

BY-LAWS  
of  
Nashville Shakespeare Festival

ARTICLE I  
NAME AND INCORPORATION

Section 1. Name. The name of this organization shall be Nashville Shakespeare Festival (the "Corporation").

Section 2. Incorporation. Nashville Shakespeare Festival shall be a *Tennessee* corporation incorporated under the laws of that state. The Corporation shall not have members. The Corporation will be a not-for-profit corporation and it is intended that it will qualify as a tax exempt entity under the provisions of Section 501 (c) (3) of the Internal Revenue Code and the laws of the State of *Tennessee*.

ARTICLE II  
PRINCIPAL OFFICE

Section 1. Principal Office. The principal office of the Corporation shall be located in *Nashville, Tennessee* and the Corporation shall have such other offices at such other places within or without the State of *Tennessee* as determined necessary by the Board of Directors from time to time or as the business of the Corporation may require. All books and records of the Corporation will be maintained at its principal office.

ARTICLE III  
PURPOSE

Section 1. Business Purpose. The mission of the Corporation is to educate and entertain the Mid-South community through professional Shakespearean experiences, and to do each and every act necessary and proper to the accomplishment of the purpose of the Corporation.

Section 2. Other Activities. The Corporation may engage in any other lawful activity in furtherance of the above-stated purposes as determined necessary by the Board of Directors from time to time.

Section 3. Prohibited Activities. Notwithstanding any other provision of these By-laws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization described in Sections 170 (c)(2), 2055 (a) and 2522 (a) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall have the responsibility of establishing policy for and providing oversight of the operations of the Corporation. In addition to the powers and authority expressly conferred upon them by these Bylaws, the Board may exercise all the powers of the Corporation and do all lawful acts and things as are required to be exercised or done.

Section 2. Number of Directors. The Board of Directors shall consist of no less than five (5) people. The specific number of directors shall be established by a resolution of the Board of Directors as determined necessary by the Board from time to time.

Section 3. Term. The Directors shall be divided into three classes as equal in number as possible. Initially, one class of Directors shall serve for a period of one year, one class of Directors shall serve for a period of two years and one class of Directors shall serve for a period of three years. Upon adoption of these restated By-laws, then current directors will be divided as evenly as practical into the above described three classes with members of the one-year class eligible for two additional full terms. At each annual meeting of Directors, each Director elected to succeed a Director whose term expires shall be elected for a period of three years. Members shall be eligible for reelection for one additional term of three (3) years. At the end of a second term as a member of the Board of Directors, a person shall not be eligible for reelection for a period of at least one (1) year. Any member elected to fill an unscheduled vacancy shall be elected for the remaining portion of the scheduled term of that vacancy.

The Board at its discretion, and based upon a 2/3 vote of the Board, may create a permanent board member position or positions, that shall serve their terms outside the term limits set forth above. No more than 20% of the total board members shall be permanent board members at any time. The Board may remove any such permanent board member by a 2/3 vote of the Board.

Section 4. Election. Persons nominated for the Board of Directors shall be elected by a majority vote of the then current members of the Board of Directors. Nominations of Board Candidates may occur at any time and shall be voted upon and elected by a majority of members at any board meeting where there is a quorum.

Section 5. Ex Officio Members. The Executive Artistic Director of the Corporation shall be a non-voting Ex Officio member of the Board. Ex Officio members may be requested to absent themselves during executive session at the request of the Chair or any two members of the directors then in attendance.

Section 6. Resignation of a Director. A Director may resign by tendering notice in writing, to the Chair or the Executive Artistic Director.

Section 6.1 Vacancies. In the event a Board position should become vacant before the normal expiration date for that position, the Board may appoint by a majority vote an individual to serve in the position for the duration of the term or for a new term.

Section 7. Removal of a Director. A Board position may be declared vacant if a Board member fails to attend three consecutive meetings without advance notice of good cause acceptable to the Board. The member will be notified by the Chair of the Board pending removal following his or her second consecutive absence. In addition, a Board member may be removed for cause by a 2/3 vote of the entire Board.

Section 8. Quorum. A quorum to transact business at any special or voting regular meeting of the Board of Directors shall be the presence of 40% of the members then in office. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of

Directors, except as may be otherwise specifically provided by statute, by the Charter of the Corporation, or by these By-laws.

Section 9. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting by consent in writing, setting forth the action so taken. If all directors consent to taking such action without a meeting, the affirmative vote of a majority of the Directors then in office, evidenced by their signatures on such written consent, shall have the same force and effect as a majority vote at a meeting of the Board of Directors. Written consent includes communication by e-mail.

Section 10. Regular Meetings. The Board shall meet a minimum of four times per year at a time and place designated in advance by the Board. Notice of the time and place for such meetings shall be given in accordance with § 12 below. Meetings, Regular or special, of the Board of Directors may be held by electronic means as long as a quorum is participating simultaneously.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by any director on three days advance notice to each director, either in person, by phone, by facsimile, by telegram, by email, or by other means which will insure that each director gets 72 hours advance notice of the special meeting.

Section 12. Notice of Meetings. Notice of the time and place of regular and special meetings shall be given to each Director at the place so indicated for such notice according to the records of the Corporation prior to such meeting. If mailed, such notice shall be deposited in the U. S. Mail not less than fourteen (14) days before the date of the meeting. If delivered in person or electronically, such notice shall be delivered not less than seven (7) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited, so addressed and with postage prepaid, in the United States mail. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends for the sole, express purpose of objecting to the transaction of business thereat, on the ground that the meeting is not lawfully called or convened, and so states in writing prior to the conduct of any business at the meeting.

Section 13. Compensation. The Board of Directors shall have the power to authorize the reimbursement of directors for expenses related to their services to the corporation, including a travel allowance.

Section 14. Records. The Board of Directors shall keep a record of all their proceedings and these records and the principal books of the Corporation shall be kept at the principal office of the Corporation, or such other place or places as determined necessary by the Board of Directors from time to time. All of these books and records shall be subject to the inspection of any Director at any reasonable time of the day.

## ARTICLE V COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, who shall be the chair-elect, the Secretary and the Treasurer and immediately preceding board chair if available. The Chair shall serve as the Chair of the Executive committee. The Executive Committee shall meet at the discretion of the Chair. The Executive Committee shall have all of the powers of the Board to act in matters when it is not practicable to await full board action. The Executive

Committee may not amend these By-Laws and the Executive Committee may not increase the annual budget of the corporation. A 40% attendance of the members of the Committee shall constitute a quorum for the purpose of transacting business. Meetings of this or any other committee of the Board of Directors may be held by electronic means as long as a quorum is participating simultaneously. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting by consent in writing, setting forth the action so taken. If all committee members consent to taking such action without a meeting, the affirmative vote of a majority of the Committee, evidenced by their signatures on such written consent shall have the same force and effect as a majority vote at a meeting of the Committee. Any action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.

Section 2. Other Committees. The Board of Directors may create such other committees as deemed necessary from time to time. Each such committee shall consist of such persons, whether directors or others, as may be approved by the Board of Directors, and each committee shall perform such functions as may be lawfully assigned to it by the Board of Directors.

## ARTICLE VI OFFICERS

Section 1. Board Officers. The officers of the Board of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer and may include such other officers as deemed necessary by the Board of Directors from time to time. The officers shall be elected by the total Board at its last meeting of each fiscal year for a term of one year. Officers shall be members of the Board of Directors. The officers of the Corporation shall exercise such powers and perform such duties as are specified in these Bylaws or as deemed necessary by the Board of Directors from time to time.

Section 2. Term of Office. Each officer shall serve for a one-year term.

Section 3. Removal. Any officer may be removed from office with or without cause by 2/3 of the then serving members of the Board of Directors.

Section 4. Vacancies and Absences. If a Board office shall become vacant, the Board may by majority vote choose a successor who shall hold office for the remainder of the term of the departing member. In the case of absence of any officers of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate for a period of time set by the Board the powers or duties of any of the officers or any other officer or to any director.

Section 5. Powers and Duties of Board Officers

(a) Chair. The Chair of the Board shall preside at all meetings of the Board and shall have general supervision over the management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

(b) Vice Chair. In the absence of the Chair, the Vice Chair of the Board shall preside at all meetings of the Board and shall have general supervision over the management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

(c) Secretary. The Secretary shall attend all meetings of the Board of Directors and Executive Committee keep or cause to record all votes, attendance at the meetings and

the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall keep or cause to be kept a record of all members of the Board of Directors and the address to be used for each member for purposes of giving notice of meetings. The Secretary shall have charge of and keep all books, accounts, documents, and papers which properly belong to the office. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors.

(d) Treasurer. The Treasurer shall keep or cause to be kept full and accurate account of financial transactions in books belonging to the Corporation. The Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE VII EXECUTIVE ARTISTIC DIRECTOR

Section 1. Executive Artistic Director. The Board of Directors by a 2/3 vote of the entire board may engage an Executive Artistic Director to manage the administrative affairs of the Corporation. The Executive Artistic Director shall be responsible to the Board of Directors and shall be governed by the duties and authority granted by the Board. The Board of Directors may authorize the Executive Artistic Director to employ and supervise other personnel by a majority vote as it deems necessary from time to time. The Executive Artistic Director shall be the custodian of the books of account and shall make the same available at all times to the Treasurer, Chair, and other members of the Board of Directors. The Executive Artistic Director may be removed by 2/3 vote of the entire board.

## ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification of Directors and Officers. The Corporation shall indemnify each present and future director and officer of the Corporation, and his or her heirs, executors and administrators, to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted, provided however, that no such person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

## ARTICLE IX CORPORATE ACTIONS

Section 1. Contracts. The Chair, the Vice Chair, and the Executive Artistic Director shall each have the power to sign contracts, but the Board may authorize any other officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and that authority may be general or confined to specific instances.

Section 2. Loans. No loans or lines of credit shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Voting Securities Held by the Corporation. Unless otherwise required by the Board of Directors, the Executive Artistic Director shall have full power and authority on behalf of the Corporation to attend any meeting of security holders, or to take action on written consent as a security holder of other corporations in which the Corporation may hold securities consistent with board policy then in effect. In connection therewith, the Executive Artistic Director shall possess and

may exercise any and all rights and powers incident to the ownership of such securities which the Corporation possesses. The Board of Directors may, from time to time, limit or confer like power upon any other person or persons and may revoke any such powers as granted at its pleasure.

Section 4. Annual Audit. At the direction and under the control of the Board of Directors, an annual audit of all funds, securities and accounts will be made by a certified public accounting firm appointed by a majority vote of the Board of Directors as it deems necessary from time to time.

Section 5. Signatures. All checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation and in the manner determined by resolution of the board.

Section 6. Deposit of Funds. All the funds of the Corporation shall be deposited in the name of the Corporation in the banks, trust companies or other depositories the Board selects or as may be selected by an officer or officers, agent or agents of the Corporation to on, whom that power may be delegated by the Board. For the purpose of making deposits, checks, drafts and other orders of the corporation may be endorsed, assigned and delivered by the Chair or the Treasurer or by any agent or employee of the Corporation to whom the Chair or the Treasurer, in writing, or the Board, by resolution, has delegated that power.

## ARTICLE X

### IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations On Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution Of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XI  
CONFLICT OF INTEREST

Section 1. Members of the Board of Directors, regular or Ex Officio, shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the corporation while serving in such capacity.

Section 2. Directors shall not conduct private business in a manner that places them at a special advantage because of their association with the corporation or any of its affiliate organizations and groups.

Section 3. Any duality of interest or possible conflict of interest on the part of any Director should be disclosed by the affected director or any other director to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Section 4. Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

ARTICLE XII  
FISCAL YEAR

Section 1. Fiscal Year and Leadership Year. The fiscal year and leadership year of the Corporation shall be determined by the Board of Directors.

ARTICLE XIII  
DEPOSITORIES

Section 1. Depositories. The Board of Directors shall have the power to select depositories for the funds of the Corporation and power to direct the method and manner of signing checks, notes, and other instruments binding on the Corporation.

ARTICLE XIV  
SUPPORT ORGANIZATION

Section 1. The board may establish an auxiliary or support organization, whose operation and membership shall be determined by resolution of the Board.

ARTICLE XV  
AMENDMENTS

Section 1. Amendments to Bylaws. Except as otherwise required by law, these By-laws may be amended by a majority vote at any meeting of the Board of Directors, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

Adopted by Board of Directors, 11/18/15

Amended by Board of Directors, [dates if any]