at any reasonable time.

ARTICLE IX. DUES

SECTION 1. ANNUAL DUES

Annual dues shall be determined by the Board and voted on by the membership prior to implementation.

SECTION 2. MEMBERSHIP RENEWAL DUES

Membership renewal is due Augst 1st of each year.

ARTICLE X. AMEMNDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by a two thirds (2/3) majority vote of the members present at any membership meeting, provided written notice is posted no less thank (30) days prior to such meeting.

ARTICLE XI. PARLIAMENTARY AUTHORITY

All actions of the membership and Board shall be in accordance with these By-Laws and the current edition of Robert's Rules of Order.

ARTICLE XII. EXPENSE REIMBURSEMENT

SECTION 1. MISCELLANEOUS EXPENSES

Expenses incurred by Club members at the request or direction of the President of the Palmetto Shag Club or the President's designee shall be repaid upon presentation of receipt(s) to the Club Treasurer. These expenses shall normally be for supplies or services paid for in conjunction with a Club party or event.

SECTION 2. TRAVEL EXPENSES

Travel expenses incurred by the President of the Palmetto Shag Club or the President's designee, in the performance of duty on behalf of the Palmetto Shag Club, shall be reimbursed in the following manner:

- A. Mileage expense for travel by personally owned conveyance (automobile or motorcycle) shall be reimbursed in accordance with rates published annually by the Internal Revenue Service, an agency of the federal government, in "IRS Form 1040" instruction booklet. Travel on official Palmetto Shag Club business by commercial means (rental automobile,

bus, train, or airplane) will not be reimbursed except in exigent circumstances and must be authorized in advance by the Board of the Palmetto Shag Club.

- B. Lodging expenses incurred by the President of the Palmetto Shag Club or the President's designees for attendance at out of town "required attendance" functions shall be reimbursed in full for the night preceding the function (e.g. meeting on Saturday morning – lodging expense allowed for Friday night; meetings on Saturday morning and Sunday morning – lodging expense allowed for Friday night and Saturday night; meeting Saturday morning, party Saturday night – lodging expense allow for Friday night only). The term "out of town" is defined as being fifty (50) miles or greater from downtown Columbia, S.C.
- C. Meal expense while in official travel status on behalf of the Palmetto Shag Club shall be reimbursed at per diem rates published annually by the General Services Administration (GSA), an agency of the federal government. Copies of these rates can be obtained from any GSA office or from any public library.

ARTICLE XIII. MEMBERSHIP ROSTER, CONTACTING MEMBERS

CONDUCT OF MEMBERS

SECTION 1. MEMBERSHIP ROSTER

The membership roster will be made available to the current officers, past president, standing committee chairmen, and the chairman(chairmen) of Southern Comfort. The membership list is proprietary to the Club, and the club retains all rights to maintain its confidentiality, and to treat it as a trade secret of the Club, with all legal protections and ramifications pertaining thereto.

SECTION 2. CONTACTING MEMBERS

The membership roster is to be used only for the purpose of contacting members for club business and functions. Anyone using the addresses, emails, or phone numbers for any reason that is detrimental to the club and its members will be subject to discipline by the Board and/or Disciplinary Policy Committee. Such includes 1) using the membership roster for commercial purposes, 2) using such roster for personal gain, 3) using such for such purposes as has been prohibited by the Board and/or the membership, 4) using the roster to contact the membership in mass for any reason, when such has not been previously approved by the Board. Any member violating these provisions shall be subject to being reprimanded and/or disciplined, to include, but not limited to, suspension or revocation of membership.

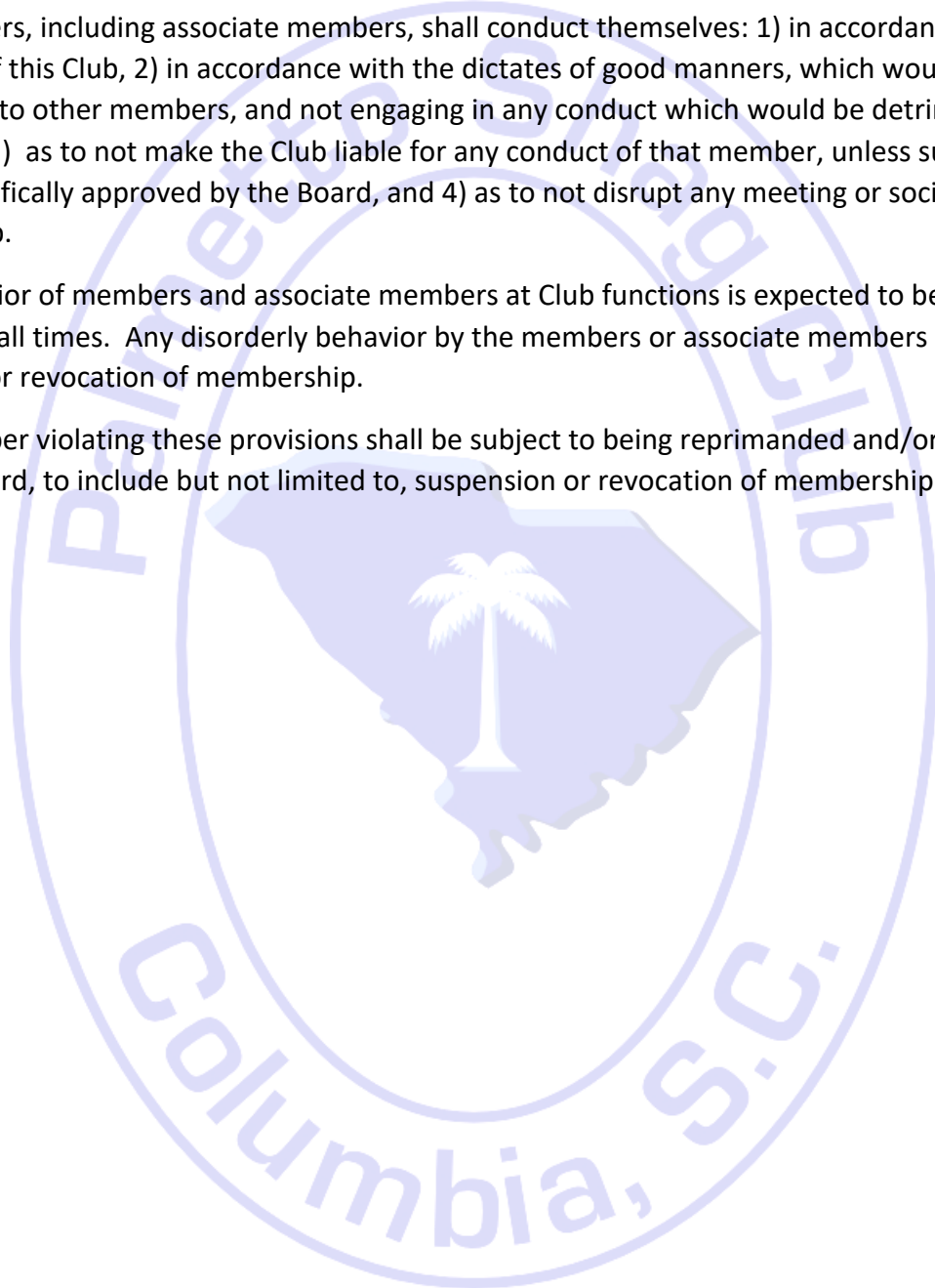
This prohibited communication applies only to mass communication and is not to be interpreted to prohibit social or personal communication by and between the members of the club.

SECTION 3. CONDUCT OF MEMBERS

All members, including associate members, shall conduct themselves: 1) in accordance with the By-Laws of this Club, 2) in accordance with the dictates of good manners, which would include being civil to other members, and not engaging in any conduct which would be detrimental to the Club, 3) as to not make the Club liable for any conduct of that member, unless such has been specifically approved by the Board, and 4) as to not disrupt any meeting or social function of the Club.

The behavior of members and associate members at Club functions is expected to be polite and orderly at all times. Any disorderly behavior by the members or associate members will be grounds for revocation of membership.

Any member violating these provisions shall be subject to being reprimanded and/or disciplined by the Board, to include but not limited to, suspension or revocation of membership.



Revised: April 2, 2000 (Rules and Procedures)

Revised: April 6, 2002 (Officers, Section 1-A)

Revised: August 14, 2004 (Business Meeting, Executive Committee, Nomination and Election of Officers)

Revised: January 24, 2005 (Membership Roster, Assistant Officers, Temporary Officers, Temporary Suspension of Member, Standing Committees, Conduct of Members, Disciplinary Policy Committee, Financial Advisory Committee)

Revised: July 11, 2005 (Qualification of Officers, Election of Officers, Deletion of General Board)

Updated: July 11, 2007 (Clerical updates accepted by PSC Executive Board)

Revised: October 8, 2007 (Membership, Agenda Items, Annual and Special Meetings, Office Qualifications and Vacancies, Newsletter, Records, Amendment to By-Laws, Associate Members and Policy Proposal)

Revised: December 1, 2012 (Removal of life item memberships for Past-President's which is retroactive and set new policy going forward, Qualification for officers, Removed the Financial Advisory Committee and Disciplinary Policy Committee from standing committees, Required the President, Moved Article XIV procedures to the Disciplinary Policy Committee Article VI Section 4, Added Financial Reviews to Article VII, Section 5, Article XIII, Section 3 Conduct of members #2 was removed and paragraph renumbered and the last paragraph was removed.

Revised: August 3, 2013 (Removal of compensation for officers and changed requirements for Associate Members.)

Revised: August 2, 2014 (Removal of membership cards.)

Revised: December 10, 2016 (Movement of Newsletter Responsibilities to the Communication Committee – Definitions of responsibilities for several standing committees.)

Revised: December 4, 2021 (Addition of 2 Directors to the Board, Board members cannot be an officer of another Shag Club, Vacancy to an office can be filled by the board until the next election cycle.)