

**RESTATED AND AMENDED BYLAWS OF
MAGNIFY DANCE ENSEMBLE**

**ARTICLE I
GENERAL**

SECTION 1. Name.

The name of the Corporation shall be Magnify Dance Ensemble DBA The Performers Ballet & Jazz Company, hereafter referred to throughout these Bylaws as the “Corporation.”

SECTION 2. Corporate Affairs.

All actions related to the governance of corporate affairs shall be taken by the Corporation’s Board of Directors.

SECTION 3. Non-Profit Corporation.

The Corporation is a non-profit, 501-c-3 tax-exempt organization.

SECTION 4. Seal.

The Board of Directors may provide a seal of the Corporation which shall be inscribed thereon with the name of the Corporation, the word “Seal” and the year and state of organization. However, no instrument shall lack validity because of not having the seal affixed.

**ARTICLE II
MISSION, GOALS AND VALUES**

SECTION 1. Mission Statement.

Magnify Dance Ensemble (the “Corporation”) is a non-profit arts organization whose mission is to develop excellence in dancers (“Participants”) through inspired service and performance. All programs of the Corporation shall support that mission, and all who work for or on behalf of the Corporation shall understand and be loyal to that mission and purpose.

SECTION 2. Goals.

- A. To educate dancers through training, collaborating and performing at the utmost level of distinction and professionalism.

- B. To guide dancers through opportunities to engage with our community through service.

- C. To produce relevant performances that engage and inspire our audiences.

D. To assure the ongoing stability of the Company by establishing responsible, sustainable fiscal policies, including vigorous fundraising activities and budget preparation and implementation, based on resources.

SECTION 3. Corporate Statement of Values and Code of Ethics.

The Board of Directors shall adopt and disseminate a Corporate Statement of Values and Code of Ethics that affirms its intent to adhere to the highest ethical standards and protect the interests of donors, volunteers, employees and Participants with respect to compliance with applicable laws and regulations, corporate governance, responsible stewardship of the assets of the Corporation, and the conduct of fundraising activities.

SECTION 4. Policy on Conflicts of Interest and Disclosure of Certain Interests.

The Board of Directors shall adopt and disseminate a Policy on Conflicts of Interest and Disclosure of Certain Interests to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director.

ARTICLE III
OFFICES, REGISTERED AGENT, CORPORATE FILINGS

SECTION 1. Offices.

The Principal Office of the Corporation in the State of New Mexico shall be located in the City of Albuquerque, County of Bernalillo. The Corporation may have such other offices within the State of New Mexico as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2. Registered Office and Registered Agent.

The Corporation shall have and continuously maintain in the State of New Mexico a Registered Office and a Registered Agent whose office is identical with such registered office, as required by the New Mexico Nonprofit Corporation Act, as amended from time to time (the "Act"). The Registered Office may be, but need not be, identical with the Principal Office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors. In the absence of a contrary designation by the Board of Directors, the Registered Office of the Corporation shall be located at its Principal Office.

SECTION 3. Registered Agent.

As required by the Act, the Corporation shall maintain a Registered Agent who shall have a business office at the Corporation's Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation the Registered Agent shall be the Corporation's President.

SECTION 4. Filings.

In the absence of directions from the Board of Directors to the contrary, the Treasurer of the Corporation shall cause the Corporation to maintain current filings in respect of the Registered Office and Registered required by the Act or otherwise by law.

ARTICLE IV
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE V
THE BOARD OF DIRECTORS AND OFFICERS

SECTION 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have ultimate authority over the conduct, management and sustainability of the business and legal and fiscal affairs of the Corporation. The Board of Directors sets policies and procedures for Magnify Dance Ensemble. The Board of Directors authorizes programs and activities to be undertaken by Magnify Dance Ensemble. The Board of Directors reviews and takes positions on issues related to its areas of interest that are proposed by other individuals associated with Magnify Dance Ensemble. The Board of Directors shall be comprised of the Directors and Artistic Director.

SECTION 2. Number, Tenure and Composition.

A. Number. The number of Directors shall be no less than four and no more than five. Each Director has voting privileges.

B. Tenure of Directors.

The Directors shall serve for the following terms:

Director of Operations	2 years
Director of Parent Guild	2 years
Director of Sustainability	1 year
Director of Resource Development	2 years
Director of Programming	1 year

Each Director shall fulfill the length of their term but shall not exceed two (2) consecutive terms, unless, upon the expiration of the Director's second term, the Board of Directors is unable to find and elect a candidate willing and able to fulfill the given position, in which case the Director may continue in office for an additional term(s) until a successor is elected.

SECTION 3. Qualifications.

Candidates for the Board of Directors shall reflect the mission and goals of the Corporation. Each Candidate shall submit a resume stating their qualifications, their understanding of the mission and goals of the Corporation, and any such other relevant information as the Board of Directors may request from the Candidates. The minimum qualifications for election to the Board of Directors are as follows:

A. Candidates whose children are Participants. The qualifications for parents of Participants are as follows:

- i. Participation; Standing. The Candidate must have at least one child who is a Participant and is in good standing prior to the Candidate's candidacy;
- ii. Standing of additional children. If the Candidate has additional children in the Corporation, all must be Participants in good standing at the time of the Candidate's candidacy; and

B. Other Candidates. The qualifications of Candidates who do not have children who are Participants are as follows:

- i. The Candidate must demonstrate, through resume and personal interview that he/she possesses the education and background experience in professional, non-profit or other capacity to the degree that they will productively fill their given role on the Board of Directors.

No more than 45% of board members may be seated on the Board of Directors who do not have children who are Participants in the Corporation.

SECTION 4. Election.

At the annual meeting of the Board of Directors, the current Board of Directors, by a majority vote with quorum present, elects the next fiscal year's Board of Directors to serve for the next year until the next annual meeting. Once the new Board of Directors is elected, the current Board of Directors will elect the Directors from among the members of the new Board of Directors. All Directors will be deemed to be a Director with a specific role (see Article XIII). Should a tie occur, the following procedure will be followed:

A. If there is an even number of votes cast in any election that results in a tie vote for any Director ("First Ballot"), then there shall be a second ballot for that position for which a tie vote was cast wherein the current and presiding Artistic Director shall vote.

SECTION 5. Directors.

The Directors shall have the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine. Each Director has voting privileges as a Board Member. All of the Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of Directors is not held at such meeting, such election shall be held as soon thereafter as conveniently may be done.

A. Director of Operations. The Director of Operations shall be the principal executive officer of the Corporation and, subject to the authority of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Director of Operations shall preside at all meetings of the Board of Directors, and shall see that the resolutions of the Board of Directors are put into effect. The Director of Operations shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates for share of the Corporation, instruments, and other documents except as may be specifically limited by resolution of the Board of Directors; and in general the Director of Operations shall perform all duties incident to the office of Director of Operations and such other duties as may be prescribed by the Board of Directors from time to time.

B. Director of Parent Guild. The Director of Parent Guild, as subject to the authority of the Board of Directors, shall in general supervise and oversee all parent volunteers who assist with the affairs and operations of the Corporation. The Director of Parent Guild shall work closely with the Artistic Director and the Producer to make certain all Parent Guild Committees have adequate volunteer help to fulfill each production and Corporation activity. The Director of Parent Guild shall perform all duties incident to the office of Director of Parent Guild and such other duties as may be prescribed by the Board of Directors from time to time.

C. Director of Sustainability. The Director of Sustainability shall record and keep the minutes of the meetings of the Board of Directors in one or more books, files, and may, as back up, in electronic storage devices such as Flash drives; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the mailing and email addresses of each Director and Advisor and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

D. The Director of Resource Development. The Director of Resource Development's duties shall include, but not be limited to: overseeing Participant-obtained sponsorships, obtaining corporate sponsorships, for the Corporation, organizing and planning all fundraising activities, overseeing subcommittees created to accomplish each fundraiser and seeking opportunities to apply for/preparing applications for grants.

E. The Director of Programming. The Director of Programming will be responsible for program development including, but not limited to, marketing and advertising of performances, outreach, and community service projects conducted by participants and collaboration with other non-profit organizations.

SECTION 6.

The Board of Directors shall contract, hire or facilitate the assistance of one with a financial background of appropriate experience and education to perform all treasurer/bookkeeping responsibilities as required by the Board of Directors. The bookkeeper shall have access to all funds, securities and accounts of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIII of these Bylaws; shall present a monthly financial report, including actual budgeted items and variances, at the meetings of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors from time to time. This individual will report to The Director of Operations.

SECTION 7. Advisory Board Members.

- A. Appointment. The Board of Directors may appoint up to three Advisory Board Members (Advisors).
- B. Responsibilities. The Advisors shall serve on the Board of Directors in a non-voting capacity and shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- C. Compensation. The compensation of the Advisors, if any, shall be determined by the Board of Directors.
- D. At Will. The Advisors' terms are terminable at the will of the Board of Directors, and/or the Advisors, with or without cause.
- E. Meetings. The Advisors shall attend all regular and general Board meetings.

SECTION 5. Apprentice Board Members.

- A. Appointment. The Board of Directors may appoint one or more Apprentice Board Members.
- B. Responsibilities. The Apprentices shall serve on the Board of Directors in a non-voting capacity and shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- C. Meetings. The Apprentices shall attend all regular and general Board meetings.

D. At Will. The Apprentice's terms are terminable at the will of the Board of Directors, and/or the Apprentice, with or without cause.

SECTION 8. Removal.

Any Director, Advisor or Apprentice may be removed by the Board of Directors 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, if any, of the officer or director so removed. Election or appointment of an officer or agent shall not itself create contract rights. The individual will have an opportunity for a hearing and may be reinstated by the Board of Directors.

SECTION 9. Vacancies.

In the event of a vacancy on the Board of Directors, whether it occurs because of a Director's death, resignation, removal, disqualification or otherwise, the Board of Directors shall, to maintain the minimum number of Board members required by Article V, Section 2, make an appointment to fill the vacated Board position for the unexpired portion of the term. If the vacancy does not cause the number of Board members to fall below the minimum required, the Board of Directors may, in its sole discretion, make an appointment to fill the vacated Board position for the unexpired portion of the term. In the event of a vacancy in any officer position, the Board of Directors shall make an appointment to serve in that position for the unexpired portion of the term.

SECTION 10. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation.

SECTION 11. Attendance.

All Directors, Advisors and Apprentices shall attend all regular, general, annual, and special Board of Directors meetings. Two absences in each fiscal year may receive a formal warning by the Director of Operations. Three absences in a fiscal year may constitute grounds for dismissal from the Board of Directors upon recommendation by the Director of Operations and approval by the Board of Directors.

SECTION 12. Transactions with Corporation and Conflicts of Interest.

All Directors, Advisors and Apprentices shall comply with the Corporation's Policy on Conflicts of Interest and Disclosure of Certain Interests concerning any matters set forth therein, and any transactions with the Corporation.

SECTION 13. Attendance at Board Meetings.

The Artistic Director shall attend all Board Meetings.

**ARTICLE VI
MEETINGS**

SECTION 1. Annual Board Meetings, Notice and Waiver.

The Board of Directors shall hold an Annual Meeting for the purpose of electing Directors and Officers during June (or the last month of each fiscal year) at a date, place and time determined by the Board of Directors, and for the transaction of such other business as may come before the meeting.

Written or printed notice stating the place, day and hour of the Annual Meeting of directors shall be delivered, either personally, by electronic mail or by mail, to each Director entitled to vote at such meeting and to Qualified Candidates, not less than seven (7) days nor more than thirty (30) days before the date of Annual Meeting, by or at the direction of the Chairman or the Secretary.

The attendance of a Director at the Annual 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.

SECTION 2. Order of Business at Annual Meeting.

The order of business at the Annual Meeting of the Directors shall be as follows:

- (a) Determination of Quorum
- (b) Reading of notice and proof of mailing,
- (c) Reading of minutes of last preceding meeting,
- (d) Report of Artistic Director,
- (e) Report of all Directors,
- (f) Election of Directors,
- (g) Transaction of other business mentioned in the notice,
- (h) Adjournment.

SECTION 3. Regular Board Meetings and Notice.

Except for the months of December, and May, the Board of Directors shall hold no less than four (4) and no more than ten (10) Regular Meetings and/or Committee Meetings during the other

months of the year for the transaction of business. These meetings shall be held during the specified months, at a date, place and hour determined by the Board of Directors and announced at the previous regular meeting. The entire Board of Directors should meet once per quarter, minimum, at a date, place and hour determined by the Board of Directors and announced at least seven (10) days prior via in person or electronic communication.

SECTION 4. Order of Business.

To the extent practicable, the order of business at all meetings of the Board of Directors shall be as follows:

- (a) Determination of a quorum,
- (b) Reading and disposal of all unapproved minutes,
- (c) Reports of Artistic Director and Directors,
- (d) Unfinished business,
- (e) New business,
- (f) Adjournment.

SECTION 5. General Meetings for Participants and Parents.

The Board of Directors shall hold a at least one General Meeting per year. These meetings shall be held at a date, place and time determined by the Board of Directors, and shall be open to Participants, their parents, and interested parties to inform them of the Corporation's activities, and for open discussion concerning such activities.

Written or printed notice stating the place, day and hour of the General Meeting shall be posted, and/or delivered, either personally, by electronic mail or by mail, to each Director and Participants, not less than seven (7) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the Artistic Director or the Director of Operations. Failure to give such notice shall not invalidate or nullify the General Meeting.

SECTION 6. Special Meetings, Notice and Waiver.

Special meetings of the Board of Directors may be called by or at the request of the Artistic Director or Director of Operations or any two Directors. The persons authorized to call special meetings of the board may fix any place, either within the State of New Mexico, as the place for holding any special meeting of the board called by them.

The Director of Operations shall deliver, or cause to be delivered, personally or by electronic mail to each Director at the address or electronic address for such Director, as shown by the records of the Corporation, written or printed Notice of Special Meeting stating the date, hour and place

of the Special Meeting, not less than seventy-two (72) hours before the Special Meeting is to be held.

The Notices of Special Meeting may, but need not, describe the purpose or purposes for which the meeting is called.

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

SECTION 7. Waiver of Notice.

Any Director may waive notice of any meeting. Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act, the Articles of Incorporation, or the Bylaws of the Corporation, a waiver 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.

SECTION 8. Quorum.

A majority of the Board of Directors shall constitute a quorum. A quorum is necessary to conduct any business at any meeting of the Board. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough Directors to leave less than a quorum.

SECTION 9. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Nonprofit Corporation Act, or by these bylaws

SECTION 10. Informal Action by Directors.

Any action required or permitted to be taken by the Board of Directors at an annual, regular, or special meeting may be taken without a meeting if Written Consent to Action without Meeting, setting forth the action taken, shall be signed by all of the Directors.

SECTION 11. Presumption of Assent.

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

SECTION 12. Participation by Telecommunications.

Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

SECTION 13. Cancellation.

The Director of Operations or a majority of the Board of Directors may cancel or postpone any meeting when it is deemed such action is required.

SECTION 14. Action by Board of Directors, Advisors, Apprentices and Artistic Director.

The Board of Directors, Advisors, Apprentices, and Artistic Director shall administer Corporation business honestly and economically and exercise their best care, skill and judgment for the benefit of the Corporation. The Board of Directors, Advisors, Apprentices and Artistic Director shall exercise the utmost good faith in all transactions relating to their duties. The Board of Directors, Advisors, Apprentices and Artistic Director are held to a strict role of honest and fair dealings with, and on behalf of, the Corporation. They shall not use their positions or knowledge gained there from so that a conflict of interest might arise between the Corporation and the individual.

ARTICLE VII
NOMINATIONS FOR BOARD OF
DIRECTORS, ADVISORS, AND
APPRENTICES

SECTION 1. Nominations. The Director of Sustainability shall be appointed from among board members by the Board of Directors at the annual meeting.

A. Composition. The Sustainability Committee shall consist of the Director of Nominating, the Director of Operations and the Artistic Director. Members of the committee shall not be barred from becoming nominees for office. Members shall serve for a one-year term and may be re-appointed for additional terms by the Board of Directors.

B. Duties. The Sustainability Committee shall present a slate of Director nominees to The Board of Directors at least thirty (30) days prior to the annual meeting in accordance with the policies and procedures adopted by the Agency Board of Directors and provide orientation of new members and ongoing training.

The Committee on Nominations has the duty to determine whether candidates meet the Qualifications for the Board of Directors as set forth in Article V, Section 3 of these Bylaws. The Director of Nominations must then forward all Qualified Candidates to the Board of Directors at the last Regular Meeting before the Annual Meeting, but not less than one (1) month prior to the Annual Meeting.

ARTICLE VIII
COMMITTEES TO THE BOARD OF DIRECTORS

SECTION 1. Committees.

The Board of Directors may by resolution designate and appoint one or more Standing Committees, other committees or appointees with such authority as may be permitted by the Board of Directors provided, however, that no such committee or appointee shall have the authority of the Board of Directors in reference to the: (i) negotiation, approval or execution of any contracts; (ii) amending, altering or repealing the bylaws; (iii) electing, appointing or removing any member of any such committee or any director or officer of the Corporation; (iv) amending the articles of incorporation; (v) adopting a plan of merger or adopting a plan of consolidation with another corporation; (vi) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (vii) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; (viii) adopting a plan for the distribution of the assets of the Corporation; (ix) or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

SECTION 2. Standing Committees.

The Board of Directors designates the standing committees and defines the functions and financial commitment, if any, of such committees. There shall be the following Standing Committees: Executive, Sustainability, Resource Development and Programming.

A. The Executive Committee will be comprised of the Director of Operations and the Artistic Director, and they will be responsible for ensuring all business of the Board of Directors is performed in an organized and timely manner.

B. The Sustainability Committee will develop long-range plans, build a pipeline for future board members and oversee Board nominations. The Nominating Committee shall consist of at least three members, including the Director of Sustainability, the Director of Operations and the Artistic Director, Refer to Article XI, Section 1x. The Nominating Committee shall present a slate of director nominees to The Board of Directors at least thirty (30) days prior to the annual meeting in accordance with the policies and procedures adopted by the Agency Board of Directors and provide orientation of new members and ongoing training.

C. The Director of Resource Development is the sole member of the Resource Development Committee, and their duties shall include, but not be limited to: overseeing Participant-obtained sponsorships, obtaining corporate sponsorships for the Corporation, organizing and planning all fundraising activities, overseeing subcommittees created to

accomplish each fundraiser and seeking opportunities to apply for/preparing applications for grants.

D. The Director of Programming is the sole member of the Programming Committee. This Director will be responsible for program development including, but not limited to, marketing and advertising of performances, outreach, and community service projects conducted by participants and collaboration with other non-profit organizations.

SECTION 3. Requirements for Standing Committees.

At a regularly scheduled Board of Directors meeting one or more months before an activity coordinated by a Committee is planned to take place, the Board Member or Board Advisor responsible for overseeing or chairing the activity shall present a proposed budget for the committee's funding requirements to the Board of Directors for approval.

After approval of a budget for a Committee, the Board Member or Advisor overseeing or chairing the activity shall, for the duration of the activity, submit in writing to the Board of Directors a financial statement at each monthly Board of Directors meeting providing the current status of said budget.

All Directors who cannot attend the regular meetings shall submit in writing status reports on current expenditures on Committee activities to the Director of Operations prior to such meetings for presentation to the Board of Directors. These status reports will be made a part of the minutes.

SECTION 4. Special Committees / Appointees.

Special Committees / Appointees may be designated from time to time by the Board of Directors as deemed necessary in furtherance of the mission and goals of the Corporation, including but not limited to special committees on finances, audit compliance, bylaws, and special projects.

In the event of the designation of such special committees or projects, the Board of Director shall define the functions and financial commitment, if any.

Each special committee / appointee may or may not include a member of the Board of Directors and may consist of one or more persons as necessary. If more than one member exists, the Board of Directors shall appoint a Chairperson and the Chairperson shall submit in writing to the Board of Directors a list of members and shall notify the Board of Directors of any changes to that list that may occur.

SECTION 5. Committee Members and Special Appointees.

The Board of Directors shall appoint the chairpersons and members of all committees, and all special appointees.

SECTION 6. Term of Office.

Each member of a committee shall continue as a member until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee

shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

SECTION 7. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 8. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 9. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 10. Attendance by Director of Operations of the Board of Directors.

When standing or special committees hold business meetings on committee activities, the Director of Operations of the Board of Directors shall be given advance notice of said meeting and shall have the option of attending.

ARTICLE IX

ARTISTIC DIRECTOR, ARTISTIC DIRECTOR ASSISTANT AND PRODUCER

SECTION 1. Artistic Director.

A. Appointment. The Artistic Director shall be appointed by the Board of Directors. The Artistic Director is responsible for conceiving, developing, and implementing the artistic vision and focus of the Corporation. The Artistic Director ensures the highest level of excellence in all programs and performances, within the parameters of established financial plans and budgets. The Artistic Director supports the mission and vision of Magnify Dance Ensemble.

B. Responsibilities. The Artistic Director shall have general responsibility, subject to approval by the Board of Directors, in one or more of the following areas:

- i. The Artistic Director shall have general responsibility for all education, program development, and performances of the Participants. The Artistic Director assumes full responsibility for and has the exclusive right to make all artistic decisions concerning the choreography, casting, music, sets, and costumes for all productions. These duties will include, but not be limited to, overseeing volunteers, casting, overseeing marketing

materials and production programs, and overseeing costume/wardrobe operations.

ii. The Artistic Director shall attend all Board of Director annual meetings and regular meetings and will have the option to attend any special committee meetings scheduled. In the case of a tie vote, the Artistic Director will have voting privileges.

ii. Adhering to the approved budget for all performances, the Artistic Director prepares and supervises the choreography, rehearsals, and the presentation of all productions. In support of this programming, the Artistic Director selects, supervises and prepares the choreography, rehearsals, guest artists and production staff for the performances, including a timeline and schedule of rehearsals. The Artistic Director elects the rehearsal directors, subject to the Board of Directors' approval in terms of compensation.

iii. The Artistic Director participates in promoting Magnify Dance Ensemble through activities such as interviews with the media, speaking to various community organizations, attending fundraising events, and interacting with possible donors.

iv. Consultation. The Artistic Director shall consult with the Board of Directors as requested concerning the Artistic Director's responsibilities and other matters as requested by the Board of Directors.

C. Compensation. The compensation of the Artistic Director, if any, shall be determined by the Board of Directors.

D. At Will. The Artistic Director's term is terminable at the will of the Board of Directors, and/or the Artistic Director, with or without cause.

SECTION 2. Artistic Director Assistant.

A. Appointment. The Artistic Director Assistant shall be appointed by the Board of Directors. The Artistic Director Assistant is responsible for support to the Artistic Director with regard to developing and implementing the artistic vision and focus of the Corporation. The Artistic Director Assistant will help to ensure the highest level of excellence in all programs and performances, within the parameters of established financial plans and budgets. The Artistic Director Assistant will support the mission and vision of Magnify Dance Ensemble.

B. Responsibilities. The Artistic Director Assistant shall have general responsibility, subject to approval by the Board of Directors, in one or more of the following areas:

i. The Artistic Director shall support the Artistic Director with regard to all education, program development, and performances of the Participants.

These duties will include, but not be limited to, assisting with volunteers, casting and rehearsal schedules, mid-season run through rehearsals, theater week rehearsals and participants warm up classes.

- ii. The Artistic Director Assistant participates in promoting Magnify Dance Ensemble through activities such as interviews with the media, speaking to various community organizations, attending fundraising events, and interacting with possible donors.

C. Compensation. The compensation of the Artistic Director Assistant, if any, shall be determined by the Board of Directors.

D. At Will. The Artistic Director Assistant's term is terminable at the will of the Board of Directors, and/or the Artistic Director, with or without cause.

SECTION 3. Producer.

A. Appointment. The Producer shall be appointed by the Board of Directors. The Producer is responsible for support to the Artistic Director and the Director of Parent Guild with regard to developing and implementing the artistic vision and focus of the Corporation through its productions and performances. The Producer will help to ensure the highest level of excellence in all programs and performances, within the parameters of established financial plans and budgets. The Producer will support the mission and vision of Magnify Dance Ensemble.

B. Responsibilities. The Producer shall have general responsibility, subject to approval by the Board of Directors, in one or more of the following areas:

- i. The Producer shall support the Artistic Director with regard to all education, program development, and performances of the Participants. These duties will include, but not be limited to, assisting with volunteers, and volunteer committees.
- ii. The Producer participates in promoting Magnify Dance Ensemble through activities such as interviews with the media, speaking to various community organizations, attending fundraising events, and interacting with possible donors.

C. Compensation. The compensation of the Producer, if any, shall be determined by the Board of Directors.

D. At Will. The Producer term is terminable at the will of the Board of Directors, and/or the Artistic Director, with or without cause.

ARTICLE X PARTICIPANTS

SECTION 1. Selection.

Individuals are selected either by audition or by the Artistic Director to participate as dancers in the Corporation. If the individual accepts the invitation to participate in the Corporation, such person will be deemed to be a Participant. The Participant agrees to be bound by these Bylaws, the Corporation's Handbook, and any rules, regulations and directives of the Board of Directors.

SECTION 2. Nondiscrimination towards Participants.

The Corporation will consider participants without regard to race, religion, color, national origin or gender.

SECTION 3. No Voting Rights

No Participant shall have any voting rights. All voting rights are vested solely in the Board of Directors.

SECTION 4. Expulsion / Suspension.

Any Participant may be expelled and/or suspended as a Participant whenever, in the Board of Directors' judgment and discretion, the best interests of the Corporation would be served thereby. Grounds for expulsion / termination and/or suspension may include, but are not limited to, nonpayment of Participation Fees and/or Late Fees, failure to complete community service requirements, violation of Performers' Participant Handbook, Violation of the Corporation's Bylaws, theft, use of illegal drugs, excessive use of alcohol, use of alcohol during Corporation activities, any threats of violence or bodily injury, violence, and/or any behavior that is illegal or deemed inappropriate, unbecoming, or undesirable by the Board of Directors. Once expelled, terminated or suspended, Participants may not participate in any activities unless reinstated pursuant to Article V, Section 5 of these Bylaws,

SECTION 5. Reinstatement.

Reinstatement is at the sole discretion of the Board of Directors. Upon expulsion or suspension as a Participant of the Corporation, the aggrieved individual may make a written request to reinstatement to the Board of Directors stating the grounds for reinstatement to be a Participant. At the next regularly scheduled meeting of the Board of Directors after the date that aggrieved individual delivered his / her written request for reinstatement, the individual will have the opportunity to make a statement before the Board of Directors to request reinstatement. In its sole discretion, the Board of Directors can, but does not have to, grant the former Participant the opportunity to present evidence. The Board of Directors may, in its sole discretion, reinstate the individual. The Board Directors may condition reinstatement on any conditions and in its sole discretion.

ARTICLE XI
PARTICIPANTS' FEES AND COMMUNITY SERVICE REQUIREMENTS

SECTION 1. Amount of Participant Fees and Time Payable.

The Participation Fees for Participants shall be established by the Board of Directors. As a condition to participation in the Corporation's activities as a Participant, the Participant shall pay all fees and dues as set by the Board of Directors and at times determined by the Board of Directors.

SECTION 2. Community Service Requirement.

As a condition to participation in the Corporation's activities as a Participant, each Participant shall perform Community Service. The Community Service requirement, including the number of hours required, manner in which satisfied, and the date by which it must be completed shall be established by the Board of Directors.

SECTION 3. Notification of Increase.

Notification of any changes in the Participant Fees or Community Service shall be promulgated by the Board of Directors.

SECTION 4. Waiver of Participant Fees / Community Service Requirement.

The Board of Directors may, in its sole discretion, waive the Participant Fee and/or Community Service Requirement for the Board of Directors for such reason(s) as it finds acceptable, which includes but is not limited to: Senior year in high school; inability to meet financial obligations; inability to participate in the community service events arranged by the Corporation; and/or other circumstance(s) deemed pertinent.

SECTION 5. Non-Payment of Participant Fees / Failure to Meet Community Service Requirement.

If Participant fails to make payment of Participant Fees and/or Late Fees and/or fails to meet the Community Service Requirement, the Participant may be terminated pursuant to Article V, Section 4 of these Bylaws.

SECTION 6. Reinstatement.

If an individual is expelled, terminated, or suspended for non-payment of Participation Fees and/or Late Fees and/or failure to meet Community Service Requirement, the aggrieved individual may only be reinstated pursuant to Article V, Section 5 of these Bylaws conditioned upon payment of outstanding Participation Fees and Late Fees, satisfaction of the Community Service Requirement, and any other conditions in the sole discretion of the Board of Directors.

ARTICLE XII
BOOKS AND RECORDS

SECTION 1. Books and Records.

The Corporation shall keep correct and complete books and records of account, and all contracts, and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. The Corporation must maintain original and hard copies of such books, records, contracts and minutes, and may maintain electronic copies as a back up.

SECTION 2. Inspection by Board Members.

All books and records of the Corporation may be inspected by any director for any proper purpose at any reasonable time.

SECTION 3. Inspection by Others.

For the duration that the Corporation is organized as a 26 U.S.C. §501(c)(3) tax exempt organization, the Corporation will comply with 26 U.S.C. §6104(d), as amended, which requires that §501(c)(3) tax exempt organizations make certain documents available for public inspection at its principal offices. Section 6104(d) also requires that §501(c)(3) organizations provide this information to any individual who requests it in person or in writing.

ARTICLE XIII
AUTHORITY, CHECKS, DEPOSITS, CONTRACTS, LOANS AND GIFTS

SECTION 1. Allocation and Disbursement Authority.

With the exception of line items budgeted in budgets approved by the Board of Directors, the Director of Operations of the Board of Directors has the authority to approve disbursements of funds of less than \$500 without prior approval of the Board of Directors. The actual disbursement shall be reported in the Director of Operation's report at the next regularly scheduled Board of Directors meeting. All other expenditures, invoices, bills, or requests for reimbursement not in the approved budget must be presented to the Board of Directors for approval prior to payment.

SECTION 2. Checks, Drafts, and Orders.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Director of Operations of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks over \$2000.00 shall require two (2) authorized signatures. Checks issued must be made out to the appropriate vendors, suppliers or corporations requiring payment and not to the individual requesting the check. In the event of individual reimbursement, receipts must be submitted prior to reimbursement.

SECTION 3. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Contracts.

All contracts executed on behalf of the Corporation shall have the Board of Directors' approval prior to execution and shall have the Director of Operation's signature to be considered valid. In the absence, incapacity, or inability or refusal of the Director of Operations to act, the Artistic Director's signature on contracts approved by the Board will be considered valid. All contracts shall be reported in the Director of Operation's report at the next regularly scheduled Board of Directors meeting.

SECTION 5. Loans.

No loans shall be contracted on behalf of the Corporation without Board of Directors approval and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

SECTION 6. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIV
FISCAL MANAGEMENT

The financial gains from all fundraising events sponsored by the Corporation will be collected and deposited into the Corporation's bank account solely for the purpose of sponsoring the Corporation's events and activities, as well as the general operations of the Corporation.

ARTICLE XV
FISCAL YEAR

The Corporation's fiscal year shall begin on the first day of July and end on the last day of June of each year.

ARTICLE XVI
INDEMNIFICATION

To the fullest extent permitted by the New Mexico Nonprofit Corporation Act and consistent therewith, the Corporation shall have the power to indemnify any Director, Advisor, Artistic Director, or former Director, Advisor, Apprentice, Executive Director or Artistic Director of the Corporation against reasonable expenses and costs (including attorneys' fees) actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been a Director, Advisor,

Executive Director or Artistic Director. Such person shall not be indemnified if judged to be liable on the basis of such person's breach and/or failure to perform the duties of their office, negligence, willful misconduct, or recklessness.

Advance indemnification may be allowed by a Director, Advisor, Apprentice or Artistic Director for expenses to be incurred in connection with the defense of an action, suit or proceeding, provided that the Director, Advisor, Apprentice, Executive Director or Artistic Director must reimburse the Corporation if it is subsequently determined that the Director, Advisor, Apprentice, or Artistic Director, was not entitled to indemnification.

ARTICLE XVII
AMENDMENT TO BYLAWS

These Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if written notice is given as set forth herein stating the purpose to alter, amend or repeal or to adopt new bylaws at the meeting, with copies thereof being provided at least seventy two (72) hours in advance thereof.

AMENDED THIS __ DAY OF _____, 2022.

MAGNIFY DANCE ENSEMBLE

By _____

By _____