

THE GATEWAY PARROT CLUB, INC. - BYLAWS

ARTICLE 1 – OFFICE

The principal office of the corporation shall be located in the State of Missouri. The corporation may have such other offices, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation, required by the General Not for Profit Corporations Law of Missouri to be maintained in the State of Missouri, may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2 – MEMBERSHIP

2.1 – QUALIFICATIONS

Membership in the corporation shall be open to any person who accepts the mission of the corporation and agrees to pay membership fees and dues.

2.2 – RESIGNATION

Any member may resign from the corporation, after fulfilling all of such member's obligations to the corporation, by giving written notice of resignation to the Secretary of the corporation.

2.3 – SUSPENSION AND EXPULSION

A member may be suspended for a period or expelled from the corporation, for cause, by the majority vote of a quorum of members present at a regular meeting. Should a member fail to pay fees or dues in a timely manner, the member may be suspended without voting.

2.4 – FEES AND DUES

2.4.1 AMOUNT

Membership dues shall remain fixed unless changed by majority vote of the membership present at any general meeting.

2.4.2 – PERIOD

The membership year is January 1st to December 31st. Dues for the following year should be paid by December 31st of the current year.

2.4.3 - DELINQUENCY

If a member's dues are not paid by January 31st, the member shall be removed from active status.

2.4.4 - REINSTATEMENT

A delinquent member will be reinstated, for the balance of the then current year, upon payment of annual dues.

ARTICLE 3 – GENERAL MEMBERSHIP MEETINGS

3.1 – REGULAR MEETINGS

General meetings of the members shall be held once a month at place and time designated by the Board of Directors. Special meetings may be called as needed.

3.2 - SPECIAL MEETINGS

A special meeting of the members will be any meeting at a time or place other than the customary time and place for meetings. Special meetings of the members may be called by the President or such other officers who are authorized hereinafter to act on behalf of the President, or by the Board of Directors.

3.3 – PLACE OF MEETING

The Board of Directors may designate any place, either within or without the State of Missouri, as the place of meeting for any meeting of the members. The person, persons or body who shall call any special meeting, pursuant to Section 3.2 of this Article 3, shall designate the place of the meeting. If no designation is made for the place of a special meeting, the place of meeting shall be the registered office of the corporation in the State of Missouri.

3.4 – NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of special meetings and the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than forty days before the date of any special meeting, to any member of record entitled to vote at such meeting. The newsletter of the corporation shall be the primary vehicle for notification. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address, as it appears on the records of the corporation, with postage thereon prepaid. In the event a member has chosen electronic delivery of the newsletter, the notice shall be considered delivered when it is mailed electronically to the member or posted to the front page of the corporation's website.

3.5 – QUORUM

Fifteen active members, including Officers and Directors, must be present to conduct a general meeting. All votes, in any meeting, will be cast in person.

3.6 – VOTING

3.6.1 – VOTING LIST

The Membership Secretary shall maintain a list of active members for the purpose of validating votes cast at meetings. This list shall be available at each meeting and represent all active members as of seven days prior to the meeting. The list shall be

available for inspection at general meetings, or by arrangement with the Membership Secretary. The Secretary will retain a list of active members. This list will be the list as of the previous general meeting. This list will be available at general meetings or by arrangement with the Secretary.

3.6.2 - VOTING MEMBERS

Members in good standing shall be entitled to vote on every issue before the corporation. Member households, with more than one member, may vote once per person with a maximum of two votes per household membership.

3.6.3 - SECRET BALLOT

Any member may request a secret ballot for any vote taken. Unless a secret ballot is used, all votes will be taken by group voice vote. If the vote is not unanimously approved, there will be a show of hands and the General Secretary will record the exact vote.

3.7 – ORDER OF BUSINESS

- 1) Call to Order
- 2) Roll Call of Officers
- 3) Reading of Minutes (Optional)
- 4) Treasurer's Report (Optional)
- 5) Introduction of guests and new members
- 6) Reports of Officers and Chairpersons
- 7) Unfinished Business
- 8) New Business
- 9) Educational Program
- 10) Adjournment
- 11) Refreshments
- 12) Raffles

ARTICLE 4 – OFFICERS

4.1 – NUMBER

The officers of the corporation shall be a President, a Vice President, a Treasurer, a General Secretary and a Membership Secretary. No person shall hold more than one office simultaneously.

4.2 – ELECTION AND TERM OF OFFICE

The officers of the corporation shall be elected by the members at the December general meeting.

4.2.1 – NOMINATIONS

4.2.1.1 – Timing

Nominations for office will be made by the members at the November general meeting.

4.2.1.2 – Eligibility

A nominee may be any active member having attended four (4) meetings in the twelve (12) month period including the meeting where the nomination is made. The Membership Secretary shall prepare a list of members who have fulfilled the attendance requirement prior to the nomination meeting. The Membership Secretary shall prepare a list of members who will satisfy the attendance requirement on attending the nominating meeting. These two lists shall be available at the nominating meeting.

4.2.1.3 – Acceptance

The nominee must be present to accept a nomination or indicate acceptance, in writing, to the General Secretary prior to the nominating meeting.

4.2.2 - VOTES REQUIRED

The election of Officers shall be determined by the individual receiving the most votes for the each office. Each member shall have one vote for each office. In the event of a tie, an immediate run-off will be held with each member allowed one vote.

4.2.3 – TERM

Each officer shall serve for twenty-four (24) months, beginning January 1 following election. The President and Vice President shall be elected in even-numbered years, to begin their terms the first day of the following, odd-numbered year. The General Secretary, Membership Secretary and Treasurer will be elected in odd-numbered years, to begin their terms the first day of the following, even-numbered year.

Should an election be postponed for any reason, newly elected officers will take office as soon as possible after election and serve until the regular anniversary date for the office.

Each officer shall hold office until his successor shall have been duly elected and qualified, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

4.2.4 - VACANCY IN OFFICE

4.2.4.1 – General Vacancy

Should a vacancy occur in any office, a special election shall be called to fill the vacancy, except the office of the President which shall automatically be filled by the Vice President. Nominations for filling such vacancy shall be made by the members.

4.2.4.2 – Vacancy Caused by Election

An individual may hold only one office or Board position at a time. Should a vacancy occur, in any office, as the result of an Officer being elected to another position, the

vacated office should be filled, with a special election, at the same meeting. As many elections as needed should be conducted to fill all offices.

4.3 – REMOVAL

Any officer or agent, elected or appointed, may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby. One such condition would be an officer missing three (3) consecutive meetings of the Board of Directors.

4.4 – PRESIDENT

The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He may sign, with the General Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, certificates of membership in the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.5 – VICE PRESIDENT

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.6 – TREASURER

The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the corporation.
- b) Receive and give receipts for moneys due and payable to the corporations from any source whatsoever, and deposit such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 7, of these bylaws.
- c) Present regular summaries of the corporation's finances.
- d) Provide detailed supporting information of all transactions, in a timely manner, when requested.
- e) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.7 – GENERAL SECRETARY

The General Secretary shall:

- a) Keep the minutes of the meetings of the Board of Directors in one or more books, or such other format agreed by the Board of Directors, provided for that purpose.
- b) Keep the minutes of the meetings of the membership in one or more books, or such other format agreed by the Board of Directors, provided for that purpose.
- c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certified documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these bylaws.
- e) In general, perform all the duties incident to the office of General Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.8 – MEMBERSHIP SECRETARY

The Membership Secretary shall:

- a) Collect dues from members, update associated membership records and forward dues to the Treasurer.
- b) Keep records of attendance at all meetings of the Board of Directors and general membership.
- c) Maintain original copies of all membership applications and provide duplicate copies to the General Secretary.
- d) Keep a register of the post office address of each member which shall be furnished by such member.
- e) Sign, with the President, or Vice President, certificates for membership in the corporation the issue of which shall have been authorized by resolution of the Board of Directors.
- f) Maintain a list of active members based on currency of dues payment.
- g) Provide lists of eligibility for nomination in accordance with the provisions of Article 4 and Article 5, of these bylaws.
- h) Call roll of the members on issues requiring a quorum.
- i) In general, perform all the duties incident to the office of General Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.9 – COMPENSATION

No Officer shall receive any salary or other compensation for services rendered as an Officer.

ARTICLE 5 – BOARD MEMBERS

5.1 – GENERAL POWERS

The business and affairs of the corporation shall be managed by its Board of Directors, who shall be members of the corporation.

5.2 – NUMBER, ELECTION AND TERM

5.2.1 - NUMBER

The Board of Directors shall consist of six (6) members, elected by the membership. The Officers of the corporation shall participate as members of the Board of Directors.

5.2.2 – NOMINATIONS

5.2.2.1 – Timing

Nominations for office will be made by the members at the November general meeting.

5.2.2.2 – Eligibility

A nominee may be any active member having attended four (4) meetings in the twelve (12) month period including the meeting where the nomination is made. The Membership Secretary shall prepare a list of members who have fulfilled the attendance requirement prior to the nomination meeting. The Membership Secretary shall prepare a list of members who will satisfy the attendance requirement on attending the nominating meeting. These two lists shall be available at the nominating meeting.

5.2.2.3 – Acceptance

The nominee must be present to accept a nomination or indicate acceptance, in writing, to the General Secretary prior to the nominating meeting.

5.2.3 – VOTING

In the case of Board Members, the number of candidates may exceed the number of positions available. Each voting member will be allowed one vote for each open position. These votes may be used to vote for each open position, with a maximum of one vote per open position. Candidates receiving the most votes will fill the elected positions. Should there be a tie in total votes for the “last” position(s); a run-off vote will be held immediately.

In a run-off vote for Board Members, each member will have a number of votes equal to the number of positions in a “tied” condition. Each member may then vote once for each tied position.

5.2.4 – TERM

Each Board Member shall serve for twenty-four (24) months beginning January 1 following election. Three Board Members shall be elected in even-numbered years, to begin their terms the first day of the following, odd-numbered year. Three Board Members will be elected in odd-numbered years, to begin their terms the first day of the following, even-numbered year.

Should an election be postponed for any reason, newly elected Board Members will take office as soon as possible after election and serve until the regular anniversary date for the office. Vacancies in any position on the Board of Directors may be filled, by the Board of Directors, at any meeting of the Board of Directors. Each Board Member shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

5.25 – REPLACING BOARD MEMBERS

In the event a Board Member is unable to complete their term in office, the President shall appoint a replacement to complete the regular term of the Board Member.

5.3 – REMOVAL

Any Board Member or agent, elected or appointed, may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby. One such condition would be Board Member missing three (3) consecutive meetings of the Board of Directors.

5.4 – REGULAR MEETINGS

5.4.1 – SCHEDULE

The Board of Directors shall meet on a regular, monthly, basis at a time and place determined by the Board of Directors. The time and location of the meeting will be made known to all members through advertisement in the corporation newsletter and website. The regular meeting of the Board of Directors will normally precede the general meeting and be held at the same location.

5.4.2 – ORDER OF BUSINESS

- 1) Roll Call of Officers
- 2) Reading of Minutes (Optional)
- 3) Treasurer's Report (Optional)
- 4) Unfinished Business
- 5) New Business
- 6) Adjournment

5.5 – SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President of the corporation. Special meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be unanimously agreed upon by all the Directors.

5.6 – ACTIONS OUTSIDE MEETINGS

The Club may, from time to time have need of acting between regularly scheduled meetings. While these occasions are rare, an established process should govern decisions regarding such actions. For transparency, this procedure clarifies communication protocols and reporting of such decisions.

5.6.1 - ROLES

Any member may raise an issue by contacting a Board Member or Officer. Once raised, the issue should be brought to the attention of an Officer, preferably the President, in the following order:

- President

- Vice President
- General Secretary
- Treasurer
- Membership Secretary

That Officer will then be responsible for managing activities surrounding the issue.

The General Secretary will be responsible for receiving, counting and reporting votes on the matter.

5.6.2 - APPROPRIATE ACTIONS

The issue should be clearly defined. The proposed decision should be within the authority of the Board. There should be a clear reason the action is required prior to the next regular Board meeting. The action should not be controversial or require a special meeting for clarification or discussion.

5.6.3 - ANNOUNCEMENT

The Officer managing the issue will present the issue, in a uniform manner, to all Board Members. This presentation should be through one of the approved formats mentioned below. The presentation should indicate clearly what action is proposed and why it is appropriate based on the criteria above. Additionally the presentation should clarify what further discussion may be possible and the timeframe required for a decision. The presentation should be complete and detailed so as to minimize required discussion.

5.6.4 - DISCUSSION

Any discussion of the issue should be shared by all Board Members. Should questions be raised by any Board Member, that question and its answer should be communicated to all Board Members before voting.

5.6.5 - VOTING

At the appropriate time, each Board Member should register their vote, to the General Secretary, using one of the approved communication methods. As soon as voting is complete, the General Secretary will report the results, to all Board Members, indicating each Board Member's vote. Each Board Member will then confirm the correct representation of their vote to the General Secretary and the managing Officer.

5.6.7 - COMMUNICATION

Communication in these matters should be fast, convenient and verifiable. In order of preference, communication may include:

- Email
- Website discussion page
- FAX
- Face to face or telephone
- Postal mail

5.6.8 - REPORTING

Besides notification stipulated above, in the section titled, Voting, the issue will be recapped in the next regular Board Meeting, becoming part of the proceeding, with an

emphasis on explaining the need for acting outside regular meetings. Similarly the issue should be brought to the attention of the membership in the next General Meeting, and in the next issue of the newsletter.

5.7 - QUORUM

Seven (7) members of the Board of Directors, including the Officers, shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

5.8 – MANNER OF ACTING

The act of the majority of the Board Members, including Officers, present at a meeting at which a quorum is present, shall be the act of the Board of Directors.

5.9 – VACANCIES

In case of the death, resignation or disqualification of one or more of the Board Members, a majority of the survivors or remaining Board of Directors, even if such a surviving or remaining Board of Directors constitute less than a quorum of the entire authorized Board of Directors, may fill such vacancy or vacancies until the successor or successors are elected at the next annual election.

5.10 – COMPENSATION

No Board Member shall receive any salary or other compensation for services rendered as a Board Member.

ARTICLE 6 - COMMITTEES

6.1 FORMATION

Regular and temporary committees shall be appointed by the Board of Directors, who shall designate the Chairperson of each committee.

6.2 - REGULAR COMMITTEES

The Board of Directors shall appoint a Chairperson for each of the following committees. The Chairperson may be any member, Board Member or Officer. The Chairperson shall choose a committee consisting of an uneven number of members.

- a) **The Program Committee** shall outline programs for the year and secure speakers as needed.
- b) **The Fair Committee** shall coordinate all aspects of the annual Fair.
- c) **The Ways and Means Committee** shall identify, implement and manage activities to generate revenue for the Club.
- d) **The Hospitality Committee** shall coordinate resources and refreshments for Club activities.
- e) **The Public Relations Committee** shall coordinate with the community and media to promote Club activities.

- f) **The Newsletter Committee** shall publish and mail a monthly newsletter to all members, solicity ads.
- g) **The Internet Committee** shall coordinate the Club's activities involving the public Internet.

6.3 - EXPENSES

The expenses of the committees shall be underwritten by the corporation, controlled by budgetary allocation and supervised by the Board of Directors.

ARTICLE 7 – CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 – CONTRACTS

The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

7.2 – LOANS

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 – CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time determined by resolution of the Board of Directors.

7.4 – DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or depositories as the Board of Directors may select.

7.5 – FISCAL YEAR

The fiscal year of the corporation shall be established from time to time by resolution of the Board of Directors of the corporation. Until amended, the fiscal year of the corporation shall begin January 1 and end December 31.

ARTICLE 8 - MOTIONS

Various motions may be passed, by majority vote of the members, and become laws of the corporation. Motions which add to or change policy of the corporation shall be published in the Squawk corporation newsletter for the information of the membership. Such motions shall not conflict with the bylaws and must be entered in the permanent records of the corporation.

ARTICLE 9 - AMENDMENTS

Amendments to the bylaws of the corporation shall require two successful votes at general meetings. Any member in good standing may propose changes to the bylaws at any regular or special meeting by presenting the Secretary such proposed change in complete written text. If passed at that meeting by majority vote, the proposed change will be published in the next issue of corporation newsletter. At the general meeting following the publication of proposed changes, the proposed amendment will be brought up as "Unfinished Business" and a secret ballot will be taken. The amendment will require a two-thirds majority vote to be passed.

ARTICLE 10 – RULES OF ORDER

Corporation meeting procedures will be governed by its bylaws. Any procedure not covered in bylaws shall be guided by "Robert's Rules of Order."

ARTICLE 11 – DISBANDMENT

The organization will not be dissolved without consent of its members. This consent will be determined in the following way:

- 1) The intent to call a vote for disbandment will be announced in the corporation newsletter and website, in two consecutive months.
- 2) The second announcement, mailed to all active members, will include two ballots for members to vote on disbandment, and a return envelope.
- 3) Every member household may submit one vote.
- 4) Any member household with more than one member, having attended at least one regular or special meeting during the 12 month period prior to and including the day of the regular meeting prior to the first newsletter announcement of disbandment vote, may submit two ballots.
- 5) Ballots received by the General Secretary within thirty (30) days of their mailing will be counted. Disbandment will occur if three-fourths ($\frac{3}{4}$) of responding ballots agree to disband.

ARTICLE 12 – PRIVACY POLICY

The Gateway Parrot Club will not use, or knowingly permit use of, member personal information for anything but Club business. This includes all forms of captured information including, but not limited to, name, address, telephone and email information. The Club will make every effort to conform to members', and non-member registrants' stated preference for email contact. We will not make personal information available to third parties. Members of the Club agree not to use member information for anything but Club business.

ARTICLE 13 – SCHEDULES AND TIMING

Should a meeting be cancelled or delayed, official business scheduled for the original date will be deferred to the next possible date, as determined by the President. Should a delay affect elections, the terms of existing office holders will be extended until the election takes place. If an election is delayed past the normal effective date of office transfer, newly elected individuals will assume positions effective immediately after the election.

RECORD OF REVISIONS

NOVEMBER 20, 2005

Article 5.6, **Actions Outside Meetings**, was accepted by unanimous vote at the General Meeting.

FEBRUARY 19, 2006

Article 5.2.5, **Replacing Board Members**, was accepted by unanimous vote at the General Meeting.

FEBRUARY 18, 2007

Articles 4.2.4 and 5.2.4, relating to filling open positions, were accepted by unanimous vote at the general meeting.

MAY 20, 2007

Article 12, **Privacy Policy**, Added

MAY 17, 2008

Article 12, **Schedules and Timing**, Added