

By-Laws of Ye Krewe of Sir Henry Morgan,
Admiral of Brethren of the Coast, Inc.

ARTICLE I - NAME

Section 1

The name of this organization is “Ye Krewe of Sir Henry Morgan, Admiral of Brethren of the Coast, Inc., hereafter referred to as “Ye Krewe of Sir Henry Morgan”.

ARTICLE II - MEMBERSHIP

Section 1

The membership of the Ye Krewe of Sir Henry Morgan is hereby limited to 100 members. This membership cannot be modified or changed unless 2/3 majority votes by the Ye Krewe of Sir Henry Morgan. In no case shall membership ever get greater than 100.

Section 2

Applications for membership in this organization is open to all individuals 21 years or older, regardless of race, creed, color or sexual orientation. Applications shall include a one time initiation fee (\$400.00) and membership dues (\$325.00) and will be submitted to the board for review. Once accepted new member will be notified by mail. If application is not accepted all monies will be refunded within 7 days.

Section 3

Each new member will receive a copy of membership guidelines and will be required to attend a orientation meeting. Each member in good standing is entitled to one vote in any voting process. A member in good standing is one whose fees and dues are current.

ARTICLE III - DUES

Section 1

Dues shall be determined by the Board of Directors of Ye Krewe of Sir Henry Morgan. They shall be payable annually by each member. Treasurer will bill all members August 1st of each fiscal year. Dues paid after Sept. 1st are subject to \$100.00 late fee. Members who have not paid dues by November 1st will automatically be dropped from membership. If membership is dropped due to non-payment old member would have to make new application and pay initiation fee as well as membership dues.

Section 2

Current membership dues are \$325.00. The board may increase or decrease such annual dues from time to time, but never more than once per calendar year.

Section 3

In order to be eligible to run for office ,dues must be paid for the term year for which the member desires a position. There are no exceptions to this and no arrangements for payment may be made for any elected official for any reason.

ARTICLE III - MEETINGS

Section 1

A annual membership meeting shall be held on a date set by the Board of Directors, who shall also set the time and place. All members shall receive two weeks written notice prior to the annual meeting. It is the responsibility of the member to provide and update current contact information. Therefore, the board bears no responsibility for verification of receipt of notices. Notices are also posted on Ye Krewe of Sir Henry Morgan web page , member only section.

Section 2

Under the State of Florida Articles of Incorporation, a two thirds

(2/3) majority of the General Membership of the Krewe may call for a Special General Business meeting. Business must be conducted under Roberts Rules of Order, with the current Parliamentarian presiding, the formal Secretary recording notes and any issues must be presented in motion form. Adequate rebuttal time must be allowed and any resulting changes require a favorable vote of two thirds(2/3) of the general membership to alter any existing By-Law.

ARTICLE V- DIRECTORS

Section 1

The Board of Directors shall consist of elected 7 General Members 1 Honorary Commodore,1 Treasurer,1 Secretary who records and the Captain who will conduct the meeting under the Roberts Rule of Order format. This results in a Board of Directors consisting of a total of 11 positions.

Section 2

Ye Krewe of Sir Henry Morgan engages a working board that guides the operations of the Krewe and assist the Captain. This requires it's board members to be willing to work and be available for meetings. Any member nominated for the elected position of Board Member must be in Good Standing, one whose dues are current and no miscellaneous balances remain open on their account. Must have been a member for a period no less than 2 years. Must desire to function as part of a team, to communicate well, act within reason and discretion. Must have computer skills and internet connection. Any member nominated for Captain must have all above skills and must have served on the board for a minimum of 1 year. Captain may only serve as Captain for a term of 2 year.

Section 3

All Board Members are required to attend all meetings, unless prior written excuse is submitted and accepted by the Captain of

the Board. Any board member who is absent at two unexcused meetings will automatically be relieved of their duties and will not be eligible to serve on board for a period of 4 years.

Section 4

In the event an elected official experiences personal circumstances, ie; family emergency , or illness that affects their ability to serve fully may be granted a leave of absence by the board. The period of absence from duties for up to 90 days without penalty. This leave of absence is for a one time per elected term. The commencement date is the date the board approves the request. The request must be in writing and approved by the board. The board shall respond to the request in writing within 7 days of notification. If board member request resignation, upon written request to the board for good reason it may be granted. Board member resigning would not be able to resume the current year, nor be re-elected for a period of one year from the date of resignation. Resignation once received cannot be revoked for any reason.

Section 5

Board members have a moral and fiduciary responsibility to the Krewe in everything they do that involves money or decisions. Under the State of Florida Articles of Incorporation, two or more Board members may call for the resignation of any board member for any reason. An ensuing meeting shall be scheduled within 5 days of said demand and a formal vote called. Removal requires a two-third (2/3) favorable vote of the Board.

ARTICLE VI - DISCIPLINARY COMMITTEE

Section 1

A Standing Disciplinary Committee comprised of the Captain, the Secretary, the Treasurer, and One member at large, as nominated, and elected entirely by the board exists for investigation of any complaint received against a Honorary Member, General Member,

Officer, or Guest, Board Member, Captain, or Commodore. The committee will thoroughly investigate any complaint, contact the person the complaint is against and allow them five days to issue a written response. A lack of response within the five day period negates all rights of the accused. The accused may request or maybe requested to present their perspective to the Board in person, as well as in writing an order to provide a fair venue. The committee will document all findings in writing, and prepare a recommendation for the Board to review and discuss.

Section 2

Remedies available for consideration to the Board are issuance of a warning, suspension of membership for a specific time or specific events, or termination of their organization. The Board may then ask the accused to appear before the Board, prior to it's ruling, to present their views and account of the incident for additional clarification or they may discuss the findings and proceed to a formal vote on the punishment. A two-thirds (2/3) majority vote of all eleven (11) Board Members, present or not, must be obtained to constitute a majority vote resulting in a final decision. All decisions of this committee and the ruling by the Board are final and binding.

Section 3

In the event the violator is a member of The Standing Disciplinary Committee, one additional current officer must be asked to sit on the committee temporarily to resolve the issue and maintain a broad view of opinions. The current officer whose last name appears first in the alphabet shall temporarily appointed to this seat until the issue is resolved.

Section 4

If at any time a member has been expelled from the krewe or a member leaves the krewe because of a disciplinary action taken, he or she may not re-join the krewe indefinitely.

ARTICLE VII - ELECTIONS

Section 1

Elections for all offices are held at the Annual General Membership meeting at the end of August, and any member may present a nomination by submitting a "Nomination Acceptance Form" at least five days prior to the scheduled meeting. The form must be signed by the nominee stating that they agree to accept the position if elected, understand the requirements and demands of their time to carry out the position and can fulfill them for the full term of office. No nominations from the floor will be accepted for any reason for regularly scheduled meetings. Any member may place for vote an amendment to the By-Laws on the yearly meeting agenda as well.

In the event said election is a result of a Special General Business Meeting, requirements and conditions surrounding nominations will be provided to all members at large via electronic mail, as well as posted on the Member Only page of Ye Krewe of Sir Henry Morgan website, along with required forms.

Balloting will be accomplished with verbal vote secret ballot of electronic balloting via address specific email which allows for one vote only from that address.

Section 2

Elections for General Officers are held annually, and each position carries specific term requirements and limits as outlined below. As the need arises, the Board has the discretion to create additional offices in order to fulfill the needs of the Krewe at large, and allow maximum Krewe participation.

All nominees for each position below must have been a member of the Krewe for one year, and actively participated by serving on at least one committee or project to its completion. All positions below require the same outline of requirements that are listed in Article V-Directors.

Section 3

Captain: They must have been a Krewe member for a minimum of 2 consecutive years, and must have served on the Board for a minimum of 1 year. Captain may only serve as Captain for a term of 2 years. Must display leadership skills, a highly defined sense of reason and fairness, and conduct themselves in a manner becoming to the highest ranking, most visible office in the krewe.

The Captain is endowed with the authority to carry on the day to day function of the Krewe, and make decisions concerning miscellaneous Krewe related expense, up to Two Hundred Dollars (\$200.00) without verbal or written approval up to one time each month. Expense must be accompanied by a properly executed Expense Form and actual receipt and will be reimbursed if properly presented. This rule can be altered or rescinded at any time by a favorable two-thirds (2/3) vote of the Board.

Section 4

Treasurer: The treasurer will have knowledge and will maintain the Quick Books bookkeeping system, and is responsible for collecting, documenting and depositing all receipt of monies. The treasurer will have in his or her possession the Krewe debit/credit card and is responsible for safe and appropriate use of said card and proper receipts and documentation. Manage the check book, and be one of three signers on the current account. Additional signers will be Kenny McKinnon and the Registered Agent as indicated on the State of Florida Department of Corporations for the krewe. All goods and services are to be billed to the Krewe, no checks will be made out to cash, nor can any cash be withdrawn from the debit account for any reason. Any infractions of this process will result in termination of duty immediately. In the event inappropriate use of funds is discovered the Krewe will prosecute to the full extent of the law. Prior to the end of all fiscal years, no later than August 15th and audit of the books shall be done by an external auditor, or and audit committee of three persons to be

named, comprised of two Board members and a third member at large who has experienced skills in accounting, bookkeeping, business management and balance sheets.

Treasurer must have been a member in good standing for a minimum of 2 years. Treasurer may only serve as treasurer for a term of 1 year.

Section 5

Secretary: Must have been a member in good standing for a minimum of 2 years. Secretary may only serve as secretary for a term of 1 year. Has the ability to listen well when several people are speaking, take notes, identify all members visually at Board meeting, transcribe minutes into proper form, submit them to Board members for review/correction and issue them in formal form into the Krewe permanent records.

ARTICLE VIII - AMENDMENTS

Section 1

These By-Laws may be amended as the result of a regular, scheduled Board meeting, a Special General Meeting called for by two or more Board of Director officers as allowed under State of Florida Articles of Incorporation. A positive vote of applicable Board Members or Members At Large equal to two-thirds(2/3) must occur in order to mandate change.

ARTICLE VIII

If for any reason the Krewe were to be unable to continue, and the need to disband is the only option, all assets will be liquidated, including floats, stock libations, mechanical and sound equipment proper notification for due process announcing that the Coporation is being dissolved will be advertised in an accepted business journal. The expenses of necessary Federal and State filing fees per document at the time to close the corporation, removal of Officers

and Registered Agent, file proper Final Return to the IRS will be put aside and no final disbursement to charity chosen will be done until all paperwork is in order, and certified copies received for permanent records. All debts will be paid in full and the remaining funds if any will be donated to charity.

Dated and accepted by the Board of Directors this ----- day of

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