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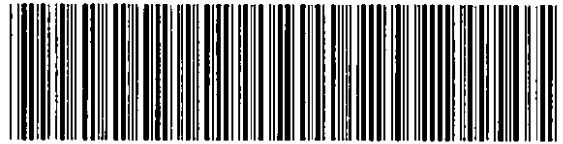
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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Ye Krewe of Sir Henry Morgan Admiral  
OF the Brethren of the Coast

DOCUMENT NUMBER: N02000001857

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Laura Peere

(Name of Contact Person)

Ye Krewe of Sir Henry Morgan

(Firm/ Company)

700 S Harbour Island Blvd #638

(Address)

Tampa, FL 33602

(City/ State and Zip Code)

Treasurer@henryMorganKrew.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura Peere

(Name of Contact Person)

at

727-743-1735

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

Ye Krew of Sir Henry Morgan Admiral of the Brethren  
(Name of Corporation as currently filed with the Florida Dept. of State) of the Coast

N02000001857

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____ <u>N/A</u> _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amended  
Adding Bylaws See Attached

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: Aug 18, 2023, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

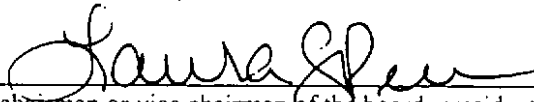
- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

8/29/23

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Laura Peele

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

8/29/23

Amendment to

# Bylaws

of

## Ye Krewe of Sir Henry Morgan, Admiral of Brethren of the Coast, Inc.

### ARTICLE I - ORGANIZATION NAME

#### Section 1

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

### ARTICLE II - MEMBERSHIP

#### Section 1

The membership of YKSHM is hereby limited to one hundred and fifty (150) Full Members and fifty (50) Limited Members. This membership number cannot be modified or changed unless there is a two-thirds (2/3) favorable vote by the YKSHM Board of Directors (the Board). Membership shall never exceed one hundred and fifty (150) Full Members and fifty (50) Limited Members in good standing.

#### Section 2

Membership of the organization (Full or Limited) is open to all individuals twenty-one (21) years of age or older regardless of race, creed, color, disability, or sexual orientation.

Requests for membership from Prospective Members will be submitted to the Board for review. All Prospective Members must be sponsored by a current Krewe member in good standing. Krewe Members who sponsor Prospective Members are responsible for the conduct of said member during their probationary period (first year of membership).

Once accepted, the Prospective Member will be notified by email, and an application and invoice will be sent. Members are considered in good standing once the application is complete and the invoice is paid. The application process will be completed when the dues are paid in accordance with Article Three (3). All members acknowledge that YKSHM membership is not a property right and has no economic value.

### **Section 3**

Each new member will receive a copy of the by-laws, code of conduct, and parade releases (contained in the membership application) and will be required to attend an orientation meeting. All members are required to sign authorizations, pre-injury releases, limitations on liability forms, or other forms as required by the Board or the Parade Sponsor or Venue Host. Such forms will include, but are not limited to, an agreement to release and discharge YKSHM, its directors, officers, commodores, and members from all claims for injuries or damages arising from acts of negligence. Failure to sign any forms required for an event will preclude the member from participating in the event.

### **Section 4**

Full Membership includes participation in all YKSHM parades and events. Limited Membership includes participation in one (1) Major Parade (Gasparilla or Knight Parade) and one (1) Minor Parade (Veteran's, Santa Fest, Children's, St. Patrick's, or any other future parade YKSHM participates in) and access to all events.

### **Section 5**

All Members (Full or Limited) are considered probationary for their first year. The Board reserves the right to refuse membership the following year.

### **Section 6**

All Members (Full or Limited) are required to participate in one (1) float cleanup assignment or participate as security personnel for one (1) parade as part of their YKSHM membership. Members have the option to "buy-out" this requirement for a fee of \$200.

Failure to attend their float cleanup assignment will result in a fee of \$200. Failure to show up for their security assignment will result in a fee of \$200 as well as disciplinary actions.

### **Section 7**

Members in good standing may sponsor guests to participate in parades that allow guests. No member will be permitted to substitute a guest in place of themselves. All guests are required to complete a guest application and pay applicable guest fees prior to the selected parade. Members who sponsor a guest are responsible for their guest's behavior. The Board reserves the right to remove any member or guest from any parade due to misconduct.

### **Section 8**

To ensure the safety of our Krewe members, YKSHM provides a limited number of seats on our floats for members with mobility challenges. Members with mobility challenges will be required to complete a seat request form. Upon submitting the request for a seat form, the Member will be required to meet with the Captain and Membership Officer to



discuss their individual needs. Please understand that preferential treatment will be given to Members who provide documentation of qualifying physical disabilities. For this purpose, qualifying physical disabilities are defined as: A condition(s) that affects a person's physical capacity, mobility, stamina, or dexterity. The causes of physical disabilities vary greatly, and not every person with a specific condition leading to a disability has the same limitations. Regardless of the cause, a physical disability can affect a person's capacity and mobility.

## **ARTICLE III - DUES**

### **Section 1**

The dues of a Full and/or Limited Membership will be determined by the Board of Directors and may be changed or modified as deemed necessary by a two-thirds (2/3) favorable vote of the Board.

Dues shall be payable annually by each member. The Treasurer will invoice all members beginning July 1st of each fiscal year. Members who have not paid dues by December 1st will automatically be dropped from membership. If membership is dropped due to non-payment the member will have to reapply as well as pay their membership dues with any applicable late fees in full at time of invoice.

### **Section 2**

The Board may increase or decrease such annual dues from time to time, but never more than once per calendar year.

### **Section 3**

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

### **Section 4**

Randy Conte, Dick Kirchen, Robert Gerdun and Marsha Stewart are honorary members and therefore exempt from membership dues, unless holding a Board position. They have no voting rights or membership fees unless serving on the Board.

## **ARTICLE IV - MEETINGS**

## **Section 1**

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

## **Section 2**

A two-thirds (2/3) majority of the Board of Directors of the Krewe may call for a Special General Business Board meeting. Business must be conducted under Roberts Rules of Order, with the current Parliamentarian presiding, the formal Recording Secretary recording notes, and any issues must be presented in motion form. Adequate rebuttal time must be allowed, and any resulting changes require a two-thirds (2/3) favorable vote of the Board to alter any existing or new by-law. A motion to suspend the rule is acceptable during a scheduled Board meeting.

## **Section 3**

All new members (Full or Limited) and all guests are required to attend an orientation meeting facilitated by the Membership Director prior to their first parade.

# **ARTICLE V - BOARD OF DIRECTORS**

## **Section 1**

The Board of Directors Shall Consist of appointed six (6) to twelve (12) general members, six (6) Commodores, one (1) Treasurer, one (1) Recording Secretary, one (1) Corresponding Secretary, one (1) Membership Director, one (1) Security Director, and the Captain, who will conduct the meeting under the Roberts Rule of Order format. This results in a Voting Board of Directors.

The current Executive Director of the Board is Kenneth McKinnon, there is also a Deputy Director of the Board. If for some reason the Executive Director is unable to perform his/her duties, the Deputy Director will take over any Executive Director responsibilities.

All members of the Board of Directors acknowledge and agree that such membership is not a property right and has no tangible economic value.

## **Section 2**

YKSHM engages a working Board that guides the operations of the Krewe and assists the Captain. This requires its Board Members to be willing to work and be available for all meetings. Any Member appointed to the position of Board Member must be in good standing and whose dues are current with no miscellaneous balances remaining open on their account. The appointee must live within 100 miles of the Tampa Bay area, must be a Full Membership member, and must have been a Krewe member for a period no less

than one (1) year. Board Members must desire to function as part of a team, to communicate well, act within reason and discretion, and must have computer skills and an internet connection.

An independent audit of the Books is to be completed by April of each year.

### **Section 3**

All Board Members are required to attend all meetings, unless prior written excuse is submitted, and accepted by the Captain of the Board. Any Board Member who is absent from two meetings unexcused will automatically be relieved of their duties and will not be eligible to serve on the Board for a period of four (4) years.

### **Section 4**

In the event an appointed Board member experiences personal circumstances, i.e., a family emergency or illness that affects their ability to serve fully, they may be granted a leave of absence by the Board. The period of absence from duties is for up to ninety (90) days without penalty. This leave of absence is for one time per appointed term. The commencement date is the date the Board approves the request. The request must be in writing and approved by the Board. The Board shall respond to the request in writing within seven (7) days of notification.

If a Board Member requests resignation, upon written request to the Board for good reason, it may be granted. The Board Member resigning would not be able to resume the current year, nor be re-appointed for a period of four (4) years from the date of resignation. Resignation once received cannot be revoked for any reason.

### **Section 5**

Board Members are banned from appointing, promoting, or advocating for appointment in or to a position on the Board any individual who is a relative. Relative is defined as boyfriend/girlfriend, spouse, domestic partner, father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, or half-sister.

### **Section 6**

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

### **Section 7**

In the event of unforeseen or extreme circumstances, the Board may nominate a qualified Interim Captain for a period not to exceed one year. This requires a two-thirds (2/3) favorable vote of the Board, as was done in 2007.

### **Section 8**

The Board shall carry a Directors and Officers insurance policy with a retroactive date for coverage no later than the original date of incorporation, and with a liability limit of no less than \$1,000,000.00, per claim for each policy year

## **ARTICLE VI - DISCIPLINARY COMMITTEE**

### **Section 1**

A Standing Disciplinary Committee will be composed of the following: The Captain, the Recording Secretary, and two (2) Commodores. The committee is for investigation of any complaint received against an Honorary Member, Full Member, Limited Member, Guest, Officer, Board Member, Captain, or Commodore. The Disciplinary Committee will thoroughly investigate any complaint received within ten (10) days of the incident, including direct contact with the person against whom the complaint has been made ("the accused"). If the Board contact finds the complaint is unfounded, the Board has the right to exonerate the accused. No more than five (5) days after the board contact, the accused may submit a written response. The failure to provide a written response within the five (5) day period will waive the accused's right to provide further explanation or defense to the complaint. The accused may request, or may be requested, to present their perspective before the Disciplinary Committee in person, as well as in writing, in order to provide a fair venue. The Disciplinary Committee will document all findings in writing, and prepare a recommendation for the Board to review, discuss, and approve.

### **Section 2**

Remedies available for consideration to the Board are the following: issuance of a warning, suspension of membership for a specific time or specific events, or expulsion from the Krewe. The Board may ask the accused to appear before the Board, prior to its ruling, to present their views and account of the incident for additional clarification, or they may discuss the findings and proceed to a formal vote on the punishment. A two-thirds (2/3) favorable vote of all Board Members present (virtual or in person) must be obtained to constitute a majority vote resulting in a final decision. All decisions of this Disciplinary Committee and the ruling by the Board are final and binding.

### **Section 3**

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

#### **Section 4**

Any Board member, officer, or general member who is not in agreement with a final Board decision may not lobby among the general membership in a retaliatory or disruptive manner. Any Member found to be in violation is subject to disciplinary action.

#### **Section 5**

If at any time a Member has been expelled from the Krewe, or a Member leaves the Krewe because of a disciplinary action taken, he/she will be permanently ineligible for any level of membership in the Krewe indefinitely.

### **ARTICLE VII - APPOINTMENTS**

#### **Section 1**

Incoming Captains are appointed by the Commodores. The Commodores, with consultation from the Captain, appoint the remaining positions of the Board Members.

Officer positions (non-voting) may be nominated by the General Membership but are appointed by the Commodores and Captain. Any member may present an Officer nomination by submitting a 'Nomination Form" by July 1st. No nominations from the floor will be accepted for any reason during any regularly scheduled General Membership meetings.

#### **Section 2**

Below are the descriptions for each Board Member position. In the event of extenuating circumstances, the Commodores may make exceptions to minimum qualifications needed.

#### **Captain:**

The Captain must have been a Krewe member for a minimum of two (2) consecutive years, and must have served on the Board for a minimum of two (2) years, one (1) year as Treasurer. The Captain may only serve as Captain for a maximum term of two (2) consecutive years. The Captain must display leadership skills, a highly defined sense of reason and fairness, and conduct themselves in a manner becoming to the highest ranking, most visible office in the Krewe. The Captain is endowed with the authority to carry on the day-to-day function of the Krewe, and make decisions concerning

miscellaneous Krewe related expenses, up to Five Hundred Dollars (\$500.00) without verbal or written approval up to one (1) time each month. Expenses above \$500.00 require Board approval. Expenses must be accompanied by an actual receipt and will be reimbursed if properly presented to the Treasurer. This rule can be altered or rescinded at any time by a two-thirds (2/3) favorable vote of the Board. Prior to appointment, the Captain will be subject to a criminal background and credit report check. The report will be reviewed by the Executive Director/Co-Founder Kenny McKinnon only, and he will provide his recommendation to the Board, if the Executive Director is unable to perform his/her duties their duties will fall upon the Deputy Director.

#### **Treasurer:**

The Treasurer must have been a member in good standing for a minimum of two (2) years. The Treasurer will have knowledge of and maintain the QuickBooks bookkeeping system, and is responsible for collecting, documenting, and depositing all receipt of monies. The Treasurer will have in his or her possession the Krewe debit/credit card and is responsible for the safe and appropriate use of said card and proper receipts and documentation. The Treasurer will manage the check book and be one of three signers on the current bank account. Additional signers will be the Captain and the Executive Director/Co-Founder Kenny McKinnon, the Registered Agent as indicated on the State of Florida Department of Corporations for the Krewe. All goods and services are to be billed to the Krewe, no checks will be made out to cash, nor can any cash be withdrawn from the debit account for any reason. Any infractions of this process will result in termination of duty immediately. In the event inappropriate use of funds is discovered, the Krewe will prosecute to the full extent of the law. The Treasurer may only serve as Treasurer for a term of up to two (2) years. Prior to appointment, the Treasurer will be subject to a criminal background and credit report check. The report will be reviewed by the Executive Director/Co-Founder Kenny McKinnon only and he will provide his recommendation to the Board.

#### **Membership Director:**

The Membership Director must have been a member in good standing for a minimum of two (2) years. The Membership Director is responsible for managing new and existing Krewe memberships, including but not limited to welcoming new and existing members, ensuring all member paperwork is collected and completed. The Membership Director will manage the Krewe membership list and make it available on a regular basis to the Board. The Membership Director is responsible for the coordination of all membership check-ins at Bead Drop and Krewe events, coordination of new member orientation meetings, and working closely with the Captain to welcome new members and guests. The Membership Director will work with the Treasurer to ensure members have paid their invoices and are in good standing prior to Bead Drop. The Membership Director must have excellent organization and leadership skills, must have strong MS Excel and MS Word skills, must be a highly effective communicator, and be warm and welcoming to new and

existing members. During recruitment and parade season this position will require extensive time for coordination to prepare for parades.

### **Recording Secretary:**

The Recording Secretary must have been a member in good standing for a minimum of two (2) years. The Recording Secretary must have the ability to listen well when several people are speaking, take notes, identify all members visually at Board meeting, transcribe the minutes into proper form, submit the minutes to Board Members for review/correction, and issue them in formal form into the Krewe permanent records. The Recording Secretary must have the ability to communicate with the Board and general membership and vice versa. The Recording Secretary is also responsible for the count of manual or e-votes made by Board Members. The Recording Secretary may only serve in this position for a term of two (2) consecutive years. The Recording Secretary serves as the records retention liaison for the Krewe and must adhere to the Records Retention Policy in Article Nine (9).

### **Corresponding Secretary:**

The Corresponding Secretary must have been a member in good standing for a minimum of two (2) years and may only serve for a term of two (2) consecutive years. The Corresponding Secretary is responsible for all Krewe communication including but not limited to email communication, communication of Krewe news and events via social media and all approved communication outlets, Website Management, and responsible for communicating updates to the Krewe.

### **Security Director:**

The Security Director must have been a member in good standing for a minimum of two (2) years and may only serve for a term of up to two (2) consecutive years. The Security Director must have the ability to communicate with the Board, the Krewe members, and attend all required parade meetings. The Security Director must coordinate with the Captain to coordinate, reserve, recruit and supervise all required Security for each parade/event. The Security Director must conduct a security briefing with all security volunteers prior to each parade. The Security Director reserves the right to remove security personnel during the parade for any reason.

### **Commodore:**

A Commodore must have held the position of Captain a minimum of one (1) year, be a member in good standing, and have been a Board Member for ten (10) consecutive years. The ten-year requirement may be waived based on Merit and Dedication of Service if approved by the Board. A Commodore shall have permanent voting rights. There shall be no more than six (6) Commodores serving on the Board at any given time. Should a Commodore vacate the position for any reason, a new Commodore candidate will be

nominated by the current Commodores and presented for two-thirds (2/3) favorable vote by the Board. Any retired Commodore in good standing may attend any Krewe function.

### **Officers:**

As the need arises, the Board has the discretion to create additional officer positions in order to fulfill the needs of the Krewe at large and allow maximum Krewe participation. Officer positions have no voting rights on the Board.

## **ARTICLE VIII - AMENDMENTS**

### **Section 1**

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

In order to implement any change, all revisions must be sent to the general membership via email and posted on the Krewe website two (2) weeks prior to the change taking effect.

### **Section 2**

If for any reason the Krewe is unable to continue operations, and the need to disband is the only option left, all assets will be liquidated, including floats, stocked libations, mechanical and sound equipment.

Proper notification for due process, announcing that the Corporation is being dissolved; and will be advertised in an accepted business journal. The expenses of necessary Federal and State filing fees per document at the time to close the Corporation, removal of Officers and Registered Agent, file proper Final Return to the IRS will be put aside and no final disbursement to charity chosen will be done until all paperwork is in order, and certified copies received for permanent records.

All debts will be paid in full, for which YKSHM has received a timely valid invoice for services rendered no more than forty-five (45) days prior to payment date. No monies will be repaid to any member for any exchange of work, materials donated, gifts provided, or cash donated in the past. A final Commodores meeting will be called to determine which charity the remaining assets are to be given to.

### **Section 2 - Equipment**



Add-on: one (1) 5000-watt generator on Port Royal, (1) 3500-watt generator on Satisfaction, one (1) 5000-watt generator on Lady Morgan, three (3) 700-watt amplifier/sound board/mixer boards, three (3) mini-iPods, and eight (8) 15-inch 400-watt speakers are sole property Of Ye Krewe of Sir Henry Morgan.

## ARTICLE IX - RECORDS RETENTION POLICY

### Section 1

YKSHM has adopted this Records Retention Policy (this "Policy") to help it manage its records efficiently, report its performance accurately, substantiate its disclosures, and comply with applicable laws relating to preservation and confidentiality of such records. These laws include the Internal Revenue Code, the Sarbanes-Oxley Act, other statutes, and court rules of procedures.

### Section 2

This Policy covers documents in electronic as well as hard copy format. It covers Directors, Officers, Members, Volunteers, and as appropriate, Sponsors and other outside providers.

### Section 3

YKSHM is committed to compliance with legal requirements relating to document integrity, document retention, and privacy. YKSHM will retain documents as necessary to comply with law and as needed for operations but will seek to retain them no longer than as needed for such purposes. YKSHM may establish retention schedules for specific categories of records; several such schedules are set out in the Table 1 below.

Table 1:

<b>Retain Permanently:</b>	
<b>Nonprofit Tax Exemption Documents</b>	
Federal and state income tax exemption applications	State and local sales tax exemption documents
Determination letters from the IRS and CA Franchise Tax Board	Correspondence with the IRS or CA Franchise Tax Board during the determination process
Contribution records	Documents evidencing terms of gifts
<b>Corporate Governance Documents</b>	
Articles of Incorporation (and all amendments)	Bylaws (and all amendments)

Director resignations	Resolutions and written consents
Minutes of the Board and committees (including all waivers of notice of meetings)	Records of any relationships with affiliated organizations
<b>Tax Returns</b>	
Federal and state tax returns and schedules	Filings with the Attorney General
<b>Financial Records</b>	
Audited and unaudited financial statements	Annual reports
Special canceled checks, such as loan repayment	General ledger
<b>Other</b>	
Property, D&O, workers' compensation and general liability insurance policies, and insurance claim records	Records supporting ownership of assets (e.g. deeds, patent and trademark records, capital stock records)
Licenses and permits	Legal correspondence
<b>Retain for active period, plus ten years:</b>	
<b>Financial Records</b>	
Revenue and expense records	Budget and expense reports
Accounts payable and receivable records	Bank statements, reconciliations, and deposit slips
Investment reports	Routine canceled checks
Audit reports and workpapers	Asset depreciation schedules
Any other records relating to preparation of financial statements	Purchase, procurement, and sale agreements and contracts and real property leases
<b>Other</b>	
Governance and other corporate policies	Litigation records
Grant records, applications, and contracts	Records relating to loans
Leases for equipment	Contracts (including employment and contractor), MOUs
Environmental audits	Project records
Fundraising records and materials	Educational publications
Inventory management records	Tax records
<b>Retain for active period, plus six years:</b>	<b>Retain for active period, plus 30 years:</b>
Employee benefits records (e.g., 401(k) plans, pensions,	Employee medical records (relating to workers'

group insurance records, benefit claims, COBRA records, benefits descriptions)	compensation, Family Medical Leave Act, Americans with Disabilities Act, leaves of absence)
<b>Retain for active period, plus three years:</b>	
Employment records (e.g., payroll, applications, evaluations, and travel and expense reports)	Records supporting federal and state tax return income, deductions, and credits
Credit card receipts	Correspondence or internal memos re routine matters

While the table reflects minimum retention schedules for certain categories of records, retention of a document, whether or not identified in the table should be determined primarily by application of the general principles of this policy and the specific requirements below relating to litigation-relevant materials.

#### **Section 4**

YKSHM will not alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in a record, or attempt to do so, with the intent to impair the record's integrity or availability for use in a legal proceeding (defined below) or impede, obstruct, or influence a legal proceeding.

If YKSHM learns of, or reasonably anticipates, a claim that may give rise to a legal proceeding, YKSHM will take appropriate actions, including cessation of destruction of records, to ensure safeguarding of records relevant to the legal proceeding.

"Legal proceeding" means any investigation, civil or criminal litigation, official proceeding, or any proper administration of any matter within the jurisdiction of any department or agency of the United States or of any state or local government.

#### **Section 5**

The Recording Secretary is responsible for administering this Policy in a manner that is reasonably attainable given YKSHM's resources and administrative capacity. Those responsibilities include: (a) setting standards for data collection and security; (b) overseeing protocols for compliance with privacy laws and YKSHM's own privacy policies; (c) setting standards for document integrity, such as guidelines for backup and archiving procedures, document retention in case of an emergency, and checkups of system reliability; (d) consulting with YKSHM Board Members about storage and destruction of specific categories of documents; (e) issuing instructions with respect to litigation matters; and (f) reviewing arrangements with volunteers and outside providers.

#### **Section 6**

Failure to comply with this Policy, including, particularly, disobeying any destruction halt order, could result in possible civil or criminal penalties including fines and imprisonment, contempt orders litigation sanctions, disciplinary action for individual employees, and increased costs and inefficiencies.

### **Section 7**

This Policy is intended to supplement and not supersede any applicable federal and state laws, or any contracts to which YKSHM is party, relating to retention and confidentiality of specific documents and information.

### **Section 8**

The Board may amend this Policy at any time.

## **ARTICLE X - WHISTLEBLOWER POLICY**

### **Section 1**

YKSHM is committed to lawful and ethical behavior in all its activities and requires Directors, Officers, and Members to act in accordance with applicable laws, regulations and policies and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Members and representatives of YKSHM, we must practice honesty and integrity in fulfilling our responsibilities.

### **Section 2**

YKSHM encourages its Directors, Officers, and Members to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any Member, Officer, or Director who reasonably believes that some policy, practice, or activity of YKSHM is in violation of law or YKSHM policy should file a complaint with the Captain. If the wrongful conduct implicates the Captain, or if the reporting individual is not comfortable speaking with or not satisfied with the response of the foregoing individuals, the issue may be reported to any member of the Board of Directors. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Section 3**

No Director, Officer or Member who makes a good faith report under this Whistleblower Policy or who cooperates in inquiries or investigations shall suffer harassment, retaliation, or adverse membership consequences. A Member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including

termination of membership. This Whistleblower Policy is intended to encourage and enable Members, Officers, and Directors and others to raise serious concerns within YKSHM prior to seeking resolution outside YKSHM.

Any Director, Officer or Member who believes that he or she has been subjected to any form of retaliation because of making a good faith report under this Whistleblower Policy should immediately report the retaliation to the Captain or Board of Directors.

#### **Section 4**

The Captain, Board of Directors, or a representative of the Board of Directors will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated in a manner intended to protect confidentiality, consistent with a full and fair investigation, and appropriate corrective action will be taken if warranted by the investigation. A summary of the investigation will be presented to the Board of Directors.

#### **Section 5**

The Board of Directors shall address all reported concerns or complaints regarding Krewe accounting practices, internal controls, or auditing. The Captain shall immediately notify the Board of Directors of any such complaint and work with the Board until the matter is resolved.

#### **Section 6**

Anyone making a complaint concerning a violation or suspected violation of some policy, practice, or activity of YKSHM must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of a policy, practice or activity of YKSHM. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Board Approval of Final Revision: 18AUG2023**

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3/1/23