



## **Richmond Shag Club By-Laws**

### **ARTICLE ONE PREAMBLE**

#### **Section 1. Name**

The name of this Corporation is the Richmond Shag Club, Inc. (or the "RSC")

#### **Section 2. Location**

The principal office address of the Corporation shall be located at P.O. Box 35771, Richmond, Virginia, 23235. 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 the Carolina Shag dance, 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 Carolina Shag 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.

#### **Section 5. Organization Type and Tax Status**

The RSC is designated by the Internal Revenue Service as a tax-exempt social club pursuant to IRC §501(c)(7).

### **ARTICLE TWO MEMBERS**

#### **Section 1. Classes of Members**

There shall be two classes of membership, i.e., dues-paying "regular" members and dues-exempt "honorary" lifetime members. 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 an application to renew their membership 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 and be issued an updated membership card. 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 On Members**

A member may be censured, suspended or expelled from membership in the Corporation for good cause upon an affirmative vote of two-thirds (2/3) of the Board members present at a board meeting occurring as soon as practicable after the improper conduct occurs. Good cause (as defined at the sole discretion of the board of directors), shall include, but is not limited to, the following: behavior which is extremely aggressive or forcefully assertive against others at Corporation dances, social functions or business meetings; assault or 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/or purposes of the Corporation, or its membership.

### **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. The application for reinstatement must provide reasons for the former member's request for reinstatement and appropriate supporting information for Board consideration, including a completed membership application and membership dues payment.

### **Section 8: Member Right to Privacy Regarding Censure or Reinstatement Actions**

Members of the Corporation who are censured by the Board pursuant to Article 2, Section 6, and those who apply for reinstatement for membership pursuant to Article 2, Section 7 are on notice that there is no expectation of privacy regarding the censure, expulsion or disciplinary action taken due to the necessity for an investigation of events which surround the Board's actions. Further, with regard to the reinstatement request, the information provided by the former member cannot be held in confidence due to the requirement that the board members approve the reinstatement request by a two thirds (2/3) vote.

## **ARTICLE THREE MEETING OF THE MEMBERS**

### **Section 1. General Meetings 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 a petition from not less than ten percent of the members in good standing may call special meetings of the members.

### **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 which has been forwarded to the general membership by e-mail and concurrently posted on the Corporation website, notice of which posting has been communicated to the membership by either or both e-mail and phone messages at least ten days prior to the date of such meeting. 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 either personally, by e-mail, phone transmission or by mail, to the members entitled to vote at such special meetings. If mailed or otherwise electronically transmitted, the notice of a meeting shall be deemed to have been delivered when deposited in the United States Postal Service mail, or electronically

broadcast 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 by the Corporation.

#### **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. Vote by Proxy**

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 request a proxy vote ballot from the Secretary and vote by proxy properly executed in writing by the member or by his duly authorized attorney in fact. Such proxies shall be submitted at least 24 hours in advance of an upcoming meeting to either the President or the Secretary and are valid only for the meeting and the issue(s) for which they have been prepared and shall in no event be valid beyond the date of the meeting where the vote(s) is/are taken and counted.

### **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, and these 4 positions shall constitute the Executive Committee of the Corporation. Directors at large and director-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 or greater 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. Motions Tabled**

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

## **Section 8. Absentee Voting**

If the Board members have been previously notified of the issue(s) and a specific action proposal to be decided at an up-coming Board meeting, members who are unable to be present at the meeting may vote in absentia by communicating his/her vote on a proposed action of the Board in writing to the President or the Secretary in the form of a letter or e-mail message transmitted in advance of the meeting at which a vote will be taken. Such absentee votes shall be valid only for the meeting and the issue(s) for which they have been prepared and shall in no event be valid beyond the date of the Board meeting for said vote. The written record of any absentee vote(s) shall be kept by the Secretary with the minutes of the meeting at which a vote has been taken.

## **Section 9. Procedure For Election of Board Members 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 Nominations 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 Nominations 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 at-large Director positions. The Committee Chair shall be responsible for:

1. verifying with the Secretary that all member eligibility criteria as defined in Section D below are met by all candidates and
2. preparing a list of all candidates interested in running for a position on the Board as either an at-large member or as an officer.

The Committee may attempt to determine through the candidate recruitment and nomination process that the proposed slate includes at least one candidate willing to perform each of the duties and functions of the Board as detailed under Article V. In the event that the Committee receives more than one eligible candidate for any position on the Board, all eligible candidates shall be included in the Committee's list of potential candidates. 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 Nominations 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. In the event of that there are multiple eligible candidates for any position, any candidate on the Committee's list may withdraw from being considered on the ballot.

D. All nominees for Director or Officer, whether proposed by the Nominations and Elections Committee or whether nominated from the floor, must have been a Club 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 RSC Board, in any capacity, for at least one 1-year term, in any year prior to the time they will take office, if elected.

E. If after the Nominations and Elections Committee has presented its report and any additional nominations have been made or withdrawn and accepted from the floor, and there is not more than one candidate per position, the nominations may be accepted by acclamation of the members present.

F. If an election is necessary to decide which candidate will fill a contested officer position on the Board, or which five candidates among more than five candidates for a Director at Large position are to be elected by the membership, the Secretary will prepare a suitable ballot that contains the names of all the persons, the positions for which said candidates are being nominated. The information about contested positions to be elected shall be communicated to the membership in advance of the meeting at which an election for contested positions is held. Said ballot shall be distributed to all members present at the meeting and the completed ballots, including any proxy votes cast by absent members and received by the Secretary, will be collected by the Secretary and turned over to the Chairperson of the Nomination and Elections Committee for tabulation.

G. No member of the current Board running for election for any contested seat may participate in the counting of the election ballots and shall remove him-/her-self from the ballot counting process. Ballots shall be deposited in the ballot box provided by the Secretary at the general membership meeting advertised for the board election. The candidate for an officer position who receives the highest number of votes for any contested office shall have been elected for that office. The five candidates 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 in either the election of an officer or director at large, the current Board shall decide by secret ballot vote. Said ballots, including any proxy or absentee ballots received, will be turned over to the Chairperson of the Nomination and Elections Committee for tabulation. The final vote tally will be turned over to the President, with a copy to the Secretary, to be announced to the membership at the Corporation's annual dinner held in December.

### **Section 10. Vacancies**

Any vacancy on the Board during the year shall be filled by an appointment approved 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. Said appointment by the Board of a replacement Vice President shall be subject to the eligibility criteria (i.e. Article IV, Section 7, part D.) for a candidate for the Office of 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 11. Compensation**

Officers and 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. Policies and Procedures Manual**

a) The Board shall develop, adopt and maintain an Operating Policies and Procedures Manual (hereafter the "Manual"), which shall provide further guidance to the current officers and directors at large (and their successors) in the conduct of the business of the Corporation through the roles of the officers and the various RSC standing and special committees.

b) The Board of Directors may amend the Manual from time to time, as needed. Said amendments of the Manual shall not be subject to the Bylaw amendment process provided herein under Article 9.

## **Section 2. Officers**

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. These Officers shall collectively constitute the RSC Executive Committee.

## **Section 3. Duties and Responsibilities of Executive Committee**

The 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 their term of office and pertaining thereto, to whomever is elected or appointed as successor in the same office. It shall be the responsibility of all Board members to qualify and document all transactions and direct all Corporate documents for the activities of any standing or special committee of the Corporation to the appropriate member of the Executive Committee.

## **Section 4. 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, contracts, 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 an ex-officio member of all Standing and Special Committees except for the Nominations and Elections Committee, or may delegate the ex-officio member duty to the Vice President.

## **Section 5. 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 or in such areas as the Board may determine and/or the President may delegate from time to time.

## **Section 6. 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 securely and systematically keep all books, papers, records incidental to the duties of the other officers. The Secretary will coordinate with the Membership and Communications Committees and maintain correspondence with the ACSC.

## **Section 7. Duties of the Treasurer**

The principal duties of the Treasurer shall be:

- a) 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 to keep an accurate and detailed account of all monies disbursed,
- b) 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;
- c) to prepare or aid the Board in preparing and filing all federal and state forms and reports required to sustain the Corporation; and
- d) to research and advise the Board on matters related to maintaining the RSC's 501(c)(7) tax- exempt status as a social club.

The Treasurer shall also make such accurate and detailed accounts available to such persons as shall be directed by the Board from time to time to verify and supervise such accounts for purposes of conducting an audit of the Club's financial accounts, records and affairs.

## **ARTICLE SIX COMMITTEES**

### **Section 1. Standing Committees**

In addition to the Board and the Officers, and the Nominations 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, the Corporation's Policies and Procedures Manual or as designated by the President and/or Board.

#### **A. Dance Committee**

The Dance Committee is responsible for providing a Carolina Shag dance instruction program for members and prospective members of the RSC, recruiting Carolina Shag and related line dance instructors in support of said instruction program, and coordinating Carolina Shag dance exhibitions in response to requests received by the RSC, as well as coordinating the Club's "Most Improved Dancer" awards process.

#### **B. Membership Committee**

The Membership Committee, in cooperation with the Hospitality Committee, is responsible for maintaining the RSC membership records, developing and carrying out, in cooperation with other RSC committees, membership retention and new membership marketing initiatives.

#### **C. Communications Committee**

The Communications Committee is responsible for planning, operating and delivering a multi-media program to inform members and non-members in a timely manner of RSC meetings, social events, elections and other business activities. The Communications Committee works closely with the RSC Executive Committee and Committee Chairs to organize the content and timing of delivery of messages from and news of the RSC for the convenience and greater awareness of the members.

#### **D. Hospitality Committee**

The Hospitality Committee is responsible for providing various services to RSC members (including the issuance of annual membership cards and SOS passes), and prospective members through the operation of a service desk at weekly RSC meetings and beginner Carolina Shag dance lessons provided by the RSC Dance Committee for RSC members and prospective members.

#### **E. Social Committee**

The Social Committee is responsible for planning, organizing and carrying out RSC social events including, but not limited to: monthly member birthday celebrations, periodic Sunday Socials, seasonal dinner/dance events, and the annual RSC Christmas Party dinner/dance and annual awards ceremony.

#### **F. Ways and Means Committee**

The Ways and Means Committee is responsible for identifying, planning, coordinating and implementing fund-raising activities approved by the Board to support the RSC 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**

The Annual Party Committee is responsible for the planning, organization and implementation of the RSC's annual summer week-end dance party (i.e. the "Boogie on the James Party"), subject to the approval of the Board and with the assistance, as needed, of the RSC's Executive and Standing Committees.

### **B. Annual Golf Tournament**

The Golf Tournament Committee is responsible for the planning, organization and implementation of a charity golf tournament, subject to the approval of the RSC Board and with the assistance, as needed, of RSC's Executive and Standing Committees. The proceeds of the tournament shall be earmarked for inclusion with the RSC's annual donation to its designated charitable cause.

### **C. Audit Committee**

The Audit Committee is responsible for reviewing the RSC's financial records and affairs, and providing findings and recommendations to the RSC Board to ensure that, within the reason, standard accounting and financial management practices are followed by the RSC Board and its Committees.

### **D. Silent Auction Committee**

The Silent Auction Committee is responsible for planning, organizing and implementing a Silent Auction charity event in conjunction with the RSC's annual "Boogie on the James" party or such other Club function as the Board may designate. The proceeds from said Auction shall be earmarked for inclusion with the RSC's annual donation to its designated charitable cause.

## **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 made by the Board.

### **Section 2. Contracts**

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. Any delegation of the Board's authorization to contract on behalf of the RSC shall be reflected in the RSC Board meeting minutes.

### **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 specific determination by the Board, such instruments shall always be signed by the Treasurer and counter-signed 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 of that same year.

### **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, mailing address, e-mail address (if any) 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 RSC Secretary shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership and Board meetings, and shall keep, in coordination with the Membership and Member Services Committees, a record giving the names, mailing 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 "Rules 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 with the inclusion of any proxy votes received at

any regular Membership meeting, a quorum being present, if the Board has complied with the following amendment process.

a) All notices to members via the RSC's normal auto-call service and bulk e-mail system shall use the latest membership record information maintained by the Membership Committee.

b) First Reading. Notice of an intent to alter, amend, or repeal the Bylaws and copies of each proposed amendment shall be e-mailed to all regular members and concurrently posted on the RSC website and the Club table on Club night, notice of which shall be given the members by e-mail and automated phone call, at least fifteen days prior to the meeting at which proposed amendments shall be discussed and member comments, either raised at the meeting or submitted in writing to the Board, shall be taken into consideration subsequently by the Board.

c) Upon consideration of member comments from the first meeting, the Board may revise the proposed amendment or make other changes the Board deems appropriate to recommend to the members based on member comments received that relate to the originally-proposed Bylaws amendment(s).

d) Second Reading. Second notice of an intent to alter, amend, or repeal the Bylaws and copies of the final proposed amendment(s) shall be e-mailed to all regular members and concurrently posted on the RSC website and the Club table on Club night, notice of which posting shall be given the members by e-mail and automated phone call, at least fifteen days prior to the meeting at which the final proposed amendments shall be voted upon by the RSC members.