



BY-LAWS

ARTICLE I

NAME AND MEMBERSHIP

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

Section 2. Any individuals who contribute to the summer production or either season of the Brandywiners Chorale will thereafter be considered members of the Brandywiners. Those individuals who have served as members and have participated in twenty-two summer productions and/or Chorale seasons shall be called “life members” and will be recognized as such at the annual meeting.

ARTICLE II

VISION, MISSION, VALUES

VISION:

The Brandywiners offer exceptional theatrical experiences for participants and audiences alike and will continue to sustain and present live theatre and music for future generations.

MISSION:

THE BRANDYWINERS, LTD strives to produce high quality musical productions featuring diverse artists who showcase their talents for all to enjoy. The Brandywiners seeks to offer year-round programming that provides unique experiences including Broadway-caliber entertainment while operating with a social-cause focus to support the broader arts community.

VALUES:

- We commit to create and foster a diverse, inclusive, and welcoming theatrical community that celebrates the innate value and unique identity of every human being.
- We commit to provide opportunities for participants to showcase their talents on and off the stage.
- We commit to produce high quality musical theatre and choral performances.
- We commit to perform across all three counties of Delaware and beyond.
- We commit to responsible fiscal stewardship.
- We commit to collaborate among arts organizations.
- We commit to serve as ambassadors for the ARTS throughout the Delaware Valley.
- We commit to honor founders William Winder “Chick” Laird, Jr., and Frances Dorr Tatnall by upholding the motto of “All for fun, and fun for all.”

ARTICLE III

PURPOSE

The purpose of this organization is to provide superior chorale and theatrical experiences along with an annual large-scale musical production in partnership with Longwood Gardens, Kennett Square, PA, for the benefit and enjoyment of participants and patrons throughout Delaware and the surrounding area.

THE BRANDYWINERS, LTD commits to operate with a social-cause focus by giving financial support primarily to ARTS organizations who share our values.

THE BRANDYWINERS, LTD is a non-profit Corporation, without capital stock, existing under the General Corporation Law of the state of Delaware.

ARTICLE IV

FISCAL YEAR

The fiscal year of THE BRANDYWINERS, LTD shall be October 1st through September 30th.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers: The Board of Directors shall constitute the governing body of THE BRANDYWINERS, LTD and shall establish the policies of the organization and maintain oversight of its programs, business and activities in accordance with the Certificate of Incorporation, the By-Laws, and the Laws of the state of Delaware. The business, affairs, and property of THE BRANDYWINERS, LTD shall be managed, controlled, and directed by the elected Board.

Section 2. Composition of Board of Directors: The Board shall be the number of Directors and Executive Committee members elected from time to time in accordance with these By-Laws, but shall not exceed fifteen persons and shall not be less in number than seven persons.

Section 3. Executive Committee: The Executive Committee shall include the President, First Vice President, Second Vice President, Treasurer, and Secretary.

Section 4. Conflict of Interest: If a Director has any personal or financial interest in the business or affairs of THE BRANDYWINERS, LTD, he or she shall disclose such interest in writing to the Board. THE BRANDYWINERS, LTD will have on file a signed "conflict of interest and disclosure" form from each Director annually.

Section 5. Meetings of the Board:

(a) **Regular Meetings:** Regular meetings of the Board, shall be held at least four times a year. Special meetings of the Board may be called by the President, or upon request by any director. An annual meeting of the Board shall be held in November prior to the regular meeting of the Board.

(b) At least ten working days' written notice shall be given to each member of the Board of a special meeting of the Board and such notice shall state the purpose or purposes of the special meeting.

(c) Time and Place: The time and place of all meetings of the Board shall be designated by the President. In the President's absence, the First Vice-President shall preside.

(d) Quorum: A quorum represents two-thirds of the voting Directors of the Board, and shall constitute a quorum for the transaction of business. If less than a quorum is present, the meeting can continue, but all votes must be held until a quorum can be achieved or votes may be managed electronically by the secretary of the board and valid as long as a quorum is achieved.

(e) Majority Vote: All matters shall be decided by a vote of a majority of the Directors present at any meeting of the Board at which a quorum is present, except as otherwise provided by statute, by the Articles of Incorporation, or by these By-laws.

(f) Action Without Meeting: Any action which is required or permitted to be taken at any meeting of the Board or any committee of the Board may be taken without a meeting by the majority consent of all members of the Board or of the committee, as the case may be.

(g) Participation by Virtual, Email, Phone, etc.: Directors may participate in meetings of the Board or of its committees by virtual, email, or phone (or similar advanced communications) by which all persons can participate at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 6. Attendance Requirement: Directors are expected to attend all meetings of the Board. Absence from a meeting may be excused in advance by the President and/or Secretary.

Section 7. Compensation: Directors shall serve without compensation.

ARTICLE VI

ELECTIONS

Section 1. Election: The Directors shall be elected by majority vote of the Board present at the Annual Meeting of the Board from the candidates either nominated by the Nominating Committee or nominated from the floor, all in accordance with the procedures set forth in these By-laws. Each Board member shall have the right to nominate candidates for Director at the Annual Meeting.

Nominating Committee: The Nomination Committee shall take the following actions:

(a) Determine a slate of nominees for Directors; and

(b) Present the names and biographic profiles of its slate of nominees to the Board in writing at least thirty days prior to the Annual Meeting of the Board.

Ballots: In a contested election, a ballot shall be utilized and shall list alphabetically the names of nominees.

Voting: No absentee or proxy voting shall be allowed.

Tally: In a contested election, Directors shall be selected from those nominees receiving a majority of the votes cast for that office. In the event no nominee receives a majority of votes cast, then run-off elections shall be held until a nominee receives a majority vote.

Section 2. Term: Fifty percent of the initial Board under these By-Laws shall be elected for a term of two years, and fifty percent of the initial Board shall be elected for a term of three years, beginning at the Annual Meeting of the Board, and expiring either a) at the Annual Meeting of the Board two/three years hence or b) until a successor is elected and has qualified. Directors may be re-elected without interruption and serve consecutive terms. The initial term shall be determined by the President.

Section 3. Vacancies: If a vacancy by one or more Directors occurs, the vacancy may be filled by election by majority vote of the Board upon nomination by the President. If elected, the nominee will serve out the remainder of the term.

Section 4. Removal: Any Director may be removed from office, with or without cause, by the vote of two-thirds of the Directors present at the annual or at a regular meeting of the Board or at a special meeting of the Board called specifically to consider such removal.

ARTICLE VII

BOARD COMPOSITION

Section 1. Officers: The officers of this organization shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, a Librarian, and four Directors (up to an additional five directors). These officers shall perform the duties prescribed by these By-Laws, and by the parliamentary authority adopted by the organization.

Section 2. President: The President of the Board shall be the Chief Executive Officer/Executive Director of THE BRANDYWINERS, LTD, and subject to the direction and control of the Board, shall have general supervision and control of the business and affairs of THE BRANDYWINERS, LTD. The President shall preside at meetings of the Board and meetings of the Executive Committee. The President shall, with the exception of the Audit Committee and Nominating Committee, be an ex-officio, voting member of all committees of the Board. The President shall represent and be the spokesperson for THE BRANDYWINERS, LTD. In addition, the President shall oversee Bylaws/Policy; Human Resources; serve as a member of the investments committee; negotiate and manage the Longwood Gardens partnership; and work with internal/external Legal Counsel as needed. The President shall remind the membership at large that members interested in running for office should contact the Nominating Committee Chair.

Section 3. First Vice President: The First Vice President shall assist the President; shall perform any duties assigned by the President or by the Board itself; and in general, shall perform all duties customary to the office of First Vice President. In the event that the President is temporarily unable or unavailable to perform his or her duties, the First Vice President will assume responsibilities on behalf of the President (including, but not limited to presiding over all meetings). In addition, the First Vice

President shall serve as liaison to the Production Manager; coordinate venues for auditions, rehearsals, set build, sitzprobe, etc.; execute contracts for paid artistic staff; oversee all social events; and serve as a member of the investments committee.

Section 4. Second Vice President: The Second Vice President shall assist the First Vice President; shall perform any duties assigned by the President or by the Board itself; and in general, shall perform all duties customary to the office of Second Vice President. In addition, the Second Vice President shall oversee the nominating committee; Gather candidate bio information and photos for Board positions; serve as the Board liaison to the special gifts committee; maintain the grants calendar.

Section 5. Secretary: The Secretary (or designee) shall be responsible for keeping of an accurate record of all meetings of the Board; shall have custody of the corporate seal; and shall see that all notices are duly given. The Secretary shall perform any duties assigned by the President or by the Board itself, and in general, shall perform all duties customary to the office of Secretary. In addition, the Secretary shall send out electronic communications or letters to membership as directed by the President and/or Board; maintain the production calendar; serve as the Board liaison to lead the search for prospective artistic staff.

Section 6. Treasurer: The Treasurer (or designee) shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of THE BRANDYWINERS, LTD. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of THE BRANDYWINERS, LTD in such depositories as shall be selected by the Board. The Treasurer shall perform any duties assigned by the President or by the Board itself, and in general, shall perform all duties customary to the office of Treasurer. In addition, the Treasurer shall monitor all financial aspects, pay bills, and file financial statements; work with the President (and other designates) to create an annual budget and submit for Board approval prior to October 1 of the current year; serve as liaison to the Longwood Gardens ticket office; maintain the PO Box and regularly pick up and distribute Brandywiners mail.

Section 7. Librarian: The Librarian (or designee) shall keep all records of membership up-to-date and track changes as requested by membership (e.g. deletion,

address updates, etc.). This includes but is not limited to all financial donations, donation letters, communications to membership, patrons, production/chorale announcements, etc. The Librarian shall manage the customer relations management (CRM) cloud-based tool and create, maintain, and execute any/all push/pull communications. The Librarian shall negotiate, manage, and execute all performance license agreements on behalf of THE BRANDYWINERS, LTD. The Librarian shall perform any duties assigned by the President or by the Board itself, and in general, shall perform all duties customary to the office of the Librarian. In addition, the Librarian shall oversee the details of the contract for the royalties for each theatrical/choral production; order, distribute, and collect all necessary scripts and scores at the proper time; serve as Board liaison to the show selection committee; serve as Board liaison to the marketing/communications (MARCOM) team and oversee all social media content and channels.

ARTICLE VIII

MEMBERSHIP MEETINGS

Section 1. THE BRANDYWINERS, LTD. shall hold one annual meeting of the members in which the Board shall report the state of the organization. This meeting will be held in the fall and will be open to all members. In addition, selection of committee members will be open to membership including:

(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 Board suitable shows for consideration by the Board for the next two productions.

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

(c) Business Manager who shall be responsible for oversight of business committees, as designated by the Board, for the next production.

(d) Marketing/PR Manager whose function it shall be to coordinate all marketing/public relations for the Brandywiners for the next 12 months.

(e) Social Committee Chair, who shall take charge of the recreational

program of the organization.

(f) An Auditing Committee of two members, not officers or members of the Board, who shall audit the books of the Treasurer and report its findings to the Board (when annual gross revenues surpass the state regulated minimums for audits).

(g) Special Gifts Committee:

Section 2. The Special Gifts Committee shall recommend the distribution of such monies assigned to the Special Gifts Committee by the 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 by the Special Gifts Committee shall be made by October 15 and reported to the Board. The Special Gifts Committee shall submit to the Board for approval a recommended distribution of these funds. The Board shall take into consideration the recommended distribution from the Special Gifts Committee and vote to distribute funds before December 31. The Board reserves the right to alter the recommended distribution at any time.

Section 3. A Casting Committee shall be appointed by the 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. No member of the Casting Committee shall be cast in a principal role in the show for which the Committee is casting. Exceptions may be approved by the Board.

Section 4. Such other committees shall be appointed by the President or the Board as deemed necessary.

Section 5. Each committee shall have one Chair or two Co-Chairs.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The rules contained in the current version of Robert's Rules of Order Newly Revised shall apply to meetings of the Board and of committees to the extent that such rules are consistent with applicable law, these By-Laws and with the rules and policies of the Board.

At the discretion of the President, or the officer then presiding, a Parliamentarian

may be designated from time to time as the Board may approve.

ARTICLE X

AMENDMENTS

These By-Laws shall be revisited annually and may be altered, amended, or repealed, or new By-Laws may be adopted, by a vote of two-thirds of the total number of elected Directors voting at a duly convened meeting of the Board if at least thirty days prior written notice is given of the intention to alter, amend or repeal or to adopt new By-Laws at such meeting and if copies of such proposed amendments accompany said notice.

ARTICLE XI

RESERVE FUND

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 four performances, and (2) adequate funding for assuring financial operating integrity for the following year.

ARTICLE XII

REPLACEMENT AND SUCCESSION OF OFFICERS

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 4, 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. The previously elected Nominating Committee shall recommend a candidate to the Board. The First Vice President shall serve as acting President until the new President assumes the office.

(b) Should the event referred to above 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.

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 4, then the Board shall, by majority vote, appoint a replacement to complete the unexpired term of the officer.

ARTICLE XIII

INDEMNIFICATION

To the fullest extent authorized or permitted by law, THE BRANDYWINERS, LTD shall indemnify, and provide legal expenses and costs of defense to, any person and such person's heirs, personal representatives, executors, administrators and other legal representatives who was or is a party to (or is threatened to be made a party to) any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, or employee of THE BRANDYWINERS, LTD.

The Brandywiners ByLaws:
*Shared with Membership and Board in November 2021.
Discussion and revisions occurred during the annual meeting.
ByLaws adopted by unanimous vote by the Membership and Board present on December 6, 2021.*