

BY-LAWS
OF
NORTHWEST ARKANSAS LATITUDE 36 PARROT HEAD CLUB
“A Non-Profit Corporation”

ARTICLE ONE
NAME AND PURPOSE

1.1 Name. The name of this corporation shall be: NORTHWEST ARKANSAS, LATITUDE 36⁰ PARROT HEAD CLUB (AKA: NWA PARROT HEAD CLUB, NWA PHC)

1.3 Purpose. The NWA PHC is made up of individuals who are brought together by their common interest and love for the Tropical Spirit that is typical of the songs and writings of Jimmy Buffett. Our club participates in a variety of activities, including Happy Hours, business meetings, fund raising activities, volunteer opportunities, as prescribed by the chapter requirements of the Parrot Heads in Paradise Bylaws. But most of all, the club exists as an opportunity for phlocking with phriends.

1.4 Basis of Operation. This corporation is organized exclusively for one or more of the purposes specified above and shall be operated on a non-profit basis; no part of any earnings and no dividends or other profits shall inure to the benefit of any officer, director or member; and no substantial part of the activities of the corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation or participate to any extent in any political campaign for or against any candidate for public office. The NWA PHC is a member of Parrot Heads in Paradise, the national organization of Parrotheads. The NWA PHC and PHIP are recognized by, but in no way attached, to Jimmy Buffett and his business interests around the world.

ARTICLE TWO
MEMBERSHIP

2.1 Membership Requirements. Any person shall be eligible to be a member. Depending on a person's age they will fall into one of 3 categories, each with different privileges.

- a) Members under the age of 18 (Also known as “Parakeets”) may attend any function in the company of a parent or guardian.
- b) Members between the ages of 18 and 21 may attend functions held in any public place (this includes restaurants, public parks, etc.) but not functions that are held in private setting (such as another members home).
- c) Members who are 21 and older can attend any event or function that is held anywhere.

2.2 Application for Membership. To qualify for membership in the organization, an applicant shall present to any member of the board an application in writing on an appropriate application form which includes name, address and other pertinent information. The application shall be accompanied by the full amount of the initiation fee, if any, and dues for one year.

2.3 Notification. Upon receipt of the application, review and acceptance by the Board of Directors of the organization the new members shall receive a membership badge, roster of membership and a copy of these By-Laws, and his/her name shall be duly entered on the rolls of the organization.

2.4 Suspension-Expulsion. Any member may be suspended or expelled for cause by a majority vote of the members of the Board of Directors. Any member who fails to make payment of dues and/or assessments, fees, etc., within thirty (30) days following due date shall be subject to suspension upon notification in writing of such failure to pay. If the member fails to pay such delinquent amount within (30) days after notification of suspension as provided herein, he shall be automatically dropped from the rolls of the organization. The determination as to the sufficiency of cause for suspension and/or expulsion shall be final.

Members of the club are expected to act appropriately in a way that reflects the beliefs and practices of the club and of Parrot Heads in Paradise, Inc. Any member who acts in a rude, hostile, or violent manner towards other club members or the general public which does not reflect positively on themselves, the club and its members, or Parrot Heads everywhere shall have their membership rights suspended and will not be able to participate in club activities until further notice. Any physical damages accrued during such action(s) will be the responsibility of the accused, not the club, to reimburse the affected establishment. It will be the Board of Directors responsibility to determine if such action(s) by the member(s) is just cause for removal from the club or whether the member(s) should pay a monetary fine before reinstatement to the club.

2.5 Resignation and Reinstatement. Any member may resign his membership by notifying the Secretary of the organization in writing of his intention to do so; provided however, that no resignation shall become effective until all current dues, assessments and fees due the organization have been discharged by such resigning member in full. A member who has resigned in good standing may be reinstated by the payment of current year dues and other annual fees and assessments, if any. A member who has been suspended for the failure to pay dues, assessments, fees, etc., as provided in 2.5 shall be readmitted upon payment of dues, other annual fees and assessments, if any, accumulated prior to his suspension. A member who has been dropped from the rolls of the organization for failure to pay dues, assessments, fees, etc., as provided in 2.5 may be reinstated upon submission and approval of a new application for membership together with payment of all past indebtedness to the organization, current dues and a new initiation fee, if applicable. No expelled member shall be considered for membership until they have first paid all of their indebtedness to the organization. An expelled member may be readmitted upon the unanimous approval of the Board of Directors, upon receipt of current dues and a new initiation fee, if applicable.

ARTICLE THREE

MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of the members of the organization shall be held in November of each year at which they shall elect a Board of Directors and transact such other business as may be properly brought before the meeting. Written notice of the time, place and purposes of such annual meeting shall be given to each member by mail or email, not less than ten (10) nor more than forty (40) days prior to such meeting.

3.2 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise proscribed by statute or by the Articles of Incorporation, or by these By-Laws, may be called by the President, the Board of Directors, or by members constituting fifty (50%) percent of the votes entitled to be cast at such meeting. Any call for a special meeting by the members shall be in writing. Business transacted at all special meetings shall be confined to the objects stated in the notice of the meeting.

3.3 Notice. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than forty (40) days before the date of the meeting, either personally or by mail or email, by or at the direction of the President, the Secretary or the officer of person calling the meeting, to each member of record entitled to vote at the meeting.

3.4 Quorum. Members holding thirty (30%) percent of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at all meetings of the members for the transaction of business. Five (5) members is the minimum number present which may constitute a quorum.

3.5 Voting Procedure. When a quorum is present at any meeting, the vote of a simple majority of the members having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by expressed provisions of the statutes or the Articles of Incorporation or by these By-Laws a different vote is required in which case such expressed provisions shall govern and control the decision of such questions. The members present at a duly organized meeting may continue to transact business until adjournment, not withstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE FOUR

OFFICERS

4.1 Officers. The officers of the corporation shall be a President, Vice President,, Secretary/Treasurer, Membership Chairman and Senior Member at Large. Any two or more offices may be held by the same person except that the offices of President and Secretary shall not be held by the same person.

4.2 Nomination and Election. The following procedures should be followed during the yearly election period for the offices of President, Vice President, Secretary, Treasurer, and Membership Director.

- 1) In September the board shall appoint an elections officer from the club's general membership. When accepting the job of the elections officer, said member should understand he or she is not eligible to run for office.
- 2) The Election Officers shall issue a call for candidates for all offices on Oct. 1 of each year. The Election Officer shall accept candidate declarations (and optional brief Position Statement explaining why seeking office) for two weeks.
- 3) During the two-week declaration period, the Election Officer should periodically announce via email to the membership, the evolving list of declared candidates and emphasis any still vacant positions and encourage members to step forward.

- 4) Once the Election Officer has a complete list of candidates, he or she should post the list and the candidates' individual Position Statements for consideration by the membership. The Election Officers will then create a ballot for the club's Annual Meeting.
- 5) The election will be held at the annual meeting on the first Friday in the month of November. The Election Officer and two assistants shall tabulate the votes and announce the results at this annual meeting.

4.3 Term. Each officer of the organization shall hold office for a term of one year commencing January 1 through December 31 of the year following his or her election or until his or her death or until his or her resignation or removal from office. An officer elected by the members or an officer or agent appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of the whole Board of Directors. If, during the course of the year, there is a vacancy in the office of President, the Vice President shall succeed to the office of President for the unexpired term of the office. If the office of any other officer becomes vacant for any reason, the vacancies may be filled by the appointment of the Board of Directors in case of a vacancy in the office of Vice President, Secretary, Web Master, Membership or Treasurer, by the affirmative vote of a majority of the Board. Any officer elected herein shall serve for the unexpired term of his or her predecessor in office.

ARTICLE FIVE

POWERS AND DUTIES OF OFFICERS

5.1 President. The President shall be Chief Executive Officer of the organization. The President shall preside at all meetings of the members shall have general and active management of the business and affairs of the organization. The President shall see that all orders and resolutions of the Board of Directors are carried out and shall perform such other duties as the BOD may prescribe. The President may appoint a qualified persons to serve as club accountant and web master. In addition, the President may appoint persons to chair various committees needed to conduct the business of the club, such as Social Director, Charities Coordinator, etc. The President is responsible for filing approved By Laws and revisions with the Arkansas Secretary of State, if required by law. The President will serve as liaison with PHIP and Southern Region PHIP.

5.2 Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. The Vice President shall succeed the President in the event that he or she is unable to complete his or her term of office. The Vice President shall assist the President in the discharge of his or her duties and in the absence of the President shall act as President.

5.3 Secretary/Treasurer. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he or she shall be including maintenance of all records and minutes. The Secretary shall keep in safe custody, a master copy of the currently approved by-laws, the seal of the corporation, and when authorized by the Board, affix the same to any

instrument requiring it, and when so affixed, it shall be attested by the President. The Secretary will coordinate closely with the Club Accountant.

5.4 Membership Director. The Membership Director shall have the custody of all membership applications and shall keep full and accurate account of current members. The Membership Director will take membership dues and keep an account of members who are in good standing. It is the responsibility of the Membership Director to give all received membership dues to the Treasure once the member's application has been processed. Additional responsibilities of the Membership Director include, but are not limited to, creating a yearly membership roster for all members and creation of name badges of new members to the club.

5.5 Senior Member at Large. The purpose of this position is to provide continuity of historical knowledge of the club's operation. Only previous members of the BOD or a member in good standing for at least 3 years are eligible for this position.

ARTICLE SIX

NOTICES

6.1 Notices. Whenever under the provisions of the Statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any Director or member and no provision is made as to how such notice shall be given, it shall be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or member at such address required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States Mail as aforesaid.

6.2 Waiver. A Waiver in writing signed by the persons or person entitled to receive a notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE SEVEN

BOARD OF DIRECTORS

7.1 Composition and Powers. The Board of Directors shall be composed of the President, Vice Presidents, the Secretary, the Treasurer, the Web Master, and the Membership Director. The Board of Directors shall have such powers as are necessary to conduct and manage the affairs of the organization. The Directors shall hold office for a term of one year corresponding with the fiscal year of the organization.

7.2 Removal. Any Director may be removed either for or without cause at any special meeting of the members by the affirmative vote of a majority of the members present in person or by proxy at such meeting and entitled to vote at such meeting provided notice of the intention to act upon such matters shall have been given in notice calling such meeting. If any vacancies occur in the Board of Directors whether by death, resignation, retirement, disqualification or removal from office or otherwise, such vacancy shall be filled as provided in 4.2, 4.3, and 5.1 hereof, and the member so chosen shall serve for the unexpired term of his or her predecessor in office.

7.3 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

7.4 Special Meetings. Special meetings of the Board of Directors may be called by the President on five (5) days written notice to each Director or such special meetings may be called by the President or Secretary in like manner and on like notice on the written request of fifty (50%) percent of the Directors. Neither the business to be transacted nor the purpose of the special meeting need be specified in the notice or Waiver of Notice except where expressly provided by statute, the Articles of Incorporation or by these By-Laws. By appropriate Waiver of Notice, Directors may hold special meetings on the date of execution of such Waiver.

7.5 Quorum. At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by Statute or by the Articles of Incorporation or by these By-Laws. If a quorum is not present at any meeting of the Directors, the Directors present there at may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum shall be present.

7.6 Ex-officio Director. The immediate past President of the club shall automatically become an ex-officio Director, to act in an advisory capacity to said Board with the power to vote and serves as Parliamentarian.

Article Eight

Approval of By-Laws and Revision of By-Laws

The NWA PHC By-Laws and any subsequent revisions to the By-Laws will be approved by the members in good standing of the NWA PHC by the following process.

The first step is approval by a simple majority of the BOD. The By-Laws will then be made available by email and posted on the NWA PHC web site. There will be 14 calendar day “review and modify period” for members in good standing to file written opposition to any of the proposed sections of the By-Laws. The President/BOD will notify all members of any opposition to the sections. If 5 members oppose a specific section, it is their responsibility to draft revised language and submit that language to the President/BOD by the end of the 14 calendar day “review and modify period”. The BOD will then provide both versions for vote by the general membership, unless the board adopts the opposition’s version.

If 5 members cannot agree on revised language, then their opposition will not be acted upon by the BOD.

If no opposition to the By-Laws is presented to the President/BOD by the end of the “review and modify period”, then the By-Laws will be deemed approved by the general membership and become effective immediately.

APPROVED by the membership at the annual meeting and ADOPTED by the Board of Directors of the corporation this day of

BY _____, President

ATTEST _____, Vice President

ATTEST _____, Secretary