

By Laws of the Sea Pines Men's Club, Inc.

ARTICLE I - NAME

The name of the organization shall be the Sea Pines Men's Club, Inc. (hereinafter referred to as "the Club"), a South Carolina non-profit corporation.

ARTICLE II - PURPOSE

The Club's purpose is to provide opportunities for friendship and fellowship among neighbors. The Club shall be a non-profit corporation formed pursuant to the South Carolina Nonprofit Corporation Act of 1994 (the "Act") and its purpose shall be consistent with Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Club shall inure to the benefit of, or be distributed to its members, Directors, Officers, or other private persons, except that the Club may make expenditures for Authorized Transactions for the purpose stated above.

ARTICLE III - OFFICE, AGENT, AND FILINGS

The Club shall maintain its Principal Office and Registered Office in the Town of Hilton Head Island, South Carolina at such place(s) designated by the Board from time to time. The Club shall designate a registered agent as required by the Act, and in the absence of such a designation the Club President shall be the Registered Agent.

ARTICLE IV - MEMBERSHIP

Membership in the Club is open to any male who owns property or resides in Sea Pines, Hilton Head Island, South Carolina, plus former owners or residents who have relocated and wish to remain members.

The only membership requirement is the payment of annual dues. So saying, the expectation is that members will participate in Club events and activities that meet their interests, assist as called upon and able with events and activities, and encourage eligible friends and neighbors to become part of the fellowship.

ARTICLE V - LEADERSHIP

The Leadership Team for the Club shall consist of a Board of Directors including the Club's President, Vice President, Membership Secretary, and Treasurer, elected each year by majority vote of Club members attending the annual Spring Luncheon in person, electronically, or by proxy. Officers and Directors will serve a term of one year and will be eligible to serve no more than three consecutive terms in the same office. The Officers will be responsible for Club operations.

The Board of Directors shall have no less than three or more than six members and shall meet no less than twice a year. The President shall preside at all Board meetings, appoint committee members, assist the other officers in performance of their duties, and perform other tasks as associated with the office.

The Vice-President shall supervise the Club's regularly scheduled gatherings (weekly breakfasts, Book Clubs, Bridge Groups, Walking Groups, etc.) and will recruit leadership for such groups as the need arises. He will also oversee occasional gatherings (Super Bowl Party, Valentine's Party, Memorial Day Picnic, Day Trips, etc.) and recruit leaders for such events as appropriate. The Vice President shall assume the duties of the President in case of the President's absence.

The Membership Secretary will maintain accurate records of Club members (name, address, e-mail, etc. so that an up-to-date roster can be available as needed. This individual will also supervise the publication of an annual membership directory.

The Treasurer shall handle the Club's finances - collect annual dues, collect fees associated with Club events, make timely bank deposits, keep accurate records of all financial transactions, prepare financial reports for the Officers, Board, and membership as needed, and assist the President with the preparation of an annual budget. All Club funds shall be maintained in a separate account in the Club's name.

ARTICLE VI - COMMITTEES

The Leadership Team may appoint standing and ad hoc committees as needed. The Team may also appoint interim officers to fill vacancies between annual elections.

ARTICLE VII - MEETINGS

Two general membership meetings are held by the Club each year, one in the Spring and one in the Fall. Regular meetings of the Leadership Team shall be held at least semi-annually in a location announced by the President. Special meetings may be held at any time when called for by the President or a majority of Leadership Team members.

ARTICLE VIII - VOTING

All active members in attendance at a Club business meeting are eligible to vote in person, electronically, or by proxy. A majority of board members present at a called meeting shall constitute a quorum. Passage of a motion requires a simple majority (i.e., one more than half the members voting at the meeting, electronically, or by proxy).

ARTICLE IX - FISCAL POLICIES

The fiscal year of the Club shall be concomitant with the calendar year. Annual dues are payable in January each year and no later than March 1 of that year. It is expected that those who fail to pay their dues in a timely manner will not participate in club events or activities. The rate of dues each year will be established by majority vote of the Board.

ARTICLE X - AMENDMENTS

These by-laws may be amended by a two-thirds vote of Club members voting provided written copies of the proposed amendment(s) have been distributed to the membership at least one week prior to said meeting.

ARTICLE XI – COMPENSATION

No Director or Officer shall be compensated for service to the Club. The Board may approve reimbursement of expenditures by a Director or Officer on the Club's behalf.

ARTICLE XII – AUTHORIZED TRANSACTIONS

The Leadership is authorized to:

- (a) Take any and all steps appropriate and necessary to form, register, and maintain the Club as a non-profit entity;
- (b) To enter into contracts for services relating to the events and meetings of the Club;
- (c) To enter into contracts and pay for necessary professional services;
- (d) To purchase insurance coverage for the Club and/or events and other insurance as deemed appropriate by the Board;
- (e) To open and maintain bank accounts for Club funds; and
- (f) To maintain the books and records of the Club.

ARTICLE XII – BOOK AND RECORDS

The books and records of the Club shall be kept consistent with good business practice.

The foregoing are certified to be the true and complete Bylaws of the Club as adopted by the incorporators as of _____, 2012.

Secretary

Date of Certification: _____