COMPETITIVE SHAGGERS ASSOCIATION

BYLAWS

(Revised September 2026)

ARTICLE I.

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 Durham 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 Oct 2003 and Oct 2020)

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.

In the event of extreme or extraordinary conditions such as national emergencies, state doctrines, and/or other crises which impact CSA activities in an abnormal and unusual manner, the Board of Directors may propose and delegate actions that may temporarily veer from these Bylaws. Such actions would be taken to benefit the entire organization and will require approval by a majority of the Board of Directors, followed by a majority vote by the general membership. Actions of this nature would be temporary and relevant for no more than one (1) year from activation. (Rev. June 2020, Feb 2026, June 2026)

Section 2. Number and Term.

The number of elected Directors of the Association shall be twelve (12), consisting of six (6) couples, or pairs, male/female, female/female or male/male.[1] The immediate past President, in good standing[2], and not a currently elected Board member, shall be invited to serve in an advisory capacity, as the thirteenth (13th) member of the current Board and as such will serve as the deciding vote should any vote of the Board of Directors end in a tie. This position may be included in discussions of CSA business as seen fit by the current President of the Association or by a majority of the current Board members, either physically present or on the phone. Should the immediate past president not be in good standing, choose not to accept the position, or is otherwise deemed unsuitable to serve in this capacity, the Board will invite the next previous past president to fill the position and so on until the position is filled. Any person chosen/appointed to this position shall not be concurrently serving as an elected Board member. In addition, at the discretion of the Board of Directors, a position of Event Liaison may be created, consisting of either an existing Board member or a general member of the Association. This position would take on responsibilities as requested by the Board regarding interacting with club venues, contest calendars, contracts, etc. This position will have no voting rights on the Board (unless the position is filled from within the Board), however, it will have the same voting rights as the general membership.

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[3]. Thereafter, the successors in each class of Directors shall be elected to serve for terms of two years. In the event of death, (Rev. Sept 2007) resignation, or disqualification of a Director, then 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

[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.

[2] 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.

[3] A member in good standing is a member whose dues are paid to date, who has no outstanding debt to the Association, who is not suspended, and who meets the qualification requirements applicable to the member's class of membership, including CSA-sanctioned contest participation where required. **Transitional Provision.** This section shall apply prospectively. Directors elected prior to the effective date of this revision shall remain eligible to serve the remainder of their elected terms. (June 2020, Feb 2026)

disqualification, or such Director's successor shall be elected and shall qualify. (rev. June 2020)

Section 3. Qualification of Directors.

Only qualified members may serve as Directors as long as the Association has members. Any Director who ceases to be a member of the Association shall immediately become ineligible to serve and shall be automatically removed from the Board.

To be qualified for nomination and election to the Board of Directors, a member must have been a voting member in good standing[2] from midnight on March 31st through December 31st of the preceding year[4] and will have also joined as a voting member by midnight on March 31st of the current year. To maintain qualifications to serve as a Board member, a director must also submit a membership application and pay applicable membership fees by midnight on March 31st of both years of their Board term. (Rev. Sept. 2007, Mar 2026)

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) couples, or pairs[5], consisting of six (6) qualified members (Article 2, Section 3) as nominees for the Directorships created by the expiring terms of existing Directors. At that meeting, nominations of any other qualified members may also be accepted from the floor.

The Ballot Committee shall prepare and deliver to each Association member entitled to vote, a ballot, in a form and by a method of delivery approved by the Board of Directors, for the designation of such members' choices to fill the vacancies.

In the event that two or more members share a single email address, each member shall submit a separate email to the Ballot Committee, clearly identifying the member's name and their voting selections. Such ballots shall be completed and returned to the Ballot Committee on or before the dated specified on the ballot, which date shall be no less than eight (8) days from the date the ballots are sent to the members. Ballots received by the Ballot Committee after the specified return date shall not be counted.

[4] Except that in 1994, to be qualified the member must have been a member only in 1993 and 1994. (Rev Jan 2026)
[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.

The Ballot Committee shall conduct the election and 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, which shall be in November, December, or January. (rev. Sept 2007, June 2020, Jan 2026, Aug 2026)

Section 5. Voting for Directors.

Each voting member may cast one vote for each couple/pair running as there are couples/pairs to be elected. Voting shall be conducted in accordance with the procedures set forth in Article7, Section 2 of these Bylaws. (rev. June 2020, Jan 2026)

Section 6. Vacancies.

Vacancies arise due to death, resignation, or disqualification. Disqualifications include a) loss of membership, b) failure to meet Article 2, Section 3's requirements. In the event of the death, resignation, or disqualification of one member/Director of a couple (but not both), the successor to such Director shall be an individual member of either sex who is otherwise qualified (Article2, Section3). The Board of Directors shall appoint a successor to fill the vacancy. Once appointed, the successor shall serve the entire unexpired portion of the original Director's term and shall not be subject to replacement at any general election of Directors occurring during that unexpired term, as long as they maintain their qualified status as outlined in Article 2, Section 3. If more than one Director is replaced under these circumstances, this provision shall apply separately to each vacancy. (Revised Sept. 2007 and Mar 2026)

Upon the resignation of a Director, the Director shall automatically cease to serve as Chair of any committee. If the resigning Director is a member of a committee, including a committee the Director previously chaired, the Director may request to continue serving as a committee member, subject to approval by the Board

Upon the disqualification of a Director, the Director shall automatically cease to serve as Chair or member of any CSA committee. (Sept 2026)

ARTICLE 3.

MEETINGS OF DIRECTORS

Section 1. Regular Meetings.
A regular meeting of the Board of Directors shall be held immediately before or following the annual meeting or substitute annual meeting of members, and at the same place as appropriate. At least three (3) 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 before or 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 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 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 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 a 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 before or 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 before or following the annual meeting or substitute annual meeting of members. Each officer shall hold office for a period of one (1) 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, and shall be responsible for the financial books and records of the Association and the filing of all tax returns and governmental reports. The Treasurer shall also be responsible for membership record keeping and the collection/recording of membership finances, and shall have such other duties as shall be prescribed from time to time by the President or the Board of Directors. (rev. Oct 2020)

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 one (1) class of membership which will consist of two levels: Voting members and Friend of CSA. Qualifications for each level are defined in Section 2 below. (rev. June 2020, Jan 2023)

Section 2. Qualifications of Voting Members and Friends of CSA. (rev. June 2020 and Jan 2023)

Each voting member in good standing[6] shall be entitled to all of the privileges of membership in the Association. (rev. June 2020)

A. Voting Members: (rev. June 2020)

(i) Must be at least 21 years of age; and (rev. June 2020)

(ii) Must have danced competitively in either: (rev. June 2020)

[6] A member in good standing shall be defined as any member whose membership dues are paid to date and has no outstanding debts owed to CSA. A member who has been suspended is not considered a member in good standing. (new June 2020)

(a) At least one (1) CSA Sanctioned Contest[7] within the calendar year of such membership or either of the two calendar years immediately preceding the calendar year of such membership; or (rev. June 2020)

(b) At least one (1) CSA Sanctioned Contest during each of any five (5) consecutive calendar years; and (rev. June 2020)

(i) Must pay membership dues and assessments fixed by and in accordance with these Bylaws

B Friends of CSA: (new June 2023)

(i) Is a non-competing level of membership

(ii) Is a special level of membership for those who love the Shag and want to be part of an organization which promotes and supports the Shag through competition. It offers a chance to be part of preserving the Shag and the unique culture that goes with the dance and the music. Friends of CSA help support the clubs, venues and dancers that keep Shag and competitive dancing alive. (rev. June 2020)

(iii) Do not have voting privileges relating to any business of CSA

(iv) Are invited to the annual CSA awards banquet and party

(v) Pay membership dues and assessments fixed by and in accordance with these Bylaws

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

[7] For this purpose, a "CSA Sanctioned Contest" is an Association sanctioned contest only. (rev. June 2020)

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[8] 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 voting membership of the Association. 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 of any reasons why the suspension should not be imposed. (rev. Oct 2020)

Section 6. Certificates of Membership

Certificates or cards representing membership in the Association may be issued to every member of the Association in such a 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[9] 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 the members of the Association shall be held at such place and time as shall be designated in the notice of the meeting. Meetings may be

[8] Suspend: to cause to stop temporarily from a privilege, office or function

[9] A member in good standing shall be defined as any member whose membership dues are paid to date and has no outstanding debts owed to CSA. A member who has been suspended is not considered a member in good standing. (new June 2020) (new June 2020)

conducted in person, by telephone, by video conference, or by other electronic means, provided that participating members are able to hear one another and participate in the proceedings (Mar 2026)

Section 2. Annual Meeting.
The annual meeting of members of the Association shall be held in November, December or January at such time and in such manner as shall be designated in the notice of the meeting. The annual meeting shall serve as the Association's primary governance meeting. (Mar 2026)

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. (Mar 2026)

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

A special meeting may be conducted in person or by electronic means including telephone, video conference, email, or secure online voting platforms as determined by the Board of Directors, provided that all voting members are given notice and an opportunity to participate. (Mar 2026)

Section 5. Notice of Meetings.
Written or electronic notice stating the date, time, manner, and if applicable, physical location of the meeting of members shall be delivered by means approved by the Board of Directors not less than five (5) days, nor more than sixty (60) days before the date thereof, to each voting member entitled to vote at such meeting.

In the case of a special meeting, the notice shall specifically state the purpose or purposes for which the meeting is called. Only business within the scope of the notice may be conducted at a special meeting. If the meeting will be conducted electronically, the notice shall include instructions for participation and voting. (June 2020, Mar 2026)

Section 6. Quorum.
One-fifth (1/5) of the voting members of the Association, participating in person or by authorized electronic means, shall constitute a quorum at meetings of the members. (Mar 2026)

Section 7. Voting Privileges.
Each Voting Member shall be entitled to one (1) vote at all meetings of members of the Association when voting is required.

Voting on all matters except the election of Directors may be conducted in person, by proxy or by authorized electronic means as permitted by these Bylaws. (rev. June 2020, Mar 2026)

Section 8. Electronic Voting.
Any action required or permitted to be taken at a meeting of the Voting Members may be conducted by electronic means, including email or secure online ballot, provided that:

(a) Notice of the proposed action is delivered to all Voting Members in accordance with these Bylaws;
(b) The method used reasonably verifies the identity of the Voting Member casting the vote;
(c) All Voting Members are given an equal opportunity to participate and vote; and
(d) The voting period remains open for not less than fifteen (15) days unless otherwise determined by the Board of Directors.

Votes cast electronically shall have the same force and effect as votes cast at a meeting of members. (new Mar 2026)

ARTICLE 7.

COMMITTEES

Section 1. Executive Committee.
The Board of Directors, by resolution adopted by a majority of the total numbers of Directors then in office, may designate an Executive Committee, to consist of three (3) 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 (6) members shall be appointed annually by the Board of Directors. Two (2) of the members of the Nominating Committee shall be Directors whose terms are not expiring; two (2) of the members of the Nominating Committee should be from the Pro/Sr Pro dancer category; two (2) of the members of the Nominating Committee should be from the Novice dancer category; and two (2) of the members of the Nominating Committee should 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, emailing or such form and means of delivery being approved by the Board of Directors 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 Article 2 Section 4 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. (rev. June and Oct 2020)

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 are actual, reasonable, out-of-pocket expenses which are approved for reimbursement by the Board of Directors in the conduct of the Association's business to include expenses incurred for mailing, emailing, printing and reproduction of Association materials and long-distance telephone expenses. (rev. June 2020)

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 advertisement 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 may be emailed, mailed or such form and means of delivery being approved by the Board of Directors to each CSA member and to each nonmember who subscribes to the newsletter for such annual fee as shall be established 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 CSA private social media. A hard copy may be mailed, at the discretion of the Board of Directors, 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. Only CSA members in good standing may have access to CSA's private social media. Two (2) members of the Board of Directors may be designated to facilitate all private social media. (rev. Feb. 2005 and June 2020)

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 club owners sponsoring contests (such as number of dances, times, points, judging, scoring, etc.) and rules affecting members (such as conduct, categories of dance, and qualifications for each, 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. (rev. June 2020)

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 (2) 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 meetings of the members, including meetings conducted in person or by electronic means pursuant to Article 6 of these Bylaws; 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. (Rev Mar 2026)

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 rising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability.

FOR A DESCRIPTION OF REVISIONS AND UPDATES TO THE BYLAWS DATED MARCH 27, 2026 AND FORWARD, PLEASE VISIT THE CSA WEBSITE AT WWW.COMPETITIVESHAGGERS.ORG