

**BY-LAWS
OF
KREWE OF ST. ANDREWS, INC.**

**ARTICLE I
THE CORPORATION**

Section 1. Identify. These are the By-laws of Krewe of St. Andrews, Inc., a not for profit ("Corporation"), which was formed under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes ("Act") by filing the Articles of Incorporation of the Corporation ("Articles") with the Office of the Florida Secretary of state in July 27, 2004. The purposes for which the Corporation has been organized are set forth in the Articles.

Section 2. Principal Office. The principal office of the Corporation in the State of Florida shall be 1561¹/₂ Chandlee Avenue, Panama City, Florida 32405 located in Bay County, with a Post Office Box of 16791, Panama City, Florida 32406. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors ("Board") may designate or as the business of the Corporation may require from time-to-time.

**ARTICLE II
MEMBERS**

Section 1. Membership. Membership is open to all persons over the age of twenty-one (21) years who are interested in furtherance of the purposes of the Corporation. In order to be in good standing, to be eligible to vote or hold office, or to count toward achieving a quorum, the Member must pay 100% of the dues and assessments. After initially joining the Krewe, Members may renew dues in no more than three (3) monthly installments and not lose standing except for the right to vote until full payment is made.

Section 2. Manner of Admission. Each applicant for Membership must be sponsored by a Member in good standing and the application must be approved by a majority vote of the Board members. At the discretion of the President of

the Board, action to approve applications may be taken by email (e-vote) or at duly stated meetings of the Board.

Section 3. Annual Meeting. The annual meeting of the Membership shall be held within ninety (90) days of February 15 in each year, beginning at 10:00 a.m. (local time) or at such other time on such other day within such month as shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Florida, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the Membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Membership as soon thereafter as conveniently may be.

Section 4. Special Meetings. The President, unless otherwise prescribed by statute, may call special meetings of the Board of Directors or of the general Membership, for any purpose or purposes. A special meeting may also be called by the Board of Directors if four (4) or more vote in the affirmative to call such a meeting. The members of the Krewe may call a special meeting of the general membership by submitting a written request containing the signatures of one-fourth (1/4) or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for the Board or Members to consider.

Section 5. Place of Meeting. The Board of Directors may designate any place, within or without the State of Florida, as the place of meeting for any annual meeting or for any special meeting of the Membership. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the principal office of the Corporation in the State of Florida as stated in ARTICLE I, Section 2.

Section 6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, or of a meeting which is required by statute to be held for any special purpose, or of an annual meeting at which special action is to be

taken, the purpose or purposes for which the meeting is called, or the special action which is proposed to be taken, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by email or by any other lawful method at the direction of the President, the Secretary, or the persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 7. Fixing of Record Date. The Board of Directors may fix in advance a date as the record date for the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or for any other proper purpose, such date in any case to be not more than sixty (60) days and, in case of a meeting of the Membership, not less than ten (10) days prior to the date of which the particular action, requiring such determining of Members, is to be taken. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting, the date that the notice is sent (by whatever method) shall be the record date for such determination of members. When a determination of Members entitled to vote at any meeting of the Membership has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 8. Voting Lists. The officer or agent having charge of the records of Members of the Corporation shall make, at least ten (10) days before each meeting of the Membership, a complete list of the Members entitled to vote at such meeting, or adjournment thereof, arranged in alphabetical order, with the address of each Member. Said list will be available for any member to review for a period of ten (10) days prior to such meeting. Said list shall be kept on file at the principal office (see ARTICLE I, Section 2) of the Corporation and shall be accessible during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting.

Section 9. Quorum. The presence at any meeting of the Membership of the Members entitled to cast at least one-third of the votes in the Corporation, represented in persons or by proxy, shall constitute a quorum. If a quorum is not present at any meeting from time-to-time the meeting can be adjourned without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present or represented at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 10. Majority Vote. The vote of Members entitled to cast a majority vote represented at a meeting of the Membership at which a quorum is present shall be the act of the Members of the Corporation, unless the vote of a greater number is required by law, the Articles or these Bylaws.

Section 11. Proxies. At any meetings of the Membership, a Member may vote in person or by proxy executed in writing by the Member or by his/her duly authorized attorney in fact in a format acceptable by the Board. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall be valid for a specific purpose and it expires after the date of the meeting for which the proxy was created. General purpose proxies are not allowed. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Section 12. Voting Rights. Subject to the restrictions set forth herein, each Member, in good standing, shall be entitled to one (1) vote, which shall not be cumulative.

Section 13. Informal Action by Members. Any action required to be taken at a meeting of the Membership, or other action which may be taken at a meeting of the Membership, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes entitled to vote with respect to the subject matter thereof. In order to be effective, one or more written consents describing the action taken must be dated and

signed by the approving Members having the requisite number of votes and entitled to vote on such action, and must be delivered to the Secretary of the Corporation; provided that the written consent shall not be effective unless all of the consents are signed by the Members having the requisite number of votes necessary to authorize the action within sixty (60) days of the date of the earliest dated consent. Such Member prior to the date may revoke the written consent of a Member that the Corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Secretary of the Corporation. Within ten (10) days after obtaining the authorization of any action by written consent, notice must be given to those Members who are entitled to vote on the action but who have not consented in writing. The notice shall include fair summary of the material features of the authorized action.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 2. Number and Qualifications. The number of directors of the Corporation shall consist of at least three (3) but no more than seven (7) directors, the exact number being set by the Board of Directors. Directors must be natural persons who are twenty-one (21) years or older who have been active Members of the Corporation, as determined by the nominating committee, at the time of election or appointment for a minimum of one (1) year. See Article IV for details.

Section 3. Nomination. Nominations for election to the Board of Directors shall be by the Nominating Committee; however, nominations may also be made from the floor at any annual meeting of Members. The Nominating Committee shall consist of a Chairman who shall be the President Elect and two or more Members of the Corporation who are members in good standing for one (1) or more years. The President Elect shall select the additional committee members. The Committee shall be approved by the Board of Directors prior to each annual meeting to serve from the

start of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 4. Election of Directors. Election of directors shall be held at the annual meeting of the Membership. The election shall be by secret ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast. Each Member shall be entitled to cast the number of votes set forth in these Bylaws for each of as many nominees as there are vacancies to be filled at the time of election. There shall be no cumulative voting. See Article IV for details of election and terms.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than contained in this section of the Bylaws immediately after, and at the same place as, the annual meeting of the Membership, provided, however, any such regular meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings, or in a consent and waiver of notice thereof, signed by all directors. The Board of Directors may provide, by resolution, the time and place, within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four directors.

Section 7. Notice. Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or mailed to each director at his or her address on record with the Corporation or by e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice was given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent to the email address on record. Any director may waive notice of any meeting. The attendance of a director at a 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 because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of the directors present at a meeting at which a quorum is present is necessary to constitute the act of the Board of Directors unless a higher number is required by law.

Section 10. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing or with any electronic communication, setting forth the action so taken, shall be signed by all the directors.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by a majority of the remaining directors or by the sole remaining director. A director elected or appointed, as the case may be, shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 12. Compensation. By resolution of the Board of Directors, the directors may be paid for their expenses, if any, of attendance at each meeting of the Board of Directors. Directors shall not receive any compensation, other than reimbursement of expenses, for serving as Directors.

Section 13. Committees. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each of which shall consist of one or more directors and which to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation shall have and may exercise all of the powers of the Board of Directors in the management of the activities and affairs of the

Corporation, except that no such committee shall have the authority to approve or recommend to Members actions or proposals required by the Act to be approved by the Members; fill vacancies on the Board of Directors or any committee thereto; or adopt, amend or repeal these Bylaws. The designation of such committee or committees or the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law.

Section 14. Resignations. Any director of the Corporation may resign at any time by giving written notice thereof to the Board of Directors of the Corporation. Such resignation shall take effect at the time of delivery unless a later date is specified. The acceptance of such resignation shall be necessary to make it effective. In addition, any director who misses more than three (3) meetings during his or her term of office without good cause and sufficient excuse as determined at the sole discretion of the Board of Directors shall be deemed to have resigned at the end of the meeting constituting the fourth absence.

Section 15. Place of Meeting. The Board of Directors may designate any place within or without the State of Florida as the place of meeting for any regular or special meeting of the Board of Directors.

Section 16. Removal of Director. A director of the Corporation may be removed, with or without cause, at any time, by the affirmative vote of a majority of the Members. Any vacancy created by such removal shall be filled in the manner prescribed in Article IV.

Section 17. Telephone Meetings. The Directors may participate in meetings of the Board of Directors by means of a telephone or video conference or similar communication technique by which all persons participating can at least hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

ARTICLE IV ELECTION, DUTIES, AND TERM OF BOARD MEMBERS

Section 1. Number. The Board shall consist of no less than three (3) and no more than seven (7) members.

Four of the board members shall also be officers. The four officers shall be President, Vice President (aka President elect), Secretary and Treasurer.

Section 2. Election and Term of Office. All board members shall be elected by the general membership at the annual meeting for a period of two years except for the President and Vice President (See details below in this Section). To be eligible for a board position, a member must have a minimum of one year of active Krewe membership as determined by the nominating committee. The results for the election of board members shall be tallied by the nominating committee and announced before the annual meeting is adjourned.

In order to provide some degree of continuity to the Board, two members will be elected one year and three members will be elected in the succeeding year.

- a. At the first board meeting after an annual election, the members of the board shall determine among themselves who shall serve as Secretary and who shall serve as Treasurer.
- b. The person who serves as either the Secretary or the Treasurer during his or her first year as a board member is not obligated to serve as that same Officer during the second year of his or her term.
- c. In the event of a vacancy, for whatever reason, the Board shall appoint a Krewe member to fill the unexpired term. If the unexpired term of the vacated board position is less than five (5) months, the remaining Board members may choose to leave the position vacant.
- d. A board member whose two-year term will expire at the next annual meeting is eligible to run for another two-year term.

Every year a Vice President shall be elected by the general membership at the annual meeting. At the end of one year of service, the Vice President shall step up and serve one year as President. To be eligible for the position of Vice President, a member must have a minimum of one year of active Krewe membership as determined by the nominating committee.

a. In the event the President does not complete his or her term of service, then the following rules shall apply:

A1. If more than six months remain in the President's term, the Vice President shall step up and fill the unexpired term.

A2. Within 30 days the President shall call a special meeting for the purpose of electing a new Vice President. The Nomination Committee shall oversee said meeting. The Nomination Committee may present one or more names of individuals who are qualified to hold office at the special meeting. Nominations may also be offered from the floor but only if the person being nominated from the floor is present to accept the nomination and is also otherwise eligible.

A3. At the conclusion of the shortened term in office, the person serving as Vice President shall step up to the position of President.

A4. At the conclusion of the shortened term in office, the person serving as President is immediately eligible to seek election to the office of Vice President.

A5. If six months or less remain in the President's term, the Vice President shall step up and fill the unexpired term.

A6. Within 30 days the President shall call a special meeting for the purpose of electing an interim Vice President. The Nomination Committee shall oversee said meeting. The Nomination Committee may present one or more names of individuals who are qualified to hold office at the special meeting. Nominations may also be offered from the floor but only if the person being nominated from the floor is present to accept the nomination and is also otherwise eligible.

A7. At the conclusion of the shortened term in office, the person serving as President shall then continue to serve the next year as President just as though a short year did not occur. This is the only circumstance where a person may serve as President for more than twelve consecutive months.

A8. At the conclusion of the shortened term in office, the person serving as Vice President is

immediately eligible to seek re-election to the office of Vice President.

- b. In the event the Vice President does not complete his or her term of service, then the following rules shall apply:

B1. Within 30 days the President shall call a special meeting for the purpose of electing a new Vice President. The Nomination Committee shall oversee said meeting. The Nomination Committee may present one or more names of individuals who are qualified to hold office at the special meeting. Nominations may also be offered from the floor but only if the person being nominated from the floor is present to accept the nomination and is also otherwise eligible.

B2. At the conclusion of the shortened term in office, the person serving as Vice President shall step up to the position of President.

The election of a Vice President (aka President elect) and of board members (two in one year and three in the next year) shall be deemed to be two separate elections held concurrently. For example, two (or more) people run for the office of Vice President. The person who receives the most votes becomes the Vice President. The other person(s) does not become a board member. Conversely, any member running for a board position will not become Vice President by virtue of receiving the most votes. One person cannot run for both Vice President and a board position in the same election.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed at any time, with or without cause, by a majority vote of the board.

Section 4. President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board, shall in general supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or an Assistant Secretary, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by

these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time-to-time. The President is not a voting member of the Board in the regular course of business. In the event of a tie vote on an issue, the President is to cast the tiebreaking vote.

Section 5. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time-to-time may be assigned to the Vice President by the President or by the Board. The Vice President's main responsibility is to assist the President and prepare himself or herself to step up to the position of President as seamlessly as possible the next year. The Vice President is a voting member of the board.

Section 6. Secretary. The Secretary shall:
(a) keep the minutes of the proceedings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties, including electronic publications, as from time-to-time may be assigned to him or her by the President or by the Board.

Section 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties as from time-to-time may be assigned to the Treasurer by the President or by the

Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board shall determine.

Section 8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board. The Assistant Treasurers shall respectively, if required by the Board, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

Section 9. Salaries. Officers shall not receive any compensation, other than reimbursement of expenses, for serving as officers.

ARTICLE V CONTRACTS, LOANS, CHECK AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to sign any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

- (a) No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- (b) No loans shall be made by the Corporation to any of its Directors, officers or employees, nor to any corporation, firm or other entity in which one or more directors, officers or employees hold a substantial financial interest. Any director or officer who assents to or participates in the making of such loan shall be deemed to be in violation of his duty to the Corporation, but the

obligation of the borrower for the amount of such loan shall not be affected thereby.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5. Proxies. Unless otherwise provided by resolution of the Board, the President may from time-to-time appoint an attorney or agent of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing, in the name and on behalf of the Corporation, as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as the manner of causing such votes or giving such consent, and may execute or cause to be executed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE VI BOOKS AND RECORDS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and committees thereof shall keep at its registered or principal office in Florida, a copy of the Articles and the Bylaws of the Corporation as each has been amended, and a record of the names and addresses of Members entitled to vote in alphabetical order. All books and records of the

Corporation, including but not limited to accounting records, shall be open to inspection by the Board or their authorized representatives for any proper purpose at any reasonable time.

Section 2. Accounting. The accounting records shall be maintained in written form or in another form capable of conversion to written form within a reasonable time. The Board shall adopt a budget for each calendar year that shall include the estimated funds required to defray expenses, according to good accounting practices.

ARTICLE VII

KING, QUEEN AND COURT ELECTION & KREWE THEME SELECTION

Section 1. Election of Court and Theme. The election of the King, Queen and Court shall be held each year at the annual meeting. The Board shall determine the time and place of the meeting.

Section 2. Nominating Committee. The Nominating Committee described in Article III Section 3 above, will present the names of members who have stated a desire to be placed on the ballot for the King, Queen or Court. If the President Elect chooses to run for Royal Court then the Secretary will act as Election Chairman for King, Queen and Royal Court elections. If the Secretary is also running for King, Queen or Royal Court then an At-Large Board member will be selected by the Board to act as Chairman for the election.

Section 3. Election Procedures. Elections for King, Queen, and Court shall be by ballot. The Nominating Committee shall oversee the King, Queen and Court elections. The King and Queen shall be elected separate from the Court. The Nominating Committee will collect the ballots and turn the ballots over to a non-affiliated entity who will count the votes. The election for the King, Queen and Court shall be determined by a plurality of votes for each. The non-affiliated entity will notify the reigning King and Queen. The reigning King and Queen will then notify the newly elected King and Queen of their selection. The newly elected King and Queen will notify their newly elected Court. The Chairman of the Nominating Committee shall receive and verify the election results by the next board meeting.

Section 4. Terms. There is no limit to the number of years a member can be elected to a Court. A member is not eligible for re-election to King or Queen for 5 years. Exceptions to these limitations shall be made only by unanimous board vote.

Section 5. Theme Selection. A theme shall be selected at the annual membership meeting to be effective at the coronation of the newly elected King, Queen & Court. All members running for King and Queen shall submit one (1) or more theme suggestions. The Nominating Committee shall request that members send in their suggestions for theme seven (7) days prior to the annual meeting or present suggestions from the floor on the date of the annual meeting. The Nominating Committee shall collect the ballots and count them immediately. The results will be announced to the membership at the annual meeting subject to board review and approval.

**ARTICLE VIII
SEAL**

The Board shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and such other words as the Board may prescribe.

**ARTICLE IX
WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws, the Articles, the provisions of the Act, and any act amendatory thereof, supplementary thereto or substituted therefore, or the Florida Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE XI
CONDUCT OF MEETINGS**

All meetings of the Corporation shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

**ARTICLE XII
INDEMNIFICATION**

Section 1. Indemnification for Claims. The Corporation shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or completion action, suit or proceeding, whether civil, criminal, administrative or investigative whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification for Expenses. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in

the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) any amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expenses of litigating the proceedings to conclusion actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

Section 3. Method of Indemnification.

- (a) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- (b) Any indemnification under sections 1 and 2 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in

sections 1 and 2 above. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a committee duly designated by the Board (in which Directors who are parties may participate) consisting of two or more directors not at the time parties to the proceeding; or (iii) by independent legal counsel selected by the Board as prescribed in (i) above or by the committee as prescribed in (ii) above, or if a quorum of the Board cannot be obtained for (i) and the committee cannot be designated under (ii), then selected by a majority of the Board (in which directors who are parties may participate).

- (c) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. Expenses of their employees and agents may be paid in advance upon such terms and conditions, as the Board deems appropriate.
- (d) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested director or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure

to the benefit of the heirs, executors and administrators of such a person.

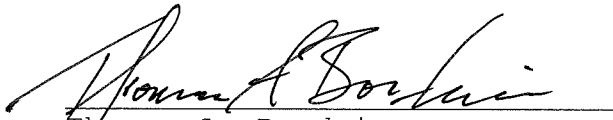
- (e) Notwithstanding the foregoing, no indemnification or advancement of expense shall be made to or on behalf of any officer, director, employee or agent if a judgment or other final adjudication establishes that his actions or omissions to actions, were material to the cause of action so adjudicated and constitute:
 - (i) a violation of the criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
 - (ii) a transaction from which the director, officer, employee or agent derived an improper personal benefit; or
 - (iii) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

**ARTICLE XIII
AMENDMENT**

These amended By-laws were approved by the Board at a special meeting upon the affirmative vote of not less than two-thirds (2/3) of the total members of the Board.

DATED this 9th day of September 2020.

KREWE OF ST. ANDREWS, INC.,
A Florida not-for-profit Corporation

A handwritten signature in cursive script, appearing to read "Thomas A. Bowdoin", written over a horizontal line.

Thomas A. Bowdoin,
As President