

BY-LAWS OF 001  
BY-LAWS OF  
TRI-STATE PARROT HEAD CLUB, INC

ARTICLE I - NAME

The name by which this organization is and shall be known is the Tri-State Parrot Head, Inc., hereinafter referred to as "Club".

ARTICLE II - Mission Statement

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

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:

- Single;
- Couple;
- Family;
- Lifetime Honorary.

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 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 members service to the club has been such that they made decide to elect a member to the status of "Lifetime Honorary Member." This class of membership entitles the member to vote, hold office, etc. however shall be free from paying dues. A suitable plaque will be given to all members of this class.

#### D. 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.

#### D. 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 membership 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 membership to regain the status of a member/membership in good standing.

### 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, Vice-President of Operations, Treasurer, and Secretary. 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.

-

(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 shall assist the President in the discharge of the presidential duties and shall officiate in his/her absence. He/she will 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 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, environmental activities of the club.

(4) The Secretary shall be the principal person in charges of 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.

(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 shall be elected for a two-year term, to be elected in a yearly general election.

(2) The Board of Directors shall appoint the Treasurer on a yearly basis. The Board of Directors shall seek resumes from interested members before making their decision. 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 the month following the election each elected member of the Board of Directors shall take office.

(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 so 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 mail in 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 Secretary at least two months prior to the set election date. Ballots will be mailed to organization members in good standing one month prior to the election date. All ballots must be received by the election date to be counted.

To insure continuity of the Board of Directors, the following schedule shall be implemented for the election of officers:

Odd years - Vice President of Administration & Secretary

Even years - President & Vice President of Operations

2001 only - Both Vice-President positions only

D. Qualification for Election to Board of Directors

To Run for an office on the Board of Directors, a member must be in "good standing" and must have been a member for a minimum of six months.

E. Removal of a member of Board

A member of the board of Directors may be removed for cause by a 2/3 quarter vote of the members, in good standing only, present to vote at a scheduled meeting after signed charges have been filed with the Secretary; notice of the charges must be presented to the board member and then, if necessary, presented at a Board of Directors meeting; notice of the charges is then given to the membership at least one month prior to a general or special meeting at which time a vote by the membership is held.

F. Powers of the Board of Directors

The Board of Directors may authorize any officer or officers, agent, or agents, and or committee members, in addition to these by-laws to enter into any contract or execute and deliver any instrument in the name and on behalf of this organization and any such authority may be general or confined to specific instances. Further, any and all authorizations are to be in writing from the Board member responsible for such a committee, or by the Board of Directors in any circumstance.

## ARTICLE V - MEETINGS

A. General Membership Meeting

1. A general membership meeting shall be held no less than two times a year.

2. Five percent of the membership in good standing taken to the nearest whole number, reckoned as of the First of January, shall constitute a quorum for the transactions of business at any meeting provided at least three (3) members of the Board Directors are present.

B. Special Meetings

Special meeting may be called by the president, a majority of the Board of Directors, or upon written request directed to the Secretary signed by ten (10) members in good standing, for a purpose which must be stated in the notice to the members and only that business may be transacted at the meeting which has so been stated.

## B. Special Meetings

Special meetings may be called by the President, a majority of the Board of Directors, or upon written request directed to the Secretary signed by ten (10) members in good standing, for a purpose which must be stated in the notice to the members and only that business may be transacted at the meeting which has so been stated.

### Board of Directors Meetings

1. The Board of Directors shall meet at least twice a year at a time and place designated by them. Any member who wishes to bring a matter before the Board may contact the secretary concerning same. Said meeting is to be scheduled at the discretion of the Board members.
2. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any business providing the President or a Vice-President is present. A majority of those present at a duly constituted meeting may authorize any action taken by the Board as a whole.
3. It shall be the duty of the Board of Directors to execute the policies and purposes of the Organization, as may be expressed in any future Articles of Incorporation and these By-Laws, to govern and operate the Organization in conformity with the laws of United States of America so far as they pertain to this Organization, to perform all acts required by the potential future Articles of Incorporation and these By-Laws, to bring to the attention of the members matters of importance to the common interest and to direct and assist the committees in carrying out their functions.
4. It shall be the right and the duty of each member of the Board to bring to the attention of the membership, and place on record, any matter considered or determined by the Board which he is convinced is or shall be in contravention of some Law or By-law.
5. The President shall render a report each year via the Organization Newsletter containing a summary of the past activities of the Board of Directors and recommendation for the future for the Board of Directors and any Board member, if he wishes.
6. Any member of the Board of Directors who fails to attend three consecutive scheduled meetings shall result in his removal from the Board of Directors except in extenuating circumstances as they are determined by the Board of Directors.

## ARTICLE VI - COMMITTEES

The Board of Directors shall appoint any committees, as they deem necessary, i.e. charitable contribution, etc.

## ARTICLE VII - NEWSLETTER

PARROT TALK shall be the official means of communications of the Tri-State Parrot Head Club, Inc. All official notices to members will be published therein.

#### ARTICLE VIII - AMMENDENTS

Amendments to these By-Laws shall only be accomplished by submitting the same, in writing to the Secretary. The Board of Directors will decide if the proposed amendment is to be put to an organization ballot, or if the amendment is to be put to a Board vote. If organization ballot the amendment will be voted upon by mail-in ballots with the due dates of the balloting to be set by the Board of Directors, with a simple majority required to pass. If it is to be put to a Board vote then it requires a two-thirds majority of the Board of Directors to pass.