



St. Louis Parrot Head Club Bylaws

Amended September 12, 2016

Article I – General

A. Name

The organization shall be called The St. Louis Parrot Head Club, Inc., and hereafter known as “STLPHC” or the “Club”.

B. Definition

STLPHC is a non-profit corporation, incorporated in the State of Missouri, and is a charter club member of its parent organization, Parrot Heads in Paradise, Inc.

C. Statement of Purpose

The purpose of STLPHC is to assist in community and environmental concerns and provide a variety of social activities for people who are interested in the music of Jimmy Buffett and the tropical lifestyle he personifies.

Article II – Membership and Dues

A. Club Membership

Membership in the STLPHC shall be open to any and all persons meeting the membership requirements of Article II Section B. STLPHC shall not discriminate based on gender, race, creed, color, religious belief, or disability.

B. Club Membership Requirements

1. Pay dues set forth in Article II Section C.
2. Members must have a commitment to the purpose set forth in Article I Section C.
3. Members must have an interest in the music and writings of Jimmy Buffett.
4. Members must adhere to the STLPHC bylaws.
5. Members must be 21 years of age.

C. Annual Dues

1. New members shall pay annual dues upon completion of the club application.

2. Renewing members shall pay annual dues on or before December 31st of each year accompanied by a renewal application.
3. Dues are determined by the board.
4. New members joining on or after October 1st will be members through Dec 31st of the following year.
5. Dues are non-refundable under any circumstance.

D. Code of Conduct

1. Any member may have membership revoked for “just cause” including, but not limited to malfeasance, nonfeasance, misfeasance, or actions determined by the Board of Directors to be a detriment to STLPHC.
2. A written motion for removal will be brought before the Board and shall be voted upon within seven (7) working days of receipt by the Board members.

E. Membership Database

1. The club database shall be comprised of the list of current members in good standing, to include
 - a. Name
 - b. Address
 - c. Telephone numbers
 - d. Email addresses
 - e. Date of birth
 - f. Any other information deemed pertinent
2. A supplemental list to the database may include past members information and any other information pertaining to groups or individuals with whom communications by the club may be necessary or desirable.
3. The information held in the club database shall be used only in conjunction with club business, and shall not be released to, or used by, any other group or individual for any reason without the express written consent of a majority of the Board.
4. The Master Copy of the club database shall be held and maintained by the club Membership Director.

F. Lifetime Membership

1. Any member who has served on the Board of Directors, to include Officers and Directors as defined in Article III, for a minimum of six (6) years shall be given lifetime membership.

Article III – Officers and Board of Directors

A. Officers and Board of Directors

1. The elected officers of STLPHC shall be a President, Vice-President, Secretary and Treasurer.
2. The appointed Board of Directors shall be a Newsletter Editor, Social Director, Charities Director, Ways and Means Director, Membership Director and Webmaster.
3. The President with approval of the Board shall appoint each Board of Director.

B. Eligibility

1. Member in good standing of STLPHC for at least one year prior to nomination for elected office
2. Member in good standing of STLPHC for appointed Board of Directors.
3. Member must live within a 50 mile radius of 63101 (Downtown Saint Louis).

C. Nominations

1. The Board shall appoint an Election Chairperson(s).
2. The Election Chairperson(s) cannot be nominated for that election or be a member of the Board.
3. The Election Chairperson(s) shall notify the membership of open nominations and the duties of positions to be filled.
4. The Election Chairperson(s) shall accept nominations for those offices which are up for the election from October 1st to October 15th.
5. Those making candidate nomination must be members in good standing of STLPHC.

D. Elections

1. Each eligible nominee shall submit to the Election Chairperson(s) a summary of their qualifications to be distributed to the voting membership.
2. By October 30th, the Election Chairperson(s) shall mail a list of the nominees and their qualifications along with one official ballot and a return addressed envelope to each member who is a member in good standing.
3. The ballots must have a postmarked date of no later than midnight of November 15th. Any ballots received after that date shall be invalid.
4. Upon receipt of all valid ballots, the Election Chairperson(s) shall count the votes and report the results to the Board.
5. All ballots will be given to the Secretary for certification.

6. Upon certification, the President will announce the results to the membership by December 15th.
7. The winning candidates shall take office at the January Board meeting following the election to serve a term of two (2) years.

E. Limitation on Service

No member shall hold more than one office at a time.

F. Vacancies

1. Should the office of President become vacant, the Vice-President shall automatically exercise all powers, duties, rights and responsibilities of the President's office.
2. Should any other elected or appointed office become vacant, the President may appoint upon Board approval by majority vote a qualified member to fill the office for the remainder of the term.

G. Resignation

Any officer or Director of STLPHC may give 30 days written notice of resignation to the Board by either email or US Mail.

H. Removal

STLPHC Officers and Board of Directors can be removed from office for missing three (3) consecutive meetings without valid reason, or due to misuse of office, by a majority vote of the remaining officers.

I. Compensation

No elected or appointed officer shall receive compensation for a service as an officer; however, the Board may authorize reimbursement of expenses incurred in the performance of their duties for STLPHC.

Article IV – Duties of Officers and Board of Directors

A. President

1. The office of President shall be a position elected in even numbered years to serve a term of two (2) years.
2. The President shall call and conduct all meetings of the Board of Directors of the club.
3. In the case of a tie vote by the other members of the Board of Directors, the President shall cast the deciding vote.
4. The President shall be the primary liaison with other groups and any other organization with which the Club wishes to communicate.

5. The President shall be the liaison and contact person with the parent organization, Parrot Heads in Paradise, Inc.

6. Shall be responsible for keeping the membership informed of Club dealings and through email and whatever other methods deemed necessary.
7. The President shall appoint all committee chairpersons and any other appointive officers with the approval of a majority vote of the Board of Directors and shall make any other appointments deemed necessary by the Board.
8. The President along with the Vice-President shall be responsible to coordinate the order, sale, and collection of all fees and distribution of all tickets for any Jimmy Buffett concert scheduled to be held in a St. Louis venue or any other venue where the Club has the opportunity to obtain tickets through the ticket distribution policies of PHIP, Inc.

B Vice-President

1. The office of Vice-President shall be a position elected in odd numbered years to serve a term of two (2) years.
2. In the absence of the President, the Vice-President shall fulfill all duties' of the Presidency.
3. Shall be alternate contact liaison with PHIP, Inc.
4. Shall use whatever means possible to promote the Club and its' functions to the membership and the community.
5. In the event any Board of Director position becomes vacant, the Vice-President shall assume the vacated position until such time as a replacement can be appointed.

C. Treasurer

1. Shall be a position elected in even numbered years to serve a term of two (2) years.
2. Shall set up and maintain the Club bank account.
3. Shall along with the President, be the authorized signer on the Club bank account.
4. Shall be the holder of the debit card tied to the Club bank account and may from time to time as is prudent use said card for electronic payment.
5. Shall collect dues, fees and other funds of the Club, deposit said funds to the bank and distribute funds at the direction of the Board.
6. Shall submit financial statements to the Board on a regular basis.
7. Shall secure approval from the Board for expenses/reimbursements.
8. Shall be responsible to maintain and preserve all articles of incorporation and any and all subsequent relevant documentation, Copies of said documentation shall be given to the Secretary for permanent recording in the Club minutes.
9. Shall in a timely manner be responsible to determine and file and all fees relating to maintaining the incorporation of STLPHC and all necessary local,

state and federal agencies and tender payment for any and all appropriate fees and taxes.

D. Secretary

D. Secretary

1. Shall be a position elected in odd numbered years to serve a term of two (2) years.
2. Shall record and maintain record of the minutes of all Board meetings.
3. Shall provide a copy of the minutes to Board members by email in a timely fashion.
4. Shall provide a copy of Board meeting minutes to any Club member in good standing upon written or emailed request from said member.
5. Shall certify all election ballots and maintain said ballots for a minimum of two (2) years.

E. Newsletter Editor

1. Shall be an appointed position to be reviewed for re-appointment by the Board during the January board meeting of even numbered years.
2. Shall collect information and articles, assemble, edit and distribute the Club newsletter (The St. Louis Parrot Head Dispatch) on a quarterly basis to all Club members in good standing.

F. Charities Director

1. Shall be an appointed position to be reviewed for reappointment by the Board during the January board meeting of odd numbered years.
2. Shall be Club liaison with any and all charity and community organizations which the Club wishes to assist.
3. Shall organize charitable and community fundraising functions as needed.
4. Shall record, at each Club charitable function, the names of those in attendance.
5. Shall maintain an ongoing list of charity functions, participants, man hours worked, and money and goods donated throughout the year and provide PHIP, Inc with this information when required.

G. Ways and Means Director

1. Shall be an appointed position to be reviewed for reappointment by the Board during the January board meeting of even numbered years.
2. Shall be Club liaison with suppliers of Club merchandise such as t-shirts, hats, jackets, etc. which may display the Club logo, and which are to be sold to raise funds for the Club.
3. Shall determine appropriate merchandise, place orders, and tender payment for said merchandise from Club funds upon delivery.

4. Shall provide Club merchandise or sale at appropriate functions, shall receive payment for said merchandise, and shall transfer funds received to the Club Treasurer for deposit.
5. Shall verify that any purchase of Club merchandise is made by a Club member of any charter club of PHIP, Inc.

H. Membership Director

1. Shall be an appointed position to be reviewed for reappointment by the Board during the January board meeting of odd numbered years.
2. Shall receive dues and membership applications by mail and directly from applicants.
3. Upon receipt of dues shall forward any and all monies to the Club Treasurer for deposit.
4. Shall keep record of members name and application information as listed in Article II Section F for inclusion in the master Club database.
5. Shall maintain a current updated mailing list of all members and in a timely manner forward copy to all members of the Board when updated.
6. Shall put together the new members welcome packet and forward the packet to any and all new members. The makeup of the membership packet is to be defined the Membership director and approved by the Board.
7. Shall be responsible for having an adequate supply of Club applications and literature at all appropriate Club functions.
8. Shall determine on an annual basis if any member qualifies for lifetime membership.
9. Shall maintain a record of members with lifetime memberships.

I. Social Director:

1. Shall be an appointed position to be reviewed for re-appointment by the Board during the January meeting in even number years.
2. Shall set up the logistics of any and all Club social functions known as phlockings.
3. Shall be responsible for informing the membership of time, date and location of all Club social activities.

J. Webmaster

1. Shall be an appointed position to be reviewed for re-appointment by the Board during the January meeting in odd number years.
2. Shall maintain the security of the club web page.
3. Shall post information of upcoming events and club functions to the web page on no less than a monthly basis.
4. Shall solicit information, articles, and pictures from club members to be posted on the web page.

Article V- Committees

A. Formation

1. The Board may approve the formation of a committee from time to time as

- deemed necessary to assist with ongoing functions of the Club.
2. Members of these committees do not have any voting rights on the Board with the exception of the Board of Director who may head these committees.

Article VI – Meetings

A. Monthly Meetings

1. The Board shall meet on a monthly basis for the purpose of performing Club business unless determined by the Board.
2. These meetings shall be open to the general membership.
3. A quorum as defined in Section C of this Article must be in attendance in order to conduct official STLPHC business.

B. Executive Session

The Board reserves the right to meet in private, whether in person or by electronic means, when deemed necessary for the ongoing good of the Club.

C. Quorum

A quorum shall constitute at least six (6) Board members, of which two (2) must be elected officers.

Article VII – Buffett Concert Tickets

A. Policy

1. This policy will apply in the event that Jimmy Buffett schedules a concert in St. Louis or at another venue where the club has the opportunity to get tickets through the ticket distribution policies of PHIP, Inc. There is no implied guarantee that tickets will be available through this mechanism.
2. Ticket eligibility will be based on a current member's contributions to the St. Louis Parrot Head Club in the 12 months prior to concert announcement on Margaritaville.com.

B. Tiers

Four tiers of categorization will be used in determining ticket eligibility.

Tier 1: Members of the Board of Directors who have performed their duties in a good faith manner.

Tier 2: Members who meet one of the following criteria:

1. Members who have donated their musical talents for a club event.
2. Organizers / implementers of a club sponsored event as well as significant contributors to the success of a club sponsored event.
3. Members making a significant individual donation of item(s) for a raffle

3. Members making a significant individual donation of item(s) for a raffle or a silent auction.
4. Members serving as election officer(s).
5. Members deserving of tier 2 categorization based on a club contribution not specifically defined by this policy.

Addition to this clause requires addition by a vote of the St. Louis Parrot Head Club Board of Directors.

Tier 3: Members participating in two club charity activities during the year.
(Examples: Project Backpack, participant in the Alzheimer's Walk, phone support for PBS television membership drive, etc.)

Note: Attending club events, Phlockings or Board Meetings does not satisfy the above tier definitions. Neither does buying raffle tickets, bidding on silent auction items or donating items such as toys for the toy drive, food for a food drive, items for Project Backpack or silent auction or raffle donations under \$100.00 in value.

Tier 4: All other active club members.

1. Members meeting the categorization criteria for tiers 1 and 2 will be retroactively categorized upon approval of this policy by the board. Tier 3 categorization will be attained by charity participation after approval of this policy by the board.
2. If a concert date is announced during our membership renewal period, club membership must be renewed by January 31 to be eligible for any ticket distribution. If renewal is by mail it must be postmarked by January 31.
3. After a concert announcement has been made, the club will make an announcement regarding ticket availability for the concert. Members must indicate in writing (email is acceptable) that they want to be considered for concert tickets for that event.
4. The process will be that we will work down the tiers until the ticket supply is exhausted. If there are not enough tickets available to satisfy all members in a tier, a lottery for the available tickets will be conducted. At least three elected officers (President, Vice President, Secretary and Treasurer) must be present to conduct the lottery.

5. After the lottery, members selected to receive tickets shall be notified and given a time limit to purchase or forfeit their eligibility.
6. Members eligible for tickets will be allowed to purchase two (2) tickets if their significant other is also a club member. Once a member is allocated a ticket, they are ineligible for any other ticket awards for that concert. Once all available tickets have been purchased, the club membership will be informed that the ticket distribution has been completed.

C. Authority

The St. Louis Parrot Head Club Board of Directors has the authority to rule on any unforeseen circumstances that may arise and not included in this policy.

Article VIII – Communication with PHIP, Inc.

Pursuant to the request of HK Management, The Howard Rose Agency, and Margaritaville Holdings, Inc., NO club member, founder, or club president is authorized to contact any of these organizations regarding Jimmy Buffett concert tickets or any other matter pertaining to Parrot Heads in Paradise, Inc. Any and all communication shall be through Parrot Heads in Paradise, Inc.

Article IX – Logo

The Club logo shall not be changed, duplicated or reproduced in any manner without prior Board approval.

Article X – Supremacy Clause

STLPHC shall adhere to the rules and bylaws of the Club's parent organization, Parrot Heads in Paradise, Inc.

Article XI – Altruism

In accordance with PHIP bylaws, STLPHC must participate in a minimum of two (2) community, charity or environmental projects as determined by the Charity Director and approved by the Board per calendar year.

Article XII – Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the

corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XIII– Indemnity

STLPHC shall indemnify any Officer or Board of Director against any and all expenses, liabilities and other matters that may arise in the execution of their duties. The indemnification provided by this article shall be limited to the assets of the Club and no one shall be personally or individually liable to any extent.

Article XIV – Dissolution

STLPHC shall use its funds only to accomplish the Purposes as stated in these bylaws, and no part of its funds shall be distributed to the members. On dissolution, all funds remaining shall be distributed to Board approved charity or charities as determined by the Board.

Article XV – Amending Bylaws

- A. STLPHC bylaws shall be reviewed and updated as necessary once a year.
- B. These bylaws may be amended only by a majority vote of the Officers and Board of Directors of the STLPHC.

Article XVI – Parrot Head of the Year Award

The STLPHC Officers and Board of Directors shall annually award the Parrot Head of the Year Award. This award shall be based primarily on participation or assistance with STLPHC charity events, as determined by the Officers and Board of Directors.

- A. Criteria for eligibility
 - 1. Member in good standing
 - 2. Cannot be a current member of the Officers and Board of Directors
 - 3. Must have participated in or assisted with STLPHC sponsored charity events during the calendar year.
 - 4. Must have a good Parrot Head attitude and promote the STLPHC motto “Party with a Purpose”.
- B. Nominations shall be made prior to the October meeting of the Officers and Board of Directors based on eligibility.
- C. The Charity and Membership Directors shall confirm eligibility of nominees.

- D. A silent vote shall be taken of the Officers and Board of Directors at the October meeting.
- E. The President or appointee shall have a plaque made to award the chosen recipient.
- F. Award shall be presented to the chosen recipient at the STLPHC Holiday Party in December.

