

THE BRANDYWINERS, LTD.

Constitution and Bylaws

ARTICLE I

NAME

Section 1. The name of this organization shall be THE BRANDYWINERS, LTD.

ARTICLE II

OBJECT

Section 1. The object of this organization shall be the provision of pleasurable activities for the members and others, in terms of theatrical performances; and the aid of civic and charitable projects in this area.

Section 2. No part of the net income of this organization shall inure to the benefit of any private individual and/or corporation. Further, upon dissolution of this corporation, its assets shall be distributed to a qualified corporation or organization under the prevailing provision of The Internal Revenue Code dealing with non-profit organizations.

ARTICLE III

MEMBERSHIP

Section 1. (2013) The membership of this organization shall be limited to those who at the time of their proposal for membership shall have worked (1) for the success of the summer production, as a minimum, during two of the last three summer productions, including the summer production immediately preceding their admission to membership or (2) sung with the Brandywiners Chorale for at least two of the last three seasons, including the season immediately preceding their admission to membership. For purposes of the Chorale, a season is either the Fall or Spring session. The Chorale Steering Committee shall determine reasonable guidelines for assessing whether a member of the Chorale has sung for a complete season. Those guidelines shall state a minimum number of attended rehearsals and a minimum number of attended performances.

Section 2. (2013) The President shall appoint a Membership Committee of three members, whose duty it shall be to prepare a list of those working on the ensuing summer production who will be eligible for membership in this organization at the end of this production as well as a list of those eligible for membership through Chorale participation. The Membership Committee shall observe the activities of the persons on this list of eligibles, and

after the final performance of the summer production shall propose for membership in the organization those in the light of these observations they consider suitable. The proposal shall be submitted to the Executive Board within one month of the final performance, and the Executive Board at their next meeting shall vote upon the names of those proposed as new members. Persons receiving an affirmative vote of two-thirds of the Executive Board shall be invited to become members by the Secretary in the name of the organization. Upon accepting the invitation, they shall be members.

Section 3. The Executive Board may elect to membership as many eligible persons as it deems fit, taking into consideration the Membership Committee's recommendation.

Section 4. (2013) When a member shall not have taken part in two successive summer productions of this organization or shall not have sung with the Chorale for two consecutive seasons, the member shall automatically become an inactive member of the organization immediately following the second of the two productions or the second season, whichever is applicable. Notwithstanding any of the preceding, participation by an inactive member in (1) one summer production, (2) one Chorale season, or (3) serving on an administrative committee during this period will automatically reinstate the member's active status.

Section 5. Inactive members shall not have the privilege of making motions, voting, or holding office.

Section 6. (2013) Those individuals who have served as active members and have participated in twenty-two summer productions or thirty-five Chorale seasons shall be called "life members" and have all the rights and privileges of active members, including the right to attend all social functions, without further participation of any nature whatsoever. The twenty-two summer productions or thirty-five Chorale seasons need not be consecutive.

Section 7. Throughout these bylaws the term "members" shall signify "active members" and "life members" unless otherwise indicated.

ARTICLE IV

OFFICERS

Section 1. The officers of this organization shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, a Librarian, and two Directors. These officers shall perform the duties prescribed by these bylaws, and by the parliamentary authority adopted by the organization.

Section 2. At the annual meeting the President shall indicate Board members eligible and willing to run for reelection (one new candidate needed on the ballot) and those retiring from office (two new candidates needed on the ballot).

The President shall remind the membership at large that members interested in running for office should contact the Nominating Committee chairman to be selected later in the meeting.

Section 3. At the annual meeting a Nominating Committee of three members shall be elected by the members. Nominations of at least six persons from the floor are required. Persons nominated must be life members or have been active members for the previous three years. Members are to vote for three persons by secret ballot.

Two Tellers shall be appointed to count the ballots for the Nominating Committee and two others for the subsequent election. The three persons receiving the highest number of votes constitute the Nominating Committee.

The President shall appoint one member of the committee as chairman.

Section 4. (2013) The Nominating Committee shall select a slate of two candidates for each office:

(a) One for each office where the incumbent is eligible and willing to run for reelection.

(b) Two for each office where the incumbent cannot or does not wish to run for reelection.

A person must have served on the Executive Board of The Brandywiners, Ltd., for at least one term before his or her name can appear on the slate for election to the office of President. A candidate for the executive board must be at least eighteen (18) years of age prior to running for election. A candidate for President of the executive board must be at least twenty-five (25) years of age prior to running for election.

Each candidate shall be contacted to determine his or her willingness to run if nominated; this contact is not an indication that nomination has taken place.

The Executive Board shall be informed of the proposed slate by its November meeting. The Executive Board may not make additions or substitutions to the names on the slate. However, it may recommend changes to the Nominating Committee. After this meeting, the Committee chairman shall notify the candidates by telephone that they have been nominated.

Section 5. The Secretary shall arrange for ballots to be printed and mailed (with return postage) to Active and Life Members as soon as possible after notification of the candidates.

Ballots must state a deadline for return. This date must be not less than one nor more than two weeks after issuance. Ballots received after the deadline are void.

One of the Tellers appointed at the Annual Meeting shall receive all ballots. Within one week of the deadline for return the two Tellers shall announce the result of the election to the President verbally with confirmation in writing.

Following notification of the winners, the President shall announce the results of the election in the following order:

(a) The Board (prior to or at the December meeting)

- (b) All other candidates on the ballot
- (c) The Membership
- (d) The public

Section 6. The President, the Second Vice President, the Treasurer and one Director shall be elected in even-numbered years, and the First Vice President, the Secretary, the Librarian, and the remaining Director in odd-numbered years. All officers shall serve for two years or until their successors are elected, and their term of office shall begin on January first following their election.

Section 7. (1993) Any member of the Executive Board shall hold only one office at any one time, and no member shall serve more than two consecutive terms on the Executive Board, with the exception of a Board Member, other than the President, who may be elected President and serve two terms as President. After one year, that member shall be eligible for election to any Executive Board position. In no event however, shall the President serve more than two consecutive terms as President, unless after serving two consecutive terms as President that individual shall be absent from the Executive Board for a period of at least one year. An individual running for an office, or for a Board of Director's position shall not have to resign any position on the Board (if on the Board) while so running.

Section 8. The Treasurer shall be bonded in an amount specified by the Executive Board.

ARTICLE V

MEETINGS

Section 1. The Brandywiners shall hold one regular business meeting in October in which the Executive Board shall report the results of the preceding summer production, the Nominating Committee shall be elected, new members introduced, and announcements made of the appointment of the Show Selection Committee, Budget Chairman, Production Manager, Business Manager, Public Relations and Advertising Manager, Social Committee Chairman, Auditors and Special Gifts Committee member. A second regular meeting shall be held in the spring, which shall be devoted to disclosing plans for the ensuing summer production.

Notice of the time and place of these meetings shall be mailed to the membership at least three (3) weeks prior to the meeting date.

Section 2. The President shall call such special meetings of the organization as may be deemed advisable by a two-thirds majority of the Executive Board or shall be requested in writing by twenty-five members.

Section 3. One-quarter of the members of the organization shall constitute a quorum.

ARTICLE VI

EXECUTIVE BOARD

Section 1. The Executive Board shall be comprised of the officers of the organization. All members of the Executive Board shall be entitled to vote upon any matter brought before the Board.

Section 2. The Executive Board shall have general supervision of the affairs of the organization, fix the hour and place of the organization's meetings and perform such other duties as are specified in these bylaws.

Section 3. The Executive Board shall select any paid employees required.

Section 4. The Executive Board shall appoint the following;

- (a) Production Manager
- (b) Business Manager
- (c) Public Relations and Advertising Manager
- (d) Casting Committee
- (e) Show Selection Committee
- (f) Social Committee Chairman
- (g) Special Gifts Committee
- (h) Budget Chairman
- (i) Auditors
- (j) Computer Records and Membership Committee

Section 5. Meetings of the Executive Board may be called by the President and shall be called upon the request of three members of the Board.

Section 6. A quorum of the Executive Board shall consist of half or more than half its number.

Section 7. The Executive Board shall have power to interpret these bylaws.

Section 8. No two members of the same family may serve concurrently as members of the Executive Board.

Section 9. Any officer or Executive Board Member may, by vote of a majority of the Board, for any cause deemed sufficient, be removed as such officer or director. Any person so removed from office shall not be eligible to seek elective office for a period of five years.

ARTICLE VII

COMMITTEES

Section 1. The President shall announce at the October meeting:

(a) A Show Selection Committee of three to five members, one of whom shall be familiar with and primarily concerned with production, whose duty it shall be to recommend to the Executive Board suitable shows for consideration by the Board for the next two productions.

(b) A Chairman of the Budget, whose duty it shall be to prepare a budget for the year and to report on its effectiveness at the following October meeting.

(c) A Production Manager, whose function shall be to supervise all production activities for the next production,

(d) A Business Manager who shall be responsible for all financial matters for the next production.

(e) A Public Relations and Advertising Manager whose function it shall be to coordinate all public relations for the Brandywiners for the next 12 months.

(f) A Chairman of the Social Committee, who shall take charge of the recreational program of the organization.

(g) An Auditing Committee of two members, not officers or members of the Executive Board, who shall audit the books of the Treasurer and report its findings at the November meeting of the Board.

(h) One member of the Special Gifts Committee, who shall serve for a three-year term.

Section 2. (1991) The Special Gifts Committee shall recommend the distribution of such monies assigned to the Special Gifts Committee by the Executive Board, for the aid of performing arts, or civic and charitable causes in this area. All requests for donations from the Special Gifts Committee must be in writing, mailed and post-marked by August 1. The assignment of monies to the Special Gifts Committee shall be made by October 15 and reported to the membership at the October business meeting. The Special Gifts Committee shall submit to the Executive Board for approval a recommended distribution of these funds on or before the November meeting of the Executive Board. The Executive Board shall implement the approved distribution of funds before December 31 and shall by mail or at a meeting report the approved distribution to the membership within the first quarter of the next calendar year, the report shall

be included as an addendum to the minutes of the October business meeting of the preceding year.

Section 3. A Production Manual Committee shall be established consisting of the Production Manager, the Business Manager and a member at large to be appointed by the President.

The Committee shall make recommendations every year to the Executive Board with regard to revisions to the Production Manual for the organization. These recommendations should be submitted to the Executive Board by October 1.

Section 4. A Casting Committee shall be appointed annually by the Executive Board. It shall consist of a Chairman, the Stage Director, the Music Director, the Choreographer, and two additional members. No member of the Casting Committee shall be cast in either a major or minor role in the show for which the Committee is casting.

Section 5. Such other committees shall be appointed by the President or the Executive Board as deemed necessary.

Section 6. Each committee shall have only one Chairman or two Co-Chairmen, both of whom must be members of the organization. In addition, each committee may have an Assistant Chairman who need not be a member of the organization.

Section 7. (1991) A Financial Advisory Committee shall be appointed to oversee all financial aspects of The Brandywiners, Ltd. and to make appropriate recommendations to the Executive Board.

(a) The Committee shall consist of three members appointed by the President, with the approval of the Executive Board, the terms of said members being three years; except for the initial members of the Committee, one shall serve for a period of one year, one for a period of two years, and one for a period of three years. In addition to the three appointed members of the Committee, the Treasurer shall serve as an ex-officio member and the Committee's liaison to the Executive Board. The appointed member serving in the third year of a term shall chair the committee.

(b) The appointment to this Committee shall be made by the President, with the consent of the Executive Committee, on or before the September meeting of the Executive Board each year. The newly appointed member shall serve from October 1 of the year appointed to December 31 of the third full calendar year after appointment. The newly appointed member shall have no voting powers during the three-month transition period, and is to serve solely for the purpose of acquiring knowledge as to the function of the Committee.

(c) The Executive Board, in considering the appointment of members to this Committee, should evaluate carefully the educational and professional background of the proposed member, and should specifically review the member's experience in business and finance.

(d) The Committee shall act in an advisory capacity to the Executive Board on business and financial matters. The objectives of the Committee are (1) to provide the Executive Board the expertise required to make sound financial decisions, (2) to bring continuity of thought and effort to important areas such as insurance coverage and ticket prices, and (3) to ensure that adequate time and reflection is given to long range financial planning. In furtherance of these objectives, the Committee's specific responsibilities are as follows:

(1) Monitor the net worth of the Brandywiners and recommend guidelines concerning its amount and composition.

(2) Recommend by the May meeting of the Executive Board each year the ticket price for the following year.

(3) Recommend by the September meeting of the Executive Board each year a suitable candidate to be appointed as the new member of the Committee.

(4) Recommend by the October meeting of the Executive Board each year (a) the amount to be made available for allocation by the Special Gifts Committee for the current year and (b) the percentage of ticket sales to be allocated for the budget of the following year.

(5) Monitor Insurance needs and serve as liaison with insurance carrier for contract renewals and changes.

(6) Monitor investment portfolio and recommend buy and sell actions.

(7) Ensure compliance with applicable governmental regulations, particularly those regarding financial reporting and taxes.

(8) Bring to the attention of the Executive Board other pressing financial matters that may from time to time arise.

Section 8. There is hereby established the Chorale of The Brandywiners, Ltd.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Section 1. The rules contained in Robert's Rules of Order Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE IX

AMENDMENTS

Section 1. (2013) These Bylaws may be amended at any membership meeting by a two-thirds vote of the life and active members present, provided that the proposed amendment has been submitted in writing to the membership no later than thirty (30) days prior to the scheduled meeting.

Section 2. These Bylaws may also be amended by letter ballot by the affirmative vote of two-thirds of the life and active members voting, provided that the following requirements are met:

(1) The proposed amendment is submitted in writing at the membership meeting immediately preceding the mailing,

(2) At least one-half of the life and active members present at that meeting vote affirmatively to submit the proposed amendment to letter ballot,

(3) The letter ballot is mailed or delivered to the members within 60 days following that meeting,

(4) The letter ballot specifies the date by which the ballot must be returned or postmarked in order to be counted, which shall be no less than 14 days and no more than 30 days following the original mailing or delivery of the ballot to the members, and

(5) Only those letter ballots which are returned or post-marked by the date specified, which shall represent no less than one-quarter of the life and active membership, shall be counted.

ARTICLE X

RESERVE FUND

Section 1. An operating minimum reserve fund shall be maintained to cover (1) losses incurred as a result of ticket refunds and other expenses related to the complete rain-out of two performances, and (2) adequate funding for assuring financial operating integrity for the following year.

ARTICLE XI

REPLACEMENT AND SUCCESSION OF OFFICERS (1991)

Section 1. In the event the President is unable or unwilling to complete a term in office or is removed from office under the provisions of Article VI, Section 9, that person shall be replaced as follows:

(a) Should the event above referred to occur during the first year of the term for which the President was elected, then a special election shall be held to fill the vacancy, which election will be held within thirty days of knowledge by the Executive Board of the pending vacancy. The previously elected nominating committee shall have the responsibility to select two individuals who are willing to run for the office and who meet all the eligibility requirements of Article IV. If any member of the previously elected Nominating Committee is unable or unwilling to serve, the Executive Board shall by majority vote, appoint a replacement; such replacement must meet the criteria for service on the nominating committee as stated in Article IV, Section 3. The First Vice-President shall serve as acting President until the new President assumes the office.

(b) Should the event above referred to occur during the second year of the term for which the President was elected, then the First Vice-President shall assume the office and complete the unexpired term of the President, and the Second Vice President shall assume and complete the unexpired term of the First Vice-President. The office of Second Vice-President shall be filled according to the provisions of Section 2 below.

Section 2. In the event any officer other than the President is unable or unwilling to complete a term in office or is removed from office under the provisions of Article VI, Section 9, then the Executive Board shall, by majority vote, appoint a replacement to complete the unexpired term of the officer; such replacement must meet all the eligibility requirements of Article IV.

Section 3. The time spent by any person filling a vacancy as hereinabove set forth shall not be considered in determining eligibility for additional service on the Executive Board under the provisions of Article IV, Section 7, except that no person other than the President shall be eligible for election to more than two consecutive terms regardless of the office held. The President, if elected in a special election conducted under the provisions of Section 1 above, shall be eligible for election to two additional terms.