

**Bylaws of the
Umbrella Theater Company**

Adopted by the Board of Trustees
on December 1, 2018

Board of Trustees

1. The affairs of the Corporation is managed by a Board of Trustees consisting of at least three Trustees elected by the Board and serving until the end of the calendar year or until a successor is elected.
2. The Board elects one of its members to serve as its Chair, responsible for calling and presiding over meetings, and another of its members to be Vice Chair, to act when the Chair is not available.
3. Unless the Board sets an alternate date, the annual meeting of the Board will be the first Saturday of December. The Directors for the next calendar year will be elected at the annual meeting and will begin their service on January 1st following their election.
4. A special meeting of the Board will occur within 15 days of the request of any Trustee.
5. Action can be taken without meeting in accordance with Section 16-6a-813(2) of the Utah Revised Nonprofit Corporation Act.
6. Trustees shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action, to the extent permitted by Section 16-6a-823 of the Utah Revised Nonprofit Corporation Act.

Officers

7. The officers of the Corporation are its Artistic Director, Managing Director, and Technical Director, appointed by the Board to serve until a successor is appointed by the Board.
8. The Artistic Director is responsible for artistic direction of the corporation and oversees the decisions of the Board in that area, and in particular proposes the plays to be produced and their budget and hires and supervises their artistic staff.
9. The Technical Director is responsible for providing an evaluation of the technical requirements for a production and different options and budgets, and hires and supervises the necessary designers and other technical people.
10. The Managing Director:
 - Acts as corporate secretary for the preparation and maintenance of the minutes of the Board meetings and all other records required to be kept and documents to be filed by the Corporation.
 - Acts as corporate treasurer for maintaining all accounts, collecting all funds owed the Corporation, and dispensing fund to pay any indebtedness of the Corporation.