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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., hereinafter referred to as “The Club”. The elected governing body of The Club is the Executive Committee, hereinafter referred to as “Coco-Nutz”.

Definitions: The definitions contained in this article apply to the terms used by The Villages Parrot Heads 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 – Acceptable to The Villages Parrot Heads Executive Committee. Not organized by The Villages Parrot Heads Club.
 2. Should – Indicates a recommendation of that which is advised by not required.
 3. Special – that which serves a particular purpose.
 4. Standard Operating Procedures – Also known as The Club SOPs
- B. Mission Statement:
The Villages Parrot Heads Club is a 501(c)(7) not for profit organization incorporated in the State of Florida. 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 while providing assistance and support to charities, organizations, and community causes.
- C. Statement of Purpose:
The Club is an active chapter 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 the rights and privileges pertaining to meetings, events, and activities of The Club.
 3. Adhere to the bylaws as adopted by The Club.
 4. Agree to recognize and adhere to the “Code of Conduct.”



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Code of Conduct:

All members of the organization shall be required to treat fellow members, guests, hosts and their personal property, and the Flag of the United States with respect.

Members also agree to abide by all local, state and federal laws.

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. While the Villages Parrot Heads Club is not a political or partisan organization, and although its members may hold strong opinions in this regard, all members will refrain from local, state and/or national political discourse during Villages Parrot Heads Club sponsored events.

5. Not act or represent on behalf of The Club without written approval from the Coco-Nutz. This applies to, but is not limited to, planned activities/events, requesting donations, incurring debt, signing contracts, or posting on Internet sites, emails or flyers.
- C. Dues - The annual dues of The Club shall be as stipulated in The Club SOPs.
- 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) Put on probation for a period of time to be determined by the Coco-Nutz OR
 - b) Removed by a majority vote of the Coco-Nutz.
 3. A member may reapply for membership after one (1) year from the date they are removed from The Club. Member reinstatement shall be subject to review and approval by a majority of the Coco-Nutz.

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 and time shall be determined by the Coco-Nutz.
 3. The membership shall be notified of the meeting(s).
- B. Coco-Nutz Meeting(s)
 1. The Coco-Nutz shall meet at least one (1) time per month.
 2. The meeting(s) place, time, and agenda shall be determined by the President.
 3. The membership shall be notified of the meeting(s)
 4. Minutes of the Coco-Nutz meeting(s) shall be made available to members.
- C. Special Meeting(s)
 1. Special meetings shall be called when necessary by the President.
 2. Meeting place, date, time and agenda will 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 Coco-Nutz meeting(s) are allowed for litigation, contractual and sensitive personal issues ONLY and shall not be discussed outside of the



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executive session.

2. Synopsis of all executive sessions shall be maintained in the same manner as regular Coco-Nutz meeting minutes, and may be made available, with Coco-Nutz approval, to members only upon request.

Article IV – Coco-Nutz

A. Officers:

1. The Coco-Nutz shall consist of: President, Vice President, Secretary, Treasurer, Membership Director, and Trustees.
2. Trustee Positions not provided for in The Club SOPs may be added by using the Bylaws Procedures in Article XI.

B. Term of Office – The term(s) of office shall be:

1. 2-year terms – January 1st through December 31st of the following year.
2. Elected by the membership.
3. The terms shall be staggered bi-yearly.
 - a) The President, Treasurer, Membership Director, & Charity Trustee shall start their terms on January 1st of the odd years and serve for 2- years.
 - b) The Vice President, Secretary, Media Trustee, External Events Trustee & Volunteer Coordinator shall start their terms on January 1st of the even year and serve for 2-years.

C. Eligibility for Office

1. All nominees for Coco-Nutz positions shall be active members in good standing for a period of one (1) year at the time of nomination.

D. Responsibilities - The Coco-Nutz shall:

1. Attend all Coco-Nutz meeting(s).
2. Provide direction 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 and donations (monetary and/or in kind) to charitable organizations and foundations.
6. Ascertain bylaw compliance with regard to all club actions.
7. Ensure that all club activities and events are conducted within the framework of The Club's bylaws, The Club SOPs 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. Solicit from the membership any individuals interested in serving on committees.
14. Select an independent tax/audit firm for The Club's financial audit.
15. Take steps to fill a vacancy of an Coco-Nutz member.
16. Appoint an Election Chairperson.
17. Approve all vendors for all events.

E. Recommended Duties – The Coco-Nutz should attend all Club Phlockings and events/activities.



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F. Operating Structure:

1. The standard operating procedures for conducting business at Coco-Nutz meetings shall be established by the present Coco-Nutz.
2. A quorum is necessary to conduct business at Coco-Nutz meetings. A quorum is greater than 2/3 of Coco-Nutz members.
3. A majority vote is required to adopt a motion introduced at an Coco-Nutz meeting.
4. Any Coco-Nutz member submitting receipt(s) for reimbursement can avail him/herself 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 Coco-Nutz.
6. A Coco-Nutz member may appoint a club member in good standing to represent them at an Coco-Nutz 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 Coco-Nutz member.

G. Responsibilities of Officers:

1. President- The President shall:
 - a) Serve as Chief Executive Officer.
 - b) Schedule and call Coco-Nutz meetings.
 - c) Preside at meetings.
 - d) Supervise and assign/reassign the duties of the Coco-Nutz.
 - e) Sign 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 a liaison with PHiP and other outside organizations.
 - i) Oversee the filing of corporate and PHiP paperwork.
 - j) Update The Club SOPs 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) Serve as The Club's liaison with The Villages Recreation & Parks to reserve venues needed for club events, to include signing contracts and paying for said venues with The Club issued credit card.
 - e) Assume responsibilities for 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 Coco-Nutz meetings and others as required to do so.
 - b) Provide meeting minutes to Coco-Nutz for approval and post for membership.
 - c) Maintain calendar of planned club events.
 - d) Assume responsibilities for assignments requested by the President.



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- e) 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 Coco-Nutz approved expenditures.
 - c) Maintain the financial books and make them available upon request for the Coco-Nutz.
 - d) Submit, when directed by the Coco-Nutz, all financial records to an independent auditing firm.
 - e) Submit a monthly report to the Coco-Nutz on Club year-to-date income and expenses.
 - f) Recommend a tax preparer.
 - g) Prepare and submit The Club's taxes and be the authorized signatory for the annual tax return filing.
 - h) Assume responsibilities for assignments required by the President.
 - i) Maintain all financial records for seven (7) years.
 - 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) Issue membership identification.
 - c) Maintain an updated email database of members.
 - 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 Membership Director.
- 6. Trustees
 - a) Shall attend meetings of the Coco-Nutz.
 - b) Perform duties delegated to the positions by President and approved by Coco-Nutz.
 - 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 Coco-Nutz
 - 1. Vacancies are created by:
 - a) Resignation.
 - b) Abandonment- Abandonment occurs when an officer is physically absent, without just cause, from Coco-Nutz meetings 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:



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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 Coco-Nutz.
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 Coco-Nutz.
 - c) Names must be readable and verified by the Election Chairperson.
 - d) The petition shall substantiate the charges for the recall by detailing the reason(s) for termination by including any/all documents, dates, and description of events/ incidents initiating the petition submission.
 - e) The Coco-Nutz, upon receipt of the petition, shall within thirty (30) days, request a meeting with the petitioner(s) for clarification of the subject matter.
 - f) The Coco-Nutz, 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 Coco-Nutz regarding the petition.
 - 3) If a majority vote of the Coco-Nutz substantiates the charges, the Election Chairperson shall be notified to initiate the procedures for a recall election.
4. Vacancies are filled by:
 - a) The Coco-Nutz 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 a majority of the Coco-Nutz.
 - c) Confirmation of the candidate by a majority voice vote of the active membership present at phlockings scheduled in the month following Coco-Nutz approval.

Article V: Committee Chairperson(s)

- A. A person approved by the Coco-Nutz to plan and oversee events/activities; supervise and organize committee members; and maintain communications with The Club's membership.
- B. Responsibilities of a Committee Chairperson(s)
 1. Events/Activities Chairpersons shall
 - a) Where an event/activity involves expenditures of funds, prepare and present an operating budget sheet to the Coco-Nutz for approval. 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.
 - b) Not sell tickets until the Coco-Nutz approves all information provided along with prices/fees.
 - c) Not distribute announcements, flyers and/or brochures for such events/activities



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utilizing the Club's name and/or logo to Club members and/or the general public without prior approval of the Coco-Nutz.

- d) Report to the Coco-Nutz person in charge of their activity/event.
 - e) Present receipts for all expenditures to be reimbursed to the Treasurer.
 - 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 spend monies from that collected. Return any unspent monies from the final approved budget to the Treasurer within ten (10) days following the event.
 - g) Where an operating budget sheet has been approved by the Coco-Nutz, prepare and present to the Coco-Nutz an Activity/Event wrap-up sheet within thirty (30) days of completion of the activity/event.
- C. The duties and responsibilities of the Phins Up Shop Chairperson shall be as stipulated in The Club SOPs.

Article VI— Nominations and Elections

A. Election Chairperson shall:

- 1 Be appointed by the Coco-Nutz at the first (1st) Coco-Nutz meeting in January for a term of twelve months.
- 2. Be a non-Coco-Nutz member.
- 3. Recruit potential candidates for Coco-Nutz positions.
- 4. Conduct and oversee election and/or balloting procedures at the direction of the Coco-Nutz.
- 5. Maintain the privacy and integrity of all assigned duties.
- 6. Assemble an election and/or balloting committee.
- 7. Exclude him/herself and any committee member 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 for a period of 1 year or longer; however, two (2) members of the same household cannot hold Coco-Nutz positions simultaneously.
- 2. The Election Chairperson shall announce a "call for nominations" for all available offices during the month of October of each year.
- 3. Candidates may submit their written nominations to the election chairperson starting in October at the First Phlocking once the Elected Chairperson has announced the "call for nominations".
- 4. Nominations shall be closed by the Election Chairperson, via the President, at the end of the last Phlocking in October.
- 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.
- 6. Candidates will be given the opportunity to personally inform the membership of their qualifications for the office they are seeking at phlockings during the month



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- of November once their nomination has been accepted by the Election Chairperson.
7. Write in candidates outside the nomination process shall not be allowed.
- C. Elections
1. Shall be held at all Phlockings scheduled during the month of December.
 2. Shall be open to all active members in good standing, defined as being a currently paid-up member as of the 19th of the month prior to the election month, 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 end of the final Phlocking of the month of December.
 5. 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 shall cause the Coco-Nutz 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 Coco-Nutz approval. All contracts shall be signed by the designated Coco-Nutz member.
 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 Coco-Nutz.
 2. Expenditures
 - a) Two hundred (200) dollars or less needs to be approved by the President and one (1) other Coco-Nutz member.
 - b) Greater than two hundred (200) dollars needs approval from the majority of the Coco-Nutz.
 - c) Under no circumstances shall non-budgeted or non-Coco-Nutz approved money be spent from monies collected without being documented and deposited by the Treasurer.



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3. Reimbursements

- a) No reimbursements shall be made without itemized vendor receipts or itemized documentation.
- b) Mileage reimbursement must be preapproved by Coco-Nutz 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 approved by the Coco-Nutz. Contributions to charities shall be approved by the Coco-Nutz.
- C. Each year The Club membership should select via survey which charities they recommend to fund the following year. Any active member in good standing may recommend charities for The Charities Gift Committee to review.

Article IX – Point System

- A. The Volunteer Point System shall be as stipulated in The Club SOPs.

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 Coco-Nutz.
2. The term "property" includes all property, real or personal, intellectual, tangible or intangible which may be owned by, or in the possession of The Club. "Property" also includes the name "The Villages Parrot Heads Club", its website, database, and its logo. Property includes The Club's Internet database of membership or any other form of Club communication which could be utilized for personal gain.
3. 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 Coco-Nutz.



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Article XI – Bylaws Procedures

A. Amendments/Revisions

1. The Executive Committee shall be authorized to present By Law amendments to The Club's membership for approval.
2. Any active member in good standing may submit a petition in writing requesting an amendment to the bylaws.
3. 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. Names must be readable and verified by the Membership Director.
4. The petition must substantiate the reasons for the proposed amendment to the bylaws.
5. The Coco-Nutz, upon receipt of the petition, shall 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/amend/revise bylaws consisting of a maximum of five members in good standing, no more than one of which may be a sitting Coco-Nutz member.
 - c) Amendments/revisions of the bylaws shall be approved by the Coco-Nutz.
 - d) Notify the Election Chairperson to initiate the procedures for ratification balloting.
6. The proposed amendment(s) shall be made available to the membership via the website 30 days prior to the voting month.
7. 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. Printed and/ or written ballots which may be obtained from the website shall be the only ballots accepted.
 - d) Revision / Amendment(s) shall be by majority vote of the members casting ballots.
8. 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 Coco-Nutz 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 Coco-Nutz, 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 Coco-Nutz may inform the accused member of the alleged infraction against them by providing a copy of the statement.



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4. The accused member shall be given fifteen (15) days after notification to provide a written response to the Coco-Nutz.
5. The Coco-Nutz 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 Coco-Nutz meeting after the thirty (30) day period, the Coco-Nutz 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 Coco-Nutz, and no action shall be taken.
 - b) Action – The alleged infraction has been investigated and evaluated by the Coco-Nutz, and action shall be taken as determined by a majority decision of the Coco-Nutz.
7. The results of the Coco-Nutz decision shall be forwarded to both parties.

Article XII – Dissolution of the Villages Parrot Heads Club

A. Dissolution

1. Proposal for dissolution of The Club shall require approval by the Coco-Nutz for submission to the membership for vote.
2. Upon approval, the Coco-Nutz will establish a month for a vote.
3. Vote will be held at all three phlockings of the designated month.
4. Membership will be notified of the vote through email, newsletter and website post.
5. Dissolution shall be by majority vote of the members casting ballots.

B. Club Property

1. Club property 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. Club Funds

Upon dissolution of The Club, the Coco-Nutz, 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 Coco-Nutz's choice.