



# *Bylaws of* **Ye Enchanted Krewe of Brigadoon, Inc.**

## **MISSION STATEMENT/PURPOSE**

Ye Enchanted Krewe of Brigadoon was formed by many, not one: to encourage and facilitate camaraderie and fellowship by providing an opportunity to support local charity organizations and to participate in local parades.

## **ARTICLE I**

### **Name:**

The name of the Corporation shall be Ye Enchanted Krewe of Brigadoon, Inc. A shorten version of the name is allowable for all communications. The Corporation shall retain the exclusive and sole right to use, or allow or refuse the use of all emblems, seals, badges, or other items incorporating the words “Ye Enchanted Krewe of Brigadoon” and/or “Krewe of Brigadoon.”

## **ARTICLE II**

### **Location:**

The Principal office of Ye Enchanted Krewe of Brigadoon, Inc. (herein after, referred to as the Corporation) is to be located in the City of Tampa, County of Hillsborough, State of Florida.

## **ARTICLE III**

### **Legal Status:**

The Corporation is a registered Florida not-for-profit corporation. The Corporation shall seek exemption from federal income tax under section 501(a) of the Internal Revenue Code by fulfilling the requirements for, and seeking recognition as, an organization described in section 501(c) of the Internal Revenue Code.

No part of the net earnings of the Corporation may benefit any person having a private or public interest in the activities of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE IV**

### **Membership Rights:**

#### **Section 1. Voting Rights.--**

The corporation shall have one (1) class of members consisting solely of individuals. The rights and privileges of all members shall be equal. Members shall be entitled to both the privilege of the floor in discussion and the right of suffrage in the affairs of the Corporation. Each member shall be entitled to one (1) vote. A member may vote in person or, may vote by proxy executed in writing by the member or by his agent. Voting may be conducted by mail and/or electronic means when warranted. Robert's Rules of Order Revised shall be the Parliamentary authority of the Corporation.

**Section 2. Number of Members.--**

Membership shall be initially limited to one hundred (100) members. This limit may be raised or lowered by a full membership vote (see Article IV, Section 4 for definition of full membership vote).

**Section 3. Criteria for Admission and Parade Participation.--**

Criteria for membership and parade participation shall be set out and presented to the Board by the membership committee, and then ratified by a full membership vote (see Article IV, Section 4 for definition of full membership vote). The criteria may change as warranted, but the procedure as described in this section shall not change and shall be followed for any criteria changes. Membership shall be continuous until the member resigns from the Corporation, or fails to pay membership dues to the Corporation within the time period set out by the Corporation, or is expelled.

**Section 4. Voting and Quorum of Members.--**

A quorum for any general membership meeting or non full membership vote at a general meeting is no fewer than one third (1/3) of the membership. A full membership vote requires participation of sixty percent (60%) of the membership- i.e., sixty percent (60%) of the members must vote on the agenda item. Failure of a sixty percent (60%) voting participation of the membership defeats the agenda item. All agenda items voted on must pass by a majority vote of the quorum or full membership vote requirement.

**Section 5. Membership Veto Power.--**

Upon written request served to the Board by either of one third (1/3) of the membership, or four (4) Board members, the of the Corporation shall call for a full membership vote on any agenda item that has already been passed or failed to be passed by the Board without a membership vote ((see Article I, Section 4 for definition of full membership vote). A full membership vote request, either by one third (1/3) of the membership or four (4) members of the Board, must be made at least ten (10) days prior to the next general membership meeting. Notice of the vote must be published by at least five (5) days prior to the general meeting. Failure to notice the full membership vote will nullify any prior Board vote on the agenda item.

**ARTICLE V**

**Board of Directors:**

The Board of Directors is an extension of the will of the corporation's members and holds power at the members' discretion.

**Section 1. General standards for directors.--**

- (1) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:
  - (a) In good faith;
  - (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (c) In a manner he or she reasonably believes to be in the best interests of the corporation.
- (2) In discharging his or her duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  - (a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and

competent in the matters presented;

- (b) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or
- (c) A committee of the board of directors of which he or she is not a member if the director reasonably believes the committee merits confidence.
- (3) A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.
- (4) A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

**Section 2. Removal of Directors.--**

All directors may be removed from office pursuant to the following procedures:

- (1) Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership.
- (2) The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific directors sought to be removed.
- (3) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.
- (4) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.
- (5) Any director who is removed from the board shall not be eligible to stand for reelection until the next annual meeting of the members.
- (6) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.
- (7) If a director who is removed shall not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.

**Section 3. Specific Removal of Clan Unit Chieftain/Board Member.--**

A individual Clan Unit Board member may be removed by his clan unit, with cause, by an unanimous vote of that clan unit (the clan unit board member does not vote). If a vote of less than full agreement is tallied, but at least fifty-one (51%) percent vote for removal, then the final decision rest with a vote of the Board after notice and an opportunity to be heard by all sides.

**Section 4. Number.--**

The Board's makeup will consist of twelve (12) members. Ten (10) voting members, one (1) semi - voting member, and one (1) non-voting member. The position of Chief (President) is the semi - voting member and will only vote to break a tie vote of the Board, and the Tainister (President Elect) is the non-voting member.

**Section 5. Terms and Labels.--**

Four (4) Board members are elected from the general membership, and are labeled: Chief (President), Tainister (President Elect), Tacksman (Treasurer), Barb (Historian/Secretary).

These positions have two (2) year terms and have a one term limit. The exception is the Tainister, which will take over as Chief at the end of the current Chief's term. His/her term on the board will actually consist of three (3) years. The President Elect/Tainster is elected at the start of the second (2<sup>nd</sup>) year of the President/Chief's term in office (see Article IV, Election Schedule for further explanation).

The other eight (8) Board positions are labeled Chieftain positions. The initial eight (8) Chieftains position will be the incorporators. The Chieftain positions have one (1) year terms, but are not term limited. After the first year, each clan unit will elect a new representative to the Board (see Article II, Section 5, Clan Unit Description for more information).

**Section 6, Clan Unit Description--**

The general membership would be randomly divided into eight (8) clan units, or groups to facilitate interaction opportunities among all members. Chieftains would be responsible for not only representing their clan unit in a leadership role, but to provide a two-way flow of communication. These groupings, along with the Chieftains, are randomly reassigned each year. Elections for the new year Chieftains will take place after reassignment

**ARTICLE VI**

**Powers and Duties of Board/Officers**

**Section 1. President/Chief--**

The President, as the executive officer of the Corporation, shall prepare the agenda for and preside over all meetings of the overall Corporation, and the Board. He shall be the co-signor with the Treasure/Tacksman of all checks and other legal documents requiring disbursement of money or other legal obligations written for or on behalf of the Corporation. He shall have the power to call meetings of the Board, and shall report to the members the business of the Corporation. The President may only vote in case of a tie vote concerning a Board agenda item, or a general /full membership vote.

**Section 2. President Elect/Tainister--**

At request of the President and/or Board, the President Elect may perform duties and exercise the power so assigned by the Board and/or President. The President Elect shall not have vote in any board action.

**Section 3. Treasure/Tacksman--**

The Treasure shall have custody of all funds and property of the Corporation subject to such regulations as may be imposed by the Board. He/she shall keep accurate record of all receipts and disbursements, and shall exhibit such records at reasonable time to any member of the Corporation upon request. He/she shall co-sign with the President on behalf of the Corporation all checks and other legal documents requiring disbursement of money or other legal obligations written for or on behalf of the Corporation. He/she shall not make any disbursement of Corporate funds in excess of one hundred dollars (\$100.00) without prior approval of the Board. He/she shall make a full report of the financial status of the Corporation at each General and Board meeting. He/she shall, in general, perform all the duties incident to the office of Treasure, subject to the control of the Board.

**Section 4. Secretary/Barb--**

The Secretary shall be in charge of such books, documents, and papers as the Board may determine. He/she shall keep the minutes of all General and Board meetings. He/she shall keep a record summarizing the history of the Corporation, and be instrument in establishing the Corporation's

traditions. He/she shall keep a record, containing the names, addresses, and phone numbers of the Corporate members, and such records in general, perform all the duties incident to the office of Secretary, subject to the control of the Board.

**Section 5. Decision Making.--**

Within the polices established by the Corporation, the Board may make decisions binding upon the Corporation.

**Section 6. Board Vacancy.--**

If a Board member fails to attend regularly scheduled meetings of the Board for three (3) consecutive months or four (4) months in any calendar year, the Board may, after giving reasonable notice and an opportunity to be heard, recommend that the Corporation declare the office vacant. The vacancy shall be filled by a general election in the case of vacancy of a Chieftain position, then a clan unit election.

**Section 7. Conflict of Interest.--**

No Board member may vote upon a matter coming before the Board in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, the Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdraw shall be fully documented in the minutes of the meeting.

**ARTICLE VII**

**Election Schedule Example:**

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| <b>First year</b>  | Three (3) Board members will be elected from the general membership. The initial eight (8) Chieftains position will be appointed.<br>(10 voting elected members -NOTE: President only votes in case of a tie)                                    |
| <b>Second year</b> | Eight (8) Chieftains will be elected. One representative from each clan unit will be elected from within the clan unit itself. The Tainister will be elected from the general membership.(10 voting elected members and 1 non-voting member)     |
| <b>Third year</b>  | Eight (8) Chieftains will be elected. One representative from each clan unit will be elected from within the clan unit itself. The two (2) general board positions elected are the positions of Tacksman and Barb. (10 voting elected members)   |
| <b>Forth year</b>  | Eight (8) Chieftains will be elected. One representative from each clan unit will be elected from within the clan unit itself. The Tainister will be elected from the general membership.<br>(10 voting elected members and 1 non-voting member) |
| <b>Fifth year</b>  | Eight (8) Chieftains will elected. One representative from each clan unit will be elected from within the clan unit itself. The two (2) general board positions elected are the positions of Tacksman and Barb. (10 voting elected members)      |

**ARTICLE VIII**

**Dues:**

**Section 1. Initiation Dues.--**

The sum of money required for initiation into the corporation shall be set out and presented to the Board and then ratified by a full membership vote (see Article IV, Section 4 for definition of full membership vote). All changes shall also follow this procedure.

**Section 2. Annual Dues.--**

The sum of money required for annual membership dues shall be set out and presented to the Board and then ratified by a full membership vote (see Article IV, Section 4 for definition of full membership vote). All changes shall also follow this procedure.

**Section 3. Special Assessment.--**

A special assessment may be required at certain times. If this becomes necessary, then the board will set out the require sum, and then the assessment must be ratified by a full membership vote (see Article IV, Section 4 for definition of full membership vote)..

**ARTICLE IX**

**Amendments:**

**Section 1. Bylaws and Articles of Incorporation.--**

The power to alter, amend, or repeal the bylaws and/or the Articles of Incorporation, shall be vested in the membership, and requires a full membership vote (see Article IV, Section 4 for definition of full membership vote). Changes shall only be made at the annual meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote two (2) months prior to the annual meeting. An amendment committee shall oversee this process.

**ARTICLE X**

**Meetings:**

**Section 1. Annual Membership Meeting.--**

An annual membership meeting shall be held once a year. The Board shall designate the date, time and location.

**Section 2. General Membership Meeting.--**

A general membership meeting shall be held monthly . The Board shall designate the date, time and location.

**Section 3. Board Meetings.--**

Board meetings will be held monthly, and are open to the membership. The Board shall designate the date, time and location.

**Section 4. Special Meeting.--**

A special meeting can be called for any purpose by the President, four (4) or more of the Board members, or one third (1/3) of the full membership. The party or parties calling for a special meeting may designate any location in Hillsborough County, Florida as the meeting location.

**Section 4. Notice.--**

Notice of any meeting called shall require at least a five (5) day notice by any means to the membership.

**Section 5. Quorum.--**

A quorum of a board of directors consists of a majority of the number of directors as prescribed by the the bylaws.

**Section 6. Meeting Participation By Board Members.--**

The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**ARTICLE XI**

**Committees:**

**Section 1. Creation of Committees.--**

Motions to create Committees may be proposed at any meeting of the Board of Directors or the General Assembly, or the Board may from time to time appoint committees as may deem necessary or advisable for carrying out the purposes and work of the Corporation.

**Section 2. Election Committee.--**

- a. The Election Committee, appointed for a one-year term, shall be comprised of five (5) members appointed by the President. Each appointee shall come from a different clan. These appointments shall be subject to the full Board's approval.
- b. The Election Committee shall be responsible for the legal execution of all election procedures as set forth in the By-Laws.
- c. No active candidate shall serve on the Election Committee.
- d. No officer or Board member shall serve on the Election Committee.

**Section 2. Amendment Committee.--**

- a. The Amendment Committee, appointed for a one-year term, shall be comprised of five (5) members appointed by the President. Each appointee shall come from a different clan. These appointments shall be subject to the full Board's approval.
- b. The Amendment Committee shall be responsible for the legal execution of Article IX Amendments, Section 1.

**Section 3. Mediation and Grievance Committee.--**

There shall be a Mediation and Grievance Committee of five (5) members. One (1) member shall be appointed by the Board. The four additional members shall be elected from the membership at the annual meeting. This committee shall establish parade rules and guidelines for conduct during a parade, and shall further establish procedures to deal with violations of any rules and/or guidelines established. Such rules, guidelines, and procedures set out by this committee shall be ratified by a vote of the Board. In addition, this committee shall establish procedures to handle all disputes between members and/or board members. These dispute procedures shall also be ratified by a vote of the Board.

**Section 4. Membership Committee.--**

- a. The Membership Committee, appointed for a one-year term, shall be comprised of five (5) members appointed by the President. Each appointee shall come from a different clan.. These appointments

shall be subject to the full Board's approval.

- b. No officer or Board member shall serve on the Membership Committee.
- c. The Membership committee shall be held responsible for the legal execution of Article IV, Section 3, Criteria for Admission and Parade Participation.

## **ARTICLE X**

### **Standing Rules:**

#### **Section 1. Definition.--**

Standing rules are rules and/or procedures that have been establish pursuant to the Corporation's Bylaws, i.e., criteria for admission and parade participation or rules/guidelines established by the Mediation and Grievance Committee.

#### **Section 2. Notice.--**

All standing rules established must be noted in the minutes, published to the members, and a record shall be kept by the Secretary concerning the date of establishment, ratification history, and summary of discussion concerning the rule.

**I hereby certify that these bylaws were adopted by the Ye Enchanted Krewe of Brigadoon, Inc. on \_\_\_\_\_, 2004.**

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**Secretary**