

ORANGEBURG AREA SHAG CLUB

ARTICLE I PREAMBLE

Section 1. Name. The name of the organization shall be Orangeburg Area 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 guest 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. Membership to the OASC shall be open to all that are interested and willing to uphold the purpose of the club. Any person may become a member of 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 the Secretary. Membership runs from January 1 to December 31 each year. 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 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. 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. Persons who are members in good standing as of the last day of their membership may reapply for membership renewal for the next twelve (12) months by filing with the secretary.
- (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 terminated for non-payment of dues, will be reinstated 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.

- (A) Censure, Suspension, or Expulsion. A member may be censured, suspended 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 or meetings or at the dances, functions of 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 the personal conduct adverse to the best interest and purposes of the organization.
- (B) Required Hearing on Complaint. A member may be censured, expelled, or his or her membership rights in this organization may be suspended for a period of not more than two (2) months only by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present, with at least three (3) Board Members voting for said censure or suspension, provided that: (i) the member concerned is given written notice, at least two (2) weeks prior to the Board meeting at which the complaint is considered, that a complaint has been filed with the Board of Directors, said notice to explain the general nature of the complaint; and (ii) the member concerned is given an opportunity to appear before the Board of Directors to confront his or her accuser and to present witnesses and otherwise respond to said complaint.
- (C) Reinstatement. A member who has been expelled from membership in the organization may reapply for membership any time after twelve (12) calendar months following the date he or she was expelled.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Meetings. The members shall meet monthly the third Wednesday of each month 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 shall be installed at the January meeting. Notice of any regular meeting shall be given by the newsletter publication mailed each month and/or by the Telephone Committee.

Section 2. Quorum. A Quorum shall consist of those members in attendance. Any amendment to the Club Bylaws shall be approved by those members in attendance, which represents a quorum.

Section 3. 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 Organization Bylaws or the laws of the State of South Carolina.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Organization shall be managed by its 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-at-large. Directors-at-large 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, 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. The outgoing President shall serve as a Director-at-large for one (1) year following his Presidency. A Director-at-large may be nominated for re-election and succeed himself or herself. A Director-at-large must have been a member in good standing of the Organization for a period of at least one (1) year prior to taking office, and, at all times during their term of office, must remain a member in good standing of the Organization.

Section 3. Vacancies. Any Vacancies occurring in the Directors-at-large of the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors through 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 4. Removal. A Director-at-large who, as a member, is 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 Organization would be served thereby. In the case of such a removal, the remaining directors by majority vote shall elect a member to fill the remaining term of the removed Director-at-large.

ARTICLE V OFFICERS

Section 1. Number. The Officers of the Organization shall be a President, a Vice President, and a Secretary, each of whom shall be elected by the members, and shall serve a term of one (1) calendar year ending December 31 of the following year which he or she was elected, and a Treasurer who shall serve a two (2) year term, provided that an Officer shall continue to serve past the end of his or her one year term until his or her successor is elected. An Officer must have been a member in good standing of the organization for a period of at least one (1) year prior to taking office, and at all times during their term of office, must remain a member in good standing of the Organization.

The Board may appoint or elect such officers of the organization as the Board deems necessary or advantageous, such as, without limitation, a Parliamentarian, or 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.

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 and 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 organizations 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. The Vice President shall obtain special certificate or plaque for the outgoing President.

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; 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 its judgment the best interests of the Organization 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 the 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 Organization shall be elected by the members of the Organization as follows:

- (A) No later than the September meeting of each year, the President shall appoint a Nominating and Elections Committee composed of three (3) members no more than two (2) of whom shall be then members of the Board of Directors.
- (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 Organization and one member for each of the three (3) at large Directorships, said list to constitute the Committee's report and the names set forth therein, without further motion, shall be nomination for the respective positions set forth.
- (C) At the October meeting of the Members, the Nominating and Elections Committee shall present its list of nomination to the Members. Thereafter any Member may place in nomination for any office or directorship that name of any other member in good standing, provided that said nominee has consented to his or her nomination. Elections will take place at the November meeting.
- (D) All nominees for Director or Officer, whether nominated by the Nominating and Elections Committee or from the floor, must be a member in good standing at the time of their nomination.

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 Committees. The Organization shall have a Nominating and Elections Committee and such other Standing Committees as the Board of Directors may direct. The President shall appoint members 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.

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

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

ARTICLE VIII FUNDS, EXPENDITURES, CONTRACT AND ORGANIZATIONAL MENAGEMENT

Section 1. Income. The Organization'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 Organization through collective efforts of its members. 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.

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 Orangeburg Area 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. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness made in the name of the OASC shall be signed by the Treasurer, or Assistant Treasurer. All funds of the OASC shall be deposited promptly following their receipt to the credit of the OASC in such federally insured banks or other depositories as the Board of Directors may select.

Section 3a. Emergency Expenditures of Funds. The Board of Directors shall be permitted to make expenditures of up to, but not exceeding \$200, (Two Hundred Dollars), for causes deemed worthy by a majority vote of Board Members, without first notifying the membership. The purpose and amount of such expenditures will be explained at the next regular Membership Meeting.

Section 4. Book and Records. The OASC 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 the majority of those members present.