

EMERALD ISLE PARROT HEAD CLUB, INC.
Emerald Isle, North Carolina

CLUB BY-LAWS

ARTICLE 1 - NAME AND MISSION STATEMENT

Section I. NAME – This organization shall be known as the Emerald Isle Parrot Head Club Inc. of Emerald Isle, North Carolina and shall sometimes be referred to hereafter as the “Club”.

Section II. MISSION STATEMENT – The purpose of the Emerald Isle Parrot Head Club Inc. is to assist in community and environmental concerns and provide a variety of social activities for people who enjoy the music of Jimmy Buffett and the tropical lifestyle he personifies. In the process of making new friends and having fun, we believe in leaving something positive behind. We are a not for profit organization which provides a variety of volunteer efforts in the local, regional and national community for social and environmental causes. Our Club is open to anyone with the tropical spirit and desire to contribute to the betterment of our community.

ARTICLE 2 – MEMBERSHIP & DUES

Section I. QUALIFICATIONS – Club membership shall be open to all persons, regardless of sex, creed, national origin or sexual orientation with an interest in the music of Jimmy Buffett and the island lifestyle he personifies.

Section II. APPLYING FOR MEMBERSHIP – An application for membership must be completed by the interested applicant and submitted to the Membership Committee.

Section III. TYPES AND CLASSIFICATION OF MEMBERSHIP

A. Club memberships shall be divided into two categories: Adult and Parakeet (Keets).

Section IV. MEMBERSHIP DEFINITIONS

A. Adult Membership: An Adult membership is an individual 18 years of age or over who is afforded the rights and privileges during elections to cast a single vote for each position offered on the slate. *

B. Parakeet (Keet) Membership: (children under 18 years of age) residing at the same address as an Adult Member. Keets do not carry voting rights. *

* Note: – It is the responsibility of each member, member parent (s) or legal guardian to act in a responsible manner and adhere to all laws, specifically as they pertain to alcohol.

Section V. CLUB MEMBERSHIP

A. *A member in good standing shall:*

- Pay dues set forth by the Board of Directors.
- Follow club by-laws as contained herein.
- Recognize and adhere to the Code of Conduct (Article 11, Section III)
- Have an interest in Jimmy Buffett's music.
- Have an interest in community service and environmental concerns.
- Have a commitment toward achieving the goals of the organization.
- Have all rights and privileges for voting in club elections (with the exception of Keets)

B. *Honorary Memberships*

- Honorary memberships may be issued and approved by the Board of Directors.
- Founding members (Bonnie Forkey, Mike Haut, Pat Haut) shall be granted honorary lifetime memberships and remain on the Board of Directors as long as they wish as Founding Member status.
- Honorary members will have full voting rights in the Club.

C. *Paid membership entitlements:*

- Newsletters
- Voting at General/business meetings and in Election of Club Officers
- Monthly Socials/Phlockings
- Membership Card
- Access to Jimmy Buffett Concert tickets in accordance with the PHIP regulations.

D. *Terminated or Suspended Memberships*

- A terminated or suspended member (s) of the club may reapply for reinstatement of a membership. The member(s) application must receive approval from the Board of Directors Ref: **ARTICLE 11, SECTION III.**

Section VI. ANNUAL DUES - Membership fees are based on a standard calendar year.

- A. The membership year will run from January 1st, to December 31st. Dues are not pro-rated, full membership dues are required regardless of the month a member joins.
- B. Renewal reminders are sent to all members in December via e-mail and with the December newsletters and the first 2 months newsletter of the new calendar year.
- C. Renewals are due by January 31st of each year. If not received by the March social/phlocking of the membership year, membership will be forfeited; the name will be stricken from the roster.
- D. Dues will be set by the Board of Directors each year in January.

- E. Refunds will not be issued regardless of the reason of the termination of the membership.

ARTICLE 3 - NATIONAL DUES

- A. Every January 1st, each club is requested to pay national dues to cover communication costs and to enjoy the benefits of charter membership in Parrot Heads in Paradise, Inc.
- B. Renewal/Annual dues – For previously established clubs, dues are \$75.00 plus \$1.00 for every membership beyond the initial 75, based on current membership as of January 1st, of any given year. This membership amount is only based on adult members.

ARTICLE 4 - MEETINGS

Section I. SOCIAL MEETINGS – The Club will attempt to schedule at least one social event a month. The socials will be held the 1st Friday of the month, unless rescheduled by the Board of Directors. Social Meetings may include a charity fund raising event.

Section II. BUSINESS MEETINGS- The Club will attempt to schedule at least one general business meeting per year. The Board of Directors may schedule additional meetings if required. The business meeting may be held in conjunction with a social. Any or all members may attend the business meeting. All club decisions at the business meeting will be by a simple majority vote of those present or by notifying the Secretary by email, proxy, or regular mail prior to the scheduled meeting. Prospective members may not vote. There must be a clear majority of the Board of Directors present to hold any vote. The Secretary is required to take minutes at all general business meetings.

A. Annual Meeting. The annual meeting of the members shall be held in January each year, at a place to be designated, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

B. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of fifty percent (50%) of all the members of the Corporation entitled to vote at the meeting.

C. Place of Meetings. The Directors may designate any place, either within or outside of the State, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State, unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

D. Notice of Meeting. Written or printed notice stating the place, day and hour of the

meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally, by e-mail or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address. E-mails shall suffice as substantial service of said Notice.

E. Quorum. At any meeting of Members of fifty percent (50%) of the total members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members.

F. Proxies. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

G. Voting. Each full adult Member entitled to vote in accordance with the terms and provisions of these Bylaws shall be entitled to one (1) vote, in person or by proxy. Upon the demand of any Member, the vote for Directors and upon any question before the meeting shall be by ballot. All elections for Directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

H. Order of Business. The order of business at the Annual Meeting of the Members, shall be as follows:

- (a) Roll Call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of Officers.
- (e) Reports of Committees.
- (f) Election of Directors.
- (g) Unfinished Business.
- (h) New Business.

I. Informal Action By Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section III. BOARD OF DIRECTORS MEETINGS – The Board of Directors will meet a minimum of twice a year or more frequently on an as needed basis. Minutes from all Board of Directors meetings will be made available to all members upon request.

ARTICLE 5 - BOARD OF DIRECTORS

The Board of Directors will be responsible for ensuring all club activities are conducted within the guidelines of Parrot Heads In Paradise Inc. (hereinafter referred to as PHIP) as established in the PHIP by-laws and the club Mission Statement. PHIP by-laws are available to any member by requesting a copy from the Secretary. The Board of Directors will be empowered to make decisions between business meetings to ensure these goals are met.

All decisions will be conducted by consensus with each elected board member having one vote. All board decisions will be reported in the minutes, which are available to all members upon request.

Each member of the Board of Directors will work with incoming officers, passing on all materials, books, notes, and records in good condition from the present and prior years to insure a smooth transition of leadership. All materials must be delivered to incoming officers by January 31st, following the election.

No person who is elected or appointed to the Board of Directors may serve concurrently with any other member of the Board of Directors who is related to the elected or appointee by marriage, civil union or through a “significant other” relationship.

For the good of the Club, the above, preceding clause may be suspended for a specific reason and period by the majority votes cast by the Board of Directors and the Club Membership. This clause will be reinstated immediately at the conclusion of the specific period of suspension.

Section I:

A. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they deem proper, not inconsistent with these Bylaws and the laws of this State.

B. Number, Tenure, and Qualification. The number of Directors of the Corporation shall be at least five (5) and no more than seventeen (17). Each Director shall hold office until the next annual meeting of the Members and until his successor shall have been elected and qualified.

C. Regular Meeting. A regular meeting of the Directors, shall be held without notice other than set forth in these Bylaws immediately after, and at the same place as, the annual meeting of the Members. The Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

D. Special Meetings. Special meetings of the Directors may be called by or at the request of the President or any one (1) Director. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

E. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally, or by e-mail or mailed to each Director at their business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

F. Quorum. At any meeting of the Directors, sixty-seven percent (67%) of all the Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

G. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

H. Newly Created Directorships and Vacancies. Newly-created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

I. Removal of Directors. Any or all of the Directors may be removed for cause by vote of the Members or by action of the Board. Directors may be removed without cause only by vote of the Members.

J. Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

K. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such

dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

L. *Executive and Other Committees.* The Board, by resolution, may designate from among its members an executive committee and other committees, each consisting of one (1) or more Directors. Each such committee shall serve at the pleasure of the Board.

ARTICLE 6 - OFFICERS AND ELECTIONS

Section I. ELECTIONS: The club will elect the following officers for a one year term.

A. *Removal.* Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

C. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

D. *Elections.* In the event that a position on the Board has only one person interested and an individual would otherwise run unopposed, that position may be filled by appointment by the sitting Board of Directors without a formal election.

ARTICLE 7 - RESPONSIBILITIES OF ELECTED OFFICERS

Section I. PRESIDENT

- A. Preside over all Board, Committee, General Business and Social meetings when present.
- B. Work with Committee Chairpersons and the Vice President in order to help ensure all assigned tasks are completed in a timely manner.
- C. Have the power to call special club and Board of Director meetings.
- D. Appoint, subject to the approval of the Board of Directors, members to Committees, including vacancies of officers in the Board of Directors.
- E. Have charge of other matters as may be placed in his or her charge by the Board of Directors or membership.

- F. Work with the full Board to resolve complaints and issues within the club and PHIP.

Section II. VICE PRESIDENT

- A. Shall have the powers and duties of the President in the absence of the President.
- B. Work with matters that are delegated by the President or Board of Directors. (Other duties as assigned)
- C. Succeed to the Presidency if the current President is unable to complete his/her term of office.

Section III. SECRETARY

- A. Ensure that minutes are recorded at all Board of Director and General Business meetings. If unable to attend any Board of General Business meeting, the Secretary will find a substitute and ensure minutes are taken.
- B. Provide copies of minutes to the Board of Directors and to any club member upon request.
- C. Maintain attendance log and committee member rosters.
- D. Keep the Board of Directors up to date with a membership roster.
- E. Handle all correspondence on behalf of the club as deemed necessary.
- F. Work with designated Committee Chairpersons to assure that assigned tasks are completed.
- G. Serve as the custodian of all club corporate records and the seal upon incorporation of the club.
- H. Responsible for the collection and distribution of club mail.
- I. Update by-laws, if amended, and provide copies of the revisions to all members.
- J. Serve as club liaison with Parrot Head Clubs and PHIP, including compiling annual reports, and semi- annual charity reports.
- K. Prepare an agenda for all meetings, based on input from the Board members.
- L. Serve as a liaison with other Parrot Head Clubs and club Committees.

- M. Oversee the newsletter, website and other related club publications.
- N. Ensure members are informed about regularly scheduled activities and special events by publishing a newsletter on a monthly basis.

Section IV. TREASURER(s)

- A. There may be co-treasurer positions with duties divided as determined by those holding the positions.
- B. All club monies will be kept in a bank account to be maintained by the Treasurer(s)
- C. Responsible for maintaining the finances of the Club in a manner that protects the Club and its assets.
- D. Record and track all financial functions and transactions.
- E. Collect and deposit all monies of the club in a timely manner.
- F. Balance account, issue checks for all expenditures and charity donations, based on original copies of receipts supplied.
- G. Issue all checks. If he or she is unavailable, the Secretary is authorized to issue checks in his/her absence.
- H. Keep records of monies, time and/or items donated to the individual charities for necessary reports.
- I. Present an accounting update of the club finances at all Board of Directors and General Business meetings and supply a copy of the same to any member upon request.
- J. In the absence of the President, Vice President and Secretary, the Treasurer shall act as acting President.

Section V. MEMBER(s) AT LARGE

- A. Serve as a Liaison/Ombudsman between the Board of Directors and all club members.
- B. Make recommendations to the Board of Directors as to what charities to support and obtain input from the membership on charities they would like the club to support.

C. Is a voting member of the Board of Directors.

D. The number of Members at Large may fluctuate based on the size of the Club and may be increased or decreased by a vote of the sitting Board of Directors.

ARTICLE 8 - NON-ELECTED COMMITTEES

Section I. COMMITTEES - Committees will serve one- year terms, and are to be established in order to maximize involvement and participation of the Club membership. The President shall appoint, subject to the approval of the Board of Directors, chairpersons. Committees may fluctuate based on club needs and activities and will be determined at an annual meeting in January.

Section II. COMMITTEE ROLES - The purpose of all committees is to ensure that day-to-day functions and special events are completed in a timely manner and to encourage club participation. Committees, working with a Chairperson, are given the detailed responsibility of specific events and activities. The committees are expected to work closely with the Board of Directors on all projects and events. Each committee Chairperson must submit a monthly update / report to the Board of Directors for the Board meetings. This report can be verbal or written.

Section III. CONCERT TICKETS - The most active members will be given first choice on purchasing Jimmy Buffet concert tickets through the club. The Secretary will be consulted to determine which members have volunteered for the most activities should there be a need to prioritize who would have access to the tickets. Tickets must be used by a club member and may not be re-sold.

ARTICLE 9 - EXPENDITURES

Section I. CLUB SPENDING - Club members wishing to be reimbursed for Club related activities including but not limited to, construction materials for parade floats, necessary supplies for club events, newsletter expenses, prior to spending funds shall:

A. Obtain approval from the Treasurer **and** any Board of Director member for expenditures not to exceed \$100.00

B. Obtain approval in writing (e-mail is acceptable) from the President and Treasurer(s) for expenditures exceeding \$100.01.

To obtain reimbursement, the member must submit the original receipts to the Treasurer.

ARTICLE 10 - ALTRUISM

Section I. CLUB SPONSORED ACTIVITIES - Events and activities sponsored by the Club will have a portion of the proceeds raised donated to a designated charity, determined prior to the event. The Board will determine, based on informal input from the membership and through individual recommendations to the Member at Large, which charity will benefit from each specific fund raiser. The club will donate time and/or money to at least one charity each year. The Club will be involved in at least one environmental cause each year.

ARTICLE 11 - REMOVAL FROM OFFICE AND TERMINATION OF MEMBERSHIP

Section I. REMOVAL FROM OFFICE - Any member of the Board of Directors may be removed from office for just cause, including but not limited to malfeasance, nonfeasance, misfeasance, gross negligence in office, omissions in office determined by the Board of Directors to be a detriment to the Club.

A written motion for removal will be brought before the entire Board of Directors by any member of the Board of Directors who shall distribute the motion to the remaining Board members for consideration.

The Board members will vote upon this motion within seven (7) working days of receipt unless written dispute or any Board member requests clarification. Such request shall be filed within seven (7) working days with the remaining Board members who are required to respond in the same time frame. This correspondence shall continue until the matter is resolved and voted upon.

Section II. TERMINATION OF MEMBERSHIP - Any member may be removed from membership for just cause including but not limited to misconduct (based on the Code of Conduct, Article 11, Section III) at Club functions or misrepresentation of the Club outside of the Club activities. Any member may be expelled from the Club after a member or members of the Board of Directors have presented written charges.

A written notice containing the charges and date of the hearing must be mailed to the charged member at least fourteen (14) days prior to the date of the Board of Directors special meeting at which time these charges will be considered. The charged member shall have the right to attend and answer the charges, or file an answer or otherwise explain in writing to the President prior to the meeting. Any member who is removed from membership shall not receive a refund of any dues.

A suspended member of the club may reapply for reinstatement of his/her membership. The member's application must receive unanimous approval from the Board of Directors. If the member receives such approval, they will be placed on a mandatory six (6) months probation period.

Ticket privileges and Club activities will be revoked if a membership is terminated or suspended regardless of the reason.

Section III. CODE OF CONDUCT - It is the intention of the Emerald Isle Parrot Head Club (EIPHC) to provide social and charitable activities for the enjoyment and benefit of all our members, guests, hosts and charities.

All members of the organization shall be required to treat fellow members, guests and hosts and their personal property with respect. Members also agree to abide by all local, state and federal laws, including but not limited to those governing misuse of personal privileges and personal property. Members of the EIPHC, by virtue of their membership agreement, agree to demonstrate personal responsibility for their words, actions, and deeds and not to exhibit behaviors that are harmful to themselves and other members, guests and hosts or their personal property. We seek to provide a pleasant atmosphere in which to share our common love of the music and tales of Jimmy Buffett and to further the charitable ideas that we seek to uphold. The EIPHC will not condone behavior contrary to our objectives nor that which we feel is harmful or injurious to others. By virtue of your membership in the EIPHC you have indeed agreed to "Party with a Purpose" in a responsible fashion. No member shall conduct him/herself in a manner that would adversely impact the reputation or well being of either the EIPHC or the Parrot Heads in Paradise or any affiliated club. The Club Board of Directors and the Emerald Isle Parrot Head Club assume no responsibility for any individuals' personal actions.

ARTICLE 12 - MISCELLANEOUS

Section I. CLUB NAME AND LOGO - All material, including t-shirts, promotional items, raffle donations, auction donations / gifts, material or money, acquired by any member in the name of the club for express purpose of the club use must be presented to the Board of Directors. Items may not be used for personal use. The Board of Directors will vote for disposition of all items acquired for the club.

Section II. RETURNED CHECKS - Any charges imposed on the club due to insufficient funds (NSF) by any club member will be charged to that club member.

Section III. USE OF CLUB FUNDS - The Emerald Isle Parrot Head Club shall not loan money or guarantee the obligations of any member of the Club.

ARTICLE 13 - WAIVER OF LIABILITY

Section I. - The Club neither approves of nor assumes responsibility for actions by members, which may result in deliberate injury to persons or damage to property. The Club is not responsible for loss of or damage to personal property at any Club event or any personal injury.

Section II. - No Club member, officer or entity of the Club is authorized to contact HK Management or Margaritaville Inc., its successors and/or assigns, regarding promotional materials provided by the said organizations to the Club or any other matter pertaining thereto. All contacts to the aforementioned entities must be through PHIP.

Section III. - The Club will not purchase or provide alcohol for any Club event. Members are responsible for their own actions and asked to drink responsibly.

ARTICLE 14 - AMENDMENT AND ADOPTION OF BY-LAWS

Section I. BY-LAW CHANGES Once adopted, the By-Laws can be changed in the following manner:

A. The changes and/or additions must be presented to the Board of Directors for approval.

B. Once approved by the Board of Directors, changes and/or additions will be presented to the Club membership for acceptance or rejection.

President – James Hicks

Vice President – Jean Jensen

Secretary – Suzanne Stone

Co-Treasurer – Rita Babich

Co-Treasurer – Carl Rauschenberg