

By Laws of The Troupers Light Opera Company

AMENDED, October 6, 1982

ARTICLE I - Organization and Name

Section 1.1 The organization has been organized as and shall be operated as a non-profit corporation under the Nonstock Corporation Law of the State of Connecticut.

Section 1.2 The organization name, as set forth in its Certificate of Incorporation, is “The Troupers Light Opera Company” (hereinafter called the “Company”).

ARTICLE II - Purposes

Section 2.1 The purposes of the Company shall be as set forth in its Certificate of Incorporation, that is:

To present the performance of amateur theatrical, operatic, musical and dramatic performances and to foster and promote education and instruction in the theatrical, operatic, musical and dramatic arts.

ARTICLE III - Principal Office

Section 3.1 The Company’s principal office shall be located at the home of the current President, and the Company mailing address shall be Post Office Box 1799, Darien, CT 06820 and may be changed by resolution of the Board.

ARTICLE IV - Membership

Section 4.1 Any person who takes part in the preparation of a Principal Production of the Company shall be eligible to apply for membership.

Section 4.2 A Member shall be any person who in the opinion of the Board has ability of the type which may be utilized by the Company and who has been approved as a Member by action of the Board at the meeting as described in Section 9.4. The Board may, upon the affirmative vote of two-thirds of the Board Members voting, disqualify any person for Membership in the Company.

Section 4.3 It is the intent of the Company not to exclude anyone who has sung with the Company in one of the two preceding Principal Productions from performing in a Principal Production. It is, however, recognized by the Company that safeguards must be incorporated into these By-Laws to ensure the quality of the Production. Accordingly, if a person has appeared in one of the two preceding productions, and has been approved by a majority of the Board at the meeting described in Section 9.4 to continue to perform on stage, said person shall not subsequently be denied the right to perform in a Principal Production. In the event he/she does not continue to perform, he/she shall be required to re-audition as described in Section

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12.2 and shall be governed by approval of the Board as just described. In exceptional circumstances the Board may deny, by two-thirds vote of the Board Members voting, the right of any Member to perform.

Section 4.4 Members shall have the obligation to pay currently such annual dues as may be fixed from time to time by the Board, and shall have the right to attend and vote at Annual, General, and Special Meetings of Members, may participate in any and all of the company's activities, and shall be eligible to hold office in the Company.

Section 4.5 The Board may elect a Member as a Life Member, for meritorious service through at least three years. Life Members shall have all the rights of Members, but shall not be required to pay dues.

ARTICLE V - Dues

Section 5.1 Dues shall be as determined by the Board and shall continue in effect until changed by the Board. Dues applicable to the current fiscal year, see Section 7.1, are payable by October 1, and delinquent as of December 31.

Section 5.2 No additional assessments shall be levied upon Members except upon the affirmative vote of two-thirds of those Members present and voting at a meeting of the Company, the notice of which shall state the proposed assessment.

Section 5.3 The Board may, by majority vote, adopt resolutions relating to the conditions of termination of Membership because of delinquency in dues and conditions of the reinstatement thereof.

ARTICLE VI - Distribution of Income

Section 6.1 No part of the income of the Company shall be distributable to its Members, Board Members, or Officers: provided, however, as shall be decided in the sole discretion of the Board, that the payment of reasonable compensation for services rendered, and the granting of benefits to Members in conformity with the Company's non-profit purposes, and the making of distributions or final liquidation as provided in the Nonstock Corporation Law, shall not be deemed as distribution of income.

Section 6.2 In the event of dissolution of the Company, the assets of the Company, after payment in full of all liabilities and obligations of the Company, shall be transferred or conveyed to one or more municipal or non-profit domestic or foreign corporations, societies or organizations engaged in activities not inconsistent with the purposes of this Company. The beneficiaries of these distributions shall be determined by the Board with the concurrence of the membership.

ARTICLE VII - Meetings

Section 7.1 The Annual Meeting of Members for the election of Officers and Board Members and the transaction of other business of the Company, shall be held as soon as possible, but not less than five (5) business days following the close of the fiscal year, at such date, time and place as the Board shall determine, and Members shall be given five (5) days written notice of such date, time, and place. The fiscal year shall be the period July 1 to June 30.

Section 7.2 Meetings of the membership may be called by the Board or the President at any time, or upon the signed request of twenty-five (25) Members, and Members shall be given five (5) days written notice of date, time, and place of such meetings.

Section 7.3 A Meeting, as described in Section 7.2, shall be held within a month, or some reasonable time as determined by the Board, after each Principal Production of the Company. The President shall determine what constitutes a Principal Production.

ARTICLE VIII - Quorum

Section 8.1 Twenty-five (25) Members shall constitute a quorum for conducting the business at any Annual or other Meeting of the Company. Action may be taken at any such Meeting by a majority of those present and voting, subject to the provisions of Article XVI.

ARTICLE IX - Board of Directors

Section 9.1 The business, property and affairs of the Company shall be managed and controlled by the Board of Directors, herein elsewhere referred to collectively as the Board and individually as Board Members, to be elected for a term ending with the next Annual Meeting. Said Board shall be elected from among the Members of the Company and shall be comprised of not less than four (4) nor more than fifteen (15) Members, the number to be established by the Board and to be designated the Full Complement of the Board. Any change in the full complement of the Board does not take effect until the next Annual Meeting. Every Officer shall be *ex officio* a Board Member, and the remaining Board Memberships shall be filled only by vote of the Membership of the Company.

Section 9.2 A quorum for the transaction of business shall consist at any time of a majority of the then elected Board Members, and except where specifically provided herein to the contrary the act of the majority of such quorum shall be the act of the Board.

Section 9.3 The Board shall meet within eight (8) weeks of the final Performance of a Principal Production, at which time the conduct of the production shall be review. This shall include all relevant committees and paid professionals. At this same Meeting, applicants shall be considered for membership and other rights as described in Article IV.

Section 9.4 The Board shall meet within eight (8) weeks of the final Performance of a Principal Production, at which time the conduct of the production shall be reviewed. This shall

include all relevant committees and paid professionals. At this same Meeting, applicants shall be considered for membership and other rights as described in Article IV.

ARTICLE X - Officers

Section 10.1 The Officers shall be elected from among the Members of the Company and shall be a President, a Vice President, a Secretary, and Treasurer. The President shall hold office until the second Annual Meeting following his election, and all other Officers shall be elected for a term ending with the first Annual Meeting following their election. The President may appoint individuals to fill such other positions as the President with absolute discretion deems advisable from time to time, such as but not limited to a Business Manager, a Technical Director, an Assistant Secretary, a Costume Chairman, a Ticket Chairman, and Publicity Chairman.

Section 10.2 Duties of the President: The President shall be the Chief Executive Officer of the Company and shall call and preside at all meetings (except that meetings may also be called by the Board). The President shall appoint and shall be *ex officio* a Member, in addition to those Members specified hereinbelow, of all standing and special committees. The President shall designate a place for the filing of all Company records.

Section 10.3 Duties of the Vice President: The Vice President shall perform the duties of the President in case of the absence or disability of the President, and perform such other duties as may from time to time be designated by the President or the Board.

Section 10.4 Duties of the Secretary: The Secretary shall keep the minutes of all meetings of the Membership and of the Board and shall be responsible for all notices of the Membership; shall in general perform all the duties incident to the Office of the Secretary; shall prepare and file the biennial report to the Secretary of State, and shall perform such other duties as may from time to time be designated by the President or the Board. Portions of the responsibilities of the Secretary, such as notices to the Membership may be assigned to an Assistant Secretary, who shall perform the duties which are customarily performed by the corresponding secretary.

Section 10.5 Duties of the Treasurer: The Treasurer shall have the custody of all funds and securities of the Company, shall keep full and accurate accounts of all monies, and perform such duties as may from time to time be designated by the President or the Board. The Treasurer may be designated a "Business Manager." The Treasurer shall cause a balance sheet and financial statement of the Company to be filed with the Company's records at the end of each fiscal year. The Treasurer shall prepare and file the necessary tax returns as required by the IRS.

ARTICLE XI - Financial Matters

Section 11.1 No member, Officer or Board Member of the Company shall obligate the Company to make any expenditures, incur any debts on behalf of or otherwise financially commit the Company except, as or to the extent that, the same shall have been approved, as part of a budget or otherwise by the Board. Minor recurring normal expenditures may be approved by the Treasurer. In addition, total expenditures on the Principal Production 15% over the approved budget shall require re-approval of the Board.

Section 11.2 The Treasurer in his capacity as such, or as otherwise designated above, shall sign all checks on the bank accounts of the Company. In his absence or disability, the President, or in his absence or disability, any other Officer as designated by the Board, shall sign all such checks.

ARTICLE XII - Committees

Section 12.1 Selection Committee. This committee shall consist of two Members appointed by the President, in addition to the President, and shall consult with any such as have been appointed Technical Director, Musical Director, Stage Director, Choreographer, or Costume Chairman, and with any other appointees to positions which the President regards as carrying major responsibility for the musical, dramatic, or technical aspects of the next Principal Production. As soon as possible after each Principal Production, the Selection Committee shall recommend to the Membership what the next Principal Production shall be.

Section 12.2 Casting Committee. This committee shall consist of at least two Members appointed by the President, in addition to the President, and also of any whom the President may include from appointees to the position of Musical Director, Stage Director, Choreographer, and any other position carrying major responsibility for the musical or dramatic aspects of the production, with the proviso that in the event any one person holds more than one of such positions that persons vote on the Casting Committee shall count as only one vote. This committee shall hold auditions with the purpose of selecting principals in the cast for the next Principal Production. The committee shall also hold auditions for new chorus members. These other auditions shall be held before the start of the rehearsals and also, subsequently, if necessary, to complete the casting requirement of the production. The committee shall be guided in its selection by the special requirements of the production, such as, but not limited to, the need for additional chorus members and the need for non-singing roles.

Section 12.3 Nominating Committee. This committee shall consist of three Members appointed by the President, in addition to the President, and shall consider and present to the Members at any meeting at which Officers or Board Members are to be elected a slate of nominees for such Officers and/or Board Members of the Company.

Section 12.4 All other necessary committees shall be appointed by the President.

Section 12.5 Other special offices may be created and filled by the Board.

ARTICLE XIII - Paid Professionals

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Section 13.1 Paid professionals include such persons as Directors (musical, stage, choreography, chorus master) and accompanists who are paid a fee for services.

Section 13.2 Recruiting of such paid professionals shall be carried out by committees appointed by the President. Available positions shall be advertised widely. Applicants shall be interviewed by the committee and recommendations made by the committee to the Board. Such recommendations shall be based on ability and other qualifications considered necessary for a successful production. Salary ranges approved by the Board may be communicated by the committee to the applicant. The committee must offer recommendations to the Board for approval.

Section 13.3 The performance of all such paid professionals must be reviewed as described in Section 9.4. At this time the Board will make recommendations for the next fiscal year, to rehire or terminate the services of said professionals.

ARTICLE XIV - Elections

Section 14.1 At the Annual Meeting there shall be elected the Officers and a portion, the combined total of which is not less than two-thirds, of the Full Complement of the Board, said portion to be established by the Board, prior to the Annual Meeting. The remaining portion of the Full Complement of the Board shall be elected not later than September 30 immediately following the Annual Meeting. Nominations in addition to the slate presented by the Nominating Committee at any meeting may be made from the floor. Each Member may vote for as many nominees as there shall be vacancies, the number of vacancies being defined as the number required to bring the Board up to the full number then established by the Board to be voted upon, i.e., either the established portion of the Full Complement at the Annual Meeting or the Full Complement itself at another meeting. Those nominees, equal in number to the number of vacancies, who receive the greatest numbers of votes, shall be elected. Vacancies due to resignation or death, in Office and in the Board, shall be filled pro-tem by appointment of the Board until the next meeting of the Membership.

ARTICLE XV - Dissolution

Section 15.1 The original group of the Troupers adopted a provision that the group shall not be dissolved while ten (10) Members in good standing wish to continue its operation. This provision was adopted in May of 1947. Accordingly, this Company shall not be dissolved while ten (10) Members in good standing wish to continue its operations. This by-law may not be altered, amended or rescinded except by unanimous vote.

ARTICLE XVI - Amendments

Section 16.1 These Articles and By-Laws may be amended, except as provided in Article XV, upon the approval of not less than a majority of the Board Members and the confirming vote of two-thirds of the Members present and voting at a meeting of the Company, the written

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notice of which shall contain the text of the proposed Amendments to the By-Laws to be acted upon at such meeting.