

BYLAWS OF BEACH SHAGGERS NATIONAL HALL OF FAME

(Original December 3, 2014; Amended August 31, 2019 to reflect the Qualifications for Election, Keepers of the Dance eligibility; Amended May 2, 2025 to reflect current Executive Board Membership)

ARTICLE 1.

ORGANIZATION

Section 1. Background and Nature of the Corporation. The Corporation shall be known as “BEACH SHAGGERS NATIONAL HALL OF FAME” (the “Corporation”). The Corporation is a nonprofit corporation organized under the laws of the State of South Carolina, and as such, has no capital stock, shareholders or personal ownership, and as stated in its Articles of Incorporation, it does not have “members” for corporate law purposes. The Corporation was incorporated and organized in November 2000 by Robert R. Hedrick, Jr., as a continuation of Shag Attack, Inc., a North Carolina corporation, which at the time was owned solely him. The Corporation’s original name was Shagattack Hall of Fame, Inc., but the name was changed to “Beach Shaggers National Hall of Fame on December 3, 2014. It is intended that the Corporation qualify as a “tax exempt” corporation under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, (the “Code”) and any successor provision of like import, and as required by Section 501(c)(7) of the Code, there will be no private inurnment to anyone.

Section 2. Background to Membership Organization and its Name. The membership organization described in Article 1, Section 3(i) below known as the Beach Shaggers National Hall of Fame is, and has also been, known as the “Beach Shaggers Hall of Fame,” the "Shaggers Hall of Fame" and simply the "Hall of Fame". It was the first Hall of Fame recognizing shag dancers and is generally considered the most prestigious organization honoring proficient shag dancers (wherever they are from or residing) who deserve special recognition for their contributions to shag dancing, its music and the atmosphere in which it historically has been cultivated and enjoyed. For these reasons the Executive Board found it appropriate to rename the Corporation and the primary membership category it sponsors to include the word “National.” The Beach Shaggers National Hall of Fame membership organization is presently located in the Ocean Drive section of North Myrtle Beach, SC (“Ocean Drive”), and its members are displayed on Ocean Drive’s sidewalks and in the Ocean Drive Beach and Golf Resort. The membership organization known as the Keepers of the Dance also presently displays its membership pictures and biographical information in Fat Harold’s Beach Club in Ocean Drive, and the Shagattack membership organization presently holds its social functions at beach clubs in Ocean Drive.

Section 3. Purposes. The purposes of the Corporation are:

(i) to sponsor a membership organization known as the Beach Shaggers National Hall of Fame to recognize and honor individuals who have made positive contributions to shag dancing, its music and the atmosphere in which it is cultivated and enjoyed;

(ii) to sponsor a membership organization known as the Keepers of the Dance to recognize and honor those adult shag dancers who through their participation in shag dancing as junior dancers (i.e. when they were under the age of 21) have helped insure the continuation of the dance, its music and atmosphere for future generations;

(iii) to sponsor a membership organization known as Shagattack to provide shag dancing recreational events for its members and to serve as a supporting organization for the Beach Shaggers National Hall of Fame and the Keepers of the Dance; and

(iv) to promote camaraderie among all of the Corporation's members (as herein defined) and their invitees;

all for the pleasure, recreation and other nonprofit purposes of such members.

Section 4. Offices. The registered office of the Corporation shall be located in Horry County, South Carolina. The principal office of the Corporation shall be in such location as shall be designated from time to time by the Executive Board.

ARTICLE 2.

THE EXECUTIVE BOARD

Section 1. General Powers. The affairs and property of the Corporation shall be managed by its Board of Directors. The Board of Directors of the Corporation is referred to in these Bylaws and generally in the affairs of the Corporation as the Corporation's "Executive Board." The Executive Board may delegate such powers as it deems desirable to such committee or committees of the Executive Board as it may establish pursuant to these Bylaws. The Executive Board plus the Advisory Directors described in Article 4 from time to time may be informally referred to as the board of directors of the Corporation, and Advisory Board members from time to time may be informally referred to as directors of the Corporation; however, the Executive Board alone is the "board of directors" of the Corporation for all corporate law and other legal purposes, and the members of the Executive Board are the sole "directors" of the Corporation for all corporate law and other legal purposes.

Section 2. Number and Term. The number of directors constituting the Executive Board shall be four (4), and such directors shall be appointed as provided in these Bylaws and shall be "appointed" directors for all purposes under the provisions of the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act".) Roger Burriss and Bob Myrick were "appointed" in the original Bylaws of the Corporation. Thereafter, the "person" so appointing each of the directors constituting the Executive Board has been and shall continue to be the other or remaining directors on the Executive Board acting in the capacity of an appointing body as provided in these Bylaws. Each director so appointed and constituting a member of the Executive Board shall be set forth in these Bylaws or an amendment hereto. Each of the current directors constituting the

Executive Board, and each of their successors as herein provided for, shall serve as such until his death, resignation or removal, as herein provided for. On May 2, 2025 the four (4) directors constituting the Executive Board are Maureen Little, Bob Myrick, Danny Johnson, and Nick Columbus, each being a duly appointed director on the Executive Board in accordance with the Bylaws of the Corporation and the South Carolina Non-Profit Corporation Act of 1994, as amended.

Section 3. Successor Directors. Upon the death, resignation or removal of a director on the Executive Board, a successor Executive Board director shall be appointed to fill such vacancy by the remaining directors then constituting the Executive Board and acting as the appointing body as provided in Section 4 of this Article, and written notice of such appointment shall be placed with the minutes of the Corporation, given to the appointee and set forth in an amendment to these Bylaws.

Section 4. Executive Board Director Appointment Procedure. The original directors constituting the Executive Board were duly appointed in connection with the organization of the Corporation. Upon the occurrence of a vacancy on the Executive Board, regardless of how such vacancy occurs, the then remaining directors on the Executive Board acting as an appointing body shall appoint a person to fill such vacancy in accordance with the provisions of this Section. To appoint a person to fill such a vacancy, the remaining directors constituting the Executive Board shall have a meeting for such purpose at which all of the remaining directors constituting the Executive Board, regardless of the number (even if only one remains) shall constitute a quorum for, and must be present in order to, make the appointment. At such meeting each such remaining director shall have the right to nominate one person for each vacancy to be filled at the meeting, and each such remaining director shall have the right to cast one vote in favor of the appointment of as many of the nominees as there are vacancies to be filled at such meeting. To be appointed to fill a vacancy and become a successor Executive Board director, a nominee must receive the favorable vote of a majority of such remaining directors. If on the first (or any subsequent) nomination and voting procedure, no nominee receives the requisite number of votes to be appointed to fill a vacancy, the nomination and voting procedure shall be repeated until such an appointment is made and the vacancy is filled. In making such appointments, neither cumulative voting nor voting by proxy shall be permitted. Such meeting and appointment, however, may be made by informal action of the remaining directors constituting the Executive Board taken as provided for Executive Board action in Section 7 of Article 3, and participation of a remaining director in the meeting to appoint someone to fill a vacancy may be in accordance with Section 8 of Article 3. The appointment of a new member of the Executive Board shall be reflected as an amendment to these Bylaws.

Section 5. Qualification of Executive Board Directors. Only the individuals who are members of the Beach Shaggers National Hall of Fame, as herein provided for, may serve as Executive Board directors.

Section 6. Removal of Executive Board Directors. A director constituting a member of the Executive Board may be removed as such a director by the unanimous vote of the other remaining directors constituting the Executive Board at a meeting at which all such other remaining directors are present. Voting by proxy shall not be permitted. The director being so removed shall

be given an opportunity to attend such meeting, his health permitting. Written notice of such removal shall be placed with the minutes of the Corporation and given to the person so removed.

ARTICLE 3.

MEETINGS OF EXECUTIVE BOARD

Section 1. Regular Meetings. An annual meeting of the Executive Board shall be held on the third Saturday of March of each year.

Section 2. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the President or any two 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. Notice of any meeting of the Executive Board shall be given at least three (3) 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. Except as otherwise provided in for in the appointment and designation of successor Executive Board directors, at least three (3) of the four (4) directors constituting the Executive Board shall be required for, and shall constitute, a quorum for the transaction of business at any a meeting of the Executive Board.

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

Section 6. Organization. Each meeting of the Executive Board shall be presided over by the President, or at the President's request and in the absence the President, by any person selected to preside by a vote of a majority of the Executive Board 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 Executive Board directors or members of a committee of Executive Board directors without a meeting is nevertheless Executive Board or committee action if written consent to the action in question is signed by all of the Executive Board directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Executive Board or committee, whether done before or after the action so taken.

Section 8. Conference Telephone Meetings. Any one or more Executive Board directors or members of a committee may participate in a meeting of the Executive Board 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.

ADVISORY DIRECTORS

Section 1. General. In the discretion of the Executive Board, the Executive Board may, from time to time, appoint a board of Advisory Directors, who meet the qualifications set forth herein. Advisory Directors shall advise and assist the Executive Board in the performance of its duties and shall have such duties and responsibilities as shall be conferred upon them by the Executive Board. These Advisory Directors may sometimes be referred to as “directors;” however, Advisory Directors shall not constitute directors of the Corporation for corporate law or other legal purposes, and Advisory Directors, as such, shall not be members of the Executive Board (which alone constitutes the board of directors of the Corporation) for corporate law or other legal purposes.

Section 2. Number and Term. The number of Advisory Directors shall be six (6); however, such number may be changed from time to time by resolution of the Executive Board. The term of each Advisory Director normally shall be three (3) years; however, such terms may be changed by resolution of the Executive Board, and it shall not be necessary for all Advisory Directors to have the same terms. Advisory Directors shall serve at the pleasure of the Executive Board and may be removed at any time, with or without cause, by the Executive Board.

Section 3. Organization and Meetings. The organization of the Advisory Directors shall be as provided for by the Executive Board, and Advisory Directors shall attend such meetings of the Executive Board and such other meetings as may be requested by the Executive Board from time to time.

Section 4. Qualification of Advisory Directors. Only individuals who are members of the Beach Shaggers National Hall of Fame, as herein provided for, may serve as Advisory Directors.

ARTICLE 5.

OFFICERS

Section 1. Number. The executive officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Executive Board 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. The President and each Vice President of the Corporation must be members of the Executive Board, and all other officers of the Corporation must be members of the Executive Board or Advisory Directors. All officers of the Corporation shall be elected by the Executive Board.

Section 3. Election and Term of Office. The officers of the Corporation shall be elected annually by the Executive Board at the annual meeting of the Executive Board, and 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, removal or disqualification.

Section 4. Removal. Any officer or agent elected or appointed by the Executive Board may be removed from such office by the Executive Board whenever, in its judgment, the best interests of the Corporation will be served thereby.

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

Section 6. President. The President shall be the principal executive officer of the Corporation and shall have such duties generally ascribed to such office and as prescribed by the Executive Board. When present, the President shall preside over all meetings of the Executive Board and, in his discretion, any meeting of the Advisory Directors, any meeting of any duly appointed committee as provided for herein and any meeting of any of the membership organizations sponsored by the Corporation.

Section 7. Vice President. The Vice President and, if there be more than one, the Vice President designated by the Executive Board 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 Executive Board.

Section 8. Secretary. The Secretary, when present, shall keep accurate records of the acts and proceedings of all meetings of the Executive Board and any meetings of any of the membership organizations sponsored by the Corporation. The Secretary shall give, or cause to be given, all notices required by law and by these Bylaws. Unless otherwise directed by the Executive Board or the President or a Vice President, the Secretary shall have general charge of the corporate books and records including membership lists of any of the organizations sponsored by the Corporation and the List of Nominees for the Beach Shaggers National Hall of Fame as provided for herein. 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 Executive Board.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall be responsible for the financial books and records of the Corporation 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 Executive Board.

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 Executive Board.

ARTICLE 6.

COMMITTEES

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

Section 2. Other Committees. The President may, from time to time and subject to the approval of the Executive Board, 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 Executive Board.

Section 3. 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 4. 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 Executive Board.

ARTICLE 7.

MEMBERSHIP

Section 1. Definition. Notwithstanding anything to the contrary in these Bylaws, the Corporation shall not have any “members” within the meaning of the term “members” under the Act, or any other laws governing South Carolina nonprofit corporations, and the references to “members” in these Bylaws is not intended to confer upon any person the status or privileges of a “member” under such laws.

Section 2. Classes of Memberships. Subject to the provisions of Section 1 of this Article, the Corporation shall have three classes of members: (i) Beach Shaggers National Hall of Fame members; (ii) Keepers of the Dance members; and (iii) Shagattack members.

Section 3. Duration of Membership. Membership in the Beach Shaggers National Hall of Fame and membership in the Keepers of the Dance shall be perpetual. Membership in

Shagattack shall be for the calendar year (or remainder of such calendar year) in which such member's application is accepted and dues are paid; provided, however, any membership in Shagattack may be for such other term and on such other conditions as the Executive Board shall determine.

Section 4. Membership Dues and Assessments. All classes of members shall pay such dues and assessments and abide by such reasonable rules and regulations as shall be established by the Executive Board from time to time.

Section 5. Questions as to Membership Election and Qualifications. All decisions relating to questions about the election or qualification of an individual as a member in any membership class or category in the Corporation shall be made by the Executive Board. All such decisions of the Executive Board shall be final and conclusive on all persons, and no individual shall have any right to appear before or otherwise contest the decision of the Executive Board regarding such membership matters.

Section 6. Membership Voting Rights. Except as expressly provided for in these Bylaws in connection with (i) those members of the Beach Shaggers National Hall of Fame serving as Electors in Article 8, (ii) those members of the Beach Shaggers National Hall of Fame serving on the Keepers of the Dance Committee and (iii) those members of the Beach Shaggers National Hall of Fame serving on the Executive Board or a committee as expressly authorized by these Bylaws or the Executive Board, no member shall have any right to vote on any matter affecting the Corporation, including without limitation the selection and appointment of the directors constituting its Executive Board (i.e. the board of directors), or any of the business or affairs of the Corporation.

ARTICLE 8.

BEACH SHAGGERS NATIONAL HALL OF FAME

Section 1. Qualifications of Beach Shaggers National Hall of Fame Members. All individuals previously inducted into the Beach Shaggers Hall of Fame sponsored by this Corporation and its predecessors shall be members of the Beach Shaggers National Hall of Fame. In addition, individuals may become members of the Beach Shaggers National Hall of Fame in any of the following four (4) ways:

- (a) Election as a Regular Member as herein provided;
- (b) Election as a Charlie Boone Member as herein provided;
- (c) Election as an Honorary Member as herein provided; and
- (d) Election as a Posthumous Member as herein provided.

Regardless of the manner in which an individual became a member of the Beach Shaggers Hall of Fame sponsored by this Corporation and its predecessors and regardless of the manner in which an individual hereafter becomes a member of the Beach Shaggers National Hall of Fame, all such individuals are members of the Beach Shaggers National Hall of Fame and, as such, are entitled to all of the honors, rights and privileges of membership in the Beach Shaggers National Hall of Fame.

Section 2. Election of Regular Members of Beach Shaggers National Hall of Fame. To be elected as a new Regular Member of the Beach Shaggers National Hall of Fame, an individual must meet the qualifications and be elected as provided in this Section 2.

(a) Qualifications for Election. In order to be elected as a new Regular Member of the Beach Shaggers National Hall of Fame an individual:

- (i) Must be either:
 - (A) a member of the Keepers of the Dance as defined in Article 9 who is over the age of 40 at the time he or she is inducted as a member, or
 - (B) any other individual who is over the age of 50 at the time he or she is inducted as a member; and
- (ii) Must have been nominated for membership as herein provided (i.e. placed on the List of Nominees) and have been on the List of Nominees for at least one year; and
- (iii) Must have been elected to membership in accordance with Section 2(b), (c) and (d).

(b) Electors. The persons entitled to vote on the election of individuals as new Regular Members are called Electors. The Electors for each year are (i) the New Member Electors for such year and (ii) the members of the Selection Committee for such year.

- (i) The New Member Electors for a particular year are those members of the Beach Shaggers National Hall of Fame (other than Posthumous Members) who were admitted to membership (i.e. inducted) in the immediately preceding calendar year, including all such Regular Members, Charlie Boone Members, if any, and Honorary Members, if any. Such New Member Electors serve as Electors for one year only—the calendar year immediately following their admission (i.e. induction) to membership in the Beach Shaggers National Hall of Fame.
- (ii) The Selection Committee consists of eight (8) eligible persons appointed by the Executive Board to serve on the Selection Committee. Each person on the Selection Committee shall normally serve for a term of three (3) years, and the terms shall be staggered so that normally two or three new members of the Selection Committee are appointed each year at the annual meeting of the Executive Board; however, the term of any such person may be changed (ended or extended) by the Executive Board at any time. Only members of the Beach Shaggers National Hall of Fame shall be eligible to serve on the Selection Committee, and the Executive Board shall appoint persons to serve on the Selection Committee so that at all times at least two of the persons serving on the Selection Committee are Advisory Directors.

No member of the Executive Board may serve on the Selection Committee or otherwise have any vote in the election of Regular Members.

(c) Number of Regular Members to be Elected. At each annual meeting of the Electors as provided for in Section 2(d), the Electors for that calendar year shall elect as Regular Members of the Beach Shaggers National Hall of Fame, four (4) males and four (4) females. Persons eligible for election as Regular Members shall be limited to those individuals on the List of Nominees (prior to the addition of any nominees for the current year) described in Section 2(f).

(d) Election Process. Once each year the Executive Board shall call a meeting of the Electors for the purpose of electing Regular Members to the Beach Shaggers National Hall of Fame. Such meeting shall be held at such time and place designated by the Executive Board. A majority of the Electors for such year shall constitute a quorum for purposes of conducting the membership elections. Electors must be present at the meeting to vote. Voting by proxy shall not be permitted. The President or a Vice President shall preside over the meeting of the Electors and allow such discussion of nominees as he shall deem appropriate. The chairman of the meeting shall appoint one or more members of the Executive Board to count the ballots, prepare additional ballots as necessary and announce the results at a time deemed appropriate by the Executive Board. All voting shall be by secret ballot with separate voting and separate ballots for the election of the males and the females. To be elected to membership, an individual must receive a majority of the votes cast. On the first ballot in the election of the four (4) male Regular Members and on the first ballot in the election of the four (4) female Regular Members, respectively, each Elector shall have the right to cast one vote for any four eligible males to become a male Regular Member to be elected and one vote for any four eligible females to become a female Regular Member to be elected. If less than four of the males or females being voted upon are elected on the first ballot, voting will continue until four males and four females are elected. After the first ballot for the male Regular Members and the first ballot for the female Regular Members, the Electors must vote only for those individuals whose names appear on the ballots prepared by the member(s) of the Executive Board in charge of counting and preparing ballots. After the first ballot for the male Regular Members and the first ballot for the female Regular members, the member(s) of the Executive Board in charge of counting and preparing ballots shall include on each subsequent ballot only the names of those eligible individuals receiving the highest numbers of votes, but less than a majority, on the immediately preceding ballot plus, in their discretion, the name of one or more individuals who was elected on a preceding ballot in an effort to keep the names of those elected a secret until the time determined by the Executive Board to make such names known.

(e) Nominations for Regular Membership in the Beach Shaggers Hall of Fame. Each year at the annual meeting of the Electors, nominations for Regular Members in the Beach Shaggers National Hall of Fame may be made following the election of the new Regular Members for such year. Each director on the Executive Board and each Elector then serving may nominate one qualified male and one qualified female to be a Regular Member, and each such nominee's name shall be added to the List of Nominees, which shall list separately the male and female nominees for Regular Members. The chairman of the meeting may allow such discussion of the additional nominees as deemed appropriate. An Executive Board member or Elector nominating a qualified individual to be a Regular Member must provide the Secretary with the nominee's address and

telephone number and e-mail address, if available. To be added to the List of Nominees as a nominee, such individual must be either:

- (i) a member of the Keepers of the Dance as defined in Article 9 who is at least 40 years of age, or
- (ii) an individual at least 49 years of age, generally recognized as a proficient shag dancer and who, in the opinion of the person making the nomination, deserves special recognition for his or her contributions to shag dancing, its music and the atmosphere in which it is cultivated and enjoyed as provided for in Article 1 of these Bylaws.

(f) List of Nominees. All of the annual nominations previously added to the List of Nominees for the Beach Shaggers Hall of Fame and all of the annual nominations for Regular Members in the Beach Shaggers National Hall of Fame made as herein provided shall be listed and shall constitute the List of Nominees. The List of Nominees will list the male and female nominees separately. The List of Nominees shall remain unchanged except for the removal of names of individuals who are elected to membership and further additions to the list as provided in Section 2(e).

Section 3. Election of Charlie Boone Members. Each year the Executive Board, in its sole discretion, may elect one or two members to the Beach Shaggers National Hall of Fame as Charlie Boone Members as provided in this Section 3. Charlie Boone Members shall be individuals:

- (i) who meet the qualifications as Regular Members in Section 2(a)(i) and (ii);
- (ii) who were not otherwise elected that year as provided in Section 2;
- (iii) who, in the opinion of the Executive Board, should be admitted to membership in the Beach Shaggers National Hall of Fame that year; and
- (iv) who are nominated and elected that year by the majority vote of the Executive Board as Charlie Boone Members.

Section 4. Election of Honorary Members. From time to time in its sole discretion, the Executive Board may establish one or more categories of honorary memberships in the Beach Shaggers National Hall of Fame and elect Honorary Members as provided in this Section 4. Honorary Members shall be individuals:

- (i) who may or may not otherwise meet the qualifications as Regular Members in Section 2(a)(i) and (ii);
- (ii) who, in the opinion of the Executive Board, deserve membership in the Beach Shaggers National Hall of Fame because of their unique contributions to shag dancing, its music or the atmosphere in which it is enjoyed; and

- (iii) who are nominated and elected that year by the majority vote of the Executive Board as Honorary Members.

Section 5. Election of Posthumous Members. Each year the Executive Board, in its sole discretion, may elect one or two deceased individuals as members of the Beach Shaggers National Hall of Fame as Posthumous Members as provided in this Section 5. Posthumous Members shall be deceased individuals:

- (i) who meet the qualifications as Regular Members in Section 2(i) and (ii);
- (ii) who were not otherwise elected as Regular Members as provided in Section 2 prior to their deaths;
- (iii) who, in the opinion of the Executive Board, should be admitted to membership in the Beach Shaggers National Hall of Fame posthumously that year; and
- (iv) who are nominated and elected that year by the majority vote of the Executive Board as Posthumous Members.

Section 6. Annual Induction Ceremony. An annual induction ceremony honoring the new members to the Beach Shaggers National Hall of Fame shall be held in conjunction with a Shagattack social function at such time and place as shall be determined by the Executive Board.

Section 7. Membership Information. Pictures and historical information relating to members of the Beach Shaggers National Hall of Fame shall be authorized and kept in such places as the Executive Board deems appropriate. Certificates, plaques or cards evidencing membership in the Beach Shaggers National Hall of Fame shall be issued as the Executive Board deems appropriate.

ARTICLE 9.

KEEPERS OF THE DANCE

Section 1. Qualifications for Keepers of the Dance Membership. All individuals previously inducted into the Keepers of the Dance membership organization sponsored by this Corporation and its predecessors shall be members of the Keepers of the Dance membership organization sponsored by the Beach Shaggers National Hall of Fame. New Members of the Keepers of the Dance shall be individuals:

- (i) who are least the age of 25 at the time they are inducted as members (with special preference being given to the older nominees);
- (ii) who participated in shag dancing events as junior shaggers (i.e. under the age of twenty-one);
- (iii) who, in the opinion of the Keepers of the Dance Committee, show good character and reputation and have materially contributed to the continuation of shag dancing, its music and atmosphere for future generations;

- (iv) who have been on the List of Keepers of the Dance Nominees for at least one year; and
- (v) who are elected to membership as a Keeper of the Dance in accordance with Section 2 of this Article.

Section 2. Election of Keepers of the Dance Members. All members of the Keepers of the Dance must be elected by the majority vote of the Keepers of the Dance Committee.

(a) Committee. A Keepers of the Dance Committee shall be appointed by the Executive Board. Its members shall consist of at least one Executive Board director and such number of other members as the Executive Board may from time to time determine. Members of the Keepers of the Dance Committee shall serve at the pleasure of the Executive Board. Except for at least one Executive Board director, members of the Keepers of the Dance Committee do not necessarily have to be members of the Beach Shaggers National Hall of Fame.

(b) Number of Members to be Elected. Each year the Keepers of the Dance Committee shall elect at least one male and one female who meet the qualifications in Section 1 to membership in the Keepers of the Dance.

(c) Election Process. The Keepers of the Dance Committee shall meet at least annually for the purpose of electing the Keepers of the Dance members for such year. The Keepers of the Dance Committee shall develop such procedures for the election of members as shall be approved by the Executive Board from time to time. A majority of the members of the Keepers of the Dance Committee must be present to constitute a quorum, and each new member of the Keepers of the Dance must receive a majority of the votes of the members of the Keepers of the Dance Committee present at such a meeting.

(d) Nomination Process. The Keepers of the Dance Committee shall maintain a list (the "List of Keepers of the Dance Nominees") of the individuals nominated for the Keepers of the Dance. Each year the Keepers of the Dance Committee may add one or more individuals over the age of 21 to the List of Keepers of the Dance Nominees who in the opinion of the Keepers of the Dance Committee may in the future qualify for membership in the Keepers of the Dance.

Section 3. Induction Ceremonies. The new members of the Keepers of the Dance for a year shall be announced when the new members of the Beach Shaggers National Hall of Fame for such year are announced and shall be inducted at the annual induction ceremony of the new members of the Beach Shaggers National Hall of Fame. In addition, there shall be such other ceremonies honoring members of the Keepers of the Dance as shall be approved by the Executive Board from time to time.

Section 4. Membership Information. Pictures and historical information relating to members of the Keepers of the Dance shall be authorized and kept in such places as the Executive Board deems appropriate. Certificates, plaques or cards evidencing membership in the Keepers of the Dance shall be issued as the Executive Board deems appropriate.

ARTICLE 10.

SHAGATTACK MEMBERS

Section 1. Qualification for Shagattack Members. Only those individuals who shall be approved by the Executive Board shall be eligible to be members of Shagattack. Membership in Shagattack shall be determined annually, and each member shall meet such qualifications as shall be determined by the Executive Board from time to time. Generally such members shall enjoy social functions featuring shag dancing, its music and the atmosphere in which it is cultivated and enjoyed.

Section 2. Social Functions. Members of Shagattack shall have such annual social functions as shall be determined by the Executive Board. These functions shall involve shag dancing and shall usually be held in conjunction with announcements and inductions of new members of the Beach Shaggers National Hall of Fame and the Keepers of the Dance.

Section 3. Evidence of Membership. Certificates or cards evidencing membership in Shagattack shall be issued as the Executive Board deems appropriate.

ARTICLE 11.

CONTRACTS, LOANS AND DEPOSITS

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

Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Executive Board. 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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.

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

Section 5. Compensation and Expenses. Unless authorized by the unanimous vote of the Executive Board, no officer, director or member of any organization sponsored by the Corporation shall be entitled to any compensation by the Corporation for his or her services to or for the Corporation or the reimbursement or payment of any expenses incurred by him or her in the performance of such services except for Reimbursable Expenses, as hereinafter defined. Reimbursable Expenses mean actual, reasonable, out-of-pocket expenses which (i) are expressly approved for reimbursement by the Executive Board or (ii) are necessarily incurred for acquisition, mailing, printing and reproduction of Corporation materials, accounting expenses, long distance

telephone expenses, and other similar ordinary and necessary operating expenses incurred in the conduct of the Corporation's business and in the course of a person's duties for the Corporation.

Section 6. Expenditures of Corporation. Except for Reimbursable Expenses, all expenditures of the Corporation's funds shall require the general or specific approval of the Executive Board.

ARTICLE 12.

GENERAL PROVISIONS

Section 1. Waiver of Notice. Whenever any notice is required under the provisions of the South Carolina Nonprofit Corporation laws, 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. The presence of any person at a meeting shall constitute a waiver of any notice required for such meeting unless such person announces at the beginning of such meeting that his or her attendance is for the purpose of objecting to the holding of such meeting.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 3. Amendment to Bylaws. These 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 Executive Board directors required by these Bylaws.

Section 5. Indemnification of Directors and Officers. Each director, officer, employee or agent of the Corporation shall be entitled to indemnification or reimbursement by the Corporation for any expenses or liabilities incurred by such person under the circumstances permitting such indemnification or reimbursement under the Act, and subject to the conditions and limitations on such indemnifications and reimbursements set forth in the Act. The Executive Board may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation 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 Corporation would have the power to indemnify such person against such liability.