Chapter 19: S. O. S. Bylaws

Society of Stranders, Inc.
Bylaws
(Last revised 09/23/2023)

ARTICLE 1 - PURPOSE

The Society of Stranders, Inc. (hereafter known as S.O.S.) is owned by the Association of Carolina Shag Clubs, Inc. (hereafter known as A.C.S.C.). Its purpose is to promote the birthplace and tradition of the Carolina Shag Dance, and to generate funds through membership sales and concessions by and for the preservation of the tradition of S.O.S.

ARTICLE 2 – Board of Directors

Section 1 – Definitions

The Board of Directors shall be composed of ten (10) members as follows:

The Chairman, Vice Chairman, Secretary, and Treasurer of A.C.S.C. to serve concurrently with their terms of office

The immediate past Chairman of the A.C.S.C.

Five (5) at large members elected by a majority vote of the Board of Advisors of the A.C.S.C to serve three (3) year terms. They shall serve staggered terms with three (3) elected for a three (3) year term and two (2) elected for a three (3) year term. The election for these positions shall take place at the Fall meeting.

Each Board member shall be a member in good standing within the A.C.S.C.

Section 2 – Duties

1. To elect from among itself a Chairman of the Board

2. To elect the four (4) Officers who make up the Executive Committee

3. To attend all scheduled meetings of S.O.S. including those at Mid-Winter, Spring SOS, the Summer Workshop and Fall SOS

4. To attend all called meetings as scheduled by the Chairman of the Board

5. To review expenditures in excess of $5,000

6. To provide direction for the Executive Committee by deciding all questions concerning policy matters

7. To make any decision concerning any staff position, existing or to be created, and compensation for such

8. To appoint an Attorney who shall act at the direction of the S.O.S. Board

<u>Section 3 – Leadership</u>

The Board of Directors shall elect from among itself, and by majority vote, a Chairman of that Board. Term of office shall be two years, or until that person's existing term on the Board expires, whichever comes first. The election shall take place at the Fall meeting after the meeting of the A.C.S.C.

The Chairman of the Board shall schedule and officiate over all regular and called meetings of the S.O.S. Board. He shall give thirty (30) days advance notice in writing to all Board Members and Officers indicating the time and location of each regular meeting. Ten (10) days advance notice in writing shall be given for all called meetings.

The Chairman of the Board shall ensure that all decisions which require Board approval are made at dully called meetings of the Board of Directors

In the absence of the Chairman of the Board, the succession of authority shall be the Chairman of the A.C.S.C.

ARTICLE 3 – Executive Committee

<u>Section 1 – Definition</u>

The Executive Committee shall be made up of the four (4) Officers of S.O.S. They are as follows: President, Vice President, Secretary and Treasurer. These Officers shall carry out the day-to-day operation of S.O.S.

The President shall be granted full voting privileges on the Board of Directors to represent the will of the Executive Committee.

Each Officer shall be elected by the Board of Directors to serve a minimum of two calendar years, or S.O.S. Board meeting anniversaries (i.e. Fall Meeting to second Fall Meeting), whichever is less. Any Board member may call for an election to fill any or all positions on the Executive Committee on or after the day an Officer's minimum term is fulfilled.

<u>Section 2 – Duties</u>

1. To exercise and execute contracts in the name of S.O.S.

2. To be responsible for all executive functions and operations of S.O.S.

3. To issue and review memberships

4. To be responsible for the publication of the S.O.S. Carefree Times

5. To be responsible for any concessions related to S.O.S.

6. To attend all scheduled meetings of S.O.S. including those at Mid-Winter, Spring SOS, The Summer Workshop and Fall SOS

7. To act at the direction of the Board of Directors.

ARTICLE 4 – Financial

Section 1 – Contracts

The Board of Directors may authorize any Officer(s) to enter into contract or delivery of any instrument in the name of S.O.S. But all such items shall be first authorized by the resolution of the Board of Directors and legal council.

Section 2 – Checks, Drafts, and Orders

All checks, drafts, and orders of payment of money, notes, or other evidence of indebtedness issued in the name of S.O.S. shall be signed by the Treasurer. If the amount is over $5,000, they shall be counter-signed by the President. A third person on the Executive Committee shall be selected by the Executive Committee to be authorized to co-sign checks.

No person shall be authorized to spend $1000 or more without prior approval of the Board

Section 3 – Deposits

All funds shall be deposited to the credit of S.O.S. in such banks, trust companies, or other depositories as the Executive Committee may select.

ARTICLE 5 - Special Committees

Special committees may be appointed by the Chairman of the Board or his designee, but only for a closely defined purpose. Tenure of special committees shall not exceed the term of the Chairman of the Board. Any committee member or committee can be removed by any person authorized to appoint such.

ARTICLE 6 – Books and Records

The Executive Committee and the Board of Directors shall keep correct and complete books and records of at least all accounts, memberships, minutes of meetings, etc. All books and records may be inspected by any A.C.S.C. Board of Advisor for any purpose, at any reasonable time. Any such review shall require a written request submitted to the Corporate Headquarters ten (10) days prior to such inspection. The request shall state the requested time of inspection, and the records to be inspected.

ARTICLE 7 – Definitions

Quorum

A quorum shall be defined as seven (7) of the ten (10) members of the Board of Directors. Decisions requiring Board approval shall not be made unless a quorum is in attendance.

ARTICLE 8 – Miscellaneous

Section 1 - Conduct of Operations

Item 1 - Parliamentary Authority

All actions of the Board of Directors and the Executive Committee shall be in accordance with these bylaws and Robert's Rules of Order, The Modern Edition.

Item 2 - Special Exceptions

Any individual shall not under any circumstances occupy at the same time:

1. More than one (1) of the ten (10) positions on the Board of Directors
2. More than one (1) of the four (4) positions on the Executive Committee
3. An At Large position on the Board of Directors and a position on the Executive Committee.

The Chairman of the Board is not meant to be viewed in this restriction as a “position”.

Section 2 – Vacancies

Item 1 - Routine Vacancies

In normal situations, all vacancies within the structure of S.O.S. shall be filled as described in other sections of these Bylaws.

Item 2 - Premature Vacancies

A. Officers

Any Officer on the Executive Committee who vacates his position for any reason before the end of his term shall be replaced by appointment of the Board of Directors. The replacement shall serve for the remainder of the vacated term.

B. Board of Directors

Any member of the Board of Directors who vacates his position for any reason before the end of his term shall be replaced by appointment of the Board of

Directors if the amount of his remaining term is less than, or equal to one year. If the remaining term is more than one year, the selection shall be by vote of the A.C.S.C. Board of Advisors at their next regular meeting. The replacement shall serve for the remainder of the vacated term.

Section 3 - Removal from Office

When a vote is taken to remove an Executive Committee Member, Board Member, or Chairman of the Board, the individual(s) being voted on shall not participate in the vote.

Item 1 – Executive Committee and Board Members

Any Executive Committee Member or Board Member may be removed from his position for just cause by a unanimous vote of the Board of Directors at any regular or called meeting.

Item 2 – Chairman of the Board

The Chairman of the Board can be removed from that position for just cause by a unanimous vote of the Board of Directors at any regular or called meeting. If a motion is made to remove the Chairman, he shall relinquish control of the meeting to the A.C.S.C. Chairman for the purpose of voting on that question. If the motion to remove fails, the Chairman shall immediately reassume control of the meeting.

If a motion to remove the Chairman of the Board passes, the first order of business that follows shall be to elect the replacement to serve for the remainder of his term.

ARTICLE 11 - Amendment of Bylaws

These bylaws may be altered, amended, or repealed and new bylaws adopted by a 2/3 majority vote at any Board meeting providing that written notice has been given no less than thirty (30) days prior to the meeting.