

Southwest Florida Parrot Head Club

By Laws

Article I – Organization

A. Name: The organization shall be called the **Southwest Florida Parrot Head Club** (SWFLPHC, SWFL-PHC or the Club).

B. Purpose: The Southwest Florida Parrot Head Club is a not-for-profit organization whose purpose is to assist in community and environmental concerns and provide a variety of social activities for people with similar interests including enjoyment of the tropical spirit of Jimmy Buffett's music and the desire to contribute to the betterment of their communities. Our club members willingly donate hours of their time and effort to voluntarily help raise funds for worthy causes and work on environmental projects while enjoying the lifestyle of the tropics.

C. Affiliation: The Club has been created and chartered under the auspices of the Parrot Heads In Paradise (PHIP) Inc., the nationally sanctioned Parrot Head Club. SWFLPHC and PHIP maintain no legal affiliation. PHIP and/or its board members will not be held liable or accountable for the actions or behavior of SWFLPHC or any of its members.

D. Dissolution: In the event of dissolution, the Executive Board shall donate all assets remaining after the payment of all legal expenses and other financial obligations to a charity or environmental cause previously supported by the Club and designated by the Board of Directors.

E. Miscellaneous: Should a situation arise that is not covered by these by laws, the Board of Directors will address and discuss the situation, vote on a solution and suggest amendments to the by laws as necessary.

F. Up to date website must be maintained.

Article II - Membership and Dues

A. Membership: Membership in the **Southwest Florida Parrot Head Club** shall be open to anyone who wants to follow the tropical lifestyle portrayed in Jimmy Buffett's music and give something back to the community.

B. Member-in-good-standing: A member will be considered "in good standing" as long as dues are current, is at least 21 years of age, demonstrates a level of participation consistent with the club's purpose and goals and has not violated any club by laws.

C. Dues: There will be three types of memberships:

1. Single - cost will be \$20.00 per person for the initial year and \$15.00 renewal per year thereafter. The single membership gives the owner the right to one (1) vote in all club business.

2. Parakeets – free (17 & under)

Club T-shirts can be purchased by Club members only.

If a member's registration is received after September 30th, the membership period will extend through the following year.

D. Tax deductions: Dues (also known as registration fees) are not tax-deductible.

E. Renewal: Members will be notified of the renewal period by telephone, post or e-mail as appropriate. Renewals are due by the last day of February. An additional \$5.00 will be required for renewals after the last day of February.

F. Membership entitlements: Payment of dues entitles each member to a copy of the **Southwest Florida Parrot Head Club** email and news, membership identifications, the right to vote on all proposed issues presented at general club business meetings, if the member is 21 years of age or older, and the right to participate in all club activities and business.

G. Member termination for cause: The membership of any member of the Club may be terminated with just cause by a majority vote of the membership attending a general members business meeting. In order to initiate the complaint process, a member may file a written complaint against another member to the Board of Directors. The accused member will be given written notice of the complaint from the Board of Directors and will be given an opportunity to respond within 30 days. If the majority of the Board finds the complaint to be valid, then a vote will be placed on the agenda of the next regularly scheduled business meeting. The complainant, the accused member and any other member or officer of the club shall have the right to address the membership regarding this matter at the business meeting. After hearing all arguments, eligible club members will vote by secret ballot and the Secretary or other designee of the presiding officer will tabulate the results to determine the outcome of the complaint.

H. Founders: The club founders are Don & Lizette Martin. As such, they are permanent lifetime members of the SWFLPHC.

Article III – Meetings and Social Events

A. Activities: The Southwest Florida Parrot Head Club and its Board of Directors are committed to providing an activity schedule that will appeal to the membership of the Club. Because of the diverse nature and backgrounds of our members, not all events will appeal to all members. The Board of Directors will strive to present a diverse schedule of activities and events to appeal to all members. *Members are encouraged to present ideas for club activities to the Board of Directors.*

B. Participation: Because of the numerous opportunities to participate in community service and social events that Club members will be offered, there will be occasions when the Club will not be able to commit its official participation. The Club may promote participation and attendance for such events, but the Club will not reward members for their participation. The Board of Directors will make and have the final decision as to whether an event will be classified as an official activity of the Club.

C. Social Meetings: The Club will have at least one social event a month. This may include, but will not be limited to, a monthly phlocking at a date and time to be determined by the Board of Directors.

D. Business Meetings: The Club will hold at least one annual general business meeting at a place and time designated by the Board of Directors. The Board of Directors may schedule other general business meetings at their discretion. The President will conduct all meetings, or in his/her absence, the Vice President. All members in good standing will be encouraged to attend the general business

meetings. Members will conduct themselves in a professional manner or be asked to leave the meeting. All Club decisions at a general business meeting will be made by a simple majority vote with the exception of a change to the by laws, which will require a two-thirds (2/3) majority. All by law changes will require at least two readings before being put to a vote. These readings may take place at the monthly phlocking or by email. The Secretary will ensure that minutes will be taken at all business meetings and reported at the following business meeting. Prospective members may attend meetings, but will not be allowed to vote.

E. Board of Directors Meetings: The Board of Directors will meet at least once every three months. The Board may schedule additional meetings at their discretion. In the event that an issue arises in which a decision needs to be made before the next scheduled business meeting, the Board will discuss the issue, and will then vote on a solution. The Secretary will ensure that minutes are taken at all board meetings and reported at the following general business meeting. In order for a Board of Directors meeting to be official, a quorum must be present. A quorum is defined as 50 percent of the Board of Directors members plus one. Any member of the club may attend a Board meeting, space permitting, and offer comments; however, members cannot vote on any issue before the Board.

Article IV – Board of Directors

A. Board of Directors: The Board of Directors (Board) will be composed of the Founders as advisory members, the elected officers and appointed standing committee directors.

B. Elected Officers: The members of the Club will elect the officers that will guide and oversee the running of the Club. Elected officers will serve a two-year term of office and these positions are voting positions. No officer shall serve continuously in one elected position for more than two terms unless no other candidates apply for the office. Members will elect candidates for the following offices:

1. President
2. Vice President
3. Secretary
4. Treasurer

Member at Large, Social Director, and Membership Chair are chosen by Board of Directors and may be voting positions.

C. Committee Chairs: The club will have the following standing committees with appointed chairman:

1. Events and Communication
2. Charity and Community
3. Special Events
4. Membership

D. Temporary (non-permanent) committees or *Ad hoc* committees may be appointed at the discretion of the President to fulfill a special purpose.

E. Eligibility to run for a club office: In order to be eligible to run for and hold an office in the *Southwest Florida Parrot Head Club*, the candidate must be a member in good standing and be actively engaged in club activities.

F. Board of Directors operations: Elected officers of the Club are tasked with providing oversight and guidance to the Club, ensuring that the Club continues to conform to its stated purpose and approving, by a simple majority, all candidates for appointed office and individuals nominated by the President to assume a vacated elected office. The Committee Chairpersons will nominally run the everyday business of the Club with the approval of the elected officers.

G. Board of Directors responsibilities:

1. Plan, execute and recommend to the membership a schedule of social and service activities consistent with the mission statement of the Club and PHIP
2. Announce and publicize meeting times and locations;
3. Communicate all pertinent information to the membership;
4. Oversee the progress of committees toward accomplishing their goals and charges
5. Keep historical and current records of the Club
6. Ensure that all club activities are conducted in accordance with the guidelines and bylaws of the *Parrot Heads in Paradise, Inc.* and the *Southwest Florida Parrot Head Club*. PHIP bylaws supercede Southwest Florida Parrot Head Club bylaws.
7. Make decisions between business meetings when the decision cannot wait until the next business meeting. All decisions will be by majority consensus with each board member having one vote. The Secretary will report any Board decisions to the general membership at the next business meeting.
9. Act on recommendations from the general membership and forward items to the general membership meetings for approval and enactment.
10. Review the annual budget and financial statements and recommend any changes in membership dues to the membership prior to the beginning of each calendar year.

H. Responsibilities of elected officers:

1. President

- a) Serve as the official club representative at meetings, events and community activities
- b) Oversee all offices and committees within the Club
- c) Approve and ensure that required reports are filed in a timely manner to assure that the Club remains in compliance with the requirements of PHIP
- d) Release, or approve the release of, official communications to the Club and to outside organizations
- e) Call and schedule meetings
- f) Nominate members to standing committees, establish *ad hoc* committees as necessary, and serve as an ex-official member of each. These ad hoc committees will report to board.
- g) Act as the primary club contact with PHIP
- h) Coordinate officers to work together in achieving common goals
- i) Continue to promote our "Statement of Purpose" through affiliations the Club becomes

involved with in our community and elsewhere

2. Vice President:

- a) Fulfill any or all duties of the President if/when he/she is unable or incapable of doing so
- b) Ascend to the office of President in the event that the President resigns or is removed from office
- c) Advise and assist the President as necessary
- d) Evaluate development and community service opportunities consistent with the objectives of the Club and PHIP
- e) Call special meetings of the Board if it is necessary to consider replacement of the President
- f) Act as the secondary contact with PHIP

3. Secretary

- a) Record minutes of all general business and Board of Directors meetings
- b) Prepare all required reports for PHIP and other entities as needed
- c) Distribute copies of minutes and reports to members and the Board upon request and approval of the Board
- d) Designate a member to take minutes at any meeting that he/she will be unable to attend
- e) Collect and tabulate the votes on all issues other than officer elections
- f) Produce a newsletter

4. Treasurer:

- a) Serve as the fiscal officer of the Club
- b) Open and/or maintain all checking and banking accounts in the name of the Club
- c) Maintain accurate income and expense records for the Club in a medium acceptable to the membership and the Board
- d) Furnish records and prepare periodic reports for business meetings and as mandated by the Board
- e) Develop budgets for the club's annual operations and for special projects as called for by the Board
- f) File federal and state tax returns when necessary
- g) File annual reports to the State Corporation Commission as necessary

I. Responsibilities of appointed Committee Chairperson

All Chairpersons report to the President and board.

All members in a committee report to the chairperson.

President and Board members will have access to all information for each Committee and will be presented at any time to the President and Board to request an update.

Article V – Committee Chairpersons

A. General: The following standing committees are established in order to maximize involvement and participation of the Club members:

- 1. Events and Communications
- 2. Charity and Community
- 3. Special Events

4. Membership

B. Purpose: The purpose of all committees is to ensure that day-to-day functions and special events are completed in a timely and efficient manner. Committee chairpersons serve at the request of the President and Board of Directors. Committees will work in conjunction with the Board of Directors to accomplish the detailed responsibility of specific events and activities. It will be the responsibility of the committee chairperson to report on his/her committee's progress to the Board of Directors and the general membership at the regular annual business meeting.

C. Responsibilities and duties: Specific responsibilities and duties of standing committee chairs:
All Chairpersons report to the President and board.

All members in a committee report to the chairperson.

President and Board members will have access to all information for each Committee and will be presented at any time to the President and Board to request an update.

1. Events and Public Relations

a) Represent the Club as the contact person for all outside social activities and tickets.

b) Plan and coordinate social functions and events

c) Work with other committees to plan and coordinate major club functions and fundraisers

d) Plan, execute and recommend to the membership a schedule of social and service activities consistent with the mission statement of the Club and PHIP

e) Announce and publicize meeting times and locations

f) Oversee all club social events and Happy Hours

2. Charity and Communications

a) Work with the club's officers to publicize the club and its events, both within the club and in the local community

b) Keep accurate records of attendance and participation in club activities as defined in the by laws

c) Coordinate with local community leaders to publicize club activities and events

d) Coordinate with local media to publicize club activities and events.

e) Work with Membership to contact members on a routine basis, to encourage participation in club activities.

f) Gather and disseminate information regarding charities and community service projects

g) Annually recommend a list of charities and community service projects that the Club can support to the membership at the annual business meeting

h) Oversee all Club charitable and community service projects

i) Oversee all club environmental projects, such as road and beach cleanups.

3. Special Events

a) Plans and coordinates special club functions such as local parades, block parties, blood drives, major fundraisers, etc. if needed.

4. Membership

a) Initiate ways to build membership to the club. Keep membership list in current order for dues and mail/email lists in order for club news to be sent out to members. Work with the Treasurer to keep list current for collection of dues. Work with Communications and/or Social Director to insure members are receiving notices.

D. Special Projects, Fundraisers, Major Events: The President, Board of Directors and or any of the general membership may suggest specific projects, such as participation in a parade or a major fundraiser, that require the establishment of *ad hoc* committees to oversee the event.

Article VI – Elections

A. Elections: Elections for the offices of President, Vice-President, Secretary and Treasurer will be conducted in the following manner:

1. Terms of office: The Club will elect its officers for a two-year term of office. The term will run January to January. The club will elect one half of its officers each year on an alternating basis. The President and Secretary will be elected in one cycle and the Vice-President and Treasurer will be elected on the other cycle.
2. To begin the election process, the President will nominate a member of the Club to act as Election Officer. The Election Officer may not be a candidate for any office, a spouse or significant other, or related to a candidate applying for any club office. The Board of Directors must approve the nomination of the Election Officer.
3. If desired or needed, the Election Officer may form an *ad hoc* committee to assist in the election process.
4. Nominations will be opened at a general business meeting, or at a time designated by the Board of Directors. During the August and September meetings.
5. Nominations will be closed on the last day of the month following the general business meeting, or at a time designated by the Board of Directors. Nominations will close on the last day of September.
6. Any member in good standing can nominate any member in good standing for office. Candidates for office will have the opportunity to present a brief statement of their qualifications and reasons they want to run for office to the membership. Candidates will accept nomination or decline nomination by the end of September. This will allow plenty of time to notify members for the election in November.
7. Ballots will be sent out to all members in good standing in October. Voting will be conducted in November and close on November 30th. The club will be notified of election results in December and will take office in January.
8. The Election Officer must receive all ballots prior to the time and date set by the Board of Directors to close the election. No ballots will be accepted after the designated time set to close the election.
9. If a tie vote occurs, the tiebreaker for each office will be based on the number of club activities in which the candidates have participated.
10. In the event that an elected officer cannot complete their term in office, the President will nominate another club member to assume the duties of the vacated office for the remainder of the term, with the exception of the office of President, whose duties will be assumed by the Vice President. The Executive Board will confirm the nomination.

Article VII – Finances

A. General Operating Fund: Membership dues will constitute a General Operating Fund for the club that can be supplemented by activities designated by the Board of Directors.

B. Purpose: The General Operating Fund will, at a minimum, finance:

1. Membership dues to PHIP
2. State corporate fees and banking fees
3. Any additional fees as required by law in order to remain a club
4. Support of a charity associated with the Parrot Heads chosen by the membership
5. General expenses associated with membership paraphernalia (e.g. leis, name tags, membership applications, etc.)
6. Club publications including, but not limited to, the newsletter and the club web site

C. Functions: The Board of Directors may designate general membership functions to be paid for out of the General Operating Fund.

D. Return of monies: Committees and activities funded out of the General Fund will return any profits they make to the General Fund.

E. Seed funds: Events not funded out of the General Fund may be seeded by the General Fund, at the direction of the Board of Directors, but are expected to return the seed money and any profits they make to the General Fund.

F. Distribution of monies raised for specific charities: Committees that raise money for a charitable cause are expected to deposit the monies in the General Fund, with the monies designated for a specific charity.

G. Expenditure Approval: If funds are available, the President may approve expenditures up to \$50 out of the General Fund and is responsible for notifying the Treasurer of the expenditure.

H. Expenditures: All expenditures will require at least two signatures as well as Board approval.

I. Treasurer's Report: The Treasurer will submit a written monthly financial report to the Board of Directors that details, at a minimum, the following:

1. The current amount available in the General Fund
2. Expenditures made out of the General Fund
3. Income to the General Fund
4. Monies held on behalf of existing committees and charities in the General Fund
5. Year to date totals of the above will be included in the report

J. Annual Fiscal Report: The Treasurer will submit a written financial report to the general membership at the annual business meeting covering the last fiscal year.

ARTICLE VIII – Disclaimers

A. Responsibility for members' actions: The SWFLPHC neither approves of, nor assumes responsibility for, actions by members that may result in accidental or deliberate injury to persons or damage to property.

B. Discrimination: The SWFLPHC prohibits discrimination by any member or component entity on the basis of race, national origin, gender, religion, disability, sexual orientation or marital status. It is a policy of the club to foster a spirit of universal acceptance among all people.

C. Associated use of club name: No person, group or event may enter into activities in which the name of the Club is used or associated without prior approval of the Board of Directors.

D. No person or group may use the name of the Club, or conduct business in the name of the Club, in any manner without prior approval of the Board of Directors.

Article IX - Code of Conduct

A. Intent: It is the intention of the SWFLPHC to provide social, community service, environmental projects and charitable activities for the enjoyment and benefit of all our members, guests, hosts and charities. All members of the club shall be required to treat fellow members, guests and hosts and their 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, personal property and controlled substances.

B. Responsibilities of members & Board of Directors: Members of the SWFLPHC, by virtue of their membership, agree to demonstrate personal responsibility for their words, actions and deeds and will not exhibit behaviors that are harmful to themselves, other members, guests and hosts or their property. The Club seeks to provide a convivial atmosphere in which members can share our common love of the music and lifestyle of Jimmy Buffett's tropical lifestyle and to further the community, environment and charitable ideals that we seek to uphold.

C. Member agreement: The SWFLPHC will not condone behavior contrary to our objectives nor that which we feel is harmful or injurious to others. By virtue of membership in the "Southwest Florida Parrot Head Club" you agree to "Party with a Purpose" in a most responsible fashion.

D. Privacy: All membership information is considered private and will not be released, sold, or provided to any other organization, other than the parent organization, PHIP, without a member's approval.

Article X – By laws and Amendments

A. Approval: These bylaws must be approved by a majority of the BOD.

B. Proposed amendments: Proposed amendments to these bylaws must be presented in writing to the Board of Directors. After discussion by the Board, the membership will be notified of the proposed changes and be given an opportunity to comment within a two week period. At that time, any modification of the bylaws will be accomplished by a majority vote of the BOD.

C. Date of approval: These by laws were approved by the Board of Directors on April 30, 2020.