

# WESTERN NORTH CAROLINA PARROT HEAD CLUB BY-LAWS

Effective the 28<sup>th</sup> Day of May 2008

## ARTICLE I: NAME

This organization will be called the Western North Carolina (WNC) Parrot Head Club.

## ARTICLE II: MEMBERSHIP

- A. Membership in the WNC Parrot Head Club 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 shall pay dues according to a schedule set and approved by a majority vote of the Executive Committee during January of each year.
  - 2. The person must have an interest in Jimmy Buffett's music.
  - 3. The person must have an interest in community service and environmental concerns.
  - 4. The person must have a commitment toward the success of achieving the goals of the organization.
- C. Removal of Membership
  - 1. Any membership may be revoked if deemed necessary by the WNCPHC Board of Directors. A membership may be invalidated by a majority vote of the WNCPHC Board of Directors at any time if an individual is to be found to have committed any of the following acts: misfeasance, malfeasance, misrepresentation, fraud, misuse of the Club's assets (including its membership roster), or any other act the Board of Directors deems to be detrimental to the reputation or well being of the club.
  - 2. Members of the Western North Carolina Parrothead Club are responsible for their own actions and behavior. The WNCPHC and its Board of Directors is held harmless from any loss, damage or liability incurred during a club sponsored event.
- D. Payment of Dues
  - 1. Payment of dues will be made annually by the end of January. For new members, the dues of \$24.00 will be prorated for balance of year.
  - 2. By a majority vote, the Executive Committee can waive, reduce or extend the deadline for payment of dues for any member due to financial hardship.
  - 3. Any member who cancels his/her membership and/or lets it expire and wishes to rejoin within the same calendar year must pay the entire \$24.00 dues by January 1<sup>st</sup> of each year.
- E. Refund of Dues

1. Refunds of dues are only made with a majority vote of the Executive Committee.
2. Any persons wishing to terminate his/her membership between anniversary dates will not be refunded any portion of his dues without a majority vote of the Executive Committee
3. If the Executive Committee determines by majority vote between anniversary dates that a person does not meet the requirements of membership stated in Article II, Section B, the Executive Committee can refund a portion of that person's dues prorated by the number of days remaining until the anniversary date, thus terminating membership in the organization and all rights and privileges therewith.
4. Any person who has not paid his/her dues by January 1<sup>st</sup> will be considered to have terminated his membership and payment of dues will reinstate his membership.

### ARTICLE III: OFFICERS AND ADMINISTRATION

- A. All elected and appointed members of the Executive Committee must be current members in good standing of the organization with dues paid and participating in 75% of club activities.
- B. The organization will be managed and operated by the Executive Committee which is composed of the following individuals: President, Vice President, Secretary, Treasurer, and Advisor(s). The Executive Committee will herein be referred to as the "ExComm".
- C. The ExComm will meet at least quarterly and the President can convene additional meetings at his/her discretion.
- D. The quorum shall consist, for any meeting, of 4 members of the ExComm.
- E. All members of the ExComm 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 ExComm meeting.

### ARTICLE IV: PERIOD OF SERVICE

Each officer's term will consist of one (1) year running from May 1 to April 30 and will be selected by a majority of the General Membership as follows:

- A. No later than February 1<sup>st</sup> of each year, an "election chairman" will be selected by the current President to serve as the individual who takes and nominates and counts the votes for the membership. 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 of the WNC Parrot Head Club.
- B. The Election Chairman will mail a nomination form to each member no later than March 1<sup>st</sup> of each year. Upon return, the Election Chairman will contact each member nominated for an office to determine their acceptance or decline. Those results will then make up the ballot forms for office.

- C. Members at Large will be appointed by the ExComm in May of each year to serve a one (1) year term.
- D. Any board member not wishing to serve the following calendar year should inform the ExComm by February 1<sup>st</sup> if they do not wish to continue. The ExComm will then appoint someone to fill this position.
- E. The Election Chairman will present the slate of candidates to the membership in March of each year.
- F. All voting by the current membership for the next year's officers must be completed by the designated deadline in April of each year.
- G. The Election Chairman's term expires at the close of this election.
- H. In the case of a tie vote, the Election Chairman will conduct an election run-off consisting of campaigning and a re-vote.
- I. Vacancies: If any member of the ExComm cannot fulfill his/her term of office, he/she will be replaced by the ExComm at the earliest convenience of the ExComm. The vacancy may be filled by majority vote of the ExComm until such time that the election process of the membership can be executed.
- J. Application for ExComm Membership: Any member of the WNC Parrot Head Club shall have the opportunity to submit to the Election Chairman an application for consideration of office. Applicants must comply with the following requirements:
  - 1. Applicant must be a member in good standing of the WNC Parrot Head Club.
  - 2. Applicant must submit any/all qualifications, skills and/or experiences for consideration to the current ExComm before the deadlines outlined in Article IV, Section 5.

## ARTICLE V: OFFICERS AND DUTIES

### A. President

- 1. The President shall be the Chief Executive Officer and liaison with other local groups and any other organizations with which the club wishes to communicate
- 2. The President shall preside over all meetings of the ExComm.
- 3. The President shall appoint all committee chairmen 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 preside over all general membership meetings and is ultimately responsible for all tasks relating to the Western North Carolina Parrot Head Club.

## 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 the planning and implementation of group activities.
3. The Vice President shall lead games at all general membership meetings.
4. The Vice President will keep a copy of the by-laws on file and is responsible for amending these as deemed necessary by the ExComm.

## C. Secretary

1. The Secretary shall keep the minutes of 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 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 prior years, in good condition, to the succeeding Secretary.

## D. Treasurer

1. The Treasurer shall assume the responsibility for the financial matters of the group.
2. The Treasurer shall attend ExComm meetings and have the books of the organization ready for examination by any member of the ExComm upon request
3. The Treasurer shall have the books available for an annual inspection as deemed appropriate by the President.
4. The Treasurer shall prepare quarterly reports for presentation to the membership and to the newsletter for publication.
5. 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.

## E. Members at Large

1. It is the responsibility of the Members at Large to attend an annual ExComm meeting and to present in good faith, the issues and concerns of members of the organization who are not members of the ExComm.
2. A Member at Large may accept a request by the ExComm or the President to serve as its special agent in specific matters such as providing goodie bags for charitable raffles.

## ARTICLE VI: APPOINTIVE OFFICERS

- A. The President can select any necessary committee chairman from the membership at large to the approval of a majority vote of the ExComm to serve in committee positions, which the board has created.
- B. No appointed chairman will have a vote in any ExComm decision.
- C. The tasks of the appointed chairman and his/her committee will be defined by the ExComm.
- D. Committee members serve at the discretion of the committee chairperson in charge of that committee.
- E. The committee chairman's term of office will be one (1) year.
- F. The appointed chairman may be removed by a 2/3 vote of the ExComm.
- G. The appointed chairman may appoint his/her own committee members except for the ExComm elections committee.
- H. The appointed officers may include the following chairmen:

- Elections
- Historian
- Membership
- Newsletter Editor
- Entertainment
- Charitable Officer

Other chairmen may be established and appointed as the need arises.

## ARTICLE VII: MEETINGS

- A. A general membership meeting will be held at least annually at a time and place to be determined by the ExComm and communicated to the general membership through the newsletter.
- B. If no business has been called for 18 consecutive months, any member may call a special business meeting by sending a written notice to each elected and appointed officer.
- C. Proxy:
  - 1. Any member of the ExComm who cannot attend a scheduled ExComm meeting may provide for a written proxy to vote on his/her behalf.
  - 2. No member of the ExComm 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. Elections and Voting

1. Elections can be held at any time for any reason by a majority vote of the ExComm. Only the ExComm can present motions to be voted on by the general membership or before the ExComm.
2. The ExComm as a whole or in part will not endorse any candidate for any office in any arena except as specified in Article IV.
3. Any election or voting for any reason not otherwise covered in these by-laws which require membership vote will be advertised through the newsletter and at bi-monthly meetings and all votes will be based on majority votes of present membership or responding members if the vote is held by mail.
4. Any items to be voted on by the general membership must be communicated to the members at least one (1) month prior to the deadline for voting. The ExComm will determine the deadline by which mail-in votes must be postmarked and only those responses will be counted.
5. 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.
6. No voting shall take place in the presence of anyone nominated for office.
7. The organization is not required to pay return postage on any ballots.

#### B. Election Committee

1. The Board Officer overseeing the election of the ExComm shall abide by the course of action as described in Article IV, Sections 1-9.
2. The Election Official can be removed for failure to perform any of his/her duties in a timely and objective manner by a 2/3 vote of the ExComm.

#### C. Votes Within the ExComm

1. In the event of a tie vote within the ExComm, the tie vote in an election or motion before the ExComm, the tie will be broken by a vote of the President and all voting Members at Large on the ExComm who are present. If a tie vote still remains, the President will break the tie.
2. In the event that any business must be decided by the ExComm between scheduled meetings, the President may conduct a meeting by telephone or e-mail of each member of the ExComm either individually or as a group. Regular quorum rules apply with each voting member considered present.

### ARTICLE IX: POINT SYSTEM

The Western North Carolina Parrot Head Club will follow PHIP, Inc. (Parrot Heads in Paradise) ticket eligibility based on the local point system as follows:

- A. Attendance at Western North Carolina Parrot Head Club social functions i.e. Anniversary Party, Christmas Party etc. ~ 1 point
- B. Attendance at bi-weekly general membership meetings ~ 2 points
- C. Charitable contributions of money and/or goods involving minimal personal time i.e. food drive, sponsorships, etc **regardless of amount** ~ 3 points
- D. Charitable events which require physical appearance i.e. highway clean-up, WNCDSA Buddy Walk etc. ~ 5 points
- E. A member in good standing who recruits a new member will receive 5 “bonus” points upon receipt of the new member’s dues.

#### ARTICLE X: 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. Proper documentation including receipts must be submitted for consideration.
- B. Submission of officers’ 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.
- C. Expenses in excess of \$50.00 should be discussed in advance of payment to receive authorization from the ExComm.
- D. Any property belonging to the organization shall not be used or consumed by any person without written consent of the ExComm and an approval by the majority vote of same. The term “property” includes all property real or personal, tangible or intangible, which may be owned, created by or in the possession of the organization absent an overriding legally enforceable contract.
- E. The fiscal year for the WNC Parrot Head Club shall begin January 1 and end on December 31.
- F. The President, Vice President, Secretary and Treasurer are the authorized signatories of the organization’s bank account
- G. The following statement is to be added to each printed membership directory. “This directory is for the exclusive use of WNC PHC members. It is not to be utilized for any purpose not directly associated with the WNC PHC, nor is it to be released to other parties without the approval of the ExComm.”
- H. The following 2 statements will be added to all membership applications and membership renewal forms. All individuals must initial and agree to each statement before being considered for membership into the Western North Carolina Parrothead Club. The statements shall read as follows:

- 1) By initialing below I verify I understand my membership may be removed if deemed necessary by the WNCPHC Board of Directors. I understand my membership may be revoked by a majority vote of the Board of Directors at any time if I am found to have committed any of the following acts: misfeasance, malfeasance, misrepresentation, fraud, misuse of the Club's assets (including its membership roster), or any other act the Board of Directors deems to be detrimental to the reputation or well being of the Club.
- 2) By initialing below I voluntarily agree to the following statement(s): As a member of the Western North Carolina Parrothead Club I am responsible for my own actions and behavior. I agree to hold harmless the Western North Carolina Parrothead Club and the Board of Directors from any loss, damage or liability incurred during a club sponsored event.

ARTICLE XI: AMENDMENT TO BY-LAWS

- A. Amendments to these by-laws may be proposed by a petition signed by 2/3 of the members and presented to the President. The ExComm can present, for general membership vote, any amendments to the by-laws which have been approved by the ExComm by a 2/3 vote.
- B. Balloting rules of a regular election shall apply, except that the designated date for the final receipt of ballots shall be no less than 30 or more than 60 days of newsletter publication.

ARTICLE XII: ADOPTION OF BY-LAWS

- A. Adoption of the by-laws or revisions thereof which are approved by the majority vote of the ExComm shall be ratified by a majority vote of the general membership.
- B. These by-laws will be in effect until the next general membership election.

This the 28<sup>th</sup> day of May, 2008.

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Stephanie Scott-Gaddy, President

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Paul Holdredge, Secretary

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Gail Weams, Vice President

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James Erdman, Treasurer