

Bylaws

Northern Virginia Shag Club

Article One

Preamble

Section 1. Name. The name of the Corporation is Northern Virginia Shag Club, hereafter referred to as the Corporation.

Section 2. Principal Office. The principal office of the Corporation is at Suite 240, 7010 Little River Turnpike, Annandale, Va. 22003. The Corporation also may have other offices within or without the Commonwealth of Virginia as the Corporation's Board of Directors may determine.

Section 3. Purposes. The business and purpose of the Corporation shall be: to promote Carolina Shag dancing in Northern Virginia and other areas; to provide its members with dance venues and opportunities to associate with others who enjoy Carolina Shag dancing; to publish a regular newsletter for members; to support charities designated by the Board and/or by the membership of the Corporation; to function as a 501 (c) (7) social club, as defined by the U.S. tax code and in accordance with regulations issued by the Internal Revenue Service; to represent, protect and advance the interests of its members with respect to Carolina Shag dancing; to own property, enter into contracts, and to carry on any business necessary or incidental to accomplishing the purposes of the Corporation; and to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth; and to do every other act incidental thereto which is not prohibited by the laws of the Commonwealth of Virginia.

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

Article Two

Members

Section 1. Classes of Members. The members of the Corporation shall be one undivided class.

Section 2. Voting Rights. Each member in good standing of the Corporation on 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. Acceptance 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 one year's membership dues to the Membership Chairperson. The first day of the next calendar month after the member's submission of an application shall be the member's "anniversary date", and that person shall be a member of the Corporation for the twelve (12) calendar months period beginning with his or her anniversary date.

Section 4. Annual Dues. The Board shall determine the amount of annual membership dues; and when dues are changed, the amount of the change and the effective date shall be published in the newsletter.

Section 5. Membership Records. The Membership Chairperson shall maintain a written record of the membership of the Corporation, and that record shall contain each member's name, address and anniversary date, and also home and office telephone numbers and/or e-mail address, if provided. The Membership Chairperson shall issue certificates and/or cards evidencing membership in the Corporation in such form as may be determined by the Board. If a member's certificate or card is lost, mutilated or destroyed, the Membership Chairperson may issue a replacement on such terms as the Board has determined.

Section 6. Membership Renewal and Termination.

(A) Renewal. The Membership Chairperson shall give each member at least 30 days advance notice of the member's approaching anniversary date.

A member who is in good standing on his/her anniversary date shall be renewed as a member for the next twelve (12) calendar months upon payment of the annual membership dues for the next year, provided the payment is delivered to the Membership Chairperson no later than 30 days after the member's anniversary date. Upon the timely payment of renewal dues to the Membership Chairperson, said member automatically shall be a member of the Corporation for the ensuing year.

(B) 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 terminated automatically for non-payment of dues will be reinstated effective upon delivery of a membership application form, together with payment of the annual membership dues, to the Membership Chairperson.

Such a reinstated member, for the purposes of serving as an Officer or Director of the Corporation, shall be considered a new member.

Section 7. Disciplinary Action.

(A) Censure, Suspension or Expulsion. For good cause, the Board may censure a member, may suspend a member, or may expel a member. For purposes of this section, "good cause" shall include, without limitation, 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) Disciplinary Procedures. In considering and/or implementing the censure, suspension or expulsion of a member of the Corporation, the Board must adhere to the following procedures:

(1) The Board must provide the member concerned with written notice that the Board is considering a disciplinary action. This written notice must:

(a) Be postmarked at least two weeks prior to the Board meeting at which the disciplinary action will be considered.

(b) Explain the general nature of the complaint.

(c) Advise the member concerned of his or her right to appear before the Board in order to confront his or her accuser(s) and to present witnesses and/or otherwise respond to said complaint.

(2) For the purposes of this section, the Board or individual members of the Board may function as the accuser(s), as may a member or members of the Corporation who has/have requested a disciplinary action or made a complaint against another member. When the disciplinary issue has been raised by a member or members of the Corporation not serving on the Board, the Board alone has the sole discretion to proceed to a hearing, to dismiss the case, or to take any other action that the Board finds to be in the best interest of the Corporation.

(C) Disciplinary Hearing. The Board may adopt rules of procedure for the conduct of hearings on complaints against members.

(D) Voting Requirements for Disciplinary Actions. The censure, suspension or expulsion of a member requires an affirmative vote of not less than two-thirds of the Board of Directors, with at least three Board members voting for said censure, suspension or expulsion. The vote of the Board to censure, suspend or expel any member shall be final.

(E) Re-admission of Expelled Member. A member who has been expelled from membership in the Corporation 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 Corporation.

Article Three Board of Directors

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

Section 2. Number. The Corporation shall have nine (9) Directors consisting of the Corporation's President, Vice-President, Secretary, Treasurer and five

(5) Directors-at-large. The Board of Directors may appoint or elect other officers as the Board deems necessary, and 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 appointed officers shall be determined by the Board that appointed them.

Section 3. General Qualifications. Officers and Directors need not be residents of the Commonwealth of Virginia, but they must have been members 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 terms of office must remain members in good standing of the Corporation. Additionally, candidates for President and Vice President must have served at least one year on the Board before running for President and Vice-President, and any previous year of service on the Board will satisfy this requirement. No one person may hold more than one (1) office or directorship on the Board at the same time.

Section 4. Tenure. Officers and Directors shall be elected by the members of the Corporation for terms of one (1) calendar year each, ending December 31 of the year in which they were elected. Officers and Directors shall continue to serve past the end of their terms until their successors are elected. Officers and Directors may be nominated for re-election and may succeed themselves.

Section 5. Vacancies on the Board. Any vacancies occurring on the Board in the cases of Vice-President, Treasurer, Secretary or Director-at-large shall be filled by affirmative vote of a majority of the remaining Board members 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. Any person elected by the Board to fill a vacant position, or a Vice President ascending to the Presidency, shall serve the unexpired term of his or her predecessor.

Section 6. Removal of Board Members. Any Officer or Director may be removed by the Board whenever in its judgement that removal will serve the best interests of the club. Any Board member may initiate a removal action against an Officer or Director, and the following procedures must apply:

(1) The Board member for whom removal is being considered must be given written notice of the proposed action the Board is considering. This written notice must:

- (a) Be postmarked at least two weeks prior to the Board meeting at which action will be considered.
- (b) Advise the Board member concerned of his or her right to appear before the Board and respond to the proposed action.

(2) Any removal action must be by affirmative vote of a majority of the remaining members of the Board. In the case of a tie vote, the subject Board member shall remain on the Board.

Section 7. General Duties. In addition to the specific duties assigned to each Officer and Director under these bylaws, each member of the Board also has general duties; and each member of the Board:

(A) Shall attend all regular and special meetings of the Board. Absence from four regular meetings of the Board, except for reasons of bad health or the requirements of employment, may subject an Officer or Director to removal from the Board 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 on the Board; or as the Board's liaison to the DJ should the DJ not already serve on the Board. Liaisons will communicate Board policies and decisions in their assigned areas; but the liaisons need not serve on 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, the Newsletter Editor and the DJ.

(C) Shall support Corporation projects and attend a reasonable number of Corporation functions; and personally shall help conduct those Corporation projects and functions and/or shall recruit volunteers to help conduct projects and functions.

(D) Shall preserve and transmit to his or her successor all records, documents and other parts of papers received in the course of the Corporation's business.

Section 8. Specific Duties. In addition to the general obligations carried by all members of the Board, each Officer and Director-at-large has specific duties.

(A) The President. The President shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board and the general membership at which he or she is present. The President shall attend Association of Carolina Shag Club (ACSC) meetings or shall ensure the Corporation's representation at required-attendance ACSC meetings, in accordance with the number of attendees

approved by the Board of the Corporation. The President will name the Newsletter Editor after consultation and discussion with the Board; will name Chairpersons of Standing Committees, who may be on the Board or from the general membership; will name Board liaisons to the Newsletter Editor and to the Standing Committees in instances when the Editor and/or the Standing Committee chairpersons are not members of the Board; will provide all Standing Committee Chairpersons with copies of Article Six of the Bylaws describing Standing Committee duties; and the President may create special committees and will name those chairpersons. In the instance that a Board determines there will be a Capital Shag Classic in the following year, the current President will name the incoming Capital Shag Classic Coordinator, but the President will make that appointment only after consultation with and discussion by the Board. The President also shall exercise general supervision over the affairs of the Corporation, and shall perform other duties as custom, parliamentary requirements or the Board may prescribe.

(B) The Vice President. The Vice President shall discharge all 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 the restrictions on the President. The Vice President shall also perform such other duties as may be assigned by the President or the Board.

(C) The Secretary. The Secretary shall have the following duties: to keep the minutes for the meetings of the members and the Board; to see that all notices are duly given, in accordance with these Bylaws or as required by law; to keep a current roster of the membership of the Corporation; to be custodian of the seal of the Corporation; to see that the seal of the Corporation is affixed to all documents under seal on behalf of the Corporation; and to 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.

(D) The Treasurer. The Treasurer shall have the following duties: to be custodian, take charge of and be responsible for all funds of the Corporation; to receive and give receipts for money due and paid to the Corporation from any source whatsoever; to deposit all money paid to the Corporation in the name of the Corporation in such banks, trust companies or other depositories as determined by the Board; to make a report on the financial status of the Corporation at every regular meeting of the Board; to make available to the Board, or its agents, all books and financial records of the Corporation for such periodic audits and verifications as the Board may determine; to file any documents and returns required by federal and state tax codes; and to perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the President or the Board.

(E) Directors-at-large. The Directors-at-large have the following duties: to perform the general duties assigned to all members of the Board, including but not limited to service as Committee Chairpersons or service as Board liaisons to committees or others; to provide viewpoints during the policy discussions of the Board; to support and/or attend club projects and events; and to perform all other duties as may be assigned by the President or the Board.

Section 9. Regular Board Meetings. Monthly meetings of the Board shall be held at times and places selected by the Board.

Section 10. Special Board Meetings. The President or any two members of the Board may call a special meeting of the Board, and the Board will set the time and place of any special meeting.

Section 11. Notice of Special Board Meetings. All members of the Board must be given notice of any special Board meeting at least forty-eight (48) hours before the time fixed for the special meeting. The notice must disclose the business to be transacted or the purpose of the special meeting.

The notice must be delivered personally, by telephone or by mail to each Board member at his or her address as shown in the records of the Corporation. If mailed, the notice must be postmarked not less than four (4) days prior to the date of the meeting. Any Board member may waive notice of any meeting. Attendance of a Board member at a special meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present, a majority of the directors present may adjourn the meeting without further notice.

Section 13. Board Decisions. All voting by the Board must be conducted in a meeting with a quorum present, and the Board may not vote by telephone polling or by any other form of one-on-one polling. The act of the majority of the Board members 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 14. Presumption of Assent. A Board member who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the Secretary of the meeting prior to the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the Corporation within one business day of the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

Section 15. Visitors at Board Meetings. Members of the Corporation may attend and observe any regular or special meeting of the Board, but may not participate in Board discussions, unless formally placed on the agenda. The President may invite Corporation members to appear before the Board to discuss a specific topic or topics. A Corporation member also may ask to appear before the Board and speak on a specific topic or topics at a Board meeting; and the Board will decide whether or not to place that member on the agenda and will set all conditions for the member's participation, if it is granted.

Section 16. Compensation. Officers and Directors shall not be paid for their expenses or be paid any compensation for attending meetings held in the Washington, D.C. metropolitan area. Officers and Directors may be compensated for representing the Corporation at scheduled meetings of the ACSC. The number of attendees who will be compensated for each ACSC meeting, and the amount of compensation, will be determined by the Board. In approving the number of attendees, the Board may take into account the varying circumstances of individual ACSC meetings.

Article Four

Elections of Officers and Directors

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

(A) No later than October 1 of each year, the President shall:

(1) Appoint a Nominating and Elections Committee composed of seven (7) members, no more than two (2) of whom shall then be members of the Board of Directors.

(2) Set the date, time and place of the Committee's first meeting.

(B) At its first meeting, the Nominating and Elections Committee shall elect a Chairperson, who shall set the date, time and place of all further meetings of the Committee.

(C) The Nominating and Elections Committee shall meet as necessary, contact potential nominees and provide them with copies of the portions of the Bylaws stating the duties for Officers and Directors; shall determine the willingness of potential nominees to fulfill the duties of the positions for which they are being considered; and shall prepare a list of qualified nominees who are willing to serve. This list must contain the names of all persons known to the Committee who have expressed a desire to run for the Board and who have confirmed their willingness to perform the duties of the positions they are seeking; and this list will constitute the Committee's report to the general membership; and the names on the list, without further motion, shall be nominations for the respective positions.

(D) At the fourth quarterly meeting of the members, to be held between October 25 and November 25, the Nominating and Elections Committee shall present its list of nominees to the members. Thereafter, any member also may place in nomination for any office or directorship the name of any other member in good standing. Before having his or her name placed on the ballot, each candidate nominated from the floor will be asked by the Nominating and Elections Committee to review the duties of the position for which he or she was nominated and to state whether he or she is willing to be a candidate and to perform the requisite duties if elected.

(E) All nominees for the Board, whether nominated by the Nominating and Elections Committee or from the floor, must be members in good standing of the Corporation at the time of their nomination, and must have been members in good standing for the entire year prior to the year they will serve, if elected. Nominees for President and Vice President must have served on the Board for at least one term prior to the year in which they will serve, if elected.

(F) After the general membership meeting at which the nominations have been made and after the Nominating and Elections Committee has determined that all nominees meet the candidate qualifications set out in these Bylaws, the Committee Chairperson will prepare and will give to the Newsletter Editor a suitable ballot that contains the name of each qualified candidate nominated by the Nominating and Elections Committee and by the membership at large, the positions for which said nominees were nominated, and detailed instructions on how votes can be cast. This

ballot shall be published in the Corporation's newsletter and provided to each member in good standing no later than ten (10) days prior to the date of the election.

(G) All ballots received by the Secretary prior to the deadline published in the voting instructions shall be checked by the Secretary to ensure they are valid. The Secretary shall provide the valid ballots to the Nominating and Elections Committee, which shall be charged with counting the ballots. Members of the Nominating and Elections Committee who are on the ballot for the election will not participate in the counting of the ballots. 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 five (5) 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. In the event of tie votes which will determine the election of a nominee to fill a position, the nominees who have received the same number of votes will participate in a runoff election, as soon as this can be held and usually during the next week.

Article Five

General Membership Meetings

Section 1. Annual and Periodic Meetings. The members of the Corporation shall meet quarterly in open meetings to transact such business as may come before the membership. The first of such meetings shall be held during the month of January. The dates for subsequent quarterly meetings shall be determined and published in the Corporation's newsletter, provided that the fourth quarterly meeting shall be held between October 25 and November 25.

Section 2. Special Meetings. Special meetings of the members may be called by the Corporation's President, the Board of Directors, or by written notification signed by at least ten percent (10%) of the Corporation's members in good standing. In the case of any special meeting of members called or required by these Bylaws, the notice of such meeting shall state the purpose(s) of the meeting and shall be delivered to Corporation 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 such 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 3. Notice of Regular Meetings. Notice of any regular meeting of the Corporation's members shall be deemed given by the publication of the date, time and place of meeting in the newsletter, distributed to members or 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 the mailing, provided that said newsletter is distributed to members or deposited in the U.S. mails, postage prepaid, not less than ten (10) days prior to the date of the meeting.

Section 4. Quorum. Members totaling ten percent (10%) of the members in good

standing of the Corporation as of the date of the 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 Commonwealth of Virginia.

Section 7. Proxies. Provided that members have been timely notified of the questions to be decided at the upcoming meeting, members who are unable to be present at the meeting may vote by proxy properly executed in writing by the member, or by his duly authorized attorney-in-fact. Any such proxy shall be valid only for the particular meeting and the particular questions for which they have been prepared and in no event shall be valid for more than three (3) months from its date of execution.

Article Six Committees

Section 1. Standing and Special Committees. The Corporation shall have eight (8) Standing Committees and any special committees that the President or the Board may approve. The Standing Committees are the Nominations and Elections Committee described in Article Four, the Audit Committee described in Article 10, and the Dance Committee, the Music Committee, the Social and Hospitality Committee, the Charity and Fund Raising Committee, the Membership Committee and the Public Relations Committee. The President shall name the Chairperson of each Standing and Special Committee; and, in instances when a Chairperson of a Standing Committee is not on the Corporation's Board, the President shall name a Board member as the Board's liaison to the Standing Committee. The President will provide the Standing Committee Chairpersons with copies of Article Six of the Bylaws, describing all Committees' duties.

Section 2. Committee Chairpersons. The Chairperson of each Standing Committee shall name at least two other Corporation members to serve on the Committee and may name more members; and each Chairperson of a Standing Committee or a Special Committee may create subcommittees and may name subcommittee chairpersons.

Section 3. Board Liaisons. The Board's liaisons to Standing Committees help communicate Board policies and decisions to the Standing Committees; but the liaisons need not serve on the Standing Committees, and they do not manage the

business of Standing Committees, which is the role of the Standing Committee chairpersons.

Section 4. Standing Committee Duties.

(A) Dance: The Dance Committee co-ordinates the dance program for the Corporation and is responsible for a regular program of dance instruction; the training of the Corporation's dance instructors; maintaining an instruction manual; managing the club's instructional videotape library; conducting periodic dance workshops that have been approved by the Board, and selecting guest instructors, staffing the admissions desk and providing for light food and beverages for those workshops, and assisting the Publicity Committee in the promotion of those workshops; and arranging for dancers and/or instructors for exhibitions and special events.

(B) Music. The Music Committee arranges for Beach Music and Shag Music at the Corporation's weekly dances and other Corporation events; periodically arranges for guest DJs at Corporation events; and, in instances when the Board chooses to have a permanent Corporation DJ, will recommend a candidate or candidates to the Board, which will then make the appointment.

(C) Social and Hospitality. The Social and Hospitality Committee shall arrange for facilities, food, beverages, the staffing of an admissions' desk and, at the Committee's option, decorations for special Corporation events approved by the Board, except for dance workshops and The Capital Shag Classic, in which cases the Dance Committee or the Classic Coordinator will be responsible for these tasks; shall assist the Public Relations Committee in the promotion of special Corporation events; and shall manage a program to welcome newcomers to Corporation events, including consultation with the Dance Committee on ways to support Beginner Class students.

(D) Charity and Fund Raising. The Charity and Fundraising Committee plans and conducts activities that raise funds for the Corporation's charity or for special Corporation needs; specifically is responsible for the weekly 50/50 raffle and the sale of Corporation items; and assists the Publicity Committee in promoting any event or activity conducted by the Charity and Fundraising Committee.

(E) Communications. The Communications Committee contacts club members to inform and/or remind them of special Corporation events and to conduct polls of the membership, as required.

(F) Membership. The Membership Committee shall maintain a current record of members in good standing; shall give each member at least 30 days notice of the member's approaching anniversary date and the requirement to renew membership; shall arrange for membership applications to be available at the weekly dance and at all Corporation events; shall provide a current and periodically updated membership roster to the Secretary, to the Communications Committee and for the file at the Corporation's main office; and shall provide a current membership roster for any

Corporation event or dance workshop that requires a check off of members and/or a collection of money from members.

(G)Public Relations. The Public Relations Committee promotes the Shag, Beach Music and Shag Music, and Corporation events through print and broadcast media, flyers and leaflets, and contact with other organizations and other dance groups. In carrying out these duties, the Public Relations Committee consults with the Dance, Music, Social and Hospitality, and Charity and Fundraising Committees to develop promotions/publicity strategies, and the Publicity Committee is dependent on these Standing Committees to provide information about the events and activities under the Committees' control.

Article Seven Newsletter

The Corporation is the publisher of a newsletter, the Shag Rag, which must be made available to the Corporation's membership no later than the first of each month. The Corporation's President names the Newsletter Editor after consultation with and discussion by the Board; and the Editor chooses additional staff and guest writers, if any. The Corporation's Board acts as a publishing board for the general membership, and, in that role, sets the advertising policy and general editorial policy of the newsletter and is the final authority on those policies; however, the Board shall give the Newsletter Editor wide latitude for creative expression and specific content of the newsletter.

Article Eight Capital Shag Classic

Section 1. The Capital Shag Classic. Upon approval of the Board, the Corporation will hold a weekend-long event called the Capital Shag Classic (the Classic). The time, the place and the budget will be set by the Board.

Section 2. The Approval Process. By October 1 of each year, the Board shall review the records of the most recent Capital Shag Classic and shall decide if the club will hold a Capital Shag Classic in the next year.

Section 3. Capital Shag Classic Coordinator. The person responsible for planning and conducting the Capital Shag Classic is the Coordinator, to whom the following provisions apply:

A. If the Board approves the event for the following year, the President will name the Capital Shag Classic Coordinator. That appointment will be made after consultation with and discussion by the Board and will be made by October 30.

B. Subject to general policies and a budget set by the Board, the Capital Shag Classic Coordinator (the Coordinator) will arrange for the facility, food, drinks, entertainment and decorations, if any; will work with the Music Committee and the Dance Committee to provide DJs and workshops, if any; and will handle, or will assign responsibility for, all other business matters or activities incidental to holding

the Classic. In carrying out any of these duties, the Coordinator may create subcommittees and name subcommittee chairpersons.

C. In the event the Coordinator is not a member of the Board that serves during the year of the Classic, the President of the newly elected Board will name a Board liaison for the Capital Shag Classic. This liaison will communicate the policies and the decisions of the Board; but the liaison does not manage the Capital Shag Classic, as management of the Capital Shag Classic is the responsibility of the Coordinator.

Article Nine

Indemnification of Officers and Directors

Section 1. Indemnification. Each Officer and Director 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 Officer or Director, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such Officer or Director, and the Corporation shall reimburse each such person for all legal expenses reasonably 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 shall not be exclusive of any rights to which any Officer or Director may otherwise be entitled by law.

Article Ten

Funds, Expenditures, Contracts and Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year beginning at 12:01 a.m. on January 1 of each year and ending at midnight of 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 authorization of the Board of Directors, provided that the President may authorize expenditures of ONE HUNDRED FIFTY DOLLARS (\$150.00) or less.

Section 3. Contracts. The Board of Directors may authorize, on such terms and conditions as the Board deems necessary, one or more Officers, Directors, 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. 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. Checks, drafts or orders for the payment of money, notes or other evidence of indebtedness exceeding \$1,000.00 (one thousand dollars) will be countersigned by at least one (1) other Officer of the Corporation as determined by resolution of the Board of Directors. In the absence of any such resolution, any evidence of indebtedness exceeding \$1,000.00 (one thousand dollars) shall be signed by the 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 devises 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 books 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 purposes upon prior written request 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 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. Once a year, usually during the fourth quarter, and/or whenever a Treasurer leaves his or her office, an Audit Committee, consisting of at least three (3) members who are not Officers or Directors 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.

Section 10. Disposal of Assets and Property. If the Corporation members decide to disband the organization at any time, the financial assets and property belonging to the Corporation shall be donated to the charity organization that is supported by the Corporation. If any property owned by the Corporation can not be accepted by the charity, the Board of Directors

will make all reasonable efforts to sell the property and donate the proceeds to charity.

Article Eleven Waiver of Notice

Whenever any notice is required to be given any member, Officer 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 required notice.

Article Twelve Amendments

The Corporation's Board of Directors may amend, rescind or alter these Bylaws, and adopt new Bylaws from time to time, provided, however, that no such amendment or addition shall be in force and effect unless and until it is submitted to the members at their next regular meeting, or at a special meeting called for the express purpose of amending, rescinding, repealing or altering the Corporation's Bylaws, and is approved by a majority of those members present; and provided that no changes can be made that would terminate the Corporation's membership in the Association of Carolina Shag Clubs.