

ENO BEACH SHAG CLUB BY-LAWS

Approved October 1, 2011 Revisions November 2012
Revised January 9, 2023 Approved February 5, 2023

ARTICLE I - NAME

Section 1. Name

The name of this organization shall be Eno Beach Shag Club (herein after be referred to as “the Club”).

Section 2. Registered Entity

The Club is registered with the Secretary of the State of North Carolina as a Nonprofit Corporation and has been approved as a Tax-Exempt Organization (Section 501(c)(7)) by the Internal Revenue Service and the Department of Revenue of North Carolina. The Club’s principal address may be within or without the state of North Carolina as the Club’s Board of Directors (as defined in Article III) may determine from time to time.

Section 3. Name and Logo

The Club’s name and/or Logo shall be the property of the Club. The use of the Name and/or Logo is restricted to the use of the Club for its business and social functions. The Board of Directors may authorize the use of its Name and/or Logo by a majority vote. Any use of the Club’s Name and/or Logo shall only be granted if said use is in keeping with the Club’s Purpose as stated in Article II Section 1. Any action by the Board of Directors to allow the use of the Club’s Name and/or Logo shall be announced to the membership at the next scheduled Membership business meeting.

ARTICLE II - PURPOSE

Section 1. Purpose

The business and purpose of the Club shall be:

- To provide a social organization for people who have a common interest in enjoying, promoting and preserving:
 - the Shag Dance
 - the music
 - the heritage of beach music and shag dancing
- To share the Shag Dance with others
- To provide Shag Dance activities for its members and guests
- To inform its members of beach music and shag dancing activities

ARTICLE III – GOVERNANCE

Section 1. Governing Body

The Club shall be governed by a Board of Directors (herein after referred to as “the Board”). The business and affairs of the Club shall be managed by its Board of Directors. The Board shall be comprised of the following Elected Officers:

- President
- Vice-President
- Secretary
- Treasurer
- Sergeant-at-Arms

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Section 2. Procedures

The Officers shall perform the duties prescribed herein, in keeping with these By-Law and by parliamentary process presented in the latest edition of Roberts Rules of Order. These five (5) Officers shall be considered as the Club's 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 Club's business.

Section 3. General Duties and Responsibilities of the Officers

A. President shall:

- Be the principal executive officer of the Club
- Preside over all membership and Board meetings (at which he or she is present)
- Exercise general oversight for all business and affairs of the Club
- Unless otherwise appointed, serve as the Club's spokesperson
- Open meetings at the prescribed place and time as determined by the Board
- When / As necessary, authenticate by signature, all acts, orders, contracts and checks
- Stand for the Club's will and obey the Club's decisions
- Adjourn all meetings (even when order cannot be maintained)
- Appoint Chairpersons for all standing-committee and ad-hoc committees
- Appoint the Nominating Committee (for the purpose of identifying candidates for the Club's annual Board election)
- Serve as Ex-Officio on all committees (with the exception of the Nominating Committee)
- When / as possible, attend Association of Carolina Shag Club meetings

B. Vice-President shall:

- Assume and discharge the duties of the President in the event of the President's absence, disability or refusal to act and, when doing so, perform these duties:
 - with all of the powers of the President
 - subject to any applicable restrictions of the President
- Serve as the Club Parliamentarian
- Oversee and/or be responsible for the Club's Newsletter
- Be responsible for proper election procedures for new Officers and for ensuring the accuracy of any vote count at any membership meeting
- Perform other such duties as assigned by the President or the Board

C. Secretary shall:

- Record the Minutes of the Club's Membership and Board meetings
- Ensure that all notices are duly given (in accordance with these By-Laws)
- Read, if / as requested, minutes of the previous meeting
- Facilitate, as directed, the Club's correspondence
- Perform other such duties as assigned by the President or the Board
- Maintain the following lists:
 - Club Officers
 - Committee Chairs
 - General Membership (in conjunction with the Membership Chairperson)

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Section 3. General Duties and Responsibilities of the Officers (continued)

D. Treasurer shall:

- Be the custodian for all funds and property records of the Club
- Receive and record all monies received by and paid to the Club (from any / all sources)
- Deposit all monies received by and paid to the Club in such bank(s) or other depository(ies) as selected in accordance with these By-Laws
- Maintain all bookkeeping records for the Club's fund(s)
- Disburse funds (when / as directed by the Club or the Board)
- Make Memorial Gift donations upon notification from Sunshine Committee (see Article VII – Section 4.)
- Present to Membership monthly financial reports
- Submit to each Board member a copy of the monthly financial report
- Ensure all required communication regarding the Club's Nonprofit Corporation status, tax-exempt status and any affiliation status is maintained and properly and timely submitted
- Maintain a current inventory of all property owned by the Club and, by the end of December of each year, such inventory:
 - Shall be witnessed by the President
 - Signed by both the President and Treasurer
- Perform other such duties as assigned by the President or the Board

E. Sergeant-at-Arms shall:

- Call Membership meeting to order
- Police all assemblies of the Club
- Monitor entry to Club functions and maintain attendance records at Membership meetings
- Assist the President in maintaining order
- Perform other such duties as assigned by the President or the Board

Section 4. Elections of Officers

A Nominating Committee shall be selected by August of each year and shall present their list of Nominees for the Board of Director Officers to the Membership at the October Membership Meeting. Other nominations may be made from the floor if the Nominee has agreed for his / her name to be placed in the list of Nominees. The final ballot will reflect all nominees and a ballot vote shall take place at the November Membership meeting. Results of the vote will be tabulated and announced immediately.

The newly elected Officers shall meet with the out-going Board during the month of December to ensure a seamless transfer of responsibilities, records – property and financial – and end-of-year reports. The newly elected President and Treasurer shall sign off on receipt of the current inventory prior to assuming these Officer positions in January.

For any reason requiring the replacement of any Officer of the Board of Directors during the calendar year, the President shall nominate a replacement to serve until the end of the calendar year. The existing Board shall approve the nomination by a majority vote. This nomination must be announced to the Club Membership at the next scheduled Membership meeting.

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Section 5. Term Limits

Board Officers may hold only one office at a time and will be limited to holding the same office for no more than two (2) consecutive terms unless there is no one else willing to serve.

Section 6. Term Period

A Board Officer term shall run from January 1 through December 31.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Officers

The Board of Directors shall consist of the Club's President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms. In order to provide continuity and perspective, the Immediate Past President shall serve as an ex-officio member.

Section 2. Board of Director Meetings

Board of Director meetings shall be open to all Club members to attend. Club Members are welcome and encouraged to attend. However, only the Board Officers are allowed to vote at these Board of Director meetings.

A Club Member's request to address the Board must be received – in written form (e.g. text or email) – at least 24 hours prior to the scheduled Board meeting. The purpose of the address must be defined so that such can be included in the meeting agenda.

If / As necessary, the Board may call a Closed Session of the Board of Directors. Such meeting shall be held following the regularly-scheduled Board meeting.

The Board will meet as follows:

- At least quarterly
- At the President's discretion
- For needed reviews, discussions and/or updates on project activities of the Committees

As needed or if immediate action is required by the Board, the President may:

- Present a matter or issue for Board discussion and consideration via a called Conference Call. If a vote is taken, the vote results must be recorded by the Secretary and reflected in the minutes of the meeting.
- Present a matter or issue for Board discussion and consideration via email. If a vote is taken, an email response with each Officer's vote is required. The printed email response / vote will be maintained by the Secretary for any future reference.

Section 3. Methods of Meeting, Communicating and Record Keeping

- Board and Membership meetings may be in person or virtual.
- Club communications and records may be printed or electronic (e.g., texts, emails).

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Section 4. Eligibility for Board of Director Officer

Must be:

- A current Adult Member of the Club
- A Member in good standing

Section 5. Authorization for Expenditures

The Board shall be authorized to approve, without Membership approval, expenditures not exceeding \$300. Such expenditures shall be reported to Membership at the next regularly scheduled Membership meeting.

Section 6. Board of Director Meeting Attendance

Officer attendance at Board meetings is required. An Officer absent from three (3) Board meetings during the calendar year may be removed from the Board.

Section 7. Notice of Board of Director Meetings

Regularly scheduled Board meetings will be directed to Membership via email, text or posted to the Club's website calendar. Accordingly, such meetings are considered published and Membership has been notified. In the case of a revision to any scheduled date(s), Membership is to be notified via email or text within 72 hours of the revised meeting date(s).

ARTICLE V – MEMBERSHIP

Section 1. Members

The number of members in the Club shall be unlimited and the members shall be one undivided class.

Section 2. Membership

Adult Member

- Adult membership of the Club shall be open to persons age 21 or older, of good character and who share a strong interest in the Club's stated Purpose. To be eligible for membership, the candidate must complete and submit an application and appropriate payment to the Membership Committee
- Shall be considered a Member for the calendar year for which dues have been paid
- Shall be issued a white name badge

Junior Member

- Junior Membership to the Club shall be open to persons under the age of 21, of good character and who share a strong interest in the Club's stated Purpose. To be eligible for membership, the candidate must complete and submit an application and appropriate payment to the Membership Committee
- Shall be considered a Member for the calendar year for which dues have been paid
- Shall be issued a red name badge (to distinguish their level of membership)
- When under the age of 16, shall be accompanied by an adult when attending Club functions

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Section 2. Membership (continued)

Lifetime Membership

- Is obtained via Club membership for 20 years of consecutive years of Club membership
- Any break or interruption results in a new “start date” for purposes of recognizing consecutive years

Club membership is required to:

- Serve on the Board of Directors
- Serve on all Standing Committees
- Serve on any / all ad hoc Committees

Section 3. Voting Privileges

Adult Members of the Club, in good standing as of the date and time of any vote, shall be entitled to one vote on each matter or issue submitted for a vote to Membership.

No Proxy Voting is to be permitted.

Junior Members of the Club shall not be eligible to vote.

Section 4. Membership Dues

Annual membership dues shall be established by the Board of Directors and approved by a majority vote of members present and voting prior to the end of the calendar year.

Membership will be effective for the calendar year (i.e. January 1 – December 31)

Annual membership dues shall not be prorated

Membership dues for any year are not to be accepted until January 1st

No new membership dues are to be accepted after November 30th

Lack of membership renewal on or before March 31st will result in removal from the Club's email listing

Section 5. Disciplinary Action for a Member

Members are to conduct themselves in a manner that enhances the Club and the Club's reputation. In the event a Member's actions / behavior is such that these actions / behavior threaten the Club's reputation, that Member may be disciplined by suspension or revocation of Club membership. Such actions will be handled as follows:

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Section 5. Disciplinary Action for a Member (continued)

- A. Any Club Member claiming misconduct by another Club Member, or a non-Member accuser of misconduct against a Club Member, must bring the request / recommendation for disciplinary action to an Officer in writing. The Officer will notify the Board and the Board shall notify the accused Member in writing. The Board shall:
- Separately interview the accused and the accuser,
 - Investigate the claim,
 - Deliberate the findings and
 - Vote in a timely manner on the appropriate action to be taken
- B. Should an Officer be the accused, said Officer will recuse himself or herself from the investigation, deliberation and voting process.
- C. Should the Board's panel review find no validity to the accuser's claim, both parties involved will be notified in writing of the Board's findings and the matter will be considered closed.
- D. Should the Board's panel review find validity to the accuser's claim:
- Both parties involved will be notified in writing of the Board's findings
 - The decision will be brought before the Club Membership at a regularly scheduled business meeting
 - Written notification to the involved parties must be provided at least one (1) week (i.e., seven (7) days) prior to bringing the matter before Club Membership
 - The Board shall declare, to Club Membership:
 - The findings of misconduct and
 - The recommended disciplinary action
 - The decision will be discussed by Membership consistent with normal Rules of Order discussion
 - Subsequent to such discussion, Club Membership will vote, by secret ballot, on the recommendation
- E. A quorum is required.
- F. A two-thirds (i.e. 2/3) majority vote of the Members present at the business meeting is required for any action.
- G. Actions may include, but are not limited to, the following:
- Censure
 - Suspension of Club membership
 - Revocation of Club membership
- H. Where / When a Member's membership has been revoked, a request for reinstatement may be requested after one (1) year (i.e. twelve (12) consecutive months following the date of such action). Such request will be considered as follows:
- The request must be directed to the Board in writing
 - The Board:
 - Must interview the individual
 - Deliberate the findings
 - Vote in a timely manner on the appropriate action
 - If the Board is to take the request to Membership:
 - The Board will bring the request before Club Membership at the next regularly scheduled business meeting

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- The request will be discussed by Membership consistent with normal Rules of Order discussion
- Subsequent to such discussion, Club Membership will vote, by secret ballot, on the recommendation
- A quorum is required.
- Reinstatement of Club Membership requires a two-thirds majority vote of the Members present at the business meeting.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. General Membership Meetings

General Membership meetings are to occur monthly unless properly cancelled by the Board or by a majority vote of Club Membership.

General Membership meetings should only be cancelled due to unavoidable circumstances or extreme / emergency situations.

The February Membership business meeting shall be deemed the Club's annual meeting. The purpose of this annual meeting is to bring before Membership detailed annual reports from all out-going Committees.

Section 2. Special Membership Meetings

A Special Membership meeting may be scheduled at any time by the President or the Board. In the manner approved by the Board (e.g. email or text), Club Membership shall be given appropriate notification:

- Of the meeting's purpose,
- Time and
- Location
- Not less than five (5) days (i.e., 120 hours) prior to the meeting

Any request by a Member for a Special Membership meeting must be initiated through the Board and presented at the next regularly scheduled Board of Directors meeting.

ARTICLE VII – COMMITTEES AND DUTIES

Section 1. Ways and Means Committee

This Committee:

- Plans and conducts activities that raise funds for the Club's charity and/or special Club needs
- Is responsible for any raffles and the sale of Club items
- Coordinates with the Board concerning Club goals and needs
- Keeps Newsletter Editor informed of upcoming events and results of fundraisers
- Assists in promoting and enlisting sponsors for any event or activity sponsored by the Club

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Section 2. Membership Committee

This Committee shall:

- Maintain a current record of Members in good standing
- Arrange for Membership Applications to be available at all Club functions and events
- As / When a new Member is added, provide the Sunshine Committee with an updated Membership Roster
- Provide a current and periodically updated Membership Roster to the Secretary
- Provide a current Membership Roster for any Club event that requires a check-off of Members and/or collection of money from Members
- Manage a program to encourage new membership and membership renewals

Section 3. Social Committee

This Committee plans, prepares and promotes all Club social events.

Section 4. Sunshine Committee

This Committee:

- Sends remembrance cards to Club Members and immediate family when notified of misfortune or misfortunate happenings (e.g. illness; surgery; incapacities; etc.) with cheerful tidings
- Sends birthday cards to Club Members
- Advises the Treasurer of the passing of Club Members and immediate family
- Develops / Designs the Club's plan for memorial gifts
 - Must present to Board for approval
 - Board must present to Membership for final approval
 - Applied to current Members in good standing
 - Consideration for non-Members shall be handled on a case-by-case basis (with consideration given for the individual's previous support for / of the Club)

Section 5. Ad Hoc Committee(s)

As the need arises for special events or actions, the President shall appoint a Chairperson of the Committee. Upon completion of the duties, project or activity, the President shall terminate the appointment and Committee.

ARTICLE VIII – QUORUM

Section 1. Quorum

A quorum is considered met when 10% of the total current membership is present at the meeting.

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ARTICLE IX – FINANCES

Section 1. Funds

All monies received from membership fees, donations, collections, competitive fees, game fees, stock, sale or supplies and equipment or any other Club-related activity shall be considered Club funds.

All funds received for any purpose shall be properly documented and delivered to the Treasurer not later than ten (10) days after receipt.

Section 2. Disbursements

All disbursements are to be made by the Treasurer for proven and properly documented (e.g. billing statements; itemized receipts; invoices; etc.) debts.

All supporting documentation (e.g. original receipt) for any expenditure on behalf of the Club shall be properly documented and delivered to the Treasurer not later than ten (10) days after the applicable expenditure.

Debts must be paid by check upon submission of valid source documentation and/or original receipts.

Checks may be signed by either the Treasurer or the President.

- Only one (1) signature is required
- Each signature must be appropriately recorded with the Club's banking institution

Section 3. Financial Accountability

The Board shall ensure that an internal financial review of the Treasurer's records is completed annually by the President or the President's designee.

Prior to a new Treasurer assuming office, the Board will identify an independent party for review of the current Treasurer's records. The results of the independent review will be:

- Presented by the independent reviewer to the Board in writing
- Presented to Membership by the Board at the Membership meeting following receipt of the independent review report

ARTICLE X – AFFILIATIONS

Section 1. Affiliations

The Club shall be a member in good standing with the Association of Carolina Shag Clubs (ACSC) (or the successor organization).

The Club shall participate in the Area Coalition as long as such group shall help the Club fulfill the Club's stated purpose.

Affiliation with other groups of like purpose shall be determined by Club Membership.

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ARTICLE XI – AMENDMENT(S) of BY-LAWS

Section 1. Amendment(s)

The Club By-Laws may be amended at a regular Membership business meeting.

Amendment(s) to Club By-Laws require:

- If proposed by a Member / Membership:
 - i. Proposed amendments are submitted in writing to the Board
 - ii. Proposed amendments are presented to Membership at least thirty (30) days prior to voting
- If proposed by the Board, proposed amendments are presented to Membership at least thirty (30) days prior to voting

Section 2. Approval of By-Laws

Requires appropriate presentation consistent with Article XI Section 1.

Membership approval requires:

- A quorum
- A two-thirds (i.e. 2/3) majority vote of members present

Section 3. Effective Date of By-Laws

Club By-Laws shall become effective and binding:

- When duly accepted by Membership consistent with Article XI Section 2 and
- Signed by the Board of Directors
- Unless another date is specified in the motion to approve the By-Laws

ARTICLE XII – EXTRAORDINARY / EMERGENCY ACTIONS

Section 1. Extraordinary / Emergency Actions

Extraordinary / Emergency Actions shall apply during any emergency in which the conduct of Club business resulting from a catastrophic event prevents the normal functioning of the Club, notwithstanding any different provision in the preceding articles of the By-Laws. At the onset of any deemed emergency, and to the extent possible, a majority of the Board shall convene and agree to enact Emergency Actions. Subsequent to the Board meeting, the President shall notify Membership via email or text or other means considered most effective of the enactment of Emergency operations and, as best possible, define the intended actions. Should such EXTRAORDINARY / EMERGENCY Action require a Membership vote and the emergency action prevents the scheduling of a Special Membership Meeting, the Board is authorized to request member vote via an electronic response (e.g. email). To the extent possible, the preceding articles shall remain in effect during such an emergency.

Upon conclusion or termination of the deemed emergency, the President will notify Membership that Emergency Actions shall cease.

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ARTICLE XIII – LIABILITY

Section 1. Liability

The private property and assets of the Board of Directors, Committee Chairpersons, Committee members and/or agents of the Club shall:

- Forever be exempt from liability for the Club's debts, obligations and lawsuit
- Be entitled to indemnification as provided by N.C.G.S. 55 A-8-50, et seq

ARTICLE XIV – NET EARNINGS

Section 1. Net Earnings

No part of the net earnings of the Club shall inure to the benefit of the Club's Members, Board of Directors or other person(s) / agents of the Club except that the Club shall be authorized and empowered to reimburse reasonable compensation for services rendered (when appropriately approved by the Board and/or Membership) and to make payments and/or distributions in the furtherance of the exempt purposes of the Club.

ARTICLE XV – DISSOLUTION

Section 1. Dissolution

Should the dissolution of the Club ever become an issue, the following procedures shall be followed:

- A. The Board shall bring a motion for dissolution before the Membership in a business session.
- B. Notification of such meeting shall be given to all members at least two (2) weeks (i.e., fourteen (14) days) prior to such meeting
- C. Upon dissolution, all Club property and assets shall be donated to another nonprofit organization
- D. The selection of the other nonprofit organization shall be part of the motion to dissolve
- E. The vote to dissolve the Club requires:
 - A quorum
 - A seventy-five percent (75%) majority vote of the membership present and voting