

EMERALD ISLE PARROT HEAD CLUB, INC.

BYLAWS

I. GENERAL

A. Name and Statement of Purpose

The Emerald Isle Parrot Head Club ("EIPHC" or "Club") was founded August 2003 and is a non-profit organization for people who enjoy Jimmy Buffett's music and possess a tropical spirit. Our function is to provide members with social activities and involvement in community service.

II. MEMBERSHIP

A. General:

The Club shall not discriminate based on gender, race, creed, color, sexual orientation, religious belief or disability and membership is open to anyone meeting the membership requirements specified herein.

B. Membership requirements are as follows:

1. A member shall pay dues according to a schedule set and approved by the Board of Directors (BOD) prior to January 31st of each year.
2. The person must have an interest in Jimmy Buffett music and the tropical lifestyle he personifies.
3. The person must have an interest in community service and environmental concerns.
4. The person must have a commitment toward the success of achieving the goals of the organization.

C. Payment of Dues

1. Payment of dues will be made annually on or before January 31 of each year for all dues annualized by all members.
2. Dues are currently set at \$10 per person.
3. By majority vote of the BOD, cost of annual memberships may be changed should the economy warrant such a change.

4. By a majority vote, the BOD can waive, reduce or extend the deadline for payment of dues for any member due to financial hardship.
5. Any person who has not paid dues by January 31 of the new year will be considered to have terminated his/her membership.
6. Payment of dues will reinstate membership for that year.
7. Persons wishing to terminate his/her membership will not be refunded any portion of their dues.

D. Lifetime Memberships

1. Lifetime memberships may be issued by a unanimous vote of a given year's Board of Directors at any time upon a Director's nomination and after careful consideration. The candidate must be a Club member in good standing and found to have, over the years, consistently been supportive of Club goals and efforts. In addition, they must have demonstrated by example what the Parrot Head Nation envisions as being committed to the Club by serving on the BOD in a way that sets a high bar for excellence.
2. An Honorary Lifetime Membership is granted to our founding members, Bonnie Forkey, Mike Haut, and Pat Haut. They shall remain on the BOD in an ex-officio capacity (non-voting) for as long as they wish.

E. Removal of Membership

1. Membership may be revoked by a majority vote of the BOD at any time if that member is found to have committed any of the following acts: malfeasance, misrepresentation, fraud, misuse of club assets or any other act that the BOD deems to be detrimental to the reputation or well-being of the Club. The proceeding may also be used as reason for denial of membership to any potential member.
2. Any membership fees paid prior to removal will not be refunded.

III BOARD OF DIRECTORS

1. The BOD of the Club shall manage all business matters.
2. All elected and appointed members of the BOD must be current members in good standing of the organization.

3. The BOD will be composed of the following positions: President, Vice President, Secretary, Treasurer(s), Activities Director(s), Membership Director(s), Historian and Communications Director, Technical Director, and Voting Member At Large.
4. The BOD will meet at least quarterly and the President can convene additional meetings at his/her discretion.
5. The quorum shall consist of over 50% of members of the BOD, represented in person or by proxy.
6. No member of the BOD may hold more than one proxy for a meeting of the BOD.
7. All members of the BOD will be entitled to vote on all matters of administration unless otherwise specified in the bylaws. A majority vote is required to adopt any motion introduced at a BOD meeting.
8. In the event of a tie vote in which each member of the BOD has cast a vote, the tie will be broken by a vote of the President.
9. Failure to attend or submit a proxy for three (3) consecutive meetings by any member of the BOD shall be viewed by the BOD as the resignation from that office and that member is ineligible to run for any Board position for a period of two years from the date of resignation.
10. In the event any business must be decided by the BOD between scheduled meetings, the President may conduct a meeting by telephone, virtual meeting, or e-mail with each member of the BOD, either individually, or as a group. Regular quorum rules apply with each voting member considered present.
11. In the event a matter requires that a vote be taken via telephone, the President will contact each Board member and will be responsible for reporting the results of the vote, complete with each Board member's vote to the Secretary/Treasurer.

IV. PERIOD OF SERVICE

- A. The Directors shall continue to serve in their respective positions for a period of 1 year.
- B. There shall be no term limits for any position.

C. The President may appoint other positions to serve specific needs of the EIPHC with the majority vote of the BOD.

D. Vacancies on the Board of Directors

1. Should the office of President become vacant, the Vice President shall automatically be named President and exercise all duties, rights, and responsibilities of the President's office for the rest of the remaining term.
2. Should the office of Vice President become vacant, the President shall choose a member of the current BOD, with a concurrence of the remainder of the BOD, to assume the office of Vice President and exercise all duties, rights and responsibilities of the Vice President's office for the rest of the remaining term.
3. If any other elected office becomes vacant, that position will be filled by the remaining BOD at their earliest convenience. The vacancy may be filled by majority vote of the BOD until the next election by the general membership.

V. OFFICERS AND DUTIES

A. President

1. Act as the Chief Executive Officer in charge of the business and affairs of the Club and preside at the quarterly meetings of the BOD and any other Special Meetings, including the Annual Membership Meeting ("Phluff up the PHlock") held in January.
2. Be the official liaison between the Club and Parrot Heads in Paradise, Inc. and Margaritaville, Inc as provided for by the Bylaws of Parrot Heads in Paradise, Inc. and prescribed by the guidelines set forth by Jimmy Buffett and Margaritaville, Inc.
3. Have the authority to co-sign checks from all Club banking accounts.
4. Be an ex-officio member of all committees.
5. The President shall have the power to call special meetings of the organization and special meetings of the Board of Directors.
6. Formulate and manage effective policies for fair and impartial distribution of Jimmy Buffett concert ticket.

7. Formulate the job description for and assign the respective duties of any additional positions subject to the approval of the BOD.
8. Cast one vote in all matters before the BOD concerning the EIPHC, except in the case of breaking a tie.

B. Vice President

1. Actively assist the President in administering the business of the organization, shall preside in the absence of the President and shall succeed to the term of President if the President is unable to serve out the term.
2. Chair or co-chair at least one of the major annual events.
3. Perform all other duties incidental to the office or as assigned by the President or the BOD.
4. The Vice President shall represent the Club in the absence of the President.
5. Cast one vote in all matters before the BOD.

C. Secretary

1. The Secretary shall keep minutes of all the BOD meetings and General Membership Meetings and furnish the BOD copies.
2. Maintain attendance log and committee member rosters.
3. Handle all correspondence on behalf of the club as deemed necessary by the BOD or President.
4. Update by-laws, when necessary, and make copies available to all members.
5. Serve as Club liaison with PHIP, including compiling and submission of semi-annual and annual reports.
6. Comprise and maintain a record of charity reports by year.
7. Coordinate and publish monthly the Club Newsletter and make copies available all members in good standing. Enter Club information on website, Facebook or by email as directed by the BOD or President, to ensure members are informed about regularly scheduled activities and special events.
8. Cast one vote in all matters before the BOD.

D. Treasurer(s)

1. In the event there are co-treasurer positions, the duties are divided as determined by those holding the positions.
2. Be responsible for all banking accounts of Club.
3. Maintain adequate books for the Club according to accepted accounting practices.
4. Provide to the BOD a monthly financial report.
5. Have the books of the Club ready for examination by any member of the BOD upon request.
6. Any and all monies related to Club activities must go through the Treasurer for proper recording and depositing.
7. The Treasurer has the authority to delegate other BOD members to accept cash/check donations to the club. Membership money, merchandise money, and Phlocking donations, are included if each transaction is documented, with such documents/receipts/debit records, etc., delivered to the Treasurer in a timely manner.
8. Comprise and maintain a record of charity reports by year.
9. File all official tax or financial papers on an annual or “as needed” basis in compliance with federal, state and local laws.
Assist Secretary in records of monies, time and/or items donated to the individual charities for necessary reports to EIPH and PHIP.
10. Treasurer will cast one vote in all matters before the Board of Directors.

E. Activities Director(s)

1. In the event there are co-activities director positions, the duties are divided as determined by those holding the positions.
2. Be responsible for the solicitation and promotion of ideas for activities in both social and charitable areas, i.e., phlockings, phlash phlockings.
3. Oversee the organization and implementation of special events and may assist committees to help accomplish these activities.
4. Ensure that all events and budgets are planned to at least “break even” and have approval of the BOD.
5. Activities Director(s) will cast one vote in all matters before the BOD.

F. Membership Director(s)

1. In the event there are co-membership director positions, the duties are divided as determined by those holding the positions.
2. Receive application information and enter it into the master membership list.
3. Maintain a current master list of all members and their contact information
4. Provide enthusiastic volunteers to staff membership tables at designated events.
5. Deliver a packet of information to all new members that contain any information deemed pertinent by the BOD.
6. Collect membership dues and record same, deliver to Treasurer in a timely manner.
7. Provide to the Secretary each month a list of members' birthdays for publication in the Newsletter.
8. Coordinate and oversee at least one New Member Social annually.
9. Membership Director(s) will cast one vote in all matters before the BOD.

G. Historian

1. Be responsible for the photographic documentation of Club events
2. Be responsible for collecting pictures (electronically or otherwise) for posting on the Club's website and social media pages.
3. Update the Club's website and photo albums and make available, if possible, to members and other interested parties.
4. The Historian shall assist the Communication and Technology Directors when deemed necessary by the BOD or President.
5. Cast one vote on all matters before the BOD.

H. Communications Director

1. Respond or correspond with other groups or individuals as requested by the BOD or President.
2. Responsible for communicating in a timely manner with local media regarding Club announcements/events.

3. In conjunction with the President, communicate, organize, disseminate and be the sole source of all public information concerning the EIPHC club. This includes working with the Technical Director whenever necessary.
4. Ensure that the website and social media sites are used only for news and events sponsored or promoted by the EIPHC Club or PHIP.
5. Assist the Historian and Technology Directors when deemed necessary by the BOD or President.
6. Cast one vote on all matters before the BOD.

I. Technology Director

1. Responsible for the creation and maintenance of the Club website, including the timely updating of the EIPHC event calendar.
2. Responsible for the creation and maintenance of the Membership Directory and mailing list in conjunction with the Membership Director.
3. Responsible for specific Password distribution for Directors and/or Membership upon approval of the BOD or President.
4. Update all links to PayPal accounts
5. Cast one vote on all matters before the BOD

J. Voting Member at Large

1. Responsible for the procurement and sales of Club T-shirts with a budget of \$600 annually unless otherwise voted upon by the BOD.
2. Attend the BOD to act as liaison between the general membership and the BOD.
3. Assist in other voluntary duties as assigned by the BOD or President.
4. Cast one vote on all matters before the BOD.

VI. ELECTIONS AND VOTING

A. Nomination and Election Procedures

1. Only members in good standing for at least one year prior to election date in January will be considered for nomination to any elected position.

2. A member can nominate himself/herself or can be nominated by another member in good standing and the BOD or President shall be notified prior to or during the Annual Membership Meeting (“Phluff up the Phlock”).
3. If there is a Director position open without a nomination ten days prior to the election date, the President shall begin a search for a qualified volunteer member prior to the meeting.
4. Voting by the general membership shall meet at a time and place designated by the BOD in January at the annual Membership Meeting (“Phluff up the Phlock.”).
5. Directors are elected by the majority vote of over 50 percent of all members present and qualified (dues paid) to vote at the Annual Membership Meeting (“Phluff up the Phlock”) held in January.
6. The winner of each position will be determined by show of hands except in the event of multiple candidates for a position. In this instance the vote will be made by written ballot, counted by a former BOD member, and announced at the meeting.

VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. All contracts must be approved by a majority of the BOD. Only the President shall have the authority to enter into any contract or execute and deliver any instrument in the name and in behalf of the Club. No Club member shall have the authority to represent the Club in any capacity, function or event without the written authorization of the BOD.
2. Only the Treasurer or President, in the absence of the Treasurer, shall sign all checks, drafts, or other orders for the payment of monies, notes or other evidence of indebtedness issued in the name of the Club.
3. The President may approve a purchase of \$100.00 per occurrence without prior approval from the BOD. All other purchases exceeding \$100.00 must be approved by a majority vote of the BOD.
4. Reimbursement of expenses to any member who has incurred expenses on behalf of the Club must be accompanied by a written

request for reimbursement to the Treasurer within 60 days of the incurrence of the charge. Proper documentation including receipts must be submitted for consideration.

5. Mileage reimbursements will be equal to the current IRS allowance.
6. The BOD may accept, on behalf of the Club, any contribution, gift, bequest or device with the intent of applying same toward a Club selected Charity or a specific Club event.
7. Any property belonging to the Club shall not be used or consumed by any person without consent of the BOD following a majority vote of same. The term "property" includes all property real or personal, tangible or intangible, which may be owned, created by or in the possession of the Club absent an overriding legally enforceable contract.
8. The fiscal year for the Club shall begin on January 1st and end on December 31st.
9. The following statement is to be added to every membership directory, printed or electronic, that is distributed to anyone other than a member of the BOD of the Club:

"This directory is for the exclusive use of the Emerald Isle Parrot Head Club members. It is not to be utilized for any purpose not directly associated with the Emerald Isle Parrot Head Club, nor is it to be released to other parties without the express written Consent of the BOD."

10. All special events shall be budgeted to do no worse than break even financially. If a deficit appears likely, it will be reported to the BOD promptly.
11. A majority vote of the BOD is required before a member of the Board may accept payment or compensation of any sort for time and services related to Club functions. All members should be encouraged to donate their time and services for the benefit of the Club.

12. The Club shall retain their expenses from the monies raised at any Club sponsored fundraiser. This practice can be modified on a case-by-case basis by majority vote of the BOD.

VIII. CODE OF CONDUCT

1. It is the intention of the 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) governing misuses of personal privileges, personal property and controlled substances.
2. 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 ideals that we seek to uphold.
3. 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 "Parrot Heads in Paradise" you have indeed agreed to "Party with a Purpose" in a most responsible fashion!

ADOPTION OF BYLAWS

These Bylaws were adopted on June 30, 2020, to revise Bylaws dated September 13, 2013.