

# Inland Empire Parrothead Club By-Laws

## ARTICLE 1: ORGANIZATION

- A. This organization shall be called Inland Empire Parrothead Club. All references to the Board of Directors will herein be referred to as the BOARD.
- B. Inland Empire Parrothead Club is a social organization with two primary goals:
  - a. To gather and socialize with people who share similar interests while enjoying Jimmy Buffett's music in a festive atmosphere.
  - b. To assist in community and environmental concerns.

## ARTICLE II: MEMBERSHIP

- A. Membership in Inland Empire Parrothead Club shall be open to anyone meeting the membership requirements specified in Article II, Section C.
- B. The Inland Empire Parrothead Club shall not discriminate based on gender, race, creed, color, religious belief, sexual preference, or disability.
- C. Membership requirements shall be as follows:
  - a. A member shall pay dues according to a schedule set and approved by a majority vote of the BOARD prior to December 31 of each year.
  - b. The person must have an interest in Jimmy Buffett's music.
  - c. The person must have an interest in community service and environmental concerns.
  - d. The person must have a commitment toward the success of achieving the goals of the organization.
  - e. Member in Good Standing- is a member who has attended one club meeting in the current calendar year, also has contributed to one charity/community service event in the current calendar year and is current on their dues.
- D. Payment of Dues
  - a. Payment of dues will be made annually no later than January 31.
  - b. By a majority vote, the BOARD can waive, reduce, or extend the deadline for payment of dues for any member due to financial hardship. Requests for such provisions must be submitted in writing to any member of the BOARD within 30 days of his/her anniversary date.
  - c. Persons who have not been an active, paid member of the club for 2 or more consecutive years may register as a new member.
- E. Refund of Dues
  - a. Refunds of dues are only made with a majority vote of the BOARD.
  - b. Any persons wishing to terminate his/her membership will not be refunded any portion of his dues.
  - c. If the BOARD determine by majority vote between anniversary dates that a person does not meet the requirements of membership as stated in Article II, the BOARD can refund a portion of that person's dues pro-rated by the number of days remaining until next renewal date, thus terminating membership in the organization and all rights and privileges therewith...
  - d. Any person who has not paid dues by February 1 will be considered suspended and payment of dues will reinstate membership under a new renewal date. Individuals may not participate in club activities and/or events until suspension is lifted.
- F. Membership may be revoked by a majority vote of the BOARD at any time that a member is found to have committed any of the following acts: malfeasance, misrepresentation, fraud, misuse of club assets (including but not limited to the membership roster or club funds), infractions of the Inland Empire Parrothead Club's By-laws, or any other act that the BOARD deems to be detrimental to the reputation or well-being of the Club. The proceeding may also be used for denial of membership to any potential member.

- G. No person whose membership has been or revoked by the BOARD will have any rights to Inland Empire Parrothead Club logos, names, member lists, activities, or concert ticket privileges.

## ARTICLE III: OFFICERS AND ADMINISTRATION

- A. The BOARD is the governing body of the organization. It shall take such action, as it deems advisable for the good of the organization. It shall have the power to commit the funds of the organization and shall have the duties described within the by-laws. The board shall manage the property and affairs of the organization. .
- B. All appointed members of the BOARD must be current members in good standing of the organization.
- C. The organization will be managed and operated by the BOARD, which is composed of the following individuals: President, Vice President, Secretary, Treasurer, and Marketing/Media.
- D. Until such time membership numbers allow for diversity, members of the board may be related but NOT have sole discretion of club policy or funds. Policy will be determined by majority BOARD vote and club finances will be overseen by at least 2 non-related BOARD members.
- E. The BOARD will meet at least quarterly and the President or Vice President can convene additional meetings at his/her discretion.
- F. The quorum shall consist, for any meeting, of 3 of the 5 members of the BOARD.
- G. All members of the BOARD will be entitled to vote on all matters of administration unless otherwise specified in the by-laws. A majority vote is required to adopt any motion introduced at any BOARD meeting.

## ARTICLE IV: PERIOD OF SERVICE

Once the membership has reached sufficient numbers to support regular elections, each officer's term will consist of a two year term beginning on the first day of June and ending the last day of May.

- A. Election of the BOARD
  - 1. No later than April 15<sup>th</sup> of each election year, an "Election Officer" will be selected by the current President to serve as the individual who takes nominations and counts the votes for the board members. This individual will not be a current member of the BOARD nor will he or she be a current club leader or representative, but must be a member in good standing in Inland Empire Parrothead Club.
  - 2. The following requirements are needed to run for an officer position:
    - i. Must be a IEPHC member in good standing.
    - ii. Attend (a minimal of) 50% of all club functions for the 6 month period prior to running for an officer position.
    - iii. Must verbally state that they will adhere to the IEPHC bylaws in concern with the position they are running for and understand that an officer position is a continual commitment to the club.
  - 3. The Election Officer will publish notice in either the current newsletter or via email. The Election Officer will accept nominations for each office from members in good standing.
  - 4. Members may nominate themselves or another person. If another person is nominated, the Election Officer must verify that person's intent to run for office. Each position must have at least one candidate nominated.
  - 5. Another board member must nominate each board member who wishes to continue on the BOARD in his or her current capacity, or in another position. He or she cannot nominate himself or herself.
  - 6. Any BOARD member not wishing to serve for another term should inform the Election Officer that they do not wish to continue.
  - 7. The Election Officer must receive all nominations no later than May 1<sup>st</sup> of each election year. Failure of a current board member to timely submit his or her own nomination is considered resigned from the BOARD.

8. The Election Officer will present the slate of candidates to the board no later than May 15<sup>th</sup> of each election year.
9. A ballot will be created and either mailed out or distributed via email. If mailed, members pay for the postage of the ballot. In the event that all positions are uncontested, the current BOARD may vote to accept the new slate of candidates in lieu of a full election.
10. All voting by the membership for the next term's officers must be completed by June 1<sup>st</sup> of each election year.
11. The Election Officer's term expires at the close of each election.
12. In the case of a tie vote, the outgoing President shall break the tie.
13. Pursuant to the Parrot Heads in Paradise by-laws, "Upon conclusion of the election, a representative must report the changes in club officers to the Director of Membership, Parrot Heads in Paradise within 30 days of the conclusion of the election."
14. If any member of the BOARD cannot fulfill his or her term of office, he or she shall be replaced by the BOARD at the earliest convenience of the BOARD. The vacancy may be filled by the President with a majority vote of the BOARD until such time that the election process of the board can be executed. In the position of President, the Vice President will succeed into the President position and finish out the remaining term.

## ARTICLE V OFFICERS AND DUTIES

### A. President

- a. The President shall be the principal executive officer of the organization, in charge of the business and affairs of the organization. The President shall assure that the resolutions and directives of the BOARD are carried out, except in those areas where the BOARD assigns the responsibilities to another person. .
- b. The President shall preside over all meetings of the BOARD.
- c. The President shall appoint all committee chairmen and any other appointive officers with the approval of a majority vote of the BOARD and shall make any other appointments deemed necessary by that body.
- d. The President shall be an x-officio member of all committees.
- e. The President shall be the organizations primary representative to PHIP (Parrot Heads in Paradise).

### B. Vice-President

- a. The Vice-President shall work with the President to accomplish the organizations goals.
- b. In the absence of the President shall be the organization's representative
- c. The Vice-president may represent the organization at various public functions.
- d. The Vice-president will be the primary contact for the various special committees.

### C. Secretary

- a. The Secretary shall keep an accurate and permanent written record of all business conducted by the BOARD.
- b. The Secretary shall furnish copies of the written record of BOARD business to all BOARD members, committee chairs; and to others designated by the BOARD or the President.
- c. The Secretary shall respond or correspond with other groups or individuals as requested by the BOARD or President.
- d. 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.
- e. The Secretary is responsible for overseeing the creation and publication of the club newsletter.
- f. Responsible for sending out welcome email and package to new members including name badges.
- g. Maintain current club membership list
- h. Keep current report of lost members
- i. Responsible for membership renewal at end of year and produce an active membership roster for the New Year.

- j. Greet new members at phlockings and initiate them into the club.
- D. Treasurer
  - a. The Treasurer shall manage all accounting and financial activities of the organization & maintain adequate books for the organization according to accepted accounting practices.
  - b. The Treasurer shall attend BOARD meetings and have the books of the organization ready for examination by any member of the BOARD upon request.
  - c. The Treasurer shall present the books annually for inspection by a member of the BOARD appointed by the President.
  - d. The Treasurer shall, prepare reports to be distributed at each meeting to the BOARD.
  - e. 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.
  - f. The Treasurer shall submit all annual reports and corporation papers on an annual or "as needed" basis in compliance with federal, state, and local laws
- E. Marketing/Media
  - a. The Marketing/Media member shall be responsible for the maintenance and hosting of the IEPHC website and the creation and maintenance of the IEPHC banner, promotional flyers, donation bins, and sellable promotional items.
  - b. The Marketing/Media member will oversee committees, logistics, and marketing of the major fundraising/community events of the club. Events may be added or deleted by a BOARD vote.
  - c. The Marketing/Media member shall attend all BOARD meetings as a voting member providing updates on any current events and planning for future events
  - d. The Marketing/Media member shall document all pertinent information related to managed events.
  - e. Upon leaving office, Marketing/Media member shall turn over all documentation to the incoming Marketing/Media member.
- F. Removal
  - a. Any member of the Board of Directors may be removed from office for "just cause" including, but not limited to, malfeasance, nonfeasance, misfeasance, gross negligence in office, omissions or actions determined by the BOARD to be a detriment to the Inland Empire Parrothead Club.

## ARTICLE VI: COMMITTEE CHAIRS

- A. The President can select any necessary committee chairman from the membership at large subject to approval of a majority vote of the BOARD to service in committee positions, which the board has created.
- B. No appointed chairman will have a vote in any BOARD decision, unless also serving as a BOARD member.
- C. The BOARD will define the tasks of the appointed chairman and his/o/her committee.
- D. Committee members serve at the discretion of the committee chairperson in charge of that committee.
- E. The BOARD will determine the committee chairman's term of office.
- F. The appointed chairman may be removed by a 2/3 vote of the BOARD.
- G. The appointed chairman may appoint his/her own committee member.
- H. The appointed officers may include the following chairmen:
  - a. New Member Welcome
  - b. Newsletter Editor
  - c. Social
  - d. Special Events
  - e. Web Page and/or Newsletter
  - f. Other chairmen may be established and appointed as the need arises.

## ARTICLE VII: MEETINGS

- A. A business meeting will be held annually at a time and place to be determined by the BOARD and communicated to the general membership in the newsletter or via email.

- B. All business meetings are open to all members of the organization but only BOARD members can vote at business meetings.
- C. If no business meeting has been called for 18 consecutive months, any member may call a special meeting by sending a written notice to each elected and appointed officer.
- D. A quorum of BOARD members is necessary at any business meeting, which has been communicated in good faith.
- E. Proxy:
  - a. Any member of the BOARD who cannot attend a scheduled business meeting may provide for a written proxy for a designated board member to vote on his or her behalf.
  - b. No member of the BOARD will be allowed to vote in absentia through a proxy unless the proxy is in writing and is carried to the meeting by the person selected as proxy.

## ARTICLE VIII: VOTING

- A. Voting
  - a. Voting can be held at any time for any reason by a majority vote of the BOARD. Only the BOARD can present motions to be voted on by the general membership or before the BOARD.
  - b. Any election or voting for any reason not otherwise covered in these by-laws, which requires membership vote, will be advertised through the newsletter or an email and all votes will be based on majority votes of present membership or responding members if the vote is held by mail.
  - c. Any items to be voted on by the general membership must be communicated to the members at least one month prior to the deadline for voting. The BOARD will determine the deadline for voting. The BOARD will determine the deadline by which mail-in votes must be postmarked and only those responses will be counted.
  - d. For voting by mail, the ballot will contain the name and address to which the ballot must be returned with a clear communication of the deadline for voting.
  - e. The organization is not required to pay return postage on any ballots.
- B. Replacement of Members of the BOARD
  - a. Recalls of any member of the BOARD can be made by any member upon presentation of a petition, which describes the reason for the recall. The petition must be signed by at least 5 members in good standing at the date on which the petition is presented to the President or the remaining BOARD members.
  - b. The recall of any 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 the office.
      - 1. Upon presentation of such a petition of the President, appoint a special committee to review and make recommendations on the petition. The results will be presented to the President, who will review with the BOARD.
      - 2. If the special committee finds that the officer(s) should remain on the board and the BOARD agrees then the officer will continue within their position. If the special committee recommends removal and the BOARD agrees the officer will be required to step down. If the special committee and BOARD do not agree on a recommendation the general membership will be asked to vote and the decision will be made by a majority decision.
      - 3. In recall elections, a minimum vote of ten percent of the membership must be received in order to affect a recall. A simple majority of the ballots cast will determine rejection or approval.
      - 4. The President shall inform the membership in writing via the newsletter of the results no later than ten days following the certification of the election.

## ARTICLE IX: MISCELLANEOUS

- A. The BOARD may authorize any officer(s), agent or agents, and/or committee members, in addition to those mentioned and authorized in these by-laws, execute and deliver any instrument in the name and on behalf of the organization; such authority may be general or restricted to specific instances. All authorizations are to be in writing from the BOARD. No member shall have the authority to represent the organization in any capacity, contract, obligation, function or event without the express written authorization of the BOARD.
- B. 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. Proper documentation including receipts must be submitted for consideration.
- C. Submission of officer's receipts for reimbursement will be approved in the same manner except that the officer will excuse him/herself during the discussion of reimbursement and will not vote on the same.
- D. Expenses in excess of \$50 should be discussed in advance of payment to receive authorization from the BOARD. Any check written for more than \$50 from the club account shall require authorization in writing by any 2 non-related members of the BOARD.
- E. Mileage reimbursement for any approved special circumstance by the BOARD will be paid based on the current IRS allowance.
- F. Any property belonging to the organization shall not be used or consumed by any person without written consent of the BOARD and an approval by majority vote of the same.
- G. 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.
- H. The fiscal year for Inland Empire Parrothead Club shall begin on January 1 and end on December 31.
- I. The Vice-President and Treasurer are the authorized signatures of the organization's bank account.
- J. Receipts of the organization shall be deposited at least monthly to the credit of the organization in such FDIC banks, savings and loans, trust companies, or other depositories as the BOARD may select.
- K. The following statement is to be added to each printed membership directory. "This directory is for the exclusive use of Inland Empire Parrothead Club members. It is not to be utilized for any purpose not directly associated with Inland Empire Parrothead Club, nor is it to be released to other parties without the approval of the BOARD."
- L. All special events shall be budgeted to at least breakeven financially. If a deficit appears likely, it will be reported to the BOARD promptly.
- M. Pursuant to the Parrot Heads in Paradise by-laws, the following disclosure statement should be included on all new member applications, renewal notices, any written solicitations, and broadcast a solicitation including incoming calls in which membership is discussed. "This contribution is not deductible as a charitable contribution for federal income tax purposes, unless IRS tax-exempt status has been established."
- N. Pursuant to request of HK management, the Howard Rose Agency, and Margaritaville Holdings, Inc., NO club member, or club president is authorized to contact any of these organizations regarding Jimmy Buffett concert tickets or any other matter pertaining to Parrot Heads in Paradise, Inc. Any and all communications shall be through Parrot Heads in Paradise, Inc.
- O. The President or his/her designee must approve correspondence from the Board or BOARD member to the entire membership or distribution to business contacts.
- P. A club member, upon request, can see the club's financial records. No member is allowed to go through the club records, financial or otherwise, without the knowledge and consent of the BOARD.

## ARTICLE X: TICKET ELIGIBILITY

An allotment of tickets is made each year to PHIP chapters in good standing based on proximity to the venue, support of community activities and the size of the eligible organization. To be considered eligible for the tickets allotted to the Inland Empire Parrothead Club:

- A. Only members in good standing will be considered eligible for tickets.

## ARTICLE XI: CODE OF CONDUCT

It is the intent of the Inland Empire Parrothead Club to provide social and charitable activities for the enjoyment and benefit of our members, guests, hosts, and charities. All members of the organization shall be required to treat fellow members, guests and hosts and their personal property with respect. Members also agree to abide by all local, state, and federal laws (including but not limited to) governing misuse of personal privileges, personal property and controlled substances. Members of Inland Empire Parrothead Club, by virtue of their membership, agree to demonstrate personal responsibility for their words, actions, and deeds as well as those of their guests, and not to exhibit behaviors that are harmful to themselves and other members, guests and hosts or to their personal property. We seek to provide a pleasant atmosphere in which to share our common love of the music of Jimmy Buffett and to further the charitable ideals that we seek to uphold. Inland Empire Parrothead Club will not condone behavior contrary to our objectives nor that which we feel is harmful or injurious to others.

- A. Grievance Procedures Failure to follow these procedures may result in disciplinary action by the BOARD.
  - a. Any member in good standing with a grievance can present that grievance to the BOARD in writing.
- B. The BOARD will establish a special committee, with an odd number of members to review the grievance. Any member named in the grievance will be notified and asked to present "their side of the story". The committee will make a decision and notify the person or people named in the grievance as well as the BOARD, along with a recommendation.
- C. The BOARD will review any/all documentation provided by the special committee and vote on their recommendation.
- D. If it is decided the organizations Code of Conduct has been violated the BOARD will determine what should be done.

## ARTICLE XII: AMENDMENT TO BY-LAWS

- A. The BOARD can present, for general membership review and recommendations, any amendments to the by-laws, which have been approved by the BOARD by a 2/3 vote.
- B. Voting rules defined in Article VIII, Section A shall apply, except that the designated date for the final receipt of the ballots shall be no less than 90 or more than 120 days of newsletter publication.

## ARTICLE XIII: ADOPTION OF BY-LAWS

- A. Adoption of revised by-laws, which are approved by a majority vote of the BOARD, will be presented to the general membership at the same board meeting for review and any recommended changes.
- B. The revised by-laws will go into effect no later than 30 days after approval of the BOARD and notification of the general membership.