



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). The Utah Shakespearean Festival ("Festival")- is a body politic of Southern Utah University ("University") and the State of Utah ("State").

B. ARTICLE II - MISSION

The Governors is an advisory body committed to supporting the ideals, mission, vision, and values of the Festival. The Governors are individuals dedicated to the artistic excellence and long-term fiscal sustainability of the Festival. The Governors enhance Festival programming and activities through oversight, advocacy, and fundraising. The Governors also promote the importance, relevancy, and value of live professional theatre.

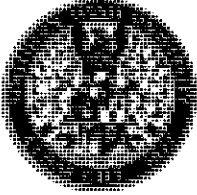
C. ARTICLE III - GOVERNANCE

1. Authority - Governors are created by, and subject to, the authority of the President of Southern Utah University and its Board of Trustees, hereinafter referred to as (Trustees), and the Utah State Board of Regents, hereinafter referred to as (Regents).

2. Purpose - Governors are an advancement, recommending and advocacy group established to give support for Festival financial stability, strategic and long-range planning, fundraising, education, and marketing.

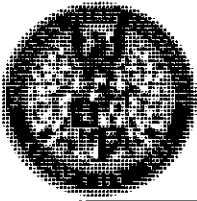
D. ARTICLE IV - MEMBERSHIP

1. Members shall be appointed by the Trustees and shall be comprised of University administrators, and 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 to the Governors Nominations Committee.
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 Trustees. However, not more than twenty-five (25) Governors will be selected for membership.
4. Governors 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 members' terms expire during any given year. Governors may be reappointed for one (1) additional term upon the recommendation of the Nominations Committee, and the Governors. Any vacancy may be filled following the nominations and election process, for the remainder of the unexpired term. After two terms of service a former Governor may be re-nominated to serve on the Governors, but only after two (2) years have passed between the end of their previous tenure and the beginning of the new term.
5. The Festival's Executive Director and Artistic Director shall serve as voting, ex-officio members of the Governors.
6. In addition to the above Governors, one member of the Trustees, the President and/or Vice Presidential designee, and the Dean of the College of Performing and Visual Arts shall serve as non-voting, ex-officio members of the Governors.
7. Upon recommendation of the Governors and approval of the Trustees, an individual may be named as an honorary member of the Governors. Honorary members shall serve as non-voting, ex-officio members and may attend all meetings of the Governors.
8. The Executive Assistant to the Festival's Executive Director 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 arrangements for Governors events, but is not a member of the Governors.



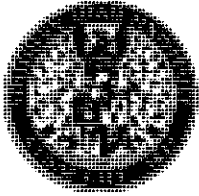
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E. ARTICLE V - DUTIES AND RESPONSIBILITIES

- I. Subject to the authority and policies of the Utah State Board of Regents, the President, and the Trustees, the Governors has the following duties and responsibilities:
- a. Perform any and all duties imposed on them collectively or individually by law, the articles of incorporation, or by these bylaws;
 - b. Meet at such times and places as required by these bylaws;
 - c. Register their mailing and e-mail addresses with the secretary of the Governors, and notices of meetings sent to them at such addresses shall be valid notices thereof;
 - d. Approve annual strategic, operational (including departmental plans from the marketing, development, production, facilities, finance, and education), and financial plans for the Festival, to be forwarded to SUU Administration for review and to the Trustees for final approval;
 - e. Assist Festival staff in corporate, foundation, government, and private fundraising efforts, in coordination with the Festival Development Director and the University Vice President for Advancement;
 - f. Advocate on behalf of the Festival throughout the United States and abroad;
 - g. Establish and annually review policies and procedures for conducting Governors' business.

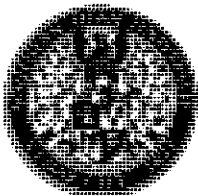
F. ARTICLE VI - ORGANIZATION

1. Officers - The officers of the Governors shall be the Chair, and Vice-Chair.



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2. Election of Officers - Members of the Governors eligible for nomination as Chair and Vice-Chair are limited to non ex-officio members of the Governors. The Chair shall hold office for two years. 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, Chair the Executive Committee, serve ex-officio on all other standing committees 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. The Vice-Chair shall serve as the Chair of the Nominations Committee.
4. Governors' 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 fourteen (14) days in advance. When, because of unforeseen circumstances, it is necessary to hold an emergency meeting to consider matters of an urgent nature, the fourteen (14) day advance notice may be waived. 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. Removal of Governors - 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 Nominations Committee to the Governors may be made to remove any Governors member. A simple



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majority vote of the Governors will be required to recommend removal of any Governor to the Trustees.

7. Voting Rights and Quorum - All members of the Governors shall have equal voting rights, unless specified differently within. Not less than a simple majority of the current voting members of the Governors shall constitute a quorum, of which a simple majority vote shall be sufficient to take action. In addition, a simple majority vote is sufficient to take action in committee meetings.

A Governor member may give written proxy authorization to another Governor to act on their behalf at a specific Governors meeting and the Governors will accept any vote so cast. Any Governor member voting by proxy at any meeting of the Governors shall be deemed present at such meeting for quorum purposes.

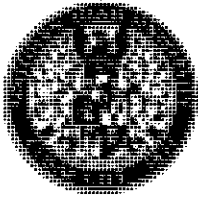
Where timely action is required, a meeting may be convened, with a quorum present, whether corporal or by means of electronic equipment, for the purpose of discussing and acting upon any matter before the Governors.

8. Minutes - Accurate and complete minutes shall be kept of all Governors and committee meetings. A permanent file of the 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. Executive Committee

- i. Composition - The Executive Committee shall be comprised of the Chair of the Governors, the Vice Chair, the Chair of the Finance Committee, the Chair of the Planning Committee, the Chair of the Communications Committee, the Chair of the Education Committee, and the Chair of the Development Committee. The Executive Director, and the Artistic Director, shall be voting ex-officio members of the Executive Committee; and the President and/or Vice Presidential designee, and the



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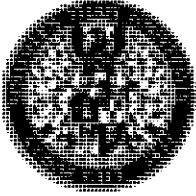
Dean of the College of Performing and Visual Arts shall be non-voting, ex-officio members of the Executive Committee.

- ii. Responsibilities - 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. The Executive Committee is responsible for providing the Executive Director and Artistic Director with advice and council as requested, acting for the Governors to transact such business as may be required between Governors meetings, meeting immediately prior to all Governors meetings and at least two other times per year, and annually reviewing and evaluating the performance of the Executive Director and reporting the findings to the President and/or Vice Presidential designee.

- b. Finance Committee - The Finance Committee shall be comprised of no more than five (5) members of the Governors. The Committee shall review all financial matters and recommend appropriate action to the Governors. The Executive Director shall be a voting ex-officio member and the Festival Finance Director, and the Dean of the College of Performing and Visual Arts shall be non-voting, ex-officio members of the Finance Committee.

- c. Development Committee - The Development Committee shall be comprised of no more than five (5) members of the Governors. The committee shall provide advice and play an active role in matters related to fundraising, community relations, financial stability, and advocacy. The Festival Director of Development shall be a non-voting, ex-officio member of the Development Committee.

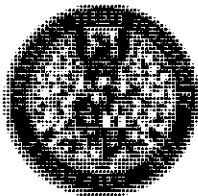
- d. Communications Committee - The Communications Committee shall be comprised of no more than five (5) members of the Governors. The Committee shall provide advice and counsel in matters relating to marketing,



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publications, and media relations. The Festival Communications Director shall be a non-voting, ex-officio member of the Communications Committee.

- e. **Planning Committee** - The Planning Committee shall be comprised of no more than five (5) members of the Governors, The Festival Executive Director, and the Festival Artistic Director shall be voting, ex-officio members, and the President and/or Vice Presidential designee shall be non-voting, ex-officio members of the Planning Committee. The Planning Committee shall be concerned with the review and update of the strategic and long-range plans and their implementation, and evaluation. Financial implications of the plan will be reviewed jointly with the Finance Committee.
- f. **Nominations Committee** - The Nominations Committee shall be comprised of no more than five (5) members of the Governors. The Festival Executive Director shall be a voting ex-officio member, and the University Trustee shall be a non-voting, ex-officio member of the Nominations 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 Governors for recommendation to the Trustees for approval. The Nominations Committee is also responsible for Board enrichment through the orientation and training of new members, continual professional development of the Governors, and administering the annual evaluation process of Governors members.
- g. **Education Committee** - The Education Committee shall be comprised of no more than five (5) members of the Governors. The Education Director and the Dean of the College of Performing and Visual Arts shall be non-voting, ex-officio members of the Education Committee. This Committee shall periodically review and assess the educational programming offered by the Festival, such as touring, outreach, teacher-in-service, summer workshops, conferences, and life-long learning.



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- h. Each standing committee is encouraged to meet, either in person or electronically, at least once between each meeting of the Governors.
 - i. The Chair of the Governors may, from time to time with the approval of the Trustees, appoint additional persons to any standing committee, ad-hoc committee, or special taskforce. The appointed person may or may not be a Governor.
10. Ad-Hoc Committees and Special Taskforces – The Chair may, from time to time, appoint Ad-Hoc Committees and Special Taskforces of the Governors. All Ad-Hoc committees and Special Taskforces are subordinate to the Executive Committee and the Governors, and will be required to report regularly to them. Appropriate staff members of the Festival will provide support for all special committees appointed.

G. ARTICLE VII - MANAGEMENT

The Executive Director of the Festival is responsible to the Governors, and the President and/or Vice Presidential designee for the management and operation of the Festival consistent with the missions of the Festival and the University, applicable laws and regulations, and University and Festival policies. The Festival's Executive Director is responsible for the effective and efficient operation of the Festival in accordance with the current Executive Director job description as approved by the Governors and University.

H. ARTICLE VIII - IMPLEMENTATION

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