

## 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 “The EXCOMM.”
- B. Definitions: The definitions contained in this article apply to the terms used by The Club. Terms not defined in this section shall be defined using the ordinarily accepted meaning within the context in which they are used.
  - 1. Approved – Given official agreement to by majority vote of The EXCOMM
  - 2. Explicit – Clearly and openly stated or defined, not left to be understood
  - 3. Proxy – A document empowering a person to act for another or the authority given by one person to another to act for them
  - 4. Shall – Indicates a mandatory requirement
  - 5. Should – Indicates a recommendation or that which is advised but not required
  - 6. Special – that which serves a particular purpose
  - 7. SOP’s - Standard Operating Procedures
- C. Mission Statement:

The Villages Parrot Heads Club, Inc. 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 interested in the enjoyment of the tropical spirit, music, and lifestyle of Jimmy Buffett.
- D. 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 shall 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 shall include residents and nonresidents of The Villages and shall be open to all, regardless of gender, race, sexual preference, religious belief, color or disability
- B. An Active Member in Good Standing shall:
  - 1. Pay dues.
  - 2. Have a signed, completed membership application form on file.
  - 3. Have the rights and privileges pertaining to meetings, events, and activities of The Club.
  - 4. Adhere to the bylaws as adopted by The Club.
  - 5. Agree 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.

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

6. 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, e-mails and/or flyers.
- C. Dues - The annual dues of The Club shall 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.
  3. Dues shall be paid to the Membership Director and/or a membership committee member.
- D. Removal/Loss/Probation 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:
    - a) Placed on probation for a period of time to be determined by the EXCOMM.
    - b) 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 the EXCOMM.

Article III – Meetings

- A. Club Meeting(s)
1. The Club shall meet at least one (1) time per month.
  2. The meeting(s) (a/k/a Phlocking(s)) place, date and time shall be determined by the EXCOMM.
  3. The membership shall be notified of the meeting(s).
- B. EXCOMM Meeting(s)
1. The EXCOMM shall meet at least one (1) time per month.
  2. The meeting(s) place, date, time, and agenda shall be determined by the President.
  3. The membership shall be notified of the meeting(s).
  4. Minutes of the EXCOMM meeting(s) shall be made available to members.

- C. Special EXCOMM Meeting(s)
  - 1. Called when necessary by the President.
  - 2. The meeting(s) place, date, time and agenda shall be determined by the President.
  - 3. The membership shall be notified of the meeting(s).
  - 4. Minutes of the special meeting(s) shall be made available to members.
- D. Executive Session(s)
  - 1. Portions of EXCOMM or Special EXCOMM meeting(s) that are allowed for litigation, contractual and sensitive personal issues ONLY and shall not be discussed outside of the executive session.
  - 2. Synopsis of all executive sessions shall be maintained in the same manner as regular EXCOMM meeting minutes, and may be made available to members only upon request.

Article IV – EXCOMM

- A. Officers
  - 1. The EXCOMM shall consist of: President, Vice President, Secretary, Treasurer, Membership Director, and Trustees. The officers shall guide and oversee the running of The Club.
  - 2. Trustee positions not provided for in the SOPs may be added by using the Bylaw Procedure outlined in Article XI.
- B. Term of Office – The term(s) of office shall be:
  - 1. January 1<sup>st</sup> to December 31<sup>st</sup> or July 1<sup>st</sup> to June 30<sup>th</sup>.
  - 2. Elected by the membership.
  - 3. Staggered with approximately half of the EXCOMM elected every six (6) months.
- 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).
  - 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. Ascertain bylaw compliance with regard to all club actions.
  - 7. Insure that all club activities and events are conducted within the framework of The Club’s bylaws, Standard Operating Procedures and PHiP bylaws.
  - 8. Consider recommendations made by the membership.
  - 9. Review and approve minutes and financial reports.
  - 10. Make financial reports available to membership.
  - 11. Review and approve all committee chairperson(s).
  - 12. Review and approve all committee budgets.
  - 13. Provide minutes of EXCOMM meetings to membership.
  - 14. Solicit from the membership any individuals interested in serving on committees.

15. Select an independent tax/audit firm for The Club's financial records.
  16. Take necessary steps to fill a vacancy of an EXCOMM member.
  17. Appoint an Election Chairperson.
  18. Approve all vendors for all events.
- E. Recommended Duties – The EXCOMM should:
1. Attend all Club Phlockings and events/activities.
- F. Operating Structure
1. The standard operating procedures for conducting business at EXCOMM meetings shall be established by the present EXCOMM.
  2. A quorum is necessary to conduct business at EXCOMM meetings. A quorum is greater than two-thirds (2/3) of EXCOMM members.
  3. A majority vote is required to adopt a motion introduced at an EXCOMM meeting.
  4. Any EXCOMM member submitting receipt(s) for reimbursement can avail themselves for the discussion of the reimbursement, but shall not vote or sign on the same.
  5. The only time the President votes is to break a tie vote of the EXCOMM.
  6. An EXCOMM member may vote in absentia through a signed, written proxy, or via email presented to the President prior to the meeting.
  7. An EXCOMM member may appoint a Club member in good standing to represent them at an EXCOMM meeting with full voting privileges, whose name shall be conveyed to the President prior to the meeting. The member selected cannot reside in the same household as any attending EXCOMM member.
- G. Responsibilities of Officers
1. President- The President shall:
    - a) Serve as Chief Executive Officer.
    - b) Schedule and call EXCOMM meetings.
    - c) Preside at meetings.
    - d) Supervise and assign/reassign the duties of the EXCOMM.
    - e) Sign all contracts/agreements.
    - f) Sign checks issued in the name of The Club.
    - g) Oversee the update of signatures of current officers with signing powers, which includes the President and Treasurer, at The Club's banking institution.
    - h) Act as liaison with PHiP and other outside organizations.
    - i) Oversee the filing of corporate and PHiP paperwork.
    - j) Update the SOP's with current year changes.
    - k) 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) Assume responsibilities for assignments requested by the President.

- e) 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 EXCOMM meetings and others as required to do so.
  - b) Provide meeting minutes to The EXCOMM for approval and post for the membership.
  - c) Assume responsibilities for assignments requested by the President.
  - d) 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 the banking records of The Club, including but not limited to, receive monies and make deposits, balance accounts, and issue checks for all EXCOMM 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) Submit, when directed by the EXCOMM, all financial records to an independent auditing firm.
  - f) Verify Phins Up Shop inventory reconciliation to monthly Phins Up Shop sales records/deposits, and prepare report to EXCOMM.
  - g) Submit a report to the EXCOMM on all YTB or other travel agency income and expenses relating to the club monthly and maintain the password for the financial area of the YTB or other travel agency website.
  - h) Recommend a tax preparer.
  - i) Prepare and submit The Club's tax information to the tax preparer by April 16<sup>th</sup> and be the authorized signatory for the annual tax return filing.
  - j) Update and file annual report with the Florida Department of State Division of Corporations (Not-for-Profit).
  - k) Assume responsibilities for assignments required by the President.
  - l) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Treasurer. Maintain all financial records for seven (7) years.
- 5. Membership Director - The Membership Director shall:
  - a) Provide and maintain a directory of active members in good standing.
  - b) Prepare the EXCOMM approved membership application form
  - c) Process and retain renewal and new member application forms until March 31<sup>st</sup> of the following year.
  - d) Issue membership identification.
  - e) Maintain an updated email database of members.
  - f) Assume responsibilities for 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 shall:
  - a) Attend meetings of the EXCOMM.
  - b) Perform duties delegated to the positions by the President.
  - c) Assume responsibilities for assignments requested by the President.
  - d) Prior to leaving office, pass on materials/records, past and present, in good condition to the succeeding Trustee.
- H. 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 the 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 shall be determined by majority vote of the EXCOMM.
  3. Procedures for Recall Termination shall 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 shall 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 clearly stated and verified by the Election Chairperson]
    - c) The petition shall substantiate the charges for the recall by explicitly detailing the reason(s) for termination to include any/all documents, dates, and description of events/incidents initiating the petition submission.
    - d) The EXCOMM, upon receipt of the petition, shall 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 shall 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 shall be notified to initiate the procedures for a recall election.

4. Vacancies are filled by:
  - a) The EXCOMM shall request nominations of active members in good standing as a temporary replacement candidate to fulfill the balance of the vacant position term.
  - b) The candidate shall be approved by the EXCOMM.
  - c) Confirmation of the candidate by a majority voice vote of the active membership present at Phlockings scheduled in the month following EXCOMM approval.

Article V: Committee Chairperson(s)

- A. A person approved by the EXCOMM to plan and oversee The Club's events/activities, Phins Up Shop and Travel Committee; supervise and organize committee members; and/or maintain communications through The Club's website.
- B. Responsibilities of Chairperson(s)
  1. Events/activities Chairpersons shall:
    - a) Prepare and present on operating budget sheet to the EXCOMM for approval at least ninety (90) days prior to the event/activity (if applicable). All contracts and/or agreements for an event/activity shall be presented for approval before signing by the President or his/her designee takes place (if applicable).
    - b) Not print tickets until the EXCOMM approves all information provided along with prices/fees (if applicable).
    - c) Not distribute announcements, flyers, and/or brochures for such events/activities utilizing the Club's name and/or logo to Club members and/or the general public without prior approval of the EXCOMM (if applicable).
    - d) Report to the EXCOMM person in charge of their activity/event.
    - e) Present receipts for all expenditures to be reimbursed for to the Treasurer (if applicable).
    - f) Turn over all monies collected to the Treasurer within ten (10) days of receipt unless previously arranged with the Treasurer. Ascertain that all checks received have been made payable to "The Villages Parrot Heads Club, Inc.", with the exception of any monies paid by members directly to outside entities, i.e., hotels, individual event registrations, vendors, etc. Not, under any circumstances spend monies from that collected. Return any unspent monies from the final approved budget to the Treasurer within ten (10) days following the event (if applicable).
    - g) Prepare and present to the EXCOMM an Activity/Event Wrap-up Sheet within thirty (30) days of completion of the event/activity (if applicable).
  2. Phins Up Shop Chairperson(s) shall additionally:
    - a) Submit a requisition order for EXCOMM approval prior to purchasing any/all merchandise for sale over an amount determined by the EXCOMM.
    - b) Have all merchandise pricing approved by the EXCOMM member overseeing the Phins Up Shop.

- c) Submit all monies collected from sales to the Treasurer within seven (7) days of the sale/order.
  - d) Submit a complete inventory of all merchandise to the Treasurer on a quarterly basis with reconciliation of purchases and sales sheets.
  - e) Document any merchandise given away or donated for The Club functions or other Parrot Heads Clubs' charities/fund raisers, etc., regarding cost and selling price and submit such documentation to the Treasurer.
  - f) Sell any samples or free merchandise given to The Club with proceeds going to the Treasurer.
  - g) Obtain prior approval of the EXCOMM member overseeing the Phins Up Shop to sell any merchandise as "sales" or "samples" for a reduced price. Sale receipts for such merchandise shall be noted as a reduce price sale.
3. The Travel Committee Chairperson(s) shall additionally:
- a) Have prior EXCOMM approval before notifying The Club members of up-coming travel opportunities.
  - b) Submit all correspondence regarding finances to the Treasurer.
  - c) Submit a manifest of travelers to include names, contact information, and any payment information to the Treasurer prior to travel.
  - d) Receive EXCOMM approval prior to any travel event to use properties of The Club.
  - e) Purchase any merchandise using The Club's name or logo through the Phins Up Shop.

#### Article VI– Nominations and Elections

##### A. Election Chairperson shall:

- 1. Be appointed by the EXCOMM at the 1<sup>st</sup> EXCOMM meeting in January for a term of twelve (12) months.
- 2. Be a non-EXCOMM member.
- 3. Recruit 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. Exclude him/her and any committee members from running for office.
- 8. Prepare, distribute, collect and tabulate ballots for all voting.

##### B. Nominations

- 1. Nominees shall 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 election month.
- 3. Candidates shall submit their written nomination to the Election Chairperson up to one (1) month prior to the election month.

4. Nominations shall be closed by the election chairperson on April 30<sup>th</sup> and October 31<sup>st</sup>.
  5. The Election Chairperson shall through the President notify the membership of the slate of nominees for the individual offices and their individual qualifications by email\website\newsletter 7 days prior to the close of nominations.
  6. Candidates will be given the opportunity to personally inform the membership of their qualifications for the office they are seeking at phlockings in the month prior to the election month.
  7. Write in candidates shall not be allowed.
- C. Elections
1. Shall be held at all Phlockings scheduled during the election month.
  2. Shall be open to all active members in good standing, each one having one (1) vote.
  3. Any member shall be permitted to vote by mail or email.
  4. Mail or email ballots must be received by the Election Chairperson no later than the date of the final Phlocking of the election month.
  5. Elections shall be by majority vote of the members casting ballots.
- D. Results of Elections
1. The Election Chairperson shall announce the results of the elections.
  2. Any alleged improprieties or problems with the election process shall 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 Club member or officer shall have the authority to represent The Club in any capacity, contract, obligation, function, or event without EXCOMM approval. All contracts shall be signed by the President or his/her designee with EXCOMM approval.
  2. Companies contracted may submit their invoice(s) directly to “The Villages Parrot Heads Club, Inc.”
- B. Checks
1. The President, and/or Treasurer shall sign all checks issued in the name of “The Villages Parrot Heads Club, Inc.”
- 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) Two hundred (200) dollars or less need to be approved by the Treasurer and one (1) other EXCOMM member.

- b) Greater than two hundred (200) dollars needs approval from the majority of the EXCOMM.
  - c) Under no circumstances shall non-budgeted or non-EXCOMM approved money be spent from monies collected without being documented and deposited by the Treasurer.
3. Reimbursements
- a) No reimbursements shall be made without itemized vendor receipts or itemized documentation.
  - b) Mileage reimbursement must be preapproved by The EXCOMM and accompanied with a receipt and/or itemized documentation.

Article VIII – Community Involvement/ Charity

- A. The Club shall participate in a minimum of two (2) community, charity, or environmental projects per calendar year.
- B. Monies collected from fund raising activities shall be controlled by The Club through The Club’s treasury. There shall be no direct contributions to any charity from a fund raising event unless previously approved by the EXCOMM. Contributions to charities shall 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 should 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 activities/events of The Club.

Article X – Property and Disclaimer

- A. Property
  - 1. Any property belonging to The Club shall not be used or consumed by any person without 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, Inc.” and its logo.
  - 4. The membership directory or (internet database) is to be used exclusively for the business 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. Amendments/Revisions

1. Any active member in good standing may submit a petition in writing for review of/amending/revising the bylaws.
2. The petition shall 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 clearly state the reasons for the proposed amendment(s) or revision(s) to the bylaws.
4. The EXCOMM, upon receipt of the petition, shall within forty five (45) days:
  - a) Request a meeting with the petitioner(s) for clarification of subject matter or,
  - b) Establish a special committee to review/amend/revise the bylaws consisting of a maximum of five members in good standing, no more than one of which may be a sitting EXCOMM member.
  - c) Amendments/revisions of the bylaws shall be approved by the EXCOMM.
  - d) Notify the Election Chairperson to initiate the procedures for ratification balloting.
5. The proposed revision(s) shall be made available to the membership via the website 30 days prior to the voting month.
6. Balloting:
  - a) Shall be held at all Phlockings(s) scheduled during the month selected for voting.
  - b) Shall be open to all active members in good standing each one having one vote.
  - c) Any member shall be permitted to vote by mail or email.
  - d) Revision(s) / Amendment(s) shall be ratified 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.

### B. Infractions of the Bylaws

1. Any active member in good standing may submit to the EXCOMM 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. The EXCOMM, upon receipt of the statement of the infraction of the bylaws, may within fifteen (15) days request a meeting with the petitioner for clarification of the alleged infraction.
3. The EXCOMM may inform the accused member of the alleged infraction against them by providing a copy of the statement.
4. The accused member shall be given fifteen (15) days after notification to provide a written response to the EXCOMM.

5. The EXCOMM within thirty (30) days shall start the process of investigation of the alleged infraction after the receipt of the response.
6. At the next scheduled EXCOMM meeting after the thirty (30) day period, the EXCOMM shall 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 shall be taken.
  - b) Action – The alleged infraction has been investigated and evaluated by the EXCOMM, and action shall be taken as determined by a majority decision of the EXCOMM.
7. The results of the EXCOMM decision shall be forwarded to both parties.

Article XII – Dissolution of the Villages Parrot Heads Club

- A. 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 explicitly 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 shall 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.

Date of Approval:

The Club’s bylaws were adopted December 31, 2003.

These bylaws were revised, approved, and ratified on September 6, 2006.

These bylaws were revised, approved, and ratified on August 20, 2009.

These bylaws were most recently revised, approved, and ratified on 12/21/2011