

BYLAWS OF
THE MYSTIC KREWE OF AQUARIUS (Revised 05.24.07)
A NON-PROFIT ORGANIZATION
(“The Krewe”)

ARTICLE I

PURPOSES

The purposes for which the Krewe is organized are:

1. To encourage, foster, promote, cultivate, sponsor, conduct, direct and administer plans, programs and activities relating directly and indirectly to the Mardi Gras season, pageants, parades, balls, festivities, ceremonies and events in the City of Galveston, Texas.
2. To encourage, foster and promote tourism to Galveston and to plan, sponsor, promote, conduct, direct, stage, present and administer plan, programs, activities, pageants, attractions, parades, balls, festivals and events for education, enjoyment, entertainment and benefit of visitors to Galveston.

ARTICLE II

MEMBERSHIP

1. The Members of the Krewe shall not exceed 200 in number, provided however, the Board of Directors may increase the number from time to time to a maximum of 250. (Rev. 06.11.09)
2. No person shall be a Member unless he or she has reached age 21. (Rev. 05.24.07)
3. Membership in the Krewe may be obtained only on invitation of the organization, but shall not be restricted on the basis of race, color, religion, gender, national origin, handicap, marital status, sexual orientation or age with the exception of Art.II, 2. Any member desiring to propose that an invitation be extended to a prospective Member shall obtain from the Membership Chairperson(s) an application form, which shall be filled out, then signed by the Member proposing that the invitation be sent as a sponsor. Application shall be filed with the Membership Chairperson(s). Acceptance of the prospective Member shall be accompanied by the completed application and amount of the current dues in full. Each Member will be allowed to sponsor no more than two applicants for Membership per Membership year. (Rev. 05.24.07)
4. Non-Refundable Membership Dues will be One Hundred Sixty-Five Dollars (\$165.00) per fiscal year and includes one Ball Ticket. Membership shall be from April 1st through March 31st. (Rev. 05.24.07)

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A. New persons may seek full Membership up to Dec. 31st and have all the privileges of being a full Member, after paying their Membership dues in full at the time that they join. The Board may opt to reopen membership from Jan. 1st through Mardi Gras activities as needed and at a special rate for the current fiscal year only. (Rev. 06.11.09)

B. A Returning Member's dues (a person who is a paid Member as of March 31 of the current fiscal year) must be paid by April 1. (A Returning Member has the option of paying ½ by April 1 and the remaining half by July 1.) To retain their elected positions and seniority Officers and Board Members elected for the new fiscal year and all members of the immediate past year's Royalty (including Knights and Ladies) must have paid ½ of their dues by April 1st of the new fiscal year and remaining ½ by July 1. Dues of the Krewe may be changed from time to time by a recommendation by a vote of 2/3rds of the Board of Directors, and then brought to the Krewe for a vote at the next general meeting. A simple majority vote of the members present at the meeting shall constitute the decision. (Rev. 06.11.09)

C. If a Returning Member has not met the financial obligation described in Article II. 4. B that individual will no longer be considered a Member and must apply for Membership and pay the full Dues to join. At the time of non-payment, all seniority is forfeited. (New 05.24.07)

5. A "Mystic Krewe of Aquarius" Member may not be a Member of another Krewe. If a Member of this Krewe leaves to form or join another Krewe and thereafter wishes to return, approval of 2/3rds of the then current Board of Directors and a majority vote of the Members in attendance at the next general meeting is required. (Rev. 10.06.02)
6. Any Member may be recommended to be suspended or expelled for a persistent refusal to conform to the By-Laws and Regulations of the Krewe, by the affirmative vote of 2/3rds of the entire Board of Directors, after due notice of the time and place of hearing by the board of Directors has been sent to the Member(s) by a certified letter. An opportunity to be heard in his or her own behalf shall have been accorded each Member. If the recommendation is for expulsion or suspension, the recommendation will then be brought to the Krewe at the next general meeting requiring a 2/3rds vote in favor to proceed. A certified letter will then be sent to the Member(s) advising them of the decision. Letter(s) of discipline will not require notification to the Krewe. The Board of Directors by a 2/3rds vote of the entire Board may recommend for good and sufficient cause to reinstate a suspended or expelled Member upon such person's appeal made to them within three days from the date of his or her suspension or expulsion and a majority vote of the Krewe at the next general Membership meeting. The Board of Directors has the authority to enforce all disciplinary actions. (Rev. 6.12.03)
7. A current Member who is wearing apparel adorned with the Krewe's name and/or logo insignia denotes the individual is a member of "The Mystic Krewe of Aquarius" and carries with it the responsibility to act in a socially acceptable manner. (05.24.07)
8. Krewe members shall not represent the "The Mystic Krewe of Aquarius" in any official capacity (either written or oral) without the approval of an Officer, Board Member or majority vote of the general Membership. (Rev. 05.24.07)

**ARTICLE III
MEMBERSHIP MEETINGS**

1. The Annual Meeting of the Krewe shall be held on the 2nd Thursday of April beginning at 7:30 PM.
2. The Krewe will also hold general Membership meetings from 7:30 PM to 8:30 PM on the second and fourth Thursday of each month. Special meetings of the Membership may be called by the Captain/President or upon written request made by any three Directors.
3. Business shall not be transacted in the absence of a quorum. A quorum will consist of thirty (30) Members. Members will not be allowed to attend meetings unless their dues are current according to our by-laws. The majority vote of those in attendance shall govern, unless otherwise stipulated in the by-laws. (Rev. 06.12.03)
4. Verbal outbursts, personal attacks or physical disturbances will not be tolerated in the Krewe in any manner at any meeting, or function. Persons will be warned about their conduct or actions. If such behavior continues, the offending Member(s) will be asked to leave by the Sergeant(s) -of-Arms and/or the Officers/Board of Directors if needed to assist. (Rev. 06.12.03)
5. No notice shall be given of any annual or regular meeting of the Membership. Notice of special meetings of the Membership shall be given to the Members at the time and in the manner prescribed for Directors in Article V.

**ARTICLE IV
BOARD OF DIRECTORS**

1. The Board of Directors of the Krewe shall consist of not less than 3 nor more than 13 persons. It shall be presently composed of the 4 Officers and 9 additional elected Members. It shall be a requirement that Directors be residents of Texas and Members of the Krewe. The number of Directors may be increased or decreased from time to time by a recommendation voted on by 2/3rds of the Board of Directors at a regular or special called meeting, then presented to the Krewe at the next general Membership meeting according to the by-laws, approval requiring a 2/3rds vote of the Members present. (Rev. 06.12.03)
2. At each regular meeting of the Membership to be held on the second general Membership meeting in March of each year, Directors shall be elected for one-year terms by majority vote of the membership in attendance. (Rec. 06.12.03)
3. The day to day management of the Krewe shall be overseen by the Board of Directors. The Board of Directors shall bring any major policy decisions or changes to the Krewe for discussion and to be voted upon. The Board of Directors shall exercise all other powers necessary to control the work and policy of the Krewe. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors or the Krewe Captain/President. (Rev. 06.12.03)

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4. A majority of the Directors then constituting the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.
5. Any Director may resign at any time by giving written notice to the Captain/President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of the acceptance thereof is determined by the Captain/President or the Board.
6. Any Director may be removed at any time for just cause and supportive documentation of by-law(s) infractions brought to the Board. If removal is recommended by a vote of 2/3rds majority of the Board, then it shall be brought to the Krewe and a 2/3rds majority of the Members present at any general Membership meeting may remove said director. (Rev. 06.12.03)
7. Any vacancy occurring on the Board of Directors by death, resignation, refusal to serve or otherwise or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the affirmative vote of a majority of the Members present at the next general Membership meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
8. A Director who is present at a meeting of the Board or any committee thereof, at which an action is taken, shall be presumed to have concurred in the action unless his or her dissent thereto shall be entered in the minutes of the meeting or unless he or she shall submit his or her written dissent to the person acting as Secretary at the meeting before the adjournment thereof, or shall deliver or send such dissent to the Secretary of the Krewe promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a Director who voted in favor of such action. A Director who has been absent from a meeting of the Board or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he or she shall deliver or send by certified mail his or her dissent to the Secretary of the Krewe or shall cause such dissent to be filed in the minutes of the proceedings of the Board or committee within a reasonable time after learning of such action.
9. The Board of Directors may authorize any officer, agent or agents 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 specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Krewe shall be signed by such Officer or Officers, agent or agents, of the Krewe and in such a manner as shall from time to time be determined by resolution of the Board of Directors.
10. All funds of the Krewe not otherwise employed shall be deposited to the credit of the Krewe in such banks, trusts, companies, or other depositories as the Board of Directors may select, or as may be designated by any officers, agent or agents, of the Krewe to whom such power may be delegated by the Board of Directors.

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11. At the direction of the Board of Directors, any Officer or employee of the Krewe shall be bonded. The expense of furnishing any such bond shall be paid for by the Krewe.
12. The Krewe, through its Board of Directors, may hold or dispose of such property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care in keeping it, and may purchase, acquire, or dispose of such property as may be necessary to carry out the purpose of the Krewe.
13. No Director shall receive compensation for service to the Krewe as Director.

ARTICLE V

BOARD OF DIRECTORS MEETINGS

1. The regular annual meeting of the Board shall be held in April each year on a date and time and place designated in the notice thereof and established by the Board of Directors. The regular meetings of the Board shall be held at least quarterly on a date and at a time and place designated in the notice thereof by the Board of Directors. (Rev. 06.12.03)
2. Special meetings of the Board may be called at any time by the Captain/President of the Board or upon written request by any two Directors.
3. Notice of any regular or special meeting of the Board of Directors may be waived in a written instrument signed by each Director entitled to such notice. Such waiver may be executed at any time. The attendance of a Director at a regular or special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business or to notify the Board that the meeting is not properly called or convened in accordance with the terms of these by-laws.
4. Notice of any meeting of the Board of Directors may be given by mail (electronic or otherwise), by telephone, or in person and shall be given not less than 72 hours prior to such meeting. Such notice shall be given to the entire Board of Directors according to the records of the Krewe. If mailed such notice, shall be deemed to be given when deposited in the United States Mail, postage pre-paid.
5. Notwithstanding, any other provision of these by-laws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all of the Members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a Board of Directors meeting.
6. As all meetings of the Board, a majority of the total Directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present, and a meeting may be adjourned despite the absence of a quorum.

7. The affirmative vote of a majority of the quorum of the Board shall be the act of the Board, unless a vote of greater number is required by law or these by-laws.
8. The Board of Directors will provide to the Members no later than the 2nd meeting in June a budget for the current fiscal year that includes all anticipated income and expenditures. The Board of Directors will be responsible for oversight of the budget. (New 05.24.07)

ARTICLE VI

OFFICERS

1. The Officers of the Krewe shall be the Krewe Captain/President, a Vice-President, a Secretary and a Treasurer. Each Officer shall be elected initially by the Board of Directors at the organizational meeting and thereafter elected annually by the Membership at the second general Membership meeting in March of each year, such Officers to serve through the fiscal year. (Rev. 06.12.03)
2. Any Officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.
3. The Members may remove any Officer at anytime with just cause and supportive documentation of the by-law(s) infraction(s) brought to the Board. If removal is recommended by a vote of 2/3rds of the Board, then it shall be brought to the Krewe and a 2/3rds majority of the Members present at any general Membership meeting may remove said Officer. The election or appointment of an Officer shall not of itself create any actual or implied contract rights between the Krewe and the Officer. (Rev. 03.10.03)
4. Any vacancy occurring in the position of any officer by death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by the general Membership at the next regular meeting by a simple majority vote. (Rev. 06.12.03)
5. The Krewe Captain/President shall be the chief executive officer of the Krewe and shall in general supervise all of the business and affairs of the Krewe. The Krewe Captain/President shall preside at all meetings of the Board of Directors and of the Membership.
6. In the absence of the Krewe Captain/President or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the Krewe Captain/President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Krewe Captain/President.
7. The Secretary shall keep the minutes of the meetings of the Krewe and Board of Directors; give all notices in accordance with the provisions of these by-laws or as required by law; be custodian of the records and of the seal of the Krewe, and keep and file all documents and records as required by law. (Rev. 06.12.03)

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8. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Krewe, and give receipt for, moneys due and payable to the Krewe from any source whatsoever, and deposit all such moneys in the name of the Krewe in such financial institutions as shall be selected; disburse or cause to be disbursed the funds of the Krewe, and keep and maintain adequate and correct accounts of the Krewe's properties and business transactions.
9. The Officers of the Krewe shall have such powers and duties as generally pertain to their respective offices, as well as, such powers and duties, as may be designated to them from time to time by the Board of Directors.
10. No Officer shall be compensated for his or her services to the Krewe as an Officer.

ARTICLE VII

COMMITTEES OF THE BOARD

1. The Krewe Captain/President or the Board of Directors may create one or more committees, including but not limited to a parade committee, a nomination committee, and an audit committee, and may appoint committee Members who may or may not be Directors to serve on them. Each committee shall have two or more Members. Creation of a committee and appointment of Members to it shall be approved by a majority of Directors in office when the action is taken. Any vacancy in the Membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments. The Krewe Captain/President or the Board of Directors may delegate to such committee or committees all such authorities of the Board that is deems desirable, except that no such committee shall have and exercise the authority of the Board to adopt, amend, or repeal the by-laws, amend the Articles of Incorporation, fill vacancies on the Board of Directors or on any of it's committees, or approve the sale, lease, or exchange of the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Krewe. (Rev. 06.12.03)
2. Provisions of these by-laws, which govern meetings, actions without meetings, notice, and waiver of notice, and quorum and voting requirements of the Board of Directors shall also apply to committees.
3. Each committee Chairperson(s) will be responsible for submitting a budget to the Krewe Captain/President for review by the Krewe Captain/President and Board of Directors no later than 2 meetings after appointment. Each committee chairperson(s) should hold a sufficient number of meetings and communicate with their committee Member(s) in order to keep them informed of committee activities. (Rev. 05.24.07)
4. The Committee Chairperson(s) will be responsible for staying within the approved budget and informing the Krewe Captain/President and/or the Board of Directors of any significant budget changes. (New 05.24.07)

5. Committee Chairperson(s) shall make an annual report to the Krewe of all activities for that Committee, including but not limited to the assets, inventory, location and value of all items owned by the Krewe. This report shall be furnished at the 2nd meeting in March. (New 05.24.07)
6. A Committee Chairperson(s) has authority over their committee. This authority however may be super ceded by the Board of Directors if such action is not in the best interest of the Krewe. (New 05.24.07)

ARTICLE VIII

NOMINATIONS

1. The Krewe Captain/President will appoint a Nominating Committee before the 1st general meeting of Members in March of each year. (Rev. 03.13.03)
2. The committee will solicit nominations from Members for elected positions of Officers and Directors and poll all incumbents as to their desire to rerun. The committee will receive guidelines relating to election procedure and ballot preparation. (Rev. 06.12.03)
3. Membership dues must be paid in full by the due date. Nominees must have been a Member for twelve (12) consecutive months. (Rev. 05/24/07)
4. Elections shall be held on the 2nd general meeting in March and Officers/Board will assume their duties April 1st of the new fiscal year. (Rev. 05.24.07)
5. Ballot counters will not be related to any nominee (i.e., spouse, relative, or significant other). Ballot counters will follow the guidelines established by the Board of Directors.
6. The Krewe will have the votes counted immediately. Vacant positions will be filled by electing the nominee with the highest number of votes. On the event of a tie vote, the Krewe Captain/President will cast the tie-breaking vote. The ballots will be destroyed at the conclusion of the meeting.

ARTICLE IX

ROYALTY

1. Members of the Royalty are required to attend and participate in the majority of the activities and meetings of the Krewe during the fiscal year. The Board of Directors will investigate any infraction. If necessary, the Board will present a removal recommendation to the general membership. This may result in removal from the Royalty by a 2/3rds majority of the Members present.
2. Members of Royalty are ambassadors for our Krewe and should assist in promoting the spirit of Mardi Gras and the Krewe to the public. (New 05.24.07)

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3. The Royal Court will consist of the following: King and Queen, Prince and Princess, Duke and Duchess, Count and Countess, Baron and Baroness. Members of the Royal Court progress upward each year. The new Baron and Baroness will be elected the first meeting in July from the Ladies in Waiting and Knights who served the Royal Court the prior fiscal year. In the event that a Member(s) of the Royal Court is unable to fulfill their obligation of the progression, the next succeeding person(s) in line would have the option to advance and fill that vacancy. All remaining vacancies of the Royal Court still open will be elected from the current Ladies in Waiting and Knights. (Rev. 06.10.03)
4. There will be five (5) Ladies in Waiting and five (5) Knights elected the first meeting in July from the eligible Membership to serve the Royal Court Members. The prior year's Ladies in Waiting and Knights will be eligible to rerun, as Ladies in Waiting and Knights will be disbanded each year following the election of the new Baron and Baroness. In the event of a vacancy of the Ladies in Waiting or the Knights between the July election and the Royal Pageant, an election will be held to fill the vacancy(s) at the next general Membership meeting, winners to be based on the highest number of votes. (Rev. 03.10.03)
5. Each year a Ball/Pageant Committee shall be appointed by the Ball Chairperson(s) to consist of a minimum of three (3) members who are not currently serving in the Royal Court, to be appointed after the Royalty election. (Added 06.12.03)
6. New Members of the Royalty will be elected by secret ballot at the first general meeting of the members in July each year. Criteria for new Members of the Royalty will be based on all of the following:
 - A. Attendance – Majority of general Membership meetings of the Krewe
 - B. Participation – Majority of Krewe activities
 - C. Length of Membership – Required is a minimum of twelve (12) consecutive months

ARTICLE X

AMENDMENTS

1. These By-laws may be altered, amended, or repealed by the Board of Directors at any regular meeting or special meeting called for that purpose provided however that notice of the proposed amendment, alteration, or repeal shall be given to each Director at least 14 days prior to the date of the meeting at which the by-law(s) are to be altered, amended, or repealed; and provided, further, that any amendment must be approved by the Members meeting or any special meeting called for that purpose, provided however, that notice of the Krewe by two-thirds (2/3) vote of the members present at a meeting, at which a quorum is present provided that notice of the proposed amendment, alteration, or appeal shall be given to each Member at least 14 days prior to the date of the meeting in which the By-law(s) are to be altered, amended, or repealed. The aforesaid notices to Directors and members must include the date, time, and place of each such meeting and must state where and when copies of this proposed amendments are available for review by Directors or Members prior to each such Meeting. (Rev. 08.12.03)

**ARTICLE XI
MISCELLANEOUS PROVISIONS**

1. Section 1: - The rules contained in Robert's Rules of Order in its latest revised edition shall govern the Krewe in all cases to which they are applicable, and in which they are not inconsistent with the Krewe's Articles of Incorporation and these By-Laws.
 2. The Fiscal Year of the Krewe shall begin on April 1 and end on March 31 of each year.(Rev.05.24.07)
 3. The books of the Krewe shall be audited by a CPA selected by the Board of Directors and a report given to the Board and the Krewe. A Treasurer's Report of all activity will be given to the Board and to the Krewe quarterly. (Rev. 05.24.07)
 4. No member, Director, or Officer of the Krewe shall be liable, except for his or her unpaid dues to the Krewe, and no personal liability shall in any event attach to any Member, Director, or Officer of the Krewe acting in good faith in connection with any of its activities or undertakings. All liabilities of the Krewe shall be limited to its deposited funds.
 5. The Krewe may indemnify Officers and Directors of the Krewe pursuant to the provisions in the Articles of Incorporation.
 6. In the case of any conflicts between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control.
 7. The invalidity of any provision or provisions of these By-laws shall not be deemed to impair or affect in any manner the validity or enforceability of the remainder of these By-laws, and in such event, all pf the other provisions of these By-laws shall continue in full force and effect as if such invalid provision had never been included herein.
 8. Merchandise sold at Krewe functions will only be sold by Krewe Members and all monies will be turned over to the Treasurer. (Rev. 05.24.07)
 9. Relatives, spouses, and significant others shall not serve as an Officer or a Board Member concurrently.
 10. Three (3) consecutive absences of an Officer/Board Member at general meeting and/or Board meetings without notifying the Krewe Captain/President by phone, in writing or in person may result in disciplinary action and could result in removal from office. (Rev. 05.24.07)
 11. All notices to members, Directors, or Officers shall be sent to the address for such person as contained in the Secretary's official records.
 12. The Krewe Captain/President shall appoint two (2) Sergeants-of-Arms and an alternate each fiscal year. The Sergeants-of-Arms will be given a set of guidelines. (Added 06.12.03)
 13. All committees must present a set of guidelines to the Board for approval each year. (Rev. 06.12.03)
- Last Revision June 11, 2009 – Secretary Frances D. Grabel