

BY-LAWS

GALVESTON KREWE OF GAMBRINUS, INC.
(Approved 10/23/2019)

ARTICLE ONE: NAME

The name of this organization is Galveston Krewe of Gambrinus, Inc., dba, Krewe of Gambrinus, hereinafter referred to as "Krewe".

ARTICLE TWO: OBJECTIVES AND FISCAL YEAR

Sect 1: The objectives of the Krewe shall be to support commerce and tourism for the City of Galveston by conducting activities related to Mardi Gras and Carnival. This nonprofit and nonpolitical corporation is formed and shall exist only for educational, cultural, charitable, Patriotic, historical, social and civic purposes for the benefit of the community: (a) to encourage, foster, promote, cultivate, sponsor, conduct, direct and administer plans, programs and activities relating directly and indirectly to the Mardi Gras and Carnival season, pageants, attractions, parades, balls, festivals, revelry, ceremonies and events in the City of Galveston, State of Texas; (b) to encourage, foster and promote tourism to Galveston and to plan, sponsor, promote, conduct, direct, stage, present and administer plans, programs, activities, pageants, attractions, parades, balls, festivals, revelry, ceremonies and events for the education, enjoyment, entertainment and benefit of visitors to Galveston and residents of Texas; (c) to plan, sponsor, promote, conduct, direct, stage, present and administer an annual Mardi Gras and Carnival street parade, pageant, ball, and festival, all related and incidental revelry, ceremonies, events, attractions and activities; and, (d) to do any and all other things necessary and proper to advance and accomplish the declared objectives and purposes of this corporation -all in the name of "Galveston Krewe of Gambrinus, Inc.", or the name of "Krewe of Gambrinus", or historically under the name "Krewe of Brew" and (e) to support, sponsor and contribute to activities, events, campaigns, and programs for the benefit of children in Galveston County.

Sect 2: The Fiscal Year of the Krewe shall begin May 1 of each year, ending on April 30 of the following year.

Sect. 3: Upon request, all members shall be furnished a copy of these By-Laws and its subsequent amendments. The Board of Directors shall make the By-Laws and subsequent amendments thereto available for distribution via electronic means.

Sect. 4: The Krewe will remain in existence until such time as the Board of Directors, at a specially called meeting, votes with a 3/4 vote of its members to dissolve the Krewe and liquidate all assets owned by the Krewe. At such time, and only at that time, the assets may be liquidated, sold or disposed of. All proceeds from that sale shall be donated to a IRC Section 501(c)(3) qualified charitable corporation in the county of Galveston dedicated to youth programs.

ARTICLE THREE: BOARD OF DIRECTORS AND OFFICERS

Sect 1: The Board of Directors shall be comprised of up to twenty-nine (29) directors elected by the membership of the Krewe. From those elected Board Members, at least six (6) officers are to be elected by the Board of Directors. The officers shall be President (Captain), Sr. Vice President, Vice President, Secretary, Treasurer, and Parade Marshal. Additionally, the Immediate Past President (Captain) and Immediate Past Parade Marshal shall continue to serve as advisors to the Board of Directors and Officers for one year following the end of their term. Officers and members of the Board of Directors must be full regular members of the Krewe, and their dues must be paid current. Each of the Directors shall be responsible for a portfolio of projects, activities, events, or business activities necessary for the successful operation of the Krewe. The assignment of those portfolios shall be made by the Board of Directors.

Sect. 2: Any member of the Board of Directors, including Officers may be removed from office in accordance with the following:

- Any member of the Board of Directors absent three consecutive Board of Director meetings without being excused by the President will be automatically dismissed from the Board and his/her position deemed vacant.
- Any member of the Board of Directors may be deemed unable to serve on the Board due to incapacity or resignation and his/her position deemed vacant.
- Any member of the Board of Directors may be dismissed from the Board for any reason by a motion for removal at a specially called meeting for such purpose accompanied by a 3/4 affirmative vote by the Board of Directors. Following such vote, his/her position is deemed vacant.

Sect. 3: The Board of Directors shall be responsible for the annual operations of the Krewe, including business, financial, logistical, security, and asset protection activities. The Board of Directors shall be responsible for the storage, refurbishment and

acquisition of all Parade assets.

Sect. 4: Each member of the Board of Directors shall serve three (3) year terms. Terms shall be staggered so that no more than one-third of the Board terms expire in any given year. Members of the Board of Director may serve more than one term.

Sect. 5: Duties of the Officers of the Board of Directors:

PRESIDENT (CAPTAIN):

The President shall serve as the “Krewe Captain” in all public functions where it is tradition to have a Krewe Captain present. It shall be the duty of the President to be the presiding officer at all meetings of the Board of Directors of the Krewe and the Annual Meeting of the Krewe. He/she shall be authorized to sign / co-sign all contracts authorized by the Board of Directors. He/she shall have the power to call a meeting of the Board of Directors and of the Krewe General Membership. The President shall be an Ex-officio member of all committees.

The President shall have the power to appoint any subordinate committees or draft the services of any member or members that the President deems necessary to accomplish the primary objectives of the Krewe. Committees appointed by the President shall function to make recommendations to the President, the Board of Directors and the Krewe Membership.

SR. VICE PRESIDENT

It shall be the duty of the Sr. Vice President to preside over meetings of the Board of Directors in the absence of the President. He/she shall be authorized to sign / co-sign all contracts authorized by the Board of Directors. It shall be the additional duty of the Sr. Vice President to act as the Local Liaison to people, organizations, political bodies, and other groups who might from time to time be supportive or contributive to the Krewe. The Sr. Vice President shall be an Ex-officio member of all committees.

In the event that the President of the Krewe is unable to serve or is removed from service by the Board of Directors, the Sr. Vice President shall assume the duties and responsibilities of the President for a maximum period of 90 days until a Nominee is presented and elected by the Board of Directors.

TREASURER:

The Treasurer shall have custody of all the monies. He/she shall receive all collections due to the Krewe. He/she shall deposit, or cause to be deposited; all money of the Krewe in such depositories as shall be selected by the Treasurer and approved by the Board of Directors. He/she shall keep a regular set of financial books. The Treasurer shall establish signatories for the accounts to include the President, Sr. Vice President and Treasurer. Each will be authorized to sign checks in payment of purchases and fees authorized by the Board of Directors. Checks shall require one signature from among the approved signatories.

SECRETARY:

The Secretary shall keep correct minutes of the proceedings of the Organization. He/she shall attend to the general correspondence of the Krewe and prepare the agendas for the regular meetings of the Board of Directors. The Secretary shall keep the historical records of the meetings and all actions of the Board of Directors.

PARADE MARSHAL (VICE PRESIDENT – PARADE):

It shall be the duty of the Parade Marshal to coordinate the production and organization of the annual parade. Subject to budget approval by the Board of Directors and approval of the President, he/she shall be empowered to arrange and enter into contractual relations pertaining to all business matters relative to the annual Parade. The Parade Marshal shall have responsibility over the annual Parade, and he/she shall further have the authority to prohibit any member or members from participating in the parade for just cause.

VICE PRESIDENT(S):

It shall be the duty of a Vice President(s) to manage a functional area(s) under the control of the Board of Directors to maximize resources, aid in financial planning, increase accountability and cross training of Directors to accomplish the smooth operations of the Krewe.

Sect. 6: The Board of Directors shall appoint a Board Resource Committee that will serve the ongoing and special needs of the Board. Membership in the Board Resource Committee may include members of the Board of Directors but is not limited to such. Terms for members of the Board Resource Committee shall be 3 years limited to 2 consecutive terms.

The Board Resource Committee serves as a Nominations Committee to develop a listing of qualified potential Board Members to fill expiring positions as well as mid-term vacancies. The Board Resource Committee shall prepare a recommended preliminary nomination ballot of Board Candidates to be presented to the Board of Directors in accordance with the "Director Selection Process" established by the Board.

ARTICLE FOUR: ELECTION OF OFFICERS AND DIRECTORS

Sect. 1: Nominations for expiring Board positions shall be presented annually at the first Board of Directors meeting following the end of the Carnival activities. An Election Ballot of candidates will be developed through majority paper ballot by the sitting Board of Directors to be presented to the general membership assembly with elections being held at the annual meeting.

Sect. 2: Each year, election of Officers shall occur at the first Board of Directors Meeting following the Annual Meeting.

Sect. 3: Mid-term vacancies shall be filled by following the Board approved "Director Selection Process". Such process may be updated from time to time at the discretion of the Board of Directors.

ARTICLE FIVE: MEMBERSHIP

Sect. 1: Any desirable person in the judgment of the Board of Directors, twenty- one years of age or older, may be considered for membership in the Krewe. A prospective member must be recommended by a current member in good standing whose dues are paid current. Prospects must be approved by 3/4 majority of the Board of Directors voting on said prospective member.

Sect. 2: A Membership Application must be completed by all prospective members, containing all pertinent information about the prospect accompanied by the appropriate dues for the upcoming year.

Sect. 3: Disciplinary action such as suspension or censure shall be imposed upon a member for just cause following 2/3 affirmative vote of the Board of Directors. Furthermore, membership in the Krewe may be revoked upon 3/4 vote of the Board of Directors resulting from misconduct by a Krewe member at a Krewe function.

Sect 4: Classes of membership may be established by the Board of directors with dues established for each class accordingly.

ARTICLE SIX: DUES AND FEES

Dues for membership in the Krewe shall be established during the first month of the fiscal year of the Krewe by vote of the Board of Directors. Initiation fees may be established each year during the first month of the fiscal year of the Krewe by vote of the Board of Directors.

Dues paid by members shall follow the fiscal year of the Krewe. To be considered "paid current" on membership dues, payment shall be due on the first day of May each year and shall be considered delinquent on the first day of September each year.

Dues must be paid current for members to attend Krewe functions as a member or to participate in parade activities.

ARTICLE SEVEN: MEETINGS

Sect 1: The Annual Meeting of the Corporation and Membership of the Krewe shall be held on a date set by the Board of Directors near the end of the fiscal year. Notice of said meeting will be published in a typical communication document regularly delivered to the General Membership.

Sect 2: Regular business meetings of the Board of Directors shall be held at least **9 (nine)** times per year, at a place and time to be agreed upon by the majority of the Board of Directors.

Sect. 3: Special meetings of the Board of Directors may be called upon notice given in writing at least 10 days in advance of said special meetings in the following manner:

- The President calls the meeting
- Two (2) Officers calls the meeting or
- Three (3) Members calls the meeting.

Sect. 4: Proceedings and deliberations of the Board of Directors and its committees shall be conducted in accordance with Robert's Rules of Order (latest edition) unless otherwise specified and documented through affirmative majority vote by the Board of Directors.

Subject to the following limitation, any Director may attend a meeting via electronic means; including but not limited to voice conferencing, video conferencing or any other means that allows for contemporaneous attendance in the meeting. Attendance via electronic means is limited to three times per year.

ARTICLE EIGHT: FINANCES

A financial report shall be read at every annual meeting for the business of the Krewe. All bills must be authorized for payment by the Treasurer in accordance with the approved budget. All checks payable shall have ONE signature. Authorized signatories include the President, Sr. Vice President, or the Treasurer. All monies collected as dues, contributions and donations shall be deposited in a bank designated by the Treasurer and approved by the Board of Directors. All monies collected for the Carnival activities shall be deposited and disbursed in the same manner. A monthly audit of the books and records shall be conducted by a person or persons designated by the Board of Directors. Additionally, an annual audit is to be conducted by an Audit Committee comprised of three (3) Members appointed for this purpose, at least one member must be a member of the Board of Directors and at least one member must be a member of the Krewe not serving on the Board of Directors.

Financial resources for the operations of the Krewe will be obtained from the following sources:

- Membership dues and contributions.
- Corporate and Individual sponsorships and supporting in-kind donations.
- Certain events held annually to raise additional funds to defray the costs of the carnival functions.
- Any contribution in the form of donations, gifts, and sponsorships shall be deposited in the general fund.

ARTICLE NINE: BY-LAWS

The Board of Directors is vested with the right, the authority and the duty to adopt, amend and repeal By-Laws which may be necessary and proper to govern the affairs and business of this corporation, provided that all By-Laws shall be in accordance with applicable laws.

ARTICLE TEN: CARNIVAL ACTIVITIES

Sect. 1: Title -The carnival function of the organization shall be conducted under the title of "Krewe of Gambrinus".

Sect. 2: Participants:

- Membership of the Krewe
- Sponsored float participants.
- President's or Parade Marshall's designees
- Marching units and bands of various schools and institutions

Sect. 3: Activities - The activities of the Krewe shall consist of a parade, ball, den party, King's Day event, annual meeting, and other events as determined by the Board of Directors and listed on an annual calendar of events.

Sect. 4: Selection of the Royal Court shall be made from the membership of the Krewe. Five males and five females will be selected and approved by the Board of Directors through majority paper ballot to serve in the Royal Court provided they accept the applicable responsibilities as set annually by the Board. The Board of Directors shall establish the fees and costs to be a member of the Royal Court.

Sect. 5: Selection of the King and Queen shall be made from the Royal Court at a King's Day Event each year, on a date established by the Board of Directors. King Cakes will be served to the Royal Court. Individual Cakes will be served to the men and to the ladies. The man and woman who receive the traditional baby doll if found inside their cake will be crowned King Gambrinus and Her Royal Highness, the Queen at the upcoming Coronation Ball.

Sect. 6: The Krewe may contribute annual surplus funds, as set by the Board of Directors, to Galveston County youth charities. An endowment fund may be established for this purpose.

ARTICLE ELEVEN: RESPONSIBILITY OF KREWE FOR INJURY OR DEATH

The Krewe of Gambrinus does not assume responsibility for the injury or death of any member or their substitute while participating in the ball, parade, or any club activity. The member or their substitute enters every activity at their own risk. The Board of Directors shall purchase general liability insurance and Officers and Directors liability insurance each year to indemnify the Krewe and the Officers and Directors.

Upon submission of the annual membership application and/or annual

membership dues, individuals seeking new or renewal membership in the Krewe of Gambrinus shall be deemed to execute a waiver of liability and to agree to abide by the safety guidelines of the Krewe. This waiver of liability and indemnification of the Krewe, its officers and other members, will be posted in electronic format on the Krewe Website. Krewe safety guidelines will be posted in electronic format on the Krewe Website and distributed to Krewe members by their respective Float Captains.

ARTICLE TWELVE: OFFICIAL ANNIVERSARY OF THE KREWE

The 5th day of February is the official day to be designated for the celebration of the anniversary of the Krewe of Gambrinus (historically known as The Krewe of Brew).

ARTICLE THIRTEEN: PERSONAL PROFIT PROHIBITED

No member or non-member shall use the Krewe for their own gain or profit. All money-making projects shall first be approved by the Board and be held under the supervision of the project chairman named by the Board of Directors.

All financial resources as defined in Article 8 which are accepted by a Krewe of Gambrinus representative while serving in their appointed capacity which exceeds the published IRS de minimis limitations on gifts shall be deemed to be a donation to the Krewe of Gambrinus for final disposition by the Board of Directors.

ARTICLE FOURTEEN: INFLUENCE AND CONTROL

Control and influence of the Krewe shall be invested in the Board of Directors. No sponsor, contributor, or other entity will have influence such that they control the operations and/or budgets of the Krewe. All requests or ideas to improve the operation of the Krewe will be directed to the Board of Directors in writing or by personal appearance at a Board of Directors meeting.