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# BYLAWS OF ISLAND SHAKESPEARE FESTIVAL

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*Revisions Adopted November 8, 2024*

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## **Article 1. STATEMENT OF PURPOSE**

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Island Shakespeare Festival was incorporated as a Washington State 501(c)(3) entity on July 23, 2013. The purpose of the corporation is to produce professional performances of Shakespeare plays and other works of a classical nature, develop and/or produce other classically themed works, and to secure funding necessary for the development and production of said works.

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## **ARTICLE 2. OFFICES**

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The Corporation's principal office shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

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## **ARTICLE 3. MEMBERSHIP**

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The Corporation shall have no members.

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## **ARTICLE 4. BOARD OF DIRECTORS**

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### **4.1 General Powers of ISF Bylaws**

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Subject to the provisions and limitations of the Washington Non-Profit Corporation Act, chapter 24.03 of the revised code of Washington, and any other applicable laws, the corporation's activities and affairs shall be managed by or under the direction of the Board. The Board shall have the power to:

Appoint and remove all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, the Articles, and these bylaws; fix their compensation and require from them security for faithful performance of their duties.

Change the principal office or the principal business office in Washington from one location to another and designate any place to hold meetings.

Buy and sell, mortgage, pledge, own, and engage in transactions involving real estate and personal property.

Borrow money and incur indebtedness on behalf of the corporation. The organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax.

## 4.2 Number

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The Board shall consist of not less than five (5) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

## 4.3 Qualifications

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Directors shall have such other qualifications as the Board may prescribe by resolution or amendment to these bylaws.

### 4.3.1 Attendance

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Board members shall attend a minimum of 75% of all regular monthly meetings and be an informed, active participant in all matters that come before the Board, sharing expertise and guidance whenever possible.

## 4.4 Election of Directors

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### 4.4.1 Initial Directors

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The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

### 4.4.2 Successor Directors

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Successor Directors shall be elected by a two-thirds (2/3) majority of the Board at a formal meeting of the Board. Directors shall serve for three years from date of appointment with an option to renew for up to two additional terms.

## 4.5 Term of Office

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Unless a Director dies, resigns, or is removed, they shall hold office for a term of three (3) years or until their successor is elected, whichever is later.

## 4.6 Annual Meeting

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The annual meeting of the Board shall be held on the third Tuesday of January each year for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## 4.7 Regular Meetings

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By resolution, the Board may specify the date and time for the holding of regular meetings without other notice than such resolution.

## 4.8 Special Meetings

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Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written/mailed request of the President or any two Directors, or, in the case of a committee meeting, by the chairperson of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than three (3) days before the meeting. Notices in writing/email may be delivered or mailed/mailed to the Director at their address shown on the records of the Corporation. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting.

#### **4.9 Place of Meetings**

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Meeting locations will be announced as soon as known and always no later than seventy-two (72) hours prior to a scheduled meeting.

#### **4.10 Meeting Participation**

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Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee via telephone, digital conference services or communications technologies and services commonly used as remote presence meeting tools by the organization. Participation via such media shall constitute presence in person at a meeting.

#### **4.11 Waiver of Notice**

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##### **4.11.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

##### **4.11.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **4.12 Quorum**

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A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### **4.13 Manner of Acting**

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The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these bylaws, the Articles of Incorporation, or applicable Washington law.

#### **4.14 Presumption of Assent**

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A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.15 Action by Board Without a Meeting**

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Any action that could be taken at a meeting of the Board may be taken without a meeting if a written/mailed consent setting forth the action so taken is signed by each of the Directors. Such written and/or emailed consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### **4.16 Resignation**

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Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.17 Removal**

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At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by Directors then in office.

#### **4.18 Vacancies**

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A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of their predecessor in office.

#### **4.19 Board Committees**

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##### **4.19.1 Standing or Temporary Committees**

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The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least one Director. Such committees shall have and exercise the authority of the Directors in the consideration of matters related to the purpose of the committee, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (1) amend, alter, or repeal these bylaws; (b) elect, appoint, or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed

by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **4.19.2 Quorum; Manner of Acting**

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A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **4.19.3 Resignation**

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Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.19.4 Removal of Committee Member**

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The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **4.20 Compensation**

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The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation. Expenses in excess of \$300 must be approved by the Board in advance.

### **4.21 Emeritus members of the Board of Directors**

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A currently serving elected Board of Directors may appoint at any time any former board member who has no less than three years of elected Board of Directors service to a position of Board Member Emeritus. An Emeritus Member of the Board may serve as a volunteer consultant to the board or staff, as a representative for the purposes of fundraising, as an ambassador of ISF in the greater community, or in any other capacity or role as determined by the sitting board. An Emeritus Board Member may not serve as an authorized representative of the Board or Organization in any formal legal or fiduciary capacity. There may be any number of appointed Emeritus Board members serving at any given time.

Emeritus Board members serve at the pleasure and discretion of the Board, and the title and position of Emeritus Board Member may be rescinded at any time by the currently sitting Board of Directors. The Board may invite Emeritus Board members to attend meetings of the full Board, at which they do not have voting privileges, or other gatherings. Emeritus Board members may hold confidential or proprietary information if necessary.

## **ARTICLE 5. OFFICERS**

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### **5.1 Number and Qualifications**

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The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers to hold office for such period have such authority and perform such duties as are provided in these bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

## 5.2 Elections and Terms of Office

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The officers of the corporation shall be elected each year for a one-year term by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, they shall hold office until the next annual meeting of the Board or until their successor is elected. Officers shall be limited to serving two successive terms, but may be reelected to office after one year.

## 5.3 Resignation

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Any officer may resign at any time by delivering written notice to the President, Vice President, Secretary or the Board, or by giving oral or written notice at any meeting of the board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## 5.4 Removal

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Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, of any, of the person so removed.

## 5.5 Vacancies

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A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## 5.6 President

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The President, in addition to being a Director, shall serve as the primary liaison between the Executive Artistic Director, collaborating to effectively supervise, and direct the corporation's activities, affairs, and officers. The President shall preside at all Board meetings and shall be an authorized signatory on all banking accounts of the organization. The President and the Secretary shall be authorized to sign deeds, mortgages, bonds, contracts, or other instruments.

## 5.7 Vice President

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If the President is absent or disabled, the Vice President shall perform all the duties of the President. When so acting, a Vice President shall have all the powers of and be subject to all restrictions of the President.

## 5.8 Secretary

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The Secretary shall: (a) keep the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the physical mailing address and email address of each Director and each officer; (e) sign with the President, or other officer or employee authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all

duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board.

### **5.9 Treasurer**

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The Treasurer shall: (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any member of the Board at all reasonable times; (b) prepare or cause to be prepared a statement of income and expenditures for the preceding year for the annual meeting; (c) deposit or cause to be deposited all money and valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (d) disburse or cause to be disbursed the Corporation's funds as the Board may order; (e) render or cause to be rendered an account of all transactions and the financial condition of the corporation as requested by the President and Board; and (f) shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

## **ARTICLE 6. ADMINISTRATIVE PROVISIONS**

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### **6.1 Books and Records**

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The Corporation shall keep at its principal or registered office its current Articles of Incorporation and bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

### **6.2 Accounting Year**

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The accounting year of the Corporation shall be the twelve (12) months ending December 31<sup>st</sup>.

### **6.3 Rules of Procedure**

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The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, as far as applicable and when not consistent with these bylaws, the Articles of Incorporation, or any resolution of the Board.

### **6.4 Loans Prohibited**

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No loans shall be made by the Corporation to any officer or to any Director.

## **ARTICLE 7. AMENDMENTS**

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The Board of Directors or an appointed committee will review these bylaws annually. A set of proposed changes will be submitted to the full Board at its next regularly-scheduled meeting. Proposed changes will be voted upon at the next regular meeting of the board that takes place after the proposed changes have been presented and discussed.

The original bylaws were adopted by the Board of Directors on September 8, 2013.

These bylaws were reviewed and amendments approved by the Board of Directors on November 8, 2024.

Signed:

Melanie Curtright, Board of Directors Secretary

Date: \_\_\_\_\_