

YE MYSTIC KREWE OF NEPTUNE

BYLAWS

NOTICE OF APPROVAL

The bylaws of Ye Mystic Krewe of Neptune were amended by the Bylaws Committee of the Executive Board and approved by the Board of Directors at the regularly scheduled meeting of the Board of Directors on **March 2, 2024**. Notice of these amendments was sent via mail as outlined in ARTICLE XIX and in accordance of ARTICLE XI of the existing bylaws to the membership prior to the Annual Meeting of the membership. These amended Bylaws were then submitted to the vote of the general membership at the Annual Meeting held on **April 6, 2024** and were so approved by the vote of the plurality of members in attendance.



Captain: Shahram Anthony Shams



Executive Officer: Christopher M. Fitzpatrick

ARTICLE I NAME

The name of the Non-Profit Corporation shall be YE MYSTIC KREWE OF NEPTUNE, INC., (hereinafter "the Krewe").

ARTICLE II PRINCIPAL OFFICE

The principal office of the Krewe shall be located in Pinellas County, Florida.

ARTICLE III PURPOSES

The purposes for which the Krewe is formed are as follows:

- A. To promote the fellowship of persons twenty-five (25) years of age or older for social and recreational purposes.
- B. For the advancement of religious, charitable, educational, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization, under Section 501(c)(7) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

ARTICLE IV PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Krewe shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(7) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE V MEMBERSHIP

Section 1. Limitation of Membership

The total number of active members in the Krewe shall be limited, determined from time to time by the Board of Directors.

Section 2. Eligibility

Any person interested in the objectives and purposes of the Krewe who agrees to be bound by the Articles of Incorporation and Bylaws thereof, and by such rules and regulations as may from time to time be adopted by the Board of Directors, is eligible for membership as hereinafter provided.

Section 3. Application and Membership

Candidates for membership shall be admitted to membership in the Krewe as follows:

- A. To be considered for membership, a candidate must have attended two (2) official Krewe-sponsored functions as a guest of his sponsor. In addition, he must be introduced at a Board meeting. If there is no Krewe-sponsored function within thirty (30) days of the first event, the Board Meeting introduction will be counted as a candidate's second function.
- B. Candidates shall be recommended to the Membership Committee by any Active member. This recommendation shall be made on an official membership application form provided by the Membership Committee and shall be accompanied by 50% of the initiation fee. The Application form shall be dated when received by the Membership Committee, which date shall establish the order of priority of recommendations.
- C. After recommendation of the Membership Committee to the Board of Directors, the name of a candidate shall be posted to the membership at large for a period of one (1) week.
- D. At the expiration of the posting period, the Board of Directors shall vote on the recommendation. Any candidate receiving at minimum seventy five 75% affirmative vote of those present at a duly called or held meeting of the Board of Directors shall be extended a written notification of acceptance.
- E. This notification of acceptance will require the applicant to pay the remainder of the initiation fee (50%) and the applicable dues within thirty (30) days of date of notification for the membership process to be completed. An applicant becomes an Active member after his election and when all fees have been paid.
- F. The Membership Chairman shall advise each new member of his rights, obligations and direct him how to obtain the Krewe uniform, and the Coin of Fellowship.
- G. Any candidate who shall not receive an invitation to join the Krewe when first considered shall be reconsidered at the next regularly-scheduled meeting of the Board of Directors. After reconsideration, he shall not be eligible for further consideration for the balance of the current fiscal year.

Section 4. Classification of Members

A. Active Members

Active members shall be subject to all the duties and obligations of the Krewe and shall be entitled to engage in all activities of the Krewe. They shall be entitled to attend meetings, vote, hold office and sponsor new members.

B. Honorary Members

Any Past King or Past Captain who elects to become inactive may become a Distinguished Lifetime Member after having maintained an Active Status for no less than 10 years. The dues assessed for this membership will be 10% of the due assessed to the Active Members for annual dues. The Board may revoke this status for any given individual for cause with a $\frac{3}{4}$ majority vote. They may NOT vote in elections, hold office, march in the Gasparilla, or the Knight Parade as a portion of this membership. They are entitled to attend events at the associated guest fee, on a pay-as-you-go basis accompanied by a spouse or significant other.

C. Active Non-Resident Members

This category of membership shall only be available to current or past members that no longer reside within the State of Florida. For purposes of this section, residency shall mean that they spend 6 weeks or less in any calendar year within the State of Florida. Ownership of real estate within Florida does not constitute residency. Any member applying for this status must have maintained an Active Status for no less than 2 years.

Upon application and approval by the Board of Directors, a member may request that his membership be changed for Active-to-Active Non-Resident Member status. This category of membership entitles Active Non-Resident Members to the following membership privileges: the right to vote at any meeting of members, the right to participate in any and all "member only" events including Gasparilla Day Parade, Ybor Knight Parade, Annual Membership Meeting and Whale Watch. However, Non-Resident Members and their spouse/significant others shall pay the designated guest fee to attend any other YMKN events including but not limited to the Friday night pre-Gasparilla Party, Ybor Knight Parade pre-party.

Active Non-Resident Members shall pay one-third ($\frac{1}{3}$) of the annual dues assessed to Active Members. Such payment shall be due upon billing.

This category of membership will not be counted when considering the membership cap as described in Article V, Section 1.

Section 5. Duration and Termination for Cause

The term of membership shall be for the fiscal year and shall be required to be renewed annually by the payment of the then current dues. Membership may be suspended or terminated for cause upon an affirmative vote of seventy-five (75%) of the Board of Directors after due notice and hearing in accordance with written procedures adopted by the Board of Directors.

Section 6. Dues, Default and Termination

A. At least annually, the finance committee shall meet and make a recommendation to the board as to the amount of dues to be charged for the next fiscal year. The board shall approve or disapprove the finance committee's suggested changes in the dues by a vote of at least seventy-five 75% of those Directors attending any regular or special meeting of the Board of Directors. Any change in the dues shall be effective the first fiscal year following the meeting changing the annual dues.

B. The Board of Directors may provide for pro-rating the amount of annual dues which is payable by a new member, when such a new member is accepted during the fiscal year and after the occurrence of official Krewe functions, the payment for which is included in the annual dues.

C. Annual dues shall be due and payable on the first day of June each year. Members may elect to pay annual dues in two (2) equal installments due on the first (1st) day of June and the first (1st) day of October. Election of two (2) installments will automatically assume that the second (2nd) half of dues will not become due and payable until the first (1st) day of October. The membership of any member who has not paid at least fifty percent (50%) of the annual dues by July 31st may be terminated by a majority vote of the Board. Any member who has not paid the balance of annual dues by November 30th may be terminated by a majority vote of the Board. Members may also elect monthly dues payment options as approved by the board.

D. A late payment penalty in the amount of twenty-five dollars (\$25.00) per month will be assessed against any member who has any amount of outstanding dues 60 days after being invoiced.

Section 7. Member Billings

Members shall prepay for participation in all events, expenses, and purchases that are not included in dues.

Section 8. Resignation/Leave of Absence

Any member may resign or take a leave of absence from the Krewe by delivering a written notice to the Board of Directors addressed to the attention of the Captain. A leave of absence may be taken after two full years of active participation in Krewe events. The leave will be for no longer than one (1) year unless the member delivers another written notice at the end of the first leave year requesting a subsequent one (1) year leave of absence. Members Taking a leave of absence will be required to pay a fee of \$100 which will guarantee automatic re-instatement the following year without application, regardless of the number of active members. Member would retain seniority and tenure.

Section 9. Termination of the Rights of Members

The right of an active member to vote and all other rights and interest in the Krewe shall cease when a member takes leave, resigns, or is terminated from membership.

Section 10. Reinstatement of Returning Members

A. A member who has been terminated, given a leave of absence or who resigns in good standing may apply for reinstatement. Applications for reinstatement shall be subject to all of the requirements of Article V, Section 3 for original application with the following exceptions:

1. For one on leave in good standing, the repayment of the initiation fee is waived.
2. For one whose leave is not in good standing, the repayment of the initiation fee is at the discretion of the Board.
3. The requirement to attend two sponsored events is waived for those on leave.

B. In the event that a past member, who has taken a leave of absence from the Krewe while in good standing, applies for reinstatement within one (1) year and the total number of members is at the limit as set forth by the Board in Article V, Section 1, that past member may be readmitted as a returning member. Such returning member will automatically take the next available opening under the limit as set forth in Section 1. An extenuating circumstances or extension of time will be at the discretion of the Board.

C. Upon approval by the Membership Committee and the Board of Directors, each reinstated member must purchase or update to a current uniform.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The membership shall hold the Annual Meeting in the month of April each year at such time, date and place as shall be decided by the Board of Directors. Notice of such meeting shall be given to all Active Members and Distinguished Lifetime Honorary Members (past Captains and Kings) that are in good standing. The notice and agenda for such meeting shall be emailed to their last known email address at least fifteen (15) days prior to the date of the meeting. Only Active Members are eligible to vote at this meeting (see Section 4A).

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Captain, Executive Officer or by any five (5) members of the Board of Directors. The Captain or Executive Officer must call such a meeting upon the receipt of the written request of one-third of the members. Written notice of such meeting stating the time, place and purposes thereof shall be served upon each member of the Krewe not less five (5) days before such meeting by mail at his last known address.

Section 3. Quorum

At any meeting of members, the presence of a majority of the members entitled to vote shall be necessary to constitute a quorum for all purposes, and the act of a majority of these present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the Articles of Incorporation. In the

absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a majority of the members present without notice other than by announcement at the meeting and without further notice to the absent members. At any adjourned meeting at which quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 4. Voting

The vote for Directors and, upon the demand of any member, on any questions before the meeting shall be by ballot. All elections and all questions to be decided at such meetings shall be by majority vote of the members present and entitled to vote unless otherwise stipulated herein. In no instance shall any member eligible to vote be entitled to more than one (1) vote. Proxies or absentee votes shall not be permitted.

Section 5. Order of Business

A. The order of business at membership meetings shall be as follows:

- Calling the roll of members.
- Proof of notice of meeting or waiver of notice submitted.
- Approval of minutes of previous meeting.
- Reports of Officers • Reports of Committees.
- Election of Directors.
- Unfinished business.
- New Business.
- Anything for the good of the Krewe.

B. No item of business shall be considered which has not been included in the notice and agenda for the meeting.

C. Question concerning the priority of business during the meeting shall be decided by the Captain.

Section 6. Inspectors of Election

The Captain shall appoint the current King or any past King and two (2) other members to act as Inspectors of Election for the purpose of tabulating and counting the ballots in the election of Directors or on any other issue before the meeting. The results of the counting shall be presented to the Captain, and shall be forever kept secret by the Inspectors.

ARTICLE VII BOARD OF DIRECTORS

Section 1. General Management

The general management of the affairs of the Krewe shall be vested in the Board of Directors (herein the Board).

Section 2. Delegation of Authority

The Board may delegate authority to an Executive Committee to conduct the day-to-day business of the Krewe in accordance with policies established by the Board.

Section 3. Number and Eligibility of Directors

The number of elected Directors shall be fifteen (15) except as noted in Section 5, paragraph C. In addition, the reigning King shall be a Director. The immediate past King and the immediate past Captain shall be Directors Emeritus for one year. Only active members of the Krewe shall be eligible to become Directors. Qualifications to become Director are: (a) must be a member in good standing for a period of not less than two years and (b) shall have served on no fewer than two committees prior to nomination.

Section 4. Term and Classes of Directors

Five (5) Directors shall be elected each year. In addition, vacancies on or resignations to the Board may be filled by the election of the said number of Directors for a term in years corresponding to the vacancy being filled. The first five receiving the most votes shall be elected for a term of three (3) consecutive years. Those receiving the greatest number of votes after the first five are determined shall be elected to the respective two or one year terms created by the vacancies.

Section 5. Election of Directors

A. On or before the first day of March each year, the Captain shall notify the members that nominations for the Board may be made in writing, including but not limited to email or other forms of electronic communication, by or on behalf of any member. For the purposes of these Bylaws, any requirement for a communication to be in writing shall include, but is not limited to, email and other forms of electronic communication, unless otherwise specified (hereinafter referred to as 'writing').

B. On or before the first day of April each year, the Captain shall notify the members of the names of all nominees and shall encourage and assist the nominees in conducting campaigns for election in a spirit of competitive good faith. Nominees shall be notified in writing by the Captain of their responsibilities as a Director.

C. At each Annual Meeting of members, Directors shall be elected by a majority vote of the members present at such meeting as provided in Section 1 of Article VI hereinabove. Voting shall be conducted in the manner provided in Section 4 of Article VI hereinabove. No nominations shall be made from the floor. Newly-elected Directors shall assume office immediately upon election. The term of office of outgoing Directors shall expire at the conclusion of the election of Officers at the next succeeding regular Board Meeting.

D. No director may serve for consecutive terms which exceed a total of four years. Upon completion of a full three-year term, a member may not be reelected to the Board until at least a ten (10) month absence has been taken from the Board.

Section 6. Vacancies and Termination

Vacancies on the Board of Directors shall be filled for the duration of the current fiscal year by the next eligible elected nominee from the Annual Meeting or by a majority vote of the remaining Directors present at a duly-called meeting. That Director's term shall then be filled through election at the next annual meeting of the membership. Any member of the Board of Directors may be removed with cause by an affirmative vote of seventy-five (75%) of the members of the Board of Directors. Any Director's seat on the Board may be declared vacant by an affirmative vote of seventy-five (75%) of the Directors present and voting at a noticed meeting.

Section 7. Duties and Responsibilities

Each Director shall:

- A. Serve as a Line Officer (Article IX, Section 2 herein) or as chairman of a specific committee or as a liaison between the Board and the chairman of a committee.
- B. Attend all meetings of the Board of Directors. If any Director shall be absent from two (2) meetings with unexcused absences or five (5) absences regardless of reason within one year, that Director's seat on the Board is automatically vacated and requires that board member to petition the board for reinstatement at the next meeting of the board. Reinstatement requires at minimum seventy five 75% approval by the remaining board of directors by secret ballot.
- C. Upon an excused absence, the Director shall secure the attendance of a representative at meetings of the Board and, further, it shall be the responsibility of a Director to fully inform and the representative of the business of the Board so as to enable representative to act in his place and stead, when required, in a non-voting capacity.
- D. Be required to obtain the official officer's uniform within the first year of office. Wearing a plume is optional; however, if an officer chooses to wear one, all Line Officers except the current Captain may wear a red plume. The current Captain may wear a gold plume. All past Captains may wear a white plume. Past Kings are eligible to wear an Officer's Uniform and may wear a purple plume to signify their service as previous royalty.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. First Meeting

The first meeting of the Board shall be held in the month of each year immediately following the Annual Membership Meeting at such time, date and place as may be determined by the Captain.

Section 2. Order of Business at the First Meeting

The order of business at the first Board meeting after the Annual Meeting shall be the same as provided in Section 5 of Article VI except that the election shall be for Officers of the Krewe.

Section 3. Special Meetings

Special meetings of the Board may be called by the Captain, by any five (5) Directors or by a majority of the members of the Executive Committee. Notice stating the purpose, time, date and place of such meeting shall be given to each Director at least fifteen (15) days prior to the meeting. No subject matter other than as set forth in the notice shall be considered.

Section 4. Monthly Meetings

The Board shall hold monthly meetings as determined by the Board. Reasonable notice stating the time, date and place of such meetings shall be given to each Director.

Section 5. Quorum, Voting A majority of the Directors shall constitute a quorum for the transaction of business.

- A. Except as otherwise stated herein, the affirmative vote of a majority of the Directors present shall be considered the act of the Board at any annual, special or regular meeting. In no instance shall a board member or member eligible to vote be entitled to more than one (1) vote.
- B. The immediate past Captain and King shall each be entitled to one vote. The voting right for the immediate past King shall remain until the next King is installed at the Coronation Ball. The voting right for the immediate past Captain shall remain until the next Captain is elected at the Board meeting following the Annual Meeting.

Section 6. Proxies

Voting of Directors by Proxy shall not be permitted.

ARTICLE IX ROYALTY, OFFICERS AND HONORARY TITLES

Section 1. Royalty, Order of Neptune, and Honoraries

- A. King Neptunus Rex and Queen Amphitrite, together with such other Royalty as shall from time to time be determined by the Board of Directors, shall be the ceremonial monarchs of the Krewe.
- B. The King shall be selected at a special meeting attended by the current and past Captains and Kings in good standing. Only those past Captains and Kings that are active members can vote for the King. The meeting shall be called by the current Captain six months prior to the Coronation Ball or at such other times as the Board may direct.
- C. The incoming King shall select his Queen from the Court.

- D. The Order of Neptune shall be awarded to a duly-elected member of the Board of Directors has served at least two full years as Director. It shall officially be bestowed by the King at the annual Coronation Ball. The Order of Neptune shall be awarded to any current or Past King who has not previously received the Order of Neptune.
- E. The Captain's Lifetime Distinguished Service Award is awarded to a member who has been selected by the current and past Captains of the Krewe.
- F. The Golden Trident is awarded to a member that has completed ten (10) years of service to the Krewe.
- G. The Diamond Trident is awarded to a member that has completed twenty (20) years of service to the Krewe.
- H. The Chef de la Krewe is awarded to a member selected by the Judges of the previous Chef de la Krewe event.
- I. Neptune's Lady is awarded to a spouse or significant other of a member that has given outstanding service to the Krewe. A board member may nominate this person and present reasons for their nominations. After the nominations are accepted a secret ballot is taken by the board. Those ballots are collected and tabulated by the current King and Captain and are to remain confidential until the next Coronation Ball. The person that received a majority of the votes will be the next Neptune's Lady. If no nominee receives a majority, the selection of a Neptune's Lady is deferred until the next year. A blank ballot will be accepted.

Section 2. Officers

The Officers of the Krewe shall be the Captain, Executive Officer, Yeoman, Purser and Master at Arms and such other officers with such powers and duties not inconsistent with these Bylaws as may be determined by the Board of Directors.

Section 3. Term of Office and Elections

A. Elections

The Officers of the Krewe shall be elected by secret ballot to a term of one (1) year by the Directors at the first monthly meeting of the Board of Directors. Outgoing Officers and Committee Chairman shall continue to serve until this First Meeting to insure continuity for the new Board. For the purpose of electing Line Officers only, outgoing Directors will be entitled to vote for the new Line Officers. At the conclusion of the election of Line Officers, the outgoing Directors will be considered retired from the Board.

B. Nominations

1. Any Director interested in any particular office shall advise all Directors in writing of his interest prior to elections and shall familiarize himself with the importance and the responsibilities of each office.
2. In the event there are no nominees for a given position at the time of the election, nominations may be made from the floor on behalf of any Director.
3. Only a Director in the second or third year of a term or a current Board member who has previously been elected and has served on the Board for three (3) consecutive years may be nominated for the office of Captain.

C. Voting

1. Each nominee for a particular office shall have two (2) minutes to express his interest in the office to the Directors.
2. With the nominees not present, ballots shall be cast after consideration of the candidate. A majority of all votes cast shall be required for election.
3. In the event that no nominee receives a majority vote, a second ballot shall be cast for the nominees receiving the two (2) highest numbers of votes on the preceding ballot.

Section 4. Installation, Commencement of Duties

The officers shall be installed and take office immediately upon election and shall ceremoniously be installed at the annual Change of Command Party of the Krewe.

Section 5. Vacancies in Office

If the office of Captain becomes vacant during the term of office, the Executive Officer shall succeed to the office for the remainder of the term. Vacancies in all other elected offices shall be filled for the remainder of the term by the Board of Directors.

Section 6. Duties of Officers A. Captain

The Captain shall be the Chief Executive Officer of the Krewe and shall call and preside over all regular and special meetings of the members, the Board of Directors and the Executive Committee. Together with the Executive Committee, he shall appoint the chairman of all committees and shall be an ex-officio member of all committees. He shall be authorized to sign checks, contracts and other obligations on behalf of the Krewe. In addition, he shall have such other powers and duties as may be delegated to him by the Board of Directors. He shall serve as the chairman of the Executive Committee. The Captain shall be the first designated representative to the Inter Krewe Council. The Immediate Past Captain shall be the second designated member. The Captain may suggest a Board Member or other Past Captain as his substitute.

B. Executive Officer

In the absence of the Captain, the Executive Officer shall have and exercise all of the powers and duties of the Captain. He shall act as Parliamentarian for general membership meetings, executive committee meetings and board of directors' meetings.

C. Yeoman

The Yeoman shall read all correspondence, take and keep the minutes of all meetings of the membership, Board of Directors and Executive Committee and shall be the historian of the Krewe. Yeoman is responsible for all corporate filings and renewal with the Florida Department of State.

D. Purser

The Purser shall be responsible for the fiscal obligations of the Krewe. He shall be the Chairman of the Finance Committee. The Purser shall oversee the billing of the members and collect monies owed to the Krewe. He shall oversee receipt of all funds of the Krewe to be placed in a bank approved by the Board of Directors and shall be responsible for the obtaining of necessary licenses and insurance policies. He may recommend that the Board assess the membership for extraordinary expenses which arise during the fiscal year which are not covered in the ordinary budget and by dues income. He may use the services of the Administrative Secretary or Assistant Purser to assist in the day-to-day business of the Krewe.

E. Master at Arms

The Master at Arms shall be the Chief Disciplinarian responsible for the Code of Conduct of the Krewe. He shall be responsible for maintaining order at all official Krewe functions. He shall formulate and submit to the Board for approval all proposed changes to the Code of Conduct. Once approved, he shall distribute the Code to all members. He shall instruct members in proper conduct, inform them of any potential problem areas, issue warnings and shall be empowered to remove disorderly persons from Krewe functions upon command of the Captain. He shall serve as the chairman of the Disciplinary Committee.

Section 7. Reports of Officers

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the Captain and the Board of Directors from time to time and shall deliver to their successors all official materials at the time of the installation of their successors.

Section 8. Compensation

The officers of the Krewe shall receive no compensation for their services.

Section 9. Expenses

Officers may be reimbursed for Krewe expenses incurred when they have the prior authorization and approval of the Purser or Captain.

ARTICLE X COMMITTEES AND PERMANENT POSITIONS

Section 1. Committees

The Krewe shall have eight (8) standing committees, plus such other committees as the Captain or Board may from time to time establish. All committee Chairmen shall be appointed by the Captain and shall serve for one year or until such time as a replacement committee Chairman has been appointed by the Captain. Except as provided for in the Bylaws, the committee Chairman shall appoint the members of his committee. The standing committees shall be as follows:

A. Executive Director's Committee

The Executive Committee shall be composed of the Line Officers and the reigning King.

B. Bylaws Committee

The Bylaws Committee shall advise the Board of Directors on parliamentary procedure, recommend amendments to the Bylaws, supervise elections of Directors and officers as set forth in these Bylaws, shall plan and execute the annual membership meeting of the Krewe and shall be responsible for all required documents and notifications. The chairman is the Executive Officer.

C. Communications Committee

The Communications Committee is responsible for establishing and maintaining all official Krewe communication including, but not exclusive to, newsletters, email, web sites, social media, etc.

D. Finance Committee

The Finance Committee will be appointed by the Captain and will prepare the proposed Annual Budget at the beginning of the new fiscal year. The finance committee shall be comprised of the Captain, Purser, and such other members as the Captain may select but in no event less than three (3) members in good standing. The proposed budget will be presented by the Purser to the Board for discussion and approval. The committee shall meet when necessary to discuss fiscal matters proposed by the Captain. The Finance Committee shall be responsible for preparing and filing any necessary or required government tax forms and documents.

E. Disciplinary Committee

The purpose of the Disciplinary Committee shall be to assist the Board of Directors. The Disciplinary Committee shall recommend to the Board of Directors written procedures for the discipline of a member. Written complaints against members for violation of the Code of Conduct must be submitted to a member of the Executive Committee. All such complaints shall be maintained in absolute confidence except as to persons who have the right to know and shall conduct a Captain's Mast. A Captain's Mast is a hearing of the Disciplinary Committee, with the member against whom a written complaint has been lodged invited to attend. The Meeting agenda is and officiated by the Master at Arms.

The Committee shall report to the Board of Directors the disciplinary measures recommended at the Captain's Mast and the Board of Directors shall carry out the said recommendations upon the affirmative vote of seventy-five percent (75%) of the Directors present at the time of the vote. If the disciplinary measures recommended at the Captain's Mast do not receive an affirmative vote of seventy-five (75%) of the Board members present, the Board may consider imposing other disciplinary measures upon the affirmative vote of seventy-five (75%) of the Board members present at the time of the vote.

F. Membership Committee

1. The Membership Chairman shall be nominated by the Captain and approved by the Board of Directors and shall serve for the current fiscal year. He shall oversee initiation of new members into the Krewe. He shall perform such other duties and functions as shall be determined from time to time by the Captain and Board of Directors. The Membership Chairman may be a regular voting member of the Board or, in the discretion of the Board, the membership Chairman may be appointed from the general membership and, in that event, shall occupy a position on the Board, but shall have no voting rights.

2. The Membership Chairman shall have a committee to assist him in the recruiting of new members to the Krewe. He shall keep accurate Prospective Member records, notify the Captain for the posting of prospects and keep in contact with the prospects and their sponsors until final approval of the membership is voted on by the Board.

G. Steering Committee

1. The Steering Committee shall be a long-range planning and advisory committee. The Committee may review the functions, activities and financial condition of the Krewe. It will be responsible to the Board of Directors. It will advise and make recommendations to the Board. The Committee shall have no authority to bind the Krewe and shall be advisory only.

2. The Committee should consist of two (2) Past Kings; two (2) Past Captains, and five members at large. Current Board Members are not eligible.

3. Terms

a) All openings to the Committee will be announced to the membership.

b) The term of Committee members shall be for three years.

c) The Board will elect members to fill all vacancies. The member appointed to fill a vacancy will serve the remainder of the original three year term.

d) The Committee shall meet at times and places announced by the Chairman.

e) The minutes of all Committee meetings will be submitted to the Captain.

4. The Chairman and Secretary of the Committee shall be elected by a majority vote of the Committee members.

H. Court Committee

1. The Court Committee shall be the Krewe mechanism for selection of the Ladies of the Court (aka Court). Eligibility criteria for Court membership will be governed by the Krewe's "Court Handbook", which will be reviewed and updated as required by the Board of Directors.

2. The chairman of the Court Committee shall be the incumbent (reigning) King Neptunus Rex, assisted by such other members as he shall select, except that the current Captain shall be an ex-officio member of the Court Committee.

Section 2. Additional Committees

In addition to the foregoing committees, the Captain shall create other committees as shall be necessary for the conduct of business and to carry out the objectives and purposes of the Krewe. The Captain shall appoint each chairman from the membership of the Board. The chairman shall report the activities of his committee regularly to the Board of Directors

Section 3. Quartermaster

The Quartermaster shall be nominated by the Captain and approved by the Board of Directors for the current fiscal year. He shall store and account for all the properties of the Krewe and shall seek approval from the Board of Directors for the replenishing of properties when needed. He shall perform such other duties and functions as shall be determined from time to time by the Captain and Board of Directors. The Quartermaster may be a regular voting member of the Board or, in the discretion of the Board, the Quartermaster may be appointed from the general membership and, in that event, shall occupy a position on the Board, but shall have no voting rights. He shall operate the Krewe Commissary and be accountable to the Captain. The commissary will be a budgeted item each year. He may borrow funds from the Imprest account and reimburse borrowed funds from the sale of goods.

Section 4. Executive Administrative Secretary and/or Assistant Purser

The Board of Directors may retain the services of an administrative secretary and/or Assistant Purser upon such terms and conditions and for such compensation as the Board shall determine. This person shall report directly to the Captain. The Board shall review the services of this secretary and/or assistant annually. This person shall assist the Board and Committee chairpersons with the information required to facilitate their roles.

ARTICLE XI AMENDMENT OF BYLAWS OR ARTICLES OF INCORPORATION

The Bylaws or Articles of Incorporation of the Krewe may be amended, repealed or altered in whole or in part by the affirmative vote of seventy-five percent (75%) of the Krewe members present at a duly-noticed meeting of members at which a quorum shall be present. Notice of the proposed change(s) shall be mailed to each member at his last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such changes or amendment(s).

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order as Revised shall govern the Board of Directors, officers, chairpersons of, various committees and the members in all cases to which they are applicable provided, however, that they do not conflict with the Bylaws or with any law of the State of Florida.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Krewe shall commence on the first day of June and terminate on the last day of May each year.

ARTICLE XIV SEAL

The Krewe shall have a seal of such design as may be approved by the Board of Directors.

ARTICLE XV DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Krewe, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Krewe, dispose of all the assets of the Krewe exclusively for the purposes of the Krewe in such a manner, and to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Krewe is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the Krewe.

ARTICLE XVI INDEMNIFICATION

The Krewe may be empowered to indemnify any officer or Director, or any former officer or Director, by a majority vote of a quorum of Directors, or by a majority vote of a quorum of members who were not parties to any action, suit or proceeding in the manner provided in Section 607.14 of the Florida Statutes as amended. If such indemnification is authorized by the Directors or members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Krewe in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.14 of the Florida Statutes as amended upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless he is found to be entitled to such indemnification.

ARTICLE XVII CONTRACTS, DEPOSITS, BANK ACCOUNTS

Section 1. Contracts

The Board of Directors may authorize any officer of the Krewe to enter into any contract or to execute and deliver any instrument or document on behalf of the Krewe which authority may be general or specific. Any contract over \$1,000 needs to be approved by the Captain and/or his designee.

Section 2. Deposits

All funds received by the Krewe shall be deposited to the credit of the Krewe in such banks or other depositories as may be approved and authorized by the Directors.

Section 3. Bank Accounts

There shall be three bank accounts used in the day-to-day operations of the Krewe:

A. Regular Checking Account:

The day-to-day operating and event expense account.

B. Money Market Account:

An interest-bearing account holding dues payments transferable to regular checking as needed.

C. Imprest Account:

The Imprest account is an interest-bearing account for extraordinary expenses. The account shall be funded mainly by the initiation fees of new members. It shall be used for the purchase of uniforms and other supplies issued to new members. Extraordinary expenses not covered by the annual budget and approved by a three-quarters (3/4) majority of the Board may be paid from this account. Temporary advances or loans of funds duly budgeted may be drawn from and repaid to this account upon approval by the Board. Reduction of funds in this account which exceed fifty percent (50%) of its current value must be approved by a two-thirds (2/3) vote of the whole membership.

Section 4. Checks

All checks, drafts or any other authorization for the payment of any notes, sums of money or other evidence of debt issued in the name of the Krewe shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, such instruments shall be signed by the Purser or the Captain or the Executive Officer.

Section 5. Krewe Merchandise and Digital Platform

Any merchandise or digital platform created in the Krewe's name must receive prior approval from the Board of Directors. Additionally, the Krewe Captain or a designated representative must have administrative access to all such digital platforms, including but not limited to websites, social media accounts, and other online systems representing the Krewe.

ARTICLE XVIII RECORDS

The Krewe shall maintain correct and proper records and books and shall keep minutes of all the meetings of the members and the Board of Directors. All such records may be inspected by any Director, member or the agent or attorney of either or any proper person at any reasonable time.

ARTICLE XIX NOTICE OF COMPLETION

Any notice required to be given to the Membership or the members of the Board of Directors shall be deemed complete upon the deposit of same in the regular U.S. Mail, postage prepaid, facsimile, or E-mail. References in this document to "mail" shall be deemed to include U.S. mail, facsimile or E-mail.