

**APPROVED BYLAWS OF  
BALLET YUMA  
August 2022**

**Article I. NAME and PURPOSE**

Section 1.01 The name of the Corporation shall be BALLET YUMA, INCORPORATED, located in the city of YUMA, YUMA COUNTY, State of ARIZONA, operating solely as a non-profit corporation under the rules of the Internal Revenue Service of the United States of America.

Section 1.02 The Corporation shall comply with all requirements under the laws of the state of Arizona and the Internal Revenue Code for a non-profit corporation and specifically to preclude monetary benefit to any private individual or member.

Section 1.03 The Mission of Ballet Yuma is to cultivate the art of dance through professional caliber instruction for young dancers and to enrich our community through artistically exceptional productions.

Section 1.04 The Purpose of Ballet Yuma is multidimensional. Ballet Yuma provides Yuma and the surrounding communities with a high quality, pre-professional ballet company, showcasing the area's most well-trained dancers. The company strives to maintain a standard of excellence as set by Regional Dance America. Ballet Yuma serves the community through outreach programs, which introduce the art of ballet to people of all age groups, and funds a scholarship discovery program for talented, underserved youth, who would not otherwise be able to experience the world of ballet.

**Article II. BOARD OF DIRECTORS**

Section 2.01 Responsibility for the operation and functions of the Corporation shall be vested in the Board of Directors. The Board of Directors shall have the right to elect board members, remove board members, and amend the Bylaws as needed.

Section 2.02 The Board of Directors shall consist of not fewer than five (5) but not more than fifteen (15) members.

Section 2.03 New board members shall be elected by a majority vote at any regularly called meeting of the Board of Directors, providing that the Board of Directors has been given at least ten (10) days advanced notice that such a vote will take place.

Section 2.04 All members of the Board of Directors shall serve three-year terms and are eligible for re-election without limit to the number of terms they can serve.

Section 2.05 The Board of Directors may remove a board member at any time. A board member may be removed due to three (3) unexcused absences or for other reasons by a two-thirds (2/3) written vote of remaining members. Notice of such a vote will be provided to board members at least ten (10) days prior to the meeting. The Board President shall send a written notice of the termination to the terminated member following the Board of Director's vote. Any call for a proceeding to challenge the effective removal of a board member shall begin within six (6) months of the date of removal.

Section 2.06 A board member facing possible removal shall be notified in writing of the reasons for which such a vote shall take place. Written notice shall be sent to the board member at least

fifteen (15) days prior to the vote. The board member facing removal may be heard, orally or in written explanation to the President, at least five (5) days prior to the vote for removal. The President shall determine whether or not the vote for removal shall take place

Section 2.07 A board member may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the date of the delivery of the notice, unless otherwise specified in the notice.

Section 2.08 Mid-term vacancies on the Executive Board of Directors caused by resignation or by removal from office shall be filled by the remaining Board of Directors to complete the unexpired term of office. A board member that has been removed from office shall not be reappointed but must stand for election at the next Annual Meeting if he/she should desire reinstatement.

### **Article III. MEETINGS**

Section 3.01 A quorum of at least fifty percent (50%) of the Board of Directors must be present at any meeting for business transactions and votes to take place.

Section 3.02 An Annual Meeting will be held in June of each year to appoint new members to the Board of Directors and to conduct all other necessary business. The place and time shall be determined by the President. Notice of the time and place of the meeting shall be given in writing either by phone or email with at least ten (10) days advanced notice being given for the meeting.

Section 3.03 A general meeting of the Board of Directors shall be held immediately following the Annual Meeting. Election of the Executive Board of Directors shall take place at this meeting. Thereafter, such general meetings shall be held once a month, excluding July, on a day to be determined by the President with at least ten (10) days advanced notice being given for each meeting.

### **Article IV. OFFICERS**

Section 4.01 Twenty (20) days prior to the June General Meeting, the President shall receive an official written recommendation from the Nomination Committee, providing a slate of qualified potential candidates for the Executive Board of Directors. The slate shall include nominations for Vice President, Secretary, and Treasurer. If the Vice President is unable to assume the position of President then the slate shall include the President. Other candidates, nominated by the membership from the floor, may be added to those selected by the Nominating Committee provided that the nominee's willingness to serve has been determined in advance of the nomination.

Section 4.02 The Executive Board shall consist of the President, the Vice President, the Secretary, the Treasurer and the Artistic Director(s).

Section 4.03 The President shall preside at all meetings of the Corporation and shall be responsible for the execution of all decisions of the Board of Directors. He/She shall appoint all standing and special committees or chairmen thereof and shall be an ex-officio member of all committees.

Section 4.04 In the absence or temporary disability of the President, the Vice President shall perform all the duties of the President. The Vice President shall serve as the Chairman of the nominating Committee. The Vice President shall be responsible for executing any other duties as

shall be prescribed by the President or the Board of Directors. The Vice President shall assume the Presidency the year following their term as Vice President.

Section 4.05 The Secretary shall assume the duties of the President in the absence of both the President and Vice President. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall keep a record of all meetings. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President.

Section 4.06 The Treasurer shall have charge of the funds of the Corporation, keep a detailed record book, present monthly reports and pay all fees and bills. He/She shall deposit any funds in the bank designated by the Board of Directors. The accounts of the Treasurer shall be audited annually by an independent accounting firm.

Section 4.07 Artistic management of this Corporation shall be vested solely in Jon Cristofori and Kathleen Sinclair, who are and shall be known as the Artistic Directors. They shall be members of the Executive Board.

Section 4.08 No salary, fee or other compensation shall be paid to any board member, except when first voted and authorized by the Board of Directors.

#### **Article V. MISCELLANEOUS**

Section 5.01 No board member shall incur any expense or obligation chargeable to the Corporation except as authorized by the Board of Directors.

Section 5.02 These Bylaws or any Article or Section thereof may be amended or repealed by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors provided they constitute a quorum as stated in Article: IV, Section 1.

#### **Article VI. DISSOLUTION**

Section 6.01 This Corporation shall be dissolved by an affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors at a meeting called for that purpose.

Section 6.02 In the event of dissolution of the Corporation in any manner or for any cause, any assets of the Corporation, remaining after payment of all debts and obligations of the Corporation, shall be given to educational and/or non-profit artistic institutions or corporations as determined by the Board of Directors.

**THE ABOVE AMENDED BYLAWS WERE APPROVED BY THE BOARD OF DIRECTORS AT THE AUGUST MEETING OF THE CORPORATION HELD THIS 18TH DAY OF AUGUST 2022. THE UNDERSIGNED DOES HEREBY CERTIFY AS TO THEIR ACCURACY AND APPROVAL.**

**DATED this 18th day of August 2022**

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**PRESIDENT**