

The Villages Parrot Head Club Inc. By-Laws

Article I - General

- A. Name: this organization shall be called **The Villages Parrot Head Club**.
- B. Purpose: the purpose of the organization is to promote The Villages Parrot Head Club as a humanitarian group sharing community and environmental information for majority approved mutual benefits. The organization will engage in activities which are charitable, educational, high spirited, and promote the general welfare of the community.
- C. Statement of Purpose: The Villages Parrot Head Club is incorporated in the State of Florida and is a not for profit organization dedicated to preserving and improving the environment, and active in community oriented projects and concerns as a means of social interaction with like minded people interested in the music of Jimmy Buffett and the tropical lifestyle he personifies.
- D. **DISCLAIMER:** The Villages Parrot Head Club is recognized by but in no way attached to Jimmy Buffett and his business interests in Key West, New Orleans, Charleston, and Orlando. The Villages Parrot Head Club is not associated with HK Management, MCA Records, Island Records, Mailboat Records, or Margaritaville Records. The Villages Parrot Head Club acknowledges that Jimmy Buffett's name, his song titles, lyrics, names of businesses owned by him, and the term "Parrot Head" are all registered trademarks and should not be used for the pursuit of profit. The Villages Parrot Head Club likewise understands that organizations such as itself are allowed to use the term "Parrot Head" on club shirts, caps, etc., but **not** Jimmy Buffett's name.

Article II - Membership and Dues

- A. Club membership: Membership in The Villages Parrot Head Club shall be open to all, regardless of race, sex, creed, national origin, age or sexual preference. Members will include persons from the surrounding area as well as residents of The Villages. A member will be considered in good standing as long as his/her dues are current. All members agree to recognize and adhere to the "Code of Conduct," (addendum attached) infractions of which are subject to actions as stated in Article VI, Section C.

B. Dues: The annual dues of The Villages Parrot Head Club will be as follows:

1. Payment of dues shall be \$15.00 per person annually, preferably payable prior to December 31st of each calendar year. New members joining after June 30th and until the end of the calendar year shall pay \$10.00 per person. **Changes to the dues amount shall only be made by a majority vote of the general membership.** Any person who has not paid dues by the end of the calendar year will be considered to have terminated his/her membership. Subsequent payment of dues will reinstate membership and all rights and privileges therewith.
2. Refunds of dues are only made with a majority vote of the Executive Committee (EXCOMM). The EXCOMM can refund a portion of the withdrawing member's dues on a pro-rated basis determined by the number of days remaining until the end of the calendar year, thus terminating membership in The Villages Parrot Head Club and all rights and privileges therewith.

Article III - Meetings

A. Club Meetings:

The Villages Parrot Head Club shall attempt to schedule a club meeting each month. These meetings will address club business as well as provide a social event for the membership. These meetings will be presided over by the President or in his absence, the Vice-President. Any member in good standing may attend the meeting and will conduct themselves in a professional, courteous manner. All club decisions at the business portion of the meeting will be by simple majority vote of those members present. All club meetings will be held at a time and place to be determined by the EXCOMM. Notice of said meetings shall be communicated to the general membership either through the club newsletter, the Daily Sun newspaper or e-mail.

B. EXCOMM Meetings:

The EXCOMM will meet at the EXCOMM President's discretion and on an as-needed basis. The quorum for any meeting will consist of at least 4 EXCOMM members. At the time Trustees are added to the EXCOMM a quorum will then become 5 when 2 Trustees are added making the EXCOMM a total of 7 and 7 when 2 additional Trustees are added making the EXCOMM a total of 9. All members of the EXCOMM will be entitled to vote on all matters of administration.

Any member of the EXCOMM will be allowed to vote in absentia through a proxy provided the proxy vote is in writing and is carried to the meeting by the person selected as proxy. A majority vote is required to adopt any motion introduced at any EXCOMM meeting. Tie votes will result in the motion or item being tabled to be voted on at the next month's EXCOMM meeting unless the motion or item requires a more timely resolution. In this case, the President shall call a special meeting to address the issue as soon as possible. EXCOMM meetings are open to all club members in good standing, but only EXCOMM members can vote on issues. Minutes from EXCOMM meetings will be made available to all members of the organization.

C. Special Meetings:

The President can, at his/her discretion and in the interests of meeting responsibilities of the office, as described in III-B and IV-C.1.2. convene special meetings of the club and the EXCOMM.

Article IV – Club Officers, Election, and EXCOMM

A. Officers and Elections:

1. Officers: The club will elect the following officers to one (1) year terms running from January 1 to December 31: President, Vice-president, Secretary, Treasurer, Membership Director.
2. Election Chairperson: The EXCOMM shall appoint an Election Chairperson to conduct and oversee the next election procedure. The Elections Chairperson needs to be appointed before the September meeting. The Election Chairperson shall operate within the guidelines provided by the EXCOMM, and maintain the privacy and integrity of all assigned duties. The Election Chairperson shall be a person who is not a member of the EXCOMM nor is planning on running for office and will be appointed by majority vote of the EXCOMM.
3. Nominations: The Election Chairperson shall announce a “call for nominations” to all members in good standing for all offices to be elected in the upcoming year at the September club meeting. Nominations can be made directly, by telephone, or via e-mail to the Election Chairperson. Nominations will be accepted until the date of the November club meeting. Nominees consisting of members in good standing shall be placed on the ballot. Two members of the same household **cannot** hold two separate officer positions simultaneously.

4. Elections: The Election Chairperson shall conduct elections at the December club meeting. Write-in candidates will not be allowed. The Election Chairperson shall oversee the distribution, collection and tabulation of ballots for all contested offices. Nominees running unopposed shall be elected by an approved motion to cast a unanimous vote for the candidate(s). Election to any contested office shall be by majority vote of the membership present. The Election Chairperson shall see that the tabulated ballots are destroyed after the January meeting. Final results of the election shall be announced at the December meeting or Christmas party.

B. EXCOMM:

The EXCOMM will consist of the President, Vice-president, Secretary, Treasurer and Membership Director. With a majority vote of the EXCOMM, Trustees can be added to the EXCOMM in increments of 2 to a maximum of 4. The EXCOMM will be responsible for insuring that all club activities are conducted within the guidelines of Parrot Heads in Paradise (PHiP) Inc. and The Villages Parrot Head Club Statement of Purpose as outlined in Article I-C. The EXCOMM will be empowered to make decisions between club meetings to insure these goals are met. All decisions will be made by majority vote, with each member having one vote. Any and all EXCOMM decisions will be provided at the next club meeting. The EXCOMM will act on recommendations received from the general membership at club meetings and forward projects/concepts to the general membership at club meetings. All votes of the EXCOMM are subject to the quorum of the EXCOMM.

C. Responsibilities of Officers:

President:

The President shall:

1. Be the Chief Executive Officer and preside at club meetings, special meetings and meetings of the EXCOMM.
2. Have the power to call special meetings of the club and the EXCOMM.
3. Solicit from the general membership any individuals interested in serving as a committee chair or member on any of the standing or special committees. Interested individuals will then be appointed upon approval of the majority of the EXCOMM.
4. Work with committee chairpersons and EXCOMM members in order to help insure all assigned tasks are completed in a timely manner.
5. Deal with other matters as may be placed in his or her charge by the EXCOMM or general membership.

6. Deal with and attempt to resolve complaints and issues with the club and with PHiP.
7. Serve as liaison with PHiP and any other groups or organizations with which the club wishes to communicate, or designate this role to another member of the EXCOMM on a case-by-case basis.
8. Oversee the accounting of the club concert point system as described in Article VI-D.
9. File all necessary corporate and PHIP papers.

Vice President:

The Vice-President shall:

1. Assist the President in administering the business of the club.
2. Attend meetings of the EXCOMM
3. In the absence of the President have the powers and duties of the President.
4. 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.
5. Oversee the planning and implementation of group activities, unless a Group Activity Chairperson is appointed.
6. Deal with matters that are delegated to the position by the President or the EXCOMM.

Secretary:

The Secretary shall:

1. Attend and record minutes of club meetings, EXCOMM meetings and special meetings.
2. Furnish copies of meeting minutes to all EXCOMM members, appointed chairpersons and to others designated by the EXCOMM or the President.
3. Make available at club meetings a report of the minutes of the previous club meeting, EXCOMM meetings and any special meetings that occurred in the interim.
4. Perform other duties as designated by the President and EXCOMM.
5. Upon leaving office, pass on all materials and records for the present and prior years, in good condition, to the succeeding secretary.

Treasurer:

The Treasurer shall:

1. Assume responsibility for the financial matters of the club, receive monies, make deposits, balance accounts and issue checks for all charities and expenditures based on receipts supplied.

2. Attend EXCOMM meetings and have the books of the organization ready for examination by any member of the EXCOMM upon request.
3. Prepare monthly/quarterly reports for presentation to the EXCOMM.
4. Provide financial statements at each club meeting and in each issue of the club newsletter.
5. Present the books annually for inspection by a member of the EXCOMM appointed by the President.
6. Upon leaving office, pass on for the present and prior years, all funds recorded and books in good order to the succeeding Treasurer.

Membership Director:

The Membership Director shall:

1. Attend club meetings and process new members' applications and current members' renewals, collect dues, process and distribute badges, maintain an active membership log and forward dues monies to the Treasurer.
2. Attend EXCOMM meetings.
3. Upon leaving office, pass on for the present and prior years, all records, books and supplies in good order to the succeeding Membership Director.

Trustees:

The Trustees shall:

1. Attend meetings of the EXCOMM.
2. Perform duties delegated to the positions by the President and EXCOMM.

D. Eligibility Requirements:

All officers/EXCOMM members shall be members in good standing for a period of no less than one year prior to nomination.

E. Vacancies:

Vacancies in all EXCOMM positions can be created by resignation, abandonment of duties (as further defined below) or by recall for violation of any articles of the by-laws. A position shall be defined as abandoned if the officer is absent from all meetings, without just cause, for a period of 3 consecutive months. In the event of the vacancy of any position on the EXCOMM, the President can present nominations for temporary replacement until confirmation at the next general meeting. The candidate must be approved by a majority vote of the EXCOMM. In the event Trustees are added during the calendar year by the EXCOMM, said Trustees will receive voting privileges while awaiting confirmation at a special election for that purpose.

F. Abandonment and just cause will be determined by a majority vote of the EXCOMM.

G. Recall of any member of the EXCOMM can be made by any club member upon presentation of a petition that describes the reason for the recall. The petition must be signed by at least 25 club members in good standing on the date the petition is presented to the Election Chairperson. The recall of any elected officer may be affected for any of the following reasons:

1. Mental or physical disability resulting in inability to execute the duties of the office.
2. Willful violation of any articles of the by-laws.
3. Acts of malfeasance or misfeasance of the office.

Upon notification of the petition by the Elections Chairperson, the EXCOMM shall appoint a Special Recall Elections Committee to assist the Election Chairperson in conducting the recall election. The recall election shall occur at the club meeting immediately following the announcement of the recall petition in the club newsletter. Rules of a regular election shall apply except that a minimum vote of 10 percent of the membership must be received in order to affect a recall. A simple majority of the ballots cast will determine rejection or approval of the recall. The EXCOMM shall inform the membership of the results in writing via the newsletter no later than 10 days following the certification of the election.

Article V - Committees

A. General:

The following committees can be established in order to maximize involvement and participation of club members:

1. Web Master - Maintain and keep club internet web site current.
2. Newsletter - Ensure the club newsletter is published at least 4 times a year and posted on the club website.
3. Fund Raiser - Ensure that 50/50 tickets are sold at all club meetings and designated events.
4. Anniversary Party - Coordinate all activities connected with the club anniversary party.
5. Golf Tourney - Coordinate all activities connected with club golf outings.
6. Volleyball Tourney - Arrange practices for team members, coordinate all activities connected with volleyball tournaments.
7. Elections

8. Public Relations
9. Group Activities/Special Events
10. Travel
11. Charity

B. Committee Roles:

The purpose of all committees is to ensure that day to day functions and special events are completed in a timely manner. To this end the committees, working under a Chairperson, are given the detailed responsibility of specific events and activities. The committees are required to work closely with the EXCOMM on all projects/events. They are also required to keep the President and other EXCOMM members informed of all plans and progress and to adhere to the club Expenditures/Reimbursement/Budgets policy (see Article VI-F).

C. Committee Chairs Budgets/Expenses:

All Committee Chairs must present to the EXCOMM for approval a tentative budget for their official club event (official club events are those approved by the EXCOMM, using the club name and logo, and adhere to the by-laws Article V section C.). This shall include all information regarding the event including but not limited to: date, place to be held, food, entertainment, advertising, decorations, prizes and rentals if applicable. The Committee Chair will also provide to the EXCOMM a list of committee members and their responsibilities for the event. Any contracts or agreements for the event shall be approved by the EXCOMM before signing and shall be made in the name of The Villages Parrot Head Club. If an event requires transportation that has been approved by the EXCOMM, a passenger manifest will be established. It is suggested that names, phone numbers, and method of payment be recorded as received. Also, a wait list will be established in the event of cancellations, no shows, etc. Wait listed individuals will be added to the manifest in order of payment made. No tickets shall be printed until the EXCOMM approves all information provided along with prices/fees. All checks received as payment to attend an event shall be made payable to The Villages Parrot Head Club. All monies and checks collected shall be turned over to the Treasurer to be deposited in the club account in a timely manner. Under **no** circumstances shall monies be spent from monies collected. The EXCOMM must make approval by a majority vote of all event budgets. The Committee Chair will also be responsible for presenting to the EXCOMM a recap of the event including, but not limited to income, expenses and a list of attendees in the event tickets were not sold (see Article VI-G for definition of official and approved club events).

Article VI - Miscellaneous

A. Adoption of Bylaws:

Adoption of the by-laws or revision thereof that are approved by majority vote of the EXCOMM shall be ratified by a majority vote of members in good standing at the business portion of a club meeting designated for this purpose. Prior notice of such meeting shall be provided as described in Article III-A.

B. Amendment to the Bylaws:

A petition signed by 50 or more club members and presented to the President may propose amendments to these bylaws. The EXCOMM can present, for general membership vote, any amendments to the bylaws, which have been approved by the EXCOMM by a majority vote. Balloting rules of regular election shall apply.

C. Infractions of Bylaws:

1. Any current The Villages Parrot Head Club members may submit in writing only (signed, dated and clearly written), within 30 days of the occurrence of the stated infraction (s), to the EXCOMM, a detailed statement regarding the alleged infraction (s) of the club bylaws by any other club member.
2. The EXCOMM will inform, by letter, The Villages Parrot Head Club member of the alleged infraction (s) against them, along with the name of the member who has submitted the infraction statement. The accused member will be given 30 days to provide a written response to the EXCOMM. If the member chooses not to respond within 30 days, the EXCOMM will move forward to a decision without the member's input.
3. At the next scheduled EXCOMM meeting after the 30 day deadline, the EXCOMM will evaluate the alleged infraction (s) and make one of the following decisions:
 - a. No Action - The alleged infraction has been considered by the EXCOMM, and no action will be taken.
 - b. Action - The alleged infraction has been considered by the EXCOMM and action is being taken as determined by a unanimous decision of the EXCOMM. The specific action is entirely left to the discretion of the EXCOMM and is to be based only upon the stated infraction.

4. If action is taken against a club member for an infraction(s) of the bylaws, the member will be informed in writing within 30 days of the EXCOMM'S decision. The member who submitted the original statement of alleged infractions (s) shall be provided with a copy of the EXCOMM'S decision.
5. The EXCOMM may suspend any member whom the entire EXCOMM determines no longer meets the requirements for membership as set forth in Article II of these bylaws and/or "Code of Conduct." This must be by a unanimous vote. The vote suspends such member's membership in The Villages Parrot Head Club and all rights and privileges associated therewith.
6. At the next scheduled club meeting, the membership shall be informed of the decision, and the information will be properly recorded in the minutes.
7. The Villages Parrot Head Club EXCOMM decisions are considered final.
8. A member may reapply for membership after 1 year from the date they are expelled from the club.

D. The Villages Parrot Head Club Concert Point System:

The point year will run from the first event after the local Jimmy Buffett concert until the points are due for ticket purchase. No more than 2 tickets per member household will be available to the highest point earners. This figure may be adjusted by the EXCOMM based on ticket availability.

Ties may be broken by lottery. All qualified members will be given a deadline for purchase of these tickets. If that deadline passes the opportunity to purchase will go to the member with the next highest total. All points will be awarded as per the following schedule subject to approval by the EXCOMM:

1. Officers/Committee Chairs = 10 points
2. Organize Charity Event = 5 points
3. Actively serve on any committee = 5 points
4. Participate in charity function = 3 points
5. Write newsletter article = 2 points
6. Additional points may be issued for other activities as determined by the EXCOMM.

E. Altruism:

Events and/or activities sponsored by The Villages Parrot Head Club will have a portion of the proceeds raised donated to a designated charity. The club will participate in a minimum of 2 community,

charity, or environmental projects of their choice per calendar year. The Charity Committee has the responsibility to make recommendations to the general membership as to which charities to support. Individuals may also recommend charities and should do so through the Charity Committee.

F. Expenditures/Reimbursements:

A Villages Parrot Head Club member who wishes approval for an expense for a club related activity such as, but not limited to, construction materials, necessary supplies for official club events, other official and/or club sponsored functions, **prior to spending money** shall:

1. Obtain approval in writing from 2 EXCOMM members for expenditures not to exceed \$50.00
2. Obtain approval, in writing, from a majority of the EXCOMM for expenditures of \$50.01 to \$999.99.
3. Obtain approval, in writing, of a majority of the EXCOMM for expenditures of \$1000.00 or more and, in addition, obtain a majority vote of approval from the membership at the next general business meeting.
4. Under **no** circumstances shall monies be spent from monies collected without first being documented and deposited by the club treasurer.
5. To obtain reimbursement, the member shall submit the written approval along with itemized vendor receipts to the Treasurer. There will be **no exceptions** to this. Members who anticipate incurring expenses for club related activities should (after obtaining proper EXCOMM approval) seek to have the company invoice the club directly for the amount due. If this is not possible, then submit the receipts to the Treasurer for reimbursement or payment.
6. Submission of EXCOMM member receipts for reimbursement will be approved in the same manner except that the officer seeking reimbursement will excuse him/herself from the meeting during the discussion of the reimbursement and will not vote on same.
7. Mileage reimbursement will be at the discretion of the EXCOMM. Expenses will only be reimbursed if preapproved by the EXCOMM and proper receipts for expenses are presented.

G. Property:

Any property belonging to the organization shall not be used or consumed by any person without written consent of the EXCOMM and an approval by a majority of same. The term "property" includes all property, real or personal, tangible or intangible which may be

owned, or in the possession of the organization absent and overriding a legally enforceable contract. "Property" also includes the name "The Villages Parrot Head Club," and its logo, which shall not be utilized in conjunction with any activity not designated an "official club event" by the EXCOMM but rather an "approved club event" (approved club events are those approved by the EXCOMM but do not use the club name and or logo and do not adhere to Article V section C). Such activities would include, but are not limited to, bus trips, cruises, golf outings/tournaments etc. open to the general public. Announcements, flyers or brochures for such activities may be distributed to club members with prior approval of a majority of the EXCOMM. Lastly, "property" includes the club Internet database of membership or any other form of club communication which could be utilized for personal gain. All and any use of "The Villages Parrot Head Club's database must go through the President, who will then notify the other EXCOMM members of same.

H. Fiscal Year:

The fiscal year for The Villages Parrot Head Club shall begin on January 1 and end on December 31.

I. Authorized Signatures:

The President and Treasurer are the authorized signatories of The Villages Parrot Head Club bank account.

J. Directory:

The following statement is to be added to each printed membership directory: "This directory is for the exclusive use of The Villages Parrot Head Club. It is not to be utilized for any purpose not directly associated with The Villages Parrot Head Club, nor is it to be released to other parties without the approval of the Executive Committee of The Villages Parrot Head Club."