

# **Mountain Shag Club Bylaws Effective January 1, 2023**

## **(Revised & Approved 12-06-2022)**

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### Article I: Name and Organizational Status

1. The name of this organization shall be the Mountain Shag Club, hereafter referred to as MSC.
2. MSC is registered in the state of North Carolina as a Non-Profit Corporation (formed in 11/1/88) and with the IRS as a 501(c)7 Social Club Tax-Exempt Organization.
3. MSC shall be affiliated with the Association of Carolina Shag Clubs (ACSC). Our dance activities are properly licensed through the National Fast Dance Association.
4. MSC shall maintain a Post Office Box within the City of Asheville for the purpose of providing a permanent address.
5. The MSC name and/or logo shall be the property of MSC, and their use is hereby restricted to use by MSC for its business and social purposes. MSC may authorize the use of its name and/or logo, by vote of its Board, for other purposes when compensation is received or a charity will benefit.

### Article II: Purpose

1. The purpose of MSC shall be to bring together people with mutual interest in Carolina Shag and entertainment; and to promote and preserve the music and dance of Carolina Shag, beach music and related activities.
2. To help with promotion of events and activities of the club, MSC shall maintain a website and social media presence (such as Facebook or other formats).
3. MSC shall participate in civic and charitable functions and events the Board and membership deem beneficial to the greater community.

### Article III: Membership

1. Membership in MSC shall be open to all persons regardless of race, national origin, sex, religion, disability or sexual orientation. Members must be interested in the work and

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purposes for which this organization was established. Members must be at least 21 years of age. No one under the age of 21 years will be allowed to attend a MSC sponsored function except when supervised by member or with prior approval of the Board.

2. Each new member will submit an application (which includes a liability release) and pay the annual dues. Renewing members will confirm their information is current, acknowledge the liability release and pay the annual dues. All members shall be issued a name tag. Each member will be made aware of the bylaws and that it is available on the MSC's website.
3. Membership records include name, mailing address, email address, telephone and dates of membership and will be maintained for the records of MSC. To respect the privacy of members, this information will remain confidential and only used when approved by the Board.
4. Each member in good standing shall be entitled to vote in each matter submitted to a vote of members.
5. Duties of each member of the MSC include:
  - a. Pay all dues and keep their information current (especially email addresses).
  - b. Attend as many meeting and functions of the MSC as possible.
  - c. Recognize and comply with all provisions of the Bylaws.
  - d. Members are expected to conduct themselves in a respectful, courteous and responsible manner to all members and visitors.
  - e. Refrain from conduct contrary to the purposes of the MSC. This includes (but is not limited to) assault or attempted assault of a member, guest or bystander; discriminating against, harassing, or making inappropriate comments or sexual advances toward anyone at a MSC function; deliberately damaging or destroying property or equipment.
  - f. At all MSC meetings and events, attendees will exercise moderation and prudence in the consumption of alcoholic beverages; obey all federal, state, and local laws regarding such use and consumption; and refrain from any unlawful use of drugs.
  - g. Dress appropriately for a social activity; avoid items that contain inflammatory words or images.
  - h. Failure to perform the duties of membership may result in removal from MSC membership.
    - i. During a Board meeting, a member's conduct and failures will be discussed. A vote of intent to remove membership requires at least five (5) Board votes. After discussion and vote, the member shall be given the opportunity to respond to the grounds for removal prior to final action by the Board. Final action to remove membership shall require five (5) Board votes.
    - ii. Reinstatement may occur with discussion about appropriateness of reinstatement and requires at least five (5) Board votes to reinstate a former member.

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### Article IV: Dues and Event Fees

1. MSC dues shall be a minimum of \$25 per member, per year. They are not refundable or transferable.
2. Dues are in effect for a calendar year (January 1 to December 31) and are not prorated.
3. Any increase in dues or prorating of dues shall be determined by the Board and presented to the MSC membership for approval.
4. For each MSC event, the Board shall determine the event fees for members and guests.

### Article V: Membership Meetings

1. Meetings are called by the President or the Board as necessary or required to conduct MSC business. There will be a minimum of four (4) membership meetings held during each year. Meetings are open to all members in good standing.
2. The elections will be held at a membership meeting in November. The Board will select the date for this meeting. See Article VI for more details about elections and notification requirements.
3. The Board will determine the agenda for each Meeting which will include a report on the condition of the MSC (including membership update and financial status).
4. At each meeting there will be a designated period of time for members to ask questions and/or make comments. The President reserves the right to limit the amount of time to speak in order to keep the meeting on track.
5. A quorum for the purpose of conducting the business of the MSC at a membership meeting shall be fifteen (15) members in good standing. Members must be present at the meeting to vote.
  - a. In the event it is not possible to have an in-person general meeting (such as during a pandemic or other catastrophic event), members may be presented with matters that require a vote and subsequently submit their votes via email, video chat or US mail.

### Article VI: Elections

1. The president shall select three (3) members in good standing to serve as the Nominating Committee and appoint one of the three to serve as Chair.
2. The Nominating Committee shall be responsible for soliciting, screening and presenting a slate of candidates for the offices of President, Vice-President, Secretary, Treasurer and four (4) At-Large Board Members (or five (5) if Immediate Past President has resigned).
3. A candidate shall be a member in good standing and be eligible to serve (see Article VII Board of Directors, #5 Terms of Office).
4. The election slate shall consist of at least one person for each office and the at-large board members. All these persons have agreed to serve if elected.
5. The Nominating Committee shall present the election slate to the Board and to each member thirty (30) prior to the annual election held in November.
6. Additional candidates may be made after the Election Slate has been announced. Additional candidates for any Board position must be given to the Nominating Chair no

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later than November 1. Additional candidates must meet the qualifications listed in 3. above and agree to serve if elected. No additional submissions will be accepted after this date.

7. A written ballot may be needed if the election slate has more than one candidate for a position and/or there were additional candidates named. If the election slate has only one candidate per position, the election slated may be accepted by acclamation.
8. The officers and at-large board members shall be elected by majority vote of the members present at the meeting. If no candidate receives a majority vote, voting will be repeated on the two (2) candidates receiving the highest number of votes.
  - a. In the event it is not possible to have an in-person general meeting (such as during a pandemic or other catastrophic event), members may be presented with the election slate and call for additional nominations and subsequently submit their votes via email, video chat or US mail.

### Article VII: Board of Directors, Meetings, Terms of Office, Removal and Resignation, and Duties of Directors.

1. The Board of Directors, hereafter referred to as the Board, shall consist of nine (9) persons. Composition of the Board are four (4) officers, President, Vice President, Secretary and Treasurer, and four (4) at-large members. The Immediate Past President is automatically included on the Board. In the event the Immediate Past President resigns, there will be five at-large members.
2. The Board shall manage the business affairs of the MSC using the bylaws as a base.
3. Members of the Board shall not receive any stated salary or profit from their service. They may be reimbursed for expenses incurred on behalf of the MSC.
4. Board meetings:
  - a. Board meetings should be held at the call of the President or by request of at least two (2) Board members. The President or designee shall preside over the meeting.
  - b. After elections are over, the Incoming Board is authorized to meet prior to the start of their term to begin setting their annual agenda and developing the budget for the year.
  - c. The Board will meet prior to any Membership Meeting to decide on the meeting's date and agenda. The Board must be mindful of any notification requirement for the General Membership Meeting.
  - d. A quorum shall consist of five (5) Board members.
  - e. Board decisions are made with agreement by majority of Board present (assuming a quorum is met). Only exception is removal of member or officer which requires at least five (5) like votes.
  - f. Any meeting of the Board may be held in person, by phone, video chat or email.
  - g. Board meetings are open to any non-board member in good standing. Non-board members must agree to only observe during the meeting and only address an agenda item if given approval by the President or other officer. The non-

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board member must respect the President's right to limit the amount of time to speak in order to keep the meeting on track.

### 5. Terms of Office:

- a. The term of office for the Officers and At-Large members shall be one (1) year from January 1 to December 31.
- b. Board members may be re-elected for three (3) consecutive terms in the same position.
- c. No one can be elected onto the Board in any position for four (4) consecutive terms. The Immediate Past President may be on the board for more terms.
- d. The Immediate Past President must serve at least one term although MSC would appreciate their continuation as long as they are eligible. He/She may resign from the board if they desire after their year is over.

### 6. Removal, Resignation and Vacancies:

- a. Any board member (elected or appointed) may be removed from office for non-performance of duties or repeated non-attendance at Board meeting. Removal requires five (5) like votes of the Board.
- b. Resignation of any board member is permitted when they can't perform their duties. The resigning board member must notify the President of their intent to resign as soon as possible to allow for the Board to appoint a replacement.
- c. Vacancies on the Board shall be filled by appointment of the remaining Board members, requiring five (5) like votes for the replacement. The replacement will serve through the end of the year. If the President position is vacant, the Vice-President will become President and the remaining Board members will appoint a new Vice-President.

### 7. Duties of Board and Directors:

- a. In addition to the duties set forth in these Bylaws, officers shall perform duties as are implied by their respective offices and consistent with standard parliamentary procedure.
- b. Transfer of files – Upon transition of officers, a retiring or resigning officer shall transfer his/her files and records to his/her successor. Files may be paper or computer files. Information about MSC's website, vendors and passwords must also be transferred to successors.
- c. The Board will:
  - i. Oversee the planning and execution of MSC events. This includes but is not limited to securing venues, scheduling DJs, assist with promotion of the event, plan decorations or food served, and door coverage and collection of door fees at weekly dances and other events.
  - ii. Oversee the storage of MSC supplies and ensure their safe storage and availability for use at events.
  - iii. Research and approve qualified charitable organizations for donations and when a MSC event is planned to fundraise for an organization.
- d. The President shall:

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- i. Schedule and preside over all Membership and Board meetings.
  - ii. Conduct the affairs of the MSC and execute the policies established by the membership and the bylaws.
  - iii. Appoint special committees as may be deemed necessary.
  - iv. Be responsible for ensuring MSC representation (preferably a Board member) at Association of Carolina Shag Clubs (ACSC) and Society of Stranders (SOS) events.
- e. The Vice-President shall:
  - i. Assume the duties of the President in the President's absence and assume the position of President for the unexpired term in the event of resignation or disability.
  - ii. Perform duties as assigned by the President.
  - iii. Maintain current and historic Bylaws and amendments. This may be delegated.
- f. The Secretary shall:
  - i. Write up and maintain the minutes of all Board and Membership meetings. The minutes shall include all subjects discussed and decisions made. The minutes from the November Membership meeting shall include the results of the election and incoming Board of Directors.
  - ii. Distribute a copy of the minutes of any meeting to the Board within 30 days of the meeting.
  - iii. Present minutes at each Board meeting for approval and amend as necessary.
  - iv. Serve as custodian of important documents and records except financial records. Records are stored at a location approved by the Board. See Appendix #1: List of MSC Records to Retain. These may be updated as needed with Board Approval.
  - v. Collect mail from the post office and distribute. This may be delegated.
  - vi. Provide communication to all members and others. These may be delegated. See Appendix #2: List of Communication Methods and Digital Formats. These may be updated as needed with Board Approval.
- g. The Treasurer shall:
  - i. Assist the Board with developing the annual budget.
  - ii. Receive all monies payable to the MSC and pay the expenses incurred by the MSC as authorized by the President and/or Board. See Article VIII for more on Financial Policies.
  - iii. Deposit within a week of receipt, such monies in a bank account in the name of the MSC.
  - iv. Keep a detailed register by month of receipts and disbursements. This should be compiled each month and be a computerized register.
  - v. Furnish written financial reports to the Board at all Board meetings and an annual report to all members. Financial reports should include bank

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- balance, receipts and disbursements by category and compared to budget. This should be a computerized report.
- vi. Provide financial reports to any member in good standing upon request.
- vii. Maintain a list of members' name, address, email address, phone, birthday and when dues are paid. Provide the list as approved by the Board to board members and committee chairs.
- viii. Keep track of attendance at all MSC events for the annual application for membership and music license with the National FastDance Association.
- ix. Close the MSC's financial books at the end of the calendar year and assist with the Internal Audit (see Article IX: Committees #3b Internal Audit Committee).
- x. Prepare the needed information and file the annual tax filing on-line (990 postcard). Maintain a record of the filing.
- h. The Immediate Past President shall:
  - i. Assist the Board in making an orderly transition of leadership.
  - ii. Serve the President in a consultative capacity.
- i. At-Large Board members shall:
  - i. Perform various duties as assigned by the President, chair committees when needed.
  - ii. Learn the different club processes and assist as necessary.

### Article VIII: Financial Policies

1. The fiscal year shall be the calendar year – starting on January 1 and ending December 31.
2. The Board may authorize any officer, or agent to enter into any contract or financial commitment in the name of and on behalf of the MSC and such authority shall be limited to MSC business or activities.
3. Authorized signers for the MSC's checking account will be the Treasurer, President and Vice-President. Debit cards can be issued to these officers if they choose. Use of debit cards for purchases over \$300 shall be approved by another authorized signer prior to purchase.
4. An annual budget shall be developed by the incoming Board. The Budget will be used as a planning tool to identify the year's events and other activities.
5. Approved expenses for supplies and/or services incurred by a MSC Board Director or their designee shall be reimbursed only with written receipts.
6. Travel expenses of the President or designee to attend required ACSC events held out of town may be reimbursed.
  - a. Out of town is a location more than 50 miles from Asheville.
  - b. Mileage and lodging expense is covered (up to two nights).
  - c. Meals and other expenses are not reimbursed.
  - d. Amount reimbursed may be limited by the Board and annual budget.

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7. All funds of the MSC must be deposited within a week of receipt to the credit of MSC in bank(s) as the Board selects.
8. All the financial transactions (receipts and disbursements) must be recorded and tracked. Financial reports on the bank balances, receipts and disbursements will be maintained by the Treasurer. See Article 7 #f Duties of Treasurer for more details.
9. Disclosure of the MSC's financial status to any member in good standing is acceptable. See Duties of Treasurer for more details.
10. Internal audit of the financial books will be conducted each January for the prior year. See Article IX Committees #3b Internal Audit Committee for more details.
11. Financial records will be maintained and stored at a location approved by the Board. At a minimum, the annual reports will be kept indefinitely. Check registers, receipts and other detail records may be shredded after seven years.
12. Annual federal tax exempt filing requirements must be completed each year to ensure maintenance of federal tax exempt status. NC corporate non-profit status requires a Registered Agent be recorded and updated as needed. No action by MSC will be tolerated that will jeopardize its tax exempt status.

### Article IX Committees

1. The Board may designate one or more committees as needed to conduct MSC business. All committee members shall be members of MSC.
2. No committee shall act autonomously. All committee actions involving contracts or expenditure of MSC funds shall require approval of the Board.
3. Standing Committees:
  - a. Nominating Committee: See Article VI Elections for information about this committee.
  - b. Internal Audit Committee:
    - i. This committee is appointed by the President and shall be made up of three members – 2 members in good standing and the Treasurer for the year audited. The President will name the Chair. When there is a new treasurer for the upcoming year, that person should be an additional member of this committee.
    - ii. Duties of this committee shall be to ensure the books and records were accurately and adequately maintained during the prior fiscal year. If errors or inadequacies are discovered, the committee shall work with the current or prior Treasurer to resolve the issues found. A report of finds shall be sent to the Board.

### Article X: Parliamentary Authority

Robert's Rules of Order shall provide guidance in all matters of procedure not specifically covered in these Bylaws and any special rule and procedure the MSC may adopt.



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### Article XI Amendment of Bylaws

1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of members present at any membership meeting.
2. Notice of a bylaw related vote at a membership meeting must be given to membership no less than thirty (30) days prior to such meeting. A copy of the amended Bylaws or summary of recommended changes should be provided as part of that notice.

### Article XII: Dissolution of Corporation

1. Dissolution of the MSC will be voted on at a special membership meeting and will require two-third (2/3) majority vote of members listed on the current MSC member roster. Voting can be done in-person, by email or US mail as needed to get the required number of votes.
2. In the event of dissolution, all physical assets will be sold. Cash received from such sale, and cash from the MSC bank accounts after all outstanding obligations are satisfied, shall be donated to one or more charitable organizations as voted on by the general membership and shall be handled by the Board at the time of the dissolution.
3. All digital aspects of the MSC shall also be closed and shut down.

+++ End of Bylaws+++

### APPENDICES (These can be updated with Board Approval)

#### Appendix #1 List of MSC Records to Retain

1. Annual year-end financial report and budget.
2. Membership List at year end.
3. Corporate organization related documents (Bylaws and subsequent revisions).
4. Annual IRS filings and NC Registered Agent applications.
5. Minutes of Board Meetings and Membership meetings. At a minimum, listing of MSC events for year and Board of Directors.

#### Appendix #2 List of Communication Methods and Digital Formats

1. The MSC email list. Monitor and respond to emails to MSC.
2. The MSC Mailchimp account. Develop weekly or periodic communications as appropriate.
3. The MSC website. Monitor and update content as appropriate.
4. The MSC Facebook page. Monitor and update content as appropriate.
5. The MSC SmugMug page. Monitor and update with photos taken at events.
6. Digital platforms and domain registrations:
  - a. Website address: <https://www.mountainshagclub.com/> and formatted with WordPress (password protected access). Hosted by iPower (annual subscription with password protected access).
  - b. Domain name – mountainshagclub.com – registered with Go Daddy. (2 year subscription expires 10/2024 (password protected access)).

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- c. Email address: [mountainshagclub@gmail.com](mailto:mountainshagclub@gmail.com)
- d. Marketing/email platform: Mailchimp (password protected account)
- e. Facebook Group "Mountain Shag Club, Asheville, NC" (password protected access by administrators).