

2016 BYLAWS OF
Krewe of St. Patrick, Inc.

ARTICLE 1: CORPORATION

The name of this Corporation, founded on the 5th of January, 2010, as a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida, shall be known as: Krewe of St. Patrick, Inc. and hereafter referred to as the “Corporation”.

ARTICLE II: PURPOSE

Section 1. General Purpose. The Corporation is organized and operated for the following general purposes:

- a. Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- b. To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida which are consistent with the preceding paragraph.
- c. The Corporation shall not engage in the business of making its social and recreational facilities available to the general public. Further, the Corporation shall not make any solicitation of the general public to utilize club facilities/float.

Section 2. Specific Purposes. The specific purposes of the Corporation include, without limitation, the following:

- a. Our mission statement: Dedicated to developing a social environment of Friendship, Fun and Festivities and giving back to the community in which we live.
- b. Participation in area Parades, Events, and Charitable endeavors to fulfill our mission statement goals.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications For Membership. The membership of the Corporation, whose cap will be at the discretion of the Board of Directors, shall be composed of: 1) persons 21 years of age or older, dedicated to the accomplishment of the Corporation’s mission statement and who agree to conform to the bylaws, rules and regulations of the Corporation and the policies of the Board of Directors; Additionally, 2) all members of the Corporation are expected at all times to conduct themselves in such a manner as to not bring discredit upon themselves nor the Corporation; 3) No member at any time shall use the membership directory in any form for business promotional purposes, to include social media access to Krewe members; 4) No *official* global communication (to include, the Krewe and public email blasts/publications and the Corporation’s official website) shall be done by anyone concerning Corporate matters except by, or at the direction of, the President. Furthermore,

- a. Any person residing in the United States meeting the minimum qualifications above

may become a member of this Corporation.

- b. A member is considered to be in *good standing* when their dues are paid by 12:01 AM on September 1st, of the year in question
 1. For the Annual Meeting - a member is considered to be in *good standing* if their dues is paid-by the hour preceding the Board of Director's announced time in which the meeting will take place, to include the date and location. No member may attend the Annual Meeting if they are not considered to be in *good standing*.
 2. To be nominated for Office or appointed as a committee Chair - see ARTICLE III. Section 2.b.b
- c. A potential member may be approved for membership upon the completion of the following steps: (1) sponsorship by a member of *good standing*, (2) submitting a written application to the Vice President, Secretary, or Corporation's website (3) receiving a majority vote of approval by the directors present at a meeting of the Board of Directors, (4) payment received for dues within fifteen (15) days of membership application acceptance, (5) completed Membership Waiver turned into the Membership Chair.
- d. The officers, directors, committee members, members, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of this Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.
- e. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or by the Secretary at the first meeting after its receipt. Withdrawing members need to turn over any documents from board and/or committee work and/or assets that are owned by the Corporation.

Section 2. General Member, Founding Member, Member Emeritus. *Founding Members and Member Emeritus are considered to be General Members too.*

Type 1: General Membership

- A. Membership dues shall be annually renewable.
- B. General Membership in the Krewe of St. Patrick, Inc. entitles the member to:
 - a. Inclusion on the Krewe of St. Patrick, Inc. roster.
 - b. Eligibility for Board of Directors election after one (1) year of membership in *good standing*.
 - c. Invitations to all functions hosted by the Corporation.
 - d. Participate in all Parades offered by the Corporation.
 - e. There will be no refunds of Corporate dues except as approved by the Board of Directors.

Type 2: Founding Member

- A. One of the first 142 members of the 2010 Membership List.
- B. Should a Founding Member resign from the Corporation or fail to renew their membership by not having paid their dues on the date announced by the

BOD, s/he shall forfeit their Founding Member status.

- C. Founding Membership in the Corporation entitles the member to:
 - a. General Membership entitlements
 - b. Inclusion in the Corporation roster as a Founding Member with dues set at fifty (50) dollars/year unless amended by the BOD.

Type 3: Member Emeritus

- A. Granted to the Outgoing President of the Board of Directors.
- B. Member Emeritus in the Corporation entitles the member to:
 - a. General Membership entitlement
 - b. Inclusion in the Corporation roster as a Member Emeritus.
 - c. Immediately following their term as President they will serve as President ex-officio for two years. Additionally, they will not be required to pay their annual dues while serving as President ex-officio.
 - d. Member Emeritus will be required to pay their dues after their President ex-officio status is completed.

Section 3. Voting Rights. All members in *good standing* shall have one vote in all matters called to the floor for a vote at any annual or special meeting of the Corporation . At all meetings, except for election of officers and directors, all votes shall be by voice or a show of hands. For election of officers and directors, ballots shall be provided and there shall not appear any place on the ballot any indication of who cast the ballot.

Whenever voting by ballot is required, the President shall, prior to the commencement of balloting, appoint a committee of three members in attendance at said meeting who will act as “Inspectors of Ballots” and who shall, at the conclusion of such balloting, certify in writing to the President the results of said vote. The certified results shall be physically affixed to the minutes of that meeting.

No “Inspector of the Ballot” shall be the subject of the balloting or be a candidate for office.

Section 4. Membership Dues and Assessments. The Board of Directors shall decide the annual membership dues for each class of membership in such amounts and in such manner as the Board of Directors determines from time to time. Dues for renewing membership within the Corporation will be payable annually by 12:01 AM on September 1st, of the year in question. All members will be given prior notice thereof of the amount and due date as set by the Board of Directors. There will be no refunds of membership dues after the due date unless directed by the Board of Directors.

The Board of Directors may consider a special assessment up to \$25.00 per year. Special assessments can only occur one time per year. Annual assessments may not exceed \$25.00 per year unless membership approves by a vote of the majority.

Section 5. Event(s) Fee(s). Event fees, to include Parade Fees, will be payable per event as approved by the Board of Directors and announced by the required Committee Chair or President. There will be no refunds of the parade fees after the announced cut-off date unless directed by the Board of Directors. Safety walkers shall be exempt from parade fees. Only

members in *good standing* may attend events unless pre-approved by the Board of Directors.

Section 6. Refund of Dues and Fees. Refunds of Dues and Fees are determined by the Board of Directors if a refund is requested AFTER the notified due date or cut-off date. Requests BEFORE the notified due date will be automatically refunded in a timely matter for annual dues and a credit will be issued for event refunds. A refund request to the Board of Directors for a membership refund should be made through the Membership Chair and an event fee refund should be made through the appropriate Chair. Communication to the respective Chairs shall be by email or mailed written notice stating what refund, which event (if applicable), and the reason requesting the refund. Refund requests will be address by the Board of Directors upon the next Board meeting following receipt of the requests.

Section 7. Meetings of Members. An annual meeting will be held during the month of September at a day, time and place designated by the Board of Directors. The purpose of this Corporational meeting shall be to elect directors and will include any other business deemed necessary by the Board of Directors. Only members in *good standing* may attend.

At each annual meeting, the directors of the Corporation shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting members held for that purpose.

Special meetings of the voting members for any purpose or purposes may be called at any time by the President, or upon written petition addressed to the Board of Directors from a majority of the directors, or upon written petition by at least twenty-five percent (25%) of the voting members. Upon receipt of such written petition, the President must call a special meeting to be held within 14 days of notification. This special meeting will then be communicated to all members at least 10 days before the scheduled date set for the special meeting. Such notice shall state the reasons that the meeting has been called, the business to be transacted at the meeting and who called it.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for the election of officers and directors.

Section 8. Notice of Meetings of Members. The President, or by direction to the Secretary, shall notify every member in *good standing* listed on the current roster, of the year in question of the time and place of such annual, or regular, meeting through email or personally addressed to each member at the address appearing on the books of the Corporation. Such notices shall be sent not less than ten (10) days before each meeting, and shall specify the place, day and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such. Only members in *good standing* may attend.

Section 9. Quorum. The presence in person of not less than 51% of the voting members in *good standing* shall constitute a quorum of the membership and shall be necessary to conduct the business of this Corporation; a lesser percentage may adjourn the meeting for a period of not more than two weeks. The President, or by direction to the Secretary, shall cause a notice of this

rescheduled meeting to be sent to all members.

The voting members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

Section 10. Voting by Mail, Facsimile, or Internet. If determined by the Board of Directors, the annual election of directors by the voting members of the Corporation shall take place by mail, facsimile, or internet option(s). If it is so determined, ballots shall be delivered to all voting members not more than sixty (60) days before such annual meeting of the members and, to be valid, ballots must be completed through the delivery option(s) stated on the ballot and received by a date specified in the ballot, which shall be not less than twenty (20) days before such annual meeting.

Section 11. Termination of Membership. The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if their membership dues have not been paid *within* thirty (30) days after 12:01 AM on September 1st, of the year in question.

Members terminating due to resignation - see ARTICLE III. Section 1.e.

Members terminated as a result of *expulsion* may renew after three (3) years have passed since the date of termination of their membership in the Corporation by obtaining the affirmative vote from a majority of the directors present at a meeting of the Board of Directors.

Reactivate General Membership - General Members and Founding Members (see following paragraph) terminated as a result of non-payment of dues *within* thirty (30) days after 12:01 AM on September 1st, of the year in question may reactivate General Membership in the Corporation if they reactivate thirty-one (31) days to *within* forty-five (45) days after 12:01 AM on September 1st, of the year in question, by re-application. Reactivation of membership application's approval depends upon: 1) obtaining the affirmative vote of a majority of the directors present at a meeting of the Board of Directors; 2) payment of membership dues within five (5) days of re-application approval; and 3) completed Membership Waiver turned into the Membership Chair.

Founding Members will lose their Founding Members status as a result of non-payment of dues on the thirty-first (31) day after 12:01 AM on September 1st, of the year in question and will henceforth be General Members upon reactivation of membership (see preceding paragraph) or new member application (see following paragraph).

General Members terminated as a result of non-payment of dues as of the forty-sixth (46) day after 12:01 AM on September 1st, of the year in question, are considered new members upon application. See ARTICLE III, Section 1.c.

Section 12. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause, provided that a statement of the reasons for suspension or expulsion shall have been forwarded by either U.S. mail or email to the member at their last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the date, time and place where the Board of Directors will consider the suspension/expulsion. The member shall be given an opportunity to present a defense at that time, prior to the Board taking any action. Affirmative vote of a majority of ALL the directors is required if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation. Upon expulsion by the Board of Directors, an ex-member may submit a written appeal within 10 days to the Secretary of the Board asking for a vote from not less than 51% of the voting members, a quorum, at the next schedule mandatory membership meeting. If voting is in favor of the expelled ex-member, then membership will be reinstated and dated back to the original expulsion date.

ARTICLE IV: GUESTS

Section 1. Prospective Members A prospective member may attend no more than two (2) Board approved Corporational events per year as a guest provided they are accompanied in person by a member who introduces such guest to the Membership Chair, or in the absence of the Chair, the President or Secretary, at each event attended. Prospective members are not allowed to attend the Annual Meeting.

Section 2. Responsibility For Guests. Each member shall be responsible for the conduct of, and indebtedness incurred by, all guests admitted to the Board approved Corporate events.

ARTICLE V: THE BOARD OF DIRECTORS

Section 1. Powers. The Corporation shall be governed and managed by the Board of Directors subject to any limitations of the Articles of Incorporation, the laws of the state of Florida, to include Nonprofit Corporation Act of the State of Florida and 2015 Florida Statutes, Title XXXIII, Chapter 496, Section 405, within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, or these Bylaws. Under which the Board of Directors shall have the following powers:

- a. To appoint and remove all Officers of the Corporation and to prescribe such powers and duties for Officers
- b. To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations as they deem best.
- c. To designate any place for the holding of any membership meeting, to change the principal office of the Corporation for the transaction of its business from one location to another.
- d. To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense

the same or the income and profits therefrom.

Section 2. Number of Directors. The Board of Directors shall consist of eight (8) directors. The number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect any increase or decrease shall require the vote of at least two-thirds ($\frac{2}{3}$) of all directors in office. No decrease in the number of directors shall shorten the term of any director then in office.

Section 3. Election of Directors. All directors shall be elected by the voting members of the Corporation. In order to be elected to the Board of Directors, a member must be a member in *good standing* for at least one year. The term of each director, upon being elected to office, shall begin immediately.

Section 4. Term of Office. Each member of the Board of Directors shall serve a term of two years; the President shall be elevated to Emeritus status following their tenure as President. Directors may be elected or appointed to no more than two (2) successive terms in each position. A director who has served all or part of two (2) successive terms shall be ineligible for reelection for three (3) years for the same position. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

Section 5. Staggering of Terms. The terms of the directors shall be staggered. Beginning in September of 2016, members in *good standing* shall elect those director positions also serving as Officers for Vice President and Treasurer, and three (3) "At Large" member directors from members in *good standing*. In the following year, 2017, members in *good standing* shall elect those director positions also serving as Officers for President, Secretary and Sgt of Arms from members in *good standing*.

Section 6. Nomination of Directors. Sixty (60) days prior to September 1st, of the year in question, the Board of Directors shall request a committee of, at least, five (5) members in *good standing* to present a list to the Board of Directors containing the names of eligible nominees as directors for the ensuing year. Said list shall contain the names of at least one eligible nominee to each vacancy. In case the Board of Directors fails, for any reason, to elect such a committee within the time specified, then it shall be the duty of the president to appoint such a committee of, at least, five (5) members. Nominations made by the committee for directors must be delivered to the Secretary at least thirty (30) days before the annual meeting of the voting members. The Secretary shall attach a list of nominees to the notification of the annual meeting of the voting members.

Membership eligible for nomination must meet any and all requirements outlined by the Board of Directors.

Section 7. Removal, Resignation. Any director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any director may be removed when sufficient cause is shown. The Board of Directors may entertain charges against any director or officer. A director or officer may be represented by counsel upon any removal hearing due

to charges. The Board of Director shall adopt such rules for this hearing, as it may in its discretion, consider necessary for the best interest of the Corporation.

Cause for removal exists (without limiting other causes for removal) whenever a director:

- a. fails to attend three (3) consecutive regular meeting of the Board of Directors, notwithstanding that they otherwise qualify for office;
- b. is convicted of a felony while in office; to include 2015 Florida Statutes, Title XXXIII, Chapter 496, Section 405
- c. has committed a material breach of their fiduciary duty;
- d. has committed an act of moral turpitude; or
- e. ceases to be a member of *good standing* of the Corporation as a director due to termination of membership during term of office- see ARTICLE III. Section 11, paragraph 1. Furthermore, reactivation of membership does not ‘reactivate’ a Director’s term. Accordingly, the vacating Director’s position is fulfilled according to Section 9 (see below).

Section 8. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- a. The death, incapacity, resignation, termination of membership or removal of any director.
- b. The authorized number of directors is increased.
- c. At any meeting of the voting members at which a director is to be elected, but the voting members fail to elect the full authorized number of directors to be voted at that meeting

Section 9. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a current Director with a vote of the majority of the remaining directors whether the vacancy occurs on a future date or not. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent (100%) of the remaining directors shall be required to fill any vacancy. A director so chosen shall serve for the balance of the unexpired term of the vacant position. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office term is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director.

Section 10. Place and Number of Meetings. Meetings of the Board of Directors shall be established by the President as required. The Board shall hold at least six (6) meetings each calendar year.

Section 11. Annual and Special Meetings. Each year, following the annual meeting of voting members, the Board of Directors shall meet to establish that years business agenda and any other business if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third ($\frac{1}{3}$) of the directors then in office.

Section 12. Notice of Meetings. A regular meeting of the directors may be held without prior notice. Notice of the time, and place of special meetings of the Board shall be sent by mail or other forms of communication, as shown upon the records of the Corporation at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting. If and when notice is given, it will also be made available to voting members.

Section 13. Quorum and Voting. A majority of the elected and qualified directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these bylaws. Each director present shall be entitled to one (1) vote; except the President, who shall vote with one (1) as a tiebreaker. Voting by proxy shall not be permitted. Voting members are encourage to attend Board of Directors meetings as observers only and may not vote.

Approval of minutes, whether it be from a regular, special, or annual meeting, constitutes consent by the Board of Directors of transaction made by those directors in attendance at the time of the meeting; provided that the attending directors represent a quorum. All consents shall be filed with the corporate records or made a part of the minutes of the next meeting.

Section 14. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. If the director is absent and cannot enter a dissent at that time, s/he must do so within a reasonable time after obtaining knowledge of the action.

Section 15. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

Section 16. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 17. Ex Officio Board Advisors. *Ex officio* advisors are past Presidents, Members Emeritus, who may advise the Board by attending and participating in meetings of the Board of Directors, but not vote in their *ex officio* capacity.

Section 18. Stipend. The Board members shall be given a one (1) stipend annually. This stipend shall be equal to and shall be applied as a credit against their parade fee. No stipend

shall ever be paid in cash. The Board of Directors shall determine the parade fee amount the stipend will be applied toward.

Section 19. Order of Business.

- a. Call to Order
- b. Roll Call
- c. Consent Agenda approval
- d. Old and Unfinished Business
- e. Reports of Officers to the Board of Directors
- f. Reports of Committee Chairs to the Chairperson of the Board
- g. New Business
- h. Adjournment

ARTICLE VI: OFFICERS

Section 1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

Section 2. Number and Selection. The Officers: President, Vice-President, Secretary, Treasurer, and Sgt of Arms also serves as Board of Directors. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President is also the director of the Corporation. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms - See ARTICLE V. Section 9.

Section 3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation.

Section 4. President. The President of the Corporation by virtue of the office shall be Chairperson of the Board. As the chief operating officer of the Corporation, and subject to the direction and under the supervision of the Board of Directors, s/he shall have general charge of the business affairs and property of the Corporation. The President shall interest themselves in all affairs of the Corporation; s/he shall preside at all meetings of the Board of Directors and membership meetings. The President shall designate all committee chairpersons. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Bylaws or the Board of Directors. Furthermore, the President shall:

- a. Be present at each annual meeting and present an annual report of the work of the Corporation
- b. Oversee that all books, reports and certificates required by law are properly kept or filed
- c. Sign all documents, contracts and be the official representative of the Corporation when appropriate
- d. Shall maintain the official copy of the ByLaws and make appropriate modifications to be

reviewed by the Board of Directors and voted upon by the voting members of the Corporation.

- e. See that the Corporation is properly advised by legal and accounting services
- f. Ensure the Corporation maintains adequate liability insurance
- g. Oversee the public communications by the Corporation and approve, in advance, all global communications to the Corporation's membership and general public
- h. Attend, when possible, all committee meetings to ensure the Corporation's responsibilities are being adhered to, and the Board of Directors Corporate goals are met

Section 5. Vice President. At the request of the President, or the absence or inability of the President, the Vice President shall become acting president of the Corporation with all the rights, privileges, powers and restrictions as if s/he had been duly elected president. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Bylaws or the Board of Directors. Furthermore, the Vice President shall:

- a. Serve as Chairperson of the Membership Committee.

Section 6. Secretary. The Secretary shall also maintain and protect a file of all official and legal documents of the Corporation. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Bylaws, the President or the Board of Directors. Furthermore, the Secretary shall:

- a. Keep the minutes and records of the Corporation in appropriate books.
- b. Submit to the Board Chair a draft of the minutes to be dispersed
- c. Present to the membership at any meetings any communication addressed to the Secretary of the Corporation.
- d. Submit to the Board of Directors any communications that are addressed to the Secretary of the Corporation.

Section 7. Treasurer. The Treasurer shall have custody of all Corporation funds; keep full and accurate account of all receipts and disbursements of the Corporation, an inventory of assets, and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Bylaws or the Board of Directors, or the President. The President may delegate all or part of the authority and duties of the Treasurer to a subordinate officer: Assistant Treasurer. Furthermore, the Treasurer shall:

- a. Be responsible for the collection of dues or assessments, and placing such funds in a fund controlled by the Board of Directors.
- b. Inform the Board of Directors when payments on contracts are due.
- c. Prepare the annual budget to be presented to the Board of Directors annually for

approval.

Section 8. Sgt at Arms. The Sergeant at Arms shall keep order and decorum at all meetings and functions of the Corporation. S/he shall be a member of the Parade Committee. The Sgt of Arms shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Bylaws or the Board of Directors, or the President.

Section 9. Annual Transition. All retiring officers will promptly deliver to their successors all materials pertaining to the office. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.

ARTICLE VII: PROHIBITED ACTIVITIES

Section 1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income taxes under 501(c)(7) of the Internal Revenue code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

Section 2. Non-Discrimination. The officers, directors, committee members, members, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of this Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin in regards to all aspects of its activities.

Section 3. Conflicts of Interests. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation directors or officers, and member of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interest of the corporation and work to the detriment of the corporation.

Section 4. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the Corporation.

Section 5. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of the interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

Section 6. Preventing Conflict Situations. The Corporation, through the board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- a. Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.

b. Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

Section 7. Litigation. The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE VIII: OTHER FINANCIAL MATTERS

Section 1. Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

Section 2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these bylaws, all the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under 501(c)(7) of the Internal Revenue Code of 1986, as amended.

Section 3. Contracts. The President of the Corporation is the only officer authorized to act as agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Any contract, document, engagement, and/or pledge of credit that seeks to obligate the Krewe of St. Patrick in a financial partnership over Two Thousand and One dollars (\$2001.00) will need the authorization of the Board of Directors. No other officer, agent, or member shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount.

Section 4. Financial Accounts. The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President, V. President, and/or the Treasurer. All checks issued require two signatures. Any monies moved out of the account(s) need prior approval of two designated Officers; the recurring monthly debit for the warehouse rental is exempt from prior approval. Any passwords held for online banking access, 3rd party payment systems/companies account(s), and any additional online account access needed to carry out corporate business are to be retained by the Treasurer and President.

Section 5. Financial Statements and Reports. The Treasurer shall be responsible for presenting to the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the board. Furthermore, s/he shall

also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation.

Section 6. Limitations on Debt. No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

Section 7. Liability of Members. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

Section 8. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

Section 9. Fiscal Year. The fiscal year of the Corporation shall be from each September 1st to each August 31st.

ARTICLE IX: COMMITTEES

Section 1. Committee Powers. Committees of the corporation shall be standing or special. The President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The President may establish such special committees or standing committees in addition to those specified in the Articles of Incorporation as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Florida Nonprofit Corporation Act. All committees shall be by majority vote, unless otherwise prescribed by the Board of Directors.

Section 2. Limitations. Excepts in cases where these Bylaws provided otherwise, the function of any committee is as an advisory group of the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved by the vote of the board of Directors as a whole and the President; as designated in these Bylaws.

Section 3. Committee Membership. The President shall be an *ex-officio* member of every committee other than the Executive Committee. All committee chairs are responsible for including the President in committee communications. Every committee shall consist of at least two (2) persons, exclusive of the President. Committee Chairs will be, appointed (or

removed), by the President from members in *good standing*. Members no longer considered in *good standing* are automatically removed from any committee Chair position and/or committee membership - see ARTICLE III. Section 11, paragraph 1. Furthermore, reactivation of membership does not ‘reactivate’ a committee Chair’s term. Accordingly, the vacating committee Chair’s position is filled by Presidential appointment.

- a. The newly appointed committee Chairperson will form the committee from members in *good standing*.
- b. Committee Chairs shall be appointed for one-year terms.
- c. No committee Chair shall be appointed to more than one Chair position within the same year, but may be a member of other committees other than the committee they chair.
- d. No Chairperson may serve more than three (3) full or partial successive terms on a committee.
 - i. A member in *good standing* may be re-appointed by the President for the same position after one (1) year of absence from that position.

Section 4. Standing Committees. In addition to other committees the President may establish from time to time, the following are standing committees of the Corporation:

- a. Executive Committee. The Executive Committee shall, in infrequent intervals between meetings of the Board of Directors, have general control of the affairs of the Corporation, but nothing herein shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to, the expressed direction of the Board of Directors. The President shall be the Chair of the Executive Committee and other members may be members of the Board of Directors and/or committee Chairs depending on the issue(s) to be resolved.
- b. Membership Committee. The Membership Committee shall carry on a membership solicitation drive each year. This committee shall also recommend to the directors the types and amounts of dues for memberships in the Corporation. Furthermore,
 - i. Maintain an official membership list with notification of when members joined and deactivated their membership.
 - ii. Notify the Secretary of any changes to the roster immediately; to include dates.
 - iii. Ensure that each Board of Director receives an updated membership roster in a timely manner.
 - iv. Ensure each new member receives a New Membership Packet; to include Krewe t-shirt
 - v. Acquire and maintain any completed membership Waivers the Board of Directors deems necessary.
 - vi. Be the conduit to the Board of Directors for general membership questions.
 - vii. Submit to the Board of Directors a written report on committee activities.
 - viii. For Board approval, submit to the Treasurer a yearly committee budget.
- c. Parade Committee. The Parade Committee shall be responsible for preparing any parading documentation/licenses required and obtaining the President’s signature on legal documents. This committee shall maintain and repair the float(s) under the budget approved by the Board of Directors. Furthermore,

- i. Shall recommend to the directors the parade fees assumption for year.
 - ii. Shall submit a budget to the Treasure and Board of Directors.
 - iii. Coordinate decoration of the float for each parade.
 - iv. Coordinate the logistics and amount required for safety walkers
 - v. Coordinate maintenance and/or repair committee meetings.
 - vi. Submit to the Board of Directors a written report on committee activities.
- d. Social Committee. The Social Committee shall be responsible for preparing the yearly social calendar of the Corporation in order for membership to meet at least once per month with three (3) of the events scheduled as *family friendly*. Furthermore,
- i. Shall submit a budget to the Treasurer and Board of Directors to be approved and inform the Parade Chair on the amount of budget actually used per parade/event.
 - ii. Coordinate the setting up and break-down of events.
 - iii. Coordinate the decorating of the All Krewe (Fiesta Ball) table
 - iv. Submit to the Board of Directors a written report on committee activities.
- e. Ball Committee. The Ball Committee shall be responsible for the Corporation's yearly ball; to include establishing a date, theme, location, and budget for the Board of Directors to approve.
- Furthermore,
- i. Develop and coordinate fundraising efforts with the fundraising committee.
 - ii. Submit to the Board of Directors a written report on committee activities.
- f. Web Committee. The Web Committee shall be responsible for the Corporation's web page; to include design, maintenance, and daily operation. Post/place membership communication, and public, sent from (or pre-approved by) the President.
- g. Fundraising Committee. The Fundraising Committee shall be responsible for raising monies to benefit the Corporation's chosen charity work and the Corporation; to include the annual ball. Furthermore,
- i. Coordinate with the Ball Committee concerning Ball fundraising.
 - ii. Submit a budget to the Board of Directors per event.
 - iii. Submit to the Board of Directors a written report on committee activities per event.

Section 5. Special Committees. The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate from time to time. Committee Chairs will be appointed by the President.

ARTICLE X: INDEMNIFICATION

Section 1. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, or disinterested directors, or otherwise.

Section 2. Indemnification of Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to

payment by the Corporation, for expenses incurred in defending any proceeding before its final disposition, to any agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, joint venture, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws of the laws of the state of Florida.

Section 4. Changes in Florida Law. If there is any change of the Florida statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provision, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, The Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

Section 5. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any director, officer, or agent of the Corporation for or with respect to any acts or omissions of the director, officer, or agent occurring before the amendment or repeal.

Section 6. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE: XI: AMENDMENTS TO BYLAWS

Section 1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, [or provisions which are not subject to amendment,] if any, these Bylaws may be adopted, amended, restated or repealed by not less than an affirmative vote of 51% of the members in *good standing* of The Krewe of St. Patrick, Inc.

Section 2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept by the Secretary and President, and shall be open to inspection by the members, officers and directors at all reasonable times during an agreed upon time and place within a reasonable amount of time after such request.

State of Florida
County of Escambia County

I, _____, hereby certify that I am the duly elected Secretary of The Krewe of St. Patrick, Inc.; that attached hereto are the Bylaws of the within named

corporation, and that such have been duly enacted and are in full force and effect as the date hereof.

Dated: _____

Secretary

Subscribed and sworn to before me this date of _____

Notary Public,
My commission expires _____.