

Panama City Parrot Head Club, Inc. (PCPHC)  
By-Laws  
Effective August 10, 2009

**Article I: General**

A. This organization will be called the Panama City Parrot Head Club, Inc., also referred to as PCPHC.

B. Panama City Parrot Head Club, Inc is a not for profit Florida Corp, whose purpose is to assist in community and environmental concerns and provides social activities for people that are interested in the music and life styles of Jimmy Buffett.

**Article II: Membership**

A. Membership in the Panama City Parrot Head Club, Inc, a Non-discriminatory social club, shall be open to any one meeting the membership requirements specified in Article II, Section B.

**B. Membership requirements shall be as follows:**

1. A member shall pay dues according to a schedule set and approved by a majority vote of the Board of Directors prior to August 15 of each year.

2. The person must have an interest in Jimmy Buffett's music.

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.

5. All Members attending any club function must agree with the Code of Conduct and will be held accountable for their actions as stated in Article II. E.

6. Members are encouraged to create a PHun Name that reflects the music of Jimmy Buffett and the tropical lifestyle he personifies. These names may not be obscene or profane and may not be reproduced on any item that contains the Panama City Parrot Head, Inc Logo.

7. Member in good standing is defined as a member who is Paid in Full and not currently under "Code of Conduct" violation. Members in good standing are allowed one vote in the General Election only.

8. By joining the PCPHC, each person acknowledges that they will become familiar with our By Laws and Code of Conduct as they appear on the Club's Web site.

**C. Payment of Dues**

1. Payment of dues will be made annually, based upon the member's join date.

2. By a majority of vote, the Board of Directors can waive, reduce or extend the deadline for payment of dues for any member. Requests for such provisions must be submitted in writing to either Member at Large within 30 days of his/her anniversary date.

**D. Refund of Dues**

1. Refunds of dues are only made with a majority vote of the Board of Directors.

2. Any person(s) wishing to terminate his/her membership between their renewal dates will not be refunded any portion of his/her dues without a majority vote of the Board of Directors.

3. Any person who hasn't paid dues by their renewal date will be considered to have terminated his membership and payment of dues will reinstate his membership under a new anniversary date. All previous points (if applicable) will be lost.

**E. Code of Conduct and Revocation of Membership**

1. All PCPHC members 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 misuse of personal privileges, personal property and controlled substances. Members of the PCPHC, by virtue of their membership application, 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. PCPHC seeks to provide a pleasant atmosphere in which to share our common love of the music of Jimmy Buffett and to further the charitable ideals that we seek to uphold. PCPHC will not condone behavior contrary to our objectives nor that which we feel is harmful or injurious to others. Any member who has been found to have violated the Code of Conduct or committed misfeasance, malfeasance, misrepresentation, fraud, misuse of the Club's assets (including membership roster) or any other act the BOD deems to be detrimental to the reputation or well being of the PCPHC, may lose their status as "Member in Good Standing" and will be counseled by one of the BOD Members at Large. Membership can be revoked by a unanimous vote of the BOD. Refund of prorated dues will also be determined by a majority vote of the BOD, but are not mandatory.

### **ARTICLE III: OFFICERS AND ADMINISTRATION**

1. All elected and appointed members of the Board of Directors must be current members in good standing of the organization.
2. The organization will be managed and operated by the Board of Directors, composed of a President, Vice President, Secretary, Treasurer, and 2 Members-at-Large. The Board of Directors will herein be referred to as the Board of Directors, BOD, Officers, or Board.
3. The Board of Directors will meet at least every two months and the President can convene additional meetings at his/her discretion. If the President does not convene a meeting within a two month period, then the BOD by a majority vote can convene a meeting before 3 months have elapsed. BOD meetings shall be guided by Robert's Rules of Order.
4. The quorum for any BOD meeting shall consist of four officers. In case of vacant BOD positions, then a 2/3 majority of the balance of the BOD is necessary to conduct business.
5. All members of the Board of Directors will be entitled to one vote on all matters of administration unless otherwise specified in the by-laws. A majority vote is required to adopt any motion introduced at the Board of Directors meeting. The President's vote shall break a tie vote.
6. The Membership Chairperson shall make sure the Membership list is updated and sent to the President and Treasurer one week following a social or fund raising meeting.
7. Officers must attend a minimum of 80% of the board meetings, club meetings, fundraisers and not miss more than 2 consecutive board meetings. If an Officer does not meet the attendance requirement, then he may lose his status as "Member in Good Standing"
8. Susanna Russell will be recognized as the Founder of the Panama City Parrot Head Club, Inc.
9. No person who is elected or appointed to the Board of Directors may not serve concurrently with any other Board Member who is related to the elected or appointee by marriage...civil union....thru a "significant other" relationship....a blood relative closer than a second cousin. This provision is intended to prohibit the concurrent Board service of parents with their adult children...siblings with each other....first cousins with each other and spouses with each other....regardless of whether such relationship was created through marriage...civil union or informally through the consent of two adults. In the event that current BOD members enter into one of the above stated relationships, the BOD will decide by majority vote, which of the two BOD members shall be removed.

## **ARTICLE IV: PERIOD OF SERVICE**

### **A. TERMS OF OFFICE**

The BOD members of this organization shall serve in their respective positions for a period of one (1) year. All terms of service will begin during the month of July but no later than July 31, and expire the next year during the month of July but no later than July 31. Applicant must be an active member for 3 months prior to the first day of the election process and must respond to questions related to conviction or violation of laws as pertains to Charitable Organizations...per the Fla. Dept. of Consumer Affairs Solicitation of Contributions Statement...Chapter 496 Florida Statutes.

Any member of the BOD, who resigns from office without reasonable notice and reasonable justification, will not be eligible to run for a Board position again for two (2) years from the date of resignation. Any BOD member that resigns and does not complete a smooth transition with the new BOD member, may be subject to loss of "Member in good standing" status as determined in a majority vote of the BOD. All efforts must be made by the resigning officer to present a suitable replacement to the BOD for approval, prior to vacating the position.

## **ARTICLE V: OFFICERS AND DUTIES**

### **A. President**

1. The President shall be the club representative for liaison with PHIP, and responsible for communications with other local groups, organizations, and businesses.
2. The President shall preside over all meetings of the Board of Directors.
3. The President shall form all committees and appoint all committee chairpersons and any other appointive officers with the approval of a majority vote of the Board of Directors and shall make any other appointments deemed necessary by that body
4. In the event that the Board must decide any business between scheduled BOD meetings, the President may conduct a meeting by telephone or e-mail of each member of the Board, individually or as a group. Regular quorum rules apply with each voting member considered present.
5. In the event that a matter requires that a vote be taken via telephone or by email, 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 in order to amend the prior BOD meeting minutes.
6. President is responsible for providing all door prizes for Monthly Meetings, and may form a Door Prize Committee to accomplish this.

### **B. Vice President**

1. The Vice President shall assist the President in administrating the business of the organization and 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. The Vice President shall oversee the planning and implementation of group activities.
3. The Vice President shall be responsible to locate and schedule the PHlocking socials each month.

### **C. Secretary**

1. The Secretary shall keep minutes of business meetings of its members and BOD, a record of all actions taken by the members or BOD without a meeting, and a record of all actions taken by a committee of the BOD in place of the BOD on behalf of the corporation. Approval of the

minutes with amendments shall be obtained at the next BOD meeting, and a summary of the approved minutes shall be posted in the Club's web site.

2. The Secretary shall furnish copies of the unapproved minutes and unapproved amendments to all Board of Directors members, appointed officers and to others designated by the Board of Directors or the President one week following the BOD meeting or the date the amendment was made.

3. The Secretary shall keep a copy of the following records:

(a) Its articles or restated articles of incorporation and all amendments to them currently in effect.

(b) Its bylaws or restated by laws and all amendments to them currently in effect.

(c) The minutes of all member's meetings and records of all action taken by members without a meeting for the past 3 years.

(d) Written communications to all members generally or all members of a class within the past 3 years under s. 617.1605.

(e) A list of the names and business street, or home if there is no business street, addresses of its current directors and officers.

4. The Secretary shall respond or correspond with other groups or individuals as requested by the Board of Directors or President.

5. Upon leaving office, the Secretary shall pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Secretary.

6. Shall provide a sign-in sheet for every community service function and retain with secretarial records, including all volunteer hours for each event.

7. Shall receive from the committee heads and records the names of those who participated in volunteer and social activities.

8. Shall provide an agenda for all Business Meetings 5 days prior to the meeting. In order to be included in the Agenda, all agenda items must be received by the Secretary at least 6 days before the meeting. Only a majority vote of the BOD may table an item on the Agenda.

#### **D. Treasurer**

1. The Treasurer shall assume the responsibility for the financial matters of the group, maintain accurate accounting records, pay all bills and maintain the checking and scholarship accounts. Shall keep the most recent annual report delivered to the Department of State. Shall have and continuously maintain in the state of Florida, a registered office which may be the same as it's principal office, and a registered agent who may be either an individual who resides in this state whose business office is identical with such registered office, or a corporation for profit or not for profit, authorized to transact business or conduct its affairs in this state, having a business office identical with the registered office.

2. The Treasurer shall attend Board of Directors meetings and have a financial report of the organization ready for examination by any member of the Board of Directors upon request.

3. The Treasurer shall present books annually for inspection by a member of the Board of Directors appointed by the President

4. Shall file all official tax or financial papers including Incorporation Papers on an annual or "as needed" basis in compliance with federal, state and local laws.

5. Upon leaving office, the Treasurer shall pass on, for the present and prior years, all funds, records and books in good order to the succeeding Treasurer including all documentation for

changing Bank Signature cards.

6. Treasurer should track all membership dues by name.

7. Treasurer will provide to the President a copy of all checks paid to Charities and Scholarships Quarterly.

8. The Treasurer will submit to the BOD, an annual Budget no later than August 15, and upon approval, the BOD will adhere to this Budget. Any changes to this Budget will require prior approval by the majority of the BOD. This Budget will be available to all members upon request. Requests must be made thru the Treasurer.

9. Within 60 days following the end of the fiscal or calendar year or annually on such date as is otherwise provided in the By Laws of the Corporation, the Treasurer shall email or furnish by personal delivery to each member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.

10. Will allow 2 BOD officers to perform a semi annual inspection of the books and all monies received, including signed receipts for all cash received.

#### **E. Members at Large**

1. It is the responsibility of the Members at Large to attend the BOD meeting, to act as liaison between members and the BOD, and to present in good faith the issues and concerns of the general membership.

2. A Member at Large may accept a request by the Board of Directors or the President to serve as its special agent in specific matters.

3. Members at large will have one vote in any Board of Directors decision.

4. Members at Large are the Point of Contact between the BOD and the Membership including member request for BOD meeting Agenda items.

#### **ARTICLE VI: APPOINTIVE CHAIRPERSON**

1. The President, with the majority vote of the BOD, can select any necessary committee chairperson from the general membership to serve in committee positions which the board has created.

2. No appointed chairperson will have a vote in any BOD decision.

3. The tasks of the appointed chairperson and his/her committee will be defined by the Board of Directors.

4. Committee members serve at the discretion of the committee chairperson in charge of that committee.

5. The committee chairperson's terms of office will be determined by the Board of Directors.

6. The appointed chairperson may be removed by a 2/3 vote of the Board of Directors.

7. The appointed chairperson may appoint his/her own committee members except for the BOD elections committee.

8. NO appointed chairperson or committee may negotiate or enter into any contractual agreements on behalf of Panama City Parrot Head, Inc. without Board of Directors approval.

9. The appointed committees may include the following:

Historian/Scrapbook/ Newsletter Editor / Door Prizes/ Membership/ Public Relations/  
Special Events/Travel Coordinator/ Community & Social Events/ Web-Site Coordinator/

## Merchandise Committee/Point System/ Fund Raising Committee/ Parade Photographer

### **A. Membership Chairperson**

1. Shall be responsible for welcoming new members, including a personal welcome by phone or e-mail and in person at their first event, and remind them they are responsible for knowledge and adherence to the By Laws and Code of Conduct found in the Club's Web Site.
2. Shall notify members of the renewal anniversary of their memberships by sending them an e-mail or letter with an application attached no later than the last day of the month prior to their anniversary month.
3. Shall provide manpower to man membership tables with knowledgeable and enthusiastic members at designated events.
4. Shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members.

### **B. Newsletter Editor**

Vice-President shall be responsible for Monthly Newsletter and reporting to BOD.

### **C. Merchandise Chair**

1. Responsible for maintaining Merchandise Variety and presenting New Products and Cost to the BOD.
2. Must present inventory when requested by the Treasurer, and will perform physical inventory with the Treasurer every year during the month of July but no later than July 31.
3. Shall provide manpower to man the merchandise tables with knowledgeable and enthusiastic members at designated events.

### **D. Webmaster**

1. Responsibility includes keeping the information on the Web Page current and submitting any major changes on any of the pages for approval to the BOD via E-mail.
2. Coordinating the addition of pictures to the photo gallery.
3. Seeking and publishing needed information from contributing Members.
4. Reporting Web Site Problems to the BOD.
5. Web site coordinator shall furnish the "PASSWORD" for the site to the President in a sealed envelope.
6. Webmaster will maintain and update the website email accounts.

## **ARTICLE VII: MEETINGS**

1. A general business meeting will be held annually at the March Monthly Membership meeting. This business meeting shall be communicated by the Secretary to the general membership through e-mail 30 days prior to the event, and include a questionnaire for members to return prior to the meeting.
2. All Board of Directors meetings are open to all members of the organization but only Board of Directors members can vote at Board of Directors meetings.
3. If no business meeting has been called for 12 consecutive months, any member may call a special business meeting by sending a written notice to either Member at Large.
4. Proxy
  - a. Any member of the Board of Directors who cannot attend a scheduled Board of Directors meeting may provide for a written proxy to vote on his/her behalf.

b. No member of the Board of Directors will be allowed to vote in absentia through proxy unless the proxy is in writing and is carried to the meeting by the person selected as proxy.

## **ARTICLE VIII: ELECTIONS AND VOTING**

### **A. Elections and Voting**

1. No later than April 15 of each year, an "Election Officer" will be selected by the current BOD to serve as the individual who takes nominations and counts the votes for the board members. This individual will not be a current member of the board nor will he or she be a current club leader or representative, but must be a member in good standing of the Panama City Parrot Head Club. The Election Officer cannot serve again in this position for 2 years.
2. On May 1<sup>st</sup> the Election Officer will present to the general membership a description of the vacant officers position and solicit written nominations listing the candidate's name, specific position they are seeking, phone number and e mail address. The candidate's acceptance of nomination should be submitted to the BOD by May 22 to determine eligibility.
3. Board members, like any other members in good standing, are eligible to be nominated by the general membership.
4. The Board of Directors will then approve the list of eligible candidates to the Election Officer by May 25<sup>th</sup> for distribution to the membership no later than June 1st. The candidate must be a member in good standing and eligible for nomination.
5. Campaigning will be from June 1<sup>st</sup> to the third Friday and must be done at a PCPHC, Inc. event.
6. Ballots will be distributed to all members on the third Saturday of June.
7. The Membership shall return the completed ballot to the Election Officer by 6:30 PM on July 10th. The Election Officer will then tabulate the votes and announce the winners by July 15<sup>th</sup> to the general membership.
8. In case of a tie vote, the winner will be determined by a coin toss by the Election Officer, witnessed by the BOD.
9. The current Board of Director tenure will continue through the end of their term year, and will transfer leadership to the incoming Board of Directors at the July Board meeting, or no later than July 31st.
10. The Election Officer's term expires at the close of election.
11. There shall be a joint meeting of both the outgoing and incoming BOD to transition the new officers not later than July 31<sup>st</sup>.
12. Individual BOD members as club members may support or endorse an individual candidate, but may not actively campaign for any candidates, including sending emails.
13. For voting by mail, the ballot will contain the name and address to which the ballot must be returned with a clear communication of the deadline for voting.
14. The organization is not required to pay return postage on any ballots.
15. In recall elections, a minimum vote of ten percent of the membership must be received in order to affect a recall. A simple majority of the ballots cast will determine rejection or approval.
16. The Election Officer will report directly to the Treasurer.
17. All candidates are allowed to submit a campaign letter to the Election Officer at any time during the campaign period, but no later than 5 days before the Ballots go out. All campaign letters will be sent out by the Election officer to the Membership, in one email, all at the same time, no later than the day before Ballots go out.

### **B. Replacement of Members of the Board of Directors**

1. If a member of the Board of Directors other than the President cannot fulfill his/her term of office, the President shall nominate a candidate for the position. The candidate must be approved by a majority vote of the Board of Directors.
2. Request for removal of any member of the Board of Directors can be made by any member upon presentation of a petition which describes the reason for removal. The petition must be signed by at least 25 members in good standing at the date on which the petition is presented to the President or the remaining BOD members.
3. The request for removal of any member of the BOD may be affected for any of the following reasons:
  - a. Mental or physical disability resulting in substantial inability to execute the duties of that office.
  - b. Malfeasance, misfeasance or nonfeasance of office or Code of Conduct violations.

#### **ARTICLE IX: MISCELLANEOUS**

1. Reimbursement of Expenses to any member who has incurred expenses on behalf of the organization must be accompanied by a written request for reimbursement to the Treasurer. Proper documentation including itemized receipts must be submitted for consideration for approval by the BOD.
2. Submission of officer's receipts for reimbursement will be approved by the BOD except the officer will excuse him/herself during the discussion of reimbursement and will not vote on same.
3. Expenses in excess of \$40 should be discussed in advance of payment to receive authorization from the BOD, with the exception of Budgeted Events approved by the BOD.
4. Any property belonging to the organization shall not be used or consumed by any person without written consent of the BOD and approval by 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 organization absent an overriding legally enforceable contract. The Panama City Parrot Head Club official Web Site will be owned and maintained by the Panama City Parrot Head Club along with and including any Passwords and Domain Names. Its use can only be granted by a majority vote of the BOD.
5. The fiscal year for the Panama City Parrot Head Club shall begin on July 1 and end on June 30 of each year.
6. The President, Vice President and Treasurer are the authorized signatories of the organization's bank account. At the discretion of the Treasurer the Secretary may be added as a signature. Each check will require two (2) signatures. In the event that the check is being issued to one of the signers of the checks the two (2) signatures will be from the remaining authorized signatories.
7. The following statement is to be added to each printed membership directory: "This directory is for the exclusive use of Panama City Parrot Head Club members. It is not to be utilized for any purpose not directly associated with the Panama City Parrot Head Club, nor is it to be released to other parties without the approval of the Board of Directors." Any information obtained through membership (address, email address, phone number etc.) may be used by the BOD or appointed committee members for official PCPHC communications only.
8. All special events shall be budgeted to at least "break even."
9. Concert ticket allocation will be determined by the Board of Directors
10. The terms Jimmy Buffett, Margaritaville, Parrot Head(s), Parrothead(s), Parrot Head Club,

Parrothead Club and PHC are registered trademarks of Margaritaville Inc..

11. Use of mailing lists identifying club leaders or club members for solicitation purposes of any kind (including charitable) is strictly prohibited without prior written approval of the BOD. All communications to the General Membership must be addressed first to the BOD for approval within 24 hours before distribution.

12. No member, active, inactive or terminated, will have any rights to Parrot Heads in Paradise, Inc. or PCPHC logos, names or member lists. These privileges are for active BOD only. The PCPHC logo or name may not be reproduced or used in any fashion. These logos and names are reserved for official Parrot Head Club use ONLY.

13. All written solicitations for donations must include the following statement;

"This contribution can not be considered a deduction for Federal Income Tax Deduction."

14. All proceeds generated during a fund raising event will be donated in full to the designated charity/group and the funds must be disbursed no later than 30 days after the event or no later than the Corporations year end. Members will be encouraged to submit worthy charities and environmental groups to be considered for fund raising meetings.

15. All monies received from membership dues must be spent exclusively for the general recurring expenses of the Club, "and" only for social functions/entertainment available for free to all members.

#### **ARTICLE X: AMENDMENT TO BY-LAWS**

1. Amendments to these By Laws will be submitted by the Secretary to the Membership by email and announced on the Club's web site, and deemed in force if 2/3 of those members responding vote for the change(s). The amended By Laws must be dated and signed by the entire BOD, with the original being kept on file by the secretary.

The Panama City Parrot Head Club, Inc. (PCPH) By Laws have been amended and approved by the Board of Directors on August 10, 2009.