

BY-LAWS OF TRI-STATE PARROT HEAD CLUB, INC

ARTICLE I - NAME

The name by which this organization is created and shall be known is the Tri-State Parrot Head Club, Inc. This organization will be known as Philly Phinz for Club activities and PHiP identification purposes and communications, hereinafter referred to as "Club".

ARTICLE II - MISSION STATEMENT

The Club is a local organization whose purposes are to assist in local community and environmental concerns and to provide a variety of social activities for people with similar tastes and interests.

ARTICLE III - MEMBERSHIP

The Club is open to anyone who is willing to pay the dues and expresses an interest in Parrot Head philosophy as well as some interest in environmental issues and charitable causes.

A. Classes: There shall be four classes of membership: Individual, Family, Lifetime Honorary, and Associate.

B. Qualification for Membership : Pay the dues set by the Board of Directors.

C. Voting Member : Every member over the age of eighteen (18) in good standing, except Associate members, shall have the right to exercise one (1) vote in any club election or matter presented to the membership.

D. Lifetime Honorary Member : From time to time the Board of Directors may decide that a member's service to the club has been such that they may decide to elect a member to the status of "Lifetime Honorary Member". This class of membership entitles the member to vote, hold office, etc. This class of membership however shall be free from paying dues. A suitable certificate will be given to each member of this class.

E. Expulsion of Members : Organization members are expelled if dues are not paid within sixty (60) days of date due. Also, members may be expelled at discretion of the Board of Directors on a majority vote for conduct unbecoming of any member, which affects the Parrot Head Club.

F. Dues : The Board of Directors sets dues. All dues are due on a calendar year basis and are payable upon notice. If a membership payment is not received within thirty (30) days of the billing date that membership will be considered inactive. If membership payment is not received within sixty (60) days of the billing date that membership will be taken off the Club mailing list. If a membership becomes past due as noted above that member shall no longer be considered to be in good standing. If dues are paid after the member has been past due it shall take one (1) year for that member to regain the status of a member/membership in good standing.

G. Parrot Points: All members of the Club earn Parrot Points as a result of their involvement with the Club activities. Parrot Points will be utilized for any limited engagement, event or concert tickets offered to the Club members.

ARTICLE IV - BOARD OF DIRECTORS

A. Composition of the Board

The Board of Directors shall be composed of members in good standing and will consist of the President, Vice-President of Administration/Membership, Vice-President of Operations/Events, Treasurer, Secretary, Two At-Large Members and One Ex-President. If the Founder of the Club is not holding an elected office at the time, then he shall also be considered a NON-VOTING member of the Board. The Ex-President shall also be considered a NON-VOTING member of the Board.

(1) The **President** will be the chief executive officer, preside at the meetings of the Board of Directors, and be responsible for all duties, which normally pertain to his/her office. The President shall be subject to the advice and consent of the Board of Directors. The President and/or the Board of Directors has the authority to appoint an Ad Hoc committee deemed appropriate at any time whether listed in these by-laws or not.

(2) The **Vice-President of Administration/Membership** shall assist the President in the discharge of the presidential duties and shall officiate in his/her absence. He/she, in conjunction with the designated members of the Board, will be responsible for all membership functions and public relations pertaining to the Club.

(3) The **Vice-President of Operations/Events** shall assist the Vice-President of Administration in his or her duties and shall officiate in his/her absence. He/she will be responsible for the newsletter, web page and any other publication produced by the Club; and all charitable, social, and environmental activities of the Club. This VP will also chair the Activities Committee of the Club.

(4) The **Secretary** shall be the principal person in charge of recording and memorializing organization events, taking minutes at all meetings, sending out special announcements and ballots, etc.

(5) The **Treasurer** shall be responsible for receiving and depositing in an organization bank account all monies paid to the organization and keep a strict account thereof. He/she is responsible to pay all authorized bills and keep a current list of assets and liabilities before the end of his/her office. The Treasurer shall also submit his/her books and records for audit when requested. The Treasurer will give a monthly report to the Board of all assets.

(6) The **Founder** of the Club, if this position on the Board is filled, is a non-voting position that will be used for consulting purposes and to add consistency to the Board of Directors through the years.

B. Term of Office

(1) All Members of the Board of Directors, with the exception of the Treasurer, Ex-President and the Two Members at Large, shall be elected for a two-year term. To insure continuity of the Board of Directors, the following schedule shall be implemented for the election of officers:

Even years - President & Vice President of Operations/Events;

Odd years - Vice President of Administration/Membership & Secretary.

The two Members at Large Board members will be elected yearly.

The Ex-President (at will position) will be a term of one year.

(2) The President shall appoint the Treasurer on a yearly basis with a confirmation from the Board of Directors. The Treasurer, although an appointed position, shall have a vote on all decisions that may come before the Board.

(3) On the first day of January following the yearly election each elected member of the Board of Directors shall take office. The two Members at Large Board members will be elected on a yearly basis and term will be Jan. 1 to Dec. 31 of the calendar year.

(4) In the event of death, resignation or removal of a member of the Board of Directors, the remaining members of the Board of Directors shall appoint a member in good standing to fill such vacancy as may be practicable. Each member of the of the Board of Directors, whether elected or appointed, as provided herein, shall hold office until the next scheduled election meeting, or until his successor shall have taken office.

C. Election of Board

The President shall designate a date for the yearly elections. Election of the Board of Directors shall be by email vote ballot. A simple majority of those ballots timely received will elect. Nominations for each office shall be in writing and are to be presented to the Election Coordinator/Secretary at least two weeks prior to the set election date. Ballots will be emailed to organization members in good standing one week prior to the election voting period. All ballots must be received by the election voting deadline to be counted.

D. Board Meetings will be open to all members. If confidential information must be discussed, a separate meeting will be held at the discretion of the officers. Members will be informed when Board Meetings are scheduled by use of the Club's calendar on the www.phillyphinz.org website.

E. The Board of Directors will utilize Robert's Rules of Order, and by doing so, the President will not vote in any matter unless to break a tie. The President will preside on all matters to the Board and their advice should be consulted prior to a vote.

F. All votes will be based on a majority of the Board of Directors, unless in the case of a tie vote, then the President will cast the deciding vote. A quorum will be present when at least 4 Board members are present at the meeting.

Revised and approved December 29, 2015 by the 2015 Philly Phinz Board of Directors.