

Corn Republic Parrot Head Club Bylaws

Adopted May 31, 2009
Revised June 13, 2010
Revised February 12, 2012
Revised March 4, 2012
Revised October 2, 2023



Introduction

The Corn Republic Parrot Head Club (sometimes referred to as the “Corn Republic” or the “CRPHC” or “the Club”) was sanctioned in January 2009 by the international not-for-profit organization: Parrot Heads in Paradise, Inc. (PHiP)

Its primary purpose is to provide social opportunities for people who enjoy the music and literary works of Jimmy Buffett and the tropical lifestyle he personified. Another purpose of the Club is to provide charitable fund-raising efforts for 501(c)(3) designated organizations; and to conduct community or environmental services through the volunteer efforts of Club members:-

The administration of the Club consists of members comprising a Board of Directors (sometimes referred to as “Directors” or “the Board.”) General membership of the Corn Republic is comprised of the Directors (involved in management of the club and assisting with community/charity events) and Social Members (involved primarily in social activities and assisting with community/charity events.)

Membership

1. Each member of the Corn Republic is responsible for his or her own actions and behavior. All members are expected to fully comply with all laws, and any member who breaks a law does so at his or her own risk and is personally liable for those actions. The Corn Republic PHC will not be responsible or liable for those actions.
2. Annual membership dues are an amount established by the Board of Directors.
3. No later than the November General Membership Meeting of each year, the Membership Director shall make membership renewal form available to all members. These renewal forms must be returned along with the appropriate membership dues no later than the January General Membership Meeting.
4. All club membership dues shall be in the form of cash, a personal check or money order or an electronic funds transfer made payable to the Corn Republic PHC. Members are in good standing if annual dues have been paid in full by the January General Membership Meeting of each year. Any person who has not paid by the due date may be subject to termination of membership.
5. New members paying dues at or after the October General Membership Meeting will be considered paid for the remainder of the current year and the following year.
6. Membership dues ensure the continued operation of the club: including newsletter production, letters, notices of upcoming events, postage, banners, website production and annual dues to PHiP, as well as donations to the charities the Club supports.
7. Club merchandise is to be sold to PHiP PHC members only and not to the General Public. It may NOT be advertised on club websites. Jimmy Buffett’s name, his song titles, lyrics, names of businesses, and the term “Parrot Head” are all registered trademarks and should not be used for the purpose of profit. Clubs are allowed to use the term “Parrot Head” on t-shirts and club merchandise, but NOT Jimmy Buffett’s name.
8. Membership dues apply to adults 21 years of age and older on January 1 of each calendar year.
9. Parakeets are honorary members as children of adult members. They are not eligible for club concert tickets. Parents are advised that many club activities may be inappropriate for youth.
10. The Club reserves the right to refuse or terminate any membership.

Board of Directors

General

1. The Directors of the Corn Republic shall manage all business and executive matters.
2. The Directors shall consist of the position(s) described in the Director's Duties section, and the Club Founder. Each Director shall have one (1) vote on all matters before the Directors.
3. It is the responsibility of the Directors to attend the board, general membership and special meetings and to represent the issues and concerns of the members of the club.
4. Directors shall not receive any monetary compensation for their services except those incurred and approved as outlined in the Funds section below.
5. Two members may share the duties of one of the positions on the Board of Directors. They must place themselves in nomination together for the position. The position has one vote.
6. A majority of the board members must be present to conduct business.
7. Committees are to be determined and created by the Directors.
8. Club Members may observe board meetings.
9. Club members may review regular meeting minutes once approved (though not the minutes of executive sessions, which are closed to guests).
10. Members may speak at Board meetings during the Member Forum at the beginning of the meeting.
11. Sarah Rathbun is recognized as the Founder of the Corn Republic PHC and shall be a permanent, non-voting member of the Board of Directors.

Terms of Office

1. Calls for office nominations can be received beginning in September of each year with general elections to be held at the general business meeting in November each year.
2. A Term of Office shall be defined as a two-year period starting January 1 of a given calendar year. The President, Secretary, Membership Director, and Member at Large will be elected to begin serving in even years. The Vice President, Treasurer, Technology Director, Social Director and Charity Director will be elected to begin serving in odd years. Additional Directors (if any) will be assigned to one of these groups as appropriate.
3. The Directors of this organization may serve no more than three (3) consecutive full terms in a particular office and must vacate the office by the end of the full term. At such time, the Director may serve in another office and seek re-election to the original office after an 18-month absence from the original office has passed.
4. If more than one person runs for a particular office, a majority vote of the general membership present at the meeting will determine who wins the office.
5. The President may appoint other positions serving specific responsibilities for the Corn Republic, with the majority vote approval of the Directors.

Vacancies

1. Should the office of President become vacant, the Vice President shall assume the responsibilities of the President's office until such time as a selection by the Club is approved.
 - a. In the circumstance when no one steps forward to be the President, the current or vacating President is authorized to shut down the club.
 - b. In the event the club dissolves, any remaining funds after final expenses have been accounted for shall be disposed of as described in the club dissolution section of these bylaws.

2. Should any other Director's office become vacant, the remaining Directors shall appoint a volunteer Director subject to approval of the general membership.
3. Any Director who resigns from office without completing the term office will not be eligible to run for a Director position again for one (1) year from the date of resignation.

Removal

1. Any Director may be removed from office for "just cause," including by not limited to: inappropriate or illegal behavior or wrong doing, gross negligence in responsibilities in office, omissions or actions determined by the Directors to be a detriment to the Club. Removal from office is subject to review by the Directors and approval by the general membership.
2. Any Director missing three (3) consecutive general club or board meetings without reasonable cause is subject to being removed from office.
3. Any member of the Club may bring a written motion for removal to the Directors. The Director At large shall distribute the motion to the general membership for consideration.
4. Any member may submit a written dispute or request clarification within seven (7) days of receiving the motion. The Directors have seven (7) days to respond to the dispute and fifteen (15) days to vote on the original motion.

Director Duties

President

The President shall be the principal executive officer of the organization, in charge of the business and affairs of the organization. The President shall assure that the resolutions of directives of the Directors are carried out, except in those areas where the Directors assign the responsibilities to another person.

The President shall:

1. Serve as the Executive Officer of the corporation and preside at the monthly membership meetings, any special meetings and meetings of the Directors.
2. Serve as primary PHiP contact.
3. Serve as the official liaison with other local clubs, groups, and organizations with which the Club wishes to communicate, unless otherwise delegated to another individual by the President.
4. Submit all PHiP required reports by their due date(s).
5. Create job descriptions for, and assign the respective duties of, any additional positions necessary for the operation of any club event or activity. Such assignments would be subject to approval by the majority of the Directors.
6. Serve as an ex-officio member of all committees.
7. Be authorized to call Special Meetings of the organization and Special Meetings of the Board of Directors.
8. Monitor and examine club financial records.
9. Maintain the physical address of the club. (i.e.: PO Box, telephone number, email address); unless otherwise determined by the Board of Directors.
10. Assume administrative responsibility for the club including keeping records, mailing lists and other club information.
11. Volunteer time with club events and activities and attend club meetings.
12. Cast one vote on motions brought before the board.
13. Transfer documents related to this office to the incoming president.

Vice President

The Vice President shall:

1. Assist the President in administering the business of the organization as requested or required.
2. Serve as club president in the absence of the president.
3. Serve as custodian of the "Golden Corn Cob" and present it to qualified recipients.
4. Serve as secondary PHIP contact.
5. Serve as "property manager" for the club by securing an appropriate storage space, seeing that all club supplies and materials are moved to that location and maintaining an inventory of those items. The property will be available to members for use at club events and activities as needed.
6. Be knowledgeable in all the aspects of planning meetings and events for the organization.
7. Perform all other duties incidental to the office or as assigned by the President or the board of directors.
8. Assist the member responsible for club merchandise such as tee shirts, koozies and all other club logo items by communicating needs and assisting in supplying items to members.
9. Provide support and coordination for club committees as requested or required.
10. Volunteer time with club events and activities and attend club meetings.
11. Cast one vote on motions brought before the board.
12. Transfer documents related to this office to the incoming vice president.

Treasurer

The Treasurer shall:

1. Manage all accounting and financial activities of the organization.
2. Maintain adequate records and files for the organization according to generally accepted accounting practices.
3. Obtain prior approval of the Directors for the administrative costs required for the monthly operation of the organization.
4. Maintain all club checking accounts.
5. Submit a monthly financial statement to the Directors, including details of income and expenses during the previous month.
6. File all tax returns and corporate papers on an annual or "as needed" basis in compliance with federal, state and local laws.
7. Oversee and annual review of the previous year's records.
8. Volunteer time with club events and activities and attend club meetings.
9. Cast one vote on motions brought before the board.
10. Transfer documents related to this position the incoming treasurer.

Secretary

The secretary shall:

1. Keep an accurate and complete permanent written record of all business conducted by the Directors.
2. Publish monthly meeting information to members.
3. Keep minutes, attendance records and agendas for monthly meetings.
4. Maintain a current and accurate email list for the purpose of distributing club information.
5. Respond or correspond with other groups or individuals as requested by the Directors or the President.

6. Assist in preparing and submitting information about the club and its activities for promotion or publication.
7. Volunteer time with club events and activities and attend club meetings.
8. Cast one vote on motions brought before the board.
9. Transfer documents related to this position to the incoming secretary.

Social Director

The Social Director shall:

1. Coordinate the Corn Republic and other social events.
2. Plan the budgets for all events with prior approval of the Directors.
3. Appoint committees and assistants when deemed necessary with approval of the Directors.
4. Coordinate the promotion of club social events.
5. Creatively develop and plan theme-based social events.
6. Provide feedback of club-sanctioned events to the Board of Directors:
 - a. Was the event worthwhile?
 - b. Was the event fun?
 - c. Were any new contacts made at the event?
 - d. Will future occurrences of the event be to the Club's advantage?
7. Volunteer time with club events and activities and attend club meetings.
8. Cast one vote on motions brought before the board.
9. Transfer documents related to this position to the incoming social director.

Technology Director

The Technology Director shall:

1. Be responsible for ensuring that the Corn Republic maintains an accurate and current website which meets the criteria established and required by PHIP.
2. Assist in locating an appropriate website provider or management company to maintain the basic format to ensure that any member could fulfill this position without extensive computer skills or knowledge.
3. Appoint or recruit members, with board approval, to assist with keeping the website current and updated.
4. Be knowledgeable of club events and activities and provide connections and opportunities for these to be promoted on the website before and reported on afterward.
5. Coordinate with Directors, committee chairs and other persons responsible to be certain that dates, times, details and photographs will be forwarded for inclusion on the website.
6. Assist in coordinating other types of communication used to promote the club including various forms of social media, press releases or other types of promotional sources which may be used for fundraisers, concerts or events open to the public.
7. Volunteer time with club events and activities and attend club meetings.
8. Cast one vote on all motions to come before the board.
9. Transfer documents related to this position to the incoming Technical Director.

Membership Director

The Membership Director shall:

1. Welcome new members, including a personal welcome, both by phone or email and in person at their first event.

2. Greet new attendees and:
 - a. Make them feel welcome.
 - b. Be an information resource for any questions a new member may have.
 - c. Make sure new members are having fun and feel useful.
3. Provide timely delivery of club announcements to all members who have no email address.
4. Notify members regarding renewal applications as specified in this document.
5. Receive the application information and enter into a club spreadsheet.
6. Maintain a master list of all members and their contact information.
7. Coordinate assembly and distribution of club ID cards and lanyards to new members.
8. Contact members whose memberships have lapsed.
9. Coordinate efforts to recruit members and share club information at events and activities open to the public.
10. Volunteer time with club events and activities and attend club meetings.
11. Cast one vote on motions brought before the board.
12. Transfer documents related to this position to the incoming membership director.

Charity Director

The Charity Director shall:

1. Evaluate potential partner charities for the club. Ensure that the charity is a 501(c)(3) organization as indicated in these bylaws.
2. Report on the status of charity based on ratio of money/service provided to their clients.
3. Make proper distributions of funds collected for the charity, with all donations passing through the club treasurer or the treasurer of the Corn Republic Foundation.
4. Be the main contact for the charity and the club as designated by the Board of Directors.
5. Volunteer time with club events and activities and attend club meetings.
6. Cast one vote on all motions to come before the Board.
7. Transfer documents related to this position to the incoming Charity Director.

Board Member at Large

The Board Member at Large shall:

1. Serve as ombudsman, helping to resolve concerns or complaints among members of the club
2. Maintain accurate records of the seeds (participation points) earned by each member.
3. Establish and maintain a system which allows members to redeem seeds for club merchandise, gift cards or other rewards. This is intended to encourage club participation and to encourage members to acquire and display club logo merchandise to help promote the organization within the community.
4. The methods and details for awarding and redeeming seeds will be included in the appendix.
5. Volunteer time with club events and activities and attend club meetings.
6. Cast on all motions to come before the Board.
7. Transfer documents related to this position to the incoming Charity Director.

Additional Appointed Officers and Committee Chairs

The President may appoint additional officers as deemed necessary. These appointed officers hold non-voting positions.

Contracts, Checks, Deposits, Funds and Gifts

Contracts

The Directors only may authorize any officer(s), agent or agents, 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 and on behalf of the Club; 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 the Corn Republic in any capacity, contract, obligation, function or event without the express written authorization of the Directors.

Checks, Drafts, Payments

The Treasurer 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 Corn Republic. Two club members other than the treasurer may be authorized to write checks and access the club accounts.

Deposits

Receipts of the organization shall be deposited at least monthly to the credit of the Corn Republic in such FDIC bank(s), savings and loans, trust companies, or other depositories as the Directors may select.

Funds

1. A portion of the proceeds generated from the activities of the Corn Republic will go to charity as determined by the Directors.
2. Directors shall annually review the income and expenses of the previous year and determine a budget or plan for disbursement of club funds for the coming year.
3. The Treasurer and/or the President may submit or approve payment of not more than \$100 per occurrence without prior approval from the other Directors.
4. All other payments and purchases must be approved by a majority vote of the Directors.
5. All expenses must be approved prior to reimbursement. Completed club transaction documents and receipts for all expenses, regardless of dollar amount, are required for reimbursement.
6. **Parrots in Paradise** funds have traditionally provided for the board to make an established contribution to the family upon the death of a CRPHC member, the member's spouse or partner or a member's child. The same contribution may be made to these same individuals in the event of a serious injury or illness. The amount will be confirmed with the annual budget review and planning.
7. In the event of some special circumstance regarding the death or serious illness or injury of a member, the Board of Directors may consider recommendations for other contributions or support for the family. Criteria must be objective, and reasons must be explained so that members are able to understand any such unique situation.

Gifts

Only Directors of the Corn Republic may accept any contribution, gift, bequest or device on behalf of the club. Gifts accepted by a Director remain the property of the Club and as such must be reported to the Directors.

Miscellaneous

Property

Any property belonging to the Corn Republic 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 the Corn Republic, absent an overriding legally enforceable contract.

All club property will be located in a storage facility approved and rented by the Board of Directors. The Vice President shall act as property manager and maintain an inventory of all items and make them available to members as needed for club events and activities.

Fiscal Year

The fiscal year for the Corn Republic shall begin on January 1 and end on December 31.

Participation Points (“seeds”):

The Corn Republic uses the term “seeds” to represent the participation points awarded to members for service work, participation in events and activities and attendance at meetings.

Even though committee/event chairs are charged with reporting seeds to the Member At Large, it is the responsibility of the members to review their own record of seeds. Members may report their seed earnings via email to the Member At Large as accumulated.

Club members may not, under any circumstances, pool or transfer seeds they have accumulated to other club members.

Mailing List

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

Club Dissolution

In the event the Corn Republic ceases to exist, any remaining monies after the final club expenses have been satisfied, shall be donated in full to a 501(c)(3) charity of the final Board’s choosing.

Any remaining property including club logo merchandise and related items, shall be donated in full to the nearest active chapter of Parrot Heads in Paradise, Inc.

Amendments

Any member may bring a proposed amendment to the attention of the Directors. The authority to amend shall be vested in the Directors and ratified by the general membership by a three-fourths vote of those attending the meeting announced for that purpose.

Adoptions of Bylaws

These bylaws were adopted May 31, 2009; amended following the February 21, 2010 meeting of the Board of Directors; amended following the June 13, 2010 meeting of the Board of Directors; amended following the February 12, 2012 meeting of the Board of Directors; amended following the March 4 2012 meeting of the Board of Directors: amended following the October 2, 2023 meeting of the Board of Directors.

Appendix

Membership Dues:

- New member dues are \$20 each and include a club lanyard, name badge and basic cotton club logo t-shirt presented to the new member.
- Renewing membership dues are \$10. Members lapsing for one year or more will renew at the \$20 cost.
- The group email list will be updated to remove non-renewing members on March 1.

Golden Corn Cob Award:

The Golden Corn Cob was created to acknowledge special service or efforts made by an individual or group which benefited the club in some significant way beyond usual participation expectations. The award may be given to a member, a committee or someone from outside the club who did something to improve or enhance the organization.

Parrots in Paradise Funds:

The practice of making \$100 donations was established in the first few years of the club and has continued to the present time. (See item 6 under “Funds” in the Bylaws)

Code of Conduct:

Members are expected to conduct themselves in a respectful and responsible manner.

- Treat all others with respect, dignity and fairness.
- Uphold high ethical standards.
- Use courtesy at all times and in all forms of communication.
- Avoid any form of harassment, bullying, or discrimination, including offensive language, personal attacks or discriminatory remarks.
- Abide by applicable local, national and international laws and regulations.
- Consume alcohol responsibly and follow all legal requirements when attending club events.
- Avoid any actions that could damage the club’s reputation or bring discredit to its purpose.
- Encourage teamwork, cooperation and collaboration.
- Use club resources, including funds, equipment and facilities responsibly and in line with the club’s purpose.
- Address conflicts or disagreements in a respectful and constructive manner.
- Seek mediation or guidance from club leaders when necessary.
- Act with honesty, integrity and transparency in all club activities.

Seeds:

Seeds are awarded to members as indicated:

- ☐ 1 to each board member for each month in office
- ☐ 1 to each club member who attends a phlocking
- ☐ 1 additional seed for planning or hosting a phlocking
- ☐ 1 to each club member who attends a monthly club meeting

- ☐ 4 to each member who actively participates in a club-sponsored community service or fundraising event.
- ☐ 4 additional seeds awarded to the chairperson of a charity event or major club event or party
- ☐ 3 seeds to member for each referral of a new member who joins and has not previously been a member of CRPHC.
- ☐ 1 seed for attending events or parties sanctioned by another sanctioned PH Club
- ☐ 3 seeds for attending MOTM.
- ☐ 4 seeds for member working a concert at Pinewood Bowl or other major fundraising effort
- ☐ Additional points may be awarded by the Board of Directors

Seed Redemption List may vary based on budgetary limitations and may include:

- ☐ --- basic cotton orange t-shirt
- ☐ -- club logo koozie
- ☐ --- club logo Yeti Style mug
- ☐ --- ???