

BY-LAWS OF
STEEL CITY FINS – THE PITTSBURGH
PARROT HEAD CLUB, INC

Article I. General

- A. The name of the Corporation shall be “Steel City Fins – The Pittsburgh Parrot Head Club, Inc.” (hereinafter “The Club” or the “Corporation”). The Corporation was incorporated on October 15, 2008 as a Pennsylvania non-profit corporation located in Allegheny County, Pennsylvania.
- B. The purpose of the Corporation is to assist in local, community and environmental concerns, and to provide a variety of social activities for the fans of Jimmy Buffett and people with similar tastes and interests. This Corporation shall assist and support other non-profit corporations in the community and aid environmental concerns.
- C. Steel City Fins – The Pittsburgh Parrot Head Club, Inc. is and shall remain officially chartered and affiliated with Parrot Heads in Paradise (hereinafter PHiP), the Atlanta-based headquarters of the national Jimmy Buffett Parrot Head Club Association.
- D. By joining and paying dues to The Club each member agrees to

have read and will abide by all by-laws of The Club, particularly Article II, Section C, entitled "Membership Agreement".

Article II. Membership & Dues

A. Types of memberships:

1. Lifetime Member- Limited to the founders of the club. Lifetime members will have their dues waived permanently.
2. Active Member- Limited to persons who are current with their dues.

B. Dues:

1. The Board of Directors shall annually determine and set by a majority vote the amount of dues owed by each member.
2. Dues shall be paid annually, collected in the quarter based upon the date of initial membership. Dues shall be paid no later than the end of the applicable quarter, and shall be collected by the Membership Coordinator utilizing procedures approved by a majority vote of the Board of Directors.
3. Any member wishing to terminate his or her membership will not be refunded any portion of their dues paid.
4. Any member that has not paid his or her dues by the due date approved by the Board of Directors shall be considered to have terminated his or her membership in the Club.
5. Any terminated member can rejoin the Club; however, it will be

under a new anniversary date.

C. Membership Agreement:

It is the intention of The Club to provide social and charitable activities for the enjoyment and benefit of all its members, guests, hosts and charities. All members of The Club shall be required to treat fellow members, guests and hosts and their personal property with respect. Members also agree to abide by all local, state and federal laws, including, but not limited to, those governing misuse of personal privileges, personal property and controlled substances.

Members of The Club, by virtue of this membership agreement, agree to demonstrate personal responsibility for their words, actions and deeds and not to exhibit behaviors that are harmful to themselves and other members, guests and hosts or their personal property. The Club seeks to provide a pleasant atmosphere in which to share its members' common love of the music and tales of Jimmy Buffett and to further the charitable ideals that The Club seeks to uphold.

The Club will not condone behavior contrary to its objectives nor that which is harmful or injurious to others. By virtue of membership in The Club all members have indeed agreed to "Party with a Purpose" in a most responsible fashion! All members further agree to hold The Club, and all its membership,

harmless from any consequences, monetary or otherwise, that may result due to violations of this Membership Agreement.

The Board of Directors may suspend, either permanently or for a specified period of time, from The Club and any of its club-sponsored events, any member who a majority of the Board of Directors determines no longer meets the requirements for membership as set forth in this section of these by-laws Any such vote will suspend such member's membership in The Club and all rights and privileges associated therewith.

Article III. Administration

A. Board of Directors:

1. The Corporation will be operated and managed by the Board of Directors.
2. The Board of Directors shall consist of the following officers: a President, a Vice President, a Secretary, a Treasurer, and the immediate past President of The Club; along with two (2) at-large Directors elected by the membership.
3. The Board of Directors shall meet, at a minimum, on a quarterly basis.
4. The President shall be empowered to call additional meetings as deemed appropriate or necessary.

5. A total of five (5) members of the Board of Directors voting members must be in attendance to constitute a quorum and convene a Board of Directors meeting.
6. Each Board of Directors member shall, from time to time, be provided by the Membership Coordinator with a current and complete mailing list of the entire membership.
7. Each Board of Directors member must be an active member in good standing as defined hereinabove.

Article IV. Elections and Period of Service

A. Period of Service:

1. The terms of all Officers and at-large Board Members shall consist of two (2) calendar years, running from January 1 through December 31 of the following year.
2. Officers and at-large Board Members may be elected for two (2) consecutive terms at the same position.
3. If there are insufficient candidates for any Board of Directors position by the close of nominations. The Board may by simple majority vote, extend the term of a current member until the next regular election year for that position.

B. Elections:

1. Any active member in good standing can be nominated to run for any position on the Board of Directors by any active member in

good standing.

2. Candidates for all positions on the Board of Directors must make their intention to accept such a nomination known to the Board of Directors by or at the regularly scheduled club meeting for the month of October of the election year.
3. Election year is defined as the period between the regularly scheduled club meeting for the month of October and up to and including the November membership meeting.
 - a. The election of the President, Treasurer, and 1 At-Large Board Member will be held in odd years, with their term beginning January 1 of even years.
 - b. The election of Vice President, Secretary, and 1 At-Large Board Member will be held in even years, with their term beginning January 1 of odd years.
 - c. If any office, other than the President, is vacated prematurely, a special election will be held the following month to elect a new officer to complete the remaining term of the vacated position. At least 5 days written notice by regular US mail or email to the most recent email address (provided to the club through its Membership Coordinator), shall be given to members regarding this special election. A simple majority vote of those present at the meeting will determine the new officer.
4. If there are insufficient candidates for any open positions, the Board of Directors will immediately conduct a search for

additional candidates.

5. Distribution of ballots may be accomplished via email, US Postal Service or handing them out at the meeting, and all voting will be completed by or at the November membership meeting of the election year.

Article V. Officers, Directors, Advisors and their Duties

A. The President shall:

1. Chair Board of Directors meetings, business meetings and general Membership meetings.
2. Prepare and distribute to the Board Members an agenda for all meetings.
3. Appoint all non-elected committee heads with the approval of the Board of Directors.
4. Have the power to call any special meetings of the Board of Directors, business meetings or general Membership meetings.
5. Work with committee chairpersons to assure tasks are completed.
6. Submit all reports (semi annually/2 per year) to PHiP.
7. Act as a liaison with other local Parrot Head Clubs.
8. Be the contact for all PHiP business.

B. The Vice President shall:

1. In the absence of the President, conduct all Board of Director Meetings, business meetings and general Membership meetings and assist the President in administrating the needs of the club.
2. Oversee the Membership Committee.
3. Succeed to President if the current president is unable to complete his or her term of office. If the Vice President is unable to fill the vacated President position, then the Past President will assume the duties of the president for the remainder of the presidents term.
4. Inspect the financial records on an annual basis no later than June 30 of each year.

C. The Secretary shall:

1. Keep accurate records of all Board, business and general Membership meetings.
2. Furnish copies of the minutes to all Board Members, committee heads and any club member that request copies.
3. Correspond with any non-profit organization or individual requests, approved by the Board of Directors.
4. Receive from the committee heads a report for each volunteer and social activity.
5. Upon completion of her or her term, turn over all records and club histories for that year in his or her possession to the succeeding Secretary no later than January 31.

D. The Treasurer shall:

1. Keep accurate records of the financial activities of the club.
2. Attend to all financial matters of the club.
3. Prepare quarterly financial reports for the Board of Directors.
4. Present the financial records annually for inspection by the Vice-President or any other Board member.
5. Upon completion of his or her term, promptly turn over all funds, books and financial records to the succeeding Treasurer.
6. Prepare and present a financial report at all membership meetings and make any such reports available to any member who requests a copy.

E. The Immediate Past President shall:

1. Attend Board of Directors meetings, with a vote, and offer such advice to the Officers and other Directors as deemed appropriate and necessary.
2. Accept a request by the President, with approval by the Board of Directors, to act as an agent of the club for any specific matter.

F. The At-large Directors shall attend the Board of Directors

meetings, with a vote, and offer such advice to the Officers as

deemed appropriate and necessary.

G. The Advisors to the Board of Directors (all past Presidents) may attend the Board of Directors meetings, without a vote, and offer such advice to the Officers and other Directors as deemed appropriate and necessary.

H. The Membership Coordinator shall:

1. Make any updates, changes, or corrections to the club mailing list.
2. Maintain a complete membership list which includes name, phone number, address, email, dues payment record, and provide the same from time to time to all members of the board.
3. Receive from the committee heads a report for each volunteer and social activity.

Article VI. Removal from Office

Any elected Officer or other Board of Directors member may be removed for just cause including, but not limited to, misrepresentation of club-stated goals, unauthorized use of club funds, non-performance of duties of office, and/or missing three (3) Board of Directors meetings in a row.

Article VII. Meetings

A. Membership Meetings:

1. Membership meetings shall be held the first Tuesday of every month unless otherwise noted.
2. Those club members attending these meetings will conduct themselves in a respectful and business-like manner. Anyone not conducting him or herself in a respectful and business-like manner will be asked to leave the meeting.
3. Guests or members addressing these meetings shall have the attention of all that are present.
4. Issues that require action will be discussed in detail at the next Board of Directors meeting.
5. The Secretary shall take minutes at these meetings. If unavailable, minutes will be taken by a club member appointed by the officer conducting the meeting.
6. Toward the end of each monthly meeting, the floor shall be opened to any member. This time may be used for the announcement of any "NON" Pittsburgh Parrot Head Club related events.

B. Social Events:

1. The Club will attempt to have social events once a month; a happy hour or similar gathering. These events will be held on the weekends if possible.

2. All club members are invited to attend and bring guests. C. Board of Directors Meetings:

1. Board of Directors meetings shall be held during the first month of each quarter at such time and place as called by the President. Special meetings or business meetings can be called by the President to address any concerns of The Club as needed.
2. Minutes of each meeting will be taken by the Secretary or in his or her absence by someone appointed by the officer conducting the meeting. These minutes will be posted on the website.
3. All decisions reached at these meetings shall be by majority vote of those Board members present at a meeting with a quorum present, and shall be reported to the club membership at the next monthly Membership meeting.

Article VIII. Committees

A. Establishment of Committees:

The following committees will be established, and committee chairpersons shall be appointed by the President, with the approval of a majority of the Board of Directors. All club members are encouraged to participate. Committee chairs will be required to submit a report to

the President and the Board of Directors after each event. Information should include name of the event, how much it raised & for what charity the money was raised, address for the contact at the charity, and the number of volunteers. The sign-in sheet for the event should be given to the secretary on a timely basis.

1. Social Committee:

The Social Committee/Chairperson shall organize social activities such as monthly socials, tailgates, Cabin Fever, Anniversary, Christmas and Parakeet Parties.

2. Volunteer Committee:

The Volunteer Committee/Chairperson shall organize all fund raising and service events; coordinate volunteer events and other fundraising and service activities.

3. Membership Committee:

The Membership Committee/Chairperson shall collect quarterly dues, make any updates, changes, or corrections to the club mailing list, maintain a complete membership list which includes name, phone number, address, email, phone and dues payment record, and provide the same from time to time to all members of the Board of Directors. They will also be in charge of public relations, and new membership welcoming (nametags and introductions).

Every effort will be made to accommodate all of those club members who wish to volunteer for these committees.

B. Committee Roles:

1. Committees, working with a chairperson, will be given responsibility for specific events and activities.
2. Committees are expected to report to the Board of Directors on the progress, or lack thereof, of special events and activities as necessary (a committee report shall be given).
3. Committee chairpersons will not have a vote on the Board of Directors unless they are also a Board member in a separate capacity.

Article IX. Concert Tickets

(As governed and approved by the 2000 PHiP Board of Directors)

- A. A copy of the club membership roster must be reviewed by the Board of Directors and sent to the PHiP Ticket Administrator indicating the names of all active members in good standing.
- B. A ticket Coordinator will be chosen from the Board of Directors members as The Club and PHiP Liaison. The Club President must approve all ticket requests.
- C. Tickets will be distributed in accordance with the rules provided by the national headquarters of Parrot Heads in Paradise. PHiP will advise which clubs are in our region and with whom we must

share tickets.

D. The cost of tickets is determined by venue and is not to be sold for more than face value. The Ticket Coordinator is responsible for collection of money from all participating clubs and club members.

E. No more than two tickets maximum will be made available per each paid member.

F. If a request for payment deadline is missed, tickets are forfeited.

G. When tickets are made available, the Coordinator is responsible for picking up the tickets.

H. Do not contact HK Management, Howard Rose Agency or Margaritaville concerning tickets.

Article X. Amendments to By Laws

A. Once adopted, these By-Laws may be amended in the following manner:

1. Amendments may be initiated by a majority vote of the Board of Directors or by a Petition signed by 51% of the club membership presented to the Board of Directors.
2. Any amendments proposed as above shall be presented to the

general Membership for approval at the next general Membership meeting. At least 5 days written notice by regular US Mail or by e-mail to the most recent e-mail address provided to The Club through its Membership Chairperson, shall be given to all members.

3. Any such proposed amendments shall be adopted by a 2/3 vote of those members present and voting at a duly called Membership meeting, provided timely notice has been given.

Article XI. Miscellaneous

- A. A receipt must accompany reimbursement of all authorized expenses to any club member under \$50.00. This would include paints, building materials and decorations needed for social or volunteer events.
- B. Any expenses over \$50.00 must have pre-approval of the President and be accompanied by a receipt. All receipts for reimbursement must be turned in on the official form provided by the club treasurer within 30 days of the event.
- C. Any special events must be budgeted to a break-even point.
- D. Steel City Fins - The Pittsburgh Parrot Head Club, Inc shall not be responsible for the individual actions of any club member, who shall indemnify and hold harmless The Club from any and all

liabilities, including costs of defense and other expenses incurred, as a result of the actions of any particular individual member.

Article XII--Tax-Exempt Provisions

A. This Corporation is organized as a club organized for pleasure, recreation, and other non-profitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder or member, which entitle a non-profit organization for exemption under 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No part of the assets of the Corporations and no part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable reimbursement for expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article I, paragraph B. of these By-laws and Paragraph 3. of the Articles of Incorporation.

C. Except as may be otherwise required or permitted by law, the Corporation may at any time authorize its dissolution by Articles of Dissolution to be filed with the Department of State of the Commonwealth of Pennsylvania pursuant to the laws of the Commonwealth of Pennsylvania by the affirmative vote of a majority of the Members of the Corporation; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to an organization or organizations created and organized for non-profit purposes similar to those of the Corporation, and which qualify as exempt from income tax under Sections 501(c)(3) or 501(c)(7) of such Code as such section may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the Directors of the Corporation may by vote designate and in

such proportions and in such manner as may be determined in such vote in accordance with the doctrine of cy pres.

Article XIII. Web Site, Membership List
and Yahoo Mail Group

- A. Steel City Fins - The Pittsburgh Parrot Head Club, Inc.'s Web site, www.steelcityfins.org is the property of The Club and is maintained by The Club for the purpose of informing The Club's members as well as the general public of the activities of The Club. Club members may request to have information put on the web site, providing a "Link" can be added to a specific web site for further information.
- B. The Club's Membership list, including club member's name, address, phone numbers and email address will not be distributed outside of the Club, or used by club members for any type of solicitation, including bulk mailings or bulk e-mailing.
- C. The Yahoo Email group was established as a means to easily inform Club members of upcoming events pertaining to the Club. Any club member can request information be distributed to the Yahoo Group for "Non" Club events. This information will be posted one (1) time per event and must contain a contact name, phone number, email address or web site address to obtain further information.