

# **Quad City Parrot Head Foundation, Inc.**

## **Bylaws**

The Quad City Parrot Head Foundation (sometimes referred to as the “QCPH Foundation” or “The Foundation”) was established in 2012 by the Quad City Parrot Head Club (“QCPH” or “The Club”). The Foundation is a charitable organization as defined by section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Foundation is organized exclusively for charitable purposes to financially assist in community and environmental concerns within the meaning of section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Administration of the Foundation consists of members composed of a Board of Directors (“Directors”) and a staff of Administrators (“Administrative members”). General membership is composed of those members who participate, volunteer and/or attend social activities.

### **I. BOARD OF DIRECTORS**

#### **A. GENERAL**

1. The Directors of the QCPH will manage all business and executive matters.
2. The nine (9) volunteer Directors shall be the President, Vice President, Secretary, Treasurer, Social Director, Membership Director, Communications Director, Charity Director and Founder.
3. Michael Malmstead is recognized as the only voting Founder of the QCPH club and Foundation.
4. The Directors shall be selected by the President in cooperation with those who volunteer for the other Director positions and who are approved by the majority of the Administrative membership.
5. It is the responsibility of the Directors to attend the business and special meetings and to present, in good faith, the issues and concerns of the members of the club.
6. Directors are responsible for submitting discussion items from Administrative members to the meeting agenda.
7. A majority of the balance of the Directors is necessary to conduct business.
8. Committees are to be created and determined by the Directors.
9. Minutes are to be taken at all committee meetings and submitted at the

administrative meetings.

10. All Directors are to provide an electronic and/or a paper copy of all documents to the rest of the Directors upon exiting the office.

#### B. TERMS OF OFFICE

1. The Directors shall continue to serve in their respective positions for a period of two (2) years. There shall be no term limits for any position. Election of President, Secretary, Social Director and Communications Director will be in alternate years of election for Vice President, Treasurer, Charity Director and Membership Director. If more than one person volunteers for any position, a majority of the vote of the Administrative members will determine who wins the position.
2. An Administrative member who has not paid their dues by March 31<sup>st</sup> of the year due will be removed from the Board immediately and not be allowed to hold a position on the Board for a full year.
3. The President, with the majority vote of the Administrative membership, may appoint other positions to serve specific needs of the Foundation.

#### C. RULES FOR SELECTING THE DIRECTORS

1. No later than March 15<sup>th</sup> of each year, the Membership Director shall notify members of membership renewals. All renewals are due by March 31<sup>st</sup>. Members must be in good standing (dues paid) to participate in the voting process.
2. Director positions are to be filled by members who have been club members in good standing for at least one year. If interested, the member is to notify the President prior to the June Administrative meeting to be considered for the office.
3. The names of those wishing to run for a position that will be up for election that year will be presented to the club at the June Administrative meeting. If more than one person wishes to hold the same Director position, a vote will be taken at the July Administrative meeting.
4. Those who do not desire to hold a Director position may be considered part of the Administration membership either in an assistant capacity or as an Administrative member-at-large.
5. All selections are subject to the majority approval of the Administrative members.

#### D. VOTING PROCESS

1. The newly elected Directors will assume duties on August 1<sup>st</sup> following the election.
2. In the event of a contested position, a vote of the Administrative membership will be taken and the results presented at the July Business Meeting.
3. In the event of a vote before the Directors or the Administrative membership, majority will rule. All votes ending in a tie shall be decided by the vote of the President.
4. Voting will be conducted by ballots during an Administrative meeting. The Secretary will count the votes and announce the winner immediately. Administrative members not in attendance cannot vote via e-mail, phone or any other means.

#### E. VACANCIES

1. 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 as a selection by the Directors, with the approval of the Administration is made.
2. In the event that no one steps forward to be President, the current or vacating President is authorized to deactivate the club with PHIP after approval by the Administrative membership.
3. Should the office of any other Director become vacant, the remaining Directors shall appoint a Director subject to the approval of the Administrative membership. Should a Director have an assistant, the assistant shall have first choice to hold that position.
4. The appointed Director will serve the remainder of the term in that position. The appointed Director may then run for the position in the next regular election cycle.

#### I. DIRECTORS' DUTIES

A. PRESIDENT: The President shall be the principal executive officer of the organization and is in charge of the business and affairs of the organization. The President shall ensure that the resolutions and directives of the Directors are carried out except in those cases where the Directors delegate the responsibility to another person.

The President shall:

1. Be the Executive Officer of the corporation and preside at the monthly Business Meetings, Meetings of the Directors and any other Special Meetings.
2. Serve as the primary Parrot Heads in Paradise (PHIP) contact.

3. Be the official liaison of other local clubs, groups and organizations with which the Club wishes to communicate, unless otherwise delegated by the President.
4. Be the official liaison with all beer and liquor manufacturers, their agents and distributors, unless otherwise delegated by the President.
5. Act as the ticket liaison between designated ticket management agencies and PHIP.
6. Formulate and manage effective policies for fair and impartial distribution of Jimmy Buffett concert ticket blocks and mediate all ticket disputes.
7. Formulate the job descriptions for and assign the respective duties of the additional positions subject to the approval of the Administrative membership.
8. Be an ex-officio member of all committees.
9. Have the power to call special meetings of the organization and of the Board of Directors.
10. Be financially responsible for The Club.
11. Maintain a physical office for The Club (i.e., P.O. Box, telephone) unless otherwise delegated by the President.
12. Determine Administrative website and electronic media access.
13. Be the keeper of Club records, mailing lists, etc.
14. Volunteer at local and national events.
15. Review bylaws annually and determine if a bylaws committee should be gathered.
16. Cast one vote in all matters before the Directors concerning The Foundation.

**B. VICE PRESIDENT**

The Vice President shall:

1. Actively assist the President in the administration of the business of the organization.
2. In the absence of the President, assume the powers and duties of the President.
3. Act as liaison between the Administrative Staff and the Directors.
4. Serve as a secondary PHIP contact.
5. Submit all PHIP required reports by their due dates.
6. Participate in solicitation of bids, attend planning sessions when necessary and be knowledgeable in all aspects of meeting planning for the organization.
7. Perform all other duties incidental to the office or as assigned by the President.
8. Organize monthly business meetings.

9. Follow up on action items resulting from meetings.
10. Volunteer time at local and national events.
11. Maintain an inventory of all club property, including merchandise items and submit a monthly report to the board.
12. Cast one vote in all matters before the Directors concerning The Foundation.

#### C. SECRETARY

The Secretary shall:

1. Keep an accurate and complete permanent record of all business conducted by the Directors.
2. Attach typed committee minutes to consent agenda.
3. Respond or correspond with other groups or individuals as requested by the Directors or the President.
4. Convey information submitted by members for publication.
5. Keep a record of all minutes from Administrative meetings.
6. Cast one vote in all matters before the Directors concerning The Foundation.

#### D. TREASURER

The Treasurer shall:

1. Manage all accounting and financial activities of the organization.
2. Maintain adequate records and files according to generally accepted practices.
3. Obtain prior approval of the Directors for the administrative costs required for the monthly operation of the organization.
4. Maintain all club checking accounts.
5. Submit a monthly financial statement to the Directors.
6. File all tax returns and corporation papers on an annual or "as needed" basis in compliance with federal, state and local laws.
7. Oversee an annual audit of the previous year's records as necessary.
8. Cast one vote in all matters concerning The Foundation.

#### E. MEMBERSHIP DIRECTOR

The Membership Director Shall:

1. Welcome new members.
2. Email renewal applications to all current members.
3. Receive application information and enter it into the master membership list.
4. Coordinate assembly and distribution of Club ID cards.
5. Contact members whose memberships have lapsed.
6. Maintain a master list of all members and their contact information.

7. Provide volunteers to staff membership tables at designated events with knowledgeable and enthusiastic members.
8. Maintain club t-shirts for distribution to new members and selling of said shirts to existing members.
9. Cast one vote in all matters concerning The Foundation.

#### F. SOCIAL DIRECTOR

The Social Director shall:

1. Coordinate QCPH Club phlockings, including site selection, and act as key contact.
2. Coordinate participation at the PHIP annual convention.
3. Plan all events and budgets to at least “break even.” Phlocking budgets must have prior approval of the Directors.
4. Appoint committees and assistants when necessary and report such appointments to the Directors.
5. Coordinate promotion of club events.
6. Arrange for pick-up, delivery and return of rental necessities.
7. Assist the Vice President with the running of Parrot-phernalia, i.e., merchandise such as t-shirts, koozies and other club logo items.
8. Cast one vote in all matters concerning The Foundation.

#### G. COMMUNICATIONS DIRECTOR

The Communications Director shall:

1. Be responsible for the photographic documentation of Club events.
2. Be responsible for collecting pictures (electronically or otherwise) for posting on The Club’s website and social media pages.
3. Update The Club’s website and photo albums and assure that the aforementioned are available to members and other interested parties.
4. In conjunction with the President, communicate, organize, disseminate and be the sole source of all public information concerning the QCPH Club. This includes the QCPH.com website, the official club newsletter, public media releases, any Club associated websites, social media pages and any and all public exposure regarding the Club. A Webmaster and/or social media representative may be appointed by the Communications Director.
5. Provide timely delivery of Club announcements to all members.
6. Ensure the website and social media sites are used only for news and events sponsored or promoted by the QCPH Club or PHIP.
7. Along with the Webmaster, Social Media Representative and the President, hold website and social media passwords.
8. Be the editor of the official club newsletter. The editor may appoint a publisher but only with the approval of the Directors.
9. Cast one vote in all matters concerning The Foundation.

#### H. CHARITY DIRECTOR

The Charity Director shall:

1. Preside over the Charity Committee and all business of that committee.
2. Solicit, accept and record all charitable requests made to The Club.
3. Respond and correspond with charities requesting information.
4. Present all Charity Committee recommendations to the Directors.
5. Keep written records of contact information for all charities doing business with The Foundation.
6. Keep written records of all charitable donations made by The Foundation.
7. Cast one vote in all matters concerning The Foundation.

#### I. ADDITIONAL APPOINTED OFFICERS

1. The President may appoint additional officers as deemed necessary.
2. Additional appointed officers hold non-voting positions.

#### J. REMOVAL

1. Any Administrative member or Director may be removed from office for just cause including, but not limited to, malfeasance, nonfeasance, misfeasance, gross negligence in responsibilities of office, failure to remain a member in good standing (see Section IV) or any actions determined by the Directors to be detrimental to The Club. Removal of any member is subject to review by the Directors and approval of the Administrative membership.
2. Any Director missing three (3) consecutive planned meetings (monthly business meetings or special meetings) without reasonable cause is deemed removed.
3. Any member of The Club may bring a written motion for removal before the Directors. The Directors shall distribute the motion to the Administrative membership for consideration. The motion will be voted upon within fifteen (15) working days of receipt by the Directors, unless written dispute or request for clarification is received of any Administrative member. Such request shall be filed within seven (7) working days with the remaining Administrative members, who are required to respond within seven (7) working days. This correspondence shall continue until the matter is voted upon and resolved.
4. A removed Director and/or Administrative member will not be allowed to hold a position as a Director for a full calendar year.

## II. ADMINISTRATIVE MEMBERSHIP

The administrative membership will administer the management decisions in the day-to-day fulfillment of the duties necessary to support the activities and culture of the QCPH. Each Administrative member will have one vote in issues before the Administrative membership. Any general member may be an Administrative member subject to the nominal standards and responsibilities, the primary duty of which is to participate in the administration of The Club by responding to issues before the Administrative membership. Any member of the Administrative membership is subject to the same removal criteria as is applied to Director status, with the exception of missing meetings.

Administrative membership shall:

1. Attend business meetings on a regular basis.
2. Actively participate in meetings when present.
3. Lend support to Directors and committees.
4. Actively participate in the management of The Club by voting on issues brought before the Administrative Staff.
5. Any club member who desires to be a member of the Administrative Staff may do so at any time; however, they would be ineligible to vote on club issues for a period of sixty (60) days and must have been present at two (2) of the last three (3) business meetings prior to an election.
6. In the event that an administrative staff member has not attended a meeting in a year, they will be removed from the Administrative staff and be listed as a General Member.
7. Administrative membership and staff are defined as General Club members who attend regular Club business or Administrative meetings.

## III. GENERAL MEMBERSHIP

- A. Each member of the QCPH Club is responsible for his or her own actions and behavior. All members are expected to fully comply with all laws. Any member who breaks a law does so at their own risk and is personally liable for the consequences of those actions. The QCPH Club will not be responsible or liable for any such actions.
- B. Being a member of the Club does not guarantee the member tickets to any Jimmy Buffett shows. A member must remain active and in good standing to be eligible for tickets or any other Club promotions.



- C. Membership in the Club does not give any member permission to use Jimmy Buffett's name, song titles, lyrics, businesses or other trademarked, copyrighted or reserved material owned by Jimmy Buffett; nor can any member use the logos of the QCPH Club or PHIP.
- D. Membership dues ensure the continued operation of The Club (newsletters, notices of upcoming events, postage, banners, website production, etc.) and include annual dues to the PHIP, as well as allowing donations to many of the charities The Club supports.
- E. Initial membership will expire one year from March 31<sup>st</sup> following the application date.
  - 1. Each applicant must complete a membership form. Current members must complete a membership form with their renewal each year.
  - 2. New member dues are \$20.00 per person if joining between January 1<sup>st</sup> and September 30<sup>th</sup>. New Member dues are \$10.00 if joining between October 1<sup>st</sup> and December 31<sup>st</sup>. Upon receipt, dues will be paid through March 31<sup>st</sup> of the following year.
  - 3. Renewals are \$20.00 per person due no later than March 31<sup>st</sup>.
  - 4. Members who have not renewed by March 31<sup>st</sup> will not be considered members in good standing and may be subject to the termination of their membership.
- F. The Club reserves the right to refuse or terminate any membership. Membership termination will be based on failure to remain a member in good standing or due to actions determined by the Directors to be a detriment to The Club. Removal of any member is subject to review by the Directors and approval by the Administrative membership.

#### IV. CONTRACTS, CHECKS, DEPOSITS, FUNDS AND GIFTS

##### A. CONTRACTS

- 1. Only the Directors may authorize any officer(s), agent(s) and/or committee members, in addition to those mentioned and authorized in the Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of The Club.
- 2. All authorizations are to be in writing from the Directors. No club member shall have the authority to represent The Foundation in any contract, obligation, function or event without the express authorization of the Directors.

##### B. CHECKS, DRAFTS, ETC.

- 1. The Treasurer, Vice President and/or President shall sign all checks, drafts and any other orders for the payment of monies, notes or other evidence of indebtedness issued in the name of The Foundation.
- 2. Two qualified signatures are required on all checks.

##### C. DEPOSITS

1. Receipts of the organization shall be turned in and deposited at least monthly to the credit of The Quad City Parrot Head Foundation, Inc.
2. Deposits must be made in a bank, savings and loan, trust company, NCAU Credit Union or other depository approved by the Directors.

#### D. FUNDS

1. A portion of the proceeds generated from the activities of the QCPH Club will go to charity as determined by the Administrative Staff.
2. All special events should be financially self-supporting. If a deficit appears likely, it should be promptly reported to the Directors.
3. The Treasurer and/or President may submit or approve payments of not more than \$100.00 per occurrence without prior approval from other Directors.
4. All other payments and purchases must be approved by a majority vote of the Directors in order to be funded by the QCPH Club.
5. All expenses must be approved PRIOR to reimbursement. Completed Club Transaction Documents and receipts for all expenses, regardless of dollar amount, must be provided in order to be considered for reimbursement

#### E. GIFTS TO THE QCPH CLUB

1. QCPH Club members may accept, on behalf of The Foundation, any contributions, gifts, bequests or devices.
2. Such items remain the property of The Foundation and as such must be reported to the Directors.

### V. MISCELLANEOUS

#### A. PROPERTY

1. Any property belonging to The Foundation shall not be used, transferred, acquired, divested or consumed by any person without written consent of the Directors following a majority vote of approval.
2. The term “property” includes all property, real or personal, tangible or intangible, which may be owned, created by or in the possession of The Foundation, absent an overriding legally enforceable contract.
3. A list of property belonging to the Club shall be maintained by the Vice President (or designated appointee) and updated as needed or, at a minimum, yearly.

B. FISCAL YEAR -- The Fiscal Year for The Foundation shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup>.

C. MAILING LIST – The use of mailing lists identifying Club members for external solicitation purposes of any kind (including but not limited to charitable purposes) is strictly prohibited.

D. MEMBERSHIP DIRECTORY – The following statement is to be added to each and every membership directory: “This directory is for the exclusive

use of Club members. It is not to be utilized for any purpose not directly associated with the Quad City Parrothead Club, nor is it to be released to other parties without the express written consent of the Board.”

- E. CLOSING OF THE FOUNDATION – In the event The Foundation ceases to exist, any remaining monies after final Club expenses (taxes, etc.) have been satisfied shall be donated in full to the nearest active 501(c) (3) designated chapter of PHIP.

## VI. AMENDMENTS

- A. The method to alter, amend or repeal these policies or adopt new policies is for any member to bring the desired amendment to the attention of the Directors or the Administrative membership.
- B. The authority to amend shall be vested in the Directors and ratified by the Administrative membership by a majority vote.

## VII. ADOPTION OF BYLAWS

- A. These Bylaws were adopted on June 14, 2005.
- B. Bylaws amended October 20, 2018.

Approved by the Quad City Parrot Head Foundation Board of Directors

Karin Hamburg, Secretary  
October 20, 2018