

Bylaws of Story Crossroads

Article I.

Name of the Organization

The name of the nonprofit corporation is Story Crossroads. When referring to the storytelling festival, the name is the Story Crossroads Festival.

Article II.

Corporate Purposes

Section 1. Nonprofit Purposes

Notwithstanding any term or statement herein to the contrary, the purposes of this corporation are limited to the exempt purposes of charitable and educational acts relating to the art of story and all its forms, presentational and developmental, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the corporation is to also engage in any lawful act or activity for which nonprofit corporations may be organized under the Utah Revised Business Corporation Act and any amendments thereto.

Section 2. Specific Purposes

Story Crossroads gathers and unifies people and organizations across generations and cultures to celebrate the art of story.

The specific objectives and purposes of this organization shall be:

- A. To provide instruction in the art of story creation and storytelling to all ages;
- B. To create opportunities for community members – youth to seniors – as well as professional story artists to perform for the public such as, though not limited to, festivals, house concerts, audio, video, film and other performing ventures;
- C. To broaden knowledge with, for, by and inclusive of different cultures on the art of story with the general public;
- D. To sponsor, host, and/or participate in events and activities that promote the art of story development and storytelling.

Article III.

Membership

The membership of the corporation shall consist of the members of the Executive Board of Directors and the General Board.

Article IV.

Executive Board of Directors and General Board

Section 1. General Powers

- A. The Executive Board of Directors shall have complete care, custody, and control of the Corporation's properties and assets, and shall exercise all of the Corporate powers subject to the provisions of the laws of the United States, the laws of the State of Utah, the Articles of Incorporation, and the Bylaws.
- B. The Executive Board of Directors shall have the power to decide finally and to effectuate and perform decisions regarding contributions, payments, distributions, and obligations of this Corporation subject to laws, the Articles of Incorporation, and the Bylaws.
- C. The Executive Board of Directors shall have the power to employ, pay wages or salaries, or other compensation for services actually rendered to the Corporation. Such compensation shall not be in excess of a reasonable allowance for such services rendered.
- D. The Executive Board of Directors shall have the power to appoint such officers and agents as the Board may deem necessary for transaction of the business of the Corporation. For any reason deemed sufficient by the Board of Directors, the Board may delegate any and all of the powers and duties of any officer to any other officer or Director.
- E. The Executive Board of Directors shall have the power by joint appointment to fill any vacancy in any office occurring for any reason whatsoever.
- F. The Executive Board of Directors shall have the power to appoint by resolution or other action standing and special committees composed of members of the Corporation, who to the extent provided in the resolution or other action, shall exercise a designated position of the Board of Director's authority. All standing and special committees shall be subordinate to the Board of Directors and shall continue to exist only until their authority is terminated by the Board of Directors.

- G. Notwithstanding any term or statement herein to the contrary, it is strictly understood that the Executive Board of Trustee's powers, prerogatives, duties, and responsibilities shall be vested and exercised by the Executive Board of Directors strictly in a fiduciary capacity to carry out, perform and accomplish the pursuits, objectives, and purposes of this Corporation and their powers are expressly limited so as to do nothing nor accomplish any act which is either unlawful, or would be in contradiction or derogation of the pursuits, objectives or purposes of the Corporation.

Section 2. Number, Tenure, and Qualifications of Executive Board of Directors

- A. There must be at least three Executive Committee Members at any one time to be considered an active Executive Committee and Corporation. The number of Directors constituting the Executive Board of Directors shall consist of no less than three (3) and are required to be at least the Executive Director, Story Training & Telling Director, and the Community and Arts Relations Director. There can be no more than six (6) Executive Board of Directors of which the remaining positions can be, though not limited to: Executive Secretary, Finance Member of the Executive Committee, and the Legal Member of the Executive Committee.
- B. The members of the Executive Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Executive Board of Directors must be approved by a majority vote of the Executive Board of Directors and General Board present and voting.
- C. No two members of the Executive Board of Directors related by blood or marriage within the second degree of consanguinity or affinity may serve on the Executive Board of Directors at the same time. It is allowed for one member to be on the Executive Board of Directors while another member to be on the General Board and be related by blood or marriage within the second degree of consanguinity or affinity.
- D. Each member of the Executive Board of Directors shall hold office for up to a three-year term. Upon the end of the three-year term, the Executive Board of Directors and the General Board must, by majority vote, determine the continuation of serving another three-year term if desired by that member. This process is repeated for as long as the member is willing to serve and that the majority vote passes by the Executive Board of Directors and the General Board. It is however encouraged that no member of the Executive Board serve more than two terms without a break of at

least one term unless there is no person willing to accept the nomination for the position which said member has served.

Section 3. Number, Tenure, and Qualifications of General Board

- A. The Executive Director shall appoint all other committees and General Board members with unanimous approval of the Executive Board of Directors.
- B. There may one (1) and shall be no more than twenty (20) General Board Members at any one time. The General Board Members may form Committees that do not affect the range of number of General Board Members. There can be no more than twenty (20) General Board Members of which these positions can be, though not limited to: Story Training & Telling Committee Member(s); Field Trip and Group Coordinator; Emcee Coordinator; Translation and Academics Coordinator; Hospitality Coordinator; Program, Vendor and Marketplace Coordinator; Cultural Connections Coordinator(s); Marketing and Media Coordinator; Schools Coordinator; Senior Center Coordinator; Business Connections Coordinator; Volunteer Coordinator(s); Recording and Preservation Coordinator; Fundraising and Grants Coordinator(s); and Special Projects Coordinator.
- C. Each of these General Board Members shall serve for a term of one (1) or more years, and until their successor takes office, that begins at the adjournment of the annual meeting of their taking the office as Chair for their respective committees.

Section 4. Regular and Annual Meetings

An annual meeting of the Executive Board of Directors and the General Board shall be held at a time and a day in the month of November of each calendar year through a conference call available through computer or telephone or by meeting at a location designated by the Executive Board of Directors. The Executive Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date. Any rescheduling of meetings of the Board shall be sent to all members of the Board of Directors no less than one (1) day prior to the meeting date.

Section 5. Special Meetings

Special meetings of the Executive Board of Directors or of the General Board may be called by or at the request of the Executive Director or any two members of the Executive Board of Directors or General Board. The person or persons authorized to call special meetings of the Executive Board of Directors or General Board may fix any location, including through computer or telephone, as the place for holding any special meeting of the Board called by them.

Section 6. Notice

Notice of any special meeting of the Executive Board of Directors or of the General Board shall be given at least two (2) days in advance of the meeting by telephone or electronic methods or by written notice. Any Executive Board of Directors may waive notice of any meeting. The attendance of an Executive Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Board of 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Executive Board of Directors or General Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum

The presence, in person of a majority of current members of the Executive Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Executive Board of Directors present at a meeting at which a quorum is present shall be the act of the Executive Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Forfeiture

Any member of the Executive Board of Directors or General Board who fails to fulfill any of his or her requirements as set forth in this Article by November 1st shall automatically forfeit his or her seat on the Board. The Executive Board of Directors not affected shall notify the member in writing that his or her seat has been declared vacant, and the Executive Board of Directors or the remaining Executive Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Executive Board of Directors or General Board who are removed for failure to meet any or all of the requirements in this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in this Article in these Bylaws.

Section 9. Vacancies

Whenever any vacancy occurs in the Executive Board of Directors or the General Board, it shall be filled without undue delay by a majority vote of the remaining members of the Executive Board of Directors and the General Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Executive Board of Directors. Should there be a vacancy on the part of a Committee Chair/Coordinator with the General Board, that vacancy shall be filled by a Committee Member of that same Committee.

Section 10. Compensation

- A. Members of the Executive Board of Directors and the General Board shall not receive any compensation for their services as part of the Executive Board of Directors or as part of the General Board unless otherwise provided in these Bylaws. The Executive

Board of Directors may authorize and fix the compensation of Directors by unanimous vote and written agreement.

- B. The Executive Board of Directors and General Board may hire an Executive Director who shall serve at the will of the Board. Upon such decision being made, the Executive Director shall no longer be considered part of the Executive Board. In place of the Executive Director position shall be President as one of the three required positions for the Executive Board of Directors.
- C. Members of the Executive Board of Directors and the General Board who are professional story artists may be contracted to perform no more than three sessions during the Story Crossroads Festival or any other event hosted by Story Crossroads. The fee paid for the professional storytelling shall be reasonable and not excessive. The rate shall reflect the general pay for any of the other professional story artists.
- D. The Executive Director shall never be a professional story artist in connection with the Story Crossroads Festival. The President shall never be a professional story artist in connection with the Story Crossroads Festival. The Secretary and Treasurer shall never be a professional story artist in connection with the Story Crossroads Festival when these positions are also held by the Executive Director. Of the total number of professional story artists that perform at the Story Crossroads Festival, the majority of the professional story artists shall not be from the Executive Board of Directors and General Board.

Section 11. Informal Action by Directors

Any action required by law to be taken at a meeting of the Executive Board of Directors or General Board, or any action which may be taken at a meeting of the Executive Board of Directors of General Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all the Executive Board of Directors and General Board following notice of the intended action to all members of the Executive Board of Directors and General Board.

Section 12. Confidentiality

- A. The Executive Board of Directors and General Board shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. The Executive Board of Directors and General Board shall use discretion and good business

judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, the Executive Board of Directors and General Board may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

- B. Each Executive Board of Director and General Board Member shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Executive Board of Directors or General Board.

Section 13. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Executive Board of Directors and the General Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings on the Board. Advisory Council members may attend said meetings at the invitation of a member of the Executive Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 14. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Executive Board of Directors by reference to Robert's Rules of Order.

Section 15. Removal

- A. Grounds of removal shall be violation of the laws of the United States; laws of the State of Utah; the Articles of Incorporation, the Bylaws, or for neglect of one's duties as member of this Corporation.
- B. Any member of the Executive Board of the Directors, General Board, or members of the Advisory Council may be removed with or without cause, at any time, by majority of the Executive Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Executive Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Executive Board of Directors, General Board, or of the Advisory Council shall automatically be removed from office.

- C. Members of the Executive Board of Directors who are removed for failure to meet the minimum requirements in this Article of these Bylaws automatically forfeit their positions on the Board pursuant to Section 8 of this Article, and are not entitled to the removal procedure outlined in Section 15 of this Article.

**Article V.
Committees**

Section 1. Committee Formation

The Executive Board of Directors may create committees as needed, such as though not limited to: Story Training and Telling Committee; Field Trip and Group Committee; Emcee Committee; Translation and Academics Committee; Hospitality Committee; Program, Vendor and Marketplace Committee; Cultural Connections Committee; Marketing and Media Committee; Schools Committee; Senior Center Committee; Business Connections Committee; Volunteer Committee; Recording and Preservation Committee; Fundraising and Grants Committee; and Special Projects Committee.

Section 2. Executive Committee

The officers serve as the members of the Executive Committee. The officers are explained in more detail in Article VII. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Executive Board of Directors in the intervals between meetings of the Executive Board of Directors, and is subject to the direction and control of the Executive Board of Directors and General Board.

Section 3. Committee Chairs/Coordinators

- A. The affairs of each Committee shall be managed by the Committees Chairs/Coordinators.
 - 1. Each Committee Chair is appointed by the Executive Board of Directors at a Board of Directors meeting and/or through electronic mail from the Executive Board of Directors.
 - 2. Each Committee Chair shall serve as Committee Chair for a term of one (1) or more years, or until their successor takes office.
 - 3. All other Committee Members shall be appointed by the Committee Chair of their respective Committee.
 - 4. Each Committee Member shall serve as Committee Member for a term of (1) one or more years, or until their successor is appointed.

Section 4. Duties of Committee Officers

- A. **Committee Chair/Coordinator:** The Committee Chair/Coordinator shall be a member of the Board of Directors of this Corporation as provided in Section 3 of Article IV. The Committee Chair shall preside over all meetings of the Committee. The Committee Chair shall have active management of the business of the Committee and perform the following duties:
 - 1. Delegate specific activities to the Committee.
 - 2. Attend all Story Crossroads Board Meetings or assign a representative.
 - 3. Conduct scheduled Committee Meetings.
 - 4. Insure that detailed minutes of Committee Meetings are kept to be included in the records of the Corporation.

- B. **Committee Members:** The Committee Members shall have the same powers as vested in the Committee Chair to vote as members of the Corporation. The Committee Members shall not exercise the powers of the Committee Chair unless acting under the delegation, authority, or direction of the Committee Chair, or in the absence, or incapacity of the Committee Chair. Committee Members may attend Story Crossroads Board Meetings.

Section 5. Appointment of Committee Members

- A. Any member of the community who has reached the age of 18 may request or be requested to have their name considered by the Committee Chair to be a Committee Member.

- B. The names of Committee Members shall be submitted to the Committee Chair. Upon approval of the Committee Chair, these names shall be submitted for a vote at the next regular meeting of the General Board. Upon a majority vote of the members present, the Committee Chair will keep all Committee Members, Executive Board of Directors, and General Board informed of who is on the Committee.

Article VI.

Committee Specific Duties

As certain Committees are formed, the following Sections address what would be expected of those Committees. Any Committee duties not listed here can be amended to the Bylaws and by a majority vote by the Executive Board of Directors and the General Board. The Committee duties found below reflect the following: Story Training and Telling Committee; Field Trip and Group Committee; Emcee Committee; Translation and Academics Committee; Hospitality Committee; Program, Vendor and Marketplace Committee; Cultural Connections Committee; Marketing and Media Committee; Schools Committee; Senior Center Committee; Business Connections

Committee; Volunteer Committee; Recording and Preservation Committee; Fundraising and Grants Committee; and Special Projects Committee.

Section 1. Story Training and Telling Committee Duties

The general Story Training and Telling Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Agree on the basic storytelling modules that all master story facilitators will teach so that we allow individuality while also providing structure and standards for Story Crossroads programs.
- C. Seek out and invite people—whether with storytelling background or not—to either attend a 16-hour training or submit a 10-hour lesson plan with activities addressing the agreed basic storytelling modules.
- D. Review all submitted 10-hour lesson plans. At least three (3) Committee Members must agree on whom would be deemed qualified. If there is a lack of three (3) Committee Members, then a member of the Executive Board of Directors or General Board can assist in that number with agreement from the Story Training and Telling Chair.
- E. Keep records on all who are qualified master story facilitators while also mentoring any who did not pass as master story facilitators so that perhaps they could be deemed qualified in the future.

Section 2. Field Trip and Group Committee Duties

The general Field Trip and Group Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Keep records on any contact with potential directors and decision-makers in regards to field trips or groups attending the Story Crossroads Festival. Follow-up with contacts.
- C. Confirm and assign schools to certain session(s) as part of the Story Crossroads Festival.
- D. Confirm and assign senior centers to shuttle to the Story Crossroads Festival.

Section 3. Emcee Committee Duties

The general Emcee Committee duties are the following:

- A. Recruit people to help with the committee duties.

- B. Keep records on any potential emcees. Discuss the expectations of emceeing through means of telephone, email, or in-person. Follow-up on decision.
- C. Maintain and review an emcee application. Determine if the emcees are animated and engaging enough for the Story Crossroad Festival.
- D. Provide microphone etiquette for the emcees as well as an opportunity to become familiar with the venue(s).

Section 4. Translation and Academics Committee Duties

The general Translation and Academics Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Make arrangements for translation services for ASL, Spanish, and Audio Descriptions for the Blind. As Story Crossroads grows, determine what other languages would be beneficial for the community. Work along with the Cultural Connections Committee for these ideas.
- C. Reserve any translation listening sets and equipment and be responsible for these items during the Story Crossroads Festival.
- D. Organize the Academic Series that is also filmed. Determine qualified people and professors to give insights on the art of story and languages or other topics of academic interest.

Section 5. Hospitality Committee Duties

The general Hospitality duties are the following:

- A. Recruit people to help with the committee duties.
- B. Create, review, and maintain two different online forms to be completed by potential hosts of story artists and the other by out-of-state story artists.
- C. Determine the appropriate host(s) for the story artist(s) during the Story Crossroads Festival and the days before and after it, if applicable. Contact all people involved and keep communication clear with everyone on the arrangements.
- D. Ask for items and services from businesses and individuals to put together hospitality welcome gift bags for the story artists, especially for the out-of-state story artists.

Section 6. Program, Vendor, and Marketplace Committee Duties

The general Program, Vendor, and Marketplace Committee duties are the following:

- A. Recruit people to help with the committee duties.

- B. Oversee the form on placing ads in the program as well as having a booth as a vendor at the Story Crossroads Festival. Map out where the ads go in the program. Figure out the best placings of the vendors at the Story Crossroads Festival.
- C. Lay out and organize the program with all the details including the ads.
- D. Manage the marketplace at the Story Crossroads Festival. Create an order form so people can see all the items for sale and their prices on one page. Inventory the items and determine the payments to go to the story artists or other companies who sold items through the Story Crossroads Marketplace.

Section 7. Cultural Connections Committee Duties

The general Cultural Connections Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Research and provide demographic and statistical information about the Salt Lake County’s ethnic population as well as any other unified groups. Examples could be, though not limited to: refugees, at-risk youth, etc.
- C. Arrange one-on-one or small group meetings with organizations that represent different ethnicities or unified groups. Share the vision of Story Crossroads and determine the best way to creative opportunities to hear the stories of these people. Then write a short report on the results.
- D. Attend a few cultural festivals and events per year so as to show our support for what they do. When possible and feasible, Story Crossroads could have a booth or some kind of visibility.
- E. Create a cultural group database complete with basic contact information, projects of most interest to these groups, and any other comments to assist Story Crossroads in strengthening the relationships with these groups.

Section 8. Marketing and Media Committee Duties

The general Marketing and Media Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Review the research collected by the Cultural Connections Committee as to the demographic and statistical information about the Salt Lake County’s population. Then the Marketing and Media Committee develops a database to track marketing and media contacts and conversations.
- C. Develop images and advertising literature templates needed though not limited to: recruiting people during the Story Crossroads residencies/workshops; recruiting

potential master story facilitators; and inviting the general public to the Story Crossroads Festival.

- D. Promote Story Crossroads at other festivals and events through a booth or other kinds of visibility measures. Determine what would motivate these attendees to connect Story Crossroads.
- E. Distribute advertising literature to the appropriate places dependent on the target audience for Story Crossroads.
- F. Write and submit press releases and media coverage requests to increase the presence of Story Crossroads through television, radio, newspapers, blogs, etc.

Section 9. Schools Committee Duties

The general Schools Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Develop unified forms to be completed by the parent/guardian of the participating youth for local-level storytelling events as well as the county-level Story Crossroads. These forms will cover the following topics (though not limited to): basic contact information; story information as well as permission to tell it from author/source; school/grade details; understanding of expectations; permission for recording, photographing, and posting on website, etc.
- C. Invite people to take part in Story Crossroads through workshops/residencies and strengthen relationships with school superintendents, principals, etc.
- D. Keep track of when each of the workshops/residencies for students per school district, private and charter school, and homeschooling group.
- E. Compile a unified spreadsheet with basic contact information and comments of all youth tellers to assist in Story Crossroads communications and events.
- F. Arrange outreach programs before and during the Story Crossroads Festival by coordinating with the Story Training and Telling Committee with recommendations on the featured story artists.
- G. Host annual Youth Teller Reunion to celebrate those selected to tell at the Story Crossroads Festival.

Section 10. Senior Centers Committee Duties

The general Senior Centers Committee duties are the following:

- A. Recruit people to help with the committee duties.

- B. Develop unified forms to be completed by the participating seniors for local-level storytelling events as well as for the Story Crossroads Festival. These forms will cover the following topics (though not limited to): basic contact information; story information as well as permission to tell it from author/source; senior center or name of any other venue hosting a senior-focused residency; understanding of expectations; permission for recording, photographing, and posting on website, etc.
- C. Invite people to take part in Story Crossroads through workshops/residencies and strengthen relationships with senior center managers, senior center program directors, etc.
- D. Keep track of when each of the workshops/residencies takes place for seniors per senior center or any other venue hosting a senior-focused residency.
- E. Compile a unified spreadsheet with basic contact information and comments of all senior tellers to assist in Story Crossroads communications and events.
- F. Arrange outreach programs before and during the county-level event by coordinating with the Story Training and Telling Committee with recommendations on the featured story artists.

Section 11. Business Connections Committee Duties

The general Business Connections Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Introduce the many chambers of commerce of the area (ethnic and city-based ones) to Story Crossroads. Encourage business people to provide sponsorships.
- C. Determine benefits that businesses are looking for to be involved with Story Crossroads and bring these ideas to the Executive Board of Directors and General Board and see what could be feasibly done.
- D. Keep track of communications with businesses and record their responses to the idea of Story Crossroads as well as any partnerships proposed or formally committed as written in a Memorandum of Understanding. Include on this database the basic contact information, company positions, and other comments important to strengthen the business and Story Crossroads relations.
- E. Arrange meetings with different types of businesses such as the following, though not limited to: facilities, sound, transportation, education, legal services, etc. These could be one-on-one meetings or small group meetings to share the vision of the city-level, county-level, and eventually global-level events. Record and follow-up on intentions of support.

Section 12. Volunteer Committee Duties

The general Volunteer Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Agree on the requirements for someone to be a volunteer. Agree on the requirements and set of rules for safety of youth volunteers. What ages will be allowed to help? Will we have special projects for youth volunteers? What abilities will someone need to have to complete certain tasks? Does someone need to be able to stand for so long? Do they need to be able to lift so any pounds? How long are volunteer shifts?
- C. Invite people to take part in a telephone or in-person interview to understand the potential volunteer and discuss what that volunteer would most enjoy doing.
- D. Maintain or update a volunteer application -online and hard copy options- and agree on what would need to be on it as a committee.
- E. Keep basic contact information and comments on all volunteers, the number of hours volunteered, and any other information that will assist in recognizing their help.
- F. Host annual Volunteer Appreciation dinner and choose the format of that would make it pleasing for all involved.

Section 13. Recording and Preservation Committee Duties

The general Recording and Preservation Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Provide opportunities for Story Crossroads participants to be audio recorded—without edits—at the local as well as the county-level events. These CDs would be distributed to these people at no cost to the participants. Determine the amount of money needs to budget so that Story Crossroads could cover those archival costs.
- C. Reach out to the Story Crossroads participants on other ways to record and preserve their stories that could be, though not limited, to: written versions of the stories, digital storytelling, filmmaking, etc.
- D. Create release forms to be reviewed by the Legal Member of the Executive Committee to be shared with all Story Crossroads participants. Develop a system to easily search and use these release forms as projects such as videos, articles, or other products are created by Story Crossroads.
- E. Oversee and manage video and audio recording of the Story Crossroads Festival.
- F. Invite media or archival-based organizations (such as StoryCorps, Library of Congress, etc.) to participate in or to attend Story Crossroads Festival or any other

Story Crossroads event as well as housing or sharing some of the stories developed by youth, adult, senior, and cultural tellers.

Section 14. Fundraising and Grants Committee Duties

The general Fundraising and Grants Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Review grant databases (such as through United Way) that could help fund Story Crossroads monthly. Determine the time of year when certain grants are due for submission and create a database to assist and to track on what could be done for Story Crossroads.
- C. Coordinate the house concert fundraising series that feature professional story artists. Arrange hosts and story artists that match best together.
- D. Work with the Business Connections Committee on any possible partnerships of businesses and Story Crossroads in regards to funding.
- E. Invite individuals and organizations to donate. Review the levels of funding and sponsorship and determine the benefits associated with these levels of sponsorship.
- F. Brainstorm traditional and nontraditional ways to fundraise such as donation boxes at Story Crossroads Festival, crowdfunding, story-art exhibitions with fee to view art, etc. Determine when these traditional and nontraditional ways could be done by Story Crossroads, if at all.

Section 15. Special Projects Committee Duties

The general Special Projects Committee duties are the following:

- A. Recruit people to help with the committee duties.
- B. Oversee the Story Tours to be connected to Story Crossroads. These Story Tours would involve bussing to five or more stops that may stretch from the Salt Lake County area to the Utah County area or beyond. At each stop, a professional story artist would share a story and then that location would be toured for no more than an hour before the group travels to the next location. The Special Projects Committee will determine the order or stops, who would best tell at those stops, and make any necessary arrangements for facilities, transportation, ticketing, etc.
- C. Complete the paperwork necessary to have a Story Crossroads patch that could be earned by any youth or adult interested. The Special Projects Committee would promote this patch to youth groups such as, though not limited to, the Boy Scouts of America, the Girl Scouts of America, 4H, etc. The patch would also be promoted amongst adult groups.

- D. Determine how to best work with refugees – youth and adults – through The Story Rhythm Project. Encourage qualified story artists to teach and perform. Work out ways to shuttle refugees and their families for free to the Story Crossroads Festival.
- E. Brainstorm traditional and nontraditional ways to promote the vision and mission of Story Crossroads that would not typically be found at the Story Crossroads Festival. Determine what ideas would be best to develop and implement based on financial resources and time available from people to make them successful.

Article VII.

Officers

The officers of this Executive Board shall be the President, Vice-President, and Secretary/Treasurer. All officers must follow the requirements as in Utah and federal law.

Section 1. President/Executive Director

The President and the Executive Director may be the same individual or two different individuals. The President/Executive Director shall become two separate positions of President and Executive Director upon the transforming of a voluntary Executive Director to a compensated Executive Director. The one who holds the officer of President shall preside at all meetings of the membership. The President shall have the following duties:

- A. He/She shall preside at all meetings of the Executive Board of Directors or of the General Board.
- B. He/She shall have general and active management of the business of the Advisory Council.
- C. He/She shall see that all orders and resolutions of the Advisory Council are brought to the Advisory Council.
- D. He/She shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- E. He/She shall submit a report of the operations of the program for the fiscal year to the Executive Board of Directors, General Board, and Advisory Council at the annual meetings. From time to time, he/she shall report to the Executive Board of Directors, General Board, and Advisory Council all matters that may affect this program.
- F. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President/Story Training & Telling Director

The Vice-President and the Story Training & Telling Director may be the same individual or two different individuals.

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President duties are:

- A. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Board of Directors.
- B. He/She becomes the President upon any illness, death, or unforeseen circumstances, of the President. He/She completes the term of the President and may continue another term through the election procedures in Section 4 of this Article.

Section 3. Secretary/Treasurer/Executive Director

The Secretary, Treasurer, and Executive Director may be the same individual, two individuals, or three different individuals. The Secretary, Treasurer, and Executive Director positions remain as one or two positions in the absence of a second or third individual for each of these three positions.

The Secretary duties are:

- A. He/She shall record all votes and minutes of all proceedings by electronic means - vocal recordings as well as typed - with the ability to be hard copies upon request. He/She shall preserve in the books of the Corporation true and comprehensive minutes of the proceedings of all such meetings. If the Secretary is unable to attend the meeting in-person, by computer, or by telephone, the recording from that meeting is able to be sent to the Secretary to fulfill his/her duties.
- B. He/She shall perform all official correspondence from the Executive Board of Directors, General Board, or the Advisory Council as may be prescribed by the Executive Board of Directors, General Board or the Advisory Council.
- C. He/She shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required.
- D. The Secretary shall give all notices required by statute, law, bylaw or resolution and shall perform such other duties as delegated to the Secretary by the Executive Board of Directors.

The Treasurer duties are:

- A. He/She shall submit approval of all expenditures of funds raised by the Executive Board of Directors, General Board, and Advisory Council, proposed capital expenditures (equipment, assets, properties) by the voluntary positions or future staff of the Corporation.

- B. He/She shall present a complete and accurate report of the finances raised by this Executive Board of Directors, General Board, and Advisory Council at the regular and annual meetings of the members, or at any other time upon request to the Executive Board of Directors, General Board, and Advisory Council.
- C. He/She shall have the right of inspection of the funds resting with Story Crossroads including budgets and subsequent audit reports.
- D. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles. He/She shall file the necessary tax forms on local, state, and federal levels by the deadlines established by law and shall be vested with all needed authorities to do so, subject to review by the Executive Board of Directors.
- E. He/She shall perform such other duties as may be prescribed by the Executive Board of Directors and General Board.

Section 4. Election of Officers

- A. Any sitting member of the Executive Board of Directors or General Board may submit nominations prior to the annual meeting the names of those persons for the respective officer positions. Nominations shall also be received from the floor after the initial nominations prior to the annual meeting. The election shall be held at the annual meeting of the Executive Board of Directors and General Board. When there are vacancies to fill or in the creation of Story Crossroads itself as a Nonprofit Corporation, the election takes place once there is at least two (2) weeks for the voting members to review the nominations or write-in nominations. The Executive Director and President refrain from voting in the election of officer(s). Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting. In the case of a vacancy vote, those officers elected shall serve for the unexpired term in respect of which such vacancy occurred.
- B. Officers of the Executive Board of Directors shall be eligible to succeed themselves in their respective offices for as many terms as voted in by the Executive Board of Directors and General Board.

Section 5. Removal of Officer

- A. Grounds of removal shall be:
 - 1. A violation of the laws of the United States;

2. A violation of the laws of the State of Utah;
 3. A material breach of the Articles of Incorporation, the Bylaws, or for neglect of one's duties as officer of this Corporation; or
 4. Any financial malfeasance or breach of the fiduciary duties of an officer including both as members of the Executive Board or General Board.
- B. The Executive Board of Directors and General Board, with the concurrence of three-quarters (3/4) of the members voting at the meeting may remove any officer and elect a successor for the unexpired term. No officer shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 6. Vacancies

Nominations shall be sent in writing to members of the Executive Board of Directors and General Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

Article VIII.

Corporate Staff

- A. The Executive Board of Directors and General Board shall have a volunteer Executive Director and may vote at least five (5) years from April 6, 2017 and each year after that about the necessity of a compensated Executive Director. Upon a unanimous vote by the Executive Board of Directors and General Board to have a compensated Executive Director, this hired Executive Director shall serve at the will of the Executive and General Boards. The Executive Director may have immediate and overall supervision of the operations of the Corporation, and may direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Board of Directors and General Board. No officer, Executive Board of Director, or General Board Member may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Executive Board of Directors and General Board meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

- B. The Executive Director may not be related by blood or marriage within the second degree of consanguinity or affinity to any member of the Board of Directors, General Board, or Advisory Council. The Executive Director may be hired at any meeting of the Executive Board of Directors and General Board by unanimous vote and shall serve until removed by the Executive Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Article IV.

Conflict of Interest and Compensation

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this Nonprofit Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to Nonprofit and Charitable Organizations.

Section 2. Definition

A. Interested Person

Any director, principal officer, or member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in an entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement,
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Executive Board or committee decides that a conflict of interest exists.

Section 3. Procedures

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Executive or General board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest.**
 - 1. An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2. The chairperson of the Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3. After exercising due diligence, the Executive Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- D. **Procedures for Addressing the Conflict of Interest.**

1. If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. the possible conflict of interest.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Executive Board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board of Director's or committee assigned thereby's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- A. A voting member of the either the Executive or General board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of either the Executive or General board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with Executive Board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain a federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize a tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in this Article, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

Article X.

Indemnification

Section 1. General

To the full extent authorized under the laws of the State of Utah, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suite, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification

shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Executive Board or Directors or General Board, or otherwise.

Section 2. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XI.

Execution on Instruments and Loans

Section 1. Checks, Drafts, Orders for Payments, etc.

All checks, drafts and orders for payments of money shall be signed in the name of the Corporation by one or two Executive Board of Directors.

Section 2. Contracts, Conveyances, etc.

When a contract, conveyance, or other instruments has been authorized in accordance with the Articles of Incorporation, and the Bylaws, the Executive Director, may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto. The Executive Board of Directors shall have the power to designate the Officers or agents who shall have authority to execute any instrument in behalf of this Corporation.

Section 3. Loans

- A. The Corporation shall take out no loans.
- B. The Corporation shall make no loans.

Article XII.

Books and Records

Section 1. Fiscal Year

The Fiscal Year for the Corporation is the calendar year from January 1st to December 31st. This also reflects the Corporation's tax year.

Section 2. Recordkeeping

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Executive Board of Directors. A regular e-newsletter is always available for the general public. Any of these records are open to public disclosure.

Article XIII.**Dissolution**

Upon the dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XIV.**Amendments****Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Executive Board of Directors, provided that specific written or electronic notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of the Executive Board of Directors at least two (2) days in advance of such meeting if delivered personally or by electronic means or at least five (5) days if delivered by mail. The Executive Board of Directors shall have a unanimous vote for the changes to take place.

Section 2. Bylaws

These Bylaws may be amended, altered, changed, added to, or repealed by the act of the Executive Board of Directors of this corporation provided that the entire proposed amendment, alteration, change, or repeal is contained in the notice of the meeting. The Executive Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Each member of the Executive Board of Directors and the General Board shall receive written or electronic notification within the time and the manner provided for the giving of notice of meetings. In no case shall it be permitted to amend the Bylaws contrary to the statute, law, or the Articles of Incorporation.

ADOPTION OF BYLAWS

These Bylaws are established by incorporators of this Corporation and become effective upon incorporation of this Nonprofit Corporation.

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 26 preceding pages, as the Bylaws of this Corporation.

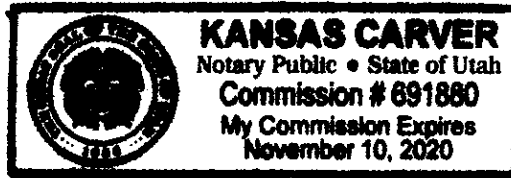
ADOPTED AND APPROVED by the Executive Board of Directors on this 2nd day of March, 2018.

Rachel Hedman 3/5/18
Rachel Hedman, Executive Director – Story Crossroads

Suzanne Hudson 3/5/2018
Suzanne Hudson, Story Training and Telling Director – Story Crossroads

Jim Luter 3/5/2018
Jim Luter, Community and Arts Relations Director – Story Crossroads

State of Utah
Salt Lake County



Kansas Carver 3/5/18