

BY-LAWS OF THE WESTCHASE KREWE, INC.

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ARTICLE I – NAME

THE **LEGAL** NAME OF THE CORPORATION SHALL BE THE “WESTCHASE KREWE, INC”. **THE KREWE MAY ALSO BE KNOWN OR REFERENCED AS THE “WESTCHASE KREWE OF FREEBOOTERS” OR SIMPLY “FREEBOOTERS KREWE”**

ARTICLE II – PURPOSE

THE WESTCHASE KREWE IS FORMED AS A NOT-FOR-PROFIT 501(C)(7) FOR THE PURPOSE OF CREATING A SOCIAL, LEADERSHIP AND CHARITABLE PLATFORM TO SERVE WESTCHASE AND THE SURROUNDING COMMUNITIES

ARTICLE III – ORGANIZATIONAL STRUCTURE

THE CORPORATION SHALL BE STRUCTURED INTO (3) COMPONENTS CONSISTING OF THE FOLLOWING:

- A. THE BOARD OF DIRECTORS
- B. THE CORPORATE OFFICERS
- C. THE GENERAL MEMBERSHIP

NO AUXILIARY OR SIMILAR GROUP SHALL BE FORMED OR EXIST WITHOUT THE SPECIFIED APPROVAL OF THE BOARD OF DIRECTORS. THE OBJECTIVE AND ACTIVITIES OF “THE WESTCHASE KREWE” ARE AS STATED IN ARTICLE II OF THE BYLAWS.

ARTICLE IV – MEMBERSHIP

SECTION 1: ELIGIBILITY

- A. MEMBERSHIP SHALL BE OPEN TO ALL PERSONS 21 YEARS OF AGE OR OLDER WITHOUT REGARD TO RACE, SEX, COLOR, CREED, NATIONAL ORIGIN, OR RELIGION WHO LIVE IN WESTCHASE OR THE SURROUNDING AREAS. MEMBERSHIP SHALL BE LIMITED TO THE MAXIMUM NUMBER OF INDIVIDUALS THAT CAN SAFELY BOARD THE EQUIPMENT OF THE WESTCHASE KREWE, NAMELY, THE PARADE FLOAT DELIVERED ON DECEMBER 1, 2017. THE MAXIMUM CAPACITY OF THE CURRENT FLOAT IS 73 PERSONS PER THE MANUFACTURER - *CUTLASS FLOATWORKS, INC.* WHEN EVALUATING CAPACITY LIMITS, NON-MEMBER PARADE PARTICIPANTS THAT MAY BOARD THE FLOAT SUCH AS MERMAIDS AND SAFETY OFFICERS SHOULD BE CONSIDERED. THE CURRENT RECOMMENDATION IS THAT THE WESTCHASE KREWE ISSUE NO MORE THAN SIXTY (60) FULL SEASON MEMBERSHIPS UNLESS ADDITIONAL EQUIPMENT OR CAPACITY IS REALIZED.

SECTION 2: ADMISSION

ALL NEW FULL SEASON MEMBER CANDIDATES MUST BE PRESENTED TO THE BOARD OF DIRECTORS AND MUST BE ACCOMPANIED BY A COMPLETED APPLICATION OR OTHER FORM PRESCRIBED AND APPROVED BY THE

BOARD OF DIRECTORS. APPLICATIONS WILL THEN BE REVIEWED BY THE BOARD OF DIRECTORS AT A MEETING SPECIFIED FOR THIS PURPOSE, TAKING INTO CONSIDERATION THE TIME OF THE YEAR AND THE NUMBER OF AVAILABLE MEMBERSHIP SPOTS ON THE CURRENT ROSTER. THE BOARD MAY REQUIRE AN INTERVIEW OF ANY CANDIDATE IN ORDER TO BETTER EVALUATE A CANDIDATE'S ALIGNMENT WITH THE KREWE'S PURPOSE AS STATED IN ARTICLE II ABOVE. APPLICANTS FOR MEMBERSHIP SHALL BE CONSIDERED IN THE FOLLOWING ORDER:

- A. LINEAL ASCENDENTS OR DESCENDENT OF A PRESENT ACTIVE MEMBER IN GOOD STANDING SHALL TAKE FIRST PRIORITY, SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS.
- B. THE MEMBERSHIP AS DEFINED HEREIN SHALL BE VOTED UPON AND APPROVED BY THE BOARD OF DIRECTORS. AN APPLICANT MUST RECEIVE A CONSENSUS VOTE BY THE BOARD OF DIRECTORS TO BE OFFERED AN INVITATION TO BECOME A MEMBER. THE BOARD WILL TAKE INTO CONSIDERATION MULTIPLE FACTORS DURING THIS PROCESS, INCLUDING, BUT NOT LIMITED TO, THE LEVEL OF SUPPORT EXPRESSED FOR THE APPLICANT BY THE GENERAL MEMBERSHIP AND/OR SPECIFIC SKILLS, EXPERIENCE OR OTHER QUALIFICATIONS THAT AN APPLICANT POSSESSES AS IT RELATES TO THE KREWE'S MISSION AS DEFINED BY ARTICLE II.

SECTION 3: DUTIES OF MEMBERSHIP

EACH PERSON SHALL, BY ACCEPTING MEMBERSHIP, AGREE TO ABIDE BY THE PROVISIONS OF THE BYLAWS OF THE CORPORATION AND THE PUBLISHED RULES AND POLICIES DEFINED BY THE BOARD OF DIRECTORS (ADDENDUM ATTACHED). ALL MEMBERS ARE EXPECTED AT ALL TIMES TO CONDUCT THEMSELVES IN SUCH A MANNER AS TO NOT BRING DISCREDIT UPON THEMSELVES OR THE WESTCHASE KREWE. THE BOARD OF DIRECTORS WILL HAVE THE AUTHORITY TO INVESTIGATE ANY COMPLAINT REGARDING MEMBER BEHAVIOR THAT IS SUBMITTED TO THEM, AND WILL HAVE THE POWER TO REPRIMAND, FINE, SUSPEND OR REMOVE SAID MEMBER AT THEIR DISCRETION. SUSPENSION OR REMOVAL OF A MEMBER FROM ANY POSITION, INCLUDING THE BOARD OF DIRECTORS, WILL REQUIRE AN AFFIRMATIVE VOTE OF A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS. NO REFUND OF MEMBERSHIP DUES PAID WILL BE GIVEN TO MEMBERS THAT ARE SUSPENDED OR REMOVED.

SECTION 4: BENEFITS OF FULL SEASON MEMBERSHIP

FULL SEASON MEMBERS IN GOOD STANDING SHALL BE PROVIDED ACCESS TO THE PARADE FLOAT AT ALL PARADE EVENTS THE WESTCHASE KREWE ENTERS. MEMBERS WILL ALSO HAVE ACCESS TO ATTEND AND PARTICIPATE IN ALL NON-PARADE EVENTS ORGANIZED, HELD AND/OR FUNDED BY THE WESTCHASE KREWE. ADDITIONAL CHARGES OR FEES MAY APPLY FOR MEMBERS OR GUESTS THAT PARTICIPATE IN NON-PARADE EVENTS AT THE DISCRETION OF THE BOARD. ALL MEMBERS IN GOOD STANDING WILL ALSO HAVE VOTING PRIVILEGES. EACH MEMBER SHALL HAVE ONE VOTE FOR EACH INSTANCE OF VOTING THAT TAKES PLACE AS PRESCRIBED BY THE BYLAWS AND AS NECESSARY FOR CERTAIN VOTING EVENTS THAT MAY BE NECESSARY DURING THE SEASON AT THE DIRECTION OF THE BOARD. MEMBERS WILL BE ALLOWED TO BRING UP TO TWO (2) CHILDREN **OR GRANDCHILDREN** PER MEMBER TO THE GASPARILLA CHILDREN'S PARADE FOR NO ADDITIONAL FEE EACH SEASON. CHILDREN **OR GRANDCHILDREN** MUST BE A LEGAL **DECEDENT** UNDER THE AGE OF EIGHTEEN (18) TO QUALIFY. ALL MEMBERS WILL ALSO HAVE THE OPPORTUNITY TO SUBMIT REQUESTS FOR ADDITIONAL CHILD GUESTS AT ALL PARADE EVENTS FOR A FEE DETERMINED BY THE BOARD. ALL GUEST REQUESTS WILL BE EVALUATED PER THE PROCEDURE DESCRIBED IN ARTICLE V, SECTION 2 BELOW.

ARTICLE V: DUES AND FINANCES

SECTION 1: DUES & PAYMENT

ANNUAL DUES SHALL BE DETERMINED BY THE BOARD OF DIRECTORS AND SHALL BE PAYABLE IN TWO INSTALLMENTS DURING THE COURSE OF THE YEAR. EFFECTIVE **JUNE 1, 2023...**

- B. FULL SEASON MEMBERSHIP DUES SHALL BE AT A DISCOUNTED RATE OF **\$450**. THE FIRST PAYMENT IN THE AMOUNT OF \$100 SHALL BE DUE ON JUNE 15TH. THE SECOND PAYMENT IN THE AMOUNT OF **\$350** SHALL BE DUE ON SEPTEMBER 1ST. RETURNING MEMBERS WHO FAIL TO PAY DUES BY THE SEPTEMBER 1ST DEADLINE WILL FORFEIT THEIR MEMBERSHIP STATUS.
- C. ANY RETURNING FULL SEASON MEMBER WHO DOES NOT PAY THE \$100 DUE JUNE 15TH SHALL PAY A TOTAL OF **\$550** FOR FULL SEASON MEMBERSHIP, WHICH SHALL BE DUE NO LATER THAN SEPTEMBER 1ST PROVIDED FULL SEASON MEMBERSHIP SPOTS ARE STILL AVAILABLE AT THAT TIME.
- D. "RETURNING MEMBER" SHALL BE DEFINED AS A MEMBER IN GOOD STANDING THAT HAS PAID FULL SEASON MEMBERSHIP DUES IN THE PROCEEDING SEASON. PAST MEMBERS THAT HAVE NOT MAINTAINED THEIR MEMBERSHIP THROUGH THE MOST RECENT SEASON SHALL BE CONSIDERED A NEW MEMBER AND MUST FOLLOW THE DUES SCHEDULE NOTED BELOW.
- E. NEW FULL SEASON MEMBERS SHALL PAY **\$550**. THIS AMOUNT SHALL BE DUE NO LATER THAN SEPTEMBER 1ST OR IMMEDIATELY UPON THEIR ACCEPTANCE AFTER THIS DATE.
- F. MEMBER DUES PAID ARE NOT REFUNDABLE IN ANY AMOUNT OR AT ANY TIME.
- G. IF DEEMED TO BE FINANCIALLY ADVANTAGEOUS FOR THE WESTCHASE KREWE, AND AT THE DISCRETION OF THE BOARD, LONGER TERM MEMBERSHIPS MAY BE ISSUED AT A DISCOUNTED RATE. "LONG TERM" MEMBERSHIPS SHALL NOT EXCEED A PERIOD OF MORE THAN 5 YEARS. IT IS RECOMMENDED THAT LONG TERM MEMBERSHIPS NOT EXCEED MORE THAN 30% OF THE TOTAL FULL SEASON MEMBERSHIPS ISSUED OR IN EFFECT AT ANY GIVEN TIME.
- H. NEW FULL SEASON MEMBERSHIPS SHALL NOT BE ACCEPTED OR ISSUED AFTER DECEMBER 1ST. NEW FULL SEASON MEMBER PROPOSALS AND ANY APPLICATIONS RECEIVED AFTER DECEMBER 1ST SHALL BE REVIEWED AND CONSIDERED FOR THE FOLLOWING SEASON ONLY.

SECTION 2: MID-SEASON MEMBERSHIPS

INDIVIDUALS THAT ARE NOT FULL SEASON MEMBERS MAY APPLY FOR A MID-SEASON MEMBERSHIP TO THE KREWE. BENEFITS PROVIDED TO A MID-SEASON MEMBER SHALL ONLY INCLUDE THE OPPORTUNITY TO PARTICIPATE IN PARADE EVENTS DURING THE SEASON IN WHICH THEY JOIN, PROVIDED THEY PAY A SEPARATE PARADE FEE FOR EACH INDIVIDUAL EVENT AND PROVIDED THAT CAPACITY EXISTS FOR THEIR PARTICIPATION AS DETERMINED BY THE BOARD. AS OF JUNE 1, 2019, THE MID-SEASON MEMBERSHIP FEE SHALL BE \$50. ADDITIONAL PARADE FEES FOR EACH INDIVIDUAL EVENT DURING THE SEASON SHALL BE SET AT THE DISCRETION OF THE BOARD. ALL MID-SEASON MEMBERSHIP REQUESTS WILL BE EVALUATED PER THE PROCEDURE BELOW.

- A. MID-SEASON MEMBER REQUESTS CAN ONLY BE SUBMITTED BY A FULL SEASON MEMBER OF THE KREWE ACTING AS "SPONSOR", WHO MUST ALSO BE ABLE TO PHYSICALLY ACCOMPANY AND ACT AS THEIR HOST FOR THE INITIAL PARADE EVENT IN QUESTION
- B. ALL MID-SEASON MEMBER REQUESTS MUST BE FORMALLY SUBMITTED VIA THE REGISTRATION PROCESS IN THE MANNER AND WITHIN THE TIME FRAME PRESCRIBED BY THE BOARD OF DIRECTORS (CURRENTLY VIA THE FREEBOOTERS WEBSITE ON-LINE REGISTRATION LINK).
- C. WHEN CAPACITY IS LIMITED, MID-SEASON MEMBER REQUESTS TO PARTICIPATE IN EVENTS WILL BE PRIORITIZED IN THE FOLLOWING ORDER OF THEIR SPONSOR'S "SENIORITY":
 1. CAPTAIN
 2. BOARD OF DIRECTORS MEMBERS (BY YEARS OF CONSECUTIVE MEMBERSHIP)
 3. 5-YEAR MEMBERS, a.k.a "CAPTAIN'S CLUB", (BY YEARS OF CONSECUTIVE MEMBERSHIP)

4. COMMITTEE HEADS (BY YEARS OF CONSECUTIVE MEMBERSHIP)
 5. GENERAL MEMBERSHIP (BY YEARS OF CONSECUTIVE MEMBERSHIP)
- D. NO MEMBER MAY HAVE MORE THAN ONE MID-SEASON MEMBERSHIP APPROVED BY PROCESS OF "SENIORITY" EACH SEASON.
 - E. WHEN CAPACITY IS NOT LIMITED FOR ANY GIVEN PARADE EVENT, THERE IS NO LIMIT TO THE NUMBER OF INDIVIDUAL MID-SEASON MEMBERSHIP REQUESTS THAT A FULL SEASON MEMBER MAY SPONSOR.
 - F. REGISTERING A MID-SEASON MEMBER CANDIDATE DOES NOT SECURE A SPOT OR GUARANTEE APPROVAL FOR AN INDIVIDUAL. ALL REQUESTS MUST BE REVIEWED AND APPROVED BY THE BOARD BEFORE AN INVITATION CAN BE EXTENDED.
 - G. AT THE BOARD'S DISCRETION, "VIP" GUEST SPOTS MAY BE OFFERED TO INDIVIDUALS THAT ARE DEEMED TO PROVIDE A UNIQUE BENEFIT OR VALUE TO ACHIEVING THE PURPOSE OF THE WESTCHASE KREWE. AN AFFIRMATIVE VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS IS REQUIRED TO OFFER SUCH INVITATIONS, WHICH MAY TAKE PRIORITY OVER MEMBERS REQUESTS AND MAY, OR MAY NOT, REQUIRE A GUEST FEE PAYMENT TO BE MADE.
 - I. **MID-SEASON MEMBERSHIPS ARE NON-REFUNDABLE AND PARADE FEES BECOME NON-REFUNDABLE 24 HOURS PRIOR TO PARADE DATE.**

SECTION 3: FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BE JANUARY 1ST TO DECEMBER 31ST.

SECTION 4: KREWE SEASON

THE KREWE SEASON SHALL BE JUNE 1ST TO MAY 31ST.

SECTION 5: DISSOLUTION

IN THE EVENT THAT THE CORPORATION IS DISSOLVED FOR ANY REASON, AFTER THE PAYMENT OF ALL EXPENSES AND INDEBTEDNESS, ALL FUNDS SHALL BE DONATED TO A 501(C)(3) CORPORATION TO BE DETERMINED AT THE TIME OF DISSOLUTION. IN ADDITION, ANY PROPERTY OWNED OR HELD BY THE CORPORATION (WHETHER REAL OR PERSONAL) SHALL SIMILARLY BE TURNED OVER (OR LIQUIDATED AND PROCEEDS TURNED OVER) TO A 501(C)(3) CORPORATION.

SECTION 6: INVESTMENTS-DEPOSITS

THE BOARD OF DIRECTORS SHALL DESIGNATE A FEDERALLY INSURED DEPOSITORY FOR FUNDS OF THE CORPORATION. THE BOARD OF DIRECTORS MAY DESIGNATE OTHER FORMS OF FINANCIAL INVESTMENT AS DETERMINED BY THE BOARD TO BE IN THE BEST INTEREST OF THE CORPORATION.

SECTION 7: REVENUE MANAGEMENT

IN ORDER TO COMPLY WITH IRS GUIDELINES RELATING TO A TAX-EXEMPT 501(c)(7), AKA SOCIAL CLUB, AND CONSISTENT WITH PUBLIC LAW 94-568, NO GREATER THAN 35% OF THE ORGANIZATIONS GROSS RECEIPTS, INCLUDING INVESTMENT INCOME, MAY COME FROM SOURCES OUTSIDE OF THE MEMBERSHIP. WITHIN THIS 35%, NO MORE THAN 15% OF GROSS RECEIPTS MAY BE DERIVED FROM NON-MEMBER USE OF CLUB FACILITIES AND/OR SERVICES.

ARTICLE VI: OFFICERS

SECTION 1: OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE MADE FROM THE EXISTING BOARD MEMBERS AND CONSIST OF THE PRESIDENT (CAPTAIN), EXECUTIVE VICE PRESIDENT, VP OF FINANCE (aka TREASURER), VP OF COMMUNICATIONS (aka SECRETARY) AND VP OF OPERATIONS AND PUBLIC AFFAIRS.

SECTION 2: TERM OF OFFICE

THE TERM OF OFFICE FOR ALL OFFICERS WILL BE ONE YEAR. OFFICERS WILL BE ELECTED BY THE BOARD AT THE FIRST MEETING OF THE NEW SEASON AND SERVE UNTIL A REPLACEMENT IS ELECTED

SECTION 3: PRESIDENT (CAPTAIN)

THE PRESIDENT SHALL BE THE CHIEF OPERATING OFFICER OF THE CORPORATION. THE DUTIES OF PRESIDENT SHALL BE TO PERFORM THE FOLLOWING, AND ALL OTHER POWERS GIVEN BY THE BOARD OF DIRECTORS:

1. PRESIDE AT ALL MEETINGS OF THE GENERAL MEMBERSHIP AND THE BOARD OF DIRECTORS.
2. SIGN ALL CONTRACTS, AGREEMENTS, AND ALL OTHER MEMBERSHIP INSTRUMENTS NECESSARY TO CONDUCT THE CORPORATE BUSINESS
3. APPOINT A VICE PRESIDENT TO OVERSEE COMMITTEES AND THEIR CHAIRMEN AND SERVE AS EX-OFFICIO MEMBER OF ALL COMMITTEES
4. TRAIN AND MENTOR THE VICE PRESIDENT(S) SO THAT HE/SHE IS PREPARED TO FULFILL THEIR ROLE EFFECTIVELY

SECTION 4: EXECUTIVE VICE PRESIDENT

IT IS IMPERATIVE THAT THE EXECUTIVE VICE PRESIDENT TAKE AN ACTIVE INTEREST IN LEARNING THE ROLES AND RESPONSIBILITIES OF THE PRESIDENT, AS THE EXECUTIVE VICE PRESIDENT SHALL PERFORM ALL DUTIES ASSIGNED TO THE PRESIDENT DURING THE ABSENCE OR TEMPORARY DISABILITY OF THE PRESIDENT. THE EXECUTIVE VICE PRESIDENT SHALL ALSO CARRY OUT ALL SPECIAL ASSIGNMENTS BY THE PRESIDENT.

1. OVERSEE THE PARADE COMMITTEE, INCLUDING, BUT NOT LIMITED TO, BEAD DROP, PARADE PREPARATION/LOGISTICS AND SECURITY
2. OVERSEE THE FLOAT COMMITTEE, INCLUDING, BUT NOT LIMITED TO, ROUTINE MAINTENANCE, REPAIR AND OVERALL AESTHETICS OF THE PARADE FLOAT.

SECTION 5: VP OF FINANCES/TREASURER

THE TREASURER SHALL:

1. PAY ALL AUTHORIZED EXPENSES OF THE CORPORATION
2. SEND NOTICES OF, AND COLLECT, ALL DUES, ASSESSMENTS OR OTHER MONIES DUE TO THE CORPORATION
3. PREPARE ALL FINANCIAL REPORTS OF THE CORPORATION AS MAY BE REQUIRED BY THE BOARD OF DIRECTORS, MEMBERSHIP OR OTHER GOVERNMENTAL ENTITY, INCLUDING, BUT NOT LIMITED TO, AN ANNUAL BUDGET.
4. CAUSE A FINANCIAL REPORT TO BE MADE AT LEAST ANNUALLY AND REPORTED TO THE BOARD OF DIRECTORS AND MEMBERSHIP.
5. FILE ALL FINANCIAL REPORTS AND TAX FORMS FOR THE CORPORATION

SECTION 6: VP OF COMMUNICATIONS/SECRETARY

1. MAINTAIN AN ACCURATE LIST OF ALL MEMBERS OF THE CORPORATION

2. MAINTAIN ALL RECORDS, FILES AND LOGS OF THE CORPORATION, INCLUDING EVENT REGISTRATIONS AND ROSTERS
3. DISTRIBUTE TO ALL BOARD MEMBERS, OFFICERS, AND OTHER MEMBERS NOTICES, MEETING MINUTES AND SUCH OTHER PUBLICATIONS AS MAY BE REQUIRED
4. ADMINISTER AND MANAGE SOCIAL MEDIA, PRESS RELEASES AND WEBSITE CONTENT

SECTION 7: VICE PRESIDENT OF OPERATIONS AND PUBLIC AFFAIRS

1. FORMAL KREWE REPRESENTATIVE FOR THE INTER-KREWE COUNCIL
2. OVERSEE FUNDRAISING AND SPECIAL EVENT COMMITTEES & LOGISTICS

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1: COMPOSITION

THE BOARD OF DIRECTORS SHALL CONSIST OF 5 MEMBERS OF THE MEMBERSHIP IN GOOD STANDING. THE OFFICERS OF THE CORPORATION SHALL SERVE ON THE BOARD OF DIRECTORS BY VIRTUE OF THEIR OFFICE. ELECTIONS SHALL BE MADE BY SECRET BALLOT AND THIRTY-THREE PERCENT (33%) OF THE GENERAL MEMBERSHIP SHALL CONSTITUTE A QUORUM FOR THE ELECTION. UNLESS DECLINED BY THE INDIVIDUAL IN ADVANCE OF THE ELECTION, ONE BOARD POSITION SHALL ALWAYS BE RESERVED FOR THE OUTGOING PRESIDENT (AKA CAPTAIN), WHO SHALL AUTOMATICALLY BECOME APPOINTED TO THE BOARD IF NOT RE-ELECTED OR DECLARED AS A CANDIDATE FOR THE COMING SEASON. THEREFORE, ONLY FOUR OPEN POSITIONS WILL BE AVAILABLE FOR ELECTED MEMBERS IN A TYPICAL SEASON. THE INTENT OF THIS RULE IS TO HELP ENSURE A BASIC LEVEL OF CONSISTENCY AND EXPERIENCED OVERSIGHT WITHIN THE ORGANIZATION'S LEADERSHIP STRUCTURE AT ALL TIMES.

SECTION 2: DUTIES

THE BOARD OF DIRECTORS SHALL BE THE GOVERNING BODY OF THE CORPORATION AND SHALL:

1. DETERMINE ALL MATTERS OF POLICY FOR THE CORPORATION
2. APPROVE ALL CONTRACTS, AGREEMENTS, PROGRAMS, PLANS AND DEVELOPMENTS OF THE CORPORATION
3. RECEIVE ALL REPORTS FROM CORPORATE OFFICERS AND STANDING OR SPECIAL COMMITTEES
4. PERFORM OTHER DUTIES ASSIGNED HEREIN

SECTION 3: MEETINGS

THE BOARD OF DIRECTORS SHALL BE CONVENED BY THE PRESIDENT AT SUCH TIMES DURING THE YEAR AS MAY BE REQUIRED FROM TIME TO TIME. IN ANY EVENT, THE BOARD OF DIRECTORS SHALL MEET AT LEAST IN MAY AND SEPTEMBER, AND TWO OTHER TIMES EACH YEAR.

SECTION 4: TERM

THE TERM OF OFFICE OF MEMBERS OF THE BOARD SHALL BE ONE YEAR, CONSISTENT WITH THE TERM OF OFFICERS OUTLINED IN ARTICLE VI, SECTION 2.

SECTION 5: ELECTION

MEMBERS OF THE BOARD SHALL BE ELECTED FROM THE MEMBERSHIP AT A GENERAL MEMBERSHIP MEETING TO BE HELD DURING THE MONTH OF APRIL EACH YEAR. IF DUE TO EXTENUATING CIRCUMSTANCES, THE

GENERAL MEMBERSHIP MEETING FOR THE PURPOSE OF ELECTIONS MAY BE RE-SCHEDULED TO A MONTH OTHER THAN APRIL BY A MAJORITY VOTE OF THE EXISTING BOARD OF DIRECTORS.

SECTION 6: ATTENDANCE

ANY MEMBER OF THE BOARD WHO SHALL FAIL TO ATTEND THREE (3) CONSECUTIVE MEETINGS OF THE BOARD WITHOUT REASONABLE JUSTIFICATION WILL BE REMOVED FROM THE BOARD.

SECTION 7: VACANCY

WHENEVER A VACANCY SHALL EXIST ON THE BOARD, FOR WHATEVER REASON, THE BOARD SHALL SELECT FROM THE MEMBERSHIP A PERSON TO FILL THE UNEXPIRED TERM. CONSIDERATION SHALL BE GIVEN BY THE BOARD TO PERSONS WHO WERE NOMINATED FOR OFFICE BUT FAILED TO WIN ELECTION AT THE PREVIOUS ANNUAL MEETING.

SECTION 8: QUORUM

A QUORUM OF THE BOARD OF DIRECTORS SHALL EXIST WHEN A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS SHALL BE PRESENT AT A REGULAR OR SPECIAL MEETING.

ARTICLE VIII: COMMITTEES

STANDING COMMITTEES WILL BE ESTABLISHED BY THE PRESIDENT AS NEEDED

ARTICLE IX: GENERAL MEMBERSHIP

SECTION 1: MEETINGS

THE GENERAL MEMBERSHIP OF THE CORPORATION SHALL MEET AT LEAST ONCE PER YEAR IN THE MONTH OF APRIL FOR PURPOSES OF ELECTING THE BOARD OF DIRECTORS. IF DUE TO EXTENUATING CIRCUMSTANCES, THE GENERAL MEMBERSHIP MEETING FOR THE PURPOSE OF ELECTIONS MAY BE RE-SCHEDULED TO A MONTH OTHER THAN APRIL BY A MAJORITY VOTE OF THE EXISTING BOARD OF DIRECTORS. NOMINEES SHALL BE PRESENTED TO THE MEMBERSHIP BY THE VP OF COMMUNICATIONS IN ADVANCE OF THE ANNUAL MEETING. NOMINATIONS MAY ALSO BE TAKEN FROM THE FLOOR AT THE BEGINNING OF THE ANNUAL MEETING. ALL NOMINEES WILL BE GIVEN AN OPPORTUNITY TO SPEAK BRIEFLY TO THE MEMBERSHIP FROM THE MEETING FLOOR PRIOR TO ELECTIONS. TELECONFERENCING WILL BE AN ACCEPTABLE MEANS OF CONDUCTING SUCH MEETING AT THE DISCRETION OF THE BOARD. OTHER MEETINGS MAY BE HELD AS NECESSARY.

SECTION 2: QUORUM

THIRTY-THREE PERCENT (33%) OR NO LESS THAN TEN MEMBERS OF THE GENERAL MEMBERSHIP OF THE CORPORATION PRESENT AT ANY MEETING SHALL CONSTITUTE A QUORUM. EACH FULL-SEASON MEMBER SHALL HAVE THE RIGHT TO A LIMITED-PROXY FOR EACH VOTING MEETING DURING THE COURSE OF THE SEASON. PROXIES SHALL BE DISTRIBUTED TO ALL FULL-SEASON MEMBERS NO LESS THAN 7 DAYS IN ADVANCE OF A MEETING BY THE VP OF COMMUNICATIONS.

ARTICLE X: BYLAWS AMENDMENT

THESE BYLAWS OR THE ARTICLES OF INCORPORATION MAY BE AMENDED BY A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS PRESENT AND VOTING AT ANY REGULAR OR SPECIAL MEETING. TEN (10) DAYS WRITTEN NOTICE OF A BYLAWS CHANGE SHALL BE GIVEN TO EACH MEMBER OF THE BOARD PRIOR TO A MEETING UNLESS WRITTEN NOTICE IS WAIVED BY EACH MEMBER OF THE BOARD BEFORE ANY CHANGE IS ACTED UPON.

WESTCHASE KREWE MEMBER RULES AND REGULATIONS

- MINIMUM AGE OF MEMBERS IS 21
- NO SMOKING ON THE FLOAT
- ALL MEMBERS MUST COMPLETE A LIABILITY WAIVER
- MEMBERS ARE REQUIRED TO ADHERE TO ALL PARADE EVENT ORGANIZER RULES & REQUIREMENTS
- DUES MUST BE PAID IN ACCORDANCE WITH THE PUBLISHED FEES SCHEDULE. **ALL MEMBERSHIP FEES ARE NON-REFUNDABLE. PARADE FEE ARE NON-REFUNDABLE 24 PRIOR TO PARADE.**
- MEMBERS MUST PURCHASE AND DRESS ACCORDING TO PRESCRIBED KREWE UNIFORMS/CODES
- MEMBERS ARE RESPONSIBLE FOR PURCHASING THEIR OWN BEADS FOR ALL PARADE EVENTS
- MEMBERS ARE EXPECTED TO CONDUCT THEMSELVES IN AN APPROPRIATE MANNER AT ALL KREWE AND PARADE EVENTS
- ALL FULL SEASON MEMBERS ARE REQUIRED TO SUPPORT THE KREWE IN ONE OF THE FOLLOWING WAYS EACH SEASON:
 - ATTENDANCE AT KREWE SANCTIONED EVENT(S) **OTHER THAN PARADES,** OR
 - SERVE ON A COMMITTEE, OR
 - VOLUNTEER FOR A KREWE ACTIVITY AS NEEDS ARISE (I.E. PARADE PREP, FLOAT MAINTENANCE/CLEAN-UP, ETC.)