

THE VILLAGES PARROT HEADS CLUB

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THE VILLAGES PARROT HEADS CLUB BYLAWS

Article I – General

A. Name: This organization shall be called The Villages Parrot Heads Club, Inc. Herein after referred to as “The Club”. The elected governing body of The Club is the Executive Committee. Herein after referred to as EXCOMM.

B. Mission Statement:

The Villages Parrot Heads Club is a non-profit organization, incorporated in the State of Florida, organized to provide assistance and support charities, organizations, and community causes. The Club promotes friendship, “Party with a Purpose”, and organizes social activities for people with similar interests, including the enjoyment of the tropical spirit, music and lifestyle of Jimmy Buffett.

C. Statement of Purpose:

The club is a member of the National Organization of Parrot Heads called Parrot Heads in Paradise Inc. (PHiP), and in that tradition functions to share community and environmental information. The club will engage in activities which are charitable, educational, environmental, high spirited, and promote the general welfare of the community.

Article II – Membership and Dues

A. Members will include residents and nonresidents of The Villages.

B. An Active Member in Good Standing:

1. Pays dues.
2. Must have a signed, completed membership application form on file.
3. Shall have the rights and privileges pertaining to meetings, events, and activities of The Club.
4. Must adhere to the bylaws as adopted by The Club.
5. Agrees to recognize and adhere to the “Code of Conduct”

Code of Conduct:

All members of the organization shall be required to treat fellow members, guests, hosts and their personal property with respect. Members also agree to abide by all local, state and federal laws (including but not limited to) governing misuse of personal privileges, personal property and controlled substances.

Members of The Villages Parrot Heads Club, by virtue of their membership agreement, agree to demonstrate personal responsibility for their words, actions and deeds and not exhibit behaviors that are harmful to themselves and other members, guests, and hosts or their personal property.

The Villages Parrot Heads Club will not condone behavior contrary to our bylaws nor that which we feel is harmful or injurious to others. By virtue of your membership in The Villages Parrot Heads Club you have agreed to “Party with a Purpose” in a most responsible fashion

6. Shall not act or represent on behalf of The Club without written approval from the EXCOMM. This applies to, but is not limited to, planned activities/events, requesting donations and/or posting on Internet sites.
- C. Dues - The annual dues of The Club will be as follows:
 1. Payment of dues shall be in the fiscal year beginning January 1st and ending December 31st.
 2. Dues amounts shall be determined by the EXCOMM with input from the active membership.
 3. Dues will be paid to the Membership Director and/or a membership committee member.
- D. Removal/Loss of Membership:
 1. Any member who has not paid their dues voluntarily terminates their membership.
 2. Any member proven to have violated the bylaws shall be removed by a majority vote of the EXCOMM.
 3. A member may reapply for membership after one (1) year from the date they are expelled from The Club. This shall be subject to review and approval by a majority of the EXCOMM.

Article III – Meetings

- A. Club Meeting(s)
 1. The Club will meet at least one (1) time per month.
 2. The meeting(s) place and time will be determined by the EXCOMM.
 3. The membership will be notified of the meeting(s).
- B. EXCOMM Meeting(s)
 1. The EXCOMM will meet at least one (1) time per month.
 2. The meeting(s) place, time, and agenda will be determined by the President.
 3. The membership will be notified of the meeting(s).
 4. Minutes of the EXCOMM meeting(s) will be made available to members.
- C. Special Meeting (s)
 1. Called when necessary by the President.

Article IV – EXCOMM

- A. Officers:
 1. The EXCOMM will consist of: President, Vice President, Secretary, Treasurer, Membership Director, and two (2) Trustees. [Additional Trustees may be added with majority vote of the EXCOMM only with specific job description.]
 2. The officers will guide and oversee the running of The Club.
- B. Term of Office – The term(s) of office will be:
 1. January 1st to December 31st , or July 1st to June 30th
 2. Elected by the membership
 3. Staggered with a portion of the EXCOMM elected every six (6) months.
 - a) In 2009 (only), elections will be held for a six (6) month only term for the positions of: President, Treasurer, Membership Director, and Community Service Trustee.
 - b) Starting in 2010 those positions will be elected for an annual term- July 1st to June 30th.
 - c) The term of office for Vice President, Secretary and Human Resource Trustee will be January 1st to December 31st.
- C. Eligibility for Office

1. All nominees for EXCOMM positions shall be active members in good standing at the time of nomination.
- D. Responsibilities - The EXCOMM shall :
1. Attend all EXCOMM meeting(s) and club meeting(s) (phlockings).
 2. Provide directions and monitor all club events and activities.
 3. Notify members of phlockings, meetings, events, and activities.
 4. Recommend and approve a schedule of social and service activities.
 5. Recommend and approve gifts to charitable organizations and foundations.
 6. Insure that all club activities and events are conducted within the framework of The Club's bylaws and PHiP bylaws.
 7. Consider recommendations made by the membership.
 8. Review and approve minutes and financial reports.
 9. Make financial reports available to membership.
 10. Review and approve chairperson(s) of special committees.
 11. Review and approve budgets for special committees.
 12. Provide minutes of EXCOMM meetings to membership.
 13. Solicit from the membership any individuals interested in serving on committees.
 14. Select an independent audit firm for The Club's financial audit.
 15. Take steps to fill a vacancy of an EXCOMM member.
 16. Appoint an Election Chairperson at the first (1st) EXCOMM meeting in January.
- E. Operating Structure:
1. The standard operating procedures for conducting business at EXCOMM meetings will be established by the present EXCOMM.
 2. A quorum is necessary to conduct business at EXCOMM meetings.
 3. A quorum is at least five (5) EXCOMM members.
 4. A majority vote is required to adopt a motion introduced at an EXCOMM meeting.
 5. Any EXCOMM member submitting receipt for reimbursement will avail him/herself for the discussion of the reimbursement, but will not vote or sign on the same.
 6. The only time the President votes is to break a tie vote of the EXCOMM.
 7. Tie votes will result in a motion or item being tabled to be voted on at the next monthly EXCOMM meeting unless the motion or item requires a more timely resolution. In this case the President shall call a special meeting open to all active members in good standing; however, only the EXCOMM can vote on the issue.
 8. Any EXCOMM member who will be absent from an EXCOMM meeting, phlocking, event or activity shall notify the President.
 9. An EXCOMM member may vote in absentia through a signed, written proxy, or via email. The proxy shall be presented to the President prior to the meeting.
- F. Responsibilities of Officers:
1. President- The President shall:
 - a) Serve as Chief Executive Officer.
 - b) Schedule and call meetings.
 - c) Preside at meetings.
 - d) Supervise the duties of the EXCOMM officers and chairperson(s) of committees.
 - e) Appoint an EXCOMM member as liaison for each special committee.
 - f) Act as liaison with PHiP and other outside organizations.
 - g) Oversee the filing of corporate and PHiP paperwork.
 - h) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding President.

2. Vice President- The Vice President shall:
 - a) Assist the President in administering the business of The Club.
 - b) In the absence of the President assume the duties of the President.
 - c) Succeed to the office of President if the President is unable to serve out the term until such time as a special election can be held and a successor is elected.
 - d) Oversee and act as the liaison between the EXCOMM and The Club's events and activities.
 - e) Assume responsibilities for special assignments requested by the President.
 - f) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Vice President.
3. Secretary: The Secretary shall:
 - a) Record minutes at all meetings required to do so.
 - b) Provide meeting minutes to EXCOMM for approval and post for membership.
 - c) Prepare and distribute The Club's monthly newsletter.
 - d) Provide press releases to the media for scheduled club meetings, dates, and special events.
 - e) Assume responsibilities for special assignments requested by the President.
 - f) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Secretary.
4. Treasurer: The Treasurer shall:
 - a) Serve as the financial adviser for The Club.
 - b) Be responsible for banking records of The Club, including but not limited to, receive monies and make deposits, balance accounts, and issue checks for all approved expenditures.
 - c) Prepare, maintain, and distribute monthly/quarterly/yearly financial statements for presentation to the EXCOMM and membership.
 - d) Maintain the financial books and have them available upon request for the EXCOMM.
 - e) Provide a list of at least three (3) independent auditing firms for EXCOMM approval.
 - f) Submit, when directed by the EXCOMM, all financial records to an independent auditing firm.
 - g) Recommend a tax preparer.
 - h) Prepare and submit The Club's tax information to the tax preparer by March 1st.
 - i) Assume responsibilities for special assignments required by the President.
 - j) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Treasurer.
5. Membership Director: The Membership Director shall:
 - a) Provide and maintain a directory of active members in good standing.
 - b) Prepare the membership application form which has had prior approval by EXCOMM.
 - c) Process renewal and new member applications.
 - d) Issue membership identification.
 - e) Maintain an updated email database of members.
 - f) Assume responsibilities for special assignments requested by the President.
 - g) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Membership Director.
6. Trustees
 - a) Community Service Trustee: This Trustee's responsibilities will be to:

- 1) Organize and chair The Charities Gift Committee- which provides information regarding charities to the EXCOMM. Recommend the percent of distribution of The Club's charitable funds.
 - a. The Charities Gift Committee: has the responsibility to make recommendations to the EXCOMM as to which charities The Club will support based on membership surveys.
- 2) Organize and chair a Public Relations Committee- which makes sure any special events of The Club receive media attention.
- b) Human Resource Trustee: This Trustee's responsibilities will be to:
 - 1) Oversee the taking of attendance at phlockings and report such to the EXCOMM.
 - 2) Maintain The Club's point system.
 - 3) Recruit volunteers for events/activities and make these available to Committee Chair(s).
 - 4) Act as Club Historian-maintain up-to-date scrapbook.
- c) Assume responsibilities for special assignments requested by the President.
- d) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Trustee(s).

G. Vacancies of the EXCOMM

1. Vacancies are created by:
 - a) Resignation
 - b) Abandonment- Abandonment occurs when an officer is physically absent, without just cause, from EXCOMM meetings and /or not performing duties of that office for a period of three (3) consecutive months.
 - c) Recall- Recall occurs when:
 - 1) Mental or physical disability results in the inability to execute the duties of the office.
 - 2) Willful violation of any article of the bylaws.
 - 3) Acts of:
 - Malfeasance: wrongful doing-intentionally performing an act that is illegal, such as but not limited to, falsifying club receipts, reports, documents.
 - Nonfeasance: failure to act even though a duty to act exists.
2. Termination for abandonment will be determined by majority vote of the EXCOMM.
3. Procedures for Recall Termination will be:
 - a) Any active member in good standing may submit a petition in writing for recall to remove an officer for infraction(s) incurring within the past thirty (30) days.
 - b) The petition must be signed by ten percent (10%) of the current active membership who are in good standing as of the date the petition is presented to the EXCOMM. [Clarification: names must be readable and verified by the Election Chairperson]
 - c) The petition must substantiate the charges for the recall by specially detailing the reason(s) for termination by including any/all documents, dates, and description of events, incidents which would support and was addressed in the petition.
 - d) The EXCOMM, upon receipt of the petition, will within thirty (30) days, request a meeting with the petitioner(s) for clarification of the subject matter.
 - e) The EXCOMM, upon verification of the subject matter shall:
 - 1) Notify the affected officer of the petition within fifteen (15) days
 - 2) The affected officer will have fifteen (15) days to respond to the EXCOMM regarding the petition.

- 3) If a majority vote of the EXCOMM substantiates the charges, the Election Chairperson will be notified to initiate the procedures for a recall election.
4. Vacancies are filled by:
 - a) Officers can present nominations of active members in good standing as a temporary replacement candidate.
 - b) The candidate must be approved by a majority of the EXCOMM.
 - c) Confirmation of the candidate by a majority vote of the active membership present at a meeting.

Article V: Committee Chairperson(s)

- A. A person designated, assigned, appointed by the EXCOMM to coordinate events /activities, supervise and organize club members, and /or maintain communications through The Club website.
- B. Responsibilities of a Committee Chairperson(s)
 1. Prepare and present an operating budget to the EXCOMM for approval prior to the event. All contracts and/or agreements for an event must be presented to The EXCOMM for approval before signing takes place.
 - a) No tickets shall be printed until the EXCOMM approves all information provided along with prices/fees.
 - b) Announcements, flyers and/or brochures for such activities may not be distributed to club members/ or general public without prior approval of EXCOMM.
 - c) All expenditures must be accompanied by a receipt, and turned over to the Treasurer for reimbursement.
 - d) Prepare a budget sheet.
 2. In the course of the event, monies collected shall be turned over to the Treasurer. All checks must be made payable to “The Villages Parrot Heads Club”.
 - a) Under no circumstances shall monies be spent from monies collected
 - b) Monies collected shall be turned over to Treasurer.

Article VI – Nominations and Elections

- A. Election Chairperson shall:
 1. Be appointed by the EXCOMM at the first (1st) EXCOMM meeting in January.
 2. Be a non-EXCOMM member
 3. Identify potential candidates for EXCOMM positions.
 4. Conduct and oversee election and/or balloting procedures at the direction of the EXCOMM
 5. Maintain the privacy and integrity of all assigned duties.
 6. Assemble an election and/or balloting committee.
 7. Remove him/herself and any committee member from running for office.
 8. Prepare, distribute, collect and tabulate ballots for all voting.
- B. Nominations
 1. Nominees must be active members in good standing; however, two(2) members of the same household cannot hold two (2) separate EXCOMM positions simultaneously.
 2. The Election Chairperson shall announce a “call for nominations” for all available offices three (3) months prior to the elections.
 3. Candidates shall submit their letter of nomination to the Election Chairperson up to two (2) months prior to the elections.

4. This letter will outline the candidate's qualifications and intentions for that position.
 5. The Election Chairperson shall through the website/ newsletter notify the membership of the slate of nominees for the individual offices and their individual qualifications and intentions.
 6. Write-in candidates will not be allowed.
 7. Candidates will be given the opportunity to clarify their qualifications and intentions for the office they are seeking prior to the voting.
- C. Elections
1. Shall be held on a date determined by the EXCOMM.
 2. Shall be open to all active members in good standing, each one having one (1) vote.
 3. Any member will be permitted to vote by mail or email. Printed and/ or written ballot which may be obtained from the website will be the only ballots accepted.
 4. Proxy ballots will be mailed to the Election Chairperson as indicated on the website.
 5. Proxy ballots must be received by the Election Chairperson on or before the final date of elections. Any vote received after this date will not be counted.
 6. Elections shall be by majority vote of the members casting ballots.
- D. Results of Elections
1. Election Chairperson shall announce the results of the elections.
 2. Any alleged improprieties or problems with the election process will cause the EXCOMM to investigate.
 3. The Election Chairperson shall destroy the tabulated ballots thirty (30) days after the announcement of the election results.

Article VII – Contracts, Checks, Deposits, Expenditures/Reimbursement

- A. Contracts:
1. No Villages Parrot Heads Club member or officer shall have the authority to represent "The Club" in any capacity, contract, obligation, function, or event without the written authorization of the EXCOMM.
 2. Companies contracted may submit their invoice(s) directly to "The Club".
- B. Checks, Drafts, etc
1. The President, Vice-President and/or Treasurer shall sign all checks, drafts or other orders of payment of monies, notes or other evidence of indebtedness issued in the name of "The Club".
- C. Deposits
1. The Treasurer shall upon receiving monies make a deposit within ten (10) days to "The Club's" bank account.
- D. Expenditures/Reimbursement
1. Any club member who wishes reimbursement for a club related activity and/or supplies shall, prior to spending monies, receive approval from the EXCOMM.
 2. Expenditures:
 - a) One hundred (100) dollars or less need to be approved by the President and one (1) other EXCOMM member.
 - b) Greater than one hundred (100) dollars needs approval from the majority of the EXCOMM.
 - c) Under no circumstances shall non-budgeted money be spent from monies collected without being documented and deposited by "The Club" Treasurer.

3. Reimbursements
 - a) No reimbursements shall be made without itemized vender receipts or itemized documentation.
 - b) Mileage reimbursement must be preapproved by EXCOMM and accompanied with a receipt and/or itemized documentation.

Article VIII – Community Involvement/ Charity

- A. “The Club” must participate in a minimum of two (2) community, charity, or environment projects per calendar year.
- B. Monies collected from fund raising activities will be controlled by The Club through its Parrot Heads Charities and channeled through The Club’s treasury. There will be no direct contributions to any charity from a fund raising event. Contributions to charities will be approved by the EXCOMM.
- C. Any active member in good standing may recommend charities for The Charities Gift Committee to review.
- D. Each year The Club membership will select via survey which charities they recommend to fund the following year.

Article IX – Point System

- A. Points may be awarded to active members in good standing for their participation and/or involvement in club activities/events.

Article X – Property and Disclaimer

- A. Property
 1. Any property belonging to “The Club” shall not be used or consumed by any person without written consent of the EXCOMM.
 2. The term “property” includes all property, real or personal, tangible or intangible which may be owned, or in the possession of “The Club”.
 3. “Property” also includes the name “The Villages Parrot Heads Club” and its logo.
 4. The membership directory (internet database) is for the exclusive use of “The Club”. It is not to be utilized for any purpose not directly associated with our bylaws nor is it to be released to a third party for any reason.
- B. Disclaimer
 1. The Club is in no way attached to Jimmy Buffett and his business enterprises.
 2. The Club acknowledges that the term “Parrot Head(s)” is a registered trademark, but can be used on club apparel and accessories approved by the EXCOMM.

Article XI – Bylaws Procedures

- A. Adoption
 1. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the EXCOMM and ratified by The Club’s active members in good standing.
 2. Adoption of the bylaws or revisions shall be approved by a majority vote of the EXCOMM, and shall be ratified by a majority vote of the members casting ballots.
- B. Amendments/Revisions
 1. Any active member in good standing may submit a petition in writing for amending the bylaws.

2. The petition must be signed by ten percent (10%) of the active membership who are in good standing as of the date the petition is presented to the President. [clarification: names must be readable and verified by the Membership Director]
 3. The petition must substantiate the reasons for the proposed amendment to the bylaws.
 4. The EXCOMM, upon receipt of the petition, may within fifteen (15) days:
 - a) Request a meeting with the petitioner(s) for clarification of subject matter or,
 - b) Establish a special committee to review bylaws or,
 - c) Notify the Election Chairperson to initiate the procedures for balloting.
 5. The proposed revision(s) shall be made available to the membership via the website prior to elections.
 6. Balloting:
 - a) Shall be held on a date selected by the EXCOMM
 - b) Open to all active members in good standing each one having one vote.
 - c) Any member will be permitted to vote by mail or email. Printed and/ or written ballot obtained from the website will be the only ballots accepted.
 - d) Proxy ballots will be mailed to the Election Chairperson as indicated on the website.
 - e) Proxy ballots must be received by the Election Chairperson on or before the final date of balloting. Any vote received after this date will not be counted.
 - f) Revision / Amendment(s) shall be by majority vote of the members casting ballots.
 7. Results of the Balloting
 - a) The Election Chairperson shall notify the President of the results. The President shall notify members of the results.
 - b) The Election Chairperson shall destroy tabulated ballots thirty (30) days after the announcement of the balloting results.
- C. Infractions of the Bylaws
1. Any active member in good standing may submit a written statement (signed, dated, and clearly written) detailing the alleged infraction of the bylaws. This statement must be received within thirty (30) days of the alleged infraction.
 2. This statement must be submitted to the EXCOMM
 3. The EXCOMM, upon receipt of the statement of the infraction of bylaws, may within fifteen (15) days request a meeting with the petitioner for clarification of the alleged infraction.
 4. The EXCOMM may inform the accused member of the alleged infraction against them by providing a copy of the statement.
 5. The accused member will be given fifteen (15) days to provide a written response to the EXCOMM.
 6. The EXCOMM after thirty (30) days will start the process of investigation of the alleged infraction.
 7. At the next scheduled EXCOMM meeting after the thirty (30) day period, the EXCOMM will evaluate the alleged infraction(s) and make one of the following decisions:
 - a) No Action – The alleged infraction has been investigated and evaluated by the EXCOMM, and no action will be taken.
 - b) Action – The alleged infraction has been investigated and evaluated by the EXCOMM, and action will be taken as determined by a majority decision of the EXCOMM.
 8. The results of the EXCOMM decision will be forwarded to both parties.
- D. Date of Approval: The Club's bylaws were in effect no later than December 31, 2003. These bylaws were revised and approved by the membership on September 6, 2006. These bylaws were most recently revised, approved, and ratified on August 20, 2009.

Article XII – Dissolution of the Villages Parrot Heads Club

A. Dissolution

Dissolution of The Club shall require an affirmative vote of a majority of active members in good standing who are present at a meeting called by the EXCOMM exclusively for such purpose.

B. The Club Property

1. Consists of all property owned by “The Club” at the time of the decision to dissolve “The Club”.
2. The property either shall be sold to the current active members in good standing or donated to another Parrot Heads Club, or charitable organization.
3. Money raised by the sale of property will be deposited into “The Club’s” bank account.

C. The Club Funds

Upon dissolution of “The Club”, the EXCOMM, after paying or making provision for payment of all liabilities of “The Club”, shall arrange for the distribution of the remaining assets to a charity of the EXCOMM’s choice.