

BYLAWS
OF
THE BEACH SHAGGERS OF BIRMINGHAM, INC.

This constitutes the bylaws of the Beach Shaggers of Birmingham, Inc., (the "Organization") . The Organization is to devote its efforts to the enjoyment, promotion and preservation of Beach Music and the Carolina Shag. In furtherance of its purpose, the Beach Shaggers of Birmingham, **Inc.**, shall maintain a membership in good standing in the Association of Carolina Shag Clubs (or successor organization).

For purposes of interpreting and applying these by-laws, the predecessor organization , the Beach Shaggers of Birmingham (an association), is deemed to be "the Organization". Thus policies, procedures and actions adopted by the predecessor organization shall remain in effect until amended or abolished, unless contrary to these bylaws.

These by-laws take effect upon execution by the designated officers following the filing of the Articles of Incorporation and the issuance of the Certificate of Incorporation.

Article I – Membership

Section I. Classes:

The Beach Shaggers of Birmingham, Inc., (also "the club") shall have three (3) classes of memberships:

1. Charter Members – Members who joined the Organization prior to June 1, 1992.
2. General Members – Members who joined the Organization after May 31, 1992.
3. Honorary Members – Members nominated by the Board of Directors and elected by the membership.

Section II. The rights and privileges of all classes of members shall be the same, except that honorary members are not entitled to vote.

Section III. Every membership solicited shall be of a person of good character, conduct and demeanor and whose primary interest is in the club's enjoyment of shagging and beach music. If during the first 15 days following the receipt of an application and the payment of dues, the Board determines that a person does not meet such qualifications, such person shall be denied membership and the dues paid will be refunded. The number of members shall be unlimited.

Section IV. All members shall be issued a membership card. The card will be a form and design approved by the Board of Directors. All cards shall be nontransferable and shall not be loaned to nonmembers or used on nonmembers behalf. Unauthorized use of the membership card results in a forfeiture of membership.

Section V. Each charter and general member in good standing shall be entitled to vote on all matters put before the membership.

Section VI. Children and grandchildren (under age 21) of members may attend social meetings and functions of the corporation without charge, unless prohibited by law or by decision of the Board of Directors.

Section VII. Members, including board members, shall not, as such, be liable for the obligations of the organization.

Article II – Duties of Membership

Section I. It shall be the duty of each member of this organization to:

- 1) pay all dues and assessments promptly;
- 2) attend as many meetings and functions of the organization as possible;
- 3) recognize and comply with all provisions of the Bylaws;
- 4) be courteous to all members and visitors;
- 5) never speak falsely or maliciously about a member or defame the character of a member;
- 6) refrain from conduct contrary to the purpose(s) of the organization;
- 7) exercise moderation and prudence in the consumption of alcoholic beverages at meetings and other events; obey all federal, state, and local laws regarding such use and consumption; refrain from any unlawful use of drugs;
- 8) refrain from bringing any weapon of any kind to a club business or social meeting; and
- 9) honor dress codes and rules of conduct established by the Board of Directors of the membership;

Section II. Failure to perform the duties of the membership may, and in the case of Duties 1, 3, 6, 7, 8, and 9 shall constitute grounds for removal from office and/or membership. No

member shall be removed from office and/or membership prior to being given the opportunity to respond to specific grounds for removal at a meeting of the Board of Directors. The action of the Board of Directors shall be final, unless an appeal before the general membership is requested. Such appeal shall be heard at the next scheduled membership meeting.

Article III – General Membership Meetings

Section I. There shall be quarterly general membership business meetings at a time and place set by the Board of Directors. Meetings shall ordinarily be held in the months of April, July, October and January, unless the Board determines for compelling reasons that they be held in another month. Any other business meetings will be held at such time and place as the Board of Directors designates. Minutes of business meetings shall be kept by the Secretary.

Section II. Written or printed notice stating the place, day, and hour of any meeting of members shall be posted at the usual place of social meetings not less than thirty (30) days or not more than sixty (60) days before the date of such meeting. Alternatively, such notice may be given to all members within those time frames by regular mail or electronic mail. The failure of one or more members to actually receive notice the club endeavored to send to all members shall not affect the legality of any business conducted at the meeting.

Section III. Ten percent (10%) of the membership (but not less than 10 persons) shall constitute a quorum. A simple majority of those voting shall prevail at any business membership meeting with the exception of a Bylaw change or the removal of officers, directors, and members, in which case a two-thirds (2/3) majority is needed.

Section IV. Social meetings for the enjoyment and instruction of the Shag shall occur at least weekly at the time and place to be named by the Board of Directors. When it is not practicable to hold any particular weekly meeting, such meeting may be canceled by the President or Vice-President (Social), if the President is not available to make the decision.

Section V. Special business meetings of the membership can be called by petition bearing the signatures of 20 percent (20%) of the membership.

Article IV – Membership Dues

Section I. The annual dues of each member (except honorary members) shall be \$25.00 per year, if paid no later than March 1; otherwise, the dues are \$30.00. Honorary members shall not pay dues.

Section II. Dues for new members shall be as follows:

February 1 through September 31 - \$30.00
October 1 through January 31 - \$20.00

Section III. Renewal dues are required to be paid no later than March 1. After that date, memberships are automatically terminated.

Section IV. Any additional membership dues for a particular year must be approved by the membership. Assessments for special needs or functions must be approved by the Board of Directors.

Section V. Should a member resign from or be removed from the organization, all dues, fees, or assessments collected shall remain the property of the organization.

Section VI. Renewal dues of any member suffering a significant financial hardship may be waived, modified, or delayed by the Board of Directors (at their sole discretion) on a case by case basis.

Article V - Management

Section I. The management of this organization shall be vested in the Board of Directors which shall always be subject to the will of the membership and these Bylaws.

Section II. The Board of Directors shall consist of the five elected (5) executive officers: President; Vice President (Social); Vice-President (Membership); Treasurer; and Secretary; plus the seven elected standing committee chairpersons (Publicity, Attendance, Communications, Parties, Music, Dance and Ways and Means. The Shag-A-Rama Chairperson (or chairperson of any successor primary, weekend event) shall be an ex officio member of the board.

Section III. Funds of the organization shall be withdrawn from the bank or banks with which they are on deposit only by the President (or Acting President) or the Treasurer. Expenditures exceeding \$100.00 must be approved by the Board of Directors. Withdrawals for amounts of \$150.00 or more shall require the signatures of two (2) officers. Expenditures approved by the

Board may be paid by check bearing the signature of only one of the specified officers. Neither the President (or Acting President) nor the Treasurer may sign a check payable to him or herself without the signature of the other officer. Except for emergencies, payment for goods and services shall always be by check.

Article VI - Elections

Section I. Annual officer and director elections shall be held in January. Not less than thirty (30) days prior to the annual election, the President shall appoint, with the approval of the Board of Directors, a nominating committee of three (3) members.

Section II. With the following exceptions, all members are eligible for office.

- a) The office of President may not be held for more than two (2) consecutive terms by the same member. All other officers may serve as often as elected. Effective February 1, 2003, the President and Vice-President (Social) must have been a member of the organization for two years prior to the time his or her term of office would begin.
- b) Deejays to be regularly hired by the organization during year covered by the elections may not serve as President, Vice-President (Social), or Director of Music.
- c) Any other person having a pre-determinable conflict of interest between their private/personal activities and his or her position on the Board may not serve in that position; any person having a subsequently arising conflict of interest may not continue to serve in that position.
- d) The offices of President and Treasurer may not be filled or occupied by persons who are married to each other or who are in an ongoing relationship with each other.
- e) No person shall occupy more than one board position.

Section III. The nominating committee shall interview all eligible candidates for office, decide upon the names of candidates for election, and shall make written recommendations to the members not less than ten (10) days prior to the annual election.

Section IV. The nominating committee shall select nominees for each expiring office and directorship to serve for one year.

Section V. Additional names may be placed in nomination at the time of balloting, providing that a second for the nomination is received.

Section VI. In the case of an uncontested nomination for an office/directorship, a majority show of hands shall confirm election of the officer/director. In contested elections voting shall be conducted by secret ballot. No person shall cast more than one ballot. The use of proxies and absentee ballots shall not be allowed. The votes shall be immediately tabulated by the nominating committee and the results presented to the membership. A plurality of the votes cast shall elect (i.e., the candidate receiving the largest number of votes shall be declared elected). In case of a tie amongst the candidates receiving the largest number of votes, the tie will be broken by additional ballots.

Section VII. Officers and directors shall take office on February 1 and shall serve for a regular term of one year.

Section VIII. A vacancy on the Board of Directors, or in any office except the office of President, shall be filled by vote of the Board of Directors. In the event of a vacancy in the office of President, the Vice-President (Social) shall become President and the resulting vacancy filled by vote of the Board.

Article VII - Duties of Officers and Directors

Section I. General: The duties of the officers and directors shall be as their general usage would indicate, as provided herein and as may be assigned to them respectively by the Board from time to time. Officers and directors are expected to attend all the organization's meetings. The failure to attend three consecutive regularly scheduled board meetings shall be grounds for removal from office.

Section II. Chairman of the Board: The President is also the Chairman of the Board. He/she shall preside at all meetings of the Board of Directors of the organization.

Section III. The President shall:

- a) as chief officer of the organization, be responsible for supervision of the planning

- and execution of all projects, activities, and affairs of the organization, subject to the control of the Board;
- b) preside at all membership meetings of the organization;
 - c) have the authority to appropriate such funds of the organization as may be necessary for the liquidation of the expenses of the corporation; provided, however, that any unusual expenses (i.e., over \$150.00) shall be subject to approval of the Board of Directors in advance of the expenditure;
 - d) assign projects and duties to each officer, director or committee chairperson as may be deemed appropriate;
 - e) be the principal representative of the organization to the Association of Carolina Shag Clubs, other dance clubs and organizations and the general public and act in such capacity for the best interest of the organization;
 - f) cause the organization's financial records to be audited by the Board, or a competent person(s) appointed by the Board, at least once a year;
 - g) cause tax returns of any type to be timely filed (and any taxes paid) with the appropriate government agency and comply with all laws regarding the issuance of information returns (for example, Forms 1099 and W-2); and
 - h) appoint a parliamentarian to serve at general membership meetings.

Section IV. The Vice-President (Social) shall:

- a) preside and act in the absence of the President;
- b) be directly responsible to the President and carry out all assigned duties;
- c) be directly responsible for carrying out all affairs of the organization relating to parties including music, dance events, and dance instruction;
- d) supervise and coordinate the planning and execution of all such activities with other similar organizations;
- e) supervise and coordinate the activities of the Directors for Parties, Music, Dance and the Shag-A-Rama Chairperson.

Section V. The Vice-President (Membership) shall:

- a) preside and act in the absence of the President and Vice-President (Social)
- b) be directly responsible to the President and carry out all assigned duties;
- c) be directly responsible for carrying out all affairs of the organization relating to the acquisition and retention of new members, including publicity, membership and attendance records, renewal of memberships, directories, and intra-club communications;
- d) supervise and coordinate the activities of the Directors for Publicity, Communications, Attendance and Ways and Means.

Section VI. The Secretary shall:

- a) cause the giving of notice of all regular and special meetings of the Board and the membership and shall keep a permanent written record of the minutes of such meetings;
- b) be custodian of all official non-financial records of the organization;
- c) shall maintain a property list of all items of tangible personnel property owned by the club, including serial numbers and model numbers all such equipment so identified (such identifiers to be obtained from purchase documents, and if necessary, by personal inspection of the equipment);
- d) handle pertinent correspondence to members, prospective members, and other organizations;
- e) keep on file a record of all members and their addresses and telephone numbers.
- f) be responsible for sending flowers and cards to or on behalf of members in accordance with the policies established by the Board of Directors.

Section VII.

The Treasurer shall:

- a) issue notice of dues, fees, or assessments payable and be responsible for the collection thereof;
- b) collect and make receipt (by category) for all monies belonging to or paid into the organization;
- c) deposit all funds of the organization, with the exception of petty cash (not to exceed \$100), in suitable financial institution(s) selected by the Board of Directors and maintain records of the deposits by category. The account(s) shall be in the name of the organization;
- d) have custody of any account, ledger books, or other financial records and keep

- e) them current;
- f) disburse funds and reimbursements as required and maintain documentation of the same;
- g) report on the financial condition of the organization at each Board and membership meeting and in the organization newsletter;
- h) prepare a report for audit by his/her successor;
- i) provide a complete financial report for presentation at each quarterly general membership meeting.
- j) assist the President in complying with all tax laws.

Section VIII:

1. Directors shall (in addition to their duties as members of the governing Board of Directors):

- a) supervise committees and coordinate the activities assigned to them;
- b) conduct general meetings under their supervision;
- c) coordinate all activities with their respective Vice-Presidents.

2. The areas of responsibility for elected directors are:

- a) Publicity
Advertising
Public/media relations
- b) Attendance
Telephone Committee
Doorkeeping
- c) Communications
Membership Directory
Newsletter
- d) Parties (excepting the Shag-A-Rama or successor event)
Facilities
Food
Decorations
Cleanup
- e) Music
Disc Jockeys
Sound Equipment Maintenance and Storage
- f) Dance
Weekly Dance Instruction
Workshops
Dance Equipment Maintenance and Storage
- g) Ways and Means
Procurement/Sales of Club Merchandise
Fund Raising, including split-the-kitties (but not including dues and door charges)
Maintaining records of these activities

Article VIII – Other Meetings

Section I. The annual election meeting of the organization shall be held in January of each year and notice of such meeting shall be mailed to each member at least ten (10) days prior thereto.

Section II. Meetings of the Board of Directors shall be held at least bi-monthly at prearranged dates or at the call of the President. At all meetings of the Board of Directors, a majority shall constitute a quorum.

Section III. Special meetings of the membership or of the Board of Directors shall be called by the President or by the Secretary at the request of at least three (3) Directors.

Article IX – Committees

Section I. Directors may form committees to assist them in the performance of their duties.

Section II. The Board of Directors shall determine the necessity of ad hoc committees necessary to fulfill the object and purpose of the organization. All ad hoc committee chairpersons shall be appointed by the President and may be removed from their positions by the same.

Section III. The President shall by September 1st of each year appoint the Shag-A-Rama (or successor event) Chairperson for the coming year. The appointment(s) shall be approved by the board and the appointee shall serve at the pleasure of the board.

Section IV. Each year the President shall appoint a Beach Shaggers of Birmingham Hall of Fame Committee (with the committee appointments to be approved by the Board) to make selections to the Hall of Fame according to the criteria established by the Board.

Article X – Rules of Order

Section I. Robert's Rules of Order shall govern the proceedings of all meetings of the organization and its constituent parts, except as provided in these bylaws.

Article XI – Authority to Bind

Section I. No member of this organization shall contract for or incur any debt or enter into any agreement or otherwise obligate this organization, except by authorization of the Board of Directors.

Article XII – Amendments

Section I. The Bylaws may **only** be amended by a two-thirds (2/3) vote of the members present at any general or special meeting, provided written notice of the proposed action has been given each member at least thirty (30) days prior thereto.

Article XIII – General

All books and records of the organization of any type are open to inspection by any member.

Members may attend Board meetings for the purpose of presenting issues for the board's consideration. Such matters shall be placed on the Board meeting agenda prior to the meeting. Members shall be excused from the board meeting once the agenda item is heard.

Membership lists and directories are for the sole use of the organization and its members only and may only be used for club and social purposes. Information in these lists and directories may not be used for solicitations of any kind (business, charitable, or otherwise).

All funds of the organization not needed for current expenditures shall be deposited in interest-bearing accounts or certificates. No funds may be loaned to any member of the organization.

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise. However, such transfers may be rejected when acceptance is not in the best interest of the organization.

Guests of members may be charged a predetermined fee to attend functions. The number of guests and the amount of the fee may be set by the Board of Directors. Dress codes for any function may be established by the Board.

No member may be compensated for the performance of services for the organization without the approval of the Board of Directors. Such compensation must be made by check.

No member may contract for the furnishing of goods and services to the organization without the prior approval of the Board of Directors. Board approval of after-the-fact purchases may only be given for compelling reasons.

No member or board member shall be entitled to vote on any matter before the membership or the board in which such member or board member has a financial interest in the outcome of the matter being voted upon.

No asset of any kind may be used for the private benefit of any member or other individual without adequate compensation to the organization.

Policies and actions adopted by the general membership cannot be changed, except by vote of the general membership. Neither the board nor the general membership can adopt policies or actions contrary to the bylaws.

The name "Beach Shaggers of Birmingham" and the organization's logo (copy attached as Exhibit A) may only be used by or on behalf of this organization as and when authorized by the Board of Directors. All sales of novelties, specialties, clothing, and other items to or by the organization, or to its members and guests at official organizational functions, must be approved by the Board. The Board may determine that a percentage of any such sales shall be paid to the organization.

ARTICLE XIV - Dissolution

Section 1. As provided in the Articles of Incorporation, the organization may be dissolved and its assets disposed of upon the two-thirds vote of the attending members at a special, general membership meeting called to consider dissolution. A quorum at such meeting shall be 25 percent of the membership (in good standing, but not including honorary members.) Written notice of the time, place and purpose of such meeting shall be given to each member by mail or by hand delivery at least 30 days prior to the date of the special meeting.

Section 2. If a quorum at a special general membership meeting cannot be obtained after two attempts, then the organization may be dissolved upon a two-thirds vote of the Board of Directors. A quorum at such meeting shall be nine board members. Written notice of the time, place and purpose of such meeting shall be given to each member by the Secretary (or alternatively, by the President or Acting President) at least 30 days prior to the date of the meeting.

Section 3. Upon a dissolution, the assets of the club shall be disposed of as follows:

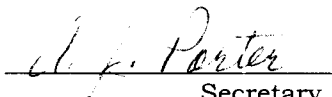
- a. payment of all debts and the expenses of dissolution; and
- b. one of the following transfers of assets (to be chosen by a majority vote of the membership (or Board of Directors if Section 2 is applicable) at the special meeting on dissolution:
 - 1) a transfer of assets to another social club in the State of Alabama whose principal purpose is the enjoyment and preservation of Carolina Shag; or
 - 2) a transfer to the Association of Carolina Shag Clubs (or successor nonprofit organization); or
 - 3) a transfer to a charitable organization (as defined in Internal Revenue code Section 501(c)(3) or successor provision).

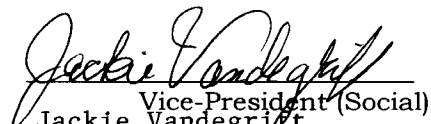
Section 4. In no instance may the assets of the organization inure the private benefit of any member or other individual upon dissolution without adequate compensation to the organization.

Section 5. To the extent that any of these provisions regarding dissolution are now or in the future inconsistent with provisions of Alabama law, then to the extent of any such inconsistency, dissolution shall be carried out in accordance with Alabama law.

These Bylaws were adopted by a meeting of the membership held at _____ P.M. on _____, 2002, at Birmingham, Alabama.


President
Gary L. Pratt


Secretary
A. J. Porter


Vice-President (Social)
Jackie Vandegrift