



BYLAWS
Of the
Nautical Whalers Parrot Head Club, Inc.



Article I
Name/Seal

This organization will be called Nautical Whalers Parrot Head Club (NWPHC), Inc. The seal shall be a nautical life-ring, circular in form with the name of the corporation around the periphery, a whale with a parrot on its tail that is in the shape of the state of Massachusetts. This organization will be hereafter referred to as NWPHC.

Article II
Mission Statement

The NWPHC is a non-profit corporation, incorporated in the State of Massachusetts, whose mission is to join together people of similar interests who enjoy Jimmy Buffett's music and to participate in a variety of environmental and community services, and to also provide social activities for the membership. The organization will also engage in activities that are charitable, educational and that promote the general welfare of the community.

The NWPHC is a chartered club in good standing with the international parent organization of the Parrot Heads in Paradise, Incorporated.

Article III
Membership

Section 1 -

A. Membership Classifications & Requirements

The NWPHC membership is open to anyone who has an interest in the philanthropic philosophy of Jimmy Buffett and the Parrot Heads, and who is willing to participate in a variety of environmental and community causes. The NWPHC will be comprised of the following membership classifications:

1. Individual - Any person 18 years or older.
2. Couple - Two persons in a marriage, civil union, or "significant other" relationship.
3. Family - Any family consisting of at least one adult and all children under the age of 18.
4. Parakeets - Children under the age of 18.
5. Honorary - Any person so designated by the Board of Directors

B. Membership Year

The term of the membership year shall begin on June 1 and run through May 31 of the following year.

C. Dues

Dues will be set by the Board of Directors for the different classifications of membership. All dues are due on June 1 and are payable upon notice from the treasurer. If dues are not received within thirty days of billing date, the member(s) will be considered to be inactive, and the member(s) will no longer be considered to be in good standing. The treasurer will send a second notice after thirty days. If the dues are subsequently paid by members in arrears, the membership will be reinstated. Dues for new members enrolling after June 1 of the membership year will have their dues prorated accordingly.

D. Participation in Events

Attendance and participation in 25% of the total scheduled charitable and/or community volunteer events is required in order to be considered a member in good standing. Social events are excluded in computing these

participation requirements. If a member does not fulfill this requirement during the membership year, he/she may not be eligible for club benefits. Members who temporarily relocate will be granted consideration and this requirement will be suspended pending his/her return to the local area of the NWPHC. Temporarily relocated members who continue to perform charitable/volunteer effort on behalf of the NWPHC will be considered "members without borders". Extenuating circumstances that prevent members from minimum participation may be presented to the BOD for consideration.

Section 2 - Resignation

Any member may resign at any time by giving notice of his or her resignation in writing to any officer or director of the club. The individual shall not be entitled to a refund of any portion of his/her dues.

Section 3 - Disciplinary Action

The Board of Directors, by majority vote may place on probation, suspend, or terminate any club member's membership at any time with cause. Any member may be terminated from membership for, but not limited to, the following:

- a. Malfeasance, nonfeasance, misfeasance, gross negligence, omissions or actions as determined by the Board of Directors, to be detrimental to the NWPHC.
- b. Delinquency greater than thirty (30) days in the payment of dues as outlined in Section 1C.
- c. Failure to meet minimum participation requirements as outlined in Section III, 1D.
- d. Mis-use of club logo for personal gain, enhancement or marketing without written permission of the Board of Directors.
- e. Inappropriate use or distribution of the NWPHC's roster and detailed contact information.
- f. Exposing the club, on any issue, that would unnecessarily increase liability, degrade its credibility and/or tarnish its reputation.

Article IV Meetings of Members

Section 1 - Location/Governance

The NWPHC will conduct meetings of its membership at pre-disclosed location/time that affords maximum participation of its membership. Meetings shall be governed by Robert's Rules of Orders.

Section 2 - Monthly Meeting

The monthly membership meeting shall be held on the first Tuesday of each month, unless rescheduled and membership being notified of change. Meetings shall be called by the president, or in his/her absence or incapacity by the vice president, treasurer, clerk or any director.

Section 3 - Annual Meeting

The annual meeting of the members shall be held on the first Tuesday in May and shall be called by the president, or in his/her absence or incapacity by the vice president, treasurer, clerk or any director. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. The annual meeting will have "virtual" capability to afford all members an opportunity to cast their vote.

Section 4 - Special Meeting

Special meetings of the members may be called by the president, or in his/her absence/incapacity by the vice president, treasurer, clerk or any director.

Section 5 - Notice

Written notice stating the location, day, hour and purpose of the meeting shall be made by first class mail, electronic mail, facsimile, or via social media whichever is more convenient at least seven (7) days in advance. Notice of any change of the date fixed in the bylaws for the annual meeting, as outlined in Article IV, Section 3 shall be given to all members at least twenty (20) days before the new date fixed for such meeting.

Section 6 - Quorum

At least 25% of the total number of members in good standing, represented in person or by proxy, shall constitute a quorum at any meeting.

Section 7 - Voting

The NWPHC may conduct a vote of its members in good standing, represented in person or by proxy, on any issue presented at any meeting. Voting may be conducted by voice vote or written ballot. All members in good standing can present motion(s) to be voted on.

The act or vote of a majority of the members present at any meeting, at which a quorum is present, shall be the act or vote of the club. Should a quorum not be present, the Board of Directors may take action on any business by a majority vote of the BOD.

Members in good standing may vote by proxy, provided the proxy is also a member in good standing. Written authorization from the member, requesting proxy vote, must accompany the proxy and be presented to the President or appointed board member prior to the meeting being "called to order."

Article V Board of Directors

Section 1 - Enumeration

The club shall have a board consisting of Directors who shall have the powers and duties of a Board of Directors under Massachusetts law. The officers of the club shall be President, Vice President, Treasurer, Membership Director and Secretary/Clerk and such other officers as the board shall determine. The Board of Directors may designate persons as committee members, sponsors, benefactors, contributors, advisors or friends of the club or such other title, as they deem appropriate.

Section 2 - Qualifications

The Board of Directors must be comprised of members in good standing of the NWPHC. No more than one office may be held by the same person. However, in the event a vacancy exists that would jeopardise the effective/efficient operation of the club, a member who is filling a position on the board may fill any vacancy on a temporary/interim basis until the vacant position is filled. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 3 - Board of Directors

The initial Board of Directors shall be those persons named as directors in the articles of organisation. These Directors shall hold office for a period of four full years ending in June 2007. The members may, by vote of a majority of the membership, elect Directors of the club in alternating years as delineated below. The Directors shall hold office for two years, until the next annual meeting election where their respective successors are elected and officially assume office.

- a. President - even numbered years
- b. Vice President - odd numbered years
- c. Treasurer - even numbered years
- d. Membership Director - odd numbered years
- e. Secretary/Clerk - odd numbered years

Section 4 - Positional Duties & Responsibilities

A. President -

The President shall be the principal executive officer and be responsible for the timely and effective operational management of the NWPHC. The President shall assure that the resolutions and directives, duly voted by the membership and/or Board of Directors, are carried out, except in those areas where the Board of Directors assigns the responsibilities to another person. In addition the President shall:

1. Preside over all meetings.
2. Have the authority to call special meetings.
3. Prepare for approval of the Board of Directors an agenda for any/all meetings to be conducted on behalf of the NWPHC.
4. Have the authority to coordinate, appoint and assign committees.
5. Be an ex-officio member of all committees; unless otherwise directed.
6. Execute all documents, related to this position, to include but not be limited to:
 - a. Municipal, state and federal reporting requirements.
 - b. National Parrot Heads in Paradise reporting requirements.
 - c. Northeast Region Parrot Head reporting requirements.
 - d. Execute all contracts on behalf of the NWPHC; unless delegated to another member of the NWPHC.
 - e. Routine correspondence in support of NWPHC issues.
7. Maintain an inventory of club property.
8. Cast one vote in all matters before the Board of Directors and/or membership.

B. Vice President -

The Vice President shall assist the President in the timely and effective operational management of the NWPHC. In addition the Vice President shall:

1. In the absence of, have the powers and duties of the President.
2. Assist the President by compiling any/all data or information necessary in the timely execution of all documents to include but not be limited to:
 - a. Municipal, state and federal reporting requirements.
 - b. National Parrot Heads in Paradise reporting requirements.
 - c. Northeast Region Parrot Head reporting requirements.
 - d. Routine correspondence in support of NWPHC issues.
3. Perform all other duties incidental to the office or as assigned by the President or the Board of Directors.
4. Oversee an annual audit of the previous year's records.
5. Cast one vote in all matters before the Board of Directors and/or membership.

C. Treasurer -

The treasurer will be responsible and held accountable for all club funds and bank accounts in his/her custody/control. The treasurer must obtain approval from at least two members of the Board of Directors before executing a check for any amount over \$50. In addition the treasurer shall:

1. Develop an annual budget.
2. Manage all accounting and financial activities of the NWPHC.
3. Maintain accurate books according to accepted accounting practices.
4. Obtain prior approval of the Board of Directors for the expenditure of administrative costs required for the operation of the NWPHC.
5. Maintain checking account(s) for the purpose of efficient operation of the NWPHC.
6. Submit a monthly financial statement to the Board of Directors.
7. Submit a financial statement to be included in monthly meeting minutes.
8. Prepare necessary tax returns and corporation papers on an annual or "as needed" basis in compliance with federal, state and local laws.

9. Submit necessary documents, as requested at any time, in support of an unannounced audit to be performed by the Board of Directors.
10. Provide input to the club's master schedule for all financial deadlines.
11. Cast one vote in all matters before the Board of Directors and/or membership.

D. Membership Director -

The membership director shall be the principal member responsible for managing the membership process of the NWPHC. In addition the membership director shall:

1. Develop plans and/or initiatives to attract and maintain members.
2. Receive application information, verify the facts, and present the applications to the Board of Directors.
3. Transfer any dues received in membership applications to the treasurer.
4. Contact members whose membership has lapsed to determine if they desire to maintain their membership status.
5. Maintain a master list of all members and their contact information.
6. Maintain accurate membership records and/or statistical data in support of various club reports to include but not be limited to the following events/requirements:
 - a. National Parrot Heads in Paradise reporting requirements.
 - b. Northeast Region Parrot Head reporting requirements.
7. Provide input to the club's master schedule for all approved membership items.
8. Perform all other duties incidental to the office or as assigned by the President or the Board of Directors.
9. Cast one vote in all matters before the Board of Directors and/or membership.

E. Secretary/Clerk -

The secretary/clerk will be responsible to prepare all formal correspondence and maintain an accurate, complete, and permanent written record of all business conducted on behalf of the NWPHC. In addition the secretary/clerk shall:

1. Establish and maintain a master schedule for the club to include but not be limited to the following events/requirements:
 - a. Municipal, state and federal reporting requirements.
 - b. National Parrot Heads in Paradise reporting requirements.
 - c. Northeast Region Parrot Head reporting requirements.
 - d. Social activity commitments.
 - e. Charitable giving & volunteer commitments.
 - f. All meetings of the NWPHC.
 - g. Other commitments approved by the Board of Directors.
2. Maintain accurate minutes of all meetings conducted.
3. Collect and maintain accurate records and/or statistical data in support of various club reports to include but not be limited to the following events/requirements:
 - a. Municipal, state and federal reporting requirements.
 - b. National Parrot Heads in Paradise reporting requirements.
 - c. Northeast Region Parrot Head reporting requirements.
 - d. Other records and/or statistical data as directed by the Board of Directors.
4. Cast one vote in all matters before the Board of Directors and/or membership.

F. Committee(s), Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation -

Persons or groups of persons designated by the board as committee members, sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to

notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities unless they are members in good standing duly and otherwise authorized as outlined in these bylaws. Three standing appointments will be the social committee, the charitable giving/volunteer committee and the club's advisory committee. Responsibilities for these committees is as follows:

Social Committee:

The social committee shall be the principal member(s) responsible for the proper planning and execution for all social activities associated with the NWPHC. In addition the social committee facilitator(s) shall:

1. Solicit inputs for a diverse list of potential social activities that affords an opportunity for maximum participation of the NWPHC members.
2. Research and compile pertinent information on all potential activities.
3. Present finding(s) of all activities for review/discussion and approval at regularly scheduled monthly meeting.
4. Provide input to the club's master schedule for all approved social events.
5. Maintain accurate social event records and/or statistical data in support of various club reports to include but not be limited to the following events/requirements:
 - a. National Parrot Heads in Paradise reporting requirements.
 - b. Northeast Region Parrot Head reporting requirements.
6. Plan and coordinate social events with municipalities, event venues, organizations and individuals to ensure successful social events.
8. Perform all other duties incidental to the office or as assigned by the President or the Board of Directors.

Charitable Giving/Volunteer Committee:

The charitable giving/volunteer committee shall be the principal member(s) responsible for the proper planning and execution for all charity and volunteer activities associated with the NWPHC. The facilitator(s) or any charitable giving/volunteer committee member, or any member of the NWPHC designated by the Board of Directors, shall have the authority to raise monies by any approved means in support of the NWPHC mission/philosophy. In addition the charitable giving/volunteer committee facilitator shall:

1. Solicit inputs for a list of potential community charity and volunteer activities that affords an opportunity for maximum participation for NWPHC members.
2. Research and compile pertinent information on all potential charitable/volunteer activities.
3. Present finding of all charitable/volunteer activities for review/discussion and approval at regularly scheduled monthly meetings.
4. Provide input to the club's master schedule for all approved charitable/volunteer events.
5. Maintain accurate charitable/volunteer event records and/or statistical data in support of various club reports to include but not be limited to the following events/requirements:
 - a. National Parrot Heads in Paradise reporting requirements.
 - b. Northeast Region Parrot Head reporting requirements.
6. Plan and coordinate community charity and volunteer events with municipalities, event venues, organizations and individuals to ensure successful events.
7. Perform all other duties incidental to the office or as assigned by the President or the Board of Directors.

Advisory Committee:

The advisory committee will consist of volunteer members who have previously served on the NWPHC Board of Directors. The purpose of this committee is strictly to advise based on their experience and precedence that has been established in previous years for similar issues raised. Members of this committee cannot hold a seat on the current Board of Directors and shall have no right to vote unless otherwise stated in these by laws.

Section 5 - Vacancies

A. Vacancy of the office of President

Should the office of the President become vacant, the Vice President shall automatically exercise all powers, duties, rights, and responsibilities of the President's office until such time a successor is elected.

B. Vacancy of other Board of Director Positions

In the event of a vacancy, the remaining BoDs may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute a full board. Should any other elected office become vacant, except for the position of President as outlined above, the remaining Board of Directors shall appoint a qualified individual from members in good standing to serve in the interim until such time a successor is elected. In the event a vacancy continues to exist that would jeopardize the effective/efficient operation of the club, due to the inability to identify a member willing to fill the position, a member who is filling a position on the board may fill any vacancy on a temporary/interim basis until the vacant position is filled.

Section 6 - Resignation of Board Member

Any member of the Board of Directors may resign their position on the board, at any time by giving notice of his/her resignation in writing to any officer or director of the club. Upon acceptance of the resignation the Board of Directors will notify membership and coordinate efforts to fill the vacancy in an expeditious fashion.

Section 7 - Removal

Any member of the Board of Directors or committee member may be removed from office or position for "just cause" including, but not limited to malfeasance, nonfeasance, misfeasance, gross negligence in office, omissions or actions determined by a majority vote of the Board of Directors to be a detriment to the NWPHC.

A majority of the balance of the Board of the Directors is necessary to conduct business.

Section 8 - No Right to Compensation

No director or officer, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the club, shall be entitled to compensation.

No director or officer who has been removed from his/her position, shall have any right to any compensation for any period following his resignation or removal, or any right to damages on account of such removal.

Article VI Meeting of the Board of Directors

Section 1 - Date/Location/Time

The NWPHC will conduct meetings of its BOD at a pre-determined and pre-disclosed date/location/time that is convenient and affords maximum participation. Meetings shall be called by the president, or in his/her absence or incapacity by the vice president, treasurer, clerk or any director. Meetings shall be governed by Robert's Rules of Orders.

Section 2- Notice

Written notice stating the location, day, hour and purpose of the meeting shall be made by first class mail, electronic mail, facsimile or via social media, whichever is more convenient at least seven (7) days in advance. Notice of any change of the date fixed in the bylaws for the annual meeting, as outlined in Article VI, Section 3 shall be given to all BOD members at least twenty (20) days before the new date fixed for such meeting.

Section 3- Quorum

A majority of Directors then in office, shall constitute a quorum at any meeting. When a quorum is present, a majority of the directors present may take any action on behalf of the board and/or its membership.

Section 4 - Voting

Voting can be held at any time, at which a quorum is present, for any reason, by a majority vote of the Board of Directors. Voting may be conducted by voice vote or written ballot. All BOD members can present motion(s) to be voted on. BOD members may vote by proxy. Written authorisation from the member, requesting proxy vote, must accompany the proxy and be presented to the President or appointed board member prior to the meeting being "called to order."

Section 5 - Action by Consent

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors consent to the action in writing with the written consent(s) being filed with the records of the meeting of directors. Such consent shall be treated for all purposes as a vote at a meeting. Members of the BOD or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone, zoom meeting or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6 - Vote of Interested Directors

A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the NWPHC contemplates contracting or transacting business shall disclose his/her relationship or interest to the other directors acting upon or in reference to such contract or transaction. To avoid a "conflict of interest" NO director so interested shall vote on such contract or transaction, but he/she may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction.

In the case the NWPHC enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the NWPHC. No director(s), having disclosed such adverse interest, shall be liable to the NWPHC or to any creditor of the NWPHC or to any other person for any loss incurred by it under or by reason of any contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized.

Article VII Rules for Annual Meeting Elections

Section 1 - Election Official

The Board of Directors shall, not later than the 1st Tuesday in March select an Election Officer to serve as the individual who takes nominations and counts the ballots for the annual meeting election. This individual shall not be a current member of the Board of Directors and must be a member in good standing.

Section 2 - Notice of Election

The Elections Officer will forward a "notice of election" along with a blank nomination form to all members in good standing not later than the 1st Tuesday in April of each year. The nomination form will provide specific instructions that must be followed in order for the nomination to be accepted by the Elections Officer. The

notice of election may be forwarded to membership by use of the postal service, electronic transfer, fax or other means deemed necessary and/or appropriate.

Section 3 - Acceptance of Nominations

The Elections Officer must receive all nominations no later than the 1st Tuesday in May of each year, prior to the annual meeting being "called to order". Each person nominated as a candidate for office must meet the criteria of a member in good standing. The Election Officer will compile valid nominations and formulate a ballot for presentation to the membership at the annual meeting.

Section 3 - Voting at Annual Meeting

Voting will be conducted in accordance with Article IV, Section 7 of these bylaws.

Article VIII Indemnification

The NWPHC shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the NWPHC or any of its subsidiaries, or who at the request of the NWPHC may serve or at any time has served as a director, officer, committee member or in a similar capacity against all expenses and liabilities (including counsel fees, judgements, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his/her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he/she is successful on the merits, the proceeding was authorized by the NWPHC or the proceeding seeks a declaratory judgement regarding his/her own conduct): provided that no indemnification shall be provided for any such person with respect to any matter as to which he/she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the NWPHC; and provided further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the NWPHC, which approval shall not unreasonably be withheld, or by a court or competent jurisdiction. Such indemnification shall include payment by the NWPHC of expense incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceedings, upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability to such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his/her action was in the best interest of the NWPHC.

Where indemnification hereunder required authorization or approval by the NWPHC, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the NWPHC approves the payment of indemnification, such director shall be wholly protected, if -

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at the time parties to the proceedings, (2) by a majority vote of a committee of two or more directors who are not at the time parties to the proceedings and are selected for this purpose by the full board in which selection directors who are parties may participate, or (3) by the members of the NWPHC if disinterested; or

(ii) the action is taken in reliance upon the opinion of independent legal counsel, who may be counsel to the NWPHC, appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i) above; or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the NWPHC of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the NWPHC shall have determined that the person is not entitled to indemnification. If the NWPHC denies the request or if payment is not made within such 30 day period, the person seeking to be indemnified may at any time thereafter seek to enforce his/her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he/she shall be entitled also to indemnification of the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the NWPHC.

The right of indemnification under this article shall be a contract right ensuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall ensure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the NWPHC, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the NWPHC who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the NWPHC.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which NWPHC employees or agents other than the directors, officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

Article IX

Contracts, Checks, Deposits and Funds

A. Contracts

The Board of Directors may authorize any officer, agent, committee members or member of the NWPHC, in addition to those mentioned and authorised in these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of NWPHC; such authority may be general or restricted to specific instances. All authorizations are to be in writing from the Board of Directors. No club member shall have the authority to represent NWPHC in any capacity, contract, obligation, function or event without the express written authorisation or consent of the Board of Directors.

B. Checks, Drafts, etc

The treasurer shall sign all checks, drafts, or other orders for the payment of monies, notes, or other evidence of indebtedness issued in the name of the club. The Board of Directors shall have the authority to designate other officers or directors as authorised signatories as deemed necessary.

Article X

Miscellaneous

A. Property

Any property belonging to the NWPHC shall not be used, transferred, acquired, divested or consumed by any person without written consent of the Board of Directors following a majority vote of approval. The term "property" includes all property real or personal, tangible or intangible, which may be owned, created by or in the possession of the NWPHC absent an overriding legally enforceable contract. The President will maintain an inventory of all club property. Said property will be inventoried annually prior to the end of the fiscal year.

B. Fiscal Year

The fiscal year for NWPHC shall begin on January 1 and end on December 31.

C. Mailing List

Use of mailing lists identifying club leaders or club members for solicitation purposes of any kind (including charitable) is strictly prohibited without prior written approval of the Board of Directors.

D. Sunshine Program -

The club will establish a “sunshine program” as a demonstration of support, condolences, and/or well wishes on behalf of the NWPHC. The program will be carried out with the following guidelines:

1. Illness/Medical Condition:

- a. Member - A gesture of support, compassion and friendship could be in the form of a floral arrangement, plant and/or a card.
- b. Non-Member - A gesture of compassion and friendship for immediate family of members could be in the form of a card.

2. Passing:

- a. Member: A gesture of support, compassion and friendship could be in the form of a floral arrangement, plant, religious mass/service card and/or a sympathy card.
- b. Non-Member - A gesture of support, compassion and friendship for an immediate family of members could be in the form of a floral arrangement, plant, religious mass/service card and/or sympathy card.
- c. In adherence of family wishes, in lieu of flowers, a donation made be made on their behalf.

No specific amount is designated for the sunshine initiative. However, expenditures of NWPHC funds, shall not exceed \$75 for each occurrence.

Article XI Amendments

A. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and ratified by the members in good standing. Voting shall comply with Article IV, Section 7. Such actions may be taken at regular or special meetings, or by written submission to the President. Failure of any member to vote will be considered abstention. A majority of the voting members is required to pass any amendment to these Bylaws.

B. Revisions to the Bylaws for purposes of clarification, format, grammar, spelling or terminology are considered minor, provided said revision does not materially alter or impact the meaning and/or intent of the specific bylaw or effect local club operation in any way, and as such may be adopted by a unanimous vote of the Board of Directors, then presented to the NWPHC general membership.

C. An annual review of the bylaws shall be performed by the Board of Directors or any established committee to determine if changes are necessary. Members in good standing shall, at any meeting, address membership and be afforded an opportunity to raise any issue pertaining to the bylaws for open discussion/debate.

Adoption of Bylaws

These Bylaws were most recently amended and ratified by a vote of all members in good standing and present, per the voting guidelines as set forth below:

Articles I, II, III and IV were ratified at the monthly meeting held on February 1, 2022.

Article VII, IX and X were ratified at the monthly meeting held on March 1, 2022.

Article V, VI and XI were ratified at the monthly meeting held on May 3, 2022.

Article VIII remained unchanged.