



# BYLAWS OF KREWE OF ANDRES DE PEZ, INC.

## ARTICLE 1 - NAME

The name of this corporation is KREWE OF ANDRES DE PEZ, INC., here after referred to as the “Krewe”.

## ARTICLE 2 - OFFICE

The Krewe’s principal office shall be the home of the current President. All correspondence shall be sent to Post Office Box 252, Pensacola, Florida, 32591-0252. The Board of Directors may designate another location at its discretion.

## ARTICLE 3 - LEGAL STATUS/POLICIES

The Krewe shall be a Not for Profit, Florida Corporation. No part of any Krewe net income or asset shall ever be payable to any member.

## ARTICLE 4 - MEMBERSHIP AND DUES

### SECTION 1. MEMBERSHIP:

- a. The Board of Directors shall annually adopt the procedure by which persons become and/or continue as members of the Krewe. Membership is open to males at least 21 years of age nominated for membership according to the process adopted by the Board. The Board shall have final say on the membership of any individual, whether a nominee or returning member.
- b. Members in good standing shall have the right to participate in Krewe activities, attend Board of Directors meetings, vote on issues before the membership, hold office, serve on committees, and speak on the floor at membership meetings. One (1) vote will be allowed per dues paying member for issues placed before the membership. All rights and privileges of any member shall immediately cease upon the termination of his membership.

- c. Membership in the Krewe shall be effective as of the General Membership Meeting, to be held annually in November, following acceptance into the Krewe or renewal of membership and only after payment of dues, late fees, penalties, or any other outstanding debt to the Krewe is received. Membership shall expire on October 31 the following year.
- d. The Board of Directors may cancel the membership of any member whose conduct is deemed prejudicial to the objectives, welfare, or character of the Krewe, including any member of the Board of Directors, provided notice of such alleged misconduct shall first be provided to the said member at least 7 days prior to the meeting of the Board at which said misconduct is to be considered. The Member may appear in person to challenge the proposed action of the Board. Removal of any member of the Krewe, including a Board member, requires a 2/3's vote of the entire Board of Directors. The dues for any member whose membership is canceled will be forfeited by the member.
- e. No member, past, present or future, shall have vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Krewe, or any right, interest, or privilege which is transferable or inheritable. No member shall be entitled to share in the distribution of Krewe assets upon dissolution of the Krewe.
- f. Members, including Board members, shall not be compensated for services rendered to the Krewe, provided, however that the Board of Directors shall have the authority to contract for and pay reasonable compensation to members who provide a service deemed critical to the Krewe. Members, including Board members, may be reimbursed for reasonable expenses incurred at the direction of the Board of Directors for Krewe activities.
- g. Any member may resign from the Krewe by delivering a written resignation to the Board of Directors. The dues for any member who resigns will be forfeited by the member.
- h. Founding Fathers: Due to the vision, leadership and risk taken by the Founding Father of the Krewe, any of the Founding Fathers - Malcolm Williams, Robin Moore, Charlie Wiggins, Rick Finch, Greg Tillery, Jay Saiter, Scott Covell, Andy Majewski, Eric Stevenson, or Boyce White - who maintain paid membership in the Krewe for a period of five (5) consecutive years, shall be granted a Lifetime Membership into the Krewe and shall be exempt from any future dues. Lifetime Membership does not exclude any Founding Father from any other provision of these Bylaws, including, but not limited to Article 4, Section 1, d, e, and f.
- i. Charter Members: Due to the vision, leadership and risk taken by the Charter Members of the Krewe, any of the Charter Members - Alan Farrugia Allan Bell, Allen L. Litvak, Andrew Kent, Andy Majewski, Andy Arnold, Andy Locklear, Anthony MacWhinnie, Ben P. Ware, Bill Stafford, Bill H. Mitchem, Blair S. Crooke, Boyce T. White, Braden K. Ball, Brent Scott, Casey P. Kirk, Cavet White, Cesar D. Reyes, Chad Leidner, Charles C. White, Charlie Wiggins, Charlie Krasnosky, Chris Johnson, Clay Miller, Clyde Busbee, Cory Whipple, Craig A. Vigodsky, Dan Girardin, Dan R. Filardi, Danny Herman, David Bailey, David Rowe, David Bear, David T. Williams, David W. Peaden, Denis McKinnon, Eric D. Stevenson, Finley C. Holmes, Forrest Van Camp, Fred M. Gunther, Gary W. Lee, Geoffrey L. Fairchild, Gregory Q. Tillery, Grover C. Robinson, IV, J. Donovan Whibbs, James B. Finch, Jason W. Peterson, Jay Saiter, Jeff Hoskins, Jeff DeWeese, Jeff Hendrix, Jim Barnes, Joe Langston, Joe Costello, John Kamm, John Murray, John B. Trawick, Judd Saiter, Kramer A. Litvak, Lewis Bear, III, Malcolm S. Williams, Marc Cabassa, Mark Thompson, Matt Cagle, Matthew A. Sirmans, Matthew J. Pair, Matthew T.

Adkins, Michael J. Caluda, Michael J. Tracy, Michael L. Majewski, Michael S. Burt, Mike Thorsen, Nathan Tracy, P. Todd James, Patrick J. Mrachek, Patrick K. Moore, Paul R. Snider, Peter Dyson, Peter Mougey, Richard Busbee, Rick Finch, Robin E. Moore, Roger W. Dubble, Russell Parris, Scott Garbell, Scott Smith, Scott Calvert, Scott Mitchell, Scott A. Remington, Scott M. Covell, Sonny Granger, III, Stephen D. Smith, Steve A. Stack, Terry Busbee, Jr., Thomas F. Gonzalez, Thomas F. Owens, Timothy M. O'Brien, Timen Pallin, Tommy Vinzant, Vinnie Whibbs, Warren Minshull, and Zach D. Oberhausen- or any other member who maintain paid membership in the Krewe for a period of five (5) consecutive years, shall be granted a Lifetime Exemption from any membership process required by the Board to return as a member of the Krewe should their membership lapse. Lifetime Exemption does not exclude any Charter Member from any other provision of these Bylaws, including, but not limited to Article 4, Section 1, d, e, and f and Article 4, Section 2.

- j. Any member in good standing deployed on active military duty shall remain a member in good standing for the duration of the deployment and may rejoin the Krewe without being subjected to any membership process. This does not exclude any deployed military member from any other provision of these Bylaws, including, but not limited to Article 4, Section 1, d, e, and f and Article 4, Section 2. Deployed members may seek a refund of annual dues under Article 4, Section 2(g).
- k. Founding Fathers, Charter members and deployed military members shall be allowed to rejoin the Krewe following the guidelines contained in these Bylaws regardless of any cap in the total number of members established by the Board of Directors.
- l. Members that have maintained membership for a period of 15 years, having only exercised his right to be a non-active member for a period of one year during that 15 year period, or who has been deployed for a period of one or more years as an active duty member of the armed forces during that 15 year period, shall be entitled to pay half of the membership dues as decided by the board, which reduction of dues shall commence on the 16<sup>th</sup> year.

## SECTION 2. MEMBERSHIP DUES:

- a. Dues shall be set by the Board of Directors for new members and returning members by August 1 of each year. Dues may include, but are not limited to: initiation fees, annual dues, tabard/sash costs, fines, late fees, special activity fees, property fees, float fees and any other cost associated with membership approved by the Board of Directors. The Krewe may offer certain activities/events that require an additional fee to members for participation above and beyond annual dues. Members are encouraged, but not required to participate in such events.
- b. Returning Members: Dues for Returning Members shall be paid by September 30 for the following year. Dues must be paid by September 30 in order to make a valid nomination of a new member.
- c. New Members: Dues for New Members must be paid by the conclusion of the General Membership Meeting. Any nominee who has not paid dues prior to the General Membership Meeting will not be admitted into the membership of the Krewe and must repeat the nomination process for future consideration.
- d. Late fees for the payment of annual dues are as follows:

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| 1. Payment postmarked between 09/1 and 09/30: | \$50.00  |
| 2. Payment postmarked between 10/1 and 10/31: | \$100.00 |
| 3. Payment postmarked after 10/31:            | \$250.00 |

- e. Dues, upon notice of the Board to the membership, shall become a debt to the Krewe collectable by due course of law. Failure to pay dues, fees and/or other costs of membership shall render the member liable to removal from membership by action of the board.
- f. Any member who provides a payment to the Krewe returned by a financial institution due to insufficient funds shall be fined \$50 plus any fees charged to the Krewe by the financial institutions. Membership of any member presenting such an instrument shall automatically be suspended until all dues and fines are paid via certified check, money order or other guaranteed means.
- g. Refund of annual dues shall generally not be permitted. However, in the event of special or extreme circumstances, the Board reserves the right to review any request for a refund of dues, subject to approval by the Board.

## **ARTICLE 5 - FINANCES**

SECTION 1. The fiscal year for the Krewe is September 1 through August 31, unless otherwise identified by the Board of Directors.

SECTION 2. The Krewe may engage in fundraising activities. The Board of Directors may accept, on behalf of the Krewe, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Krewe. The Board of Directors may also decline any such contribution, gift, bequest or device.

SECTION 3. The Krewe shall have the right to retain all or any part of any securities or property acquired by the Krewe in whatever manner, and to invest and to reinvest any funds held by it, according to the judgment of the Board of Directors, without restriction, provided, however that no action shall be taken by or on behalf of the Krewe if such action is a prohibited transaction or would result in the denial of tax exemption under Section 501(c)(7) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

SECTIONS 4. Any member who provides a payment to the Krewe returned by a financial institution due to insufficient funds shall be fined \$50 plus any fees charged to the Krewe by the financial institutions. Membership of any member presenting such an instrument shall automatically be suspended until all dues and fines are paid via certified check, money order or other guaranteed means. Any member that attends any Krewe event after notice of suspension is provided, shall automatically be assessed a \$500.00 fine.

## **ARTICLE 6 - MEETINGS**

SECTION 1. There shall be a General Membership Meeting of the Krewe to welcome new members, elect Board Members, present the budget and to set general goals for the upcoming year in November of

each year, unless changed by a majority vote of the Board of Directors. The General Membership Meetings will be open to all members and nominees. A simple majority of the membership present (50% + 1) is necessary to approve any action placed before the membership, provided a minimum of 30 Krewe members in good standing are present.

SECTION 2. Special meetings may be called by the Board of Directors as needed. Special meetings must be called by the Board upon the receipt of a petition signed by 20 members in good standing. A simple majority of the membership present (50% + 1) at any special meeting is necessary to approve any action placed before the membership, provided a minimum of 30 Krewe members in good standing are present. Only those items of business set forth in the notice of the special meeting shall be discussed or acted upon at such meeting.

SECTION 3. Meeting locations, times and dates shall be determined by the Board of Directors. Notice of meetings shall be provided to the membership a minimum of 7 days in advance of the meeting via any means approved by the Board.

SECTION 4. Thirty (30) members in good standing at any Krewe meeting shall constitute a quorum. If a quorum cannot be reached by three (3) consecutive meetings, the members in good standing present shall then constitute a quorum at the next meeting and shall be bound by the requirements of Article 14 of these Bylaws at that meeting.

SECTION 5. The Board of Directors shall meet monthly or as required. These meetings shall be open to any member in good standing of the Krewe. Special meetings of the Board of Directors may be called by the President or any three members of the Board of Directors.

SECTION 6. Notice of meetings of the Board of Directors shall be provided to the members a minimum of five (5) days prior to the meeting via any means approved by the Board.

SECTION 7. Any action required or permitted to be taken at a meeting of the Board of Directors, or other committee designated by the Board, may be taken without a meeting if consent is granted by 2/3 of the members of the Board of Directors. Such consent shall have the same force and effect as an approved vote at a meeting. Article 14 is expressly and at all times excluded from this provision.

SECTION 8. Subject to applicable notice provisions, the Board of Directors or members of any committee designated by the board, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting shall constitute presence in person at such meeting.

## **ARTICLE 7 - BOARD OF DIRECTORS**

SECTION 1. The members of the Krewe shall annually, at the General Membership Meeting, select from among themselves a Board of Directors. The business and property of the Krewe shall be controlled and managed by the Board. The Board shall be the policy making body of the Krewe and empowered to make decisions on behalf of the Krewe. All Directors shall serve without pay. The Board of Directors may choose to place questions before the membership for guidance or resolution of issues. If the Board seeks a vote of the membership to resolve an issue, the Board shall be bounded by the conclusion of that vote. The Board of Directors shall consist of a minimum of ten (10) members: four (4) named officers, and six

(6) At-Large Representatives. Any Member in good standing of the Krewe is eligible for election to the Board. The Krewe member selected as "Siquenza" annually shall serve as an At-Large member of the Board.

SECTION 2. Directors shall serve a three year term. Each Director shall take office immediately upon election and shall serve until the election of their successor.

SECTION 3. The Current Board of Directors as of the adoption of these Bylaws shall be deemed the duly elected Board of Directors of the Krewe eligible to complete the full length of their term. Thereafter, beginning with the General Membership Meeting in November, Directors shall be elected based on the following schedule (current member):

2007: Directors # 1 (Matt Atkins), 2 (Dan Girardin), 3 (Jason Jones)

2008: Directors # 4 (Fred Gunther), 5 (Jody Mabry), 6 (Ryan Ross), 7 (Sean Snyder)

2009: Directors # 8 (Stephen Crane), 9 (Finley Holmes), 10 (Edward Spears)

Thereafter, at the General Membership Meeting in November, the Director seats reaching the conclusion of a term shall be up for election.

SECTION 4. Any Director may be removed for cause, at any meeting of the Board, by the affirmative vote of 2/3 of the Board of Directors. Causes for removal from the Board include, but are not limited to: three (3) consecutive absences, dereliction of duty, conduct unbecoming a Director of the Krewe, misrepresentation of the Krewe, misappropriation of funds and/or abuse of authority. The Director will be given notice of the proposed action to remove him from the Board, and will be given a reasonable opportunity to defend himself.

SECTION 5. Any Director may resign by letter addressed to the Board of Directors at any time. All vacancies will be filled by an appointment by the Board of Directors.

SECTION 6. At least 60 days prior to the General Membership Meeting, the President shall appoint a Nominating Committee consisting of the President-Elect and two other members. The President-Elect shall chair the Nominating Committee. The purpose of the Nominating Committee shall be to identify a slate of candidates for the Board of Directors to be presented to the Krewe for consideration at the General Membership Meeting. The Committee shall nominate a minimum of one person for each Board position in conformance with the rules for holding office presented in these bylaws. Nominations shall also be called for and accepted from the floor during the General Membership Meeting.

SECTION 7. A majority of the Directors (6) must be present at any meeting of the Board to constitute a quorum to transact business

SECTION 8. The Board of Directors shall make an annual report to the membership at the General Membership Meeting.

SECTION 9. Standing Committees and such others as may be required to carry out the purposes of the Krewe shall be appointed by the President, who shall designate the Chairperson for each such Committee. Each Committee shall be given a specific charge. The President shall be an ex-officio member of all such Committees. The Chairpersons shall report the activities of such Committees to the Board at its meetings.

SECTION 10. Annually, the Krewe recognizes from among themselves a “Court” of symbolic positions recognizing time and effort members have put into the Krewe over the years. Court members nominate the next person to take his place on the court the next year and the board makes the final decision on the nomination. The Court is strictly ceremonial and Court members do not represent the Krewe or the Board of Directors in any official capacity, duty or responsibility.

## **ARTICLE 8 - OFFICERS**

SECTION 1. The Board of Directors shall annually select from among themselves Directors to serve in the following positions: President, President-Elect, Secretary, Treasurer and six (6) At-Large Representatives.

SECTION 2. Once elected, Officers shall assume their duties immediately and shall serve for one (1) year or until their successors are duly elected by the Board. With the exception of the President-Elect, whom, upon the conclusion of the term of the President, shall automatically assume the position of President for the following year.

## **ARTICLE 9 - DUTIES OF OFFICERS**

SECTION 1. The President shall be the principle officer of the Krewe and shall:

- preside at the meetings of the Krewe,
- preside at the meetings of the Board of Directors,
- represent the Krewe to all publics, except that the President may ask another Officer, Board or Committee member to represent the Krewe as required,
- report to the membership on board actions,
- provide an annual report to the membership at the General Membership Meeting,
- appoint standing and special committees and the designate chairs,
- identify members for special assignments,
- sign with the Secretary or any other officer authorized by the Board, any contracts or other legal documents expressly authorized by the Board,
- sign with the Treasurer all withdrawals of funds from Krewe bank accounts, over \$1,000,
- with the assistance of members, set the agenda for the Krewe and the Board.

SECTION 2. The President-Elect shall:

- Act as special assistant to the President and represent the President whenever so designated,
- Be empowered to sign any documents as authorized by the Board of Directors. This power may be invoked in the event of an emergency during the absence of the President or due to the Presidents inability or refusal to act,
- Perform all such duties as requested by the President or Board of Directors.
- Assume the position of President the following year.

SECTION 3. The Secretary shall:

- Keep minutes of the proceedings of all General Membership and Board of Directors meetings of the Krewe,
- Preserve in a file all records of value to the Krewe to include a chronological file of all minutes of all meetings,
- Sign with the President all contracts and legal documents,
- Maintain a current roster of membership including the name, address, telephone number, and membership category of each member,
- Conduct the correspondence of the Krewe,
- Maintain custody of the Corporate Seal,
- Perform such other duties as requested by the President or Board of Directors.

SECTION 4. The Treasurer shall:

- have charge of all Krewe funds/bank accounts,
- sign with the President all withdrawals of funds, over \$1,000
- shall have authority to spend discretionary funds up to \$500.00 without prior board approval between Board of Directors meetings. Such action must be reported at the next meeting of the Board,
- perform other duties as requested by the President or Board
- present a complete account of Krewe funds identifying the source of funding and disbursement, at meetings to the Board and at meetings of the membership, and
- prepare an annual statement accounting for Krewe funds.

SECTION 5. Directors at Large shall:

- Serve as chairs of standing committees as appointed by the President.
- Provide advice and assistance in carrying out Krewe activities.
- Perform such other duties as requested by the President or the Board of Directors.

SECTION 6. Each officer shall deliver to his successor within fifteen (15) days after retiring from office, all records, papers, and other property belonging to the Krewe.

SECTION 7. The Board of Directors shall maintain a budget and the Treasurer shall present it at the General Membership Meeting.

## **ARTICLE 10 – AGENTS, REPRESENTATIVES & CONTRACTORS**

SECTION 1. The Board of Directors may, from time to time, appoint such agents and representatives of the Krewe with such powers as to perform such acts or duties on behalf of the Krewe as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

SECTION 2. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Krewe, and such authority may be general or confined to a specific instance. Unless authorized by the Board, no officer, Board member, member, agent or employee shall have any power or



authority to bind the Krewe by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE 11 - PARLIAMENTARY AUTHORITY**

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Krewe in all cases in which they are not inconsistent with these bylaws and any special rules adopted by the Krewe. In all cases of contest, the adopted bylaws shall take precedence.

SECTION 2. A simple majority (50% +1) shall decide all decision of the Krewe and Board of Directors, except as noted herein.

SECTION 3. Any Member who cannot attend a Krewe meeting may vote by proxy. Proxy voters must be Members in good standing as of the meeting in which the proxy is exercised. The proxy vote must be signed, dated and delivered to a Board Member. The proxy must clearly state the issue and voting preference of the Full Member. The proxy will not count toward quorum of that meeting. No issue can be decided by a majority of proxy votes.

## **ARTICLE 12 - AMENDMENTS**

SECTION 1. These bylaws may be amended by a two-thirds (2/3) affirmative vote of the members present and voting at any meeting, provided that notice of such an amendment has been given to the membership in the notice for the meeting and provided that a quorum is achieved. A full text of such an amendment shall be provided to all members, via any means approved by the Board, at least ten (10) days prior to the date the amendment shall be considered.

SECTION 2. The Articles of Incorporation may be amended in the manner provided by Florida Law.

SECTION 3. Article 14 of these Bylaws cannot be amended.

## **ARTICLE 13 - AUDITS**

SECTION 1. At least one month prior to the General Membership Meeting, the President shall appoint, with the approval of the Board of Directors, a committee of three (3) Members to comprise an Audit Committee. These three members cannot be members of the Board of Directors. The Committee's duties shall be to audit the Treasurer's books and/or records. The report of the audit results shall be made at the General Membership Meeting prior to the election of Board members. A copy of the report shall be given to each member of the Board of Directors and a copy for the permanent file kept by the Secretary.

## **ARTICLE 14 - DISSOLUTION**

SECTION 1. The Krewe may be dissolved in the same manner as the procedure outlined in Article 12, Section 1, provided that the disbursement of all moneys and properties be acted upon prior to dissolution, and in accordance with any/all applicable state or federal laws. No member shall be entitled to share in the distribution of Krewe assets upon dissolution of the Krewe. All members of the Krewe shall be deemed to have expressly consented and agreed that upon dissolution, the assets of the Krewe, after all debts have been satisfied, shall be distributed or donated, in such amounts or quantities as determined by the Board, exclusively to organizations recognized as charitable under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 15 - EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee, representative or contractor of the Krewe shall take any action or carry on any activity by or on behalf of the Krewe not permitted by an organization exempt under Section 501(c)(7) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE 16- ADOPTION OF BYLAWS**

Approved by the membership on the 7<sup>th</sup> day of June 2018 as witnessed by,

\_\_\_\_\_ (signature) \_\_\_\_\_ (print name)

\_\_\_\_\_ (signature) \_\_\_\_\_ (print name)

\_\_\_\_\_ (signature) \_\_\_\_\_ (print name)

\_\_\_\_\_ (signature) \_\_\_\_\_ (print name)

Revised 9/23/2019