

# EMERALD COAST PARROT HEAD CLUB LLC BY-LAWS

Effective Date - 01 May 2013

## ARTICLE I: GENERAL

A. **Name:** This organization will be called the Emerald Coast Parrot Head Club LLC. The Emerald Coast Parrot Head Club LLC will herein be doing business as Emerald Coast Parrot Head Club and referred to as the "ECPHC".

B. **Purpose:** The purpose of this LLC not-for-profit 501(c)(3) organization is to promote friendship and organize social activities for people who share an affection for a tropical spirit, island music and a desire to contribute to the betterment of the community through a variety of volunteer and charitable efforts and functions.

C. **Disclaimer:** We are recognized by, but in no way attached to Jimmy Buffett or any of his business interests. Clubs are permitted to use the trademarked term "Parrot Head" but NOT Jimmy Buffett's name or any of his other trademarks.

## ARTICLE II: MEMBERSHIP

A. Membership in the ECPHC shall be open to anyone meeting the membership requirements specified in Article II, Section B. The ECPHC shall not discriminate based on gender, race, creed, color, religious belief or disability.

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 Executive Committee (ExComm) prior to December 31 of each year. The Executive Committee will herein be referred to as the "ExComm".
2. The person must have an interest in community service and environmental concerns.
3. The person must have a commitment toward the success of achieving the purpose of the organization.

C. Termination of Membership: Any member with dues in arrears as of April general membership meeting will be considered inactive.

As the ECPHC will not condone any behavior contrary to our purpose, the ExComm will review the actions of any member acting in a manner injurious to the Club or to other members, guests or hosts of the Club and, if such harmful actions are unanimously determined by the ExComm to be detrimental to the Club or in adversity to the purpose of the Club as described in Article I-B above, said member will be notified in writing of his or her termination from Club membership.

D. By joining the Emerald Coast Parrot Head Club LLC, I ( we) hereby for myself, assigns, (dependent children), (guest), their heirs, assume any and all risk associated with my (our) participation in all club activities and events, and further wave, release of claims, discharge and covenant not to seek legal action against the Emerald Coast Parrot Head Club LLC, its officers, members, sponsors, organizers or other representatives and their assigns for any injuries or damages of any kind whatsoever as a result of taking part in an event or related club activities.

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## E. Payment of Dues

1. All renewals of membership will be based on the annual dues rate, regardless of date of renewal.
2. Any person who has not paid dues by 31 March will be considered to have terminated his/her membership and payment of dues will reinstate his/her membership.

## ARTICLE III: OFFICERS AND ADMINISTRATION

- A. All elected and appointed members of the ExComm must be current members of the organization.
- B. The organization will be managed and operated by the ExComm which is composed of the following individuals: President, Vice President, Secretary, Treasurer, and 3 Members at Large.
- C. The ExComm will meet at least quarterly; the President can convene additional meetings at his/her discretion.
- D. For any meeting, a quorum shall consist of 4 of 7 members of the ExComm.
- E. A majority vote is required to adopt any motion introduced at the ExComm meeting.
- F. ExComm meetings shall be conducted utilizing parliamentary procedure (i.e., Robert's Rules of Order) as a guideline.

## ARTICLE IV: PERIOD OF SERVICE

- A. The terms of office will run from January 1 to December 31 on the following basis:
  1. Each officer's term will consist of one (1) year running from January 1 to December 31, with each officer limited to two (2) consecutive terms in a particular office. A one (1) year break in service is required before a member can rerun for any position. The Board or ExComm will be elected by a majority vote of the general membership as follows:
    - a. No later than September 15<sup>th</sup> of each year, a Nominations and Elections Chairperson (NEC) will be selected by the current President to serve as the individual who takes nominations and counts votes for the general election. This individual will not be a current Board member, but must be a current member of the Emerald Coast Parrot Head Club.
    - b. The NEC will receive signed nominations in writing from the membership by October 15<sup>th</sup>, designating the specific office each candidate is seeking, and present all nominations to the ExComm no later than October 25<sup>th</sup>. Applicant must submit any/all qualifications, skills and/or experiences for consideration to the NEC before the October 15<sup>th</sup> deadline.

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- c. The NEC will then place each eligible candidate on the ballot, corresponding with the specific seat they are seeking, and present the slate to the ExComm for distribution to the membership no later than the November membership meeting.
- d. The membership shall vote using the official ballot, returning the completed ballot to the NEC by 6:30 p.m. during the December membership meeting. The NEC and his/her committee will then count the ballots and announce the new Board during the December membership meeting.
- e. The candidate who receives the highest number of votes for each position will be declared the winner for that particular seat. If a tie vote should occur, the ExComm shall vote to break the tie, using Board voting procedures. If an existing Board member is running for office in the current election, he/she shall abstain from casting a tie-breaking vote.
- f. The NEC will announce the results of the election to the general membership during the December membership meeting.
- g. The new Board will convene no later than January 15<sup>th</sup>, at which time all necessary transfers shall take place.
- h. The NEC's term expires at the close of the election, and the same individual may not repeat the position for 3 years.

## **ARTICLE V: OFFICERS AND ROLES AND RESPONSIBILITIES**

### A. President

- 1. The President shall serve as the Chief Executive Officer and liaison with other local groups and any other organization with which the club wishes to communicate.
- 2. The President shall preside over all meetings of the ExComm.
- 3. The President shall appoint all committee chairman and any other appointive officers with the approval of a majority vote of the ExComm, and shall make any other appointments deemed necessary by that body.

### B. Vice President

- 1. The Vice President shall assist the President in administrating 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 their term.
- 2. The Vice President shall oversee the planning and implementation of all committees.
- 3. The Vice President shall be responsible for overseeing the planning and execution of all Phlockings.

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4. The Vice President shall be responsible for overseeing all club communications.

## C. Secretary

1. The Secretary shall keep minutes of all the ExComm meetings.
2. The Secretary shall furnish copies of the minutes to all ExComm members, appointed officers, and to others designated by the ExComm or the President.
3. The Secretary shall compile the agenda and submit it to the President one week prior to the ExComm meeting and will ensure that the agenda is posted on the ECPHC web site.
4. The Secretary shall respond or correspond with other groups or individuals as requested by the ExComm 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.

## D. Treasurer

1. The Treasurer shall assume responsibility for the financial matters of the organization.
2. The Treasurer shall attend ExComm meetings and have the books of the organization ready for examination by any member of the ExComm upon request.
3. The Treasurer shall present the books annually for inspection by a member of the ExComm appointed by the President.
4. The Treasurer shall prepare quarterly reports for presentation to the ExComm.
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.
6. The Treasurer shall disperse the scholarship funds prior to 31 December of each year to ensure matching state funds are provided, if available.

## E. Members at Large

1. It is the responsibility of the ExComm Members at Large to attend the ExComm meetings and to present in good faith the issues and concerns of members of the organization who are not members of the ExComm.
2. A Member at Large may accept a request by the ExComm or the President to serve as its special agent in specific matters.

## F. Minimum Requirements

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Each member of the ExComm must attend a minimum of one function per month.

## ARTICLE VI: APPOINTIVE OFFICERS

### A. Guidelines

1. The President can select any necessary committee chairperson from the membership at large, subject to approval of a majority vote of the ExComm, to serve in committee positions which the board has created.
2. No appointed chairperson will have a vote in any ExComm decision.
3. The tasks of the appointed chairperson and his/her committee will be defined by the ExComm.
4. Committee members serve at the discretion of the committee chairperson in charge of that committee.
5. The committee chairperson's term of office will be determined by the ExComm.
6. The appointed chairperson may be removed by a 2/3 vote of the ExComm.
7. The appointed chairperson may appoint his/her own committee members.
8. The following standing committees are established in order to maximize involvement and participation of the Club members. The appointed chairpersons include the following:
  - a. Membership
  - b. Web-Site Coordinator
  - c. Nominations and Elections
  - d. Merchandise
  - e. Community Events
  - f. Communications/Public Relations
9. Other special committees and chairpersons may be established and appointed as the need arises to deal with specific projects.

### B. Roles and Responsibilities of Appointed Committee Chairpersons

The purpose of all committees is to ensure that day to day functions and special events are completed in a timely manner. To this end the committees, working under a Chairperson, are given the detailed responsibility of specific events and activities. The committees are expected to work closely with the ExComm on all projects and events. They are also required to keep the President and ExComm informed of all plans and progress.

#### Membership Committee:

1. Accept and process new member applications.

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2. Maintain membership roster.
3. Welcome new members to the Club, to include a personal welcome, phone call or e-mail, at or before their first event.
4. Email renewal reminders to all club members at least thirty (30) days prior to membership expiration.
5. Contact members whose memberships have lapsed.
6. Provide staffing to manage membership tables with knowledgeable and enthusiastic members at designated events.
7. Timely transfer all documents related to the position.
8. Maintain and promote timely communications with the ExComm and the general membership.

## Web-Site Coordinator:

1. Maintain and post club related information approved by the ExComm for publication.
2. Work with the public relations committee to ensure information is accurate and timely.
3. Coordinate with the web site host provider, as required.

## Nominations and Elections:

The roles and responsibilities of this position are already described in Article IV and Article VIII, A, 6.

## Merchandise:

1. Maintain an adequate supply of club merchandise with proceeds going toward funding Club events.
2. Attend monthly membership meetings, at a minimum, to provide access to merchandise for club members.
3. Support special events, as required.

## Community Events:

1. Plan, execute and recommend to the ExComm a schedule of social and service activities consistent with the mission statement of the Club and PHIP.
2. Gather and disseminate information regarding charities and community service projects.
3. Oversee all Club charitable and community service projects.

## Communications/Public Relations:

1. Publicize all club events to the membership.
2. Implement a system to contact members on a routine basis, to encourage club participation and membership renewal; e.g., email, newsletters, web site.
3. Coordinate with community leaders and local media to publicize club events and participation in local events.
4. Coordinate with the Web-Site Coordinator to ensure all club events and other communications are posted, accurate, and timely.

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## ARTICLE VII: MEETINGS

1. A general membership meeting will be held at least annually at a time and place to be determined by the ExComm, and communicated to the general membership.
2. All ExComm meetings are open to all members of the organization, but only ExComm members can vote at ExComm meetings.
3. If no business meeting has been called for 18 consecutive months, any member may call a special business meeting by sending a written notice to each elected and appointed officer.
4. Proxy
  - a. Any member of the ExComm will not 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.
  - b. Any Club member will not 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. Elections can be held at any time for any reason by a majority vote of the ExComm. Only the ExComm can present motions to be voted on by the general membership or before the ExComm.
2. The ExComm as a whole or in part will not endorse any candidate for any office.
3. Any election or voting for any reason not otherwise covered in these by-laws, which require membership vote, will be advertised and all votes will be based on majority votes of present membership.
4. Any items to be voted on by the general membership must be communicated to the members at least one (1) month prior to the deadline for voting.
5. To vote in the current year, you must be a paid member by 15 September of that year.
6. Nominations and Elections Committee
  - a. The Nominations and Elections Chairperson (NEC) overseeing the election of the ExComm shall abide by the course of action as described in Article IV Section 1, items a through I.
  - b. The NEC can be removed for failure to perform his/her duties in a timely and objective fashion by a 2/3 vote of the ExComm.

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## 7. Votes within the ExComm

- a. In the event of a tie vote within the ExComm, the tie vote in an election, or in a motion before the ExComm, the tie will be broken by a vote of the President.
- b. In the event that any business must be decided by the ExComm between scheduled meetings, the President may conduct a meeting by telephone or email of each member of the ExComm, either individually or as a group. Regular quorum rules will apply with each member considered present.

## B. Nominating

1. Candidates wishing to run for office who are not already on the ExComm will follow the procedures in Article IV Section 1.
2. Only current members will be considered for nomination to any elected position.
3. Applicant must have served as an active member during the past six months.
4. In the event that an elected officer fails to meet the membership requirements at any time during his/her term, he/she will receive written notice from the ExComm that a 30-day grace period will be offered to correct the disqualifying event. At the end of the grace period, any elected officer who has failed to meet the membership requirements will forfeit his/her position on the ExComm.

## C. Replacement of Members of the ExComm

1. If a member of the ExComm 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 ExComm.
  - a. Recalls of any member of the ExComm can be made by any member upon presentation of a petition, which describes the reason for recall. The petition must be signed by at least 25 members at the date on which the petition is presented to the President or the remaining ExComm members.
  - b. The recall of any elected officer may be effected for any of the following reasons:
    - i. Mental or physical disability resulting in substantial inability to execute the duties of that office.
    - ii. Malfeasance, misfeasance or nonfeasance of office.
    - iii. In direct conflict with the purpose of the ECPHC as described in Article IB above.

## ARTICLE IX: MISCELLANEOUS



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1. Reimbursement of approved expenses to any member who has incurred expenses on behalf of the organization must be accompanied by a written request for reimbursement to any member of the ExComm. Proper documentation including receipts must be submitted for consideration.
2. Expenses in excess of \$50 should be discussed in advance of payment to receive authorization from the ExComm.
3. Any property belonging to the organization shall not be used or consumed by any person without written consent of the ExComm and an 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.
4. The fiscal year for the ECPHC shall begin on January 1 and end on December 31 of each year.
5. The President, Vice President, and Treasurer are the authorized signatories of the organization's bank account.
6. The following statement is to be added to each membership directory: "This directory is for the exclusive use of ECPHC members. It is not to be utilized for any purpose not directly associated with the ECPHC, nor is it to be released to other parties without the approval of the ExComm."
7. ECPHC Newsletter advertising rates shall be set by the Editor with approval of the ExComm.

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

Amendments to these By-Laws may be proposed by a petition signed by 25 or more members and presented to the President. The ExComm can present, for general membership vote, any amendments to the By-Laws which have been approved by the ExComm by a 2/3 vote.