

# St. MinneSomePlace in Paradise Parrot Head Club, Inc.

## Administration Bylaws

The Administration of St. MinneSomePlace in Paradise Parrot Head Club, Inc. shall consist of members comprising a Team of Directors and the General membership. General membership of St. MinneSomePlace shall comprise Active membership.

### I. DIRECTORS

#### A. AUTHORITY:

1. The Directors of St. MinneSomePlace in Paradise Parrot Head Club, Inc., shall manage all business and executive matters.
2. The seven (7) volunteer Directors shall be the
  - a. **Island (Head) Bwana** (General Manager),
  - b. **Island First Mate** (Vice President),
  - c. **Purser** (Treasurer),
  - d. **Island Bartender** (Social Director),
  - e. **Island Jungle Drummer** (Secretary),
  - f. **Island Population Control** (Director of Membership), and
  - g. **Charity Bwana** (Charity Director). Each Director shall have one (1) vote on all matters before the Directors.
3. All votes ending in a tie shall be decided by the vote of the Island Head Bwana of the St. MinneSomePlace in Paradise Parrot Head Club, Inc.
4. The Directors shall be elected from those who volunteer for the Director positions and who are approved by the majority of the Active members.
5. The Island Head Bwana shall formulate the job descriptions for and assign the respective duties of the additional positions, subject to the approval of the majority of the voting Active members.
6. Each person holding a Director position will have only one vote, even though circumstances may exist in which one person may hold more than one Director position.

#### B. FOUNDER

1. Jerry Shea is recognized as the Founder of St. MinneSomePlace in Paradise Parrot Head Club, Inc.

#### C. TERMS OF OFFICE

1. The Directors of this organization shall continue to serve in their respective positions for a period of one (1) year. However, the position of General Manager (Island Head Bwana) will be for a period of three (3) years and the Purser shall serve for two (2) years. There will be no term limits on any position. All terms of office shall expire on January 31 of the following year. If more than one person runs for a particular position, Active members shall vote, and the person who receives the majority of votes shall win the position.
2. Any Director who resigns from office without completing the term of office shall not be eligible to run for a Director position again for two (2) years from the date of resignation.
3. The General Manager may appoint other positions serving specific responsibilities for St. MinneSomePlace, with the majority vote approval by the Active members.
4. Committees are to be created and determined by the Directors.

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5. New Director positions begin February 1, previous terms end March 31. This is to provide coverage and smooth transitions for the March charity event of THR (This Hotel Room). Only current Directors have the right to vote (Directors who are exiting do not). Directors who are exiting have the same voting rights as do Active members.

### **D. RULES FOR SELECTING THE DIRECTORS**

1. No later than December 15 of each year, the Director of Membership shall send (either by email or the U.S. Post Office) membership renewal reminders or forms to all members. The renewals shall be returned no later than January 31. The General Manager shall contact members to solicit their desire to hold a position and identify either a Director, Assistant, or Member-At-Large position. Those who do not desire to hold a Director position shall be considered part of the Active members, either as in an Assistant-Director capacity or as a Member-At-Large. If more than one member wishes to hold the same Director position, those members can either determine who should hold the position or those members will be brought before the Active members in a vote to select the winning candidate. All selections are subject to the majority vote approval of the Active members who voted within the designated time of the voting period.

### **E. VOTING PROCESS**

1. In the event of a vote before the Active members, the following voting format will be implemented: In the case that no candidate receives at least 35% of the vote (of those Active members who voted), an immediate runoff election shall be held, with the two candidates receiving the most votes entered into this runoff. In the case of a tie for second place, all second-place candidates shall be in the runoff.

### **F. VACANCIES**

1. Should the office of the General Manager (Island Head Bwana) become vacant, the Vice President shall automatically exercise all powers, duties, rights, and responsibilities of the General Manager's office until such time as there shall be a selection by the Directors, subject to the approval of the Active members, of a new General Manager. In the circumstance when no one steps forward to be the General Manager, the current team of Directors shall be authorized to shut down the club.
2. Should any other Director's office become vacant, the remaining Directors shall appoint a volunteer Director, subject to the standard voting approval of the Active members. Should a Director have an assistant, the assistant would be given first choice to hold the Director position.

### **G. NEPOTISM**

1. No person who is selected to a Director position may serve concurrently with any other Director who is related to the Director of appointee by marriage, civil union, or through a "significant other" relationship.
2. This provision is intended to prohibit the concurrent Director service of parents with their adult children, siblings with each other, first cousins with each other, and spouses with each other; regardless of whether such spousal relationship was created through marriage, civil union, or informally through the consent of two adults.

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3. The Board of Directors may suspend the NEPOTISM rule for one term for any position by simple majority vote. This entitles the Board to add candidates to the ballot as they feel necessary.

II. **DIRECTORS' DUTIES:** Directors' meeting agendas and minutes shall be distributed to the Active members (via website or email/media). Directors are responsible for bringing items to the attention of the Active members.

### A. GENERAL MANAGER--ISLAND BWANA

1. The General Manager shall be the principal Executive Officer of the organization, in charge of the business and affairs of the organization. The General Manager shall ensure that the resolutions and directives of the Directors are carried out, except in those areas where the Directors assign the responsibilities to another person.
2. The Island Bwana shall:
  - a. Have powers and duties as are usually exercised by the General Manager of an organization.
  - b. Be the Executive Officer of the corporation and preside at the monthly business meetings, any special meetings, and meetings of the Directors.
  - c. Be an ex officio member of all committees.
  - d. Have the power to call Special Meetings of the organization and Special Meetings of the Executive Committee.
  - e. Manage all other matters assigned by the Directors.
  - f. Effect a timely transfer of all documents related to this position.
  - g. Cast one vote in all matters before the Directors concerning St. MinneSomePlace in Paradise Parrot Head Club, Inc.
  - h. Act as the ticket liaison between the designated ticket management agency and Parrot Heads in Paradise, Inc.
  - i. Formulate and manage effective policies for fair and impartial distribution of Jimmy Buffett concert ticket blocks.
  - j. Mediate ticket disputes.
  - k. Be financially responsible for the club, in concert with the Treasurer.
  - l. Maintain primary PHIP contact.
  - m. Maintain the physical office of the club; i.e., P.O. Box, telephone (in coordination with the Treasurer), and email address.
  - n. Volunteer time at local and national events.
  - o. Help members with whatever assistance they need.
  - p. Maintain the Minne-Mart.
  - q. Secure auction items when required.
  - r. Be responsible for overall administration, and shall be the keeper of club records, mailing lists, etc.
  - s. Coordinate the St. MinneSomePlace Phlockings, acting as the key contact.
  - t. Coordinate all participation at the PHIP annual convention.

### B. TREASURER--ISLAND PURSER

1. The Treasurer shall:
  - a. Manage all accounting and financial activities of the organization.

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- b. Maintain adequate records and files for the organization, according to generally accepted accounting practices.
- c. Obtain prior approval from the Directors for the administrative costs required for the monthly operation of the organization.
- d. Maintain one (1) checking account.
- e. Obtain and maintain a club P.O. Box (in coordination with the Island Bwana).
- f. Submit a monthly financial statement to the Directors.
- g. File all tax returns and corporation papers on an annual or "as needed" basis, in compliance with federal, state, and local laws.
- h. Oversee an annual audit of the previous year's records, as necessary.
- i. Effect a timely transfer of all documents related to this position.
- j. Cast one vote in all matters before the Directors concerning St. MinneSomePlace in Paradise Parrot Head Club, Inc.

### C. VICE PRESIDENT--ISLAND FIRST MATE

1. The First Mate shall:
  - a. In the absence of the General Manager, have the powers and duties of the General Manager.
  - b. Participate in solicitation of bids, site selection of Phlockings and official gatherings, attend planning sessions when necessary, and be knowledgeable in all of the aspects of planning meetings for the organization.
  - c. Perform all other duties incidental to the office or as assigned by the General Manager.
  - d. Cast one vote in all matters before the Directors concerning St. MinneSomePlace in Paradise Parrot Head Club, Inc.
  - e. Effect a timely transfer of all documents related to this position.
  - f. Act as general operations coordinator.
  - g. Organize monthly BNB meetings.
  - h. Follow up on action items resulting from meetings.
  - i. Volunteer time at local and national events.
  - j. Help members with whatever assistance they need.
  - k. Be the secondary PHIP contact.

### D. SECRETARY--ISLAND JUNGLE DRUMMER

1. The Jungle Drummer shall:
  - a. Communicate, organize, disseminate, and be the sole source of all public information concerning St. MinneSomePlace in Paradise Parrot Head Club, Inc. (in conjunction with the General Manager). This will include:
    - a. the St. MinneSomePlace.com web site,
    - b. the Newsletter (originally known as the GULP),
    - c. public media releases,
    - d. club-associated web pages,
    - e. social media postings, and
    - f. any and all public exposure to the St. MinneSomePlace club.
  - b. Be the Editor of the official newsletter, The Newsletter.
  - c. Edit and convey any information the club members submit for publication.

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- d. Keep an accurate and complete permanent written record of all business conducted by the Directors.
- e. Effect a timely transfer of all documents related to this position.
- f. Cast one vote in all matters before the Directors concerning St. MinneSomePlace in Paradise Parrot Head Club, Inc.
- g. Send out special emails, in conjunction with the General Manager, as necessary.
- h. Coordinate any club promotions.

### **E. DIRECTOR OF MEMBERSHIP--ISLAND POPULATION CONTROL**

- 1. The Director of Membership shall:
  - a. Send (by email or by U.S. Post Office) renewal applications to all club members.
  - b. Receive the application information and enter them into the club's computer records.
  - c. Contact members whose memberships have lapsed.
  - d. Maintain a master list of all members and their contact information.
  - e. Effect a timely transfer of all documents related to this position.
  - f. Cast one vote in all matter before the Directors concerning St. MinneSomePlace in Paradise Parrot Head Club, Inc.
  - g. Maintain all membership administration.
  - h. Coordinate assembly and distribution of club ID cards.

### **F. SOCIAL DIRECTOR--ISLAND BARTENDER**

- 1. The Bartender shall:
  - a. Coordinate the entertainment for the St. MinneSomePlace Phlockings.
  - b. Plan all events and budgets to at least "break even". The Phlocking budgets must have prior approval of the Directors.
  - c. Appoint committees and assistants when deemed necessary and report these appointments directly to the Directors.
  - d. Effect a timely transfer of all documents related to this position (e.g., contracts, etc.).
  - e. Cast one vote in all matters before the Directors of the St. MinneSomePlace in Paradise Parrot Head Club, Inc.
  - f. Coordinate promotions.
  - g. Secure rental necessities.
  - h. Arrange for pick-up, delivery, and return of rental necessities.
  - i. Assist with the running of the Minne-Mart.

### **G. CHARITY DIRECTOR--CHARITY BWANA**

- 1. The Charity Bwana shall:
  - a. Coordinate the silent and live auctions at the THR Plocking.
  - b. Secure auction items as needed in coordination with other Directors. Any auction items valued at over \$200 need prior approval of the majority of the Directors.
  - c. Organize the silent auction.
  - d. Coordinate songboards and other fundraising activities at Phlockings (THR, HAMA, house concerts, etc.).

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- e. Coordinate nominations, choice, and vetting of charities to be supported by the club, subject to the approval of the Directors and/or the voting Active members.

## **H. ACTIVE MEMBERS shall:**

1. Attend as many meetings as possible.
2. Actively participate in meetings when present.
3. Lend support (VOLUNTEER) to Island departments and at Phlockings.
4. Actively participate in the management of the club; i.e., voting on any issue brought forth to the Active members.

## **I. ADDITIONAL APPOINTED DIRECTORS**

1. The General Manager may appoint additional officers as deemed necessary. These appointed officers hold non-voting positions. To ensure smooth operations of the club, some positions will have two people, but they will only have one (1) Director vote per position.

## **J. REMOVAL**

1. Any active members, including Directors, may be removed from office for “just cause” including, but not limited to malfeasance, nonfeasance, and misfeasance, gross negligence in responsibilities of office, omissions, or actions determined by the Directors to be a detriment to St. MinneSomePlace in Paradise Parrot Head Club, Inc. Subject to review and approval by the Directors, this person or persons are banned from any future Director position.
2. Any Director missing three (3) consecutive planned monthly BNB or special meetings without reasonable cause are deemed removed from office.
3. Any member of St. MinneSomePlace in Paradise Parrot Head Club may bring a written motion for removal before the Directors. The Directors shall review and determine if the motion shall be distributed for consideration/vote by the Active members. This motion will be voted upon/moved forward (by the Directors) within fifteen (15) working days of receipt by the Directors. Such a voting request shall be filed within seven (7) working days with the remaining Active members, who are required to respond in the same time frame. This correspondence shall continue until the matter is resolved and voted upon by the membership, if deemed necessary.
4. A majority (quorum) of the balance of the Directors is necessary to conduct business, including removal of Directors.

## **III. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### **A. CONTRACTS**

1. The Directors only may authorize any officer(s), agent(s), and/or committee members, in addition to those mentioned and authorized in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of St. MinneSomePlace in Paradise Parrot Head Club, Inc.; such authority may be general or restricted to specific instances. All authorizations are to be in writing from the Directors. No club member shall have the authority to represent St. MinneSomePlace in Paradise Parrot Head Club, Inc., in any capacity, contract, obligation, function, or event without the express written authorization of the Directors.

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## B. CHECKS, DRAFTS, ETC.

1. The Treasurer, the General Manager and/or the Vice President shall sign all checks, drafts, or other orders for the payment of monies, notes, or other evidence of indebtedness issued in the name of the corporation.

## C. DEPOSIT

1. Receipts of the organization shall be deposited at least monthly to the credit of St. MinneSomePlace in Paradise Parrot Head Club, Inc., in such FDIC bank(s), savings and loans, trust companies, or other depositories as the Directors may select.

## D. FUNDS

1. A portion of the proceeds generated from the activities of St. MinneSomePlace shall go to charity, as determined by the Directors, and approved by a vote of the Active members.
2. The Treasurer and/or General Manager may submit payments of not more than \$100 per occurrence without prior approval from other Directors. Receipts must be submitted for all such expenses.
3. All other payments and purchases must be approved by a majority vote of the Directors in order to be funded by St. MinneSomePlace In Paradise Parrot Head Club, Inc.
4. All expenses must be approved by the majority of Directors **prior** to reimbursement. Receipts for all expenses, regardless of dollar amount, **must** be provided in order to be considered for reimbursement.

## E. GIFTS TO ST. MINNESOMEPLACE IN PARADISE PARROT HEAD CLUB, INC.

1. St. MinneSomePlace club members may accept, on behalf of St. MinneSomePlace any contribution, gift, bequest, or device (e.g., for auctions or other purposes).

## IV. MISCELLANEOUS

### A. PROPERTY

1. Any property belonging to St. MinneSomePlace in Paradise Parrot Head Club, Inc., shall not be used, transferred, acquired, divested, or consumed by any person without written consent of the Directors, following a majority vote of approval. The term "property" includes all property real or personal, tangible or intangible, which may be owned, created by or in the possession of St. MinneSomePlace in Paradise Parrot Head Club, Inc., absent an overriding, legally enforceable, contract.

### B. FISCAL YEAR

1. The fiscal year for St. MinneSomePlace in Paradise Parrot Head Club, Inc., shall begin on January 1 and end on December 31.

### C. MAILING LIST

1. Use of mailing lists identifying club leaders or club members for external solicitation purposes of any kind (including charitable) is strictly prohibited.

### D. CODE OF CONDUCT

1. It is the intention of the St. MinneSomePlace in Paradise Parrot Head Club to provide social and charitable activities for the enjoyment and benefit of all of our members, guests, hosts, and charities. All members of the organization shall be

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required to treat fellow members, guests, hosts, and their personal belongings with respect, along with all club property. Members also agree to abide by the St. MinneSomePlace in Paradise Parrot Head Club bylaws

2. Members of the St. MinneSomePlace in Paradise Parrot Head Club, by virtue of their membership, agree to demonstrate personal responsibility for their words, actions, and deeds and not to exhibit behaviors that are harmful to themselves and other members, guests, hosts, and their personal property. We seek to provide a pleasant atmosphere in which to share our common love of the music and tales of Jimmy Buffett, and to further the charitable ideals that we seek to uphold.
3. The St. MinneSomePlace in Paradise Parrot Head Club will not condone behavior that is contrary to our objectives, nor which we think is harmful or injurious to others. By virtue of your membership in the St. MinneSomePlace in Paradise Parrot Head Club, you have agreed to “Party with a Purpose” in a most responsible fashion!
4. Thus, Active members are subject to the same removal criteria as applied to Director status, with the exception of missing meetings.

## **V. AMENDMENTS**

- A. The method to alter, amend, or repeal these policies or to adopt new policies is for any member to bring the desired amendment to the attention of the Directors. The authority to amend shall be vested in the Directors and ratified by the Active members by majority vote of the Directors and Active members voting.

## **VI. ADOPTION OF BYLAWS**

- A. The original bylaws went into effect on December 31, 2004.
- B. Revision History
  1. December 13, 2007
  2. 2014
  3. 2017.10.18: Approved by Bwana Board and ratified by St.MSP Membership
    - a. Addition of I.G.3: The Board of Directors may suspend the NEPOTISM rule for one term for any position by simple majority vote. This entitles the Board to add candidates to the ballot as they feel necessary.