

**BYLAWS
OF
PIRATES IN PARADISE, INC.
A CORPORATION NOT FOR PROFIT**

**ARTICLE I
PURPOSE**

The Corporation is organized for the following purposes:

1. Purpose. The purpose of the Corporation is to promote the Pirates in Paradise Parrot Head Club as a humanitarian group sharing community and environmental information for majority approved mutual benefits. The Corporation will engage in activities which are charitable, educational, high spirited, and promote the general welfare of the community.
2. Statement of Purpose. Pirates in Paradise, Inc. is a not for profit organization dedicated to preserving and improving the environment, active in community oriented projects and concerns as a means of social interaction with like minded people interested in the lifestyle and music of Jimmy Buffet and a tropical spirit.
3. Disclaimer. The Corporation is recognized by, but in no way attached to Jimmy Buffett and his business interests in Key West, New Orleans, Charleston, and Orlando. The Corporation is not associated with HK Management, MCA Records, Island Records, Mailboat Records, or Margaritaville Records. The Corporation stresses that Mr. Buffett's name, song titles, lyrics, names of businesses owned by Mr. Buffet, and the term "Parrot Head" are all registered trademarks and should not be used for the pursuit of profit. Clubs are allowed to use the term "Parrot Head" on t-shirts, etc., but not Jimmy Buffett's name.

**ARTICLE II
OFFICES**

The Corporation may have such offices as the Executive Board may require. The principal office shall be located at PO Box 21265, Lehigh Valley, PA 18002 in the County of Lehigh and State of Pennsylvania. The registered office address shall be located at Penncorp Services Group, Inc. 600 North Second Street, Suite 401, Harrisburg, PA 17108-1210 and the Registered Agent shall be Penncorp Services Group, Inc.

**ARTICLE III
MEMBERS**

1. Club Membership. Membership in Pirates in Paradise, Inc. shall be open to all, regardless of sex, creed, national origin or sexual preference. A member will be considered in good standing so long as his dues are current.
2. Dues. The annual dues of Pirates in Paradise, Inc. will be as follows:
 - a. The annual dues will run from January thru December.
 - b. Dues renewals are due no later than the end of the January of each year.
 - c. Membership renewal notices will be mailed in December prior to renewal.
 - d. Membership will entitle a member to a membership certificate, welcome letter, Pirates in Paradise, Inc. identification, and receipt of the Club newsletter, Pirates Log.
 - e. Effective July 1, 2000, cost – Individual \$20.00; Family \$25.00 per household. An individual

member is considered to be one adult, head of household at a single address. A family is considered to be two adults and any dependent children living at a single address.

- f. New applicants applying for membership shall pay initial dues according to the following schedule.

January 1 - March 31 100%

April 1 - June 30 75%

July 1 - September 30 50%

October 1 - December 31 25%

3. Denial of Membership. The Executive Board may deny membership in Pirates in Paradise, Inc. to any person whom the entire Executive Board determines by a unanimous vote does not meet the requirements for membership.

4. Conduct: All members agree to recognize and adhere to the attached "Code of Conduct <http://www.piratesphc.com/conduct.htm>". Infractions to the "Code" are subject to actions as stated in Section VI.B.

ARTICLE IV MEETING OF MEMBERS

1. Social Meetings. The Corporation shall attempt to schedule at least one social event each month. These events will normally include some type of charity fund raising event.

2. Business Meetings. General Business meetings will occur at least every other month. These meetings will be conducted by the President or in his absence, a designated member of the Executive Board. Any member in good standing may attend the business meeting and will conduct themselves in a professional manner or will be asked to leave the meeting until they can conduct themselves in a professional manner. All corporate decisions at the business meeting will be by a simple majority vote of those present. Minutes will be taken at all meeting and reported at the next general business meeting. All meetings will be held within the geographical boundaries of the corporation.

3. Executive Board Meetings. The Executive Board will meet on an as needed basis, at least semi-annually. Minutes from these Executive Board meetings will be made available to all members in good standing and reported at the next general business meeting.

ARTICLE V OFFICERS

1. Officers. The Corporation will elect the following officers for a two year term under the conditions listed below: President, Vice President, Secretary and Membership Director. The President and Membership Director shall be elected in the odd years, the Vice President and Secretary shall be elected in the even years.

2. Election Officer. The Executive Board shall appoint an Election Officer to conduct and oversee the next election procedure on or before November 30th. The Election Officer shall operate within the guidelines provided by the Executive Board. The Election Officer shall maintain the privacy and integrity of all assigned duties.

3. Nominations. The Election Officer shall mail, via US Mail, a "call for nominations" to all members in good standing for all offices to be elected in the upcoming year on or before Dec. 15. This notice will include the offices to be elected, the dates and terms of the upcoming election and a statement that the election will

be by ballots voting for a simple majority. Nominations may be sent in writing to the club address of record, postmarked no later than Dec. 31, or in person at the January General Business meeting. Qualified nominees, as determined by Bylaws and/or Executive Board, shall be placed on the ballot.

4. Elections: The Election Office shall mail, via US Mail, ballots to all members in good standing on or before January 31. A single membership shall receive one ballot and a family membership shall receive two ballots. Each ballot shall include the name of the member for whom it is intended. The ballot will include all offices to be elected and all qualified nominees for each office. It shall also contain the name of the Election Officer and an address to where they can be mailed. All mailed ballots must be received by the Election Officer postmarked no later than February 28. Ballots may also be delivered directly to the Election Officer in person at the March General Business meeting. Final results of the election shall be tabulated before the end of the March Business Meeting and announced at that time. The Election Officer shall then seal all ballots to be maintained for 30 days and then destroyed.

ARTICLE VI RESPONSIBILITIES OF OFFICERS

1. President. The President shall have such powers and duties as are usually exercised by such an office. He/she shall be the Executive Officer of the Club and shall preside at all General Business Meetings, special meetings, and meetings of the Executive Board. He/she shall assign the individual responsibilities of the Vice Presidents. The President will work with Committee Chairpersons and Vice Presidents in order to help insure all assigned tasks are completed in a timely manner. He/she shall have the power to call Special Meetings of the Club and the Executive Board. The President shall appoint, subject to the approval of the Executive Board, and except as provided elsewhere in these Bylaws, members to the Standing and Special Committees, including vacancies. The President shall deal with other matters as may be placed in his or her charge by the Executive Committee or membership. He or she shall deal with and try to resolve complaints and issues within the Club and with PHiP. He/she shall serve as a liaison with PhiP or designate this role to another member of the Executive Board on a case by case basis.

2. Vice President. The Vice President shall, in the absence of the President, have the powers and duties of the President. He/she shall serve as liaison with other Parrot Head Clubs and Pirates in Paradise PHC Committees. The Vice President shall serve as a member of the Ticket Committee. He/she shall deal with other matters and/or powers that are delegated to the position by the President or the Executive Board. He/she shall work to insure all PHiP/local charity guidelines are met.

3. Secretary. The Secretary shall ensure that minutes are recorded at all business and Executive Board meetings. He/she shall perform other duties as designated by the President and Executive Board. The Secretary will post the minutes from the monthly General Business Meeting via group email list (or other standard email distribution method) within fourteen days of the meeting. Copies will also be available upon request of any member in good standing via individual email or USPS mail if requested with a SASE to the secretary of record.

4. Treasurer. The Treasurer shall record and keep track of all financial function and transactions. He/she shall balance accounts, issue checks for all charities and expenditures, based on receipts supplied. The Treasurer shall perform other duties as designated by the President and Executive Board.

5. Membership Director. The Membership Director shall ensure that there is an active recruiting program for new members and renewals within the Pirates in Paradise PHC. He/she shall work with the Treasurer to ensure membership lists are accurate and renewals are sent out on time. He/she shall maintain membership roles and renewals and shall perform other duties as designated by the President and Executive Board.

6. Eligibility Requirements. All Officers/Executive Board Members shall be members in good standing for a period of no less than one year prior to nomination/appointment.

7. Vacancies. Vacancies in all positions can be created by resignation, abandonment of duties (as further defined), or by violation of any articles of the bylaws. A position shall be defined as abandoned, if the officer is absent from all business meetings without just cause for a period of three consecutive months. Persons filling vacated positions shall be appointed for the duration of the term by a majority vote of the Executive Board.

8. Abandonment. Abandonment and just cause will be determined by a unanimous vote of all Board Members and Founders.

ARTICLE VII EXECUTIVE BOARD

1. Executive Board. The Executive Board will consist of the Club President, Vice President, Secretary, Treasurer, Membership Director and all Founders. The Executive Board will be responsible for insuring all club activities are conducted within the guidelines of Parrot Head in Paradise, Inc. and the Club Statement of Purpose as outlined in Article I.2. The board will be empowered to make decisions between business meetings to insure these goals are met. All decisions will be by consensus, with each member having one vote. The Founder may serve as a tie breaker if consensus cannot be reached. Any and all Board decisions will be reported at the next General Business meeting. The Board will act on recommendations received from the general membership at the General Business meetings and forward projects/concepts to the general membership at the General Business meetings. The Treasurer shall be appointed as a member of the Executive Board by majority vote of the remaining members of the Executive Board to a one year term commencing January 1 of each year. All votes of the Executive Board are subject to an 80% quorum of the Executive Board.

ARTICLE VIII COMMITTEES

1. General. The following standing committees are established in order to maximize involvement and participation of the Club members: Web Page, Newsletter, Events, and Merchandise. Other special committees may be established by the President, Executive Board and/or general membership to deal with specific projects.

2. Committee Roles. The purpose of all committees is to ensure that day to day functions and special events are completed in a timely manner. To this end the committees, working under a Chairperson, are given the detailed responsibility of specific events and activities. The committees are expected to work closely with the Executive Board on all projects/events. They are also required to keep the President and Board informed of all plans and progress.

- a. Web Page - Maintain and keep Club Internet Web Site current.
- b. Newsletter-Ensure the Club newsletter is published at least four times a year, normally January, April, July and October delivery.
- c. Merchandise - Maintain an adequate supply of club merchandise with proceeds going toward funding Pirates in Paradise PHC events.
- d. Events: Coordinate schedule of all club social and charitable activities and communicate to the

ARTICLE IX
MISCELLANEOUS

1. Adoption of Bylaws. These bylaws have been approved by a majority of members in good standing at a general business meeting. Future modifications/amendments to the bylaws will be researched and proposed by a specially appointed Committee. Approval of changes shall be accomplished by a 51% vote via ballot of the total club membership in good standing by a mailing or as a referendum on the election ballot following the outline of article V. 4. A ballot not received is considered an abstention vote.

2. Infractions of Bylaws.

- a. Any current Pirates in Paradise PHC member may submit in writing only (signed, dated and clearly written), within 30 days of the occurrence of the stated infraction/s, to the Pirates in Paradise PHC Executive Board, a detailed statement regarding the alleged infraction/s of the Pirates in Paradise PHC By-Laws, by any other current Pirates in Paradise PHC member.
- b. The Board will inform, by letter, the Pirates in Paradise PHC member of the alleged infraction/s against them, along with the name of the member who has submitted the infraction. The member will be given 30 days to provide a written response to the Board. If the member chooses not to respond within 30 days, the Board will move forward to a decision without the member's input.
- c. At the next scheduled Pirates in Paradise PHC Executive Board meeting, after the 30 day deadline, the Board will evaluate the alleged infraction/s and make one of the following decisions:
 - i. No Action - The alleged infraction has been considered by the Board and the Board will take no action.
 - ii. Action - The alleged infraction has been considered by the Board and action is being taken as determined by a unanimous decision of the Executive Board. The specific action is entirely left to the discretion of the Executive Board and is to be based only upon the stated infraction.
- d. If action is taken against a Pirates in Paradise PHC member for an infraction/s of the Pirates in Paradise PHC By Laws, the member will be informed in writing within 30 days of the Pirates in Paradise PHC Executive Board's decision. The member who submitted the original statement of alleged infraction/s shall be provided with a copy of the Board's decision.
- e. The Executive Board may suspend from Pirates in Paradise PHC any member whom the entire Executive Board determines no longer meets the requirements for membership set forth in Article II of these By-Laws and/or "Code of Conduct <http://www.piratesphc.com/conduct.htm>". This must be done by a unanimous vote. The vote suspends such member's membership in Pirates in Paradise PHC and all rights and privileges associated therewith.
- f. At the next scheduled Pirates in Paradise PHC meeting, the membership shall be informed of the decision, and the information will be properly recorded in the minutes.
- g. Pirates in Paradise PHC Executive Board decisions are considered final.

3. Pirates in Paradise Concert Ticket Point System.

- a. The point tally will begin the day after the Parrot Heads in Paradise Inc. appointed ticket coordinator announces the ticket allotment to Pirates in Paradise.
- b. The point tally will end on the day the following year/time the Parrot Heads in Paradise Inc. appointed ticket coordinator announces the ticket allotment to Pirates in Paradise.
- c. If there is more than one year between PHiP ticket allocations the Pirates in Paradise points will continue to accumulate until a concert tour is announced.
- d. No more than 2 tickets per member household will be available to the highest earners. This figure may be adjusted by the Ticket Committee and approved by the Executive Board based on ticket availability.
- e. Ties may be broken by lottery.
- f. All qualified members will be given a deadline for purchase of these tickets. If that deadline passes the opportunity to purchase will go to the member with the next highest total.
- g. All points will be awarded as per the following schedule subject to approval by the Executive Board:

4. Pirates in Paradise Point Schedule.

- a. Officers, Committee Chairs, Newsletter Editor & Active Founders; 10 pts
- b. Organize Charity Event: 8 pts;
- c. Actively serve on any Committee: 5 pts;
- d. Participate in charity function, community projects; assist in planning/running happy hours: 3pts;
- e. Special Contributions/Projects (e.g. write newsletter article, attend general business meeting or committee meeting, contribute prizes): 2pts.
- f. Additional points may be issued for other activities as determined by the Ticket Committee and approved by the Executive Board.

5. Altruism: Events and/or activities sponsored by the Pirates in Paradise PHC will have a portion of the proceeds raised donated to a designated charity. The club will donate time and/or money to at least one local charity each year. The club will be involved in at least one environmental cause a year. The Events Committee has the responsibility to make recommendations to the general membership as to which charities to support. Individuals may also recommend charities and should do so through the Events Committee.

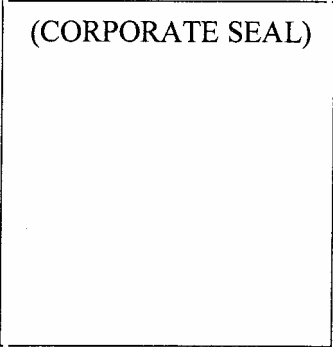
6. Pirates in Paradise PHC Expenditures/Reimbursements/Budgets: Pirates in Paradise PHC members wishing to be reimbursed or approved for expenditures for Pirates in Paradise PHC related activities such as, but not limited to; construction materials, necessary supplies for official club events, other official and/or club sponsored functions, prior to spending moneys shall:

- a. Obtain approval, in writing, from any executive board member for expenditures not to exceed \$50.00.
- b. Obtain approval, in writing, from the executive board for expenditures of \$50.01 to \$999.99
- c. Obtain approval, in writing, from the executive board for expenditures of \$1000.00 or more and, in addition, expenditures of \$1000.00 or more shall not be approved by the executive board without first obtaining a vote of approval from the membership at a general business meeting.

To obtain reimbursement, the member shall submit the written approval along with the receipts to the Treasurer. Reimbursement requests submitted after the adoption of this subsection will not be granted without meeting all of the requirements of this subsection. No exceptions. Pirates in Paradise PHC members who anticipate incurring expenses for club related activities should (after obtaining proper Board approval) seek to have the company invoice the club directly for the amount due. If this is not possible, then submit the receipts to the Treasurer as indicated in the last paragraph.

ARTICLE X
SEAL

Seal. The seal of the Corporation shall be in the form affixed below.



ARTICLE XI

AMENDMENTS

Amendments: These Bylaws may be amended or repealed by ballot and by an affirmative vote of at least 51% as set forth in Article IX. 1. A ballot not received is considered an abstention vote.