

BYLAWS
FIRST COAST SHAG CLUB, INC.
JACKSONVILLE, FLORIDA

I. ARTICLE I
PREAMBLE

Section 1. Name: First Coast Shag Club (hereinafter referred to as “the Club” or “FCSC”) shall be a not-for-profit social organization incorporated in the State of Florida. The Club name, logo and acronym “FCSC” shall be the property of the Club and exist as one entity for legal purposes. The name’s and/or logo’s use is hereby restricted to the use by the Club for its business and social activities.

Section 2. Principal Office. The Club shall maintain a local Post Office Box, as its principal address.

Section 3. Purpose. The business and purpose of the Club shall be: to promote and preserve the heritage of beach music and shag dancing; to educate and teach others the art of shag dancing; to provide its members and guests with dance opportunities; to inform its members of beach music and shag dancing activities.

Section 4. Club Year. The FCSC year shall run from March 1 through the end of February of the following calendar year. This shall also be FCSC’s fiscal year.

Section 5. Governing Body. An Executive Board shall govern the Club.

Section 6. History. FCSC was formed February 7, 1993; voted into the Association of Carolina Shag Clubs January 1994; was incorporated in the State of Florida June 27, 1997 and received its not-for-profit status June 1, 1998. The FCSC logo was registered with the state on December 30, 1997.

A. ARTICLE II
MEMBERS

Section 1. Membership. Membership in the FCSC shall be open to all who are age 21 or older. Any person may become a member in good standing based upon the completion of the Club’s written application, together with payment of annual dues. Current members must pay membership renewal fees by the designated renewal date. Dues received after the renewal day will be considered new applications and new membership rates will apply.

Section 2. Categories. All memberships shall be equal. There will be no charter members, no honorary memberships nor pro-rated memberships.

Section 3. Disciplinary Action:

- (A) Censure, Suspension or Expulsion. A member may be censured, suspended or expelled from membership in First Coast Shag Club (FCSC) for good cause. "Good Cause" shall include, without limitations, the following behavior at FCSC dances, functions or meetings or at the dances, functions or meetings of any other affiliated dance Club: assaultive behavior against any person; disorderly conduct tending to promote a breach of the peace; open and notorious illegal or grossly immoral public conduct; and any other personal conduct adverse to the best interests and purposes of FCSC.
- (B) Required Hearing on Complaint. A member may be censured, expelled, or his or her membership may be suspended for a period of not more than (2) months only by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present, with at least three (3) Board Members voting of said censure or suspension, provided that (a) the member concerned is given written notice, at least two (2) weeks prior to the Board meeting at which the complaint is considered, that a written complaint has been filed with the Executive Board, said notice to explain the general nature of the complaint and (b) the member concerned is given an opportunity to appear before the Executive Board to confront his or her accuser and to present witnesses and otherwise respond to said complaint.
- (C) Reinstatement. A member who has been expelled or resigned in conjunction with Article II, Section 3, may reapply for membership as a new member at any time after 12 calendar months following the date he or she was expelled or resigned.

ARTICLE III EXECUTIVE BOARD

Section 1. Definition. FCSC shall have one governing body that shall be called the Executive Board (hereinafter referred to as "the Board"). This Board will consist of the president, vice president, secretary, treasurer, two (2) sergeants-at-arms, the immediate past president and three (3) directors. The current Club president will act as chairperson of the Board and the vice president will act as vice chairperson of the Board. The Board shall be empowered to conduct Club business, make decisions, act on behalf of the Club membership, resolve disputes and set goals for the club year. No relatives may serve on the Board at the same time.

Section 2. Tenure. All elected Board members shall serve a one (1) year term. No Board member shall be eligible to serve more than two (2) consecutive terms in the same position. Only in the event there is no qualified candidate willing to run for the position of secretary or treasurer, then the current officer may opt to extend his or her term beyond the two (2) year limit with the approval of the Board. Elected Board members cannot hold an office of the FCSC and any other local dance Club while serving on this Board.

Section 3. Vacancy. If a vacancy should occur, the Board may appoint a replacement for the remainder of the term.

Section 4. Meetings. There shall be regularly scheduled Board meetings to conduct the business of the FCSC. These meetings shall be at such times and places as the president or Board majority may designate.

Section 5. Attendance. Board members are expected to attend all Board meetings unless excused by the president or his or her designee.

Section 6. Removal. The Board may remove any officer when in its judgment the best interests of the Club would be served.

Section 7. Quorum. A simple majority of the number of Board members fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Board Decisions. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law or by these bylaws.

Section 9. Contracts. The Executive Board may authorize, on such terms and conditions as the Board deems necessary, one or more officers or agents of FCSC to enter into specific contracts on behalf of FCSC. These authorizations will be entered into the club minutes.

ARTICLE IV BOARD ELECTIONS

Section 1. Qualification of Nominees. Nominees must be members in good standing and a Club member for a minimum of two (2) years. Nominees shall be dedicated to the purpose of the Club.

Section 2. Nomination Procedures. The president shall appoint a nominating committee for the purpose of presenting a slate of proposed Board members to the general membership. A slate of proposed Board members shall then be presented at the

December general membership meeting. Additional nominations may be made from the floor for each position. After all positions have been addressed, nominations will close.

- If there are no nominations from the floor, the proposed slate of Board members will be elected. The new Board members will be published in the January newsletter.
- If there are nominations from the floor, then the list of nominations will be published in the January newsletter. There will be an election held at the February general membership meeting.

The new Board members will take office on March 1.

Section 3. Voting Rules. Only those members in good standing as of the prior June 30th will be permitted to vote in the February election of the Board. If an election takes place at the February general membership meeting, a vote will be called for each open position, starting with the president and continuing down the list until the end. Then all votes will be counted and the results will be announced.

ARTICLE V BOARD MEMBERS

Section 1. Board Members. Board members shall be qualified to perform duties of the office as defined by these bylaws.

Section 2. Duties.

President:

- Preside over and maintain order at all general membership meetings, board meetings and special meetings.
- Propose goals to the Board for the Club year.
- Have general charge of the day-to-day affairs of the Club, subject to conformation with the bylaws.
- Determine committees needed for the year and appoint committee chairs.
- Appoint nominating committee for election of officers.
- Serve as ex-officio member of all committees.
- Authorize payment of expenditures by the treasurer by signature or initials on invoices more than \$400 prior to payment.
- Represent FCSC at mandatory meetings of the Association of Carolina Shag Clubs (ACSC) or assign a delegate to attend.
- Break voting ties, when necessary.
- Delegate any of the above duties as he or she sees fit.
- Performs the duties as outlined in the bylaws.

Vice President:

- Preside over meetings and perform all duties of the president in the president's absence.
- Perform duties as delegated by the president.

Secretary:

- Take, maintain and retain minutes of meetings, which shall include all business and social matters discussed.
- Read previous meeting's minutes at all meetings and amend, if necessary.
- Provide clerical assistance to the president, including producing correspondence as requested.
- Maintain sign in sheet for all Board, membership and special meetings.
- Provide number of attendees present at general membership meetings.
- Provide a copy of the Club's minutes to any member by email at his or her request, or by hard copy at the requesting member's expense.
- Maintain the "Standing Rules".

Treasurer:

- Receive and deposit all money due FCSC from membership and all other revenue generating activities.
- Keep accurate records of all money received and disbursed by the Club.
- Maintain a bank account in the Club's name in a federal chartered and insured bank.
- Pay expenditures up to \$400 without approval of president or the Board. The Board must approve expenditures over \$400.
- Provide status of finances at general membership meetings.
- Be responsible for maintaining and updating the Club's membership roster.
- Maintain membership dates.
- Maintain list of FCSC Property Inventory and its locations.
- Provide a copy of the Club's membership roster to any member at his or her request by email or by hard copy at the member's expense.
- All official books and records of First Coast Shag Club (FCSC) may be inspected by any member, or his or her authorized agent or attorney-in-fact, for any proper purpose upon prior written notice.
- Whenever a Treasurer leaves his or her office, an audit committee, consisting of at least three (3) members who are not Directors or Officers of FCSC appointed by the President from the general membership, shall perform an independent audit of the financial books and records and file a written report of their findings with the Board.

Sergeant-at-Arms.

- Assist president in maintaining order at Club meetings and activities.
- Control entry to all Club functions.
- Determine eligibility of members prior to voting, when necessary.
- Distribute, collect and count ballots and votes, when necessary.

Directors:

- Perform duties as requested by the president.

ARTICLE VI COMMITTEES

Section 1. Standing Committees. FCSC shall have standing committees as the Board or president may direct. The president shall appoint a member to be the chairperson of each standing committee, such chairperson to appoint such other members to serve on the committee, as the chairperson deems appropriate.

Section 2. Special Committees. From time to time, the president shall appoint such other ad hoc special committees, as may be necessary or desirable, and shall determine the composition and purposes of such committees.

Section 3. Removal. Any person authorized to appoint can remove any committee member, or committee.

Section 4. Authority of Committees. All committees shall take direction from decisions made at Board meetings. All committees, as appointed, shall report actions, findings and recommendations to the Board for approval. Other than the nominating committee, the Board may change any or all actions or proposed actions of the committees.

ARTICLE VII AMENDMENT OF BY-LAWS

These bylaws may be altered, amended or repealed and new bylaws adopted by a two-thirds (2/3) majority vote of the members present and voting at the time and place designated for the vote to occur. Written notice to members of proposed changes shall be provided by mail at least two (2) weeks prior to voting. This notice also shall provide information as to how members may review proposed changes to the bylaws, outline the process for voting and provide information regarding the date, time and place that the voting will occur.

ARTICLE VIII DISSOLUTION

Dissolution of FCSC will be voted on at a special membership meeting and will require approval of two-thirds (2/3) of the membership listed on the current FCSC roster.

In the event of dissolution of FCSC, all physical assets shall be sold. Cash received from such sale, and cash from FCSC checking and savings accounts after all outstanding obligations are satisfied, shall be donated to one or more charitable organizations as voted

on by the general membership and shall be handled by the presiding officers at the time of dissolution.

IX GENERAL MEMBERSHIP MEETING

Section 1. General Membership Meeting. There shall be a quarterly general membership meeting or a special meeting at such place and time as designated by the Board.

Section 2. Process of Membership Challenge to Board Decisions.

- (A) Members in good standing must present issue/issues at a General Membership Meeting or to the Club President.
- (B) The Board will discuss and vote on the issue no later than the next regularly scheduled Board meeting. The Club President will present findings to the initiating member within 30 days after the Board meeting.
- (C) In cases of disagreement, the initiating member has fifteen (15) days to submit a petition to appeal the decision. For the Board to reconsider their decision, the petition must be signed by a minimum of one-third (1/3) of the membership in good standing. The petition must contain the issue and decision of the Board and reasons for appeal.
- (D) The Board will then notify the General Membership by e-mail or letter if member has no access to e-mail thirty (30) days prior to the next scheduled General Membership Meeting that an issue will be presented for discussion and vote. The issue and findings of the Board will be included in the notification to the General Membership. Each member of the Club in good standing as of the date and time of any vote shall be entitled to one (1) vote on each matter submitted for a vote to the members.
- (E) For a vote to be held, two-thirds (2/3) of the members in good standing must be present at the General Membership Meeting. A majority vote of the General Membership meeting the above criteria will be required for the Board to reverse/amend their initial decision.
- (F) Once this process is completed, there will be no further recourse for one (1) year from the date of the membership vote.

X STANDING RULES

Section 1. Definition. The FCSC secretary shall maintain a list of standing rules, which shall contain policies and procedures approved by the Board. These items will become part of the list of rules by which the FCSC Board and members shall abide. The Board shall determine the items that are considered standing rules and those items shall be added to the list. The standing rules shall be incorporated into and become a part of these bylaws by this reference.

Section 2. Modifications to Standing Rules. Any standing rule may be modified at the discretion of the Board. Such modifications shall become incorporated into the bylaws immediately upon the Board's approval. In general, all standing rules must remain in effect for at least six (6) months before they may be modified. Should a particular standing rule be deemed materially detrimental to the welfare of the Club or not feasible to enforce, then the six (6) month rule may be ignored and the rule may be modified.