

**BYLAWS
OF
FREEBOOTERS, INC.
(A NON PROFIT CORPORATION)**

Adopted July 15, 2003

**Revised: 7/12/03, 10/7/03, 3/8/04, 8/31/04, 7/20/2007, 10/9/2008,
6/17/2009**

ARTICLE I * NAME

THE NAME OF THE CORPORATION SHALL BE “THE FREEBOOTERS” a.k.a. “HERNANDO COUNTY FREEBOOTERS, INC.” (The original name) (10/8/2008)

ARTICLE II * PURPOSE

THE KREWE OF THE FREEBOOTERS IS FORMED FOR THE PURPOSE OF PROMOTING FLORIDA AS A GREAT PLACE TO LIVE, WORK, AND PLAY.

ARTICLE III * ORGANIZATIONAL STRUCTURE

THE CORPORATION SHALL BE STRUCTURED INTO (3) COMPONENTS TO CONSIST OF THE FOLLOWING:

- A. THE BOARD OF DIRECTORS.
- B. THE CORPORATE OFFICERS.
- C. THE GENERAL MEMBERSHIP.

NO AUXILIARY OR SIMILAR GROUP SHALL BE FORMED OR EXIST WITHOUT THE SPECIFIED APPROVAL OF THE BOARD OF DIRECTORS. THE OBJECTIVE AND ACTIVITIES OF THE “FREEBOOTERS” ARE AS STATED IN ARTICLE II OF THE BYLAWS.

ARTICLE IV * MEMBERSHIP

SECTION 1 ELIGIBILITY

MEMBERSHIP SHALL BE OPEN TO ALL PERSONS 21 YEARS OF AGE OR OLDER WITHOUT REGARD TO RACE, SEX, COLOR, CREED, NATIONAL ORIGIN, RELIGION, OR ECONOMIC STATUS WHO LIVE, WORK OR VACATION ON THE NATURE COAST OF FLORIDA AND DEMONSTRATE A SINCERE DESIRE TO PROMOTE AND PERPETUATE THE IDEAS AND PURPOSES OF THE ORGANIZATION.

SECTION 2 ADMISSION

ALL POTENTIAL NEW MEMBER SHALL BE PROPOSED TO THE BOARD OF DIRECTORS BY TWO MEMBERS IN GOOD STANDING. THE PROPOSAL SHALL BE MADE ON A FORM PRESCRIBED AND APPROVED BY THE BOARD OF DIRECTORS.

THEREAFTER, SHOULD THAT PROPOSAL BE FOUND IN PROPER ORDER, THAT PROPOSED NEW MEMBER SHALL BE ISSUED AN INVITATION TO MEET THE BOARD OF DIRECTORS AT A MEETING CALLED FOR THAT PURPOSE. THE PROPOSED NEW MEMBER SHALL BE ESCORTED BY THE PROPOSING MEMBERS. FOLLOWING THE "INTRODUCTORY" MEETING WITH THE BOARD OF DIRECTORS, THE PROPOSED NEW MEMBERS SHALL BE INVITED TO APPLY FOR MEMBERSHIP TO THE "FREEBOOTERS". THE APPLICANTS FOR MEMBERSHIP SHALL THEN BE CONSIDERED IN THE FOLLOWING ORDER:

- A. LINEAL ASCENDENTS OR DESCENDANTS OF A PRESENT ACTIVE MEMBER SHALL TAKE FIRST PRIORITY, SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS.
- B. THE MEMBERSHIP AS DEFINED HEREIN SHALL BE VOTED UPON AND APPROVED BY A MAJORITY OF THE BOARD OF DIRECTORS PRESENT AND VOTING AT A MEETING. FIVE (5) DISSENTING VOTES OR A QUORUM OF THE BOARD OF DIRECTORS PRESENT WILL CAUSE MEMBERSHIP TO BE DECLINED. BALLOTS TO BE CONFIDENTIAL AND WRITTEN. THE BOARD OF DIRECTORS SHALL BE THE SOLE AUTHORITY TO ACCEPT OR REJECT ANY PERSON FOR MEMBERSHIP.
- C. ANY PERSON WHO MAKES APPLICATION FOR MEMBERSHIP IN THE "FREEBOOTERS" SHALL BE PRESENTED TO THE BOARD OF DIRECTORS AT THE FIRST SCHEDULED BOARD MEETING AFTER THE INTRODUCTORY MEETING AND THE APPLICATION IS RECEIVED.

SECTION 3 CHARTER MEMBERS

ALL MEMBERS INCLUDED IN THE FIRST OFFICIAL CREW MANIFEST SHALL HENCEFORTH BE DESIGNATED CHARTER MEMBERS OF THIS CORPORATION.

SECTION 4 DUTIES OF MEMBERSHIP/DISCIPLINARY BOARD

EACH PERSON SHALL, BY ACCEPTING MEMBERSHIP, AGREE TO CONFORM TO AND ABIDE BY THE PROVISIONS OF THE BYLAWS OF THE CORPORATION AND THE POLICIES OF THE BOARD OF DIRECTORS. ALL MEMBERS OF THE "FREEBOOTERS", INCLUDING THE BOARD OF DIRECTORS, ARE EXPECTED AT ALL TIMES TO CONDUCT THEMSELVES IN SUCH A MANNER AS NOT TO BRING DISCREDIT UPON THEMSELVES OR THE "FREEBOOTERS", OR HERNANDO COUNTY. IN THE EVENT THAT ANY MEMBER SUBMITS A WRITTEN COMPLAINT ABOUT ANOTHER MEMBER TO THE "FREEBOOTERS", THE DISCIPLINARY BOARD OF THE BOARD OF DIRECTORS WILL HAVE THE POWER TO REPRIMAND, FINE, SUSPEND, OR REMOVE SAID MEMBER. SUSPENSION OR REMOVAL OF A MEMBER FROM ANY POSITION INCLUDING THE BOARD OF DIRECTORS SHALL BE BY A THREE QUARTERS

VOTE OF THE ENTIRE BOARD OF DIRECTORS.

THE DISCIPLINARY BOARD SHALL BE MADE UP OF TWO PAST PRESIDENTS, TWO MEMBERS FROM THE BOARD OF DIRECTORS (TO BE SELECTED BY LOT), AND ONE MEMBER FROM THE GENERAL MEMBERSHIP (TO BE SELECTED BY LOT). UNTIL THE ORGANIZATION HAS BEEN IN EXISTENCE TO ALLOW FOR THE USE OF TWO PAST PRESIDENTS ON THE DISCIPLINARY BOARD, TWO CHARTER MEMBERS SHALL BE CHOSEN BY LOT FOR ANY DISCIPLINARY BOARD, WHICH MAY BE CONVENED PRIOR TO THE INSTALLATION OF THE THIRD PRESIDENT.

SECTION 5 ASSOCIATE MEMBERS

MEMBERS, WHO MOVE OUT OF THE IMMEDIATE AREA AND WISH TO OCCASIONALLY PARTICIPATE IN KREWE ACTIVITIES OR SIGNIFICANT OTHER OF A MEMBER, MAY DO SO BY:

- REQUESTING ASSOCIATE MEMBER STATUS,
- OBTAINING APPROVAL FROM THE BOARD OF DIRECTORS, AND
- PAYING THE ANNUAL DUES OF \$100/YEAR PAYABLE AS OUTLINED IN ARTICLE V.
- ACQUIRING AND WEARING COSTUME AS DEFINED IN STANDING RULE 8.

ARTICLE V * DUES AND FINANCES

SECTION 1 DUES

DUES SHALL BE DETERMINED BY THE BOARD OF DIRECTORS AND SHALL BE PAYABLE ANNUALLY ON OCTOBER 1ST OF EACH YEAR. STATEMENTS ARE TO BE MAILED ON SEPTEMBER 1ST BY THE CURRENT TREASURER. THE BOARD OF DIRECTORS MAY INCREASE OR DECREASE SUCH ANNUAL DUES FROM TIME TO TIME, BUT NEVER MORE THAN ONCE PER TWELVE MONTH PERIOD. TO ACCOMMODATE NEW MEMBERS WHO JOIN AT TIMES OTHER THAN JANUARY, THE DUES SHALL BE PRO RATED IN ACCORDANCE TO THE QUARTER IN WHICH JOINED. EFFECTIVE MARCH 9, 2004 DUES SHALL BE \$200.00 FOR INDIVIDUALS AND \$300 PER COUPLE.

SECTION 2 PAYMENT

- A. THE TREASURER WILL SEND OUT NOTICES BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED TO ANY MEMBER THAT IS DELINQUENT AS OF OCTOBER 15TH, THAT THEY WILL BE SUSPENDED FROM MEMBERSHIP IF PAYMENT IS NOT MADE BY NOVEMBER-1ST. ANY MEMBER DELINQUENT IN HIS OR HER DUES OR ANY OTHER CHARGES SHALL NOT RECEIVE AN INVITATION TO, NOR PARTICIPATE IN, ANY EVENT UNTIL HIS BALANCE HAS BEEN PAID IN FULL PLUS A \$100.00 LATE FEE. THIS INCLUDES THE BOARD OF DIRECTORS. ANY MEMBER NOT CURRENT ON DUES AT THE ANNUAL

MEETING SHALL NOT BE ELIGIBLE FOR ELECTION TO, NOR CONTINUATION ON THE BOARD OF DIRECTORS.
2008 MEMBERS MAY PAY $\frac{3}{4}$ DUES FOR 2009 TO ALLOW FOR THE CHANGE IN BILLING DATE TO COMPLY WITH THE PARADE SEASON.

- B. THE TREASURER MUST PRESENT TO THE BOARD OF DIRECTORS A LIST OF OUTSTANDING DUES AT THE NOVEMBER REGULAR BOARD MEETING. IF THESE MEMBERS ARE STILL DELINQUENT, THE BOARD OF DIRECTORS THEN MUST ACT ON SUSPENSION OF DELINQUENT MEMBERS.

- C. AS OF THE MARCH REGULAR BOARD MEETING, ANY MEMBER SUSPENDED FOR NON-PAYMENT OF DUES OR MONEYS OWED FOR EVENTS CANNOT BE REINSTATED UNTIL ALL PAST BALANCES HAVE BEEN SATISFIED AND ONLY WHEN A COMPLETE AND ENTIRELY NEW APPLICATION, SCREENING, VOTE BY THE BOARD, AND PAYMENT OF THE REQUIRED CURRENT NEW MEMBER INITATION FEE.

- D. **ONE TIME GUESTS:**
A GUEST MAY ATTEND ONE PARADE FOR A FEE OF \$50.00 PLUS PARADE EXPENSES. THIS \$50.00 SHALL APPLY TO THE YEARS DUES IF THE PERSON JOINS THE KREWE WITHIN 30 DAYS OF THE EVENT.

- E. **BUSINESS (VIP) GUEST PASS:**
MEMBERS MAY PURCHASE A **VIP PASS** FOR \$200 THAT WILL ALLOW THEM ONE GUEST PER PASS TO ALL THE YEARS EVENTS EVENTS. PARADE OR EVENT FEES ARE STILL APPLICABLE.

- F. GUESTS ARE ON A SPACE AVAILABLE BASIS WITH VIP PASS GUESTS HAVING PRIORITY OVER ONE TIME GUESTS IN THE EVENT OF SPACE LIMITATIONS.

SECTION 3 FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BE JANUARY 1ST THROUGH DECEMBER 31ST.

SECTION 4 DISSOLUTION

IN THE EVENT THE CORPORATION IS DISSOLVED FOR ANY REASON, AFTER THE PAYMENT OF ALL EXPENSES AND INDEBTEDNESS, ALL FUNDS SHALL BE DONATED TO A 501C3 CORPORATION TO BE DETERMINED AT THE TIME OF DISSOLUTION. IN ADDITION, ANY PROPERTY OWNED OR HELD BY THE CORPORATION (WHETHER REAL OR PERSONAL) SHALL SIMILARLY BE TURNED OVER TO A 501C3 CORPORATION

SECTION 5 INVESTMENTS-DEPOSITS

THE BOARD OF DIRECTORS SHALL DESIGNATE A FEDERALLY INSURED DEPOSITORY FOR FUNDS OF THE CORPORATION. THE BOARD OF DIRECTORS MAY DESIGNATE OTHER FORMS OF FINANCIAL INVESTMENT AS DETERMINED BY THE BOARD IN THE BEST INTEREST OF THE CORPORATION. THE SIGNATURE OF A MINIMUM OF TWO (2) CORPORATE OFFICERS SHALL BE REQUIRED TO WITHDRAW ANY FUNDS OVER FIVE HUNDRED DOLLARS (\$500.00) EXCEPT FOR PARADE FEES.

ARTICLE VI * OFFICERS

SECTION 1 OFFICERS

- A. THE OFFICERS OF THE CORPORATION SHALL CONSIST OF THE THE PRESIDENT (CAPTAIN), FIRST VICE PRESIDENT (1ST MATE), ONE OR MORE VICE PRESIDENTS (BOSWAINMATES), SECRETARY (SCRIBE), AND TREASURER (PURSER).

SECTION 2 TERM OF OFFICE

THE TERM OF OFFICE FOR ALL CORPORATE OFFICERS SHALL BE TWO (2) YEARS, AND BE ELECTED BY THE BOARD AT THE FIRST MEETING OF THE NEW YEAR AND SERVE UNTIL A REPLACEMENT IS ELECTED. THE PRESIDENT SHALL BE LIMITED TO TWO CONSECUTIVE 2 YEAR TERMS. HOWEVER THE SAME PERSON MAY SERVE NON-CONSECUTIVE TERMS WITHOUT LIMIT. (7/20/07)

SECTION 3 PRESIDENT (CAPTAIN)

- A. THE PRESIDENT SHALL BE THE CHIEF OPERATING OFFICER OF THE CORPORATION. HE/SHE SHALL HAVE SERVED AS SECRETARY, TREASURER, OR VICE PRESIDENT PRIOR TO ASCENDING TO THE PRESIDENT. THE DUTIES OF THE PRESIDENT SHALL BE TO PERFORM THE FOLLOWING, AND ALL OTHER POWERS GIVEN BY THE BOARD OF DIRECTORS:
1. PRESIDE AT ALL MEETINGS OF THE GENERAL MEMBERSHIP AND THE BOARD OF DIRECTORS.
 2. SIGN ALL CONTRACTS, AGREEMENTS, AND ALL OTHER MEMBERSHIP INSTRUMENTS NECESSARY TO CONDUCT THE CORPORATION BUSINESS.
 3. APPOINT ALL COMMITTEES AND THEIR CHAIRMEN SUBJECT TO THE ADVICE OF THE PAST PRESIDENTS; AND SERVE AS EX-OFFICIO MEMBER OF ALL COMMITTEES.

SECTION 4 FIRST VICE PRESIDENT (CHIEF BOSUN MATE)

THE FIRST VICE PRESIDENT SHALL PERFORM ALL DUTIES ASSIGNED TO THE PRESIDENT DURING THE ABSENCE OR TEMPORARY DISABILITY OF THE PRESIDENT. THE FIRST VICE PRESIDENT SHALL ALSO CARRY OUT ALL

SPECIAL ASSIGNMENTS BY THE PRESIDENT.

SECTION 5 SECRETARY (SCRIBE)

THE SECRETARY SHALL:

1. MAINTAIN ALL RECORDS, FILES, AND LOGS OF THE CORPORATION.
2. TAKE, PREPARE, AND DISTRIBUTE THE MINUTES OF ALL BOARD OF DIRECTORS AND GENERAL MEMBERSHIP MEETINGS.
3. MAINTAIN AN ACCURATE LIST OF ALL MEMBERS OF THE CORPORATION.
4. DISTRIBUTE TO ALL OFFICERS, BOARD MEMBERS, AND OTHER MEMBERS MEETING NOTICES AND SUCH OTHER PUBLICATIONS AS MAY BE REQUIRED.
5. MAINTAIN THE CORPORATE SEAL AND ATTEST TO THE SIGNATURE OF THE PRESIDENT AND OTHER OFFICERS ON ALL DOCUMENTS.

SECTION 6 TREASURER (PURSER)

THE TREASURER SHALL:

1. PAY ALL AUTHORIZED EXPENSES OF THE CORPORATION.
2. SEND NOTICES OF, AND COLLECT, ALL DUES, ASSESSMENTS OR OTHER MONIES DUE THE CORPORATION.
3. PREPARE ALL FINANCIAL REPORTS FOR THE CORPORATION AS MAY BE REQUIRED FOR THE BOARD OF DIRECTORS, MEMBERSHIP, OR ANY GOVERNMENTAL AUTHORITY.
4. CAUSE A FINANCIAL REPORT TO BE MADE ANNUALLY AND REPORTED TO THE BOARD OF DIRECTORS AND MEMBERSHIP.
5. FILE ALL REPORTS AND FORMS OF THE CORPORATION.

ARTICLE VII * BOARD OF DIRECTORS

SECTION 1 COMPOSITION

THE BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN TEN (10) NOR MORE THAN TWENTY (20) MEMBERS OF THE MEMBERSHIP IN GOOD STANDING, AND THE FIRST BOARD OF DIRECTORS SHALL BE THE PERSONS DESIGNATED IN EXHIBIT A (ORIGINALLY ATTACHED) TO THESE BY LAWS. THE OFFICERS OF THE CORPORATION SHALL SERVE ON THE BOARD BY VIRTUE OF THEIR OFFICE.

COMMENCING WITH THE OCTOBER 2004 ANNUAL MEMBERSHIP MEETING, THOSE MEMBERS NOMINATED MUST HAVE TWO (2) YEARS LONGEVITY IN THE FREEBOOTERS ORGANIZATION. ELECTION SHALL BE MADE BY SECRET BALLOT AND TEN PERCENT (10%) OF THE GENERAL MEMBERSHIP SHALL CONSTITUTE A QUORUM FOR THE ELECTION. NO ANNUAL ELECTION SHALL ELECT OVER 50% OF THE MEMBERS OF THE BOARD OF

DIRECTORS. TO INSTITUTE A TWO YEAR ROTATION, THE ORIGINAL BOARD SHALL DRAW STRAWS PRIOR TO THE OCTOBER 2004 ANNUAL MEETING. ONE HALF OF THE ORIGINAL BOARD'S TERM WILL CEASE AS OF JANUARY 1, 2005 AND HAVE TO STAND ELECTION. THE OTHER HALF OF THE ORIGINAL BOARD SHALL HAVE ANOTHER YEAR TO SERVE PRIOR TO STANDING ELECTION.

(EFFECTIVE July 1, 2006)

ONLY ONE MEMBER OF A COUPLE OR RELATIVES THEROF MAY BE ON THE BOARD AT ANY ONE TIME. RELATIVES ARE DIFINED AS BEING RELATED BY BLOOD MARRIAGE OR RELATIONSHIP

(Board Ruling 10/8/2009)

FURTHER DEFINING RELATIONSHIP – IF TWO UNMARRIED PEOPLE JOIN UNDER THE COUPLES DUES RATE THEN THEY ARE DEEMED TO HAVE A RELATIONSHIP. IF BOTH JOIN AND PAY DUES AS INDIVIDUALS THEN NO RELATIONSHIP EXISTS FOR THE PURPOSE OF THE FREEBOOTERS.

SECTION 2 DUTIES

THE BOARD OF DIRECTORS SHALL BE THE GOVERNING BODY OF THE CORPORATION AND SHALL:

1. DETERMINE ALL MATTERS OF POLICY FOR THE CORPORATION
2. APPROVE ALL CONTRACTS, AGREEMENTS, PROGRAMS, PLANS, AND DEVELOPMENTS OF THE CORPORATION
3. RECEIVE ALL REPORTS FROM CORPORATE OFFICERS AND STANDING OR SPECIAL COMMITTEES
4. PERFORM THE OTHER DUTIES ASSIGNED IT HEREIN

SECTION 3 MEETINGS

THE BOARD OF DIRECTORS SHALL BE CONVENED BY THE PRESIDENT AT SUCH TIMES DURING THE YEAR AS MAY BE REQUIRED FROM TIME TO TIME IN ANY EVENT, THE BOARD OF DIRECTORS SHALL MEET AT LEAST IN FEBRUARY AND MARCH AND TWO OTHER TIMES EVERY YEAR.

SECTION 4 TERM

THE TERM OF OFFICE OF MEMBERS OF THE BOARD SHALL BE TWO (2) YEARS, AND THEY MAY SERVE SUCCESSIVE TERMS OF OFFICE. THE FIRST TERM OF THE BOARD OF DIRECTORS SHALL BE FILLED BY THOSE PERSONS NAMED IN THE ARTICLES OF INCORPORATION, WITHOUT STANDING ELECTION.

SECTION 5 ELECTION

MEMBERS OF THE BOARD SHALL BE ELECTED FROM THE MEMBERSHIP AT A GENERAL MEMBERSHIP MEETING TO BE HELD DURING THE MONTH OF OCTOBER OF EACH YEAR.

SECTION 6 ATTENDANCE

ANY MEMBER OF THE BOARD WHO SHALL FAIL TO ATTEND THREE (3) CONSECUTIVE MEETINGS OF THE BOARD, WITHOUT JUSTIFICATION, MAY BE SUBJECT TO REMOVAL FROM OFFICE BY A MAJORITY OF THE BOARD AT A REGULAR OR SPECIAL MEETING.

SECTION 7 VACANCY

WHENEVER A VACANCY SHALL EXIST ON THE BOARD, FOR WHATEVER REASON, THE BOARD SHALL SELECT FROM THE MEMBERSHIP A PERSON TO FILL THE UNEXPIRED TERM. CONSIDERATION SHALL BE GIVEN BY THE BOARD TO PERSONS WHO WERE NOMINATED FOR OFFICE BUT FAILED TO WIN ELECTION AT THE PREVIOUS ANNUAL MEETING.

SECTION 8 QUORUM

A QUORUM OF THE BOARD OF DIRECTORS SHALL EXIST WHEN 51% OF THE ENTIRE BOARD OF DIRECTORS SHALL BE PRESENT AT A REGULAR OR SPECIAL MEETING

SECTION 9 OFFICER CORPS

THE BOARD OF DIRECTORS SHALL AUTOMATICALLY BE MEMBERS OF THE "OFFICERS OF THE QUARTERDECK." THE BOARD SHALL ALSO SELECT FROM THE MEMBERSHIP OTHER PERSONS WHO HAVE DISTINGUISHED THEMSELVES TO BE MEMBERS OF THE "OFFICERS OF THE QUARTERDECK." NOMINATIONS MAY BE MADE BY ANY BOARD MEMBER AND SHALL BE VOTED ON BY THE BOARD AT A REGULAR OR SPECIAL MEETING. THE IMMEDIATE PAST PRESIDENT SHALL SERVE AS "HONORARY CAPTAIN" OF THE CREW.

ARTICLE VIII * COMMITTEES

SECTION 1 STANDING COMMITTEES WILL BE ESTABLISHED AS NEEDED.

ARTICLE IX * GENERAL MEMBERSHIP

SECTION 1 MEETINGS

THE GENERAL MEMBERSHIP OF THE CORPORATION SHALL MEET AT LEAST ONCE A YEAR IN THE MONTH OF OCTOBER. THE NOMINATING COMMITTEE SHALL PRESENT A SLATE OF DIRECTORS, AND NOMINATIONS SHALL BE ACCEPTED FROM THE FLOOR. OTHER MEETINGS SHALL BE HELD AS MAY BE REQUIRED.

SECTION 2 QUORUM

TEN PERCENT (10%) OR NO LESS THAN 10 MEMBERS OF THE GENERAL

MEMBERSHIP PRESENT AT ANY MEETING SHALL CONSTITUTE A QUORUM.

ARTICLE X * PARLIAMENTARY PROCEDURE

ALL MEETINGS OF THE CORPORATION SHALL BE CONDUCTED IN ACCORDANCE WITH THE PROVISIONS OF THE CURRENT EDITION OF ROBERT'S RULES OF ORDER, TO THE EXTENT THEY ARE NOT INCONSISTENT WITH THESE BYLAWS. THE PRESIDENT SHALL APPOINT FROM THE BOARD OF DIRECTORS A MEMBER TO BE PARLIAMENTARIAN.

ARTICLE XI * BYLAWS AMENDMENT

THESE BYLAWS OR THE ARTICLES OF INCORPORATION MAY BE AMENDED BY A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS PRESENT AND VOTING AT ANY REGULAR OR SPECIAL MEETING. TEN (10) DAYS WRITTEN NOTICE OF A BYLAWS CHANGE SHALL BE GIVEN TO EACH MEMBER OF THE BOARD PRIOR TO A MEETING UNLESS WRITTEN NOTICE IS WAIVED BY EACH MEMBER OF THE BOARD BEFORE ANY CHANGE IS ACTED UPON.

**STANDING RULES FOR
FREEBOOTERS, INC
ORGANIZATION**

STANDING RULE #1

ANY MEMBER MAKING A RESERVATION FOR ANY FUNCTION WHERE THE "FREEBOOTERS" MUST PAY AND WHO DOES NOT CANCEL IN SUFFICIENT TIME TO HAVE ANY MONIES REFUNDED AND IS A NO-SHOW, WILL BE CHARGED FOR THE FUNCTION AND SO BILLED BY THE TREASURER.

STANDING RULE #2

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO MAKE SUCH APPROPRIATIONS FROM THE TREASURY, NOT PROVIDED IN THE BUDGET, AS ARE NEEDED TO CARRY ON THE WORK OF THE FREEBOOTERS.

STANDING RULE #3

NO PERSON SHALL USE THE NAME, LOGO(S), DIRECTORY, OR INFLUENCE OF THE FREEBOOTERS, NOR ITS OFFICIAL TITLE, EXCEPT IN CONNECTION WITH THE FREEBOOTERS BUSINESS AND INTERESTS WITHOUT APPROVAL BY THE BOARD OF DIRECTORS.

STANDING RULE #5

ANY NEW APPLICANT VOTED DOWN BY THE BOARD OF DIRECTORS MUST WAIT ONE (1) YEAR BEFORE BEING SPONSORED AGAIN FOR MEMBERSHIP.

STANDING RULE #6 (POLICY)

a) NONMEMBERS ARE NOT ALLOWED TO MARCH IN THE PARADES OR TO RIDE ON THE FLOATS WITH THE FREEBOOTERS UNLESS THEY ARE INVITED BY THE PRESIDENT AND/OR THE BOARD OF DIRECTORS. (THIS DOES NOT APPLY TO "HIRED" PERSONS SUCH AS SECURITY, MERMAIDS, PAID GUESTS OR VIP GUESTS)

b) THE MEMBERSHIP ROSTER WILL NOT BE USED BY ANYONE AS A MEANS OF SOLICITATION OF THE MEMBERS.

c) CURRENT BYLAWS AND STANDING RULES WILL BE GIVEN TO EACH NEW RECRUIT AT ORIENTATION. THE RECRUIT WILL SIGN A STATEMENT THAT HE/SHE RECEIVED THEM.

d) ANY CHANGES TO THE BYLAWS AND/OR STANDING RULES MUST BE PUBLISHED TO THE MEMBERSHIP WITHIN SIXTY (60) DAYS OF ITS APPROVAL.

e) ADVANCES: THERE WILL BE NO CASH ADVANCES GIVEN TO MEMBERS. THE MEMBERS WILL BE REIMBURSED UPON PRESENTATION OF A CHECK REQUEST AND THE RECEIPTS.

f) SPONSORING NEW MEMBERS: THE SPONSOR SHOULD BE SURE THE RECRUIT UNDERSTANDS THE PARTICIPATION REQUIREMENTS AND SHOULD COUNSEL RECRUITS ON CONDUCTING THEMSELVES IN A DIGNIFIED AND PROFESSIONAL MANNER WHEN REPRESENTING THE FREEBOOTER ORGANIZATION, WHETHER IN OR OUT OF COSTUME.

STANDING RULE #7

MEMBERS ARE EXPECTED TO PARTICIPATE IN 50% OF SPONSORED ACTIVITIES EACH YEAR, I.E., PARADES, EVENTS.

MEMBERS ARE EXPECTED TO ASSIST WITH PREPARATION, SET UP AND CLEAN UP OF EVENTS IN ACCORDANCE WITH KREWE LEADERSHIP'S REQUEST. KREWE SENIORITY MAY BE UTILIZED IN DETERMINING THE DIVISION OF LABOR.

STANDING RULE #8

CREW MEMBERS MUST ACQUIRE, WITHIN THIRTY (30) DAYS OF JOINING, THE PRESCRIBED SAILOR VEST (MEN) OR BODICE (WOMEN), INCLUDING CREW EMBLEM ON BACK. WHITE SHIRT/BLOUSE AND BLACK PANTS/SKIRT SHALL ALSO BE WORN FOR PARADES.

STANDING RULE #9

POTENTIAL MEMBERS, WHO HAVE APPLIED FOR MEMBERSHIP, MAY PAY A NON REFUNDABLE DEPOSIT OF \$100 AND PARTICIPATE IN AN EVENT AS PART OF THE CREW PRIOR TO BEING APPROVED FOR MEMBERSHIP.

UPON APPROVAL OF MEMBERSHIP, THE \$100 SHALL BE APPLIED TO THE 1ST YEAR'S DUES. IF MEMBERSHIP IS NOT APPROVED, THE \$100 DEPOSIT IS FORFEITED.

Exhibit A

THE FOLLOWING ARE CHARTER MEMBERS OF THE HERNANDO COUNTY
FREEBOOTERS AS OF JULY 15, 2003:

TOM BARB
JEFF CARIO
RANDY WOODRUFF
CHUCK MORTON
CHERI GARCIA
SHELLEY REDMILE
JACKIE JOHNSON
DAVID JOHNSON
CRAIG BAXLEY
GARY SCHRAUT

THESE WILL CONSTITUTE THE FIRST BOARD OF DIRECTORS.

Exhibit B

CHARTER MEMBERS FOR THE INAUGRAL YEAR 2003:

TOM BARB
CRAIG BAXLEY
JEFF CARIO
ROBERT FORMAN
CHERI GARCIA
GUS GUADAGNINO
JOAN HOFFSTETTER
DAVID JOHNSON
JACKIE JOHNSON
MICHAEL KISSNER
STEVE LUSTY
MIKE MAURER
DAVID MORRIS
JACQUELINE MORRIS
CHUCK MORTON
PAULA MORTON
PAUL MORTON
SHELLEY REDMILE
GARY SCHRAUT
PHILLIP TINARI
RANDY WOODRUFF