

Ocean State Parrot Head Club, INC. BYLAWS

Article I: General

A. NAME: This organization will be called the Ocean State Parrot Head Club, Inc., also referred to as the Ocean State Parrot Head Club or OSPHC.

B. PURPOSE: The purpose of this organization is to promote the Ocean State Parrot Head Club 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: The Ocean State Parrot Head Club is a non-profit corporation whose purpose it is to assist in local community and environmental concerns, and to provide a variety of social activities for people who are interested in the music of Jimmy Buffett and similar artists and the tropical lifestyle they personify.

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.

Article II: Membership

A. Membership in the Ocean State Parrot Head Club shall be open to anyone meeting the membership requirements specified in Article II, Section B.

A) Membership requirements shall be as follows:

1. A member must have an interest in the music of Jimmy Buffett or similar artists.
2. A member must have an interest in community service and environmental concerns.
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 Board of Directors each year.
5. A member must comply with the code of conduct as set forth in Article XIV.
6. A former member whose membership was terminated for any reason other than nonpayment of dues will not be able to apply for a new membership for a period of 1 year following their date of termination. Application for membership under these circumstances will be referred to the OSPHC Board of Directors, who will decide by consensus whether to approve or disapprove the membership application.

B. Payment of dues:

1. For existing club members, payment of dues will be made annually June 1. For new members, initial dues paid in the months January through May will renew in June of the following year.
2. A member will be considered in good standing if dues are received no later than 30 days after the due date (June 30).
3. Any person who has not paid dues within 30 days of the due date will be considered to have terminated his or her membership and payment of dues will reinstate the

membership under a new anniversary date.

C. 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.

D. There will be no refund of dues.

Article III: Officers and Administration

1. All elected and appointed members of the Board of Directors must be current members in good standing of the organization.

2. No person who is elected or appointed to the Board of Directors with a position of signature authority on club bank accounts may serve concurrently with any other Board of Directors member with a position of signature authority who is related to the elected or appointee by marriage, civil union, through a “significant other” relationship, or as a blood relative closer than second cousins.

3. The organization will be managed and operated by the Board of Directors, which is composed of the following officers: President, Vice President, Treasurer, Secretary, Director of Membership, Social Director, and Member-At-Large.

4. Each officer’s term will consist of two (2) years running from April to March of the 2nd year, and will be elected by a majority vote of ballots received from the membership.

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. Items from Board of Directors meetings shall be reported, as appropriate, to all members in good standing at the next regular Members Meeting, or through other means if time is essential.

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 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 chair all Membership Meetings.
7. The President shall deal with other matters as may be placed in his or her charge by the Executive Committee.
8. The President shall deal with and try to resolve conflicts and issues within the Club and with the national PHiP board.
9. 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 administrating the business of the organization and shall preside in the absence of the President and shall succeed to the term of President if the President is unable to serve out the term.
2. The Vice President shall oversee all committees as well as the planning and implementation of group activities.
3. The Vice President shall deal with other matters and or powers that are delegated to that position by the President or the Board of Directors.
4. The Vice President shall be responsible for additional duties as designated by the President and Board of Directors.

C) 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 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 published by-laws.
6. The Treasurer shall be responsible for additional duties as designated by the President and Board of Directors.

D) 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 requested 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

5. The Secretary 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. 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.

6. The Director of Membership shall be responsible for additional duties as designated by the President and Board of Directors.

F) Social Director

1. The Social Director shall be responsible for maintaining a current calendar of club events.

2. The Social Director will be responsible for organizing regular club membership meetings, charitable activities, and social activities.

3. The Social Director shall, at their discretion, organize a committee which shall be responsible for assisting the Social Director in organizing regular club membership meetings, charitable activities, and social activities.

4. The Social Director shall, at their discretion, involve the general membership in organizing club activities.

5. The Social Director shall be responsible for additional duties as designated by the President and Board of Directors.

G) Member-At-Large

1. The Member-At-Large shall be a liaison between the OSPHC Board and the OSPHC membership.

2. The Member-At-Large shall notify members about items of general interest not covered under the duties and responsibilities of other positions (such as Social Director or Membership Director), when members provide this information to the Member-At-Large.

3. The Member-At-Large will bring items of interest or of concern to members to the

attention of the Board of directors for review.

4. The Member-At-Large shall be responsible for additional duties as designated by the President and 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.

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. Scribe
2. Awards
3. Bylaws
4. Charities
5. Communications (Web page / Newsletter)
6. Environmental
7. Entertainment
8. Historian
9. Media
10. Membership
11. Merchandise
12. MOTM
13. Party planning / Major Event
14. Point System
15. Raffle
16. Social Events / Holiday Party
17. Tickets

Article VI: Meetings

A. A Monthly Members Meeting will be held at least monthly on the 2nd Thursday of the month, at a time and place to be determined by the Board of Directors and communicated to the general membership, typically through e-mail notifications, unless otherwise specified.

B. At the Monthly Members Meetings, the Board of Directors shall present detailed membership related information, as well as a general report of activities, income, special events, and charitable donations made during the previous month.

C. All scheduled Monthly Members Meetings are open to all members of the organization in good standing. All members in good standing who attend will have an opportunity to speak.

- 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 provided that the message is sent from his or her email address as it appears on file with the OSPHC.
- E. Any Board of Directors member having more than four (4) unexcused absences, during their two (2) year term, from scheduled Board of Directors meetings may be removed from office by a majority vote of the Board of Directors.
- F. The organization will have at least one social event per month.

Article VII: Charity / Community / Environmental

The organization must participate in a minimum of two (2) community, charity, or environmental projects per calendar year to maintain Charter status with PHIP, Inc. 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. Local and national environmental concerns

Article VIII: Elections and Voting

A. Elections and Voting

- 1. Elections can be held at any time for any reason by a majority vote of the 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 be in good standing and must have been a member for at least six (6) months. Eligibility requirements also include a minimum of one of each of the following: Attend a regular monthly meeting, attend a charity or environmental or community event.
- 4. Any election or voting for any reason not otherwise covered in these Bylaws that require membership vote will be communicated to all members, and all votes will be based on majority votes of present members (or responding members if the vote is held by mail).
- 5. Voting Procedure: Any items to be voted on by the general membership (other than the Semi-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.
- 6. Annual elections: the Board of Directors will appoint a two (2) member Election Committee by end of February in the election year. No person who is appointed to the Election Committee may serve concurrently with any person who is related to the

appointee by marriage, civil union, through a “significant other” relationship, or as a blood relative closer than second cousins.

7. For voting by mail, the ballot will contain the name and address to which the ballot must be sent with a clear communication of the deadline for voting. All completed ballots received by mail must include the member’s name on the return envelope in order to be considered valid.

8. All nominations must be received by the close of business at the March Members Meeting immediately prior to the elections. The Director of Membership shall provide addresses for mailing a nomination form listing all open positions and job duties to the election coordinators. The election coordinators will mail the nomination form and job duties descriptions to all members in good standing by end of March. The completed election ballots must be return mailed to the address supplied by the election committee. The address supplied cannot be the mailing address used by the club or the address of any current Board of Directors member. The Director of Membership shall verify eligibility of all nominees. The election committee will present the nominees at the regular March meeting. Ballots shall be mailed by the Election coordinators to all members in good standing at least three (3) weeks before the election date.

9. Elections shall be held either in-person at the regular April meeting or by mail-in ballot. A simple majority of those ballots received on or before the start of the business portion of the April Members Meeting will elect. Ballots distributed in person at the regular March meeting will be handled by the election committee only and all ballots received will be counted by the election committee. Results shall be provided to the members at the April Members Meeting at which time the new Board of Directors shall be presented to the members.

10. Tie vote: In the event of a tie vote of any general membership vote, a tie-breaking vote will be held between the persons or options presented for vote at the next regular monthly meeting.

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

12. Refer to Article III Section 5 for handling of “No Nominees for a Position”.

B. 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 December 31 of the 2nd year of the term of office, the Board of Directors will form an Election Committee (see Article VIII section A-6), who 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 December 31 of the 2nd year of the term of office, the remaining members of the Board of Directors shall present nominations for a temporary replacement until the term ends at the April Members Meeting. 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 Board of Directors.
5. If a recall petition is deemed valid by the Board of Directors, then an Election Committee will be formed (see Article VIII, section A-6) from the Membership to handle the proceedings.
6. The Election Committee will oversee a voting process to be taken of the membership on the issue. 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 (see Article VIII sections A-10 through A-11). The election committee shall supervise the voting, receive and count ballots, and certify the results, in writing, to the Board of Directors.
7. 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.
8. 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's satisfaction with the records and this document shall be placed 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 Parrot Heads in Paradise and/or The Ocean State Parrot Head Club, 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.
- D. Preferred seating will be given to the highest point holders.

Article XI: Mother Ocean's Minutes

- A. The official title of the Ocean State Parrot Head Club newsletter will be Mother Ocean's Minutes.
- B. The editor of Mother Ocean's Minutes shall be appointed by the Board of Directors.
- C. The Board of Directors must approve the contents and layout of each issue of Mother Ocean's Minutes prior to publication.
- D. Mother Ocean's Minutes is to be published at least quarterly.
- E. Mother Ocean's Minutes advertising rates shall be set by the Editor with approval of the Board of Directors.

Article XII: Club Website

- A. The official domain name of the Ocean State Parrot Head Club will be WWW.OSPHC.COM.
- B. The webmaster shall be appointed by the Board of Directors.
- C. The Board of Directors must approve the contents and layout of the website.

Article XIII: 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 and shall be evaluated by the Board of Directors. Proposed amendment(s) shall be communicated to all of the general membership in a timely manner.
- C. A vote to ratify these Bylaws shall be made by those present at the next regular Board of Directors 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 in a timely manner.

Article XIV: Code of Conduct

It is the intention of the Ocean State Parrot Head Club (OSPHC) to provide social and charitable activities for the enjoyment and benefit of all members of the organization, guests, hosts, and charities. All members of the organization shall be required to treat fellow members, guests, hosts, and their personal property with respect. All members of the organization shall agree to abide by all local, state, and federal laws. By acceptance of their membership agreement, all members must agree to demonstrate personal responsibility for their words and actions and to not exhibit behavior that is harmful to themselves, other members, guests, hosts, charities, or any personal property. The organization shall seek to provide a pleasant and positive atmosphere in which to share common interests in the tropical spirit, music, and tales of Jimmy Buffett and to promote charitable ideals. The OSPHC 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 XV: Infractions of Bylaws

A. Any membership may be suspended for a specified period of time 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 Ocean State Parrot Head Club functions.

Article XVI: 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 might 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 must be pre-approved by the Board of Directors.

E. Mileage reimbursements will not be allowed.

F. The fiscal year of the Ocean State Parrot Head Club shall begin on January 1 and end on December 31.

G. The President, Vice President, and Treasurer 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 The Ocean State Parrot Head Club 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.

* Main Entry: mal·fea·sance

: wrong doing or misconduct especially by a public official

Main Entry: mis·fea·sance

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

Main Entry: non·fea·sance

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

Amendment History:

Voted and agreed to by the BOD on Tuesday, March 25th, 2014

Disclaimer to read:

Each member of the Ocean State Parrot Head Club Inc. is responsible for his or her own actions and behavior positive and negative.

Membership in this Club does NOT give the member permission to use Jimmy Buffett's name, song titles or lyrics, names of his businesses, web sites, or any other trademarked, copy righted, or reserved material(s) owned by Mr. Buffett, Margaritaville.com, Margaritaville records, radio, restaurants, or stores. Nor can any member use the logo or name of the OSPHC or Parrot Heads in Paradise Inc. without first getting written permission.

By signing up to be a member of this club (OSPHC), you are agreeing to these terms and any other terms/rules set forth by the Ocean State Parrot Head Club during your time as a member. Rules and terms may change; you will receive notice that any rules/terms will be posted on our website...www.osphc.com. It is your responsibility to keep updated on any such changes.