



SUBJECT: BYLAWS OF THE UTAH SHAKESPEAREAN FESTIVAL BOARD OF GOVERNORS

I. PURPOSE: To establish guidelines for the Utah Shakespearean Festival Board of Governors.

II. POLICY:

A. ARTICLE I - NAME

The name of this organization shall be the Utah Shakespearean Festival Board of Governors, hereinafter referred to as (Governors). Governors are a recommending, advancement, and public relations organization of the Utah Shakespearean Festival ("Festival"), a body politic of Southern Utah University ("University") and the State of Utah ("State").

B. ARTICLE II - MISSION STATEMENT

As a cultural organization within the University community, the Festival's primary concern is artistic excellence; to provide the University, the region, Utah and the nation with a theatrical experience of high professional standards. Secondly though of major importance, is its educational purpose: to be a resource for students and "appreciators" of the arts and humanities; to provide a model of standards and practices in theatre to University students, and, for those students contemplating a career in the profession, to provide a practical, professional experience. The Festival's educational commitment cannot be fulfilled without first satisfying its primary concern, artistic excellence.

C. ARTICLE III - GOVERNORS

1. Authority - Governors are created by, and subject to, the authority of the President of Southern Utah University and its Board of Trustees, and the Utah State Board of Regents.
2. Purpose - To provide a Board of Governors to the Utah Shakespearean Festival, and to give support for Festival public relations, education, marketing, long-range planning, financial stability and development.

D. ARTICLE IV - GOVERNORS MEMBERSHIP

1. Members shall be appointed by the Southern Utah University Board of Trustees and shall be comprised of University administrators and lay individuals of state, national, and international station.



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2. Nominations may be made by members of the Governors, the University administration, and the Festival administration. Potential nominees should not be contacted until approval has been granted by Board of Trustees.
3. Governors shall consist of a minimum of twelve (12) members, which number may be increased as deemed necessary by the Governors upon approval by the Board of Trustees. However, not more than twenty-five (25) lay members will be selected for Governors membership. Past chairs shall remain indefinitely as full members of the Governors. Their membership will be above and beyond the 25 count.
4. Lay members will be selected for membership based on their interest in the Utah Shakespearean Festival, their knowledge of the Festival, and their ability to contribute time, talent and financial resources to the effective direction of the Festival. Lay members will have voting privileges.
5. Lay members shall serve for a three-year term to begin in July with the initial term of office staggered in such a way that no more than one-third of the lay members' terms will expire during any given year. This term limitation may be waived by the Board of Trustees. Lay members may be reappointed for additional terms. Any vacancy may be filled by the Board of Trustees for the remainder of the unexpired term.
6. Upon recommendation of the Executive Committee and approval of the Board of Trustees, an individual may be named as an honorary member of the Governors. Honorary members shall be ex-officio (without vote) and may attend all meetings of the Governors.
7. In addition to lay and honorary member, membership on the Governors shall include the following: The Provost, the Vice President for Administrative and Financial Services, and the Dean of the College of Performing and Visual Arts.
8. The Administrative Assistant to the Festival's Executive Producer shall serve as secretary to the Governors. The secretary shall take and distribute minutes and data pertinent to the Governors' action and be responsible for making travel, accommodations, and other



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arrangements for Governors events, but is not a member of the Governors.

9. The Festival's Executive Producer and Managing Director shall serve as ex-officio members of the Governors.

E. ARTICLE V - DUTIES AND RESPONSIBILITIES OF THE GOVERNORS

1. Subject to the authority and policies of the Utah State Board of Regents, the President, and the Board of Trustees of Southern Utah University, the Governors is authorized to recommend policy and procedures regarding the following:
- a. Review and recommend policies for the governance of the Festival;
 - b. Establish procedures for conducting Governors' business including the appointment of appropriate committees to carry out the work of the Governors;
 - c. Develop and recommend strategic plans and plans for marketing, fund raising, publicity, out-reach, community programs, and other matters relating to the nature and scope of programs and services provided by the Festival;
 - d. Work with the Executive Producer, Managing Director, USF staff, and the Board of Trustees and President of the University to evaluate operations, programs, facilities, and long-range plans to ascertain if they are consistent with the Festival's mission, its long-range financial stability, its services, its educational needs and its goals.
 - e. Review the activities of the Festival and receive appropriate reports and recommendations submitted by the administrators of the Utah Shakespearean Festival, and any of the committees of the Governors;
 - f. Enhance the Festival image throughout the United States and abroad by making others aware of the Utah Shakespearean Festival's accomplishments, programs, and goals;



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- g. Inform the various constituencies of the Festival about its programs, services, performances, and plans, as well as assist the Festival regarding University, public and government relationships;
- h. Receive periodic reports from the Festival Guild and review its activities;
- i. Be a resource, networking with individuals, corporations, foundations, political bodies, and businesses for Festival development;
- j. Develop and support corporate and private fund raising programs and projects in coordination with the Vice President for Advancement to assist the Festival in meeting its budget;
- k. Review annual program priorities, operating budgets, and capital improvement and facility budgets prepared by Festival staff and make recommendation to the Dean of the College of Performing and Visual Arts, the Vice President for Administrative and Financial Services, the Provost and the President, who will recommend the Festival budget to the Board of Trustees; and
 - (1) Recommend the length of season(s) and ticket prices.
 - (2) While these Bylaws outline responsibilities and recommending authority for the Governors, the University President, the Board of Trustees of Southern Utah University and the Utah State Board of Regents maintain their governance and approval authority for the Utah Shakespearean Festival.

F. ARTICLE VI - Governors ORGANIZATION

- 1. **Officers -** The officers of the Governors shall be Chair, Vice-Chair, and other officers as may be designated by the Governors.
- 2. **Election of Officers -** Members of the Governors eligible for nomination as Chair and Vice-Chair are limited to the lay members of the Governors. The Chair shall hold office for two years, and may be



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reappointed for successive terms. The Vice-Chair shall succeed the Chair upon the completion of the Chair's term.

3. Duties of Officers

- a. The Chair shall preside at meetings, appoint committee chairs, make committee assignments for community members, serve on the Executive Committee, and make such other standing and special committee appointments as necessary.
- b. The Vice-Chair shall serve in the absence of the Chair, and shall serve as a member of the Executive Committee.

4. Meetings - Meetings shall be held on a regular basis at least four times each year, at a time and place established by the members. The summer meeting shall be held in Cedar City and shall be designated the annual meeting. New appointments and election of officers shall take place at that time. Meeting notices shall be sent out at least two weeks in advance. When, because of unforeseen circumstances, it is necessary to hold an emergency meeting to consider matters of an urgent nature, the two-week advance notice may be waived and the best notice practical given. No emergency meeting of the Governors shall be held unless an attempt has been made to notify all its members and a majority votes in the affirmative to hold the meeting.

5. Special Meetings - Special meetings of the Governors may be called by the Chair of the Governors or any five members of the Governors at any time provided the procedures for calling the meeting as described in paragraph 4 above are followed.

6. Two (2) consecutive unexcused absences or attendance at fewer than 50 percent of regular Governors' meetings in any one calendar year may constitute reason for removal from the Governors. A recommendation of the Governors to the President of the University and the Trustees shall be made to remove any Governors member.

7. Voting Rights and Quorum - All members of the Governors shall have equal voting rights. Not less than a simple majority of the members of the Governors shall constitute a quorum of the Governors, of which a simple majority vote shall be sufficient to take action. Where timely action is required, a meeting may be convened, with a quorum present,



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whether corporal or by means of electronic equipment, for the purpose of discussing and acting upon any matter before the Governors.

8. Minutes - Accurate and complete minutes shall be kept of all Governors and committee meetings. A permanent file of same shall be kept in the USF Administrative Offices as an official record of the activities and actions of the Governors. Copies will be distributed to all members of the Governors and the President of the University.
9. Standing Committees
 - a. The Executive Committee shall be comprised of the Chair of the Governors, the Vice Chair, the Provost, the Chair of the Budget and Finance Committee, and the Dean of the College of Performing and Visual Arts. The Executive Producer and the Managing Director shall be a member of the Executive Committee in an ex-officio capacity, serving as advisors. The Executive committee is empowered to act for the Governors when action is required between regular meetings of the Governors. The Committee will serve as a means of administrative liaison among the Governors, Festival administration, and staff.
 - b. The Budget and Finance Committee shall be comprised of three or more lay members, the Provost, and the Vice President for Administrative and Financial Services. The Committee shall review all budgetary and financial matters and recommend appropriate action to the Board Governors. The Festival Business Manager and Managing Director shall act as advisors to this committee.
 - c. The Marketing Committee shall be comprised of three or more lay members of the Governors, and the Dean of Performing and Visual Arts. The Committee shall provide advice and counsel in matters relating to marketing, publications, and media relations. The Festival Director of Marketing and Public Relations shall serve as advisor to this committee.
 - d. The Planning Committee shall be comprised of three or more lay members of the Governors, the Provost, and The Dean of the College of Performing and Visual Arts. The Festival



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Executive Producer shall serve as advisor to this committee. The Planning Committee shall be concerned with the review and update of the long-range plans and their implementation, marketing, and evaluation. Financial implications of the plan will be reviewed jointly with the Budget and Finance Committee.

- e. The Nominations Committee shall be comprised of three or more lay members. The Festival Managing Director shall serve as an advisor to this committee. The Nominations Committee shall provide advice and recommendations to the Governors for potential nominees for future Governors appointments. Nominees shall then be submitted to the Trustees for approval.
- f. The Education Committee shall be comprised of three or more lay members, the Dean of the College of Performing and Visual Arts and the Provost. This Committee shall provide advice, counsel and program implementation on all USF Education services. Including but not limited to: touring, outreach, teacher-in-service, summer workshops, conferences, and life-long learning. The Festival Education Director and Festival Executive Producer shall serve as advisors to this committee.
- g. The Development Committee shall be comprised of three or more lay members of the Governors. The committee shall provide advice and counsel in matters related to fundraising, community relations, financial stability, etc. The Festival Director of Development shall serve as advisor to this committee.

10. Special Committees - Special committees of the Board Governors may be appointed. All special committees are subordinate to the Executive Committee and for the Board Governors as a whole, and will be required to report regularly to them. Appropriate officers of the Festival will provide staff support for all special committees appointed.

- G. **ARTICLE VII - MANAGEMENT** The Executive Producer and Managing Director of the Utah Shakespearean Festival are responsible to the Board of



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Governors, the Dean of the College of Performing and Visual Arts, and the Provost for the management and operation of the Festival consistent with the mission of the Festival, applicable laws and regulations, and University and Festival policies. The Festival's Executive Producer and Managing Director are responsible for the effective and efficient operation of the Festival through: The appointment of appropriate administrative staff with defined and delegated responsibilities and accountabilities; the development and implementation of the annual operating and capital budget; the provision of financial statements and other reports necessary for setting of priorities, planning and evaluation, and the enhancement of the quality of the productions and activities of the Utah Shakespearean Festival.

H. ARTICLE VIII - IMPLEMENTATION

1. **Enabling Clause** - These Bylaws shall become effective, when recommended by the Board of Governors and approved by the President and the Board of Trustees of the University.
2. **Amendment** - These Bylaws may be amended only by action of the Trustees.

Chairman, Board of Trustees
Southern Utah University

Date

President
Southern Utah University

Date