

SECOND WIND PARROT HEAD CLUB, INC.

BY-LAWS

SECTION 1 GENERAL

Section 1.1 Name

The organization, chartered by Parrot Heads in Paradise, Inc. on May 13, 2026, will be called the Second Wind Parrot Head Club, herein referred to as "SWPHC" or the "Club"

Section 1.2 Statement of Purpose

The Club (a not-for-profit organization) is for people who enjoy Jimmy Buffett's music and possess a tropical spirit. Our function is to provide members with social activities, to be involved in community service, and, from time to time, participate in humanitarian or military fundraisers.

Section 1.3 Office

The office of the Club shall be at such place as designated within Harris County, Texas by the Executive Committee and Board of Directors of the Club, which shall be comprised of those persons described in Section 3 of these By-Laws.

SECTION 2 MEMBERSHIP

Section 2.1 General

The Club shall not discriminate based on gender, race, creed, color, religious belief or disability and membership shall be open to anyone meeting the membership requirements specified in Section 2.2 of these By-Laws.

Section 2.2 Membership requirements:

- 1) Membership in the Club expires on December 31 of the year in which the member joins the Club.
- 2) Membership in the Club will be from January 1 through December 31 for each succeeding year.
- 3) The Board of Directors will determine the amount of dues payable for each year no later than November 30 and will communicate the amount to the general membership.
- 4) The person must have an interest in Jimmy Buffett music and the tropical lifestyle he personified,
- 5) The person must have an interest in community service and environmental concerns, and
- 6) The person must have a commitment toward the success of achieving the goals of the organization.

Section 2.3 Denial of Membership

The Executive Committee may deny membership in the Club to any person whom the Executive Committee determines by a three-fifths (3/5) vote does not meet the requirements for membership as set forth in Section 2.2 of these By-Laws, or has committed any of the following acts with respect to Second Wind Parrot Head Club or membership in any other PHIP chartered club: misfeasance, malfeasance, misrepresentation, fraud, misuse of the Club's assets (including its membership roster), or any other act that the Executive Committee deems to be detrimental to the reputation or well-being of the Club.

Section 2.4 Payment of Dues

- 1) Payment of dues will be made annually by January 31 of each year for all dues, regardless of the date membership begins.
- 2) Dues are currently set at \$30.00 per member.
- 3) By majority vote of the Board of Directors, cost of annual memberships may be changed should the economy warrant such a change.
- 4) Dues are not prorated at membership inception date, and renewals do not fall on the anniversary of the date each member joined the Club.
- 5) By a majority vote the Board of Directors can waive, reduce or extend the deadline for payment of dues for any member due to financial hardship. Requests for a waiver or reduction of membership dues, or an extension of the deadline for payment of membership dues, by any member must be submitted by that member in writing to the Board of Directors by January 15th of the year for which the waiver, reduction, or extension is requested.
- 6) Any person who has not paid dues by March 31st of the new year will be considered to have terminated his/her membership. Full payment of dues will reinstate membership for that year.

Section 2.5 Refund of Dues

- 1) Any person wishing to terminate his/her membership will not be refunded any portion of their dues without a majority vote of the Board of Directors.
- 2) If a member is expelled from the Club by the Executive Committee pursuant to the provisions of Section 2.7 of these By-Laws, the Executive Committee may refund a prorated portion of such member's dues at its discretion.

Section 2.6 Lifetime Memberships

- 1) Lifetime memberships may be issued by a unanimous vote of a given year's Board of Directors at any time if, upon careful consideration, a Club member in good standing for ten (10) years and is found to have, over the years, consistently been supportive of Club goals and efforts, has demonstrated by example what the Parrot Head Nation considers to be ideal behavior, is committed to the Club as demonstrated by running for the Executive Committee, and then, upon election, served in the position in a way that sets a high bar for excellence.
- 2) Lifetime memberships shall be documented by the presentation of official Club Credentials identifying the holder of said documents as a Second Wind Parrot Head Club Lifetime Member. Credentials will be issued in sequential order, and the individual's photo will be affixed to the credentials.

Section 2.7 Expulsion from Membership

The Executive Committee may expel from the Club any member whom the Executive Committee determines by a three-fifths (3/5) vote no longer meets the requirements for membership set forth in Section 2.3 of these By-Laws, or has committed any of the following acts; misfeasance, malfeasance, misrepresentation, fraud, misuse of the Club's assets (including its membership roster), or any other act that The Committee deems to be detrimental to the reputation or well-being of the Club, thus terminating such member's membership in the Club and all rights and privileges associated therewith.

SECTION 3 BOARD OF DIRECTORS

Section 3.1 Composition

- 1) The Executive Committee is comprised of the following five (5) elected members: President, Vice-President, Secretary, Treasurer and Voting Member-At-Large. The Board of Directors will include these five positions in addition to four (4) Voting Directors in the positions of Activities Director, Membership Director, Historian, and Communications/Webmaster.
- 2) Members of the Executive Committee will exclusively vote on matters concerning denial or revocation of membership.
- 3) The Executive Committee may appoint an unspecified number of non-voting chairperson positions as deemed necessary.
- 4) All elected and appointed members of the Board of Directors must be current members in good standing of the organization. Members of the Executive Committee must reside within the geographic borders of the Club.
- 5) Any former President of the SWPHC who is in good standing may be called in as a nonvoting advisor to the Board of Directors at the Board's discretion.
- 6) Members of the Executive Committee or Board of Directors shall not be entitled to any fee or compensation for acting in such capacity.
- 7) No two members of the Executive Committee or Board of Directors with access to Club funds may be related by blood or marriage or reside at the same physical location.

Section 3.2 Term

- 1) All Executive Committee member terms are to be staggered and shall run, starting with the 2028 Executive Committee elections, two (2) years from January 1st to December 31st of the following year and will be selected by a majority vote of the general membership
 - a. All inaugural members of the Executive Committee must be nominated for and run for re-election for the 2027 calendar year.
 - b. Persons elected to the following positions for 2027 will initially serve a one (1) year term: Vice-President and Voting Member-At-Large. Beginning with the 2028 election, persons elected to these positions will serve a two (2) year term.
 - c. Persons elected to the following positions for 2027 will initially have a two (2) year term: President, Treasurer, and Secretary.
 - d. In subsequent years, the following positions will be re-elected in even years, Vice-President and Voting Member-At-Large; and the following positions will be re-elected in odd years; President, Treasurer, and Secretary.

For clarification, this means that after the initial term of the Vice-President and Member-At-Large expire at the end of 2027, these two positions are subject to a new election for the two (2) year term beginning January 1, 2028, and after the initial term of the President, Secretary, and Treasurer expire at the end of 2028, these three positions are subject to a new election for the two (2) year term beginning January 1, 2029.
- 2) All Voting Directors and non-voting directors appointed by the Executive Committee will serve a one (1) year term at the pleasure of the Executive Committee and are subject to annual reappointment.
- 3) Should a member of the Executive Committee be removed or resign during their term of office, the vacant position will be filled by a majority vote of the Executive Committee, except for the position of President, which will be filled by the Vice-President. Any member appointed to a vacated position on the Executive Committee must be nominated for and run for re-election for the remaining term of that position at the next election period, regardless of the year appointed.

Section 3.2 Term (continue)

- 4) No Executive Committee position may be consecutively filled by the same person for more than two (2) full election cycles, with the exception the position of the Treasurer, who may not be elected to concurrent terms. Persons appointed to an office due to vacancy will be entitled to the entirety of their subsequently elected term.

Section 3.3 General Duties and Removal for Cause

- 1) The affairs of the Club shall be managed by the Board of Directors, which shall have all power and duties necessary for the management of the affairs of the Club, and shall do all acts and things that are not prohibited by law or by these By-Laws.
- 2) Any member of the Board of Directors,, including the Executive Committee, can be removed at any time by a two-thirds vote of the Executive Committee where that member has demonstrably neglected their duties, misused their position, or committed an act of misfeasance, malfeasance, misrepresentation, fraud, or misuse of the Club's assets (including its membership roster).

Section 3.4 Executive Committee

Section 3.4.1 President

The President is the chief executive officer of the Club. In addition to the General Duties listed in Section 3.3 of these By-Laws, the President shall:

- 1) Preside at all meetings of the membership, Executive Committee, and Board of Directors,
- 2) Have the power to call special Board of Directors meetings and special membership meetings,
- 3) Appoint all committee Chairperson and any other appointive officers of the Club with the approval of a majority of the Board of Directors and make any other appointments deemed necessary by the Board of Directors,
- 4) Be an ex-officio member of all committees,
- 5) Sign all written contracts for the Club,
- 6) Act as a signatory on all bank accounts and countersign all checks written on behalf of the Club unless otherwise delegated by the president,
- 7) Be solely responsible for content of email to the general Club membership and other Clubs chartered by Parrot Heads in Paradise, Inc. unless otherwise delegated by the President,
- 8) Act as the official liaison for between the Club and Parrot Heads in Paradies, Inc. and Margaritaville, Inc. as provided for in the By-Laws of Parrot Heads in Paradise, Inc. and prescribed by the guidelines set forth by Jimmy Buffet and Margaritaville, Inc.,
- 9) Act as the official liaison with other local, regional, or national groups or any other organization with which the Club wishes to communicate unless otherwise delegated by the President,
- 10) Act as the official liaison between the Club and all beer and liquor manufactures, their agents and distributors, unless otherwise delegated by the President,
- 11) Have executive powers and general supervision over the affairs of the Club and the other members of the Executive Committee and Board of Directors,
- 12) Be listed as an Administrator of all accounts pertaining to the Club website, social media, and domain name(s),
- 13) Perform all duties incident to the office and which may be delegated from time to time by the Executive Committee,
- 14) Submit annual reports describing SWPHC community, charity, and environmental projects (These reports are due om July 31st and January 31st of each year), and

Section 3.4.1 President (continued)

- 15) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding President within thirty (30) days of leaving office.

Section 3.4.2 Vice-President

In addition to the General Duties listed in Section 3.3 of these By-Laws, the Vice-President shall:

- 1) Actively assist the President in administering the business of the organization, shall preside over meetings in the absence of the President, and shall succeed to the term of President if the President is unable to serve out the term as specified in Section 3.2(3) of these By-Laws,
- 2) Perform the duties, as closely as possible, of other Club Board of Director members who are not able to attend a given Board of Directors meeting,
- 3) Chair the Club's major annual charity event if there is no voluntary Chairperson,
- 4) Perform other duties that may be required by the Executive Committee from time to time,
- 5) Assist all appointed Directors with the duties of their job, and
- 6) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Vice-President within thirty (30) days of leaving office.

The Vice-President shall succeed to the remaining term of the President if the President is unable to serve out their term. A new Vice-President will be appointed by the Executive Committee in accordance with Section 3.2(3) of these By-Laws.

Section 3.4.3 Secretary

In addition to the General Duties listed in Section 3.3 of these By-Laws, the Secretary shall:

- 1) Issue notices of all meetings held by the Executive Committee and/or Board of Directors to the members of each and the general membership,
- 2) Attend and keep the minutes of all meetings of the Executive Committee, Board of Directors, and/or general membership,
- 3) Furnish copies of such minutes to all members of the Executive Committee, Board of Directors, and others designated by the Executive Committee or the President,
- 4) Respond or correspond with other groups or individuals as requested by the Executive Committee or President,
- 5) Have charge of all the Club's books, records, and papers, except those records to be kept by the Treasurer,
- 6) Be responsible, as an agent for the established bank accounts, for monthly review of all accounts to ensure that the Club's Financial Policy is adhered to by the signatories,
- 7) Attest to all written contracts and other instruments required by the Executive Committee,
- 8) Perform other duties that may be required by the Executive Committee from time to time, and
- 9) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Secretary within thirty (30) days of leaving office.

Section 3.4.4 Treasurer

In addition to the General Duties listed in Section 3.3 of these By-Laws, the Treasurer shall:

- 1) Adhere to the Club's Financial Procedures,
- 2) Assure and record deposit of membership dues,
- 3) Have custody of the receipts and funds of the Club,
- 4) Be authorized to delegate other Board of Directors members to accept outright cash or checks from sponsors and members, including, but not limited to, donations, membership dues, and merchandise payments, as long as the funds and transaction documentation is provided to the Treasurer within five (5) business days of receipt,
- 5) Deposit all receipts and funds of the Club in the name of and to the credit of the Club in such depositories as may be designated from time to time by the Executive Committee, including, but not limited to traditional bank accounts and on-line services such as PayPal, CashApp, Square, Clover or Zelle,
- 6) Disburse the funds of The Club as may be ordered by the Executive Committee and Board of Directors in accordance with these By-Laws and the Club's Financial Procedures, properly documenting such disbursements,
- 7) Keep full and accurate accounting records for The Club,
- 8) Attend meetings of the Executive Committee and Board of Directors and have the Club books ready for examination by any member of the Executive Committee or Board of Directors upon request,
- 9) Prepare monthly reports for all accounts on the financial conditions of the Club for presentation to the Executive Committee and Board of Directors,
- 10) Prepare summary reports on the financial condition of the Club for publication on the Club's website,
- 11) Be responsible for filings any and all documents for incorporation of the Club, and its 501(c)7 status, including but not limited to initializing and maintaining such status/classification,
- 12) Work with accountants to prepare annual taxes, if required,
- 13) Perform other duties that may be required by the Executive Committee from time to time, and
- 14) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Treasurer within thirty (30) days of leaving office.

No one person may serve in the position of Treasurer for more than one (1) consecutive term in accordance with Section 3.2(4) of these By-Laws. If elected or appointed to the position due to the inability of the current Treasurer to fulfill their term, the Treasurer may run for reelection and serve that full term. In no event is one person to serve as Treasurer for more than four (4) consecutive years.

Section 3.4.5 Voting Member-At-Large

In addition to the General Duties listed in Section 3.3 of these By-Laws, the Voting Member-At-Large shall:

- 1) Attend all Executive Committee meetings and Board of Director meetings to present, in good faith, the issues and concerns of the members of the organization who are not members of the Board of Directors,
- 2) Serve the General Membership in an Executive Committee elected position, in any and all matters not usually addressed by the other Executive Committee or Board of Directors members in their respective positions,
- 3) Be the voice of the General Membership, and
- 4) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Voting Member-At-Large within thirty (30) days of leaving office.

Section 3.5 Voting Directors

Section 3.5.1 Composition

- 1) The number of Voting Directors serving on the Board of Directors will be determined each year by the Executive Committee.
- 2) The Voting Directors must adhere to the supplemental description of his/her position, which further delineates day to day responsibilities.
- 3) All appointed Voting Directors must be current members in good standing of the organization.
- 4) Voting Directors shall not be entitled to any fee or compensation for acting in such capacity.
- 5) Any Voting Director can be removed at any time by a three-fifths (3/5) vote of the Executive Committee where that member has demonstrably neglected their duties, misused their position, or committed an act of misfeasance, malfeasance, misrepresentation, fraud, or misuse of the Club's assets (including its membership roster).

Section 3.5.2 Activities Director

The Activities Director shall:

- 1) Be responsible for the solicitation and promotion of ideas for activities in both social and charitable areas,
- 2) Be the primary contact for regional activities and special events as deemed appropriate by a majority of the Board of Directors,
- 3) Interface with other regional clubs for the advancement of the Second Wind Parrot Head Club and Parrot Heads In Paradise, Inc.,
- 4) Oversee the organization and implementation of all events,
- 5) Request membership help in the form of committees to help accomplish Club activities at his/her discretion,
- 6) Coordinate monthly, special social, and charitable events with vendors, venues, sponsors, and club members,
- 7) Cast one vote in all matters before the Board of Directors,
- 8) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Activities Director within thirty (30) days of leaving office

Section 3.5.3 Membership Director

The Membership Director shall:

- 1) Maintain an accurate membership list,
- 2) Provide new member information, including email address(es) to the Communications/Web Master Director,
- 3) Provide updated member information to the Communications/Web Master Director when received,
- 4) Obtain sign-on information for all new members to the members only portion of the website as needed,
- 5) Deliver a packet of information to all new members that contains the following: A name tag, website sign-on to review the Club By-Laws, financial information, history, and connection to Parrot Heads in Paradise, Inc., a personal note from the President, and any other information or items deemed appropriate by the Board of Directors,

Section 3.5.3 Membership Director (continued)

- 6) Be responsible for welcoming new members, including a personal welcome by ~~both phone and e-mail~~, and in person at the new member's first event,
- 7) Promote Club growth through new membership drives and events,
- 8) Solicit new members at events whenever possible,
- 9) Provide manpower to man membership tables at all designated events with enthusiastic and knowledgeable members,
- 10) Cast one vote in all matters before the Board of Directors, and
- 11) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Membership Director within thirty (30) days of leaving office.

Section 3.5.4 Historian

The Historian shall:

- 1) Be responsible for the photographic documentation of all Club events,
- 2) Coordinate schedules so that the Historian or his/her designate will be in attendance so that pictures will be taken at all Club events, including happy hours,
- 3) Be responsible for delivering pictures electronically to the Communications/Webmaster Director for posting on the Club's website and social media accounts,
- 4) Cast one vote in all matters before the Board of Directors, and
- 5) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Historian within thirty (30) days of leaving office.

Section 3.5.5 Communications/Webmaster

The Communications/Web Master Director shall:

- 1) Be responsible for the creation and maintenance of The Club's website, including the timely updating of the event calendar and adding photos from events, which may delegated at his/her discretion,
- 2) Be responsible for maintaining all Club domains, and notifying the Treasurer when payments are due,
- 3) Be responsible for the creation and administration of The Club's social media, including timely event notification and adding photos from events, which may delegated at his/her discretion,
- 4) Be responsible for maintaining information about the current Board of Directors and updating the website after each election and/or appointment,
- 5) Be responsible for the creation and maintenance of an electronic Club members directory,
- 6) Coordinate, publish, and electronically distribute the Club's newsletter,
- 7) Communicate with local media,
- 8) Update payment links on the website to all accounts designated by the Treasurer,
- 9) Add new and updated e-mail addresses to Webmail distributions lists,
- 10) Correspond with other groups or individuals as requested by the Board of Directors or President,
- 11) Cast one vote in all matters before the Board of Directors, and
- 12) Pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Communications/Web Master within thirty (30) days of leaving office.

Section 3.6 Appointed Chairpersons

- 1) The President can select any necessary committee chairperson from the membership at large, subject to a two-thirds (2/3) vote of the Board of Directors to serve in a committee position that the Board has created, as specified in Section 3.1(3) of these By-Laws.
- 2) No appointed committee chairperson that is not a member of the Board of Directors will have a vote in any Board of Directors decision.
- 3) The tasks of the appointed chairperson and his/her committee will be defined by the Board of Directors for a specified project and for a specific period.
- 4) Committee members serve at the discretion of the committee chairperson in charge of that committee.
- 5) The committee chairperson's terms of office will be determined by the Board of Directors.
- 6) The committee chairperson may be removed by a two-thirds (2/3) vote of the Board of Directors.
- 7) The appointed chairperson may appoint his/her committee members including the Elections Chairperson, so long as they are not prohibited by Section 5.1(1) of these By-Laws.

SECTION 4 MEETINGS

Section 4.1 Location

All meetings of the Executive Committee and Board of Directors shall be held at such time, date, and place as designated by the Executive Committee and stated in the notice of the meeting.

Section 4.2 Frequency

The Board of Directors shall meet at least quarterly on dates set by the Executive Committee. However, the President or, in their absence, the Vice-President, or a majority of members of the Board of Directors may convene additional meetings.

Section 4.3 Notice

Notice of all regularly scheduled meetings of the Executive Committee and/or Board of Directors shall be given to each member of the applicable body by the Secretary no less than forty-eight (48) hours prior to the time of such meeting. In the event of a special meeting that requires immediate action, notice may be given no less than eight (8) hours prior to such meeting.

Section 4.4 Open Meetings

All meetings of the Board of Directors shall be open to all members for attendance but not to vote, comment, or otherwise participate, unless invited to do so by a member of the Executive Committee, except for meetings convened to discuss removal of a general member or member of the Board of Directors for cause.

Section 4.5 Electronic Meetings

If any business must be decided by the Board of Directors between scheduled meetings, the President may conduct a meeting by telephone or e-mail of each member of the Board of Directors, either individually, or as a group. Regular quorum rules apply with each voting member considered present. If a matter requires that a vote be taken via telephone, the President will contact each Board member and will be responsible for reporting the results of the vote, complete with each Board member's vote to the Secretary.

Section 4.6 Rules

All meetings will be conducted according to the most current edition of Robert's Rules of Order.

Section 4.7 Quorum and Voting

At all meetings of the Executive Committee or Board of Directors, the presence of members of the Executive Committee or Board of Directors, either by presence or by proxy, representing sixty percent (60%) or more members of either body shall constitute a quorum for the transaction of business. All members of the Executive Committee, except the President, or Board of Directors shall be entitled to vote on all matters submitted to a vote, and the acts of the majority of the members present at such meetings at which a quorum is present shall be acts of the Executive Committee or Board of Directors. In the event of a tie vote by either body, the tie shall be broken by the President. If any meeting of the Executive Committee or Board of Directors cannot be held because a quorum is not present, either in person or by proxy, the meeting shall be adjourned and rescheduled.

Section 4.8 Proxies

Votes may be cast in person or by proxy. All proxies shall (1) be in writing, (2) state the date, time, and place of the meeting for which they are given, (3) signed by the person executing the proxy, and (4) be filed with the Secretary prior to the meeting at which they are to be used. A proxy shall be effective only for the specific meeting for which it was originally given and shall expire ninety (90) days after the date of the meeting for which it was given. A proxy is revocable at any time at the pleasure of the person who executes it. No member of the Executive Committee or Board of Directors may hold more than one proxy.

Section 4.9 Mandatory Attendance:

Failure to attend or submit a proxy for three (3) consecutive meetings by any member of the Board of Directors shall be viewed by the Board of Directors as the resignation from that office, with the exception of provisions stated in Section 5.6.1(d) and that member is ineligible to run for any Board position for a period of two years from the date of resignation.

SECTION 5 ELECTIONS AND VOTING

Section 5.1 General

- 1) No later than August 20th of each year, an Elections Chairperson will be selected by the current Board of Directors to serve as the individual who takes nominations and counts the votes for the Executive Committee members. This individual may not be a current member of the Board of Directors or running for an elected position and must be a member in good standing of the Club. The Elections Chairperson is empowered to form a committee for the purpose of conducting the election; however, no members of the current Executive Committee or members running for office may be part of that committee.
- 2) The Executive Committee or Board of Directors as a whole or in part will not endorse any candidate for any elected office.
- 3) All elections will be communicated in writing by the Secretary as directed by the Elections Chairperson, and all votes will be based on majority votes of responding members regardless of whether his/her vote is cast by mail or electronically. Only members as of July 1 when such election is advertised will be eligible to vote.
- 4) For voting by mail, the ballot will contain the name and address to which the ballot must be returned with a clear communication of the deadline by which mail-in votes must be postmarked and only those responses will be counted. The Club is not required to pay return postage on any ballots.

Section 5.1 General (continued)

- 5) A tie vote in any election in which a current elected officer is not a candidate will be decided by a majority vote of the Board of Directors.
- 6) A tie vote in any election in which a current elected officer is a candidate for re-election will be decided by the Elections Chairperson.
- 7) The Elections Chairperson will communicate the vote tally to the Executive Committee within 72 hours of the date voting was closed.
- 8) The Elections Chairperson shall abide by the course of action as described in Section 5.3 of these By-Laws. The Elections Chairperson can be removed for failure to perform any of his/her duties in a timely and objective fashion by a two-thirds (2/3) vote of the Board of Directors.
- 9) The Elections Chairperson's term expires at the close of this election, but that person may be recalled by the Board of Directors at any time until June 30th of the following year to conduct a special election.

Section 5.2 Candidacy

- 1) Any member who meets requirements for membership in the Club set forth in Section 2.2 of these By-Laws and has been a current member in good standing for the past two (2) consecutive years with the club as of July 1 of the election year is eligible for candidacy.
- 2) Any member who has served on the Executive Committee or Board of Directors for at least one (1) year is eligible for candidacy, subject to the limits on concurrent terms outlined in Section 3.2(4) of these By-Laws.
- 3) Candidates for the Executive Committee must reside in the geographical area established for the Club.
- 4) Candidates for Treasurer must be approved by a majority vote of the Executive Committee and may be asked to provide a resume of their qualifications to the Elections Chairperson. An adverse decision by the Executive Committee may be appealed to the full Board of Directors.

Section 5.3 Campaign Rules

A person running for office may actively campaign if they wish. This may be done via personal email, US Postal mail, other written communication and telephone.

Section 5.4 Nominating and Election Procedures

- 1) The Elections Chairperson will call for nominations via email to the general membership no later than September 1st of each year and will accept nominations until September 30th of said year.
- 2) The Elections Chairperson will compile a list of nominations and seek acceptance or refusal of the nomination from the individuals nominated.
- 3) Each position should have at least one candidate nominated. Individuals may nominate themselves or other members in good standing.
- 4) The Elections Chairperson will present the slate of candidates to the current President no later than October 5th of each year for distribution to the general membership via e-mail or mail.
- 5) The period of October 5th to October 31st will be deemed campaign time and the Elections Chairperson will email (or mail to those without email) ballots beginning October 5th. Email reminders will be sent weekly to Club Members.
- 6) Voting by the general membership will take place from November 1st to November 15th. Voting may be done by mail or electronically and must contain the voting member's name.

Section 5.4 Nominating and Election Procedures (continued)

- 7) All ballots must be received or postmarked by November 15th and received by the Elections Chairperson by November 20th. The ballots must be counted by the Elections Chairperson, witnessed by the current Secretary (if not on the ballot) or the Vice-President (if not on the ballot) and the initial results reported to the Executive Committee, Board of Directors and all nominees for office within 72 hours.
- 8) Write-in candidates are not allowed.
- 9) The Elections Chairperson will keep electronic records of votes received by e-mail and an electronic copy of a paper copy (if mailed) of all nominations and ballots for a period of one (1) year following the election. At that point, the nominations and ballots may be destroyed.
- 10) The President shall inform the membership in writing via the newsletter and email of the results no later than ten (10) days following the certification of the election results.

Section 5.5 Resignation

Any member of the Executive Committee or Board of Directors may resign at any time without cause by sending written notice of such resignation to the Secretary. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof by the Secretary.

Section 5.6 Removal or Recall

Section 5.6.1 Removal

- a) In the event that any member of the Executive Committee or Board of Directors at any time during their term is determined to no longer meet the requirements for membership as set forth in Section 2.2 of these By-Laws, he/she shall receive written notice from the Executive Committee that a thirty (30) day grace period will be offered to correct the disqualifying event. At the end of the grace period, any current member of the Executive Committee or Board of Directors that has failed to reestablish good standing with the Club will be deemed to have resigned and will be removed from office.
- b) A member of the Executive Committee or Board of Directors may be removed if a mental or physical disability resulting in substantial inability to execute the duties of office.
- c) A member of the Executive Committee or Board of Directors will immediately be suspended from duty upon presentation of evidence of any of the following: Malfeasance, misfeasance or nonfeasance or gross negligence in office, omissions or actions determined by the Board of Directors to be a detriment to the Club, pending investigation.
- d) Members of the Board of Directors who have missed three (3) consecutive meetings are deemed removed, excluding illness, hospitalization or work-related issues.
- e) Removal from the Executive Committee or Board of Directors requires a two-thirds (2/3) vote of the Board of Directors.

Section 5.6.2 Recall

- a) A petition for the recall of any elected member of the Executive Committee may be made by any member upon presentation to the Executive Committee of a petition that describes the reason for recall, signed by at least one third (1/3) of the members in good standing with the Club as of the date on which the petition is presented to the Executive Committee.

b) Section 5.6.2

Recall (continued)

The recall of any elected Executive Committee officer may be implemented for any of the following reasons:

- i. Mental or physical disability resulting in substantial inability to execute the duties of office,
 - ii. Malfeasance, misfeasance or nonfeasance or gross negligence in office, or
 - iii. Omissions or actions that are a detriment to the Club
- c) Upon presentation of such a petition to the President, a Special Election Chairperson shall be appointed to conduct a vote for removal pursuant to procedures previously set forth in Section 5.4 of these By-Laws.
- d) A minimum vote of ten percent of the membership must be received to affect a recall. A simple majority of the ballots cast will determine rejection or approval.
- e) The Executive Committee shall inform the membership via email within 72 hours of the certification of such vote of the results.
- f) Vacancies will be filled according to procedures previously set forth in Section 3.2(3) of these By-Laws.

SECTION 6 MISCELLANEOUS

Section 6.1 Fiscal Year

The fiscal year for the Club will begin on January 1 and end on December 31

Section 6.2 Membership Information

Membership information is considered proprietary and will not be used for any purpose not directly associated with Second Wind Parrot Head Club or Parrot Heads in Paradise, Inc, nor will it be released to any other parties without the approval of the Board of Directors.

Section 6.3 Benefits and Perks

Whenever free hotel rooms or upgrades are negotiated by the Club, the rooms will be distributed to the band first, and if not needed by the band, will be distributed to the members of the Board of Directors for acting in such capacity. Any additional or other free items or reward will be either raffled or auctioned off to the general membership.

Section 6.4 Exclusivity

No individual member of member's business shall be given priority or exclusivity regarding Club expenditures for goods or services. An open bidding process may be used to allow club members to compete for any and all Club business.

Section 6.5 Charitable Fundraising

Any funds raised or goods donated at an event, regardless of source (raffle, silent auction, sponsorships, etc.) that were designated for a specific charity will be provided to that charity within 30 days. The Club may, at the discretion of the Board of Directors, retain at least 10% but not more than 20% of net funds raised as seed money for future events.

Section 6.6 Budget for Special Events

All special events shall be managed to a budget proposed by the Activities Director and approved by the Board of Directors. In the event of a projected deficit, the Board of Directors must be notified immediately.

Section 6.7 Advertising Rates

Newsletter advertising rates will be set by the Executive Committee annually and will be fixed for that fiscal year.

Section 6.8 Dissolution

In the event that the Club is dissolved, the Executive Committee, after paying or making provision for payment of all of the outstanding liabilities of the Club, shall distribute all of the assets of the Club to a 501(c)3 charity selected by the Board of Directors, where disbursement of funds is not otherwise ordered by any court having jurisdiction over the Club.

SECTION 7 AMENDMENT TO BY-LAWS

- 1) Amendments to these By-Laws may be proposed by a petition signed by fifty (50) members in good standing or twenty percent (20%) of the total membership (whichever is less) and presented to the Board of Directors.
- 2) The Board of Directors can present, for general membership vote, any amendments to the By-Laws, which have been approved by the Board of Directors by a two-thirds (2/3) vote.
- 3) Amendments will be presented to the general membership by the President via mail or email. The members will be given thirty (30) days to ratify or reject such amendments by a simple majority vote of no less than twenty percent (20%) of the current members in good standing. Failure to obtain votes from the minimum percentage of members required will be considered a rejection of the proposed amendments.
- 4) Where required by statute or law, the Executive Committee shall create an amendment to the By-Laws that conforms to that statute or law. A membership vote is not required. The President will inform the general membership within ten (10) days of such changes.
- 5) Any article or provision in the Club's By-Laws that directly conflicts with the By-Laws of Parrot Heads in Paradise, Inc. or the requirements of Margaritaville, Inc. will be considered subordinate to their provisions and requirements.

SECTION 8 ADOPTION OF BY-LAWS

Adoption of the By-Laws, established May 25, 2026, is approved by majority vote of the Petitioners listed on the Club's charter application.

These By-Laws will go into effect June 1, 2026, at 12:01 a.m.