

# BYLAWS OF THE CINCINNATI PARROT HEAD CLUB

## PHiP Statement of Purpose

"Parrot Heads in Paradise, Inc. was created to promote friendships and organize social activities for people with similar interests including enjoyment of the tropical spirit of Jimmy Buffett's music.

In addition, PHiP, Inc. is a non-profit corporation and encourages its member clubs to provide a variety of volunteer efforts in the local, regional and national community for social and environmental causes.

In the process of making new friends and having fun, we believe in leaving something positive behind. Our clubs are open to anyone with the tropical spirit and desire to contribute to the betterment of their communities."

## ARTICLE I – ORGANIZATION

Section 1. Name. The Cincinnati Parrot Head Club, hereinafter referred to as "the Club," Greater Cincinnati, Ohio's local affiliation of Parrot Heads in Paradise, Inc, "PHiP", the national Jimmy Buffett fan club.

Section 2. Founders. Pam English and Cheryl Wilson founded this Club.

Section 3. Purposes. We are a community service organization with the following goals:

- a. To gather and socialize with people who share similar interests while enjoying Jimmy's music in a festive atmosphere, and
- b. To assist in charitable fund-raising, community service, and environmental improvement activities.
- c. To promote regional shared activities for enjoyment and fund-raising.

Section 4. All club decisions at the business meeting will be by a simple majority except for a change to the bylaws, which will require a 2/3 majority of people at the meeting including those attending via the virtual live stream. Those on the live stream will have up to 60 seconds to respond in the positive or negative before the motion is carried or denied.

Section 5. Address: The official mailing address and phone number will be as determined by the Board.

Section 6. Fiscal Year: The fiscal year of the Club shall be from January 1 through December 31.

## ARTICLE II – MEMBERSHIP

Section 1. Membership Requirements.

- a. Membership in the Club shall be open to any individual who is eighteen years of age or older who enjoys Jimmy Buffett's music and has an interest in charitable fund-raising, community service and/or environmental improvement.
- b. Payment of annual dues is required for membership by all Club members, except those given honorary Membership status as determined by the Board. The amount of annual dues shall be set by the Board. Any person who has not paid their dues by the set date will be considered to have terminated his membership. Subsequent payment of dues will re-establish his/her membership. A member in good standing is one whose dues are current.
- c. Dues will be paid annually by January 31st. There will be no pro-ration of dues for part-year memberships.
- d. Members may be removed from the membership for infractions of bylaws, misuse of club money, non-payment of dues, and/or any action that may place the club or the board at risk of liability. (i.e. damage to property, etc.) The Board will have final authority in removal of a member.
- e. Active voting member(ship)(AKA: "member in good standing": (*definition*): a member who has paid dues for the fiscal year AND has attended at least 1 (one) physical/virtual club meeting and/or participate in a fund-raising event in the last 6 (six) months (social events are not included).

### ARTICLE III – CLUB FINANCES

Section 1. Bank Account(s). Bank Account(s) will be maintained for Club finances. The account(s) will have two signatories: President and Treasurer. The Treasurer will make a report of Club finances at each meeting. All bank statements are to be mailed to the Club's official mailing address.

Section 2. Requests for Funds. No Club member shall obligate the Club financially or otherwise without prior approval of the Board. Requests for funds shall be submitted to the Treasurer, who will in turn, present them to the Board. The following procedure will be used:

- a. Requests under \$500.00 to commit funds will require approval by the Board.
- b. Requests of \$500.00 or more will require initial approval by the Board and subsequent approval by the Club membership.
- c. The chairperson for each club-sponsored event shall provide a full report to the Board of monies expended and received no later than thirty days after the event. The report shall include a complete list of items and monies donated and the source of each donation, as well as receipts if available. Monies collected shall be counted by a member in good standing away from public sight and shall be witnessed by another member –preferably an officer – immediately following the event. If this is not feasible, funds shall be placed in a sealed envelope and kept by an officer or the event coordinator.

### ARTICLE IV – BOARD MEMBERS

Section 1. The Board is the governing body of the Club. It shall take such action as it deems advisable for the good of the Club. It shall have the power to commit the funds of the Club in accordance with ARTICLE III, Section 2, CLUB FINANCES and shall have the duties described in these Bylaws. The Board shall manage the property and affairs of the Club and shall exercise all such powers of the Club. It shall do all such lawful acts and things that are not, by statute or by these Bylaws, required to be done by the Club membership. All individuals serving on the Boards must **be current members in good standing**.

Section 2. Board Members. The Board shall consist of the following officers:

- a. President: Oversees the activities of the Club. Sets the course and direction of the Club. Sets agenda and leads the Board meetings and Club meetings. Represents the Club at functions, meeting and events. Represents the Club at the national level with PHIP. Calls board meetings when necessary. Serves as motivator to get Club members involved in all activities. Along with the Treasurer shall be one of the two signatories for the Club bank account(s). Shall be the official point of contact for communication committee and shall have the responsibility for activating that committee. In the event of a tie vote at a board meeting, the president shall have the "tie breaker" vote.
- b. Vice-president: Works with the President to accomplish Club goals. In the absence of the President shall conduct Club and Board meetings and shall be called upon to represent the Club at public functions. Contact person for the various committees and the Board.
- c. Secretary: Contact person for the Club for both national and local needs. Takes notes at Board and Club meetings for official records. Tallies and records results of any Board or general votes; maintains the attendance sheet at each meeting. Keeps records of any correspondence received or mailed by the Club. Maintains the "current members in good standing" voting list, and membership forms.
- d. Treasurer: Financial and accounting officer responsible for maintaining financial accounts, books, receivables and payables. Holds the checkbook and bank account records. Gives financial status updates on a monthly basis at Club meetings as requested by the Board. Shall present Requests for Funds to the Board for all expenditures. Along with the President, shall be one of the two signatories for the Club bank account(s).
- e. Member(s) at Large: Represent the Club members at Board meetings and functions. Serves as a conduit for members to bring issues requiring action to the Board. There shall be 3 (three) Members at Large.

Section 3. Meetings. At all meetings of the Board at least 50% of the members must be present to constitute a quorum for the transaction of business. The Board may hold their meetings and keep the Club's books at such places as they may determine. All Board meetings shall be open to any Club **members in good standing**. If a Club member wishes to address the Board, they must present a request prior to the Board meeting and limit contents to that portion of the Board agenda designated by the President. In the event of an emergency, the Board may go into Special Session which is further defined as a Board meeting open to Board members only.

Section 4. Resignation or Removal. If a **Board member** resigns, a Special Election as described in ARTICLE V – ELECTIONS, will be held to fill the position. A Board member may be removed for disability, those actions mentioned in removal of a member in Article II, section d. above, or other causes. Removal of a Board member requires a written

petition delivered to the Secretary or other members of the Board. The petition must contain signatures of at least one half of the Club members who have attended a meeting and/or club event in the past 6 months. The removal vote requires a two-thirds majority of the Club membership who have attended a meeting and/or club event in the past 6 months. Any Board member under removal vote has the right to speak to the Club membership before the vote. If they are unable to attend the vote meeting, another Club member may speak on their behalf.

## ARTICLE V – ELECTIONS

Section 1. Elections. Elections will be held annually. The entire Board will not be elected simultaneously. Officers will serve two years. President, Secretary and Member at Large(e) will be nominated and elected for even years; Vice-President, Treasurer and Member at Large(o) for odd years. During October, the Board will accept letter of interest from members wishing to hold an office. Nominations for the offices to be elected will occur at the November meeting, with elections taking place at the December meeting. The newly elected officers will take office at the January meeting every year. The current President will oversee the transition. If an elected position becomes vacant, a Special Election will be held to fill it. A Board member will notify Club members via phone, social media or email that nominations and election for this position will take place at the first Club meeting after the vacancy.

Section 2. Eligibility for Nomination/Election to Office. To be eligible for nomination for office, an individual must have been a member in good standing for 6 months and attended at least 4 meetings. There will be no nepotism between President and Treasurer (with access to club accounts) permitted. A Club member may only be nominated for one position. To be elected to an office, a Club member need only receive the majority of the votes of any candidate for that position. In the event of a tie, a run-off election shall be held between the candidates involved in the tie. This run-off election shall take place at the same election meeting.

Section 3. Voter Eligibility. Any **club member in good standing** is eligible to vote in elections. It is the responsibility of the Secretary to provide a list of eligible voters prior to the election. In the case of contested positions, ballots will be presented to each eligible voter present. Uncontested positions shall be determined by a show of hands. Ballots will be counted by the current Club Secretary and a Member at Large.

## ARTICLE VI – COMMITTEES

Committees. Shall be formed at the discretion of the Board based on club activities.

## ARTICLE VII – PARROT POINTS

Removed. May be reinstated in the future if deemed necessary.

## ARTICLE VIII – AMENDMENTS TO BYLAWS

Any club member in good standing may propose a change to the Bylaws. Any proposed changes to the Bylaws must be approved by the Board and presented to Club members for a vote. Copies shall be provided to each Club member via email and/or social media no less than a week prior to the vote. Changes to the bylaws must be ratified with a 2/3 majority vote of **club members in good standing**. Amendments shall be presented at a club meeting and voted on in the month following. The Club Bylaws will be reviewed by the Board, at a minimum, every 6 years.

## ARTICLE IX – DISSOLUTION OF CLUB FUNDS

Upon dissolution of the club, any funds leftover after expenses shall be donated to the registered 501(c)3 charitable organization chosen by the active voting membership.

## ARTICLE X – MISCELLANEOUS

### **Infractions of Bylaws**

1. Any current member may submit in writing (signed, dated, and clearly written), the occurrence of a bylaw infraction (national or local) or an illegal activity to the Board. It is the responsibility of the Board to review the alleged infraction

and by a simple majority either accepts or rejects. If it is accepted, they will proceed to number 2 below. Every reasonable attempt will be made to keep the identity of the person making the report of an infraction confidential.

2. The Board will inform the member by letter of the alleged infractions against them. The member will be given 30 days to provide a written response to the board. If the member chooses not to respond within 30 days, the Board will move forward on a decision without the member's input.
3. At the next Board meeting after the 30-day deadline, the Board will evaluate the alleged infraction and make one of the following decisions:
  - A. No Action – the Board has considered the alleged infraction, and the Board will take no further action.
  - B. Action – The alleged infraction has been considered by the Board, and action is being taken as determined by a majority decision of the Board. The specific action is entirely left to the discretion of the Board and is based solely upon the written infraction.
4. If action is taken against a member, the member will be informed in writing within 30 days of the Board's decision. The member who submitted the original statement of alleged infraction(s) shall be provided with a copy of the Board's decision.
5. The Board decisions are considered final unless an appeal is made to hear the case before the entire membership with all pertinent facts being communicated. A simple majority decision of the active voting membership will be required to uphold the Board's decision.
6. At the next scheduled meeting, the membership shall be informed of the decision, and the information will be properly recorded in the minutes.