

**CONSTITUTION
OF
WARBLERS CLUB, INC.**

ARTICLE I

Name and Objectives

Section 1. NAME

The name of the organization shall be Warbler's Club, Inc., hereinafter referred to as "Club", organized as a nonprofit corporation pursuant to the provisions of the Alabama Nonprofit Corporation Act for charitable, educational and other related purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder.

Section 2 OBJECTIVES

The Club objectives are:

- A. To promote and encourage interest of its members, whether active or inactive, in participation in the Club's activities.
- B. To promote, develop, and encourage interest in the Southern traditional style of music including spiritual, patriotic, and other genre which preserve the musical heritage of the region.
- C. To provide a community service organization that provides uplifting and entertaining experiences through laughter and song and gives cause for pride in the community.
- D. To provide through music and laughter and common goals, the bonds of friendship among its members.

ARTICLE II

Membership

Section 1 MEMBERS DEFINED

- A. Members shall be those persons who were initiated into the Club at Woodlawn High School or were initiated into the Club after the Club was organized as a nonprofit corporation.
- B. Honorary members are those persons who have made extraordinary contributions to the Club. Honorary members shall have no voting privileges.

Section 2 STANDING

- A. Active Membership. Active Members shall be those members who have met all other requirements for membership, and who have attended a minimum of 50% of the previous 12 complete calendar month's official Warbler activities including rehearsals and performances.
- B. Inactive Membership. Inactive members are defined to be all members who have not met the requirements of active membership.
- C. Conditional Members. Conditional Members shall be those new members after being initiated into the Club during the 12 complete calendar months following their initiation. Conditional Members who fail to attend a minimum of 50% of official Warbler activities, including rehearsals and performances, during the 12 complete calendar months following initiation shall lose all privileges of membership.

ARTICLE III
Officers and Board of Directors

Section 1. ELECTED OFFICERS

The elected officers of the Club shall be:

- President
- President-Elect
- Secretary
- Treasurer

These officers shall serve in any one given office for no more than one (1) administrative year. This requirement will not apply to the Secretary or Treasurer who may be elected to succeed himself.

The President shall serve as Chairman of the Board of Directors in addition to his duties as President. He shall preside at all meetings of the Board, Members, and rehearsals. He shall be the official spokesperson at all Club events and appearances, unless he designates another person to do so. He shall be responsible for internal communication with the Members via the web site and other means in order to maintain adequate communication of Club activities and events.

The President-Elect shall be responsible for making a "Sign-In" sheet available at all Warbler activities in order to allow members present to indicate such on said sheet. He will be responsible for maintaining those sheets for the entire administrative year during which he serves so that Active Members may be determined, if necessary.

The Secretary shall record the minutes of the meetings of the Board and Members. He shall provide a written report of those minutes at each meeting of the Board and see that copies are filed properly and passed on to the person who succeeds him in office,

The Treasurer shall have charge and custody of the funds, securities, and other like property of the Club and shall be responsible for the receipt, investment safeguarding, and disbursement of the funds of the Club. The Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Club, and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be withdrawn there from except by checks, drafts, or orders to be signed by an Elected Officer of the Club. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Club. At each meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail, the receipts and disbursements of the Club for the month and fiscal year-to-date and a report of assets and liabilities as of the most recent period end. Whenever required by the Board of Directors, the Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Club. The Treasurer shall be subject to the general direction of the President and the Board.

Section 2. BOARD OF DIRECTORS

The Board of Directors of the Club (Board) shall be the principal policy making body for the Club, and shall consist of fourteen (14) members with a quorum of a majority of the active members of the Board, and which shall further consist of the following:

- Current President (and Board Chairman)
- Current President-Elect
- Current Secretary
- Current Treasurer
- Immediate Past-President
- Nine (9) Elected At-Large Members

At-Large Board Members shall serve a term of three years and shall rotate under a structure providing for three (3) members having terms expire each administrative year and their replacements duly elected for the next year.

ARTICLE IV

Elections

Section 1. **NOMINATING COMMITTEE**

The Nominating Committee shall be comprised of the Current President, Immediate Past President, and a Club member appointed by the President and who is not a Board Member. The Current President shall serve as Chairman of the Nominating Committee.

Section 2. **ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

The Nominating Committee shall prepare a slate of officers and new members of the Board to propose to the Club for election.

The slate of officers and new members of the Board for the next year shall be elected prior to the annual installation meeting in October of each administrative year by ballot, or other method deemed appropriate by the Board of Directors as set forth in the By-Laws from time to time.

The slate shall be presented to the Club at least 14 days prior to the election meeting. Nominations will be allowed from the floor by active members at the election meeting for nominees who have previously indicated their willingness to serve to their nominators.

Section 3. **PREREQUISITE FOR SERVICE AS AN OFFICER**

In order to be nominated as an elected officer of the Club, a member must have served on the Board of Directors for at least one full administrative year.

Section 4. **PREREQUISITE FOR SERVICE AS A MEMBER OF THE BOARD**

In order to be nominated as a member of the Board of Directors a member must have served as an active member of either a Standing Committee or a Special Committee for at least one administrative year.

ARTICLE V

Rehearsals and Meetings

Section 1. **REHEARSALS**

The time and dates of the regular rehearsals shall be set by the Board.

Section 2. **ANNUAL MEETINGS**

The time and date of the Annual Meeting to elect Officers and Directors and the meeting to install Officers and Directors shall be set by the Board and announced such that at least (30) days written notice is provided.

Section 3. **SPECIAL MEETINGS AND REHEARSALS**

Special Meetings and/or Rehearsals shall be set from time to time by the Board or President for a variety of reasons as deemed appropriate. Proper notification to the membership, as

deemed appropriate by the Board shall be given regarding such Special Meetings and/or Rehearsals.

Section 4. **BOARD MEETINGS**

The Board shall meet once each month unless otherwise deemed appropriate by the Chairman, and more often as required for the execution of business in Special Board Meetings as may be called from time to time. Special Board meetings may be called by the President and Chairman, or by petition of three (3) Board Members. Special Meetings shall be announced with reasonable lead time to the Board Members.

Section 5. **QUORUMS**

The quorum of members for business for the membership is 25% of the active membership. The quorum for the Board of Directors for business is a majority of the active Board Members.

Section 6. **PROCEDURES**

Any procedure not covered in this Constitution shall be contained in the By-Laws of the club as shall be revised from time to time.

ARTICLE VI
Committees

Section 1. **STANDING COMMITTEE**

Standing Committees shall be considered to be permanent organizational entities and shall be created by the Board of Directors as the need arises and in areas of responsibility as deemed appropriate by the Board and as reflected in the By-Laws wherein specific duties and responsibilities shall be defined.

Section 2. **COMMITTEE CHAIRMEN**

Chairmen for these Standing Committees shall be appointed by the President to whom they shall report directly unless otherwise directed by him.

Section 3. **SPECIAL COMMITTEES**

The President shall appoint Special committees from time to time as the need arises. These shall be considered to be temporary committees operating for short term needs and shall terminate at the end of each administrative year.

ARTICLE VII
Constitutional Amendments

This document may be amended by two-thirds vote of a quorum of the active membership at a Specially Announced meeting after such Amendment has been proposed in writing and approved by majority vote of the Board of Directors and after minimum of thirty (30) days written notification to the membership of the proposed Amendment and impending Meeting to vote on such Amendment.

By-Laws of The Warblers Club, Inc.

ARTICLE I Membership

The Definitions of various types of membership are set forth in the Constitution of the Club and any change thereto must be done by constitutional amendment.

Requirements

A. Any man who was initiated into the Warblers Club at Woodlawn High School qualifies as a Member of the Club with no further requirements.

B. Any man who does not qualify under Part A may apply for membership upon receiving the sponsorship of a current member and meeting the additional criteria. He must additionally attend a minimum of three rehearsals, formally apply in writing on the Application for Membership signed by his Sponsor, and perform a solo audition without the aid of sheet music before the members at a rehearsal or other meeting called for that purpose. The Applicant should demonstrate a knowledge of the history and tradition of the Club by responding correctly to questions asked of him at that time. He will be admitted by a majority vote of a quorum of Active Members present. He can then be initiated as a New/Conditional Member.

ARTICLE II Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or Special Rules the Club may adopt.

Article III Administrative Year

The Administrative Year of the Club shall begin November 1st of each calendar year and end October 31st of the following calendar year.

Article IV Meeting Quorums and Attendance

The number of members required for a quorum for a meeting of The Board of Directors and that of the entire membership are set forth in the Constitution. The physical presence of the member is required. No proxy votes shall be allowed. Telephone and/or email votes by the Board shall not be valid.

Attendance at all official Warbler activities will be kept by each member recording his presence by signature or initials on a sheet circulated and kept for that purpose by the President-Elect of the Club or his designee in his absence.

ARTICLE V Board of Directors and Officers

Requirements and election procedures for Membership on the Board of Directors are set forth in the Constitution of the Club and any change in these requirements or procedures shall require Constitutional Amendment.

Officers of the Club shall be the operating officials for the administrative terms and their election requirements and procedures from nomination to retirement are set forth in the Constitution of the Club and changes thereto shall require Constitutional Amendment.

ARTICLE VI

Executive Committee

The following Officers and former Officers are hereby defined to comprise the Executive Committee:

- Current President
- Current President-Elect
- Current Treasurer
- Current Secretary
- Immediate Past President

The purpose for the Executive Committee is to provide the Club President with a rapid response body of officials in executing the day to day operations of the Club, and to provide a screening committee to enhance the efficiency of the full Board of Directors.

The Executive Committee shall make no policy decision, but shall exist for the purpose of studying and discussing issues deemed by the President as appropriate, and to make recommendations to the Board of Directors for action.

ARTICLE VII

Membership Dues

While financial needs of the Club are expected to be met with funds received as performance fees, audio and video sales, and contributions, a need for dues from the Active and New/Conditional members could arise. The Board of Directors shall be responsible for determining the need, amount, and method of collection of said dues. At least ten days written notice of the assessment of said dues shall be given.

ARTICLE VIII

Committees

The Board of Directors of the Club is hereby empowered to create and to dissolve any Committee hereunder.

Standing Committees are considered to be long term entities created to perform certain tasks for the Club as further delineated below.

The President shall appoint Chairman of Committees and may create Special or Temporary Committees at any time he deems appropriate. Said committees shall exist for the purpose he might determine for the remainder of his administrative year.

Each committee shall consist of a Chairman and at least two other members. The chairman shall have the duty to select the committee members, guide the committee to fulfill its responsibilities as set forth by these By-Laws and to report its activities to the Board of Directors regularly. No member shall receive compensation from any concert, show, appearance, or any of his efforts on behalf of the Club.

Standing Committees and their duties are as follows:

1. Audio-Video Sales
2. Benevolence
3. Equipment
4. Membership

5. Music
6. Nominating
7. Show
8. Social

Duties of the Standing Committees:

1. Audio-Video Sales Committee

The Audio-Video Sales Committee shall maintain an adequate inventory of recordings produced and recorded by the Club for sale to mail in customers and at concerts, shows and other appearances where sales are allowed. They shall be responsible for delivery, display, and sales at each event.

2. Benevolence Committee

- Promotes the charitable, kindhearted, well-wishing, friendly nature and generosity of the club.
- Communicates with club members through cards or flowers during times of distress or crisis.
- Plans, recommends and coordinates special charitable projects of the club as may arise such as Christmas campaign, special performance requests (example: V.A. Hospital and caroling).
- Receives prayer requests, communicates requests to members.
- Plans and implements club meeting prayer.

3. Equipment Committee

The Equipment Committee shall be responsible for the maintenance, safe transportation and storage of the Club Trailer and all equipment stored in it, as well as delivery, set up and reloading at performance sites. Set up and reloading, however, will not be the sole responsibility of the Committee. Members are expected to assist.

4. Membership Committee

The Membership Committee shall propose and implement recruitment plans upon approval of the Board of Directors. They shall provide prospective members with membership requirements, application forms, and determine their eligibility for audition. The committee should also be prepared to verify the credentials of who purports to participate under Article II (A.) of the Constitution of the Club.

5. Music Committee

It shall be the responsibility of this committee to determine the musical content of all Warbler shows and public appearances subject to the approval of the Board of Directors and in response to the musical desires of the club. It shall plan all aspects of any non Warbler produced concert or performance.

It shall also be responsible for the arranging, directing, copying, filing, and distributing of this music to the club members.

This committee shall assign to the pianists who are currently active at any time the numbers which they are individually responsible to play . It shall also assign a pianist to be the backup for the pianist with principal responsibility in the event of illness or other event which would prevent the principal pianist from playing. The Music Committee shall be responsible for making recommendations for compensation of pianists.

It shall assign to the Music Directors the numbers to be directed by them respectively for all Warbler performances.

6. Nominations Committee

Nominating Committee members and duties are set forth in the Constitution of The Warblers Club.

7. Show Committee

It shall be the duty of this committee to be responsible for the coordination of the efforts of all persons in carrying out their specific and general assignments toward the smooth and effective presentation of any Warbler produced show or non-routine show or public appearance and to serve as the direct liaison between these persons and committees and the Board of Directors.

It shall be responsible for the overall design and layout of Warbler shows including timing, slots for music and dialogue, intermissions, staging, and choreography requirements.

8. Social Committee

The Social Committee promotes fellowship, goodwill and brotherhood among club members. They plan and recommend social activities for the Club, including but not limited to:

- Annual Officers Installation Banquet
- Traditional Warblers "afterglow" gatherings following major performances
- Annual Christmas Dinner or Party
- Other special functions as may be requested by club members

ARTICLE IX

Performance Eligibility

The Board of Directors shall set performance prerequisites for the Members clearly establishing minimum requirements for performing in a given show.

The general performance requirements are as follows:

The member must:

1. Be a member in Good Standing of the Club.
2. Know the words, music, and staging for all songs and musical numbers.
3. Meet the attendance requirements as set forth by the Board of Directors.
4. Be dressed or costumed appropriately as prescribed by the Board of Directors.
5. Be prepared to perform in the best Warbler tradition.
6. Be responsible for his conduct and that of family members present at meetings, rehearsals or performances. Such conduct should reflect favorably on the pride, honor, respect, and professionalism which exemplifies The Warblers Club and The Warbler Spirit.

It shall be the responsibility of the Section Leaders to bring to the attention of the Board of Directors serious violations of Members under this Section for possible action or discussion with the individuals in question.

ARTICLE X

Section Leaders

Section Leaders are the principal line of communication and information between the individual singing part sections and the Club.

It is the responsibility of the Section Leaders to coordinate the telephone committee within the section, to ensure that each man in his section is apprised of itinerary and performance scheduling and changes thereto, and to serve as the Public Relations agent for the Officers and the Board of Directors and the individual Club Members.

Section leaders should attend Board Meetings and Music Committee Meetings whenever possible.

ARTICLE XI
Other Standing Appointed Positions

Other leadership positions which shall be appointed by the current President with board approval for administrative year are:

1. Chaplain

Leads the Club in prayer at appropriate times, and serves as spiritual counsel for the Club and its Members.

2. Music Directors

Primarily responsible for directing the Club in performances and working with the Music Committee in selecting and arranging music for performances.

3. Historian

Keep the archives and records including old mementos, photographs, newspaper articles, and other memorabilia of the Club and maintain all these in good condition for display and reference purposes.

ARTICLE XII
Vacancies in Office

All vacancies among the Officers of the Club identified in Article III shall be filled by nomination by the Nominating Committee and approved by the Board of Directors.

All vacancies among leadership positions and Committee Chairman positions will be filled by the President by appointment.

Vacancies on the Board of Directors will be filled by nominations from the Nominating Committee and approval of the remaining Board members as these vacancies occur. Each replacement must then stand for re-election at the next annual election, if any part of his predecessor's term remains.

ARTICLE XIII
Loans

No loan shall be made from Club funds to any Officer or Director or Member at Large.

ARTICLE XIV
Amendments to the BY-LAWS

These BY-LAWS may be amended by the Board of Directors at any authorized and announced meeting by affirmative vote of a majority of those constituting a quorum subject to the requirement that the proposed amendment must have been written and included in the meeting notice.

These BY-LAWS adopted this 5th day of December, 1989.

Amended October 5th, 1993, May 13, 2008, and March 11, 2014.