

BYLAWS OF
COMPETITIVE SHAGGERS ASSOCIATION

(Revised October, 2008)
ARTICLE 1.

ORGANIZATION

Section 1. Name. The Association shall be known as “COMPETITIVE SHAGGERS ASSOCIATION.”

Section 2. Offices. The registered office of the Association shall be located in Cumberland County, North Carolina. The principal office of the Association shall be in such location as shall be designated from time to time by the Board of Directors. (Revised 10-2003)

Section 3. Purposes. The purposes of the Competitive Shaggers Association, a nonprofit corporation organized under the laws of the State of North Carolina (the “Association”), are to promote and encourage participation in competitive shag dancing events; to make competitive shag dancing entertaining so as to attract large audiences to shag dancing contests; and to provide pleasant and satisfying experiences for competitive shag dancers -- all for the pleasure, recreation and other nonprofit purposes of its members.

ARTICLE 2.

BOARD OF DIRECTORS

Section 1. General Powers. The affairs and property of the Association shall be managed by the Board of Directors. The Board of Directors may delegate such powers as it deems desirable to the Executive Committee or such other committee(s) of the Board of Directors as it may establish pursuant to these Bylaws.

Section 2. Number and Term. The number of directors of the Association shall be twelve (12), consisting of six (6) couples, or pairs, male/female, female/female, or male/male.¹ The twelve (12) members of the Board of Directors shall be divided into two classes of equal numbers with staggered terms of two years each. The initial Board of Directors shall designate the two classes among its members with each class to serve for the following term of office: six members (three couples) shall serve for a term expiring with the annual meeting of members to be held in 1993; and six members (three couples) shall serve for a term expiring with the annual meeting of members to be held in 1994. Thereafter, the successors in each class of directors shall be elected to serve for terms of two years. In the event of the death, (Rev. Sept 2007)

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1. For this purpose, a couple, or pair consists of any two people, of any combination of male and/or female members nominated and elected as a couple, or pair, for membership on the Board of Directors regardless of whether they dance competitively as a couple.

resignation, or disqualification of a director, then such director's elected term of office, such director's successor shall be elected for the unexpired term of his or her predecessor in office. Each director shall hold office for the term to which such director was elected, or until such director's death, resignation, or disqualification, or such director's successor shall be elected and shall qualify.

Section 3. Qualification of Directors. Only qualified members may serve as directors as long as there are members of the Association. As long as there are members of the Association, a director who ceases to be a member shall no longer be qualified to serve as a director and shall be automatically removed. To be qualified for nomination for and election to the Board of Directors, a member must have been a member of the Association for the two consecutive calendar years including the calendar year of such nomination (except that in 1994, to be qualified the member must have been a member only in 1993 and 1994). In the event of the death, resignation or disqualification of one member/director of a couple (but not both), then such director's successor shall be an individual member of either sex and shall otherwise be qualified. (Revised Sept. 2007)

Section 4. Election of Directors. Each year at a Dancer's meeting held in early Fall, the Nominating Committee shall select and present to the general membership at least three (3) pairs, or couples, consisting of six (6) qualified members² as nominees for the directorships created by the expiring terms of existing directors plus two nominees for any other vacancies created by the death, resignation or disqualification of any directors. At this time, nominations of any other qualified individuals may be accepted from the floor. The Nominating Committee shall prepare and mail to each Association member entitled to vote a form of ballot for the designation of such member's choices to fill said vacancies. Ballots shall be numbered so as to prevent duplication. Such ballots shall be completed and returned to the Nominating Committee on or before the date specified in the ballot which shall be no less than fifteen (15) days from the date the ballots are mailed to the members. Ballots received by the Nominating Committee after the specified return date shall be disregarded. The Nominating Committee shall conduct the election and shall tabulate the results in sufficient time for the nominees receiving the highest number of votes to be presented as newly elected directors at the annual meeting of members in November, December or January. (Rev. Sept 2007)

Section 5. Voting for Directors. Each member shall have the right to cast one vote for as many couples (and individual directors) as there are couples (and individual directors) to be elected. Cumulative voting shall not be permitted.

Section 6. Vacancies. A vacancy occurring on the Board of Directors shall be filled for the unexpired term by the members at the next general election of directors. The Board of Directors may fill such a vacancy by appointing a person, who is otherwise qualified to serve as a director, to serve for the interim period between the creation of the vacancy and the beginning of the term of the directors elected by the members at the next general election of directors.

² For this purpose, a couple, or pair consists of any two people, of any combination of male and/or female members nominated and elected as a couple, or pair, for membership on the Board of Directors regardless of whether they dance competitively as a couple. (Rev. Sept 07)

ARTICLE 3.

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting or substitute annual meeting of members. At least three additional regular meetings of the Board of Directors shall be held in each year at such time(s) and place(s) as shall be designated in the notices of the meetings. The Board of Directors may also provide by resolution the time and place for the holding of other regular meetings of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 3. Notice of Meetings. The regular meeting of the Board of Directors immediately following the annual meeting or substitute annual meeting of members may be held without notice. Notice of any other regular meeting or any special meeting of the a Board of Directors shall be given at least five (5) days before the meeting by any usual means of communication. Such notice need not specify the purpose(s) for which the meeting is called. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Section 4. Quorum. A majority of the number of directors fixed by these Bylaws shall be required for, and shall constitute, a quorum for the transaction of business at any a meeting of the Board of Directors.

Section 5. Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote, and voting by proxy shall not be permitted.

Section 6. Organization. Each meeting of the Board of Directors shall be presided over by the President, or at the President's request and in the absence of the President, by any person selected to preside by a vote of a majority of the directors present. The Secretary or, in the Secretary's absence, an Assistant Secretary or, in the absence of both the Secretary and Assistant Secretary, any person designated by the Chairman of the meeting, shall act as Secretary of the meeting.

Section 7. Informal Action. Action taken by a majority of the directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the directors or members of the committee, as the case may be,

and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

Section 8. Conference Telephone Meetings. Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device, which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE 4.

OFFICERS

Section 1. Number. The officers of the Association shall consist of a President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person except the offices of a President and Secretary.

Section 2. Qualification. All officers of the Association shall be elected from and must be members of the Board of Directors of the Association.

Section 3. Election and Term of Office. The initial officers of the Association shall be elected by the Board of Directors at its organizational meeting, and said officers shall serve until the regular meeting of the Board of Directors immediately following the first annual meeting or substitute annual meeting of members. Thereafter, the officers of the Association shall be elected annually at the regular meeting of the Board of Directors immediately following the annual meeting or substitute annual meeting of members. Each officer shall hold office for a period of one year and until such officer's successor shall have been duly elected and qualified, or until such officer's earlier death, resignation, retirement or disqualification.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the Association and shall have such duties as prescribed by the Board of Directors and when present, shall preside over meetings of the Board of Directors and of the members.

Section 7. Vice President. The Vice President and, if there be more than one, the Vice President designated by the Board of Directors shall, in the absence or disability of the President, have the powers and perform the duties of the President. In addition, each Vice President shall

perform such other duties and have such other powers as shall be prescribed from time to time by the President or the Board of Directors.

Section 8. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and members. The Secretary shall give, or cause to be given, all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the Secretary's signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the President or the Board of Directors.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of the Association, shall be responsible for the financial books and records of the Association and the filing of all tax returns and governmental reports, and shall have such other duties as shall be prescribed from time to time by the President or the Board of Directors.

Section 10. Assistant Secretaries and Treasurers. The Assistant Secretaries and Assistant Treasurers, if any, shall, in the absence or disability of the Secretary and the Treasurer, respectively, have all the powers and perform all of the duties of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

ARTICLE 5.

MEMBERSHIP

Section 1. Class of Membership. The Association shall have only one class of members. Each member in good standing shall be entitled to all of the privileges of membership in the Association.

Section 2. Qualifications of Members. All members shall be individuals:

- (a) Who are at least 21 years of age; and
- (b) Who have danced competitively in either:
 - (i) at least one Qualifying Contest within the calendar year of such membership or either of the two calendar years immediately preceding the calendar year of such membership; or
 - (ii) at least one Qualifying Contest during each of any five (5) consecutive calendar years; and

(c) Who pay membership dues and assessments fixed by and in accordance with these Bylaws.

For this purpose, a “Qualifying Contest” is an Association sanctioned contest or the National Shag Dance Championship. (Oct.2008)

Section 3. Duration of Membership. Membership in the Association shall be on a calendar year basis. Each individual must meet the qualifications for membership annually to retain his or her membership status.

Section 4. Membership Dues and Assessments. Members shall pay such dues and assessments as shall be established by the Board of Directors from time to time.

Section 5. Discipline and Suspension of Members. The Board of Directors shall have the power and authority to impose such sanctions upon the members as shall be provided in the Association’s Rules and Regulations. Without limiting the foregoing, the Board of Directors shall have the authority to suspend the membership of any individual who violates the Association’s Rules and Regulations regarding the conduct of members. Each such suspension shall not exceed one (1) calendar year unless a longer suspension is approved by the members. Within thirty (30) days of any such suspension, the affected member shall be entitled to a hearing before the Board of Directors or a committee of the Board to present for the Board’s or committee’s consideration any reasons why the suspension should not be imposed.

Section 6. Certificates of Membership. Certificates or cards representing membership in the Association may be issued to every member of the Association in such form as the Board of Directors shall determine.

Section 7. Complete Liquidation and Final Dissolution of the Association. In the event of the complete liquidation and final dissolution of the Association, each then current member in good standing shall be entitled to receive an equal share of all assets of the Association (less the amount of any dues and other debt owed by said member to the Association) after all liabilities and obligations of the Association shall have been paid, satisfied and discharged or adequate provision shall have been made therefor.

ARTICLE 6.

MEETINGS OF MEMBERS

Section 1. Place of Meetings. Each meeting of members of the Association shall be held at such place as shall be designated in the notice of the meeting.

Section 2. Annual Meeting. The annual meeting of members of the Association shall be held in November, December or January at such time and place as shall be designated in the notice of the meeting.

Section 3. Substitute Annual Meetings. If the annual meeting of members shall not be held at the time designated in these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting of members.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors of the Association.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting of members shall be delivered or mailed not less than five (5) nor more than sixty (60) days before the date thereof, either personally or by mail, at the direction of the President or the Secretary to each member entitled to vote at such meeting.

In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless such statement is expressly required by the provisions of these Bylaws or the North Carolina Nonprofit Corporation Act. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than 30 days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Quorum. One-fifth of the members of the Association, in person or by proxy, shall constitute a quorum at all meetings of the members of the Association.

Section 7. Voting Privileges. Each member shall be entitled to one vote at all meetings of members of the Association. Voting shall not be cumulative. Voting on all matters except the election of directors may be by proxy.

Section 8. Manner of Acting. Except as otherwise provided by law or in these Bylaws, the act of a majority of the members present at a meeting of the members at which a quorum is present shall be the act of the members.

ARTICLE 7.

COMMITTEES

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the total number of directors then in office, may designate an Executive Committee, to consist of three or more directors. The Executive Committee shall be vested with such powers as may be delegated to it by the Board of Directors, to be exercised when the Board of Directors is not in session.

Section 2. Nominating Committee. A Nominating Committee consisting of six members shall be appointed annually by the Board of Directors. Two of the members of the Nominating Committee shall be directors whose terms are not expiring; two of the members of the

Nominating Committee shall be from the novice dancer category; and two of the members of the Nominating Committee shall be from the amateur dancer category. The terms of the members of the Nominating Committee shall expire at the next annual meeting of the members. The Nominating Committee shall be responsible for selecting the candidates to fill each vacancy occurring on the Board of Directors and for preparing and mailing to each member entitled to vote a form of ballot for the designation of such member's choices to fill said vacancies in accordance with the provisions of Section 4 of Article 2 hereof. The Nominating Committee shall tabulate the results of such voting and submit the results to the Board of Directors for presentation to the members.

Section 3. Other Committees. The President may, from time to time and subject to the approval of the Board of Directors, appoint such other committees as the President shall determine, which such committees shall have such powers and composition as the President may determine, with the approval of the Board of Directors.

Section 4. Powers of Committees. Each of the several committees shall act only as a committee, and the individual members of a committee shall have no power or authority. The Chairman of each committee may appoint from the members of such committee such subcommittee(s) as he or she deems advisable. Such subcommittees shall report directly to the committee as a whole, which shall approve, amend or disapprove the report of the subcommittee. Committees shall act by the vote of a majority of the committee members.

Section 5. Terms of Committee Chairmen and Committee Members. Except as otherwise expressly provided herein, the terms of members of the various committees and committee chairmen shall be for the periods established by the Board of Directors.

ARTICLE 8.

CONTRACTS, LOANS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Association not otherwise employed or invested shall be deposited from time to time to the credit of the Association in such depositories as the Board of Directors shall direct.

Section 5. Compensation and Expenses. Unless authorized by the unanimous vote of the Board of Directors, no officer, director or member of the Association shall be entitled to any compensation by the Association for his or her services to or for the Association or the reimbursement or payment of any expenses incurred by him or her in the performance of such services except for Authorized Reimbursable Expenses, as hereinafter defined. Authorized Reimbursable Expenses mean actual, reasonable, out-of-pocket expenses which (i) are approved for reimbursement by the Board of Directors and (ii) are incurred for mailing, printing and reproduction of Association materials and long distance telephone expenses in the conduct of the Association's business.

Section 6. Expenditures of Association. All expenditures of the Association's funds shall require the approval of the Board of Directors except for discretionary expenditures which the Board of Directors may authorize an officer to make for advertisements and similar operating expenses in amounts not to exceed \$200.00 per expenditure without the specific approval of the Board of Directors. An expenditure (or group of related expenditures such as the annual banquet) of the Association's funds in excess of \$1,000.00 shall require the approval of two-thirds of the directors constituting the Board of Directors.

ARTICLE 9.

NEWSLETTER, RULES AND REGULATIONS

Section 1. Newsletter. The Board of Directors shall designate one or more of its officers to be responsible for publishing at least six (6) newsletters each calendar year. Such newsletters shall contain such information about competitive shag dancing, the Association and other matters of interest to the members as shall be determined by the Board of Directors and the designated officer(s) responsible for the publication of the newsletters. Such newsletters shall be made available to CSA members on the CSA website. A hard copy shall be mailed to each member and to each nonmember who subscribes to the newsletter for such annual fee as shall be established by the Board of Directors. (Revised 2-05)

Section 2. Rules and Regulations. In addition to these Bylaws, the Association and its members shall be governed in accordance with the Association's Rules and Regulations. The Rules and Regulations shall set forth the guidelines for clubowners sponsoring contests (such as number of dances, times, points, judging, scoring, etc.) and rules affecting members (such as conduct, categories of dances and qualifications for each, the Judges' Pool, etc.). The initial Rules and Regulations shall be adopted by the initial Board of Directors. Thereafter, the Rules and Regulations may be altered, amended or repealed and new Rules and Regulations adopted in the same manner as amendments to these Bylaws.

ARTICLE 10.

GENERAL PROVISIONS

Section 1. Waiver of Notice. Whenever any notice is required under the provisions of the North Carolina Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Seal. The corporate seal of the Association shall consist of two concentric circles between which are the name of the Association and the State of incorporation, and in the center of which are the word "Seal" and the year of the incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced by any means.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 4. Amendment to Bylaws. As long as there are members of the Association, the Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by the vote of the members at any regular or special meeting of the members; provided, however that the members shall have received notice of such proposed action with the notice of said meeting. If at any time there shall be no members of the Association, the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the total number of directors then in office.

Section 5. Indemnification of Directors and Officers. Each director, officer, employee or agent of the Association shall be entitled to indemnification or reimbursement by the Association for any expenses or liabilities incurred by such person under the circumstances permitting such indemnification or reimbursement under the North Carolina Nonprofit Corporation Act, and subject to the conditions and limitations on such indemnifications and reimbursements set forth in said Nonprofit Corporation Act. The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability.

