



PHIN CITY PHC BYLAWS

Article I: General

- A. **NAME:** This organization will be called Phin City PHC (PCPHC).
- B. **PURPOSE:** The purpose of this organization is to promote Phin City PHC as a humanitarian group that shares information and social activities for mutual benefit. The organization will engage in activities which are charitable, educational, and that promote the general welfare of the community.
- C. **STATEMENT OF PURPOSE:** Phin City PHC is a non-profit corporation whose purpose is to assist in local community events, environmental concerns, children's advocacy groups, and educational organizations as well as provide a variety of social activities for people who are interested in the music of Jimmy Buffett and the tropical lifestyle he personifies.
- D. **COMPLIANCE:** This organization has been created under the ideals of the Parrot Heads in Paradise (PHIP) Inc., the nationally sanctioned Parrot Head Club, and will remain an organization in good standing, respecting all guidelines and bylaws of PHIP. Nothing contained herein shall supersede the bylaws of PHIP.

Article II: Membership

- A. Membership in Phin City PHC shall be open to anyone meeting the membership requirements specified in Article II, Section B.
- B. Membership requirements shall be as follows:
 - 1. A member must have an interest in the music of Jimmy Buffett.
 - 2. A member must have an interest in community service, environmental concerns, education, and the welfare of children.
 - 3. A member must have a commitment toward the success of achieving the goals of the organization.
 - 4. A member shall pay dues according to a rate and schedule set and approved by the Executive Committee each year.
 - 5. A member must comply with the code of conduct as set forth in Article XIII.
- C. Payment of dues:
 - 1. Existing club members: payment of dues will be made annually on July 1.
 - 2. New members: initial dues can be paid at any time and will renew annually on July 1.
 - 3. A member will be considered in good standing if dues are received no later than 30 days after the due date (or July 31).

4. Any person who has not paid within 60 days of the due date will be considered to have terminated his and/or her membership and payment of dues will reinstate the membership under a new anniversary date and shall be subject to initial membership rates.
 5. There will be no refund of dues.
- D. Membership in good standing will entitle a member to receive club mailings, attend club events, purchase club merchandise, earn points to be eligible to obtain tickets for concerts and other club sanctioned events, be eligible to vote in club elections, and to register for MOTM.

Article III: Officers and Administration

1. All elected and appointed members of the Executive Committee (ExComm) must be current members in good standing of the organization. However, they will not be eligible should they have held any prior position on the ExComm and acted inappropriately or unprofessionally during their term. An exception may be made if all members of the current ExComm are in full agreement.
2. No person who is elected or appointed to the ExComm with a position of signature authority may serve concurrently with any other ExComm member with a position of signature authority who is related to the elected or appointee by marriage, civil union, through a "significant other" relationship, or as a blood relative closer than second cousins.
3. The organization will be managed and operated by the ExComm, which is composed of the following officers: President, Vice President, Secretary, Treasurer, Director of Membership, and two (2) directors-at-large.
4. Each officer's term will consist of one (1) year running from February 1 to January 31 of the following year, and will be elected by a majority vote of ballots received from the membership. Elected officers will be limited to three (3) consecutive terms in the same office unless otherwise approved/appointed by a majority vote of the ExComm.
5. If in the event that no member (in good standing) runs for a position on the ExComm, then the incoming ExComm will appoint a member (in good standing) to that position.
6. The ExComm will meet at least monthly and the President can convene additional meetings at his or her discretion. Minutes from ExComm meetings shall be made available to all members in good standing, and the information therein will be reported to the general membership at the next annual business meeting.
7. The quorum for any ExComm meeting shall consist of four (4) of the seven (7) members of the ExComm.
8. All members of the ExComm will be entitled to vote on all matters of administration unless otherwise specified in the Bylaws. A majority vote is required to adopt any motion at any ExComm meeting.

9. In the event of a tie vote (motion) within the ExComm, the motion dies and the voting ends. A new vote would take place only if and when a new motion is introduced and seconded.
10. In the event that any business must be decided by the ExComm between regularly scheduled meetings, the President may conduct a meeting by telephone or email, or other convenient means with each member of the ExComm, either individually or as a group. Regular quorum rules will apply with each voting member considered present.

Article IV: Officers and Duties

A. President

1. The President shall be 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 chair all the meetings of the ExComm.
3. The President shall appoint all committee chairs 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.
4. The President shall work with committee chairpersons and the Vice President in order to help ensure all assigned tasks are completed in a timely manner.
5. The President shall have the power to call special meetings as deemed necessary.
6. The President shall deal with other matters as may be placed in his or her charge by the ExComm.
7. The President shall deal with and try to resolve conflicts and issues within the Club and with the national PHiP board.
8. The President shall serve as liaison with other clubs and the National PHiP board or may designate this role to another member of the ExComm on a case-by-case basis.

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 all committees as well as the planning and implementation of group activities.
3. The Vice President shall deal with other matters and or powers that are delegated to that position by the President or the ExComm.

C. Secretary

1. The Secretary shall keep minutes of all 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 respond to or correspond with other groups or individuals as requested by the ExComm or President.
4. Upon leaving office, the Secretary shall pass on all materials, books, notes, and records for the present and all prior years in good condition to the succeeding Secretary.
5. The Secretary shall be responsible for additional duties as designated by the President and ExComm.

D. Treasurer

1. The Treasurer shall assume the responsibility for all financial matters of the organization.
2. The Treasurer shall have all financial records of the organization ready for examination by any member in good standing upon request.
3. The Treasurer shall record and keep track of all financial transactions. The Treasurer shall balance the checking account; issue checks for all charities and expenditures based on receipts supplied, and make available the monthly financial records of the organization.
4. At the monthly ExComm meeting, the Treasurer shall report in person or make available the monthly bank reconciliation statement and current financial status of the organization. The Treasurer shall also prepare quarterly reports for presentation to the ExComm.
5. Upon leaving office, the Treasurer shall pass on, for the present and all prior years, all funds, records, and books in good order to the succeeding Treasurer. A review of the financial records of the organization shall take place as set forth in Article IX.
6. The Treasurer shall be responsible for additional duties as designated by the President and ExComm.

E. Director of Membership

1. The Director of Membership shall be responsible for maintaining a current database of all members.
2. The Director of Membership shall be responsible for all correspondence relating to new members, renewals, and payment of dues. This correspondence includes, but is not limited to, providing welcome letters and a copy of the club bylaws to all new members and providing nametags for all members in good standing.
3. The Director of Membership shall be responsible for keeping track of attendance, which may include a signup sheet, at all club-sanctioned events.
4. The Director of Membership shall be responsible for maintaining and keeping track of the points of individual club members.
5. The Director of Membership shall be responsible for all club mailings.
6. Upon leaving office, the Director of Membership shall pass on all materials, books, notes, and records for the present and all prior years in good condition to the succeeding Director of Membership.
7. The Director of Membership shall be responsible for additional duties as designated by the President and ExComm.

F. Directors-at-Large

1. It is the responsibility of the Directors-at-large to attend the ExComm meetings and to present in good faith the issues and concerns of the members of the organization who are not members of the ExComm.
2. The Directors-at-large shall be responsible for welcoming and integrating new members into the organization.
3. The Directors-at-large shall be responsible for additional duties as designated by the President and the ExComm.

Article V: Appointive Officers

- A. The President can select any necessary committee chair from the general membership, subject to approval of a majority vote of the ExComm, to serve on any committee that the ExComm has created.
- B. The ExComm will define the tasks of the appointed committee chair and his or her committee.
- C. The appointed chair may appoint his or her own committee members with the exception of the ExComm elections committee.
- D. The ExComm will determine the term of office of any committee member.
- E. The appointed chair or any committee member may be removed by a majority vote of the ExComm.
- F. Committee members serve at the discretion of the committee chair in charge of the committee and/or the ExComm.
- G. The appointed officers may include the following chairpersons:
 - 1. Communications (Web page / Newsletter/ Facebook)
 - 2. Environmental Clean Ups
 - 3. Membership
 - 4. Special Events (ex. Last Man Standing)
 - 5. Raffle
 - 6. Social Events / Christmas Party

Article VI: Meetings

- A. A general business meeting will be held at least annually prior to February 1. The specific date, time, and location will be determined by the ExComm and communicated to the general membership at least 14 days in advance.
- B. At the general business meeting, the outgoing ExComm shall present detailed year-end financial reports as well as a general report of activities, income, special events, and charitable donations made during the previous year. Each outgoing ExComm member shall give a final status report. The outgoing ExComm shall present the incoming ExComm at which time the new ExComm will outline future plans for the upcoming year and choose necessary committees.
- C. All scheduled ExComm meetings are open to all members of the organization in good standing, but only ExComm members can vote at ExComm meetings. All members in good standing who attend will have an opportunity to speak.
- D. Any ExComm member unable to physically attend a meeting of the ExComm at which a vote is taken may vote via email or text provided that the message is sent from his or her email address or phone number as it appears on file with the PCPHC.

- E. Any ExComm member having more than two (2) unexcused absences from scheduled ExComm meetings may be removed from office by a majority vote of the ExComm.
- F. The organization will have at least one regular meeting (phlocking) per month. This event will include some type of charity fund raising event.

Article VII: Charity / Community / Environmental

The organization must participate in a minimum of two (2) community, charity, youth education, or environmental projects per calendar year. These may include:

- A. Charity
 - 1. Charity of the month (Donations of money / goods / services)
 - 2. Partnering with and support of local and national charities
- B. Community
 - 1. Walk-a-thons or other worthy service projects
 - 2. Assist in the general welfare of the local community
- C. Environmental
 - 1. Community Cleanup in the area
 - 2. Local and national environmental concerns

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 may present motions to be voted on by the general membership or before the ExComm.
 - 2. The ExComm will not endorse any candidate for any office, in any arena.
 - 3. To run for an office on the ExComm, a member must be in good standing and must have been a member for at least six (6) months. Eligibility requirements also include a minimum of one of each of the following: Attend a regular monthly meeting, attend an ExComm meeting, and attend a charity or environmental or community event.
 - 4. Any election or voting for any reason not otherwise covered in these Bylaws that require membership vote will be communicated to all members, and all votes will be based on majority votes of present members (or responding members if the vote is held by mail).
 - 5. Voting Procedure: Any items to be voted on by the general membership (other than the annual ExComm election) must be communicated to the members at least two weeks (14 days) prior to the deadline for voting. The ExComm will determine the deadline by which mail in votes must be received and only those responses received before the deadline will be counted.

6. Annual elections: the ExComm will appoint a two (2) member election committee by February 28. No person who is appointed to the election committee may serve concurrently with any person who is related to the appointee by marriage, civil union, through a “significant other” relationship, or as a blood relative closer than second cousins.
 7. For voting, the ballot will contain the name and address to which the ballot must be sent with a clear communication of the deadline for voting. All completed ballots received must include the member’s name in order to be considered valid.
 8. The Director of Membership shall mail (e-mail is acceptable) a nomination list of all open positions and job duties to all members in good standing by September 30. All nominations must be received by October 30 at the address supplied by the election committee. The address supplied cannot be an address used by the club or any current ExComm member. The Director of Membership shall verify eligibility of all nominees. The election committee will present the nominees at the regular November meeting. Ballots shall be mailed (e-mail is acceptable) by the Director of Membership to all members in good standing at least three (3) weeks before the election date.
 9. All ballots must be received on or before December 15 at the address supplied by the election committee. The address supplied cannot be the address used by the club or the address of any current ExComm member. Ballots will be counted by the election committee and a simple majority will elect. Results shall be provided to the ExComm prior to the regular January meeting at which time the new ExComm shall be presented to the members.
 10. Tie vote: In the event of a tie vote of any general membership vote, a tie-breaking vote will be held between the persons or options presented for vote at the next regular monthly meeting.
 11. Any member of the election committee can be removed by a majority vote of the ExComm for failure to perform any of his or her duties in a timely and objective manner.
- B. Replacement of the members of the Executive Committee
1. Replacement of President: The Vice President shall succeed to the term of President if the President is unable to serve out the term or is removed from office. The ExComm shall appoint another current ExComm member to the position of Vice President. The remaining position shall be filled using the replacement of officer procedures that follow.
 2. Replacement of an ExComm officer other than the President: Within ten (10) days of the withdrawal of any member of the ExComm prior to October 31, the election committee will solicit nominations for candidates for replacement. Elections for replacement officers will occur by secret ballot at the next regular monthly meeting. In the event of a withdrawal of any member of the ExComm (other than the President) after October 31, the remaining members of the ExComm shall present nominations for a temporary replacement until the term ends January 31. The candidate must be approved by a majority vote of the ExComm and must meet all eligibility requirements.

3. The recall of any elected officer 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. *
4. Recalls of any member of the ExComm can be requested by any member upon presentation of a petition that describes the reason for recall. The petition must be signed by at least twenty-five (25) members in good standing on the date upon which the petition is presented to the election committee. If a recall petition is deemed valid by the election committee, a vote shall be taken of the membership. A copy of the petition, together with a ballot, shall be presented to the members for vote within thirty (30) days of determination. Regular balloting rules shall apply to this election. The election committee shall supervise the voting, receive and count ballots, and certify the results, in writing, to the ExComm.
5. In all recall elections, a vote of ten (10) percent of the membership must be received in order to validate the recall. A simple majority of the ballots cast will determine rejection or approval.
6. The ExComm shall formally inform the membership of the results of the Special Election no later than ten (10) days following the certification of the election.

Article IX: Records

- A. The Treasurer shall keep full and complete books of the financial transactions of the organization.
- B. Upon the election of a new ExComm, the incoming President shall set a time no later than the upcoming business meeting for review of the financial records of the previous ExComm.
- C. The President shall cause a notice to be published notifying the general membership of the date and time of the review and informing them that they may attend and participate in the review if they so desire.
- D. Upon completion of the review and satisfaction of any questions raised during the review, the incoming Treasurer shall sign a document evidencing the new ExComm's satisfaction with the records and the Secretary shall place this document with the records of the organization.

Article X: Point system guidelines / Concert tickets

- A. Points will be awarded for involvement and participation in sanctioned club and charity activities as described in the current point system (as adopted by the ExComm).
- B. Concerts: In order to establish a fair and equitable distribution of any concert tickets that become available through association with Parrot Heads in Paradise and/or Phin City PHC, the current point system (as adopted by the ExComm) will be utilized.

- C. Points will be utilized to determine eligibility for concert tickets, club sanctioned events, eligibility for a position on the ExComm, or special club acknowledgements.
- D. Preferred seating will be given to the highest point holders.

Article XI: Phin City Press

- A. The official title of Phin City PHC newsletter will be Phin City Press.
- B. The editor of Phin City Press shall be appointed by the ExComm.
- C. The editor must approve the contents and layout of each issue of Phin City Press prior to publication.
- D. Phin City Press is to be published at least quarterly, and one copy shall be distributed to each membership.

Article XII: Amendments to the Bylaws

- A. The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the ExComm and ratified by the members in good standing.
- B. Amendments to these Bylaws may be proposed by any member in good standing at an ExComm meeting and shall be evaluated by the ExComm. Proposed amendment(s) shall be communicated to all of a general membership.
- C. A vote to ratify these Bylaws shall be made by those present at the next regular meeting and will be passed by a simple majority of those in attendance.
- D. Notification of any amendment(s) to these Bylaws will be communicated to all of the general membership.

Article XIII: Code of Conduct

It is the intention of Phin City PHC (PCPHC) to provide social and charitable activities for the enjoyment and benefit of all members of the organization, guests, hosts, and charities. All members of the organization shall be required to treat fellow members, guests, hosts, and their personal property with respect. All members of the organization shall agree to abide by all local, state, and federal laws. By acceptance of their membership agreement, all members must agree to demonstrate personal responsibility for their words and actions and to not exhibit behavior that is harmful to themselves, other members, guests, hosts, charities, or any personal property. The organization shall seek to provide a pleasant and positive atmosphere in which to share common interests in the tropical spirit, music, and tales of Jimmy Buffett and to promote charitable ideals. The PCPHC will not condone any behavior contrary to the objectives of the organization or any behavior that is deemed harmful or injurious to others. By virtue of membership in the organization, all members in good standing shall agree to "Party with a Purpose" in the most responsible manner.

Article XIV: Infractions of Bylaws

- A. Any membership may be suspended from the organization and from some or all rights and privileges therewith at the discretion of the ExComm for infractions of the Bylaws and/or Code of Conduct.
- B. Any membership may be terminated from the organization and from all rights and privileges therewith by a majority vote of the ExComm for infractions of the Bylaws and/or Code of Conduct or for participation in any illegal activity at officially sanctioned Phin City PHC functions.

Article XV: Miscellaneous

- A. 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 any member of the ExComm. Any expense that has not been pre-approved and is submitted after-the-fact may be denied by the ExComm; approvals must be made by a majority vote of the ExComm.
- B. Proper documentation including receipts must be submitted. Checks will be disbursed at least once per month.
- C. Submission of board members' receipts for reimbursement will be approved in the same manner except that the board member will not vote on his or her own reimbursement nor sign any check issued to him or herself.
- D. Expenses in excess of \$50.00 must be pre-approved by the ExComm.
- E. Mileage reimbursements will not be allowed.
- F. The fiscal year of Phin City PHC shall begin on January 1 and end on December 31.
- G. The President, Treasurer, and one other designated board member are the only authorized signatories of the organization's bank account.
- H. The following statement is to be added to each printed or electronic membership directory:
"This directory is for the exclusive use of Phin City PHC members. It is not to be utilized for any purpose not directly associated with the Club, nor is it to be released to other parties without the approval of the ExComm."
- I. All club sanctioned special events requiring financial expenditures must be budgeted to at least "break even" financially. If a deficit appears likely, it shall be reported to the ExComm immediately.

Glossary:

* Main Entry: mal·fea·sance

: wrongdoing or misconduct especially by a public official

Main Entry: mis·fea·sance

: the performance of a lawful action in an illegal or improper manner

Main Entry: non·fea·sance

: failure to act; especially: failure to do what ought to be done

Amendment History:

October 2006: Article VII A. 8 and 9: Election dates.

August 2014: Parrot Dice Press

April 16, 2015