

By-Laws for the Parrot Head Club of Eastern Massachusetts Incorporated

Article I: Name

1. The name of the organization shall be Parrot Head Club of Eastern Massachusetts Incorporated hereafter referred to as PHCOEM.
2. The organization shall have a seal which shall be in the following form:



Article II: Statement of Purpose

PHCOEM exists as a phlock living out the philosophies of Parrot Heads; celebrating a common passion for fun and life and contributing to the local community through efforts on behalf of charitable organizations.

PHCOEM is a chartered club in good standing with the international parent organization of Parrot Heads in Paradise, Inc., hereafter referred to as PHiP.

Article III: Membership

Membership in PHCOEM is open to anyone meeting the following guidelines:

1. A member should have an interest in community service and environmental concerns.
2. A member should have an interest in the music of Jimmy Buffett.
3. A member must pay dues annually in January.

Payment of dues

A member's annual dues will start on the date he or she joins PHCOEM and must be made annually in January for all following years of membership.

By a majority vote, the Board of Directors (BOD) can waive, reduce, or extend the deadline for payment of dues for any member due to financial hardship.

Any member who has not paid their dues by the end of January will be considered delinquent and their membership will be suspended. Payment of dues will re-activate his or her membership.

Changes in annual dues will be determined by a majority vote of the BOD.

Recall of Membership

The BOD reserves the right to recall any membership.

Reasons for recall can be, but are not limited to: misfeasance, malfeasance, nonfeasance, possession of an illegal controlled substance at an event endorsed by the organization, or direct endangerment to self or others. Or a violation of any of the items addressed in the PHCOEM Code of Conduct which is posted on the website.

A recalled member may make an appeal in writing to the BOD by submitting a petition to the arbitration committee. Upon receipt of such a petition, the arbitration committee shall re-evaluate the recall and forward their recommendation to the

BOD. A majority vote of the BOD will determine if the recall stands or if the member will be reinstated.

The Arbitration committee shall be made up of a volunteer member in good standing from each ambassador location. A current sitting BOD member is not eligible to sit on said committee.

Article IV: Board of Directors and Administration

All elected and appointed members of the BOD shall be current members in good standing with membership dues fully paid.

Board Members:

- The Board of directors will consist of seven positions.
- These Positions will be filled via the process mandated within these By-Laws.
- Allowing of Co-Chairing for Community and Environmental Affairs, Social and Membership board positions is acceptable, however, the position holds only one vote so agreement between the co-chair should be reached and determined who will speak for the position. Should a co-chair person not be able to fulfill their term, the remaining co-chair can decide to either continue alone or ask for another co-chair to be appointed until the next election for that position.
- The Board of Directors positions will be President, Vice-President, Secretary, Treasurer, Community and Environmental Affairs, Membership Director, and Social Director.
- These positions will be open for election in alternating years as described below.
- All terms will begin on September 1st and end on August 31st of the following odd or even year as it applies to each position. (See Article V for description of positions)

President – Elected in even numbered years

Secretary – Elected in even numbered years

Community and Environmental Affairs – Elected in even numbered years

Vice-President – Elected in odd numbered years

Treasurer – Elected in odd numbered years

Membership Director – Elected in odd numbered years

Social Director – Elected in odd numbered years

Period of Service:

Each officer's term will consist of two (2) years running from September 1 to August 31 of the second (2nd) year. Each officer will be selected by a vote of the membership as described in Article VII, Elections.

The seven members of the BOD will be entitled to one (1) vote on all matters of the administration unless otherwise specified in the By-Laws. A majority vote is required to adopt any motion introduced at any BOD meeting. Members may attend meetings by teleconference, video conference, or any other electronic method as required.

Replacement of Members of the BOD. If a member of the BOD, with the exception of President, relinquishes their position or cannot fulfill their term of office, any club member can nominate a candidate to fill the position until the next general election. The candidate shall be approved by a majority vote of the BOD. The vacated position will be put to vote at the next scheduled general election for that position. In the case of President, the Vice President shall assume the position of President, and the vacancy of the Vice Presidency shall be filled as described above. Should the Vice President be unable or unwilling to assume the duties of President, the following order of succession shall be used: Treasurer, Secretary, Membership Director, Community and Environmental Affairs, Social Director.

Any Board member may be removed from office for just cause including, but not limited to malfeasance, nonfeasance, misfeasance, gross negligence in office, or actions determined to be a detriment to this organization as a whole. A motion for removal will be brought before the entire Board of Directors, who shall disburse such motion to the rest of the Board of Directors for consideration. An emergency meeting of the Board of Directors will convene within 30 days of notification. The entire Board of Directors will attend this meeting, unless written dispute or any Board Member requests clarification. Such request shall be filed within seven (7) working days with the BOD. This correspondence shall continue until the matter is resolved and voted upon. A two-thirds majority of the balance of the Board of Directors is necessary for action.

Article V: Officers and Duties

President

- Shall be the Chief Executive Officer and work as a liaison between PHiP and other Parrot Head Clubs and relay these communications to the BOD.
- Shall preside over the Annual club meeting, and any special general meetings that are called.
- Shall represent PHCOEM positively within local communities.
- Shall serve as liaison to national level organizations, sponsors (i.e., Margaritaville Foods) and other clubs.
- Shall set the business rhythm for the BOD including, agendas, timing of notices and timing of meetings. Provide agenda for all BOD meetings and facilitate said meetings.
- Shall indoctrinate and assimilate new BOD members.
- Shall demonstrate leadership and move the Club forward toward the ideal of the Golden Coconut.
- Shall be responsible for responding to all complaints except those about the President, which shall be handled by the Vice President. The President may respond to complaints directly and will publish a summary via the BOD minutes.
- Upon leaving office, former Presidents shall be included in all email correspondence involving the BOD, should they so desire, and will hold an advisory (non-voting) position on the BOD for two years after the next President assumes the position. This advisory position may be temporarily suspended at the discretion of the outgoing President, the incoming President, or the BOD.

Vice President

- Shall assist the President in administering the business of the organization, shall preside in the absence of the President and shall succeed the current term if the President is unable to serve out the term.
- Shall be responsible for the administration of all raffles conducted during PHCOEM events, including, but not limited to, prize distribution and ticket sales. Shall serve as BOD buddy for any member running a raffle.

- Vice President should be responsible for responding to all complaints about the president.
- Shall be responsible for administering a member recognition program.
- Shall be responsible for sending correspondence to members for life changing events such as bereavement, birth announcements, marriages...etc.

Secretary

- Shall take the minutes of all meetings of the BOD and publish to the membership within 7 days.
- Shall be responsible for external communication with media outlets. (i.e. Press Releases, Radio Contacts, etc).
- Shall be responsible for writing grant proposals and external recognition applications.
- Shall maintain the club bylaws.

Treasurer

- Shall assume the responsibility for all financial matters of the organization and keep regular books of account which shall be open at all times to any member of the organization upon request.
- Shall provide monthly financial reports at the BOD meeting.
- Shall be responsible to reimburse members for BOD approved and documented club expenses and notifying member of documentation needed to get approval or reimbursement.
- Shall be responsible for distributing payments to organization from the club within 45 days of the event and as required.
- Shall prepare all regular financial reports for PHCOEM.
- Shall be responsible for administration of financial auditing and tax reporting.
- Upon leaving office, shall pass on all funds, books, and records, for the present and prior years, in good condition to the succeeding Treasurer.
- Shall be responsible for maintaining records as required by PHiP for its annual report.

Community and Environmental Affairs

- Shall be responsible for establishing and maintain relations with non-profit, charitable and environmental organizations for which we can volunteer our time, talent or treasure.
- Shall be responsible for administration and coordination of community service events which shall include but not be limited to the following:
 - Documenting and reporting to Membership Director member attendance at events.
 - Specific event requirements.
- Shall maintain and publish a schedule of community service events.
- Shall be responsible for maintaining detailed records of community service events as required by PhiP for charter renewal.

Social Director

- Shall be responsible for increasing the social participation by the membership.
- Shall be responsible for administration and coordination of social events which shall include but not be limited to the following:
 - Documenting and reporting to Membership Director member attendance at social events.
 - Specific event requirements.
- Shall maintain and publish a schedule of social events.
- Shall be responsible for maintaining detailed records of social events as required by PhiP for charter renewal.
- Shall be responsible for increasing social activity and participation by club membership

Membership Director

- Shall be responsible for administration of membership in the club which includes but is not limited:
 - Dues
 - Club specific identification
 - PHIP membership cards
 - Club membership information communication
- Shall be responsible for administration of club tickets, should any be available, as described in Article XI, below.
- Shall be responsible for administration for the Parrothead Points program.
- Shall have the primary responsibility for recruitment of new members and maintaining up-to-date information on the entire membership.
- Shall be responsible for maintaining detailed membership records as required by PhiP for charter renewal.

Common Duties for all BOD members:

- All BOD members shall provide a monthly update and/or report of activities for BOD meetings and for publication in the minutes, if applicable.
- All BOD members are responsible for fielding complaints, welcome suggestions, taking questions from the membership and bringing them to the BOD if necessary.
- Upon leaving office all BOD members shall pass on all contacts, materials, notes, and records, for the present and prior years, in good condition to the succeeding BOD member.
- Prior to leaving office all BOD members shall spend a period of three (3) months acclimating the incoming officer to the responsibilities and procedures of his/her position.
- Upon leaving office, if mutually agreed upon by the BOD and the outgoing BOD member, the outgoing member shall assume an advisory position to the new BOD member, as necessary, for a period up to two years.

- BOD should foster unity within the club.
- BOD should foster new relationships with community organizations.

Article VI. Appointed Officers

- The BOD may create any committees as necessary and may appoint any officers to run these committees from the membership.
- All appointed officers shall be members in good standing.
- All appointed are required to give regular status reports to the BOD.
- The BOD shall be responsible for making the membership aware of any officers needs via the most efficient means.
- No appointed officers will have a vote in any BOD decision.
- The BOD will define the tasks of the appointed officer.
- The BOD will determine the officer's term of office.
- The appointed officer may be removed by a 2/3 vote of the BOD.
- The appointed officer will submit a list of potential committee members to the BOD for approval. The BOD will approve all committee appointments by a simple majority vote.
 - Committee members serve at the discretion of the officer appointed by the BOD.
- The appointed officers may include, but are not limited to the following: Special Events Chairpersons. In addition, the following BOD members will chair these committees should they choose to create them during their term in office: Secretary, Newsletter Committee; Membership, Ticket Committee; Social, Social Committee; Community & Environmental Affairs, Community & Environmental Affairs Committee.

Electronic Media Officer

- Shall administer the domain PHCOEM.COM
- Shall be responsible for administering and moderating electronic media accounts and tools, including but not limited to the following:
 - PHCOEM.com

- Yahoo! Groups
- Social Media
- Goodle Docs
- Facebook
- Online payment systems
- Assist BOD in updating all online documentation.
- Shall be responsible for administration of any electronic voting.
- Reports to the president.
- Has access to all BOD members.
- Is accessible by all BOD Members.
- Should attend all BOD meetings.

Thirstday Ambassadors

- Thirsty Ambassadors shall administer the monthly social gathering on the first Thursday of every month at a designated location. Administration will include but not be limited to the following:
 - Announce the location and time of the meeting
 - Communicate club events and news to the members at the location
 - Assist the board in administering any special events or projects such as raffles
 - Take attendance and report to Membership within 7 days
 - Account for any monies and property collected at meetings on behalf of the club
 - Foster club unity through coordinated events such as team drink at 8:00pm
 - Function as a local community representative of the Membership Director and proactively involve new and potential members

- Shall recommend a member within their area to be part of the arbitration committee for any members that has had their membership revoked and would like it to be re-instated.

Article VII: Elections

Nominations

All nominees must be a Parrot Head Club of Eastern Massachusetts Inc. member in good standing for one year from the nomination deadline and active with a minimum of six Parrot Points.

Nominees shall submit to the BOD their intention to run for office, the office in which they are interested, and biography to support their nomination not later than 1 May.

In the event of a vacancy, with the exception of the position of President, due to resignation, removal or lack of candidates, the BOD will select an interim director to serve remainder of the term. Special elections are not provided for in these By-Laws.

In the event of a vacancy in the position of President due to resignation, removal or lack of candidates the Vice-President shall fulfill the entire remainder of the President's term. The Vice-President's vacancy will then be filled in accordance with these By-Laws governing BOD vacancies.

- Vacancies may only be filled by those members eligible to become candidates under these bylaws.
- There will be no write in candidates.

Elections Committee

- Each year BOD members not up for election shall form the Election Committee.
- The Election Committee will publish the slate of candidates and their one page resume/biography no later than 15 May.
- The election will be held on or about 1 June. The Election committee shall determine the most efficient way to conduct voting.
- All members that are 18 years or older shall have the right to vote

- For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- The Committee will advise those who did not win the election not later than 30 June.
- The Committee will publish the newly elected BOD members not later than 1 July.
- In the event of a tie the position will be awarded to the candidate who had the most Parrot Points during the 12 month period ending 1 JUNE.
- All candidates elected will be invited to begin attending BOD meetings in July so that the outgoing BOD member can acclimate them to their role.

Article VIII: Meetings

General Membership Meeting

- An annual general membership meeting will be held at a time and place to be determined by the BOD and communicated to the general membership a minimum of 30 days prior to the meeting.
- See Article IX, for quorum and voting rules.

BOD Meetings

- The BOD will normally meet monthly and may convene additional meetings at its discretion.
- The quorum at any BOD meeting shall consist of 4 of the 7 members of the BOD.
- Voting on issues will require that all members have their say in the vote request put before them. Although a majority vote is what is required to pass.
- Minutes of BOD meetings shall be available to all members in good standing upon request.
- ORDER OF BUSINESS
 - 1.Call to Order.
 - 2.Old and Unfinished Business.
 - 3.New Business.
 - 4.Reports of Officers.

5. Reports of Committees if any.
6. Determination of next Board Mtg time and location.
7. Adjournment.

- The BOD will meet monthly. If there is insufficient business to warrant a meeting, the President may elect not to hold a meeting, provided such a motion is approved by a simple majority vote of the BOD. Additional business may be conducted outside of the monthly BOD meetings, through any means of communication accessible to all BOD members.

Article IX: Voting

- Voting can be held at any time, for any reason, by a majority vote of the BOD.
- All PHCOEM members can present motions to be voted on by the general membership at a general membership meeting or before the BOD at any BOD meeting, provided sufficient notice is provided to place the motion on the agenda of the meeting.
- The BOD as a whole or in part will not endorse any candidate for any office in any arena except as specified in Article IV.
- Any election or voting, for any reason not otherwise covered in these By-Laws which requires a membership vote, will be advertised at least thirty (30) days in advance. All votes will be based on majority vote.
- In the event of a tie vote at any meeting, the vote shall first be recounted. If a tie still results, the topic shall be re-discussed and re-voted on until there is a majority decision.

Article X: Definition of Events

Community Service and Environmental Affairs

- The primary purpose of the event, as designated by the BOD is to support a charitable or environmental organization or to provide a community service or if the primary purpose of the event is to raise money for a charitable organization, i.e. Fall Phling, Bus Trip to Mohegan.

Social

- The primary purpose of the event as designated by the BOD is social in nature.
- If a raffle or fundraiser is held during a social event, the event remains a social event

Article XI: Ticket Distribution

Policy Parrot Point System: In the event that club concert tickets are made available the tickets will be distributed using the following manner of recording points:

- **The Parrot Point System:**
 - 1 point for attending a social event, or donating items to social or charitable event(s) but not able to attend.
 - 1 point with a maximum of 12 yearly for Parrot Heads without Borders
 - 2 points for attending a Community and Environmental Affair service event
 - 3 points for organizing a Social event
 - 4 points for organizing a Community and Environmental Affair service event
 - BOD members will continue to receive 2 points per month.
- These points will be communicated by the appropriate BOD members for entry into the database. The points are awarded per paid adult member and recorded as such.
- The ticket administrator which is the membership director will determine the amount of “assistants” required. The BOD will recommend the Ticket

Administrators “assistants” from the general membership. The role of the assistants will be determined by the Ticket Administrator.

- Prior to ticket distribution e-mails will be issued listing the points earned by each club member. The e-mail will also include the Ticket Administrator(s) phone numbers for ticket questions and BOD member’s phone numbers for non-ticket related questions. The object of this is to use the ticket process as an opportunity to receive feedback from the membership.
- The ticket administrator(s) will be responsible for the making of the allocation phone calls, writing informational articles for the $\frac{3}{4}$ Times Newsletter, collecting money and gathering member feedback from those calls.
- During allocation phone calls BOD members (some or all) will be at home to field unrelated questions. Any non-ticket questions will be referred to the awaiting BOD members to provide for immediate follow-up.
- The ticket administrator(s) will update the BOD frequently, or when changes are made to the final distribution list, i.e. refusals and returns (and increasingly as the concerts approach) regarding the status of tickets and their distribution.
- Payments can either be mailed in or paid online if resources are available to do so. A self-addressed stamped envelope may be required for distribution of tickets and at the discretion of the ticket administrator(s).
- The ticket Administrator(s) will be responsible to submit contingency plans to the BOD to deal with late arriving tickets.
- The ticket administrator(s) will determine the distribution method (mail, at a function, or pick-up).
- Ticket Administrator(s) will be polite and courteous to the members.
- When there are clusters of members with the same amount of points and insufficient tickets to cover them all the BOD will make the determination of who gets the tickets via a lottery drawer of eligible names.

- Ticket(s) can be set aside for club member reward program and will be decided by the BOD.
- The Founders (Jim Skerry, Nick Cattagio, Phil Scibeli, and Al Mosier) will be eligible for two tickets regardless of activity level.
- Every effort will be made to keep families together by seating and day of ticket assignment, but point level will be a major factor. A person with more points will not be denied their choice of concert day.
- Unused tickets will be returned to the club. There will however be a reasonable accommodation for extenuating circumstances.
- Points will be tallied for approximately 12 months prior to the ticket distribution date.
- The BOD for PHCOEM will be the interpreter of all PHIP rules.
- Ticket account is to be set up and maintained by Club treasurer
- The BOD will approve all expenses and documentation will be provided to them.

Allocation of Tickets

- Tickets allocated based on the Parrot Point system.
- The BOD will meet (this is one meeting we should endeavor to include all of the BOD members in). At this meeting the BOD will do several things.
- Tickets will be distributed PER PAID ADULT MEMBER. Tickets will be distributed 2 per member. BOD members will be treated the same as other members (2 tickets Per Paid Adult).
- The BOD however will return to the practice of setting a cut-off point. After this cut off point tickets will be distributed to those who do not have enough points to qualify on their own, but do so in a couple or family membership. This is a type of 2 tier system where the most active are rewarded, but we still distribute tickets to a more diverse group.
- All memberships are defined as single memberships. However, an appropriate discount on membership fees will be given for two members in the same household. Children under eighteen may be added to any membership, but they will not be entitled to vote or receive tickets.

Article XII: Assets and Liabilities

- Reimbursement of expenses to any member who has incurred an expense on behalf of the organization must be accompanied by a written request for reimbursement to the BOD. Proper receipts and documentation must be submitted for consideration.
- Submission of officers' receipts for reimbursement will be approved in the same manner except the officer will excuse himself/herself during the discussion of the reimbursement and will not vote on the same.
- Proceeds of an event are the property of the club and should be submitted to the treasurer within 30 days of the event.
- Members need prior approval from the BOD for commitment of club funds.
- Any property belonging to the organization shall not be used or consumed by any person without the written consent of the BOD and an approval by a 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 organization absent in an overriding legally enforceable contract.

The fiscal year for PHCOEM shall begin on Jan 1 and end on Dec 31.

- The Treasurer, President and Vice-President shall be authorized signatories of the organization's bank account.
- All special events shall be budgeted to at least "break even" financially. If a deficit appears likely, it will be reported to the BOD promptly.
- Any prize or incentive that is derived from the Club shall return to the Club.
- Request for dissolution of the club can be made by a club member in good standing to the Board of Directors.
 - The Board of Directors shall determine whether this vote shall be presented to all members in good standing.
 - Dissolution will be done if enough votes are collected such that the remaining club members no longer meets PHiP's rules for a club in good standing.
 - This vote will take place by written ballot.
 - Upon the dissolve of the organization, any monies left in the bank account will be designated as a charitable donation.
 - Club members will vote as to which charity shall receive the funds.

Article XIII: Amendment to By-Laws

- These By-Laws may be amended by a majority vote of the BOD as required and as deemed necessary for the conduct of Club Business. In addition, amendments may be proposed to the BOD by any member in good standing.
- Changes will be presented to the membership in the most efficient manner as determined by the BOD. There shall be a comment period of 30 days during which Members may respond to the revised By-Laws. Any discussion deemed necessary will be held in public forum. At the end of the discussion period, the BOD shall vote on the revised By-Laws.

Article XIV: Adoption of By-Laws

- These By-Laws and revisions to them will go into effect when they are approved by a majority vote of the BOD.

Article XV: Hall of Phame

- The Hall of Phame induction will be administered by the Hall of Phame members