



Bylaws of the

Krewe of Harmonia

a nonprofit organization
(“Harmonia”)

Article I: Mission & Purpose

- 1.1 The Krewe of Harmonia is dedicated to modern, forward thinking Carnival values that are rooted in social responsibility while exemplifying professionalism and class by a truly diverse group of women who also know how to have a great time. Harmonia is the goddess of harmony and concord. Like our namesake, our krewe seeks to embody harmony between our members and the community while exemplifying grace and class. Our goal is to lift up the community through our debutante program which will serve as a bridge between both the privileged and underserved members of our community. We plan to sustain this bridge of harmony through dedication and concord.
- 1.2 The purpose of the Krewe of Harmonia is to connect a group of diverse women with a mission to bring women of all backgrounds together in an environment where we can celebrate Carnival, but also build lifelong bonds and friendships, while lifting up our community. Rooted in diversity and transparency, quality over quantity, our krewe will set the tone for having a great time while serving a purpose.

Article II: Board of Directors & Officers

- 2.1 The Krewe of Harmonia shall be governed by the Board of Directors. The Board of Directors shall be composed of the Executive Committee along with up to ten (10) additional appointed members for a total of fifteen (15) members. To hold a Board of Directors position you must be an active, good standing member of the Krewe of Harmonia. The number of Directors may be increased or decreased upon recommendation voted on by two-thirds of the Board of Directors at a regular or special meeting.
- 2.2 The Directors of the Krewe of Harmonia shall include, but are not limited to the Krewe Captain/President-CEO, Co-Captain/Vice-President, Director of Accessibility, Directory of Communications, Director of Creativity & Design, Director of Diversity, Director of Finance/Chief Financial Officer, Historian, Director of Membership, Director of Planning, Director of Protocol, and Treasurer.



- 2.3 The Executive Committee is comprised of the following Officers and positions: Krewe Captain/President-CEO, Co-Captain/Vice-President, Director of Finance/Chief Financial Officer, Director of Protocol, and Treasurer. The Executive Committee shall be appointed by the Krewe Captain/President-CEO.
- 2.4 The Krewe Captain/President-CEO is a **permanent position**. The position shall be held by **Chantell H. Reed**. **This appointment shall be perpetual**. Should the Krewe Captain/President-CEO choose to resign from her position, she must notify the Board of Directors in writing. Before her resignation is complete, she will name her successor as the new Krewe Captain/President-CEO. The Captain can be removed from this position by a vote of the majority of the active Board of Directors only after being charged with and having been found guilty, in a hearing conducted by the Board of Directors of dishonesty, neglect of duty, and/or incompetence.
- 2.5 **Krewe Captain/President-CEO-** is vested with full authority, power, and discretion to control, conduct and administer all business affairs of the Corporation. The Krewe Captain/President shall be the Chief Executive Officer of the Krewe. All other officers and members shall perform the duties as prescribed by the bylaws set forth below. The Krewe Captain/President shall preside at all meetings of the Board of Directors and the Membership. The Krewe Captain/President will sit as an Ex-Officio member of all committees.
- 2.6 **Co-Captain/Vice-President-** will be responsible for assisting the Krewe Captain/President-CEO with krewe activities and shall perform other duties as designated by Captain/President-CEO. The Co-Captain/Vice-President will act as the Director of Events. The Co-Captain/Vice President is also responsible for acting as a liaison between the Captain/President-CEO and the Board of Directors. In the absence of the Captain, she shall assume and perform all duties of the Captain.
- 2.7 **Director of Accessibility-** will be responsible for interpretation and application of the regulations of Americans with Disabilities Act (ADA), Section 504 of the Rehabilitation Act of 1973, and Krewe of Harmonia policies and provisions for accommodation of krewe members with specific needs, challenges and/or disabilities. She will collaborate with all float lieutenants, Board of Directors, and individual members to ensure understanding of need(s). Furthermore, she will partner with the float builder(s) and/or float company to ensure reasonable accommodations are made as able.
- 2.8 **Director of Communications-** will be responsible for managing and directing the krewe's internal flow of information as well as control the flow of information between the krewe and the public. She will create communication strategies and serve as the key spokesperson and media contact for the krewe. She will direct



public relations campaigns on behalf of the krewe. She will also assist with the krewe's social media platforms. Only she and the Captain shall communicate with any media unless prior permission is granted by her or the Captain.

- 2.9 **Director of Creativity & Design-** will assist in the creation, design, and production of the krewe's entire look for all events, this includes but is not limited to the krewe's parade attire, parade headdress, krewe event attire, Queen's attire, and Queen's headpiece.
- 2.10 **Director of Diversity-** will be responsible for championing the importance and value of a diverse and inclusive krewe. She will engage the Executive Committee, Board, and members to build a welcoming and inclusive culture in the krewe. She will support the Director of Membership in the recruitment and retention of diverse members. She will also collaborate with the Directors of Planning, Creativity & Design, Accessibility, and the Historian to execute their functions prioritizing equity and inclusivity of all members regardless of race, ethnicity, ability status, socioeconomic status, or sexual orientation. She will also collaborate with the Director of Protocol as needed regarding reports of discrimination or unequal treatment.
- 2.11 **Director of Finance/Chief Financial Officer-** will be responsible with overseeing all financial activities, reporting on revenue, budgeting, disbursing funds, managing risk, implementing policies, and improving financial processes. She will develop strategies for revenue enhancement and diversification, expenditure efficiencies, and revenue reallocation. She will be responsible for securing insurance and all financial paperwork on the state and federal level. The Director of Finance shall be the Chief Financial Officer of the krewe.
- 2.12 **Historian-** shall capture, assemble, and preserve records of all activities and achievements of the krewe for nostalgia and historical purposes. This includes but is not limited to news articles, photographs of krewe events, founding history, and any other articles of interest as determined by the Board of Directors.
- 2.13 **Director of Membership-** will be responsible for correspondence with the membership through mailings and emails. She is responsible for keeping an up to date membership register which includes members names, addresses, phone numbers, costume sizes, email addresses, and dates of birth. She is also responsible for recruiting and retention of the membership.
- 2.14 **Director of Planning-** will be responsible for the overall operations of the krewe, including but not limited to all parade preparations, coordination, and/or activities such as float lieutenants, marching krewes, bands, schools, security, law enforcement, and all other facets of parade day.



- 2.15 **Director of Protocol-** will be responsible for ensuring the protection of the krewe's brand as well as ensuring the protection of any branding of the krewe. She will ensure the protection and needs of the krewe in their interactions with other entities. She will ensure the krewe activities, subrecipient agreements, and contracts follow applicable federal, state, and local laws and guidelines. She will be responsible for matters relating to any of the krewe's legal and regulatory issues and shall assist in navigating Mardi Gras protocol and ordinance.
- 2.16 **Treasurer-** shall collect and deposit all krewe monies within seven (7) business days of receiving them. She will maintain records of all financial transactions and keep a running up to date budget for the krewe. Additionally, she will send invoices to members regarding dues, final payments, etc. She will provide a treasurer's report of all activity to be given to the Board of Directors every quarter. All funds received will be deposited in the respective Krewe of Harmonia bank accounts.
- 2.17 Each member of the Board of Directors is required to annually contribute a financial obligation to the krewe. The amount of the financial obligation is to be determined by the Director of Finance/Chief Financial Officer. Any change in the amount of the financial obligation including but not limited to an increase or decrease will occur by a majority vote of the Board of Directors at any regular or special meeting.
- 2.18 All members of the Board of Directors will annually execute a confidentiality agreement. Board of Directors will be required to handle all communication within the confines of that confidentiality agreement.
- 2.19 Any charges of dishonesty, neglect of duty, or incompetence against any member of the Board of Directors shall be in writing. The member charged shall be furnished a copy of all charges, prior to a hearing before the Board of Directors. The individual making the charges shall be afforded an opportunity to support the charges. The member so charged shall have an opportunity to confront the charging person and evidence against her and shall be afforded an opportunity to present evidence in her own behalf. The Board of Directors shall review all information and vote regarding the final disposition which will be based upon a majority vote.
- 2.20 Should a member of the Board of Directors resign her position she must notify the Krewe Captain/President-CEO, Co-Captain/Vice-President, and/or Director of Protocol in writing of her decision to resign.
- 2.21 No contract, debt, or obligation shall be binding unless contracted under the authority of the Board of Directors.
- 2.22 Each member of the Board of Directors shall be entitled to one (1) vote. Unless otherwise prescribed, a majority vote of all members of the Board of Directors is



required to act. Votes may be cast in person, via telephone, or via electronic communications, including but not limited to electronic mail, skype, zoom, and/or teams. The Krewe Captain/President-CEO will vote last.

Article III: Board of Directors Meetings

- 3.1 The Board of Directors will be required to attend regular meetings. Should a member of the Board of Directors be unable to participate in a meeting, she must notify the Captain and/or Co-Captain of her absence.
- 3.2 The Board of Directors will meet at a minimum quarterly but may also meet monthly. If meetings are not held in person then they shall be held virtually.
- 3.3 An annual planning session shall be held for the Board of Directors. Attendance at the annual planning session is highly recommended.
- 3.4 The Board of Directors shall make every effort to participate and attend all krewe events and functions.
- 3.5 The Captain and/or Co-Captain may call for special meetings to discuss matters requiring prompt action. Special meetings shall not be noticed less than forty-eight (48) hours before the time at which such meeting is to be held unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possibly via telephone with confirmation via electronic mail.

Article IV: Membership

- 4.1 Any woman who is a least twenty-one (21) years of age shall be eligible for membership in the Krewe of Harmonia. Membership shall not exceed 1500 members. This number may be changed by amendment to these by-laws.
- 4.2 The krewe considers woman to be anyone whose biological sex is female and/or anyone whose primary gender identity is woman. Thus, the krewe includes members who were assigned female at birth and identify as women, transgendered women, and non-binary/queer identified individuals.
- 4.3 An active member is a member in good standing who has paid the full membership dues. The membership year lasts from May 1st through April 30th of the following year. Membership for the Krewe of Harmonia's inaugural year is August 31, 2020 through July 31, 2021.
- 4.4 A member may take leave from the krewe for one year by finding another individual take their spot based upon the rules laid out in Section 5.6 and Section 5.7. A member is not allowed to consecutively take leave.



- 4.5 Members are expected to uphold the values and philosophies established by the Krewe of Harmonia. They are to abide by the bylaws and other rules and regulations governing the krewe. Members failing to do so will be subject to removal by the Board of Directors. The Board of Directors reserves the right to terminate membership of any member at any time.
- 4.6 It is the sole responsibility of each individual member to keep the Treasurer and Director of Membership informed of any changes in contact information including but not limited to mailing address, telephone number(s), and/or email address.
- 4.7 Should membership dues not be paid by the required deadline it will be assumed the member wishes to resign from the krewe unless the member has received approval to delay dues payment from the Board of Directors.

Article V: Fiscal

- 5.1 The fiscal year of the organization shall be from May 1st to April 30th.
- 5.2 Annual dues will be set by the Board of Directors. Any change in annual dues including but not limited to an increase or decrease will occur by a majority vote of the Board of Directors at any regular or special meeting.
- 5.3 Payment of membership dues include costume, membership meetings, spot in the parade, pre-parade event, one (1) ticket to our formal events (Mardi Gras Event and Summer Event), headpiece, snack and beverage, and driver tips. In the inaugural year of the Krewe of Harmonia (2020-2021) payment of membership dues will include two (2) tickets to the krewe's Summer Ball. PAYMENT OF FLOAT DUES WILL NOT BE A REQUIREMENT.
- 5.4 Krewe of Harmonia's anticipates its inaugural year dues to be \$475.00. An initial non-refundable deposit fee in the amount of \$100 is due on August 31, 2020. The remainder of the dues will be payable in full or through a payment plan described by the Board of Directors. Dues not collected in full by the final deadline could result in membership termination.
- 5.5 Annual dues after the krewe's inaugural year shall be determined by the Board of Directors in accordance with Section 5.2, with an initial non-refundable deposit in the amount of \$150.00 with the remainder of the dues payable in full or through a payment plan described by the Board of Directors.
- 5.6 Shall a member wish to allow another person to ride in her spot, she shall notify the Captain and/or Co-Captain, Treasurer, and Director of Membership in writing where she identifies and provides all contact information for the substitute.



- 5.7 Any substitute riding in replacement of a member shall be responsible for paying all the member's dues. The substitute will be temporarily assigned the member's account number. The substitute will be considered the member for all purposes the year of substitution. All actions taken by the substitute will reflect as actions taken by the member. Shall the substitute fail to make any payments, those payments will be the responsibility of the krewe member. Shall the substitute's actions reflect negatively on the krewe or the member, the member must meet with the Board of Directors to discuss these actions and the member's future with the krewe including but not limited to possible termination.
- 5.8 Two years after inception the krewe shall contract with an external firm to review and audit the financial records. A review and audit of the krewe's financial records will then occur annually. A report outlining the findings of the review and audit along with any recommendations, shall be forwarded to the Board of Directors.
- 5.9 The krewe will obtain bonding insurance for the protection of the krewe, its Directors, and members for any financial issues which may arise.

Article VI: Committees

- 6.1 Committees shall be appointed by the Captain at the request of the Board of Directors and/or General Membership. The purpose of the committee will be to assist in carrying out the work of the krewe. The number and type of committees may be increased or decreased from time to time by a recommendation submitted to the Captain for approval.
- 6.2 The authority of the committees of the krewe shall be subject to these bylaws and to the policies and direction of the Board of Directors.
- 6.3 Unless and until otherwise decided the standing committees of the krewe shall include but are not limited to the following committees: Planning, Special Events, Parade Procurements, Diversity & Inclusion, Membership Social Events, Design & Creativity, Communications, Accessibility, Float Lieutenant, and Fundraising/Development.

Article VII: Krewe of Royalty

- 7.1 The Krewe of Harmonia's Royalty shall include a Queen to be chosen from the membership and a Grand Marshal to be chosen by the Board of Directors.
- 7.2 Any member wishing to be Queen must uphold the values and philosophies established by the Krewe of Harmonia. She must also agree to the terms and conditions which include but are not limited to the cost of the raffle ticket and hosting a Queen's Party as outlined by the Board of Directors.



- 7.3 Any member wishing to be Queen shall enter her name by purchasing a raffle ticket. The cost of the raffle ticket including but not limited to any increase or decrease in price will occur by a majority vote of the Board of Directors at any regular or special meeting. The raffle tickets funds will be disbursed with half going to the Krewe of Harmonia Foundation and half going to a charity of the Queen's choosing, as presented to and approved by the board, in honor of the krewe and her reign.
- 7.4 The Queen will be randomly selected from those who have purchased raffle tickets. The Queen selection will occur at the krewe's Summer Ball. The Queen must be present at the event and drawing. Queen Harmonia will reign from the day she is chosen until the following Summer Ball when a new Queen Harmonia is selected.
- 7.5 The Board of Directors each year shall select a Grand Marshal who embodies the principals of the krewe. The Grand Marshal shall be announced at the krewe's Twelfth Night Event.

Article VIII: Krewe of Harmonia Foundation

- 8.1 There shall be established a Krewe of Harmonia foundation.
- 8.2 The purpose of the Foundation is to handle all philanthropic events and doings of the Krewe of Harmonia.

Article IX: Miscellaneous Provisions

- 9.1 The rules contained in Robert's Rules of Order in its latest revised edition shall govern the krewe in all cases to which they are applicable, and in which they are not inconsistent with the krewe's Articles of Incorporation and these Bylaws.
- 9.2 No member, Officer, Director, or Board of Directors member shall be liable, except, for her unpaid dues to the krewe, and no personal liability shall in any event attach to any member, Officer, Director or Board of Directors member acting in good faith in connection with any of its activities or undertakings. All liabilities of the krewe shall be limited to its insured amount and deposited funds.
- 9.3 The krewe may indemnify Officers, Directors, and Board of Directors pursuant to the provisions of the Articles of Incorporation.
- 9.4 In the case of any conflicts between the Article of Incorporation and these Bylaws, the Bylaws shall control.
- 9.5 The invalidity of any provision or provisions of these bylaw shall not be deemed to impair or affect in any manner the validity or enforceability of the remainder of these bylaws, and in such event, all of the other provisions of these bylaws shall



continue in full force and effect as if such invalid provisions had never been included herein.

- 9.6 These bylaws shall be governed by the law of the Parish of Orleans, State of Louisiana.
- 9.7 These bylaws may be amended at any special or regular meeting of the Board of Directors by a majority of the board. Proposed amendments must be presented in written format to the Board of Directors at least twenty (20) days before the amendment is to be voted upon. In the event an amendment is the result of a special circumstance requiring a special meeting, then the amendment must be presented in written format to the Board of Directors at least seven (7) days before the amendment is to be voted upon.

Krewe of Harmonia

A handwritten signature in blue ink, appearing to read "Chantell H. Reed", is written over a horizontal line.

Krewe Captain/President-CEO, Chantell H. Reed

Attest:

Co-Captain/Vice-President, Gian Durand

Attest:

Chief Financial Officer, Brandy DeLarge

Attest:

Director of Protocol, Danielle Bogan