

**THE ORDER OF THE FRIENDLY SONS OF THE SHILLELAGH**  
**Of The Carolina's**  
**BY-LAWS**  
**Revised 3/19/2024**

ARTICLE I            NAME

As provided by the Constitution

ARTICLE II           OBJECTIVES

As provided by the Constitution

ARTICLE III          MEMBERSHIP

Section 1

Any individual eligible for membership may apply for membership through any member in good standing. Such application for membership shall be submitted to the Chairman of the Membership Committee. Upon review and acceptance by the membership Committee the name of the candidate shall be read to the membership present at the meeting following his screening and again one month later, at which time a unanimous acceptance by the **present** membership will be required.

Section 2

The Membership Committee shall be required to submit to the Executive Board the names of any applicant not approved for presentation to the General Membership and the reasons for non-approval. The Executive Board may by a majority vote of those present overrule the disapproval of the Membership Committee and order that such name(s) be presented to the General Membership for consideration at the next meeting. The Executive Board may by a majority vote, re-submit the name of an applicant that did not receive unanimous acceptance by the General Membership.

Section 3

REINSTATEMENT

Any ex-member wishing reinstatement must submit a written request to the President. The President shall submit the name to the Executive Board. Upon unanimous approval of the Executive Board the name shall be submitted to the General Membership and the approval must also be unanimous. Upon approval of the General Membership a reinstatement fee of seventy five dollars (\$25.00) plus all pro-rated dues must be paid.

ARTICLE IV

VOTING RIGHTS

Section 1

Any member in good standing shall be entitled to vote for any amendments to the Constitution and By-Laws or general business of this organization.

Section 2

A member in good standing is one who:

- a. completed payment of his initiation fee and assessment.
- b. is not in arrears of his dues.
- c. Has not been censured within the last two months. Absentee Ballots will be issued by the President, on request of a member, and returned in a sealed envelope addressed to the Chairman of the Elections Committee.

Section 2

To be eligible to nominate or be nominated for any office in this organization, a member must not be in arrears in the payment of dues and must have completed the payment of the initiation fee as of the June meeting.

To be eligible to vote for any office in this organization, a member must not in be in arrears of the payment of dues and must have completed payment of the initiation & assessment fee as of Election Day, the last Saturday in June.

ARTICLE V

QUALIFICATION OF OFFICERS

Any member in good standing is eligible to hold office.

ARTICLE VI

OFFICERS

Section 1

As provided for in the Constitution.

An Assistant Treasurer will be appointed to the Executive Board, with all executive privileges, by the President after conferring with the newly elected Treasurer and the newly elected Steward.

## Section 2

Officers shall be elected by a secret ballot for one (1) year  
On the June meeting.

Nomination of officers shall be made from the floor at the  
Regular meeting in February by members in good standing as  
Of the March meeting.

A member may only be nominated for one office.

**Members shall not be able to vote on any matter at a general meeting or in  
an election by the use of a proxy**

## Section 3

The newly elected officers will officially assume their duties on the third Tuesday  
in August at the General Meeting.

The newly elected officers will be formally installed at a club function determined  
by the Executive board while the outgoing officers will lead  
the St. Patrick's Day Parade having just completed a year's  
work for the club.

## Section 4

Vacancies shall be filled by appointment by the President. These appointments to  
office will continue through the unexpired term of the office in which the vacancy  
existed. All appointments must be approved by a two-thirds vote of the Executive  
Board. In the event the position of the President is vacated, the Vice President  
shall assume the position of President and the office of Vice President shall  
remain vacant. Further ascendancy to the Presidency due to vacancy shall be  
from the elected officers in the order specified in Article v, Section 1 of the  
Constitution.

# ARTICLE VII

## MEETINGS

### Section 1

The regular meeting of this organization will be held on the Third Tuesday of  
each month at the place designated by the Executive Board.

Section 2

The meeting of this organization will be called to order at 7:30 P.M.

Section 3

Ten members, excluding officers and trustees, will constitute a quorum.

Section 4

Special meetings of this organization may be called by the Executive Board. The Corresponding Secretary will notify the membership in writing as to the time, place and date of this special meeting.

ARTICLE VIII INITIATION FEE

(1/8/03) A non-refundable initiation fee of \$25.00 shall be paid by new members at the time of their Screening. There is no initiation fee for a Veteran.

ARTICLE IX MEMBERSHIP DUES

The annual dues of this organization shall be \$50.00 payable by July 1<sup>st</sup> of each year.

Screening of new members will be accomplished on a numbered basis as their applications are received by the membership committee. Recommendations for acceptance will be forwarded to the Executive Board. Sponsors of all new members must be present at the meeting when the new members are accepted into the club.

All hardship cases will be reviewed on an individual basis.

ARTICLE X CENSURE

Reason for Censure  
Misconduct

Absent from the St. Patrick's Day Parade without Executive Board approval.

CENSURE PROCEDURE

Censure proceedings may be instituted by a member in good standing against any member by a signed written statement submitted to the Executive Board through

the Secretary. Upon concurrence by a 2/3 majority of the Executive Board the censure motion shall be passed.

## PENALTY

Any censured member shall lose his voting privilege for the next two (2) meetings that he is in attendance. In addition, the minimum censure penalty shall be the loss of all membership rights and privileges for seven consecutive days. The maximum penalty shall be determined by the Executive Board. Three (3) censures shall result in automatic loss of membership if incurred within five (5) years.

## ARTICLE XI MEMBERSHIP PRIVILEGES

The Executive Board shall have the authority to temporarily or permanently revoke the membership and corresponding privileges of any member adjudged to be guilty of any offense deemed to be serious enough to warrant this action. However, before such action shall be considered final, the affected member shall be notified in writing and be permitted, within 60 days, to appeal this decision to the Executive Board and/or to request that both sides of the issue be placed before the General Membership for decision by the majority present at that meeting.

## ARTICLE XII DUTIES OF OFFICERS

### Section 1 - President

It shall be the duty of the President to preside at all meetings of the organization. He shall appoint the trustees and chairman of all committees. He is Chairman of the Executive Board.

### Section 2 - Vice President

He shall preside at all meetings in the absence of the President and act as liaison between all committees appointed by the President.

### Section 3 – Recording Secretary

He shall keep full and correct minutes of all proceedings of each regular meeting. He shall read the minutes of these meetings to the general membership at the next regular meeting.

### Section 4 - Treasurer

The Treasurer shall receive and collect all dues and the moneys that may be payable to the organization. He shall deposit these funds in a bank account under the name “The Order of the Friendly Sons of the Shillelagh” and should only disperse funds by check signed by the Treasurer, President or other duly authorized officer.

Each month the Treasurer shall render a report on the financial transactions of the organization since the previous meeting, and such report recorded in the minutes by the Secretary. The Treasurer shall maintain books reflecting the payment of dues, accounting for all income and disbursements. Such books will be audited immediately preceding installation of officers each year by a committee appointed by the President.

#### Section 6 - Corresponding Secretary

He shall prepare and forward notices of all special meetings at least week prior to the meeting. He shall notify the Chairman of all committees of the names and addresses of the members of the committee that were appointed. All communications representing The Order of the Friendly Sons of the Shillelagh" shall be handled by the Corresponding Secretary and mailed by him.

#### Section 7 - Keepers of the Shillelagh

The Keepers are responsible to see that only members are admitted to the meeting room. They shall keep order at all meetings. They will form marchers at the parade and see to order during the march.

#### Section 8 - Executive Board

The duties of the Executive Board shall be to arrange all programs and supervise all matters pertaining to the organization as specified in the Constitution and By-Laws.

#### Section 9- Trustees

The trustees shall be part of the Executive Board and they shall be responsible to the General Membership for the interpretation of the Constitution and By-Laws.

#### Section 10- Resignations

Resignations of Officers shall be in writing addressed to the President or Secretary with the approval of the Executive Board.

#### Section 11 - Leave of Absence

Any member who requests a leave of absence must submit a letter to the Executive Board giving his request and reasons for the leave of absence. The member at the time of his request must have met all financial obligations. The Executive Board will rule on his request prior to the granting of or prior to the termination of said leave of absence.

## ARTICLE XIII

No officer or any other member shall legally or morally obligate this organization to any financial responsibility in excess of \$250.00 without the approval of the Executive Board or for \$2,500.00 without the approval of both the Executive Board and a majority of the General Membership in attendance at the next regular meeting.

Any anticipated expenditures of \$2,500 or more shall be presented at two consecutive meetings prior to a request for membership approval. The amounts specified apply to any complete endeavor and shall not be construed as applying to components of a total undertaking. This imitation does not apply to any normal operating expenses.

Impeachment proceedings may be instituted against an elected officer by a written petition signed by at least 30 members in good standing submitted to the Recording Secretary at least ten (10) days prior to the General Meeting. The Recording Secretary shall read the charges and the names of the petitioners at the next regular meeting and the motion submitted to the General Membership for a vote at the subsequent general meeting. The challenged officer shall have the opportunity to answer the charges; approval by 2/3 of those members in good standing in attendance, provided at least 45 members qualify, shall be sufficient to remove said officer.

## ARTICLE XIV

### COMPLIANCE AS A NON-PROFIT ORGANIZATION

1. By virtue of the powers of the State of South Carolina, the organization has been deemed as Non-Profit. It shall report its income on a calendar year basis.
2. As a Non-Profit corporation, the organization shall conduct itself with humanitarian activities in a charitable, educational and civic manner.
3. Within the scope of its purpose, it may make investments for the promotion of its endeavors and maintain a record to report earned income to the State and Federal agencies.
4. Upon dissolution of the organization the method of distribution shall be the same as indicated in Article XV, Section 9 as hereinafter indicated.

## ARTICLE XV

### COMPLIANCE AS A TAX-EXEMPT CORPORATION

In the event that the organization shall seek to conduct itself as a tax exempt corporation within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code, then the corporation shall conduct itself exclusively as a charitable organization with the following provisions:

1. The organization, as a membership corporation, shall not issue nor possess any stock.

2. No trustees, officers or member of the organization shall as such, receive or become entitled to receive at any time, any part of the net earnings of the Organization or other net income of the organization nor shall part of the net earnings of the organization inure to the benefit of any person, except as reasonable compensation for services rendered and for reimbursement for expenses incurred in conducting its affairs and carrying out its purpose.
3. The organization shall distribute its income for each taxable year at such time and in such manner as not to become subject on un-distributable income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Law.
4. The organization shall not retain any excess business holdings as defined in Sect. 4943 (c) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal Tax Law.
5. The organization shall not engage in any act of self-dealing as defined in . sec. 4941 ( d ) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal Tax Law.
6. The organization shall not make any investment in such manner as to subject it to tax under Sec. 4944 of the Internal Revenue Code of 1954, corresponding provision of any subsequent Federal Tax Law.
7. The organization shall not make any taxable expenditures as defined in Sec. 4945 ( d ) of the Internal Revenue Code, or corresponding provision of any subsequent Federal Tax Law.
8. The method of distribution of assets of the organization, which method shall apply to the organization as a Non-Profit corporation as well as indicated in ARTICLE XIV, Subsection (4) is herein set forth in the By-Laws of the organization in that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Trustee, Officer or member of the organization, but shall be distributed in accordance with law so that such distribution must be made to another organization exempt under the provisions of Sec. 501 ( c ) (3) of the Internal Revenue Code or to the United States or to a Local Government.

## ARTICLE XVI

### STANDING COMMITTEES

St. Patrick's Day Parade Committee

Dinner/Picnic Dance Committee

Membership Committee

Good and Welfare Committee

By-Laws Committee

Building Committee

Fundraiser Committee

Nominating Committee (Election)

ARTICLE XVIII INDEMNIFICATION

The Order of the Friendly Sons of the Shillelagh of the Carolina's (hereinafter called "the club"), and all of its members, collectively and individually, expressly agree and warrant that the organization will indemnify and hold harmless any Member serving in an official and/or appointed capacity with respect to the activities and operation of the Club. Such individuals shall include, but not be limited to, the Officers, the Trustees, the members of any Standing or ad hoc Committee, Members providing goods or services to the Club, members serving as bartenders, or any other Member that is acting with the authority of the Executive Committee.

ARTICLE XIX ARBITRATION CLAUSE

Any and all disputes of whatever kind arising out of, or in a way relating to, any and all activities or operations of The Order of the Friendly Sons of the Shillelagh of the Carolina's (hereinafter called "the Club) that might otherwise be amenable to resolution through civil litigation of any kind will be referred to absolute mandatory binding arbitration without any appeal of any kind.

Any Member who has a dispute of any kind with another Member, the Club, or any of its duly constituted Officers, Trustees, or Members in other appointed positions, with respect to any and all matters arising out of the activities or operations of the Club, including, but not limited to, membership status, policies, procedures, disciplinary actions, sanctions, interpretation and/or implementation of any of the provisions of the Constitution or By-Laws of the Club, or any other aspect of Club activities or operations, will submit a written Request For Arbitration to the President of the Club. Within 30 days of the Request, the President of the Club will forward the Request for Arbitration to the President of the Friendly Sons of the Shillelagh of Old Bridge to commence the arbitral proceedings. Within 60 days of the Request, a three-member Arbitration Panel (hereinafter called the "Panel") will be chosen by the President of the Friendly Sons of the Shillelagh of Old Bridge from the Officers and Trustees (also referred to as the Executive Board) of the Friendly Sons of the Shillelagh Old Bridge. The President of the Old Bridge Chapter may choose to select himself to serve as an Arbitrator.

All parties governed by this By-Law will, without any agreement or documentation, hold any and all such appointed Panel members completely harmless with respect to any and all aspects of the Arbitration process of whatever kind and type. Moreover, no civil action of any type may be instituted by any Party, directly or indirectly, against any of the members of the Arbitration Panel, individually or collectively, nor may any civil action of any type be instituted

against the Officers, Trustees or Members of the Friendly Sons of the Shillelagh of Old Bridge.

The Panel will not be required to follow any particular State law or any formal judicial proceedings. The Panel is free to establish its own procedures as it sees fit in its sole discretion. The Panel may also allow discovery of relevant documents and/or deposition testimony as it sees fit in its sole discretion. Either party may be represented by Legal Counsel or another Member at their sole expense. The Panel may also engage the services of Legal Counsel as it deems fit in its sole discretion and at its own expense.

At a preliminary Organizational Meeting, the Panel will inquire into the nature of the dispute and the respective Parties' evidence to support their positions. Parties will disclose the evidence and witnesses they intend to call at the Hearing. At the Organizational Meeting, the Panel will establish a schedule to complete discovery, if any is needed. The Panel will also set a Hearing Date.

The Hearing will be held at a location chosen by the Executive Board. Only the parties, any Legal Counsel or Party Representative, and the Panel will be in attendance. At the Hearing, the Panel will receive evidence and testimony that they, in their sole discretion, deem relevant. The final decision of the Arbitration Panel must be agreed to by at least two (2) of the members of the Panel. The Panel will provide the Parties with a final written decision signed by at least two (2) of the members of the Panel within thirty(30) days after the close of the Hearing. The Panel is not required, nor is it desired by the Parties, to issue a written opinion justifying their decision. However, a confidential oral expression and explanation of their deliberations may be requested by either Party. Any such oral expression or explanation will be strictly off the record and may not form the basis for any attempted judicial or other appeal from the decision by the Panel by either Party.

The Panel shall have the authority to award any remedy or relief that a Justice of the Superior Court of the State of New Jersey could Order or grant, including, without limitation, monetary amounts in the case of monetary disputes, specific performance of any obligation arising out of privileges and obligations of membership, the issuance of an injunction, or the imposition of sanctions for abuse or frustration of the arbitration process. However, the Panel is expressly prohibited from making any awards for Punitive Damages or any other form of Damages or Sanctions, including awarding attorney 's fees to either Party.

The decision of the Panel will be final and binding on the Parties and will be subject to any review by any Court. The prevailing party may enter the final decision of the Panel as a judgment in any Court of competent jurisdiction. Neither Party nor the Panel may disclose the existence, content, or results of any arbitration hereunder without the prior written consent of both Parties.

## ARTICLE XX

## AMENDMENTS

Amendments to the By-Laws can be made only after proposed change has been submitted to the Chairman of the By-Laws Committee in writing at least two (2) weeks prior to the next regular meeting and published in the monthly newsletter. The Chairman of the By-Laws Committee shall read the proposed amendment from the floor at the General membership meeting and submit it to the general membership for a vote at the meeting. These By-Laws may be amended at any meeting by a 2/3 vote of the General membership who are in good standing.