



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 PCPHC 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: PCPHC 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. PCPHC is committed to "Party with a Purpose" and our purpose is to make a difference in our community by charity contributions and volunteer hour and funds for our selected charity benefit.

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 PCPHC 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 and the spirit of Jimmy Buffett to include the ever-changing Tropical Rock and Caribbean Music industry.
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.
6. 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 (Board of Directors) 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 Board of Directors and acted inappropriately or unprofessionally during their term. An exception may be made if all members of the current Board of Directors are in full agreement.
2. No person who is elected or appointed to the Board of Directors with a position of signature authority may serve concurrently with any other Board of Directors member with a position of sig-nature authority who is related to the elected or appointed 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 Board of Directors, 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 Board of Directors.
5. If in the event that no member (in good standing) runs for a position on the Board of Directors, then the incoming Board of Directors will appoint a member (in good standing) to that position.
6. The Board of Directors will meet at least monthly and the President can convene additional meetings at his or her discretion. Minutes from Board of Directors meetings shall be made available to all members in good standing. The information therein will be reported to the general membership at the next monthly Phlocking. All minutes shall be made available.

7. The quorum for any Board of Directors meeting shall consist of four (4) of the seven (7) members of the Board of Directors.

8. All members of the Board of Directors 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 Board of Directors meeting.

9. In the event of a tie vote (motion) within the Board of Directors, 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 Board of Directors between regularly scheduled meetings, the President may conduct a meeting by telephone or email, or other convenient means with each member of the Board of Directors, 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 Board of Directors.

3. The President shall appoint all committee chairs and any other appointive officers with the approval of a majority vote of the Board of Directors 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 Board of Directors.

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 Board of Directors on a case-by-case basis.

B. Vice President

1. The Vice President shall assist the President in administering 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 Board of Directors.

C. Secretary

1. The Secretary shall keep minutes of all Board of Directors meetings.
2. The Secretary shall furnish copies of the minutes to all Board of Directors members, appointed officers, and to others designated by the Board of Directors or the President.
3. The Secretary shall respond to or correspond with other groups or individuals as re-quested by the Board of Directors 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 Board of Directors.

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 Board of Directors 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 Board of Directors.
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 Board of Directors.

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 US Postal mailings other than election ballots.
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 Board of Directors.

F. Directors-at-Large

1. It is the responsibility of the Directors-at-Large to attend the Board of Directors meetings and to present in good faith the issues and concerns of the members of the organization who are not members of the Board of Directors.
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 Board of Directors

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 Board of Directors, to serve on any committee that the Board of Directors has created.
- B. The Board of Directors 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 Board of Directors elections committee.
- D. The Board of Directors will determine the term of office of any committee member up to one year.
- E. The appointed chair or any committee member may be removed by a majority vote of the Board of Directors.
- F. Committee members serve at the discretion of the committee chair in charge of the committee and/or the Board of Directors.

G. The appointed officers may include the following chairpersons:

1. Communications (Web page / Newsletter/ Social Media)
2. Environmental Clean Ups
3. Special Events (ex. Last Man Standing)
4. Raffle
5. Social Events / Christmas Party

Article VI: Meetings

A. The organization will have at least one regular meeting (phlocking) per month. This event will include a charity fund raising event.

B. All scheduled Board of Directors meetings are open to all members of the organization in good standing, but only Board of Directors members can vote at Board of Directors meetings. All members in good standing who attend will have an opportunity to speak.

C. 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 Board of Directors and communicated to the general membership at least 14 days in advance. At the general business meeting, the outgoing Board of Directors 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 Board of Directors member shall give a final status report. The outgoing Board of Directors shall present the incoming Board of Directors at which time the new Board of Directors will outline future plans for the upcoming year and choose necessary committees.

D. Any Board of Directors member unable to physically attend a meeting of the Board of Directors 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 Board of Directors member having more than two (2) unexcused absences from scheduled Board of Directors meetings may be removed from office by a majority vote of the Board of Directors.

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 Process

A. Elections

1. Elections can be held at any time for any reason by a majority vote of the Board of Directors. Only the Board of Directors may present motions to be voted on by the general membership or before the Board of Directors.
2. The Board of Directors will not endorse any candidate for any office, in any arena.
3. To run for an office on the Board of Directors, a member must meet the following eligibility requirement: Be a member in good standing for six (6) months and at least one of each of the following in the past 12 months:
 - a. Attend a regular monthly meeting,
 - b. Attend a Board of Directors meeting
 - c. Attend a charity or environmental or community event.
 - d. Possess resources necessary for the position
 - e. Demonstrate enthusiasm for the growth and development of PCPHC
 - f. Able to attend all scheduled Board meetings and most Phlockings
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 e-mail or regular mail).
5. Annual elections: the Board of Directors will appoint a two (2) member election committee by February 28. Duties of the Election Committee include but not limited to:
 - a. Oversee the election process and make necessary PCPHC communications
 - b. Prepares the nomination form and official ballot for said election
 - c. Receives the nomination from members and confirms the nominees' qualifications and verifies all nominees agree to be on ballot

d. Prepares the ballot for the PCPHC Board approval and may electronically mail to members after approval. The ballot shall be a listing of each nominee in alphabetical order by position

e. Receives and preserves the ballot from the voting members; tallies the vote and keeps the ballots available until THIRTY (30) days after election

f. Keeps the President informed on the progress of the election

g. Reports the results to the PCPHC Board at scheduled meeting

6. Any member of the election committee can be removed by a majority vote of the Board of Directors for failure to perform any of his or her duties in a timely and objective manner.

7. 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.

B. Voting Process

1. Any items to be voted on by the general membership (other than the annual Board of Directors election) must be communicated to the members at least two weeks (14 days) prior to the deadline for voting. The Board of Directors will determine the deadline by which mail in votes must be received and only those responses received before the deadline will be counted.

2. 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.

3. For the annual Board of Directors election voting, the Election Committee 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 Board of Directors member. The Election Committee 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 Election Committee to all members in good standing at least three (3) weeks before the election date.

4. 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 paper ballots received must include the member's name in order to be considered valid.

5. 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 Board of Directors member. Ballots will be counted by the election committee and a simple majority will elect. Results shall be provided to the Board of Directors prior to the regular January meeting at which time the new Board of Directors shall be presented to the members.

C. Replacement of the members of the Board of Directors

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 Board of Directors shall appoint another current Board of Directors member to the position of Vice President. The remaining position shall be filled using the replacement of officer procedures that follow.
2. Replacement of a Board of Directors officer other than the President: Within ten (10) days of the withdrawal of any member of the Board of Directors 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 Board of Directors (other than the President) after October 31, the remaining members of the Board of Directors shall present nominations for a temporary replacement until the term ends January 31. The candidate must be approved by a majority vote of the Board of Directors 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 Board of Directors 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 Board of Directors.
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 Board of Directors 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 Board of Directors, the incoming President shall set a time no later than the upcoming business meeting for review of the financial records of the previous Board of Directors
- 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 Board of Directors' 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 Board of Directors).
- B. Concerts: In order to establish a fair and equitable distribution of any concert tickets that become available through association with PCPHC the current point system (as adopted by the Board of Directors) will be utilized.
- C. Points will be utilized to determine eligibility for concert tickets, club sanctioned events, eligibility for a position on the Board of Directors, or special club acknowledgements.

Article XI: *Phin City Press*

- A. The official title of PCPHC newsletter will be *Phin City Press*.
- B. The President or Vice President may 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 member by mail or email.

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 Board of Directors and ratified by the members in good standing.
- B. Amendments to these Bylaws may be proposed by any member in good standing at a Board of Directors meeting and shall be evaluated by the Board of Directors. 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 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 during meetings, socials, and charity / environmental events. 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 to include the ever-

changing Tropical Rock and Caribbean Music industry 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 Board of Directors 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 Board of Directors for infractions of the Bylaws and/or Code of Conduct or for participation in any illegal activity at officially sanctioned PCPHC 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 Board of Directors. Any expense that has not been pre-approved and is submitted after-the-fact may be denied by the Board of Directors; approvals must be made by a majority vote of the Board of Directors.

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 not approved in the general budget must be pre-approved by the Board of Directors. Any expense(s) not pre-approved by a majority of the Board of Directors and submitted after the fact may be denied by the Board of Directors.

E. Mileage reimbursements will not be allowed.

F. The fiscal year of PCPHC 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 PCPHC 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 Board of Directors."

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 Board of Directors immediately.

Glossary:

* Main Entry: mal-feasance : wrongdoing or misconduct especially by a public official

*Main Entry: mis-feasance: the performance of a lawful action in an illegal or improper manner

*Main Entry: non-feasance : 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 2015

June 2016