

**BYLAWS
OF
THE BRANDYWINERS, LTD.**
Revised 10/17/2018

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. (2018) Any individuals who contribute to the summer production or either season of the Brandywiners Chorale will thereafter be considered members of the Brandywiners.

Section 2. Those individuals who have served as 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.

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 Chair.

Section 3. (2018) A Nominating Committee shall be appointed by the Executive Board.

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

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 chair shall notify the candidates that they have been nominated.

Section 5. The Secretary shall arrange for ballots to be printed and mailed (with return postage) to 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 (1) week or more than two (2) weeks after issuance. Any ballots received after the deadline is void.

Two Tellers shall be appointed to count the ballots. One of the Tellers 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. (2014) The Brandywiners, Ltd. shall hold one business meeting in October in which the Executive Board shall report the results of the preceding summer production, new members shall be introduced, and announcements made of the appointment of the Nominating Committee, Show Selection Committee, Budget Chair, Production Manager, Business Manager, Public Relations and Advertising Manager, Social Committee Chair, Auditors and Special Gifts Committee member. A second meeting will be held in the spring, which shall be devoted to disclosing plans for the ensuing summer production; this meeting shall be open to members and non-members alike.

The membership shall be notified in writing of the time and place of these meetings at least three (3) weeks prior to the meeting date.

Section 2. (2014) 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.

The membership shall be notified in writing of the time and place of special meetings at least three (3) weeks prior to the meeting date.

Section 3. (2014) Those members of the The Brandywiners, Ltd. attending at any regularly or properly called meeting of the members 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. (2014) The Executive Board shall select any paid positions required.

Section 4. (2014) The Executive Board shall appoint the following:

- (a) Production Manager;
- (b) Business Manager;
- (c) Public Relations and Advertising Manager;
- (d) Ticket Chair;
- (e) Casting Committee;
- (f) Show Selection Committee;
- (g) Social Committee Chair;

- (h) Special Gifts Committee;
- (i) Budget Chair;
- (j) Auditors; and
- (k) Computer Records and Membership Committee.
- (l) Nominating 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 majority of the members of the Executive Board shall constitute a quorum.

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. (2014) 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 Budget Chair, 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 oversight of business committees, as designated by the Executive Board, 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 Social Committee Chair, 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.

(i) A Nominating Committee.

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. (2014) A Casting Committee shall be appointed annually by the Executive Board. It shall consist of a Chair, the Stage Director, the Assistant Stage Director, the Music Director, the Assistant Music Director, the Choreographer, and up to two additional members. Each member of the committee shall have a vote in casting decisions. 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. (2014) Each committee shall have one Chair or two Co-Chairs, preferably who shall be members of the organization. In addition, each committee may have an Assistant Chair 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 Board, 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 the current version of Robert's Rules of Order Newly 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. (2014) These Bylaws may be amended by one of the following procedures:

(a) A two-thirds vote of the members present at any October business meeting or special business meeting called by the President, provided that the proposed amendment has been submitted in writing to the membership no later than thirty (30) days prior to the scheduled meeting; or

(b) A letter ballot by the affirmative vote of two-thirds of the members voting, provided that the following requirements are met:

(1) The proposed amendment is submitted in writing at the October or special business meeting immediately preceding the mailing;

(2) At least one-half of the 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 shall be counted.

Section 2. (2014) Under either procedure (a) or (b), at least two unrelated members shall be appointed to receive and count the ballots.

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 appointed Nominating Committee is unable or unwilling to serve, the Executive Board shall by majority vote, appoint a replacement; 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 herein-above 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.