

OUTER BANKS SHAG CLUB, INC.

BYLAWS

ARTICLE I PREAMBLE

Section 1. Name. The name of the Corporation shall be Outer Banks Shag Club, Inc., hereafter referred to as the Club.

Section 2. Principal Office. The principal office of the Club shall be the home address of the currently serving registered agent of the Club. The Club may have other offices as the Club's Board of Directors may determine.

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

Section 4. Governing Body. The Club shall be governed by the Board of Directors, hereafter referred to as the Board. The makeup of the Board and its duties are defined in Article IV of these Bylaws.

Section 5. Fiscal Year. The fiscal year of the Club shall begin on Jan 1 of each year and end on Dec 31 of the same year.

ARTICLE II MEMBERSHIP

Section 1. Non-discrimination. Membership in the Club shall be open to any person who is interested and willing to uphold the purpose of the club regardless of age, race, national origin, gender, religion or disability.

Section 2. Classes of Membership. The membership of the Club shall have two classes: Full Membership and Associate Membership.

(A) Full Membership: Full Members shall be afforded all rights and privileges as described in these Bylaws to include the right to vote, to hold office, to serve on committees and to participate in any and all social functions of the Club as described herein.

(B) Associate Membership: Associate members shall be afforded the right to participate in any and all social functions of the Club but at rates and with restrictions as may be set by the Board. Associate Members shall not have the right to vote or to hold office. An Associate Member shall be entitled to upgrade his/her membership to Full Membership at any time by following the guidelines to apply for Full Membership as determined by the Board.

Section 3. Application Form. Each renewing Full or Associate Member or prospective member shall complete an application form for membership. The application form will include a Limitation of Liability statement and a release to allow the Club to use images taken during Club functions for the benefit of the Club. The statement and release shall be printed directly on the application. Each applicant must sign and date the form being submitted for approval.

Section 4. Acceptance of Members. Any person may become a Full Member or an Associate Member of the Club by submitting a properly completed and signed application, accompanied by the appropriate fee, on a form approved by the Board to the Membership Committee Chair.

- (A) The normal term of membership for a Full Member shall be January 1 to December 31. Each valid membership application will include the payment of one year's membership dues. All Full Memberships are to be renewed during the month of January. A new Full Membership initiated after July 1 shall pay the current initiation fee, if any, and 50% of the current annual dues for the remainder of that membership year. The process for Full Membership renewal is described in Article II, Section 8 (A) 1. of these Bylaws.
- (B) The normal term of membership for an Associate Member shall be from acceptance of the application until December 31. The process for Associate Membership renewal is described in Article II Section 8 (A) 2. of these Bylaws.

Section 5. Annual Dues. Initiation fees, if any, and annual dues shall be approved by majority vote of the Full Membership casting their votes at the annual meeting in October.

Section 6. Membership Records and Membership Cards. The Membership Committee Chair shall maintain a written record of Full Memberships and Associate Memberships of the Club. Each list shall be maintained separately. The records shall contain each member's name, address, birth day/month, and telephone number. The records shall contain the email address, if provided. The Membership Committee Chair shall provide for the issuance of cards evidencing membership in the Club. Membership cards are issued to Full Members only.

Section 7. Members in good standing. A Full or Associate Member shall be considered in good standing when he or she has completed the application for membership and has paid the appropriate annual dues and fees and has not been censured, suspended or expelled.

Section 8. Membership Renewal, Termination and Reinstatement.

(A) **Renewal.**

1. A Full Member who is in good standing in the month of December shall be renewed as a Full Member for the next twelve (12) months upon return of the Full Member Renewal Form and the payment of the annual Full Member dues for the next year, provided that the form and payment are delivered to the Membership Committee Chair no later than January 31. Upon the timely return of the Full Member Renewal Form and the payment of Full Membership dues to the Membership Committee Chair, said Full Member shall automatically be a Full Member of the Club for the ensuing year. A Full Member who lets his / her Full Membership lapse and does not renew before January 31 will be subject to the initiation fee, if required, in addition to the annual dues.
2. An Associate Member who is in good standing in the month of December shall be renewed as an Associate Member for the next twelve (12) months upon return of the Associate Member Renewal Form and the payment of the annual Associate Member dues for the next year, provided that the form and payment are delivered to the Membership Committee Chair no later than January 31. Upon the timely return of the Associate Member Renewal Form and the payment of Associate Membership dues to the Membership Committee Chair, said Associate Member shall automatically be an Associate Member of the Club for the ensuing year. An Associate Member who lets his / her Associate Membership lapse and does not renew before January 31 will be subject to the initiation fee, if required, in addition to the annual dues.

- (B) **Termination.** The membership of any Full or Associate Member of the Club who fails to renew his/her membership in the Club as provided above shall be automatically terminated.
- (C) **Reinstatement.** A former Full Member whose membership has terminated automatically for non-payment of dues will be reinstated effective upon delivery of the membership application form, together with payment of the annual membership dues and initiation fee, if required, to the Membership Committee chair.

Section 9. Disciplinary Action.

- (A) **Censure, Suspension or Expulsion.** A Full or Associate Member may be censured, suspended or expelled from the Club membership for good cause. For purposes of this Section, "good cause" shall include, without limitation, the following behavior at club 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; illegal or grossly immoral public conduct or any other personal conduct adverse to the best interests and purposes of the club.
- (B) **Required Hearing on Complaint.** A Full or Associate Member may be censured, expelled, or his or her membership rights may be suspended only by the affirmative vote of not less than two-thirds (2/3) of the members of the Board present, with at least three (3) Board members voting for censure, expulsion or suspension, provided: (1) the member is given written notice at least two (2) weeks prior to the Board meeting at which the complaint is considered; (ii) a complaint explaining the general nature of the complaint has been filed with the Board and a copy of the complaint has been provided to the member who is the subject of the complaint; and (iii) the member is given an opportunity to appear before the Board to confront his or her accuser and to present witnesses and otherwise respond to the complaint.
- (C) **Reinstatement.** A Full or Associate Member who has been expelled may reapply for membership at any time after twelve (12) calendar months following the date he or she was expelled. The Board may accept or reject the application, and / or the Board may set conditions for the member's readmission to membership in the Club.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Regular Meetings. A regular meeting of the Club shall be held on the third Monday of every month, unless the Board of Directors states otherwise in advance.

Section 2. Annual Meetings. The regular meeting in October shall be known as the Annual Meeting at which the operating budget for the following fiscal year (January 1 – December 31) is approved by the members and the members of the Board of Directors are elected. The elected members of the Board of Directors shall begin their respective duties on January 1st of the following year.

Section 3. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or by written petition of at least twenty percent (20%) of the Full Members in good standing. In the case of any special meeting called, the notice of such meeting and the specific agenda of the meeting shall be given to all Full Members either personally, by telephone, by postal or by electronic mail not less than ten (10) days prior to the date of such meeting.

Section 4. Quorum. Members totaling five percent (5%) of the Full Members in good standing of the Club as of the date of the meeting shall constitute a quorum for any meeting of the members.

Section 5. Rules of Procedures. The rules contained in the Modern Edition of *Robert's Rules of Order* shall determine parliamentary procedure and practice in all cases to which they apply, excepting solely where inconsistent with the Club Bylaws or the laws of the State of North Carolina.

Section 6. Proxies. Provided that members have been timely notified of the questions to be decided at an upcoming meeting, Full Members who are unable to attend an annual or special meeting may vote by proxy if the proxy: is in writing, signed and dated by the member, specifies the particular questions the proxy vote applies to and states the members vote, yea or nay, to each question; and the proxy is delivered to the secretary prior to the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Club shall be managed by the Board of Directors. The Board of Directors of the Club shall have such powers and duties as set forth by these Bylaws or as may be specified by the Board.

Section 2. Number. The Club shall have at least five (5) Directors consisting of the Club's Executive Officers: The President, Vice President, Secretary, Treasurer and one (1) Director-at-large. These Executive Officers and Director (s) will constitute the Club's Board of Directors. Co-roles are permitted. Where roles are shared by more than one person, the position is entitled to one vote for the role.

The Board of Directors may appoint such other officers of the Club as the Board deems necessary. These appointed officers shall not have voting rights on the Board and shall serve only for the tenure of the Board that appointed them. The duties of all such officers shall be defined by resolution of the Board.

Section 3. Tenure and Qualifications. The Board of Directors shall be elected by ballot at the annual meeting in October to serve a term of one year and until their successors are elected and qualified. Their office shall begin on January 1st of the following year. A director or an officer may be nominated for re-election and succeed himself or herself. Each officer and director must be a Full Member in good standing at the time of elections and at all times during his / her term of office. No one person may hold more than one (1) office or directorship on the Board at the same time. No contractor retained by the Club may serve as a Board Member of the Club.

Section 4. Meetings. The Board shall meet at least quarterly. They shall meet at the call of the President or at the petition of three (3) Board members. The Board may provide, by resolution, the time and place for holding additional regular meetings. Notice of any meeting shall be given at least forty- eight (48) hours before the time fixed for the meeting and delivered personally, by telephone or email.

Section 5. Quorum. Three (3) Board members will constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Compensation. Members of the Board of Directors shall not be paid for their expenses or be paid any compensation for attending meetings held in the Outer Banks of North Carolina area. Board Members may be paid for their expenses representing the Club at scheduled meetings of the Association of Carolina Shag Clubs (ACSC). The number of attendees, who will be paid for their expenses, and the amount of payment, will be determined by the Board in advance. Total payment for expenses reimbursed will also be estimated in the annual budget approved at the annual meeting of the Club.

Section 7. Vacancies. Any vacancies occurring on the Board in the cases of Vice President, Treasurer, Secretary or Director-at-large may be filled by the affirmative vote of a majority of the remaining Board though less than a quorum. In the case of a vacancy in the office of President, the Vice President shall become President and the Board shall elect a new Vice President. An Officer or Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 8. Removal. Any Board member may be removed by the Board whenever in its judgment the best interests of the Club would be served. Removal of a Board member requires that the Board member to be removed be given written notice at least two (2) weeks prior to the proposed action and the opportunity to appear before the remaining Board members to respond to the proposed. Removal of a Board member requires an affirmative majority vote of the remaining members of the Board. In the case of any such removal the Board shall elect a member to fill the remaining term of the removed Board member, 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 V DUTIES OF THE BOARD OF DIRECTORS

Section 1. General Duties and Responsibilities. The members of the Board of Directors of the Club 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. Each Director:

- (A) Shall attend all regular and special meetings of the Board. Absence from three (3) consecutive regular or special meetings of the Board, except for reasons of bad health or the requirements of employment, may subject a director to removal from his or her office according to the procedures set forth in these Bylaws.
- (B) Shall serve, by assignment of the President, as the chairman of a Standing Committee; or as the Board's liaison to a Standing Committee; or as the Board's liaison to the Newsletter Editor should the editor not already serve as a Board Member; or as the Board's liaison to the DJ. Liaisons will communicate policies and decisions in their assigned areas; but the liaisons need not serve on the committees or the newsletter staff and they do not manage the business of the Standing Committees, the newsletter, or the DJ as those management roles are reserved for the Standing Committee Chairpersons and the Newsletter Editor.
- (C) Shall support Club projects and attend a reasonable number of Club functions; and personally, shall help conduct those Club projects and functions and/or shall recruit volunteers to help conduct projects and functions.
- (D) 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 Club's business.
- (E) The respective member may be a shared responsibility (ie: Co-Presidents). Where there is a shared role, the role shall be entitled to one vote.

Section 2. Duties of the President.

The President

- (A) Shall be the principal executive officer of the club and shall preside at all meetings of the members and the Board at which he or she is present.
- (B) Shall have and exercise general supervision over the affairs of the Club, and shall have and perform other duties as custom, parliamentary usage, or the Board may prescribe.
- (C) Shall name the Newsletter Editor after consultation and discussion with the Board; shall name Chairs of Standing Committees, who may be a member of the Board or from the Full Membership; shall name the Board's liaisons to the Newsletter Editor and to the Standing Committees in instances when the Editor and/or the Standing Committee chairs are not members of the Board; shall provide all Standing Committee Chairpersons with copies of the Bylaws describing Standing Committee duties; and may create special committees and shall name those chairs.
- (D) Shall set the club goals for the year.
- (E) May, in the absence of the Treasurer, sign checks and transact other business as necessary on the club's bank accounts.

- (F) May, in the absence of the Treasurer, sign contracts involving the Club after approval by the Board.
- (G) Shall attend the mandatory Association of Carolina Shag Clubs (ACSC) meetings as an official representative of the Club and report back to the Club members any information received at such meetings that will benefit the Club. In the event the President is unable to attend a mandatory ACSC meeting, he or she shall appoint another Club Full Member to attend in his / her absence to represent the Club.
- (H) Shall perform all duties incidental to the office of President or as assigned to the President by the Board.

Section 3. Duties of the Vice President.

The Vice President:

- (A) Shall discharge all of the duties of the President in the event of the President's death, absence, disability or refusal to act and in so acting shall have all the powers of and be subject to all restrictions on the President.
- (B) Shall serve as the Board's liaison to a standing committee of the Club.
- (C) Shall perform other duties as assigned by the President.

Section 4. Duties of the Secretary.

The Secretary:

- (A) Shall keep the minutes for the meetings of the members and the Board and make such minutes available to members at reasonable times and places.
- (B) Shall maintain current, accurate copies of all organizational documents (including the Articles of Incorporation, Bylaws, rules of order, and standing rules) and make such documents available to members at reasonable times and places.
- (C) Shall serve as the custodian of the Corporate Seal of the Club and to see that the Corporate Seal is affixed to all documents under seal on behalf of the Club.
- (D) Shall see that all notices are duly given, in accordance with these Bylaws or as required by law.
- (E) Shall keep a copy of the current roster of the Full and Associate Membership of the Club.
- (F) Shall keep a record of all official correspondence of the Club.
- (G) Shall keep a record of the attendance of the Board of Directors at regular and special Board meetings.
- (H) Shall receive, record and report proxy votes.
- (I) Shall, in cooperation with the Treasurer, annually review the North Carolina Non-Profit Corporation Act for changes affecting the operation of the Club and advise the Board of any required changes.
- (J) Shall perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board.

Section 5. Duties of the Treasurer.

The Treasurer:

- (A) Shall be custodian and take charge of and be responsible for all funds and property of the Club.
- (B) Shall receive and give receipts for money due and paid to the Club from any source whatsoever and deposit all such monies paid to the Club in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws.

- (C) Shall pay all bills as budgeted or upon the direction of the Board of Directors.
- (D) Shall pay all required fees and taxes in a timely fashion.
- (E) Shall serve as liaison to the Budget and Finance Committee.

- (F) Shall prepare, together with the Budget and Finance Committee, and submit an annual budget to be approved by the Board of Directors prior to submitting this annual budget to the Full Membership for approval at the annual meeting of the Club.
- (G) May, after approval by the Board of Directors, request approval of an amendment to an approved budget line item(s) in the annual budget at a regular or special meeting of the Full Membership of the Club.
- (H) Shall keep an itemized account of all receipts and disbursements of Club monies.
- (I) Shall make a report on the financial status of the Club at every regular meeting of the Full Members and / or the Board.
- (J) Will sign all contracts involving the Club after approval by the Board.
- (K) Shall make available to the Board, or its agents, all books and financial records of the club for such periodic audits or reviews as the Board may determine, including but not limited to an annual financial review or audit as described in Article IX of these Bylaws.
- (L) Shall file any documents, reports and returns required by federal and state tax codes.
- (M) Shall 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.
- (N) Shall, in cooperation with the Secretary, annually review the North Carolina Non-Profit Corporation Act for changes affecting the operation of the Club and advise the Board of any required changes.

Section 6. Duties of the Director-at-large.

The Director-at large:

- (A) Shall serve as liaison to a standing committee of the Club.
- (B) Shall provide viewpoints during policy discussions of the Board.
- (C) Shall perform other such duties as may be incidental to the office of Director-at-large or assigned to the Director-at-large by the President or the Board.

**ARTICLE VI
ELECTION OF THE BOARD OF DIRECTORS**

Section 1. Procedure. The procedure for election of the Board of Directors shall be as follows:

- (A) Before the monthly meeting held in September, the President shall appoint a Nominating and Elections Committee composed of three (3) Full Members, no more than one (1) of whom shall be a member of the Board. The Nominating and Elections Committee shall run the nominations and the elections.
- (B) At the September meeting, the presiding officer shall turn the floor over to the Nominating and Elections Committee, at which time the committee will call for nominations for each Board position separately. Nominees must be in good standing at the time of nomination. To be eligible, nominees must be present and express their consent, or their written acceptance must be presented.
- (C) The Nominating and Elections Committee will prepare a ballot that contains the names of all nominees, the positions for which the nominees were nominated and detailed instructions on how votes can be cast. The ballots shall be delivered to each Full Member in good standing no later than twenty (20) days prior to the annual meeting, either personally, or by e-mail or US mail. Ballots may be cast in person at the annual meeting or by proxy; but tabulation of the ballots shall be conducted at the Annual Meeting and the results shall be published at that time.

(D) The Nominating and Elections Committee shall be charged with counting the ballots. The nominee who receives the greatest number of votes for each position shall be certified by the Committee as having been elected to the position. It will be the responsibility of the Nominating and Elections Committee to

report the results of elections to the newly elected Board of Directors and the Full Membership. In the event that there is only one nominee for each elected position, the proposed slate may be declared elected by acclamation.

(E) The newly elected Board of Directors will begin their duties on January 1st of the following year.

ARTICLE VII INDEMNIFICATION OF THE BOARD OF DIRECTORS

Section 1. Indemnification. If the Board of Directors can obtain liability insurance coverage at reasonable rates, each member of the Board of Directors of the Club now or hereafter serving as such, shall be indemnified by the Club to the extent of such insurance 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 Board member or by reason of any action alleged to have been taken, omitted or neglected by him or her as such Board member, and the club shall reimburse each such person for all reasonable legal expenses 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 member of the Board of Directors of the Club 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, said persons to be Full Members of but not members of the Board of Directors of the Club, and any determination so made shall be binding on the indemnified Board Member.

Section 3. Non-Exclusivity. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any member of the Board of Directors of the Club may otherwise be entitled by law.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The Club shall have eight (8) Standing Committees; The Nominations and Elections Committee described in article VI and the Audit Committee described in Article IX; and six (6) Standing Committees described below. The President shall appoint a Full Member to be the chairperson of each Standing Committee; the chairperson may appoint other Full Members to serve on the committee as the chairperson deems appropriate.

Section 2. Standing Committee Duties.

(A) Social and Hospitality Committee. The Social and Hospitality Committee shall organize the Club social events including arrangements for any special event or guests and at the Committee's option, decorations; shall coordinate arrangements for the Club events with the management of the venue for the event; shall keep a record of attendance at the Club's events; shall keep newsletter editor informed of dates, themes, or any unique events involving socials; shall coordinate with any member who is interested in hosting a club gathering at their home; shall assist the Public Relations Committee in the promotion of special club events; and shall manage a program to Welcome newcomers to club events.

(B) Membership Committee. The Membership Committee shall maintain a current record of both Full Members and Associate Members in good standing; shall arrange for membership applications to

be available at all club functions and events; shall distribute membership cards to all Full Members; shall give each member at least 30days notice of requirement to renew membership; shall provide a current and periodically updated membership roster to the Secretary, the Board and to the Communications Committee; shall provide a current roster for any Club event that requires a check off of members and/or collection of money from members; and shall manage a program to encourage new membership and membership renewals.

(C) Budget and Finance Committee. The Budget and Finance Committee shall assist the Treasurer to prepare an annual budget of expected income and expenditures for the Club to present to the Full Membership for approval at the annual meeting of the Club; shall assist the Treasurer in developing financial policies for the Club's operation; and shall advise the Treasurer regarding the investment of the Club's monies.

(D) Public Relations Committee. The Public Relations Committee promotes the Shag, Beach Music and Shag Music, and the Club events through print and broadcast media, flyers and leaflets, electronic media and contact with other organizations and other dance groups. In carrying out these duties, the Public Relations Committee consults with all other committees to develop promotions/publicity strategies, and the Public Relations Committee is dependent on these Standing Committees to provide information about the events and activities under the Committee's control.

(E) Ways and Means Committee. The Ways and Means Committee plans and conducts activities that raise funds from the Club's membership for the Club's designated charity(s) or for special Club needs; specifically is responsible for any member raffles, fund raising events conducted within the Club's membership and the sale of Club items to members; coordinates the staffing of the admission's desk at the Club's social and fundraising events; coordinates with the Board concerning Club goals and needs; keeps newsletter editor informed of upcoming events and results of member fund raisers; and assists the Public Relations Committee in promoting any event or activity conducted by the Ways and Means Committee.

(F) Communications Committee. The Communications Committee contacts Club members to inform and/or remind them of special Club events; to conduct polls of the membership, as required; and send greetings to members with serious health or family related concerns.

Section 3. 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 another member of the Board of Directors.

Section 4. Special Committees. From time to time, the Board may deem other ad hoc Special Committees as necessary or desirable and shall determine the purposes of such Committees. The President shall appoint such other ad hoc Special Committee Chairs and specify the duties, composition and duration of such Committees.

ARTICLE IX FUNDS, EXPENDITURES, CONTRACT AND CLUB MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Club shall begin at 12:01 a.m. on January 1 of each year and end at midnight on December 31 of the same year.

Section 2. Income. The Club's operating funds shall be raised by annual membership dues and/or initiation fees as fixed from time to time by the approval of the Full Membership of the Club, voluntary contributions, gifts and income as may come to the Club through the collective efforts of its members to raise funds from the Club's membership.

Section 3. Contracts. The Board may authorize, on terms and conditions as the Board deems necessary, one or more officers or agents of the Club, 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 Club. Any actions taken in which the Club name or Logo is used without the specific intent and purpose identified and approved by the Board shall be considered misrepresentation and is subject to penalties as defined by law.

Section 4. Disbursements. Disbursements of the Club's funds or property may be made only to further or facilitate the purposes and aims of the Club. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness made in the name of the Club shall be signed by any one of three of the following officers: Treasurer, President or Assistant Treasurer. No financial obligation of the Club may be incurred by any member or group of members, excepting solely upon the prior written authorization of the Board. The Treasurer shall submit an annual budget of expected income and expenditures for approval by the Full Membership at the annual meeting of the Club. The President may authorize unbudgeted disbursements of one hundred and fifty dollars (\$150.00) or less. The Board of Directors shall approve any individual unbudgeted disbursement of one hundred and fifty-one dollars to four hundred and ninety-nine dollars (\$151.00 - \$499.00). All individual disbursements for unbudgeted expenditures exceeding five hundred dollars (\$500.00), made in the name of the Club, shall be presented to the Full Membership for approval.

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

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

Section 7. Corporate Seal. The Board of Directors shall provide a Corporate Seal which shall be in circular 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. The Corporate Seal and Articles of Incorporation shall remain in the custody of the Secretary during his / her term of office.

Section 7. Books and Records. The Club shall maintain accurate and complete books and records of accounts and minutes of the proceedings of its members, its Board and every committee having and exercising any authority of the Board, and shall keep a list of the names and addresses of all Full Members entitled to vote and of all Associate Members. Each member of the Board of Directors and each standing committee chairperson of the Club shall keep up to date such books and records as are required for his or her position, shall make such books and records available to the Board upon request and shall turn over these books and records to his or her successor when leaving his or her position. All official books and records of the Club may be inspected by any Full 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 Club's books and records shall be made in writing and delivered to the Club's Secretary.

Section 8. Verification of Financial Records. The Treasurer shall make available to the Board, or its agent, all

books and financial records of the Club for such periodic audits or reviews as the Board may determine, including but not limited to an annual financial review or audit following the close of the fiscal year. Whenever the Board determines the necessity of a financial review or audit, the President shall appoint an independent

financial committee consisting of at least one (1) Full Member who is not a member of the Board of Directors plus one Director who is not the Treasurer to perform this independent financial review of the Club's financial books and records and make a report of their findings to the Board. In addition, whenever a Treasurer leaves his or her office, a financial review of the Club's financial records shall be performed as described above.

**ARTICLE X
WAIVER OF NOTICE**

Whenever any notice is required to be given to any Full Member, Officer or Director under the provisions of these Bylaws, or by operation of law, a waiver in writing, signed by the person entitled to such notice, whether given before or after the time stated, shall be deemed equivalent to the giving of the required notice.

**ARTICLE XI
AMENDMENTS**

The 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 Full Members present at the next regular membership meeting, or at a special meeting called for the express purpose of amending, rescinding, repealing or altering the Club's Bylaws, and approved by a two-thirds (2/3) majority of those Full Members present. Notice of such intended amendment, rescinding, or repealing or altering the Club's Bylaws shall be made in writing to all Full Members of the Club at least twenty (20) days prior to the meeting of the Club for this purpose. Any Full Member unable to attend the meeting may vote on the proposed amendment to these Bylaws by written proxy given to the Secretary prior to the start of the meeting.

**ARTICLE XII
DISSOLUTION**

The Club's Full Membership may elect to dissolve the organization by a three-quarter (3/4) majority of the Full Membership, provided that written notice of the decision to dissolve is given to all Full Members at the time of the decision at least 30 days prior to the meeting to vote on the motion to dissolve. Any Full Member unable to attend the meeting may vote on the proposed motion to dissolve the Club by written proxy given to the Secretary prior to the start of the meeting. If the Club's Full Members decide to dissolve the organization, the Board shall distribute any and all remaining assets of the Club to The American Red Cross, with no assets distributed to individuals associated with the Club.

Bylaws ratified and approved this 15th day of October, 2018 by a 2/3 majority of the votes being cast at the meeting duly noted and held on said date.

Signature of President

Date Signed
