

# Southwest Florida Parrot Head Club

## By Laws

### Article I – Organization

- A. Name: The organization shall be called the **Southwest Florida Parrot Head Club** (SWFLPHC, SWFL-PHC or the Club).
- B. Purpose: The Southwest Florida Parrot Head Club is a not-for-profit organization whose purpose is to assist in community and environmental concerns and provide a variety of social activities for people with similar interests including enjoyment of the tropical spirit of Jimmy Buffett's music and the desire to contribute to the betterment of their communities. Our club members willingly donate hours of their time and effort to voluntarily help raise funds for worthy causes and work on environmental projects while enjoying the lifestyle of the tropics.
- C. Affiliation: The Club has been created and chartered under the auspices of the Parrot Heads In Paradise (PHIP) Inc., the nationally sanctioned Parrot Head Club. SWFLPHC and PHIP maintain no legal affiliation. PHIP and/or its board members will not be held liable or accountable for the actions or behavior of SWFLPHC or any of its members.
- D. Dissolution: In the event of dissolution, the Executive Board shall donate all assets remaining after the payment of all legal expenses and other financial obligations to a charity or environmental cause previously supported by the Club and designated by the Board of Directors.
- E. Miscellaneous: Should a situation arise that is not covered by these by laws, the Board of Directors will address and discuss the situation, vote on a solution and suggest amendments to the by laws as necessary.

### Article II - Membership and Dues

- A. Membership: Membership in the **Southwest Florida Parrot Head Club** shall be open to anyone who wants to follow the tropical lifestyle portrayed in Jimmy Buffett's music and give something back to the community.
  - B. Member-in-good-standing: A member will be considered "in good standing" as long as dues are current, is at least 21 years of age, demonstrates a level of participation consistent with the club's purpose and goals and has not violated any club by laws.
  - C. Dues: There will be three types of memberships:
    - 1. Single - cost will be \$30.00 for the initial year and \$20.00 renewal per year thereafter. The single membership gives the owner the right to one (1) vote in all club business.
    - 2. Family - cost will be \$35.00 for the initial year and \$25.00 renewal per year thereafter (consists of family members living at the address of record and student dependents ages 18-20). The family membership gives the owners the right to two (2) votes in all club business.
    - 3. Parakeets – free (17 & under)
- [Notes: The initial registration fee includes one club T-shirt. Additional club T-shirts can be purchased from the Club. If a member's registration is received after September 30th, the membership period will extend through the following year.]
- D. Tax deductions: Dues (also know as registration fees) are not tax-deductible.
  - E. Renewal: Members will be notified of the renewal period by telephone, post or e-mail as appropriate. If a member renews membership within 90 days of the renewal period, there will be no gap in membership. If the member renews after the 90-day grace period, the member will be registered as a new member.

- F. Membership entitlements: Payment of dues entitles each member to a copy of the **Southwest Florida Parrot Head Club** newsletter, membership identifications, the right to vote on all proposed issues presented at general club business meetings, if the member is 21 years of age or older, and the right to participate in all club activities and business.
- G. Member termination for cause: The membership of any member of the Club may be terminated with just cause by a majority vote of the membership attending a general members business meeting. In order to initiate the complaint process, a member may file a written complaint against another member to the Board of Directors. The accused member will be given written notice of the complaint from the Board of Directors and will be given an opportunity to respond within 30 days. If the majority of the Board finds the complaint to be valid, then a vote will be placed on the agenda of the next regularly scheduled business meeting. The complainant, the accused member and any other member or officer of the club shall have the right to address the membership regarding this matter at the business meeting. After hearing all arguments, eligible club members will vote by secret ballot and the Secretary or other designee of the presiding officer will tabulate the results to determine the outcome of the complaint.

## **Article III – Meetings and Social Events**

- A. Activities: The Southwest Florida Parrot Head Club and its Board of Directors are committed to providing an activity schedule that will appeal to the membership of the Club. Because of the diverse nature and backgrounds of our members, not all events will appeal to all members. The Board of Directors will strive to present a diverse schedule of activities and events to appeal to all members. *Members are encouraged to present ideas for club activities to the Board of Directors.*
- B. Participation: Because of the numerous opportunities to participate in community service and social events that Club members will be offered, there will be occasions when the Club will not be able to commit its official participation. The Club may promote participation and attendance for such events, but the Club will not reward members for their participation. The Board of Directors will make and have the final decision as to whether an event will be classified as official activity of the Club.
- C. Social Meetings: The Club will have at least one social event a month. This may include, but will not be limited to, a monthly phlocking at a date and time to be determined by the Board of Directors.
- D. Business Meetings: The Club will hold at least one annual general business meeting at a place and time designated by the Board of Directors. The Board of Directors may schedule other general business meetings at their discretion. The President will conduct all meetings, or in his/her absence, the Vice President. All members in good standing will be encouraged to attend the general business meetings. Members will conduct themselves in a professional manner or be asked to leave the meeting. All Club decisions at a general business meeting will be made by a simple majority vote with the exception of a change to the by laws, which will require a two-thirds (2/3) majority. All by law changes will require at least two readings before being put to a vote. These readings may take place at the monthly phlocking or by e-mail. The Secretary will ensure that minutes will be taken at all business meetings and reported at the following business meeting. Prospective members may attend meetings, but will not be allowed to vote.
- E. Board of Directors Meetings: The Board of Directors will meet at least once every three months. The Board may schedule additional meetings at their discretion. In the event that an issue arises in which a decision needs to be made before the next scheduled business meeting, the Board will discuss the issue, and will then vote on a solution. The Secretary will ensure that minutes are taken at all board meetings and reported at the following general business meeting. In order for a Board of Directors meeting to be official, a quorum must be present. A quorum is defined as 50 percent of the Board of Directors members plus one. Any member of the club may attend a Board meeting, space permitting, and offer comments; however, members cannot vote on any issue before the Board.

## Article IV – Board of Directors and Officers

- A. Board of Directors: The Board of Directors (Board) will be composed of the Founders as advisory members, the elected officers and appointed standing committee directors.
- B. Elected Officers: The members of the Club will elect the officers that will guide and oversee the running of the Club. Elected officers will serve a two-year term of office. No officer shall serve continuously in one elected position for more than two terms unless no other candidates apply for the office. Members will elect candidates for the following offices:
  - 1. President
  - 2. Vice President
  - 3. Secretary
  - 4. Treasurer
- C. Founders: The Club's Founders are Don & Lizette Martin. As such, they are permanent lifetime members of the SWFLPHC.
- D. Committee Chairs: The club will have the following standing committees with appointed chairman:
  - 1. Social
  - 2. Communications/Public Relations
  - 3. Community Service
  - 4. Environmental
  - 5. Special Events
  - 6. Meeting of the Minds
  - 7. Parrot Head Navy
- E. Temporary (non-permanent) committees or *Ad hoc* committees may be appointed at the discretion of the President to fulfill a special purpose.
- F. Eligibility to run for a club office: In order to be eligible to run for and hold an office in the *Southwest Florida Parrot Head Club*, the candidate must be a member in good standing and be actively engaged in club activities.
- G. Board of Directors operations: Elected officers of the Club are tasked with providing oversight and guidance to the Club, ensuring that the Club continues to conform to its stated purpose and approving, by a simple majority, all candidates for appointed office and individuals nominated by the President to assume a vacated elected office. The Committee Chairpersons will nominally run the everyday business of the Club with the approval of the elected officers.
- H. Board of Directors responsibilities:
  - 1. Plan, execute and recommend to the membership a schedule of social and service activities consistent with the mission statement of the Club and PHIP
  - 2. Announce and publicize meeting times and locations;
  - 3. Communicate all pertinent information to the membership;
  - 4. Oversee the progress of committees toward accomplishing their goals and charges
  - 5. Keep historical and current records of the Club
  - 6. Review the allocation and rewarding of participation points (Parrot Point system) (as presented in separate documentation) and recommend modifications to the membership prior to the beginning of each operating year.
  - 7. Ensure that all club activities are conducted in accordance with the guidelines and by laws of the *Parrot Heads in Paradise, Inc.* and the *Southwest Florida Parrot Head Club*.
  - 8. Make decisions between business meetings when the decision cannot wait until the next business meeting. All decisions will be by majority consensus with each board member having one vote. The President may serve as a tiebreaker if a consensus cannot be reached. The Secretary will report any Board decisions to the general membership at the next business meeting.
  - 9. Act on recommendations from the general membership and forward items to the general membership meetings for approval and enactment.
  - 10. Review the annual budget and financial statements and recommend any changes in membership dues to the membership prior to the beginning of each calendar year.
- I. Responsibilities of elected officers:
  - 1. President
    - a) Serve as the official club representative at meetings, events and community activities

- b) Oversee all offices and committees within the Club
  - c) Approve and ensure that required reports are filed in a timely manner to assure that the Club remains in compliance with the requirements of PHIP
  - d) Release, or approve the release of, official communications to the Club and to outside organizations
  - e) Call and schedule meetings
  - f) Nominate members to standing committees, establish *ad hoc* committees as necessary, and serve as an ex-officio member of each.
  - g) Act as the primary club contact with PhiP
  - h) Coordinate officers to work together in achieving common goals
  - i) Continue to promote our "Statement of Purpose" through affiliations the Club becomes involved with in our community and elsewhere
2. Vice President:
    - a) Fulfill any or all duties of the President if/when he/she is unable or incapable of doing so
    - b) Ascend to the office of President in the event that the President resigns or is removed from office
    - c) Advise and assist the President as necessary
    - d) Evaluate development and community service opportunities consistent with the objectives of the Club and PHIP
    - e) Call special meetings of the Board if it is necessary to consider replacement of the President
    - f) Act as the secondary contact with PhiP
  3. Secretary
    - a) Record minutes of all general business and Board of Directors meetings
    - b) Prepare all required reports for PHIP and other entities as needed
    - c) Distribute copies of minutes and reports to members and the Board upon request and approval of the Board
    - d) Designate a member to take minutes at any meeting that he/she will be unable to attend
    - e) Collect and tabulate the votes on all issues other than officer elections
    - f) Produce a newsletter on a monthly schedule
  4. Treasurer:
    - a) Serve as the fiscal officer of the Club
    - b) Open and/or maintain all checking and banking accounts in the name of the Club
    - c) Maintain accurate income and expense records for the Club in a medium acceptable to the membership and the Board
    - d) Furnish records and prepare periodic reports for business meetings and as mandated by the Board
    - e) Develop budgets for the club's annual operations and for special projects as called for by the Board
    - f) File federal and state tax returns when necessary
    - g) File annual reports to the State Corporation Commission as necessary
- J. Responsibilities of appointed Committee Chairperson
1. Social Committee Chairperson
    - a) Plan, execute and recommend to the membership a schedule of social and service activities consistent with the mission statement of the Club and PHIP
    - b) Announce and publicize meeting times and locations
    - c) Oversee all club social events
    - d) Act as club contact for all concert ticket sales
    - e) Represent the Club as the contact person for all outside activities
  2. Communications/Public Relations Committee Chairperson
    - a) Publicize all club events to the membership
    - b) Implement a system to contact members on a routine basis, to encourage club participation and membership renewal
    - c) Coordinate with community leaders and local media to publicize club events and participation in local events
  3. Community Service Committee Chairperson
    - a) Gather and disseminate information regarding charities and community service projects

- b) Annually recommend a list of charities and community service projects that the Club can support to the membership at the annual business meeting
  - c) Oversee all Club charitable and community service projects
- 4. Environmental Committee Chairperson
  - a) Gather and disseminate information regarding environmental projects
  - b) Annually recommend a list of environmental projects that the Club can support to the membership at the annual business meeting
  - c) Oversee all Club environmental projects, such as road and beach clean ups
- 5. Special Events Committee Chairperson
  - a) Plan and coordinate special club functions such as local parades, block parties, blood drives, major fundraisers, etc.
  - b) Meeting of the Minds Committee Chairperson
  - c) Plan and coordinate club activities in Key West, such as club socials, club hospitality, room reservations and balcony decorating contest.
- 6. Meeting of the Minds Committee Chairperson
  - a) Plan and coordinate all activities related to SWFLPHC activities at MotM
- 7. Parrot Head Navy “Commodore”
  - a) Plan and coordinate all club boating activities to include raft-ups, boat-alongs and island hopping events.

## **Article V – Committees**

- A. General: The following standing committees are established in order to maximize involvement and participation of the Club members:
  - 1. Social
  - 2. Communications/Public Relations
  - 3. Community Service Projects
  - 4. Environmental Projects
  - 5. Special Events
  - 6. Meeting of the Minds
  - 7. Parrot Head Navy
- B. Purpose: The purpose of all committees is to ensure that day-to-day functions and special events are completed in a timely and efficient manner. Committee chairpersons serve at the request of the President and Board of Directors. Committees will work in conjunction with the Board of Directors to accomplish the detailed responsibility of specific events and activities. It will be the responsibility of the committee chairperson to report on his/her committee’s progress to the Board of Directors and the general membership at the regular annual business meeting.
- C. Responsibilities and duties: Specific responsibilities and duties of standing committee chairs:
  - 1. Social:
    - a) Represent the Club as the contact person for all outside social activities
    - b) Plan and coordinate social functions and events
    - c) Work with other committee to plan and coordinate major club functions and fundraisers
  - 2. Communications/Public Relation
    - a) Work with the club’s officers to publicize the club and its events, both within the club and in the local community
    - b) Keep accurate records of attendance and participation in club activities as defined in the by laws
    - c) Coordinate with local community leaders to publicize club activities and events
    - d) Coordinate with local media to publicize club activities and events.
    - e) Institute and maintain a contact list, if necessary, to contact members on a routine basis, to encourage participation in club activities

3. Community service projects:
  - a) Oversee all of the club's charitable and community service projects
  - b) Maintain a list of all members who participate in such activities
4. Environmental:
  - a) Oversee all of the club's environmental projects; and
  - b) Maintain a list of all members who participate in such activities.
5. Special Events
  - a) Plan and coordinate the club's special events, such as participation in local parades, blood drives, block parties, and major fundraisers.
6. Meeting of the Minds
  - a) Act as a point of contact for all club activities associated with the annual Parrot Head convention, Meeting of the Minds
  - b) Plan and coordinate club social and group activities at MotM
  - c) Plan and coordinate club involvement with the Balcony Decorating Contest at MotM
  - d) Coordinate room reservations as necessary
7. Parrot Head Navy
  - a) The "Commodore" will plan and coordinate any club raft-up, boat-along, or other activity that is designated as a club Parrot Head Navy event.

D. Special Projects, Fundraisers, Major Events: The President, Board of Directors and or any of the general membership may suggest specific projects, such as participation in a parade or a major fundraiser, that require the establishment of *ad hoc* committees to oversee the event.

## Article VI – Elections

- A. Elections: Elections for the offices of President, Vice-President, Secretary and Treasurer will be conducted in the following manner:
1. Terms of office: The Club will elect its officers for a two-year term of office. The club will elect one half of its officers each year on an alternating basis. The President and Secretary will be elected in one cycle and the Vice-President and Treasurer will be elected on the other cycle.
  2. To begin the election process, the President will nominate a member of the Club to act as Election Officer. The Election Officer may not be a candidate for any office, a spouse or significant other, or related to a candidate applying for any club office. The Board of Directors must approve the nomination of the Election Officer.
  3. If desired or needed, the Election Officer may form an *ad hoc* committee to assist in the election process.
  4. Nominations will be opened at a general business meeting, or at a time designated by the Board of Directors.
  5. Nominations will be closed on the last day of the month following the general business meeting, or at a time designated by the Board of Directors.
  6. Any member in good standing can nominate any member in good standing for office. Candidates for office will have the opportunity to present a brief statement of their qualifications and reasons they want to run for office to the membership.
  7. Ballots will be sent out to all members in good standing at least fifteen (15) days prior to the designated date the election is to be closed.
  8. The Election Officer must receive all ballots prior to the time and date set by the Board of Directors to close the election. No ballots will be accepted after the designated time set to close the election.
  9. If a tie vote occurs, the tiebreaker for each office will be based on the number of club activities in which the candidates have participated.

10. In the event that an elected officer cannot complete their term in office, the President will nominate another club member to assume the duties of the vacated office for the remainder of the term, with the exception of office of President, whose duties will be assumed by the Vice President. The Executive Board will confirm the nomination.

## **Article VII – Finances**

- A. General Operating Fund: Membership dues will constitute a General Operating Fund for the club that can be supplemented by activities designated by the Board of Directors.
- B. Purpose: The General Operating Fund will, at a minimum, finance:
  1. Membership dues to PHiP
  2. State corporate fees and banking fees
  3. Any additional fees as required by law in order to remain a club
  4. Support of a charity associated with the Parrot Heads chosen by the membership
  5. General expenses associated with membership paraphernalia (e.g. leis, name tags, membership applications, etc.)
  6. Club publications including, but not limited to, the newsletter and the club web site
- C. Functions: The Board of Directors may designate general membership functions to be paid for out of the General Operating Fund.
- D. Return of monies: Committees and activities funded out of the General Fund will return any profits they make to the General Fund.
- E. Seed funds: Events not funded out of the General Fund may be seeded by the General Fund, at the direction of the Board of Directors, but are expected to return the seed money and any profits they make to the General Fund.
- F. Distribution of monies raised for specific charities: Committees that raise money for a charitable cause are expected to deposit the monies in the General Fund, with the monies designated for a specific charity.
- G. Expenditure Approval: If funds are available, the President may approve expenditures up to \$50 out of the General Fund and is responsible for notifying the Treasurer of the expenditure.
- H. Expenditures: All expenditures will require at least two signatures.
  1. All disbursements of funds must be authorized by no less than two board members, neither of which can be the originator of the disbursement request
  2. Expenditures up to \$500.00 require two signatures
  3. Expenditures over \$500.00 require three signatures
  4. The Treasurer, President, Vice President and Secretary may authorize expenditures
- I. Treasurer's Report: The Treasurer will submit a written monthly financial report to the Board of Directors that details, at a minimum, the following:
  1. The current amount available in the General Fund
  2. Expenditures made out of the General Fund
  3. Income to the General Fund
  4. Monies held on behalf of existing committees and charities in the General Fund
  5. Year to date totals of the above will be included in the report
- J. Annual Fiscal Report: The Treasurer will submit a written financial report to the general membership at the annual business meeting covering the last fiscal year.

## **ARTICLE VIII – Disclaimers**

- A. Responsibility for members' actions: The SWFLPHC neither approves of, nor assumes responsibility for, actions by members that may result in accidental or deliberate injury to persons or damage to property.
- B. Discrimination: The SWFLPHC prohibits discrimination by any member or component entity on the basis of race, national origin, gender, religion, disability, sexual orientation or marital status. It is a policy of the club to foster a spirit of universal acceptance among all peoples.
- C. Associated use of club name: No person, group or event may enter into activities in which the name of the Club is used or associated without prior approval of the Board of Directors.

- D. No person or group may use the name of the Club, or conduct business in the name of the Club, in any manner without prior approval of the Board of Directors.

## **Article IX - Code of Conduct**

- A. Intent: It is the intention of the SWFLPHC to provide social, community service, environmental projects and charitable activities for the enjoyment and benefit of all our members, guests, hosts and charities. All members of the club shall be required to treat fellow members, guests and hosts and their property with respect. Members also agree to abide by all local, state and federal laws, including but not limited to those governing misuse of personal privileges, personal property and controlled substances.
- B. Responsibilities of members & Board of Directors: Members of the SWFLPHC, by virtue of their membership, agree to demonstrate personal responsibility for their words, actions and deeds and will not exhibit behaviors that are harmful to themselves, other members, guests and hosts or their property. The Club seeks to provide a convivial atmosphere in which members can share our common love of the music and lifestyle of Jimmy Buffett's tropical lifestyle and to further the community, environment and charitable ideals that we seek to uphold.
- C. Member agreement: The SWFLPHC will not condone behavior contrary to our objectives nor that which we feel is harmful or injurious to others. By virtue of membership in the "Southwest Florida Parrot Head Club" you agree to "Party with a Purpose" in a most responsible fashion.
- D. Privacy: All membership information is considered private and will not be released, sold, or provided to any other organization, other than the parent organization, PhiP, without a member's approval.

## **Article X – By laws and Amendments**

- A. Approval: These by laws must be approved by a majority of the members in good standing. Any future modifications or amendments to the by laws will be accomplished by a two-thirds (2/3) majority vote at the regular business meeting. Prior to the vote, the changes will require a first and second reading before they can be voted on.
- B. Proposed amendments: Proposed amendments to these by laws must be presented in writing to the Board of Directors. After discussion by the Board, the membership will be notified of the proposed changes and be given an opportunity to comment. The proposed amendment will be tabled until the next regularly scheduled business meeting. The proposed amendment will be read to members, or members will be provided with a copy of the amendment, at the monthly phlocking(s). Should a member-in-good-standing be unable to attend the next business meeting, he/she shall be given the opportunity to vote for or against the amendment as an absentee, so long as record of his vote is delivered to the Board within 48 hours prior to the business meeting. At the next regularly scheduled business meeting, the presiding officer will call the amendment open for discussion. Once a vote is called and taken, all records of present and absentee votes shall be furnished to the Secretary for tallying. If two-thirds of all votes cast by the membership are favorable, the proposed amendment shall be adopted, and become effective upon the conclusion of the meeting.
- C. Date of approval: These by laws were approved by the membership on August 11, 2005.