



Richmond Shag Club

By-Laws

(September 2007)

ARTICLE ONE **PREAMBLE**

Section 1. Name

The name of this corporation is the Richmond Shag Club, Inc.

Section 2. Location

The principal office of the corporation shall be located at 9848 Midlothian Turnpike, Richmond, Virginia. The corporation may have such other offices, within or without the Commonwealth of Virginia as the governing body of the corporation may determine from time to time.

Section 3. Purpose

The business and purpose of the corporation shall be to promote shag dance, Carolina style, and associated music and line dances in the Mid-Atlantic region of the United States and to provide for its members opportunities to associate with others who enjoy dancing.

Section 4. Governing Body

The corporation shall be governed by a Board of Directors, hereinafter referred to as the Board, as further defined in the by-laws.

ARTICLE TWO **MEMBERS**

Section 1. Classes of Members

There shall be two classes of membership, i.e., a dues-paying "regular" member and dues exempt "honorary" lifetime member. Said honorary life-time membership may be granted by the Board of Directors in consideration of the significant contributions to the Club made by a member of the Richmond Shag Club.

Section 2. Membership

Annual membership dues shall be paid upon joining the corporation and every twelfth month, thereafter. All regular memberships shall be annual in duration and shall expire on the last day of the month in which the member originally joined. All honorary memberships shall remain in effect for the remaining lifetime of the person so recognized.

Section 3. Voting Rights

Each member in good standing, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Renewal of Membership

Regular members in good standing can re-apply for membership by filing with the Secretary of the corporation on their anniversary date of joining the Club. Upon the timely receipt of such re-application along with the payment of the annual membership dues, the person who was previously a member shall automatically remain a member. Honorary lifetime members are asked to notify the Secretary of the corporation of any changes of address in order to remain in good standing.

Section 5. Annual Dues: Payment and Automatic Loss of Membership

The Board shall determine from time to time the amount of annual dues that each member shall pay annually to the corporation. Any member who is delinquent for more than thirty (30) days in payment of their dues shall be automatically dropped from membership.

Section 6. Grounds for Disciplinary Action Against Members

A member may be censured, suspended or expelled from membership in the corporation for good cause. Good cause shall include, but is not limited to, the following: assaultive behavior against others at corporation dances, functions or meetings; disorderly conduct tending to promote a breach of the peace;

open and notorious illegal or grossly immoral public conduct; and such other personal conduct that is adverse to the best interests and purposes of the corporation.

Section 7. 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 for reinstatement 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.

ARTICLE THREE
MEETING OF THE MEMBERS

Section 1. Meeting and Other Periodic Meetings

The members shall meet quarterly in open meetings to transact such business as may come before the membership at such dates as shall be established by the Board of Directors.

Section 2. Special Meetings

The president, the board of directors, or not less than ten percent of the members may call special meetings of the members in good standing.

Section 3. Notice of Meetings

Proper notice shall be deemed to have been given for any regular quarterly meeting when the date of the meeting either has been published in the newsletter mailed to all members, providing such Newsletter shall have been placed in the mail to all members at least ten days prior to the date of such meeting, or a message by electronic transmission or device has been broadcast to a majority of the membership within 10 days of the proposed meeting date. In case a special meeting is called, or when required by statute or by these by-laws, the notice for the meeting shall state the purpose or purposes for which the meeting is called and such notice shall be delivered to the members either personally (by electronic transmission or device) or by mail, to each member entitled to vote at such special meetings. If mailed, the notice of a meeting shall be deemed to have been delivered when deposited in the United States mail not less than ten days prior to the date of the meeting, and addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Quorum

The President or other presiding officer shall open all membership meetings with a determination of the presence of a quorum of the membership as provided herein. Members in attendance totaling five percent of the current membership shall constitute a quorum for any meeting of the members. For purposes of determining a quorum number, only the active paid-up regular and honorary lifetime members of the corporation shall be counted. If a quorum of members is not present, the President or presiding officer shall declare the meeting cancelled.

Section 5. Motions Tabled

Any motion brought before the meeting of the membership may be tabled until the next membership meeting as governed by Robert's Rules of Order.

Section 6. Proxies

If the members have been previously notified of the issue(s) to be decided at an up coming meeting, members who are unable to be present at the meeting may vote by proxy properly executed in writing by the member or by his duly authorized attorney in fact. Such proxies shall be valid only for the meeting and the issue(s) for which they have been prepared and shall in no event be valid for more than three months.

ARTICLE FOUR
OFFICERS AND MANAGEMENT

Section 1. General Powers

Its Board of Directors shall manage the affairs of the corporation.

Section 2. Numbers, Tenure and Qualifications

The number of directors shall be nine, of whom five will be elected as directors at large and four will be elected as directors and also to the offices of President, Vice President, Secretary, and Treasurer. Directors and directors/officers shall be elected annually by written ballot, and the term of office of each director shall

be one year. They shall, however, continue to serve past the end of their one-year term if no successor shall have been elected. Board members and officers may be nominated for re-election and succeed themselves.

Section 3. Regular Meetings

The Board shall meet at least eight (8) times per year, and shall not miss two (2) consecutive months in a calendar year.

Section 4. Special Meetings

The Board may hold special meetings at the call or request of the president, and must hold a special meeting if four directors so request.

Section 5. Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a standing officer of the Club at a special meeting, the Directors in attendance shall elect a Director to preside over the special meeting and ensure that a written record is made of the corporation's business conducted at said meeting. Said written meeting record shall be turned over to the Secretary of the corporation.

Section 6. Board Action

The act of the majority of the directors present at a meeting at which a quorum is present shall constitute an action of the Board, unless the act of a greater number is required by law or by these by-laws. In the event of a special meeting at which only a simple majority of the Board of Directors is present, the unanimous consent of those directors attending the meeting shall be required to constitute an act of the Board.

Section 7. Procedure of Election of Members of the Board and Officers

The election of the members of the Board and its officers shall be by the general membership in the following manner.

A. By October 15 of each year, the President shall appoint a Nominating and Elections Committee composed of three to five (3-5) members with no more than one (1) who is a member of the Board. The President shall then announce the members of the Nominations and Elections Committee and encourage club members who are interested in serving on the Board to contact a Committee member.

B. The Nominating and Elections Committee shall seek out a minimum of one candidate for each Board Officer position and a minimum of five candidates for the five Director positions. Such list shall constitute the committee's report and the names therein contained shall be forwarded to the Board as nominations for the respective positions.

C. At a quarterly meeting of the members to be held between October 25 and November 15, the Nominating and Elections Committee will present its report to the members. Any member may, at the same meeting, place the name of additional members in nomination for any office or directorship, but before doing so such member nominating another must obtain the written consent of the person so nominated.

D. All nominees for Director or Officer, whether proposed by the Nominating and Elections Committee or whether nominated from the floor, must have been a member for six months prior to the year in which they will serve as an Officer or Director if elected. The nominees for President and Vice President must have served on the Board for at least one term prior to the time they will take office.

E. If after the Nominating and Elections Committee has presented its report and nominations have been accepted from the floor, and there is not more than one candidate per position, the nominations may be accepted by majority vote of acclamation.

F. After the meeting at which additional nominations have been made, the Secretary will prepare a suitable mail ballot that contains the names of all the persons nominated by the Nominating and Elections Committee and by the membership at large, the positions for which said nominees are being nominated, and also containing detailed instructions on how votes may be cast. Said ballot shall be mailed to all members at the address that appears in the corporation record by no later than November 20 of each year.

G. The ballots of the members, in order to be validly cast, must be received by the secretary no later than December 5, and the secretary will transmit the ballots within three days to the Nominating and Elections Committee which shall be charged with counting the ballots. Ballots may be returned by mail or deposited in the ballot box on club night. The nominee who receives the highest number of votes for each office shall have been elected to that office; the nominees for the five at large positions on the Board who receive the greatest number of votes shall have been elected. In case of a tie, the Board shall decide by ballot vote.

Section 9. Vacancies

Any vacancy occurring during the year in the Board shall be filled by the Board, except that in the event a vacancy occurs in the presidency, the vice president shall automatically become president and the Board shall appoint a new vice president. An officer and/or director appointed from the existing qualified members to fill a vacancy shall Serve for the unexpired term of the person the appointee replaces.

Section 10. Compensation

Directors shall not receive any salaries or compensation for their services as members of the Board.

ARTICLE FIVE
FUNCTIONS AND RESPONSIBILITIES
OF THE OFFICERS/ BOARD MEMBERS

Section 1. Officers

The officers of the corporation shall be president, one vice president, a secretary, treasurer, and also such other officers as may be elected by the Board in accordance with this Section. The Board may elect other officers, such as one more assistant secretaries, and one or more assistant treasurers, a parliamentarian, and other officers as the Board may deem to be advantageous for the corporation. Upon election of such additional officers, the Board shall also define by resolution their functions, duties, and responsibilities. Such additional officers as may have been elected by the Board shall not, however, become Board members unless they have already been elected for the current year as director at large by the membership. The additional officers shall serve at the pleasure of the Board.

Section 2. Duties and Responsibilities of Officers

The several officers of the corporation shall have such powers and shall perform such duties as are further contained in these by-laws, or as may from time to time be specified in resolutions or other directives of the Board. Each officer shall have the duty to transmit all records, documents, and papers accumulated in the course of the *officer* and pertaining thereto, to whomever is elected or appointed as successor in the same office.

Section 3. Duties of the President

The President shall be the chief executive officer of the corporation and shall preside at all meetings of the members and of the Board. The President shall also have supervision of the affairs of the corporation, sign deeds, leases, or conveyances executed by the corporation, and shall also perform such duties as custom, parliamentary usage, or the Board may require. The President shall be ex officio member of all Standing Committees except for Nominations and Elections Committee or may delegate the duty to the Vice President.

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 absence or disability for any cause whatsoever. The Vice President shall also assist the President in the performance of the duties of that office in such areas as the Board may determine from time to time.

Section 5. Duties of the Secretary

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, to keep a record and minutes of the proceedings of the Board and of the meetings of the members, and to safely and systematically keep all books, papers, records incidental to the duties of other officers. The Secretary will coordinate with the Membership Committee and maintain correspondence with the ACSC.

Section 6. Duties of the Treasurer

The principal duties of the Treasurer shall be to keep an accurate and detailed account of all monies, credits and property of any and every nature of the corporation which shall come into the Treasurer's hands, and to keep an accurate and detailed account of all monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office, as shall be required by the Board. The Treasurer shall also make such accurate and detailed accounts available at mutually agreeable time to such persons as shall be from time to time directed by the Board to verify and supervise such accounts.

ARTICLE SIX **COMMITTEES**

Section 1. Standing Committees

In addition to the Board and the Officers, and the Nominating and Elections Committee as defined earlier in these by-laws, the corporation shall have such other Standing Committee as the Board may direct. The President shall appoint a Board member to be the chairperson of each committee. Such chairperson may appoint such other members to serve on the committee, as the chairperson deems appropriate.

All committees shall perform, but not limit themselves to the duties of the committee as detailed below or elsewhere in the by-laws, or as designated by the President and/or Board.

A. Dance Committee

1. Provide free shag lessons to members on a regular program.
2. Provide line dance classes.
3. Set up advanced classes as needed.
4. Solicit couples for dance team to represent RSC.
5. Solicit couples to provide demonstrations.

B. Membership Committee

1. Work with the Host/Hostess committee in welcoming and introducing new members.
2. Make sure that members receive a membership packet that contains a membership card and current newsletter. A copy of the by-laws and ACSC roster should also be made available.
3. Plan and promote a membership drive each year.

C. Communications Committee

1. Prepare, have printed and mailed a periodic newsletter.
2. Ensure that the newsletter contains at least:
 - a. Calendar of events
 - b. Highlights of club meetings/events
 - c. New member list
 - d. All other items of interest to members
3. Make arrangements to contact by telephone, E-mail, etc, as many members as possible to advise them of special meetings, events, etc.
4. Support such other communication projects and activities as the Board may, from time to time, deem appropriate.

D. Host/Hostess Committee

1. Assist new and prospective members by staffing the registration desk on club night and at club functions.
2. Ensure that guests are made "welcome."
3. Take responsibility for any "hospitality" functions on behalf of RSC.
4. Work with Membership Committee.

E. Social Committee

1. Organize periodic social functions.
2. Provide monthly members' birthday recognition.

F. Ways and Means Committee

1. Identify, coordinate and implement fund raising activities approved by the Board to support the corporation and its designated charity.

Section 2. Special Committees

The President may appoint such other ad hoc committees, from time to time, as may be necessary, and define the composition and purposes of such special committees. Each committee shall be responsible for procuring, possessing, maintaining, and accounting for any and all Club property that pertains to the function of that committee.

A. Annual Party Committee

1. Schedule annual party on dates designated by Board.
2. Make arrangements for location, food, free pours, music, dance floor, instructors, and entertainment.
3. Coordinate decorations, program, etc. in accordance with selected theme.
4. Develop marketing materials (flyers, newsletter articles, mailings, etc.).
5. Work with Ways and Means Committee on 50/50 and any sale items.

B. Annual Golf Tournament

1. Locate and contract golf course and dinner location.
2. Make arrangements for tournament schedule, signage, food and beverages, etc.
3. Solicit corporation sponsors and donations.
4. Develop marketing materials (flyers, newsletter articles, mailings, etc.)
5. Work with Ways and Means Committee on 50/50 and any sale items.

C. Annual Audit Committee

1. Make arrangements to have the financial records audited.
2. Report audit results back to the board.

ARTICLE SEVEN **FUNDS. EXPENDITURES CONTRACTS** **AND CORPORATE MANAGEMENT**

Section 1. Income

Funds for the purposes of the corporation shall be raised by annual dues as fixed by the Board, assessments, voluntary contributions and gifts, and such income as may come to the corporation through the collective efforts of its members. No financial obligations of the corporation may be incurred by anyone or any group of members, except upon the prior authorization of or allocation of funds by the Board.

Section 2. Contract

The Board may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 3. Disbursements

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President, the Vice President, or the Secretary of the corporation. Disbursements of funds may be made only to further the purpose or facilitate the aims of the corporation.

Section 4. Deposits

All funds of the corporation shall be deposited promptly upon their receipt to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts

The Board may accept or decline to accept on behalf of the corporation gifts bequests or devises made to the corporation. Such gifts shall be used only for corporation purposes.

Section 6. Verification of Books

The Treasurer shall make available to the Board at all times all books and financial records of the corporation for such periodic verification as the Board may decide. The financial records shall be audited at the end of each fiscal year.

Section 7. Fiscal Year

The fiscal year of the corporation shall be the calendar year beginning on January 1 of each year and ending at midnight on December 31.

ARTICLE EIGHT
MISCELLANEOUS PROVISIONS

Section 1. Membership Cards

The Board shall provide for the issuance of cards evidencing membership in the corporation in such form as may be determined by the Board. The name, address, and phone number of each member and the date of membership expiration shall be entered on the records of the corporation. If any membership card is lost, mutilated or destroyed, a replacement card may be issued on such terms and conditions as the Board may determine.

Section 2. Issuance of Cards

When a membership candidate has submitted a completed membership application and has paid such dues as may be required, a membership card shall be issued in his/her name and be delivered to the member by the Membership Committee or designee.

Section 3. Access to Records

The Secretary of the corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, committees having and exercising any authority of the Board, and shall keep a record giving the names, addresses, and phone numbers of the members entitled to vote. All official records of the corporation may be inspected by any member, or his authorized agent or attorney in fact, for any proper purpose and at reasonable times.

Section 4. Rules of Order

"Roberts Rule of Order" shall determine parliamentary procedure and practice in all cases to which they apply except where inconsistent with these by-laws or the laws of the Commonwealth of Virginia.

ARTICLE NINE
AMENDMENTS

Section 1. Amendment Procedure

Any part of these by-laws may be altered, amended, or repealed and new By-Laws or by-law provisions may be adopted, by two thirds of the members present at any regular Membership meeting. Notice of an intent to alter, amend, or repeal and copies of each proposed amendment shall have been mailed to all voting members at least fifteen days prior to the meeting.