

# Bylaws

## Seabrook Island Dog Owners Group

(A nonprofit corporation established under the laws of South Carolina)

### Article I Name

Section 1. **Name.** The Name of the Corporation shall be Seabrook Island Dog Owners Group (SIDOG or, informally, SEADOGS).

### Article II Objectives of the Corporation

Section 1. **Compliance.** To encourage compliance with Town of Seabrook Island, SC, Ordinance No. 2007-03 which provides a Designated Area on the part of Seabrook Island's beach known as North Beach where dogs may, at certain times and under certain conditions, be allowed off leash.

Section 2. **Communication.** To provide a unified voice for communication with the Town of Seabrook Island, Seabrook Island Property Owners' Association, Seabrook Island Club, real estate companies that rent to dog owners, other dog owners, Seabrook Island residents at large and others concerning dog ownership and respectful cohabitation of dog owners, their pets and the non-pet owners at Seabrook Island.

Section 3. **Education.** To reduce the number of offensive incidents involving dogs through education and communication.

Section 4. **Meetings.** To hold meetings and participate in or stage events of general interest to dog owners or anyone interested in dogs.

### Article III Offices

Section 1. **Principal Office.** The principal office of the Corporation shall be located in the Town of Seabrook Island, Charleston County, South Carolina, or at such other place as the Board of Directors shall determine.

Section 2. **Registered Office.** The registered office of the Corporation required by law to be maintained in South Carolina may be, but need not be, identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

## Article IV Board of Directors

Section 1. **General Powers.** All corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation managed under the direction of, the Board of Directors.

Section 2. **Number and Tenure.** The dues-paying members of the Corporation shall elect the Board of Directors annually in January. The number and tenure of Directors of the Corporation shall be not less than five (5) or more than eleven (11) as shall be determined from time to time by the Directors. The term of each Director is three years unless terminated earlier by death, resignation or removal. Directors may be reelected for one additional term of three years.

Section 3. **Vacancies.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors.

Section 4. **Compensation.** A Director shall receive no compensation for services as such but may be reimbursed for reasonable expenses incurred in connection with the performance of the Corporation's business.

Section 5. **Leadership of the Board.** The President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

## Article V Officers

Section 1. **Officers.** The 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 Board of Directors may from time to time select.

Section 2. **Election and Term.** The officers of the Corporation shall be elected by the Directors from their number annually in January for a term of one year and may be reelected. Any vacancy in an office shall be filled by the Board for the remainder of the term.

Section 3. **Removal of Officers.** The Board of Directors may remove any officer at any time with or without cause.

Section 4. **Resignation.** An officer may resign at any time by communicating his or her resignation to the Board of Directors, orally or in writing. A resignation is effective when communicated unless it specifies, in writing, a later date.

Section 5. **President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall control all the business and affairs of the Corporation. The President shall sign all contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the Board has delegated otherwise.

Section 6. **Vice Presidents.** One or more Vice President positions may be established by resolution of the Board of Directors and the Board will specify therein which Vice President shall serve as acting President in the absence of the President. Each Vice President shall perform such duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 7. **Secretary.** The Secretary shall (a) keep the minutes of the Board of Directors and of the general membership (b) see that all notices are given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records, (d) keep a register of the address of each Director and member, and (e) in general perform all duties incident to the office of Secretary.

Section 8. **Assistant Secretaries.** In the absence of the Secretary for any reason, an Assistant Secretary, as specified by resolution of the Board of Directors, shall perform the duties of the Secretary.

Section 9. **Treasurer.** The Treasurer shall (a) have charge and custody of and be responsible for all funds of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in depositories selected by the Board of Directors, and (b) in general perform all duties incident to the office of Treasurer, including preparing, or causing to be prepared, all financial statements required by law.

Section 10. **Assistant Treasurers.** In the absence of the Treasurer for any reason, an Assistant Treasurer, as specified by resolution of the Board of Directors, shall perform the duties of the Treasurer.

## Article VI Committees

Section 1. **Standing Committees.** There shall be two Standing Committees created by the Board: Membership Committee and Events Committee.

A. **Membership Committee.** The Membership Committee shall have a Chairperson appointed by the President to be confirmed by the Board of Directors. The Chairperson may appoint members of his/her committee. The Committee shall recruit prospective SIDOG members, assist the President in notifying the general membership of events, prepare information packets for distribution to prospective members and perform such duties as the President or the Board may, from time to time, direct.

B. **Events Committee.** The Events Committee shall have a Chairperson appointed by the President to be confirmed by the Board of Directors. The Chairperson

may appoint members of his/her committee. The Committee shall organize, participate in and present events including lectures, demonstrations, charities, parades etc. that have general interest to the SIDOG and perform such duties as the President or the Board may, from time to time, direct.

Section 2. **Additional Committees.** The Board of Directors may create such additional committees as it requires.

## **Article VII Finances**

Section 1. **Non-Profit.** The Corporation shall not be conducted for profit.

Section 2. **Revenue.** The Board of Directors shall determine how revenue will be raised, including raising revenues through a dues structure, as well as recommending how funds should be expended.

## **Article VIII Meetings**

Section 1. **Frequency of Meetings.** Meetings of the Board of Directors shall be at least twice a year and the time and place announced by the President or in his/her absence, the Vice President.

Section 2. **Notification.** The Secretary shall attempt to notify all Board members of the meeting by whatever means is convenient and expedient: email, US mail, or telephone and, if possible, at least one week in advance of the meeting.

Section 3. **Quorum.** Three (3) Board members must be present at a meeting to constitute a quorum.

## **Article IX Voting**

Section 1. **Voting.** A majority of those members of the Board of Directors present at a meeting where a quorum is present shall be required to pass any proposal. Proxy voting will not be permitted.

## **Article X Accounting Year**

Section 1. **Accounting Year.** The Corporation's fiscal year shall begin on the first day of January and end on the last day of December of each year.

## **Article XI Order of Business**

Section 1. **Order of Business.**

- A. Minutes of last meeting.
- B. Report of the President.
- C. Report of the Secretary.
- D. Report of the Treasurer.
- E. Report of Committees.
- F. Unfinished Business.
- G. New Business.
- H. Adjournment.

## **Article XII Conduct of Meeting**

Section 1. **Meeting Rules.** The meetings of the Board of Directors shall follow Robert's Rules of Order.

## **Article XIII Adoption and Amendments**

Section 1. **Adoption.** These Bylaws were adopted on September 17, 2008 and the first slate of Directors and Officers were elected. These Directors and Officers will serve the balance of 2008 without the service counting against their term of office. Their full term of office shall commence on January 1, 2009.

Section 2. **Amendments.** Amendments to the By Laws may be proposed by any member of the Board of Directors and, for passage, require a majority vote of the Board of Directors in attendance where a quorum is present.