

SEGUIN PARROT HEAD CLUB, INC. By-Laws

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Adopted October 10, 2013

ARTICLE I: Name

This organization will be called the Seguin Parrot Head Club, Inc., a non-profit Texas Corporation. Hereinafter, "organization" shall mean and refer to the Seguin Parrot Head Club, Inc.

ARTICLE II: Mission Statement

The Seguin Parrot Head Club, Inc. is a non-profit corporation whose purpose is to provide a means of interaction and social activities for people interested in Jimmy Buffett music, a tropical lifestyle, and assisting the community in charitable and environmental activities.

ARTICLE III: Membership

Membership in the organization shall be open to anyone meeting the membership requirements as specified in these by-laws.

- I. Membership requirements shall be as follows:
 - A. Members shall pay annual dues set forth by the Board.
 - B. Members shall have an interest in Jimmy Buffett's music.
 - C. Members shall have an interest in charitable and community services and environmental concerns.

- II. Payment of Dues
 - A. Payment of dues will be made annually by the end of the month of the anniversary date of each individual member.
 - B. Any person wishing to terminate membership may do so; all or any portion of their membership dues will not be refunded.
 - C. Any person who has not paid dues as described in Section II, Part A will be considered to have terminated their membership

and will lose all club status and points or benefits acquired. Payment of dues will reinstate their membership under a new anniversary date.

- D. The Board reserves the right to refuse a new membership and to revoke an existing membership. All decisions of the Board are final.

ARTICLE IV: Board of Directors

I. Composition of the Board

- A. All elected and appointed members of the Board must be current members in good standing of the organization.
- B. The organization will be managed and operated by the Board, which is composed of the following positions: President, Vice-President, Secretary, Treasurer, and three Members-At-Large.
- C. Any Board of Director member may serve as a committee director.

II. Terms of Office

- A. Founding directors will remain serving on the Board until installation of officers after the first general election in November 2013.
- B. Beginning with the Board of Directors elected in 2013, the terms of Vice-President, Secretary, Member-At-Large/Director of Activities, and Member-At-Large/Director of Sponsor Support will end upon the elections of 2014. The terms of President, Treasurer, and Member-At-Large/Director of Membership will end upon the elections of 2015. Thereafter, elections for Vice-President, Secretary, Member-At-Large/Director of Activities, and Member-At-Large/Director of Sponsor Support will be held in even numbered years beginning in the elections of 2014. Elections for President, Treasurer, and Member-At-Large/Director of Membership will be held in odd numbered years beginning in the elections of 2015.

III. Election of the Board

- A. No later than 1 August, an Election Officer will be selected by the current President to serve as the individual who takes the nominations, counts the votes and presents the Board with the results of the election.
- B. The Election Officer shall present to the Board the results of the election, as well as the ballots tallied for confirmation of the ballot results.
- C. The individual will not be a current member of the Board and must be a member in good standing of the organization.
- D. Each Board member who wishes to continue on the Board in his or current position, or in another position, must notify the Election Officer.
- E. The Election Officer must receive all nominations no later than 1 September of each year. Failure to timely submit a nomination form is considered as resignation from the Board.
- F. The Election Officer will present the slate of candidates to the Board no later than 15 September of the election year for Board approval.
- G. Ballots will be made available to the organization members in good standing one month prior to the election date. All votes must be received by the election date to be counted as ballots. A simple majority of those votes timely received will elect.
- H. The Election Officer's term expires at the end close of this election. The same individual may not hold the Election Officer's position for four years.
- I. In the case of a tie, a secret vote of the current Board will break the tie.

III. Qualifications of Election to Board of Directors

To run for or hold an office on the Board, a member must be in good standing, have been a member of the organization for a minimum of one year, and submit a nomination form to be approved for nomination by the Board.

IV. Vacancies

In the event of the death, resignation, removal or other cause of vacancy on the Board, the remaining Board members shall appoint a member in good standing by a majority vote of the

Board to fill such a vacancy as is practical. Such an appointment shall be for the unexpired term of the vacated Board position.

- V. Removal of a Member of the Board of Directors
A member of the Board may be removed for cause. Notice of the charges must be presented at a Board meeting. The Board will vote on the issue. The Board may, at its option, seek a general membership vote of the issue with a simple majority of the votes received to determine the outcome.

ARTICLE V: Officers and Duties

- I. Election of Officers will take place as described in ARTICLE IV Section III.
- II. President
- A. The President shall be the Chief Executive Officer and liaison with other local groups and any other organization that is congruent with the mission statement of the club.
 - B. The President shall preside over all meetings of the Board.
 - C. The President shall appoint all committee chairman and any other appointive offices 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 oversee the planning and implementation of social activities.
- III. Vice-President
- A. 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.

- B. The Vice-President shall oversee the planning and implementation of charitable, environmental and community events.

IV. Secretary

- A. The Secretary shall keep minutes of all Board meetings.
- B. The Secretary shall furnish copies of minutes to all Board members.
- 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. Overseeing the creation and publication of the newsletter, website, and emails.

V. Treasurer

- A. The Treasurer shall assume the responsibility for financial matters of the organization, including financing of the newsletter.
- 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 another member of the board appointed by the President.
- D. The Treasurer shall prepare quarterly reports for presentation 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 President, which will then be audited by a Board appointed person before they are passed on to the new Treasurer.

VI. Members-At-Large

It is the responsibility of the Members-At-Large to attend the

Board meetings and to present in good faith the issues and concerns of the members of the organization who are not members of the Board. Members-At-Large shall act as special agents of the Board as described below, and shall aid in the duties requested by the Board.

- A. One of these special agents will be Director of Membership. Responsibilities shall include, but not limited to, maintaining a membership database, sending out applications to prospective new members, and sending out welcome letters to new members.
- B. One of these special agents will be the Director of Activities. Responsibilities shall include, but not be limited to, overseeing the scheduling and planning all activities for the club. (Pub Crawls, phloats, phling, etc.)
- C. One of these special agents shall be the Director of Sponsor Support. Responsibilities shall include, but not be limited to, maintaining official contact with current sponsors and solicit new sponsors for Board approval.

ARTICLE VI: Meetings

- I. General Membership Meeting
The general membership meeting will be held annually in November at a time and place to be determined by the Board and communicated to the general membership through the newsletter.
- II. The monthly membership meeting/Happy Hour will be held the first Thursday of each month at a time and place to be determined by the Board and communicated to the General Membership through the newsletter.
- III. Board of Directors Meeting
 - A. All Board meetings are open to all members in good standing with the organization with the exception of executive meetings called by the President.
 - B. The Board will meet at least quarterly.
 - C. The President can convene additional meetings at his or her discretion.

- D. A quorum of five Board members must be present to conduct business.
- E. All members of the Board will be entitled to vote on all matters before the Board. A majority vote is required to adopt any motion introduced at any Board meeting.

IV. Proxy

- A. Any member of the Board who cannot attend a scheduled Board meeting may provide a written proxy to another Board member to vote on their 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 to the secretary at the beginning of the meeting.

ARTICLE VII: Voting

I. Voting

- A. All ballots for voting must be received by the designated deadlines set by the Board.
- B. Any items to be voted on for any reason not otherwise covered in these by-laws which require membership vote will be advertised through the newsletter to the general membership and must be communicated to the members at least one month prior to the deadline for voting. The Board will determine the deadline by which votes must be received and only those responses will be counted and outcomes will be based on a simple majority of those votes received.
- C. 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.
- D. The organization is not required to pay return postage on any ballots.
- E. In the event that any business must be decided by the Board between scheduled meetings, the President may conduct an ad hoc meeting by telephone or email each member of the Board either individually or as a group.

Regular quorum rules apply with each voting member considered to be present.

- F. Each member in good standing will have a single vote.

ARTICLE VIII: Miscellaneous

- I. 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 and approval by the Board.
- II. Submissions of officers' receipts for reimbursement will be approved in the same manner except that the officer submitting the receipt will excuse himself or herself during the discussion of reimbursement and will not vote on it.
- III. The Board must authorize all expenses in order to receive reimbursement for expenditure.
- IV. With prior approval by the Board mileage reimbursements will equal the current IRS allowance.
- V. 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 it. 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.
- VI. The fiscal year for the organization shall start on 15 January and end on 14 January.
- VII. The President, Vice-President, Secretary, and Treasurer are the authorized signatories of the organization's bank account. The Treasurer must be one of the two signatories required.
- VIII. The following statement is to be added to each printed membership directory:
"This directory is for the exclusive use of SPHC and is not to be released to other parties without the approval of the Board."

- IX. The Board shall set the club's newsletter advertising rates.

ARTICLE IX: Indemnification

The Seguin Parrot Head Club shall defend, indemnify, and hold harmless its partners, managers, officers, employees, and agents from and against any claims, costs, demands, fines or causes of action, losses, damages, or liabilities (including but not limited to costs, expenses, or reasonable attorneys' fees incurred by its partners, managers, officers, employees, and agents), which may be made or asserted by the Seguin Parrot Head Clubs' officers, directors, members, employees or agents or which may be made or asserted by any subcontractor, subcontractor's officers, directors, employees or agents, or which may be made or asserted by any third party (including but not limited to its partners, managers, officers, directors, members, employees, or agents) on account of personal injury, death or property damage caused by: (i) the Seguin Parrot Head Club's breach of any term or provision of the agreement (by-laws); or (ii) any negligent or willful act or omission of the Seguin Parrot Head Club or its members, employees, or agents, to the extent the same is not covered by valid and collectable insurance of the Seguin Parrot Head Club, if any. This shall also include the mandatory indemnification of officers and directors to the extent allowed by the Vernon's Texas Statutes Codes Annotated Civil Statutes, Title 32 Corporations, Chapter 9 Non-Profit, Cooperative, Religious, and Charitable, Item 1. Texas Non-Profit Corporation Act.

ARTICLE X: Amendments to By-Laws

- I. The Board may amend the By-Laws without a general membership vote by a unanimous vote of the Board until 30 November 2014. After that date any amendment proposed must be approved by two-thirds general membership vote.
- II. The Board can present, for general membership vote, any amendments to the By-Laws that have been approved by the Board by a two-thirds vote. A petition signed by 25 percent or more members and presented to the President may propose aments to these By-Laws.