

BYLAWS
PIEDMONT SHAG ASSOCIATION, INC.

ARTICLE I
PREAMBLE

Section 1. Name. The name of the corporation is Piedmont Shag Association, Inc.

Section 2. Principal Office. The principal office of the corporation is at P. O. Box 531, Kannapolis, NC 28082-0531. The corporation may also have such other offices within or without the state of North Carolina as the Corporation's Board of Directors may determine from time to time.

Section 3. Purposes. The business and purpose of the Corporation 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; and to promote conviviality among members.

Section 4. Governing Body. The corporation shall be governed by a Board of Directors as further provided and defined in these Bylaws.

ARTICLE II
MEMBERS

Section 1. Classes of Members. The members of the Corporation shall be one undivided class. Any member of an A.C.S.C. club will be granted the same social privileges as the Corporation members.

Section 2. Voting Rights. Each member of the Corporation 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.

Section 3. Election of Members. Any person may become a member of the Corporation by submitting a written and signed application on a form approved by the Board, together with payment of first year's membership dues, plus the initiation fee, to the Corporation's secretary. Applicants shall be considered members of the Corporation during the calendar year of the application.

Section 4. Annual Dues. From time to time, the board shall determine the amount of the initiation fee and annual dues for membership in the Corporation. Dues are pro-rated monthly based on the effective date of the membership application after July 1.

Section 5. Membership Certificates or Cards. The Board of Directors shall provide for the issuance of certificates and/or cards evidencing membership in the Corporation in such form as may be determined by the Board.

Section 6. Membership Renewal and Automatic Termination.

- (A) Membership Renewal. Persons who are members in good standing of the Corporation as of the last day of the year of their membership may reapply for membership in the Corporation for the next twelve (12) months by filing with the Corporation's Recording Secretary or as designated by the Board of Directors, no later than sixty (60) days following their anniversary date, an application for renewal membership together with payment of the annual membership dues for the new year. Upon the timely receipt of such application and dues by the secretary, said member shall, without other or further action, be a member of the Corporation for the ensuing year.
- (B) Automatic Termination. The membership of any member of the Corporation who fails to renew his or her membership in the Corporation as provided above shall be automatically terminated.
- (C) Reinstatement. A former member whose membership has automatically terminated for nonpayment of dues, will be reinstated effective upon his or her delivery to the Recording Secretary of the Corporation, or as designated by the Board of Directors, a completed application for membership in the Corporation, together with payment of the annual dues plus the initiation fee. Such a reinstated former member for purposes of serving as an Officer or Director of the Corporation, shall be considered to be a new member.

Section 7. Disciplinary Action.

- (A) Censure, Suspension or Expulsion. A member may be censured, suspended or expelled from membership in the Corporation for good cause. For purposes of this Section, "good cause" shall include, without limitations, the following behavior at Corporation 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 the Corporation.
- (B) Required Hearing on Complaint. A member may be censured, expelled, or his or her membership rights in the Corporation may be suspended for a period of not more than two (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 for said censure or suspension, provided that: (i) 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 complaint has been filed with the Board of Directors, said notice to explain the general nature of the complaint; and (ii) the member concerned is given an opportunity to appear before the Board of Directors to confront his or her accuser and to present witnesses and otherwise respond to said complaint.
- (C) Reinstatement. A member who has been expelled from membership in the Corporation may reapply for membership in the Corporation at any time after twelve (12) calendar months following the date he or she was expelled.

Section 8. Minimum Age. Twenty-one (21) years old.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual and Periodic Meetings. The members shall meet monthly in open meetings to transact such business as may come before the membership. The meeting to be held in November shall be the annual meeting of the members at which new Directors and new Officers are elected and installed and receive annual reports of committees. At each meeting the date for the next meeting shall be determined and such date shall be published in the Corporation's Newsletter.

Section 2. Special Meetings. Special meetings of the members may be called by the Corporation's President, the Board of Directors, or by written petition of at least ten percent (10%) of the Corporation's members in good standing.

Section 3. Notice of Meetings. Notice of any regular meeting of the Corporation's members shall be deemed given by the publication of the date of the meeting in the Corporation's Newsletter mailed to all members in good standing at their mailing address as it appears on the records of the Corporation as of the date of mailing, provided that said newsletter is deposited in the U.S. mails, postage prepaid, not less than ten (10) days prior to the date of the meeting. In the case of any special meeting of members called, or required by statute or these Bylaws, the notice of such meeting shall state the purpose(s) of the meeting and shall be delivered to the Corporation's members entitled to vote at said meeting either personally, by telephone, or by mail not less than ten (10) days prior to the date of said meeting. If mailed, the notice of the meeting shall be deemed to have been given to the member on the date that the notice is deposited in the U.S. mail, addressed to the member at his or her mailing address as it appears on the records of the Corporation, first class postage prepaid.

Section 4. Quorum. Members totaling ten percent (10%) of the members, or 25 members, whichever is less, in good standing of the Corporation as of the date of the regular meeting or special meeting shall constitute a quorum for any meeting of the members.

Section 5. Motions Tabled. Any motion brought before the meeting of the membership may be tabled until the next membership meeting by the affirmative vote of a majority of the members present or upon the recommendation of the Board of Directors.

Section 6. Rules of Procedure. "Roberts Rules of Order" shall determine parliamentary procedure and practice in all cases to which they apply, excepting solely where inconsistent with the Corporation's Bylaws or the laws of the State of North Carolina.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Corporation shall have nine (9) Directors consisting of the Corporation's President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and four (4) Directors-at-large. Directors-at-large shall be elected by the members as provided hereinafter for a term of one (1) calendar year ending December 31 following the year in which he or she was elected, provided that a Director-at-large shall continue to serve past the end of his or her one-year term until his or her successor is elected. A Director-at-large may be nominated for re-election and succeed himself or herself. A Director-at-large must have been a member in good standing of the Corporation for a period of at least one (1) year prior to taking office, and, at all times during their term of office, must remain a member in good standing of the Corporation. No member shall hold more than one Director/Officer position at a time and no Officer/Director shall be eligible to serve more than two consecutive terms in the same office. The immediate Past President of the Corporation will act in an advisory capacity to the Board of Directors with TIE BREAKING voting capacity only.

Section 3. Regular Meetings. A regular meeting of the Corporation's Board of Directors shall be held, without notice other than this Bylaw, monthly at dates and times established by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Corporation's Board of Directors may be called by or at the request of the Corporation's President, or at the call of not less than two (2) Directors, and shall be held at the Corporation's principal office or at such other place as the Directors may determine.

Section 5. Notice. Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, written notice delivered personally, by telephone, or by mail. If mailed, said notice shall be deemed to have been duly given only if mailed first class not less than four (4) days prior to said meeting.

Section 6. Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancies occurring in the Directors-at-large of the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director-at-large elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 9. Removal. A Director-at-large who, as a member, is suspended or expelled by the Board, may be removed from the Board of Directors by the affirmative vote of a majority of the remaining Directors whenever in their judgment the best interests of the Corporation would be served thereby. In the case of any such removal, the remaining Directors by majority vote shall elect a member to fill the remaining term of the removed Director-at-large.

ARTICLE V OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, each of whom shall be elected by the members, and shall serve a term of one (1) calendar year ending December 31 of the following year in which he or she was elected, provided that an officer shall continue to serve past the end of his or her one year term until his or her successor is elected. An Officer may be nominated for reelection and succeed himself or herself. An Officer must have been a member in good standing of the Corporation for a period of at least one (1) year prior to taking office, and, at all times during their term of office, must remain a member in good standing of the Corporation.

The Board may appoint or elect such other officers of the Corporation as the Board deems necessary or advantageous, such as, without limitation, a Parliamentarian, or one or more Assistant Secretaries, or Assist Treasurers. The duties of all such officers shall be defined by resolution of the board and such officers shall serve at the pleasure of the Board.

Each officer of the Corporation shall be a member, and no one (1) person shall hold more than one (1) office at the same time and no officer shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 2. General Duties and Responsibilities of Officers. The officers of the Corporation shall have such powers and shall perform such duties as are set forth in these Bylaws, or as may be specified from time to time by the 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 Corporation's business.

Section 3. Duties of the President. The President shall be the principal executive officer of the Corporation, and shall preside at all meetings of the Corporation and the Board of Directors at which he or she shall be present; conduct all meetings and business before the Corporation membership; comply with Roberts Rules of Order when conducting and/or presiding over all meetings; authenticate by his signature when necessary all acts, orders, and checks of the Corporation; act as primary spokesman for the Corporation; insure compliance with all rules and directives of the Association of Carolina Shag Clubs as long as the Corporation is an active member thereto; and shall have such other powers and duties as he or she shall be called upon to perform by the Board of Directors. The President shall also have and exercise general supervision over the affairs of the Corporation, and shall also have and perform such other duties as custom, parliamentary usage, or the Board of Directors may prescribe.

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 death, absence, disability, or refusal to act, and when so acting shall act with all of the powers of and be subject to all the restrictions on the President. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors.

Section 5. Duties of the Recording Secretary. The Recording Secretary of the Corporation shall have the following powers and duties: to keep the minutes for the meetings of the members and the Board of Directors; to see that all notices are duly given, in accordance with these Bylaws or as required by law; to be custodian of the Corporation's records and the seal of the Corporation; to see that the seal of the Corporation is affixed to all documents duly authorized for execution under seal on behalf of the Corporation; to keep a register of the post office address of each member whose address shall be furnished to the Secretary by the member; and to perform all duties incidental to the office of Recording Secretary and such other duties as may be assigned to the Secretary by the President or Board of Directors.

Section 6. Duties of the Corresponding Secretary. The Corresponding Secretary of the Corporation shall have the following powers and duties: to conduct all club correspondence as may be directed by the President, Vice President or Recording Secretary; and to perform all duties incidental to the office of Corresponding Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

Section 7. Duties of the Treasurer. The Treasurer of the Corporation shall have the following powers and duties: to be custodian and take charge or and be responsible for all funds and property of the Corporation; to receive and give receipts for money due and paid to the Corporation from any source whatsoever; to deposit all such monies paid to the Corporation in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; to give monthly financial reports to the Board of Directors and membership; to provide an annual accounting at the annual meeting in November;

to insure all checks are countersigned by the President; to keep a record of all dues paying members; to perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or the Board of Directors.

Section 8. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. In the case of any such removal, the Board of Directors shall elect a member to fill the remaining term of the removed officer, except where the President is removed, in which case the Vice President shall become President, and the Board shall elect a new Vice President.

ARTICLE VI ELECTION OF DIRECTORS AND OFFICERS

Section 1. Procedure. Directors and Officers of the Corporation shall be elected by the members of the Corporation as follows:

- A) No later than August 15th of each year the President shall appoint a Nominating and Elections Committee composed of not less than three (3) members, no more than one (1) of whom shall be then members of the Board of Directors.
- B) The Nominating and Elections Committee shall meet as necessary and shall prepare a list to be presented at the October business meeting of the members, nominating one (1) member for each of the five (5) offices of the Corporation and one (1) member for each of the four (4) at large Directorships, said list to constitute the Committee's report and the names set forth therein, without further motion, shall be nominated for the respective positions at the November business meeting of the members.
- C) At the November meeting of the members, the Nominating and Elections Committee shall present its list of nominations to the members. Thereafter, any member may place in nomination for any office or directorship that name of any other member in good standing, provided that said nominee has consented to his or her nomination.
- D) All nominees for Director or Officer, whether nominated by the Nominating and Elections Committee or from the floor, must be a member in good standing at the time of their nomination, and must have been a member in good standing for the entire year prior to the year in which they will serve if elected.
- E) After the October meeting at which nominations for Directors and Officers have been made, the Secretary of the Corporation or as designated by the Board of Directors will prepare a suitable ballot that contains the name of each member nominated by the Nominating and Elections Committee and space for any nominations made by the membership at large, the positions for which said nominees were nominated, and detailed instruction on how votes can be cast.
- F) The nominee who receives the greatest number of votes for each office shall be certified by the Committee as having been elected to that Office. The four (4) nominees for at-large Directorships who receive the greatest number of votes shall be certified by the Committee as having been elected to those Directorships.

Section 2. Vacancies. Any vacancy occurring during the year in the Officers or Directors of the Corporation shall be filled by election of the Board of Directors, provided that in the event a vacancy occurs in the Presidency, the Vice President shall automatically become President and the Board shall elect a new Vice President. An Officer or Director appointed to fill a vacancy shall serve for the unexpired term of the person replaced.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation 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 action alleged to have been taken, omitted, or neglected by him or her as such Director or Officer, and the Corporation shall reimburse each such person for all legal expenses reasonable 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 Corporation 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 Corporation, and any determination so made shall be binding on the indemnified Officer or Director.

Section 3. Non-Exclusivity. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The Corporation shall have a Nominating and Elections Committee and such other Standing Committees as the Board of Directors 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, provided that, the Nominating and Elections Committee shall be appointed by the

President and shall have not less than three (3) members, including the chairperson, no more than one (1) of whom may be Directors or Officers of the Corporation.

Section 2. President as Ex Officio Member of Standing Committees. The President shall be an ex officio member of every Standing Committee, excepting solely the Nominating and Elections Committee. The President may delegate the duty to serve ex officio on any Standing Committee to the Vice President.

Section 3. 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.

ARTICLE IX FUNDS, EXPENDITURES, CONTRACT AND CORPORATE MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year beginning as of 12:01 AM on January 1 of each year and ending at midnight on December 31 of the same year.

Section 2. Income. The Corporation's operating funds shall be raised by annual member's dues as fixed from time to time by the Board of Directors, voluntary contributions and gifts and such income as may come to the Corporation through the collective efforts of its members. No financial obligation of the Corporation may be incurred by any member or group of members, excepting solely upon the prior written authorization of the Board of Directors.

Section 3. Contracts. The Board of Directors may authorize, on such terms and conditions as the Board deems necessary, one or more officers or agents of the Corporation, in addition to any officers authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 4. Disbursements. Disbursements of the Corporation's funds or property may be made only to further or facilitate the purposes and aims of the Corporation. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness made in the name of the Corporation shall be signed by the Treasurer, or Assistant Treasurer, and at least one (1) other Officer of the Corporation as shall from time to time be determined by resolution of the Board of Directors. In the absence of any resolution, any such evidence of indebtedness shall be signed by the Treasurer, or an Assistant Treasurer, and countersigned by the President or the Vice President of the Corporation.

Section 5. Deposits. All funds of the Corporation shall be deposited promptly following their receipt to the credit of the Corporation in such federally insured banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors, for and on behalf of the Corporation, may accept or decline to accept gifts, bequests or devised made to the Corporation. If accepted, such gifts shall be used only for Corporation purposes.

Section 7. Corporate Seal. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal". The seal shall be stamped or affixed to such documents as may be prescribed by law, custom or the Board of Directors.

Section 8. Books and Records. The Corporation shall maintain accurate and complete books and records of account and minutes of the proceedings of its members, its Board of Directors, and every committee having and exercising any authority of the Board, and shall keep at the Corporation's principal office a list of the names, addresses and anniversary dates of all members entitled to vote. Officers of the Corporation shall keep such book and records as are required for their office, shall make such books and records available to the Board of Directors upon request and shall turn them over to their successors in office when leaving the office they occupy.

All official books and records of the Corporation may be inspected by any member, or his or her authorized agent or attorney-in-fact, for any proper purpose upon prior written notice during regular business hours. All requests to inspect the Corporation's books and records shall be made in writing and delivered to the Corporation's Secretary.

Section 9. Verification of Financial Records. The Treasurer, or, if applicable, an Assistant Treasurer, shall make available to the Board of Directors, or its agent, all books and financial records of the Corporation for such periodic audits and verifications as the Board may determine. Whenever a Treasurer leaves his or her office, an audit committee, within the discretion of the Board of Directors may be appointed, consisting of at least three (3) members who are not Directors or Officers of the Corporation appointed by the President from the general membership, shall perform an independent audit of the Corporation's financial books and records and file a written report of their findings with the Board.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws, or under the provisions of the Corporation's Articles of Incorporation, or by operation of law, a waiver thereof in writing, signed by the person entitled to such notice, whether given before or after the time stated therein, shall be deemed equivalent to the giving of the required notice.

**ARTICLE XI
AMENDMENTS**

The Corporation's Board of Directors may amend, rescind, repeal or alter these Bylaws, and adopt new Bylaws from time to time, provided, however, that no such amendment or addition shall be of any force and effect unless and until it is submitted to the members at the previous meeting and presented in the next newsletter or at a special meeting called for the express purpose of amending, rescinding, or repealing or altering the Corporation's Bylaws, and approved by a two-thirds (2/3) vote of those members present.

December, 2006
(Incorporates amendments made in 2002 and 2005.)