

Eastern Illinois Parrothead Club, Not For Profit

By-Laws and General Policy

ARTICLE I Name and Purpose

- Section 1 The name of the organization shall be the Eastern Illinois Parrothead Club, Not For Profit (EIPHC).
- Section 2 Said Corporation is organized and operated exclusively for charitable and educational purposes within the meanings of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
- Section 3 The mission of EIPHC is to engage in charitable activities that promote an awareness of community, environmental, and charitable organization needs and encourage community involvement addressing those needs.
- Section 4 EIPHC shall be affiliated with Parrot Heads in Paradise, Inc. (PHIP), a humanitarian group sharing information and social activities for mutual benefit of our communities.

ARTICLE II Membership and Dues

- Section 1 Membership in the EIPHC is open to all individuals residing or having interests in the general geographic area of East Central Illinois, primarily defined as the counties of Champaign, Coles, DeWitt, Douglas, Ford, Iroquois, Piatt and Vermilion. Members should be of the tropical spirit and desire to contribute to the betterment of their community.
- Section 2 The fiscal year of the EIPHC shall commence on January 1 and end on December 31 of each successive year.
- Section 3 The membership year of the EIPHC shall commence on December 1 and end on the following November 30th of each successive year.
- Section 4 There will be three categories of membership in the EIPHC
- a. Individual – consisting of one person.
 - b. Family – consisting of two or more persons residing in one residence.
 - c. Honorary – consisting of individuals who make notable contributions to the EIPHC, as approved by the Board of Directors.
- Section 5 Members will be only those individuals listed on the membership application.
- Section 6 The Board of Directors ("Board") shall establish the amount of dues charged annually to its members.
- Section 7 A membership will be considered in good standing when dues are paid current and they have not violated any bylaws. Annual dues must be paid in full and membership renewals received on or before December 31 of each year to be considered current. Any member wishing to terminate their membership during the fiscal year will not be refunded any portion of their dues.
- Section 8 Individual membership gives the owner the right to one (1) vote for club elections. Family membership gives the owners two (2) votes for club elections.
- Section 9 Payment of dues entitles each membership the right to participate in all club activities and charitable events, the Parrot Head Clubs' annual convention (Meeting of the Minds), and the opportunity to purchase premium Jimmy Buffett concert and event tickets through this Organization.

ARTICLE III **Board of Directors – (“Crew”)**

Section 1 The EIPHC Board of Directors, sometimes referred to as the ‘Crew,’ shall have the general control of the organization. Establishment of policy, implementation and supervision of activities and actions consistent with the purposes of the organization are the responsibility of the Crew.

Section 2 The volunteer Board of Directors shall consist of twelve (12) total voting members elected by the general membership. The term of office for elected members shall be three (3) years commencing with the December meeting after their election. No individual may be elected to the Board if such election would result in more than one person from the same membership serving as a member of the Executive Committee during the same fiscal year.

Section 3 The Immediate Past President (“Shark”) shall be a non-elected voting member of the Board and primarily serve in an advisory capacity. The Shark shall be available for consultation and also willing to perform other duties as established by the Board.

Section 4 The Executive Committee (“Council of Admirals”) of the EIPHC shall consist of the five officers listed herein plus the Immediate Past President (“Shark”). The Executive Committee shall be elected to their position for a term of one year by a majority vote of the Board at their December business meeting. The specific duties and honorary titles of the five elected officers to the Executive Committee are:

a. President (“Captain”)

The President shall be the Chief Executive Officer, responsible for the business and affairs of the club and preside at all business meetings. The President shall be an ex-officio member on all committees as established by the Board.

1. The President may appoint Club committees and/or ad hoc committees as needed to ensure continuity in carrying out the responsibilities of the EIPHC.
2. The tasks of the appointed committees shall be defined by the Board of Directors.

b. Vice President (“Quartermaster”)

The Vice President shall, in the absence of the President, assume the duties and obligation of the Presidency, as well as undertake and carry out any further duties designated to them by the Board.

c. Treasurer (“Boatswain”)

The Treasurer shall serve as the primary financial officer of the organization. This includes responsibility for:

1. Collection, depositing and proper reporting of all dues and other sources of income and expenses of the organization.
2. Preparation of reports and financial statements for presentation to the Board as requested and at all business meetings.
3. Deposit and distribute any fundraising monies of the EIPHC as authorized by the Board.
4. Obtain prior approval of the Board for the administrative costs required for the ongoing operation of the organization.
5. In consultation with the Board and prior to the beginning of each fiscal year, prepare a budget of estimated income and expenditures for the year. This budget, as approved by the Board, shall stand as the limit of expenditures for those stated purposes, unless otherwise ordered by action of the Board.
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.

d. Secretary ("Boat Master")

The Secretary shall:

1. Provide minutes of all Board meetings.
2. Complete all reports as required by PHIP, Inc.

e. Membership Chair ("First Mate")

The Membership Chair shall maintain all membership files and information, including current postal and electronic addresses. These records shall be available to the Board and to other members as needed for communications and other club business.

Section 5

Should a Board member resign, or not attend a minimum of eight (8) meetings during the year, or miss three (3) consecutive scheduled Board Meetings, the Board of Directors shall have the option to replace said Board member after proper notification to the affected parties. Any replacement Board member shall be appointed by majority vote of the Board of Directors and complete the remaining term of the replaced Board member.

Article IV

Elections

Section 1

The membership, by a ballot vote of eligible nominees, shall annually elect four (4) Board Members ("Directors") to each serve a term of three years.

Section 2

Nominations for election candidates to the Board positions will be made at the October business meeting. Said candidates must approve of their nomination and agree to fulfill the duties of the office if elected.

Section 3

Ballots listing the nominated candidates shall be distributed to all memberships in good standing by either written or electronic means within twenty-one (21) days after the October business meeting.

Section 4

Completed ballots must be received by the EIPHC on or before December 1st. No ballots will be accepted nor their votes tabulated after the December 1 deadline.

Section 5

Election results shall be announced at the December business meeting with Directors officially assuming their responsibilities at that time.

Section 6

In the event that a Director, or a member of the Executive Committee, cannot complete their term in office, the Board shall appoint an interim replacement to serve in that position and complete the remaining term of the replaced Director.

Article V

Meetings

Section 1

All members are encouraged to attend business meetings which shall generally be held on a monthly basis (but no less than quarterly) at a consistent date and time as determined by the Board of Directors. Seven (7) members of the Board shall constitute a quorum at any business meeting.

Section 2

Any change to these By-Laws and General Policy shall be made, if possible at a scheduled business meeting and require approval by a minimum of eight (8) members of the Board. It is requested that any proposed By-Law amendment be presented in writing to the President at least three days prior to the business meeting. If changes to By-Laws have been presented and discussed at a previously scheduled business meeting, approval of final By-Laws revisions may be approved electronically via electronic vote with a minimum of eight (8) members of the Board.

- Section 3 Minutes will be taken at all business meetings by the Secretary, or a designate, and approval of such will be made at the subsequent business meeting.
- Section 4 The Executive Committee is empowered to make decisions between business meetings when the decision cannot wait until the next scheduled meeting. Actions must be approved by a majority vote of the Executive Committee who will notify the Board of such action at the subsequent business meeting.

Article VI **Dissolution**

- Section 1 Should dissolution of this organization be considered, the Board of Directors must adopt a resolution recommending that this organization be dissolved.
- Section 2 Notice, by either written or electronic means, of a meeting for this purpose must be given to each membership in good standing at least ten (10) days prior to such meeting. EIPHC members shall vote on the question of dissolution at the special or annual meeting, as called. Adoption of the resolution requires a two-thirds vote of the membership.
- Section 3 For the specific purpose of dissolution, the membership may vote in person or be represented by proxy.
- Section 4 After adoption of a resolution to dissolve, the Board of Directors shall provide the State of Illinois, PHIP, and any other organization of interest the official documentation and notice of dissolution. Such documentation shall include the following statements:
- a. The date of the meeting at which the resolution was passed;
 - b. That a membership quorum was present or properly represented at the meeting;
 - c. The resolution received approval by at least a two-thirds of the votes cast;
 - d. That all debts, obligations and liabilities of the organization have been paid or that adequate provision for payment has been made;
 - e. That all remaining property and assets of the organization have been transferred, conveyed or distributed in accordance with State law;
 - f. That there are no suits or legal actions pending against the organization, or that adequate provision has been made satisfying any such judgment or legal action.
- Section 5 Upon dissolution or liquidation of the corporation the remaining assets of corporation, after paying or making provisions for the payment of all of the liabilities of the corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements), shall be conveyed to a qualified tax-exempt organization or organizations organized and operated exclusively for charitable, scientific, educational, religious or literary purposes described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any further United States internal revenue law) (the "Code"), as the Board of Directors of the corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of the general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for the purposes of the corporation in such manner, or to such tax-exempt organization or organizations described in Section 501 (c) (3) of the Code, as said court shall determine.

Article VII

Miscellaneous

- Section 1** If club funds are available, the EIPHC shall pay the registration fee of any member of the Executive Committee who plans to attend Meeting of the Minds (MOTM). For purposes of this Section, the Executive Committee shall be those in office at the date when registration forms become available. Additional expenses of the Executive Committee pertaining to EIPHC business while at MOTM may be reimbursed from EIPHC funds after the event, though also subject to fund availability.
- Section 2** EIPHC funds may be distributed for charitable causes at the direction of the Board of Directors, though generally limited to established community, state or national organizations and non-profit entities. Financial awards to individuals, or to events for the benefit of an individual, are strongly discouraged.
- Section 3** Should this organization disband, all remaining club assets after payment of obligations shall be awarded to a charitable organization(s) as determined by a majority vote of the general membership and in compliance with Article VI of these By-Laws and General Policy.
- Section 4** Members of EIPHC by virtue of their membership agree to demonstrate personal responsibility for their (and their guest's) words, actions, and deeds and to not exhibit behaviors that are harmful to themselves and others or to any personal property. EIPHC will not condone behavior contrary to our objectives nor that which we feel is harmful to others. By virtue of your membership in the EIPHC, members have agreed to "Party with a Purpose" in a most responsible fashion!

Adopted: August 10, 2005

Amended: August 16, 2006

Amended: March 18, 2008

Amended: September 2010

Amended: March 20, 2012

Amended: October 18, 2012

Amended: September 17, 2013

*Amended: March 31, 2017**

Amended: February 18, 2020

**The bylaws as amended in March 2017 reduced the number of Board of Directors elected annually from 5 to 4. Those Directors with terms beyond March 2017 continued to serve the remainder of their current term.*