



Tallahassee Parrot Head Club Bylaws

Contents

Article I: Governance	2
Article II: Club Members	2
Article III: The Board	2
Qualifications	2
Duties	2
Article IV: Board Meetings	4
Article V. Voting	4
Motions Before the Board	5
Motions Before the Club	5
Article VI. Committees	4
Article VII. Elections	5
Article VIII: Conflicts of Interest	6
Article IX: Dissolution	6

NOTE: Bylaws provide the framework for club operations. Changes to the Bylaws can be amended with a majority of votes received from Club members in good standing. The Standard Operating Procedures (SOP) are established by the Board to provide additional details and may be altered as necessary by a majority of votes by the Board, to accommodate evolving circumstances. Hence the Bylaws are more general and additional details that help implement the Bylaws are found in the SOP.

Article I: Governance

1. The Bylaws and Standard Operating Procedures (SOP) govern the operations of the Tallahassee Parrot Head Club (the Club; aka TPHC).
2. The purpose of the Club is to provide people interested in the music, tropical lifestyle, and philosophies of Jimmy Buffett with opportunities to socialize and participate in community service activities.

Article II: Club Members

1. Membership is open to everyone interested in participating in Club activities and committed to the success of the Club regardless of race, color, religion, sex, disability, or national origin.
2. Club members and guests that attend Club activities participate at their own risk, are accountable for their actions, and will not hold the Club liable for any reason.

Article III: The Board

1. The Board is responsible for the management and day-to-day operations of the Club. Board members will conduct Club business, manage Club finances, keep Club records, and maintain Club equipment.
2. The Board consists of seven officers: Captain (President), First Mate (Vice President), Purser (Treasurer), Scribe (Secretary), and three Crew Members (Members-at-Large).
3. Board members will serve a one-year term from January 1 to December 31.
4. Board members that fail to perform assigned duties, abandon their office, are no longer members in good standing, or conduct themselves in a manner unbecoming of a Club member can be removed from the Board by a majority vote of the remaining Board members.
5. If a Board member resigns or is removed from office, the Board can appoint a member in good standing to fill the office as an interim replacement until a special election is held.
6. The special election will be held within 60 days of the vacancy. All other election rules apply.

Qualifications

Candidates must be a member in good standing as defined in the SOP for a minimum of six months before running for office. Other qualifications are further described in the SOP.

Duties

1. Board members are expected to perform the duties of their office, participate in the planning and execution of Club activities, and participate in Club activities to a reasonable extent.
2. Board members will respond to Board communications, make decisions, and approve meeting minutes in a timely manner.
3. The Board will ensure announcements about socials, Club activities, Board meetings, elections, and other Club business as specified in the Bylaws and SOP are made by designated individuals, using appropriate communication channels, including but not limited to email, social media, announcements at socials, and via the Club website.
4. The Board will facilitate communication by reviewing and approving emails from members to the Club email system.
5. The Board will oversee the committees and the Webmaster to ensure that assigned functions and services are adequately performed in a timely manner.

6. Board members will assume additional duties as assigned in the SOP.
7. Board members will assume the essential duties of other officers or vacant offices as needed.

Captain (President)

1. Administer Club business and represent the Club when interacting with local organizations and other Parrot Head clubs.
2. Serve as the primary contact with Parrot Heads in Paradise (PHiP). Relay announcements from PHiP to Club members as needed.
3. Prepare Board meeting agendas and chair Board meetings.
4. Oversee Club socials. Make general announcements and salutations.
5. Delegate tasks and assign deadlines to Board members and committees as appropriate.
6. Distribute Jimmy Buffett concert tickets.
7. Prepare final and bi-annual PHiP reports, with the assistance of the Membership Chair and Purser.

First Mate (Vice President)

1. Assist the Captain administer Club business.
2. Preside at Board meetings, socials, and activities if the Captain is unable to attend.
3. Assume the office of Captain if the Captain is unable to serve the full term.

Purser (Treasurer)

1. Assume responsibility for Club finances, including but not limited to preparing an annual budget, receiving, and depositing payments, writing receipts, issuing payments for approved expenses, balancing accounts, and preparing financial reports.
2. Submit the annual budget to the Board for approval.
3. Provide a status update on Club finances at each Board meeting and upon request.
4. File Form 990-N with the IRS.
5. Members in good standing can request to examine Club financial records. The Purser will prepare the records for review within 10 business days after the request is made.
6. Assist the Captain in preparing final and bi-annual PHiP reports, with the assistance of the Membership Chair.
7. Provide backup for the Membership Chair in tracking Activity Reports.

Scribe (Secretary)

1. Document the Board meeting minutes and send the minutes to the other Board members and Board meeting participants for review in a timely manner.
2. Once the other Board members have had time to review the minutes, coordinate with the Webmaster to publish the meeting minutes to the Club website and announce when the minutes are available.
3. After formal approval of the minutes at the following Board meeting, ensure the final version is posted on the website.
4. Members in good standing can request to examine meeting minutes. The Scribe will prepare the minutes for review within 10 business days after the request is made.

Crew Members (Members-at-Large)

1. Represent Club members at Board meetings. Present issues and concerns raised by Club members to the Board in good faith.

2. Assist other Board members and committees to perform assigned duties as needed.
3. Serve as the Board's agent in specific matters upon request of the Captain.

Ex-Officio Board Members: Do not vote but are encouraged to participate in Board meetings.

- Post-Captain (Past President) to assist in a smooth transition of responsibilities and serve as a mentor when needed.
- Social Chair leads efforts to coordinate Wednesday Socials and inform members of location, time, music, and charity. If unable to attend, he/she should provide the Scribe a brief written report (nothing to report is acceptable) two days before the Board meeting.
- Environmental Chair leads efforts to coordinate road cleanups and other environmental efforts throughout the year. If unable to attend, he/she should provide the Scribe a brief written report (nothing to report is acceptable) two days before the Board meeting.
- Membership Chair leads efforts to recruit new members and keeps track of the records (Activity Reports) required for reporting to the PHIP bi-annually. Assists the Captain and Purser in preparing those reports and maintains the member e-mail list. If unable to attend, he/she should provide the Scribe a brief written report (nothing to report is acceptable) two days before the Board meeting.
- Marketing and Media Chair leads efforts to inform members via social media, e-mail, and direct communications about significant Club activities. They further help ensure outreach to the public via mainstream media (local radio, television, social media, and public websites) to highlight major Club activities. If unable to attend, he/she should provide the Scribe a brief written report (nothing to report is acceptable) two days before the Board meeting.
- Phrenzy Chair leads efforts to coordinate the TPHC's major annual fund-raising event. If unable to attend, he/she should provide the Scribe a brief written report (nothing to report is acceptable) two days before the Board meeting.

Article IV: Board Meetings

1. The Board will meet every other month to conduct Club business. The Board will announce the date and time of upcoming meetings two weeks in advance.
2. Board meetings are open to all members in good standing.
3. The Captain can hold additional meetings as needed.
4. Meeting minutes for all Board meetings will be posted to the Club website. Members will be notified when minutes become available. Draft minutes may be posted to the website and will be updated as official minutes after formal board approval at the following meeting.

Article V: Voting

Motions Before the Board

1. Motions before the Board are carried by a majority vote.
2. A quorum is formed when more than half (four or more) of the Board members are present at a Board meeting. A quorum is required for a vote to be valid.

3. All Board members are entitled to vote unless they recuse themselves or are otherwise ineligible to vote as specified in the Bylaws or SOP.
4. If a Board member is ineligible to vote, abstains or recuses themselves from a vote, or if one or more offices are vacant, motions before the Board are carried by a majority vote of the remaining Board members.
5. If the Board must conduct business in between Board meetings, motions can be made, and votes cast electronically via an appropriate means of communication. All Board members must be notified of the vote. Board members that do not cast a vote in a timely manner forfeit their vote. A “timely” manner is typically within three days of being notified of a motion requiring a vote; however, in exceptional cases Board members may be contacted for an emergency vote and allowed three hours to review circumstances and confer.
6. Only Board members can put motions before the Board or the Club.
7. Club members and Ex-Officio members are ineligible to vote on motions before the Board but may suggest agenda items for Board meetings.

Motions Before the Club

1. Motions before the Club are approved by a majority of votes received from Club members in good standing.
2. Club members must be notified of motions before the Club at least 15 days before the date the votes will be counted.

Article VI: Committees

1. Committees are created to perform a specific function or service on behalf of the Club. The Board can create committees as needed. Committees will be governed by the procedures defined in the SOP.
2. Committee chairs are appointed by a majority vote of the Board and must be members in good standing.
3. Committee chairs that also serve as Board members must recuse themselves when the Board votes on issues pertaining to that committee.
4. The Board will oversee the committees. The Committee Chair will provide status updates at Board meetings as needed, or if unable to attend, he/she should provide the Scribe a brief written report (nothing to report is acceptable) two days before the meeting.
5. Committees created for events will be disbanded when the event is over. Committees created to perform services for the Club throughout the year will be disbanded at the end of the year.
6. Committee chairs may be removed by a majority vote of the Board.

Article VII: Elections

1. The Election Chair must be a member in good standing that is not running for an office on the Board and must be appointed by a majority vote of the Board.
2. The Board will announce the name of the Election Chair by September 1.

3. The Election Chair will select a committee of at least two other members in good standing that are not running for an office on the Board.
4. The Elections Committee will announce the upcoming election and request nominations for the Board offices. Candidates must be members in good standing.
5. The candidates will be announced at the second social in October.
6. The Board will establish a due date by which mail-in votes will be counted. Only ballots postmarked by the due date will be counted. Ballots must clearly display the due date for mail-in ballots along with the name and address where ballots are to be mailed. The Club is not required to pay return postage for mail-in ballots.
7. The Elections Committee will distribute ballots to the Club beginning at the second social in October days before the election.
8. The election will be closed after the second social in November. Only ballots received by midnight of this date will be counted. Ballots must be received by mail, email, or be cast in person. The Elections Committee will perform due diligence to ensure that only members in good standing vote and that there are no duplicate votes by the same member.
9. Board members will be elected by a plurality of votes received from Club members in good standing.
10. The Elections Committee will collect and tabulate the votes then certify and communicate the results to the Board. The Board will announce the winners to the Club.
11. The Board will not endorse candidates running for any office, either within or outside the Club.

Article VIII: Conflicts of Interest

All Club members will conduct Club business honestly, prudently, and in good faith for the sole benefit of the Club. Club members will not personally benefit while performing Club duties. The interests of the Club will be the first priority in all decisions and actions.

Article IX: Dissolution

In the event the Club is dissolved, all outstanding debts will be paid, and any remaining assets will be distributed to a nonprofit organization, as defined in Section 501(c)(3) of the Internal Revenue Code, of the Board's choice.

Article X: Amending the Bylaws

The Bylaws can be amended with a majority of votes received from Club members in good standing.