

BYLAWS of the GOLDEN ISLES SHAG CLUB

ARTICLE I: PREAMBLE

Section 1. The name of this club is the Golden Isles Shag Club, Inc. (GISC), incorporated under the laws of the state of Georgia.

Section 2. Principal Office is at P.O. Box 24235, St. Simons Island, GA 31522.

ARTICLE II: OBJECTIVE

This is a nonprofit organization whose objective is to promote and preserve the heritage of beach music and shag dancing, educate and teach others the art of shag dancing, share the enjoyment of the dance with others in an environment conducive to the dance and the music, and provide its members and guests with dance opportunities.

ARTICLE III: ORGANIZATIONAL POLICY

GISC is declared to be a private non-profit organization operated and governed solely by our members and free from any religious, ethnic, political, or commercial influence. It shall not have any power to issue stock or declare dividends and no portion of its net earnings shall be issued for the benefit of any individual, Officer, Director, Board member or member of the Club. In the event of the dissolution of the Club, the balance, if any, of all monies received by the Club, after payments of all debts and obligations, shall be disbursed to a local charity determined by the Board.

ARTICLE IV: MEMBERSHIP

Section 1. Initial membership in the GISC shall be determined by the Board of Directors.

Section 2. All prospective members must be at least 21 years of age. Membership is open to all persons regardless of race, creed, or gender, who are interested in the work and purposes for which this club was established. An application for membership shall be submitted to the Membership Chair for presentation at a Board meeting. Six or more affirmative votes are required for membership approval. Once approved, applicable dues must be received by the Treasurer before membership is effective.

Section 3. Members are encouraged to participate on committees or in activities approved by Officers or Committee chairpersons. Members will uphold, adhere to, and support the Bylaws of the GISC, a copy of which is to be given to members at the time of joining. GISC members shall always conduct themselves in a manner that reflects favorably on GISC, and they shall treat fellow members and their guests with respect and courtesy.

Section 4. Unacceptable conduct, as determined by the Board, may result in termination of membership.

Membership in the GISC can be terminated by two-thirds (2/3) vote of the Board at a regular Board Meeting or a specially called Board meeting, provided that a quorum exists and the member whose membership is being terminated has been provided written notification at least one week prior. The decision of the Board is final.

Section 5. Reinstatement of Membership: Any member who has been expelled from membership may apply in writing for reinstatement after one (1) year from the date of expulsion. The application shall be acted upon at the next Board meeting and shall require an affirmative vote of two-thirds (2/3) of the board members present at that meeting.

Section 6. Annual Club dues shall be set by the Board. Annual dues may be paid between January 1 and February 28 or a date designated by the Board. Members whose dues have not been received by the Treasurer by the designated date shall be assessed a \$10 late fee. Any member of the Club who fails to renew his or her membership by June 30, as provided above, shall be automatically terminated.

Section 7. 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 Membership Chair, a completed application for membership together with payment of the annual membership dues.

Section 8. The membership roster will be made available to the current Officers and Directors in order to perform their committee functions and shall be made available to the GISC membership at large, provided written permission is granted to do so by the individual members.

Section 9. Members in good standing with a minimum of five consecutive years in the club will receive complimentary club membership after the age of 80.

Section 10. Honorary Lifetime membership in GISC may be granted to any individual who has made an outstanding contribution to GISC and to the promotion and preservation of the shag dance. Honorary lifetime membership shall include all privileges of GISC for life without payment of annual dues. This honorary membership will require approval by two thirds (2/3) majority vote of the Board.

Section 11. Voting Rights. Each member of the club 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.

ARTICLE V: ORGANIZATIONAL STRUCTURE

Section 1. The Officers of the GISC shall be the President, Vice President, Secretary, and Treasurer. No Officer shall be eligible to serve more than two consecutive terms in the same office unless approved by the Board.

Section 2. The parliamentary authority for the GISC shall be Robert's Rules of Order.

Section 3. Duties of the Officers: 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.

A. The President shall:

1. Prepare for Board Meetings by establishing and distributing an agenda in advance of the meeting, and reviewing the minutes from the previous board meeting and current financials.
2. Schedule and open all meetings at the prescribed time and place. Zoom video conferencing may be used for meetings in lieu of physical attendance at meetings when necessary or desired.
3. Conduct all business using proper parliamentary procedure.
4. Authenticate, by signature when necessary, all acts, orders, contracts, and expenditures by the GISC.
5. At all times support the GISC and the desires of its members.
6. Appoint the Nominating Committee for the annual election of Officers and Board Members by September 1 or a date designated by the Board.
7. Serve as ex-officio member of all committees except the Nominating Committee.
8. Appoint any special committee deemed necessary.
9. Appoint a club parliamentarian.
10. Represent GISC at required workshops/meetings of the Association of Carolina Shag Clubs (ACSC) or assign a delegate, which must be an Officer or Board Member of GISC, to attend the required meetings.
11. Maintain ACSC "White Book", an ACSC reference book for Club Presidents.
12. Use corporate seal to validate important documents, e.g. corporate forms, Bylaws or other legal documents.
13. Ensure Club records are stored in a safe place that allows for access as needed.

B. The Vice President shall:

1. Assume the duties of the President in his/her absence.
2. Complete the unexpired term of the President should he/she resign or be removed from office.
3. Encourage, initiate and implement new ideas to promote the objective of GISC.
4. Assist in the formation of all committees except the Nominating Committee.
5. Serve as the Chair of the Sand Gnat Shag-A-Ganza committee.

C. The Secretary shall:

1. Record the minutes of all GISC meetings.
2. Read the minutes of the previous meetings.
3. Prepare all GISC correspondence as directed.
4. Maintain a file of GISC correspondence.
5. Maintain a list of GISC Officers, Committee Chairs, and Committee Members.
6. Call meetings to order in the absence of the President and Vice President until a pro-temp can be elected. The election shall take place immediately.
7. Maintain club records, correspondence and the club's Bylaws and Articles of Incorporation.

D. The Treasurer shall:

1. Establish and maintain a bank account in the name of GISC, updating signature cards and Deposit Account Resolution & Agreement when required and as officers' change.
2. Receive and deposit all GISC funds by utilizing a three step process in QuickBooks: entering invoices, receiving payments and making deposits.
3. Maintain bookkeeping records of all funds, making copies of checks received and verifying with event chairs by their signature the totals collected.
4. Receive and reconcile bank statements on a monthly basis and maintain the reconciliations for an annual audit.
5. Disburse all funds as the Board directs, including such things as the GISC Post Office Box and Constant Contact.
6. Prepare and present monthly financial reports and monthly check register reports to the Board.
7. Provide financial statements at the Annual Business Meeting.
8. Prepare and present an annual budget proposal at the January Board Meeting.
9. File Annual Income Tax Reports with the IRS as required by law.
10. Retain IRS Letter of Determination, bank account statements and Annual Income Tax returns.
11. Prepare with the assistance of the President, the National Fast Dance Association annual membership & Licensing Renewal for ASCAP, BMI, & SESAC, mailing each form with the check to the association.
12. Renew the Annual Secretary of State Corporation registration online between January 1 and April 1 each year and update the Corporate Agent and names and addresses of the current officers.
13. Arrange for an annual audit of the Club's financials.

E. Removal. An officer may be removed by the Board of Directors whenever in the Board's judgment the best interests of the club will be served. The Board shall elect a member to fill the remaining term of the removed officer, except where the President is removed, the Vice President shall become President, and the Board shall elect a new Vice President.

Section 4. Elections

- A. By September 1st of each year or a date designated by the Board, the President shall appoint a Nominating Committee composed of five (5) members no more than two (2) of whom shall be members of the Board.
- B. The Nominating Committee shall meet as necessary and shall prepare a list nominating one member for each of the four (4) offices of the club and for other board vacancies. All members shall then be notified of the Board's nominations. All nominees for the board or an Officer must be a member in good standing at the time of their nomination.
- C. Officers and Board Members shall be nominated by the Nominating committee by October 31 and presented to the Board before being presented to the GISC membership at the Annual Business meeting called for the purpose of election of Officers and Board Members. Nominations from the floor shall be taken at the Annual

Business Meeting, with the election using the ballot presented by the Nominating Committee during that same meeting. A majority vote is required for election. Terms of the new Officers and Board Members begin January 1st. Officers will be elected for a term of one year. Board Members will be for a term of two years provided that the Board shall establish Board Member terms to provide staggered terms.

Qualifications for nomination:

- A. All nominees for Board Member or Officer, whether proposed by the nominating committee or whether nominated from the floor, must have been a GISC Club member for a minimum of one year prior to the year in which they will serve as an Officer or Board Member, if elected.
- B. The nominees for President and Vice President must have served on the GISC Board, in any capacity, for at least one 1-year term in any year prior to the time they will take office, if elected.
- C. Husbands and wives may not serve as Officers or Board members at the same time.
- D. No member shall hold more than one office.
- E. If after the Nominating committee has presented its slate of Officers/Board Members and there are no nominations from the floor, the nominations may be accepted by acclamation-of the members present.

Section 5. The President shall, with the approval of three-fourths ($\frac{3}{4}$) of the Board, appoint a new Board Member to replace any Board Member who resigns or misses three Board Meetings during a calendar year, unless absences are approved by the Board.

Section 6. The GISC business year shall extend from December 1st to November 30th.

ARTICLE VI: MEETINGS

Section 1. A Business Meeting shall be called in November and shall be known as the Annual Meeting. The Annual Meeting is to be open to all business that comes before it but the primary purpose of the meeting will be the election of new Board members and officers for the coming year. A quorum required to conduct business is 20 members.

Section 2. Board Meetings shall be held at a frequency established by the Board but no less than quarterly at a location determined by the Board. A quorum for the Board is six members. Meeting notices will be given at least one week in advance.

Section 3. General Business meetings of the club shall be held on a day, time and place to be determined by the Board. A quorum required to conduct business is 20 members.

Section 4. Special meetings of the Board may be called by the President, Vice President, a majority of the Board or by written request to the President signed by at least ten GISC members. Seven days' notice must be given for special meetings except in cases of emergency as determined by a majority of the Board.

Section 5. The president shall designate a public place where club-related information may be shared by the GISC membership.

Section 6. Any member of other ACSC clubs may attend any GISC functions.

Section 7. Members must be present and in good standing in order to vote. Proxies and mail-in votes shall not be accepted.

ARTICLE VII: BOARD of DIRECTORS

Section 1. The Board of Directors shall consist of the GISC officers and seven members elected from the general membership.

Section 2. The Board shall supervise the affairs of the GISC subject to GISC Bylaws.

Section 3. The Board shall have the authority to expend funds to support or attend any meeting or workshop deemed necessary within the following guidelines:

- A. The Board shall elect a representative to attend the required ACSC meetings and workshops in the event the President cannot attend and has not appointed a GISC Board member to represent the club.
- B. Reimbursement of expenses shall be limited to cost of registration, lodging costs, not to exceed two (2) nights, based on host club recommended lodging and mileage based on IRS guidelines. To receive reimbursement, representatives will complete an expense report complete with receipts.
- C. The Board shall have the authority to select the meetings the GISC supports and by majority vote, can modify travel expenses as necessary.
- D. The Board will be the controlling authority for all entertainment activities.

ARTICLE VIII: STANDING COMMITTEES

All standing committees shall have a chairperson selected from the Board members and additional club members as needed.

Section 1. Membership Committee is responsible for maintaining a record of all paid members and providing a report of all members at Board Meetings, furnishing members with renewal applications, processing new applications, door greeting assignments, maintaining birthday lists, email addresses and telephone contact information. The Committee is also responsible for holding an annual membership re-up party in February to promote renewals and new memberships.

Section 2. Dance Instruction Committee is responsible for teaching basic shag, coordinating instructors for workshops and line dance instruction, training instructors, setting time and place of instruction, advertising for classes and arranging the venue.

Section 3. Entertainment Committee is responsible for planning all GISC entertainment including the Annual Re-Up Party, Christmas Party, other parties, social and special events, excluding the annual Sand Gnat Shag-A-Ganza weekend, within the constraints of the entertainment budget. However, the Board will be the controlling authority for all club events. Other responsibilities include assigning duties, providing general coordination of all entertainment functions and promoting club events.

Section 4. Sand Gnat Shag-A-Ganza Committee is responsible for, and will have full autonomy in planning, all arrangements for the GISC's largest annual event. The GISC Vice President shall serve as Chair of the committee. A co-chair will be approved by the Board. The Chairpersons will select an additional Co-Chair to serve on the Sand Gnat-Shag-A-Ganza committee. The Chairpersons will submit a working budget to the Board for approval and shall provide updates to the Board as appropriate.

Section 5. Communications Committee is responsible for compiling and disseminating information about GISC and its activities through email and GISC's website and Facebook pages.

Section 6. Charity Committee is responsible for the collection and distribution of charity funds, and deciding, with input from the Board, which charities to support each year.

ARTICLE IX: CLUB FUNDS

Section 1. Club funds consist of all assets including all monies, dues, donations, committee funds and equipment.

Section 2. Disbursal of GISC funds is to be made only by the GISC Treasurer or other authorized check signer for those expenses authorized by these Bylaws or by the Board.

Section 3. GISC books shall be audited annually in December by an individual who is not a member of the Board. Selection of club auditor must be approved by GISC Board prior to an audit.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Each Director and Officer of the club now or hereafter serving as such, shall be indemnified by the club 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 club 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.

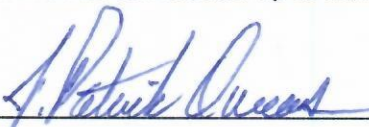
Section 2. Limitation. The amount paid to any Officer or Director of the club by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than five (5) persons appointed by the Board of Directors, said persons to be members of but not Officers or Directors of the club. 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 club may otherwise be entitled by law.

ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws may be amended by a vote of two-thirds (2/3) of the members present at a Business Meeting called by the President. Proposed Bylaws amendments may be submitted in writing at any time. The submitted amendments will be addressed by a Bylaws Committee appointed by the Board and circulated to the membership for consideration at the called Business Meeting. Recommendations for amendments are to be distributed to members along with the meeting notice.

Certified as correct and up to date this 17 day of NOVEMBER, 20 22



President



Bylaws Committee Chairperson



Secretary

(Approved by GISC membership: November 17, 2022)