

BY-LAWS OF THE  
ARIZONA PARROT HEAD CLUB

Effective August, 2009

Article I: General

- A. The name of this organization is the Arizona Parrot Head Club (the “Club”).
- B. The Arizona Parrot Head Club is a non-profit corporation, incorporated in the State of Arizona, whose purpose is to assist in community and environmental concerns and provide a variety of social activities for people who are interested in the music of Jimmy Buffett and the tropical lifestyle he personifies.

Article II: Membership

A. Membership in the Club is open to anyone who meets the following requirements:

- 1. The member’s annual dues (“Dues”) shall be paid currently unless waived, reduced, or extended as provided in Paragraph II.C.3.
- 2. Members should share an interest in the music of Jimmy Buffett and in serving the community.
- 3. All members attending any club function will be held accountable for his/her own actions and shall not hold the Club responsible for his/her actions.

B. Removal of Membership

- 1. Membership may be revoked by a majority vote of the Board of Directors (BOD) at any time if that member is found to have committed any of the following acts: misfeasance, malfeasance, misrepresentation, fraud, misuse of the club's assets (including membership roster), or any other act which the BOD deems to be detrimental to the reputation or well being of the Club. The preceding may also be used as reasons for denial of membership to any potential member. The club or potential member will be given the opportunity to respond in person, via email or by mailed notice to the Board of Directors at the next scheduled BOD meeting before membership is revoked or denied. Failure to respond before the next BOD meeting will result in revocation or denial of membership.
- 2. In the event of an irreconcilable dispute between a member and the BOD of the Arizona Parrot Head Club, the following procedure will be used to resolve the dispute:
  - i. A written petition must be made to the Board of Directors for reconsideration. Said petition should include specific reasoning and/or should cite any particular bylaws the club believes were improperly applied.
  - ii. The petition should be sent certified mail, return receipt requested, or via an overnight delivery service where tracking of the request is possible. Otherwise, the Club bears no responsibility for failed delivery.
  - iii. Said petition must be sent to the Secretary of the Club.
  - iv. Upon receipt, said petition for reconsideration will be addressed by the BOD as quickly as possible, but no later than the next regularly scheduled Board of Directors meeting.
- 3. Should the petitioning member not be satisfied with the decision after reconsideration, said club retains the right to request binding arbitration.
  - i. The request for binding arbitration should include specific reasoning and/or should cite any particular bylaws the club believes were improperly applied. Only those issues identified in this written request will be considered in the arbitration process.

- ii. The request should be sent certified mail, return receipt requested, or via an overnight delivery service where tracking of the request is possible. Otherwise, the Club bears no responsibility for failed delivery.
- iii. Said request must be sent to the Secretary of the Club.
- iv. Upon receipt of a request for binding arbitration, the Board of Directors shall provide a listing of qualified arbitrators from a certified professional group.
- v. The club member will then select an arbitrator from the list provided.
- vi. Once selected, the arbitrator will guide the process and his/her decision will be final and binding on both parties.
- vii. Any and all down payments or deposits required to begin the arbitration process will be the responsibility of the petitioning member.
- viii. Once the arbitrator has weighed the facts and rendered a final, binding decision, the party against whom the decision is rendered will be responsible for all fees incurred in the arbitration process. Should said decision be rendered in favor of the petitioning club, any down payments or deposits previously put forth by the petitioning club will be reimbursed by the Club forthwith.

#### C. Payment of Dues

1. Prior to December 31 of each year, the Board of Directors shall determine, by majority vote, the amount of Dues for the next year.
2. Each member shall pay Dues on the anniversary date of his or her first payment (“Anniversary Date”).
3. Upon written request by a member no less than thirty (30) days before His or her Anniversary Date, the Board of Directors may, by majority vote, waive, reduce, or extend the due date of payment of Dues because of the member’s financial hardship.

#### Article III: Officers’ and Directors’ Duties

##### A. The Board of Directors of the Club (BOD) shall include:

1. A President, who shall preside over meetings of the Board of Directors and of the membership and appoint all committee Chairs with the approval of a majority vote of the BOD, primarily responsible for communication by e-mail to the general club membership and other clubs in Parrot Heads in Paradise, Inc. (PHiP) unless otherwise delegated by the President, Serve as liaison with PHiP or designate this role to another member of the Executive Board on a case by case basis. The President shall have the responsibility of making sure that adequate activities are planned and implemented for the general membership to maintain PHiP standing and pass on all documents related to this position to the succeeding President upon leaving office.
2. A Vice President, who shall preside over meeting of the Board of Directors and of the membership in the absence of the President, who shall fulfill the duties of the President in case the Presidency becomes vacant, oversee all Committee Chairs unless designated otherwise and pass on all documents related to this position to the succeeding Vice President upon leaving office.
3. A Secretary, who shall keep the minutes and records of the Club and carry out correspondence on the Club’s behalf, maintain record of volunteer hours and moneys, prepare and submit required PHiP reports, send Club appreciation letters and other Club communications as needed, pass on the materials, books, notes and records to the succeeding Secretary upon leaving office.
4. A Treasurer, who shall administer the financial affairs of the Club, keep financial books, and maintain a roster of the Club’s membership, prepare quarterly financial reports for presentation to the BOD and to the Membership via the newsletter and/or

website, pass on all funds, records and books in good order to succeeding Treasurer upon leaving office.

5. Five (5) Directors at Large. The Directors at Large shall represent the interests of the Club in general, assist in any way deemed necessary by the BOD and pass on all documents related to these positions to the succeeding Directors at Large upon leaving office.

B. Each officer's term will consist of one (1) year running from January 1 to December 31.

C. A BOD member may serve only two consecutive terms within the same position. In the event that there are no candidates in an annual election for a position in which the incumbent has served two terms, the incumbent may remain in the uncontested position for another term, if deemed necessary by the BOD to ensure continuous service to the club, and by majority vote of the BOD.

#### Article IV: Appointive Officers

- A. The President can select any necessary committee chair from the membership at large subject to approval of a majority vote of the BOD to serve in committee positions that the board has created.
- B. Each Appointive Officers will work under the direction of a specifically assigned member of the BOD and will use that BOD member as the primary communication conduit to the BOD.
- C. No appointed chair will have a vote in any BOD decision.
- D. The BOD will define the tasks of the appointed chair and his/her committee chairperson.
- E. Committee members serve at the directions of the committee chairperson in charge of that committee.
- F. The BOD will determine the committee chair's term of office. All terms of service, with the exception of the Election Officer's, will terminate on December 31 of each year.
- G. The appointed chair may be removed by a 2/3 vote of the BOD for failure or inability to perform the duties of the appointed office.
- H. The appointed chair may appoint his/her own committee members except for the BOD Elections committee and must notify the BOD of selections and changes to the committee personnel.
- I. The appointed officers may include, but are not limited to, the following chairs:  
Editor, Elections, Historian/Scrapbook, Membership, Newsletter, Public Relations, Volunteer Events Coordinator, Special Events, Travel Coordinator. Other Chairs may be appointed as needed.
- J. Appointed Committees may be dissolved by a 2/3 vote of the BOD.

#### Article V: Meetings of the Board of Directors

- A. The Board of Directors shall meet at least quarterly.
- B. A quorum of the Board of Directors shall consist of two-thirds (2/3) of the Board of Directors.
- C. Special meetings of the Board of Directors may be convened:
  1. By the President, in the President's discretion;
  2. Upon a vote of the majority of the elected officers of the Club;
  3. Upon written request signed by a minimum of twenty-five (25) members;
  4. If the Board of Directors fails to meet for eighteen (18) consecutive months, by written notice by any member mailed or delivered to every elected and appointed officer.
- D. Notice of special meetings may be made by any BOD member via email, phone, mailing or web with a minimum of two (2) days advance notice.
- E. Decisions of the Board of Directors will be by a majority of the members present. In case of a tie, the President shall cast the deciding vote.
- F. All meetings are open to all members, but only members of the Board of Directors may vote at a meeting of the Board of Directors.

- G. Any member of the Board of Directors may attend and vote at a meeting of the Board of Directors by a written proxy carried to the meeting by the person to whom the proxy is granted. If a member of the Board of Directors is not present and has not granted a proxy, he or she shall be deemed to have granted his or her proxy to the President.
- H. The Board of Directors may act without a meeting by telephone, mail, e-mail or facsimile, provided that all members are contacted.
- I. Any BOD Member who fails to attend three scheduled meetings in succession or four meetings in one annual term can be removed from office by a majority vote of the remaining Board members.

#### Article VI: Elections

- A. Each elective office will be filled by a majority of votes cast.
- B. No later than August 15 of each year, the President shall appoint an Election Officer, who must be a member in good standing of the club and may not be a currently serving member of the Board of Directors or a person who has served as Election Officer within the prior three (3) years.
- C. The Election Officer shall publish a request for nominations in a newsletter published between August 15 and October 1 and via email. The deadline for submission of nominations shall be October 15.
- D. Self-nominations or nominations of someone from other club members will be accepted. In the latter case, the Elections Officer must verify that the candidate accepts the nomination.
- E. Candidates must:
  - 1. be members in good standing of the Club
  - 2. have been a member for a minimum of six (6) consecutive months at time of nomination.
  - 3. not hold a position as a Board of Directors member or in any other official voting capacity of any other club of similar or identical purpose to that of the Arizona Parrot Head Club, as established by Article I B, at the time of nomination
- F. In the event that any position is contested, the Election Officer shall prepare a ballot as part of the newsletter published between October 15 and December 1 or via special mailing listing all nominations. Candidates will be listed in alphabetical order by last name under each position. Balloting shall proceed as set forth in Article VIII.C.
- G. In the event that no position is contested, the Election Officer shall report the same to the Board of Directors and the Board of Directors may accept the slate of candidates in lieu of a full election.
- H. Each candidate will submit a position statement and/or biography to the Election Officer by a date determined by the Election Officer. The submissions will be published to the general membership via the newsletter, website or email. Failure to submit this information by the date determined by the Election Officer will disqualify the candidate from the election.

#### Article VII: Resignation and Removal of Officers; Vacancies

- A. Any member of the Board of Directors may resign by mailing or delivering a written resignation to the President. A resignation becomes effective when the President receives it.
- B. A vote on the recall of any member of the Board of Directors may be had upon petition signed by at least twenty-five (25) members in good standing, mailed or delivered to the President. In the event that the recall is for the President, the petition will be submitted to the Vice-President. Grounds for recall include:
  - 1. Mental or physical resulting in a substantial inability to fulfill the duties of the office; or
  - 2. Malfeasance, misfeasance, or failure to perform the duties of the office.

3. Concurrent service in any elected or appointed position as a board of directors member, or in any other official voting capacity of any other club of similar or identical purpose to that of the Arizona Parrot Head Club, as established by Article I B.
- C. Voting on a recall petition shall proceed as set forth in Article VIII.C. If ten per cent (10%) or less of the membership votes in a recall election, the recall automatically fails. If more than ten per cent (10%) of the membership votes, a simple majority of votes cast determines the outcome.
  - D. The previous Election Officer will control the recall election. If the previous Election Officer is unable or unwilling to control the recall election, the BOD will appoint an Election Officer specifically for the recall election.
  - E. Any vacancy on the Board of Directors except for a vacancy in the Presidency shall be filled by a majority vote of the Board of Directors.

#### Article VIII: Meetings of the General Membership

- A. A general membership meeting will be held at least quarterly at a time and place determined by the Board of Directors and communicated to the membership through the newsletter, website or via email.
- B. Questions may be brought before the body by:
  1. The Board of Directors;
  2. A member, provided that the motion is presented and seconded by another member. Both members must be in good standing.
- C. Votes without a meeting: The Board of Directors may present any question to the membership without a meeting by inserting a ballot setting forth the question in full in the newsletter and stating a postmark deadline one (1) month after mailing for voting. A simple majority of votes cast will decide any such vote. The Club will not pay insufficient postage on ballots. Results must be announced via the newsletter, website or via email no later than ten (10) days following the voting deadline.

#### Article IX: Records

- A. The Treasurer shall keep full and complete books of the financial transactions of the Club.
- B. Upon the election of a new Board of Directors, the incoming President shall set a time no later than March 31 of the same year for review of the financial records of the previous Board of Directors.
- C. A Review Officer shall be appointed to conduct and/or oversee the review. The Review Officer may not be a current BOD Member or have been a BOD Member in the year being reviewed nor may the same person serve as Review Officer in two consecutive years.
- D. Upon the completion of the review and satisfaction of any questions raised during the review, the Review Officer shall sign a writing evidencing the new Board of Directors satisfaction with the records, and the Secretary shall place this writing with the records of the Club.

#### Article X: Miscellaneous

- A. Any member requesting reimbursement of funds advanced for the Club's purposes must submit a written request with supporting documentation to the Treasurer. Reimbursable expenses of \$50.00 or more must be authorized in advance by the Board of Directors. If a vote must be taken by the Board of Directors to authorize reimbursement, any Board member whose request for reimbursement is under consideration must excuse himself or herself from the discussion and vote on the question. The Club shall maintain a calendar fiscal year.

- B. Authorized signers on any Club bank account shall include the President, Vice President, and Treasurer.
- C. Any property belonging to the organization shall not be used or consumed by any person without consent of the BOD and an approval by majority vote of the 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 organized absent and overriding legally enforceable contract.
- D. The Club's fiscal year shall be from January 1 through December 31.
- E. An inventory of all the club's merchandise shall be conducted annually.
- F. All funds received by the club must be deposited within 30 days of receipt by any BOD member.

#### Article XI: Amendment

A. An amendment to these By-Laws may be proposed by:

1. A petition signed by twenty-five (25) or more members and mailed or delivered to the President; or
  2. The Board of Directors, if the Board has approved the proposed amendment by a two-thirds (2/3) vote.
- B. Voting on an amendment to these By-Laws shall proceed as set forth in Article VII.C. A majority vote shall carry any proposed amendment to these By-Laws.
- C. An amendment to these By-Laws approved by the membership shall be effective immediately, unless an effective date is specifically stated in the By-Laws change proposal.