

Bylaws of  
LEGACY PERFORMERS

Article I: Name, Offices, Records

1.1 Name. This nonprofit organization in Utah goes by the name Legacy Performers.

1.2 Offices. The official office and primary place of business of Legacy Performers will be determined by the Board of Directors (referred to as the "Board"). The Board has the authority to change this location as needed.

1.3 Registered Agent. A member of the Board chosen by the Board of Directors will serve as the registered agent of Legacy Performers until they resign or are removed by the Board.

1.4 Records. Legacy Performers will maintain its books and records at its registered office or in cloud-based storage (e.g., Google Docs). Any Board member can access these records for legitimate purposes and make copies. These records include:

- A. Financial records
- B. Meeting minutes of the Board and its committees
- C. Copies of the original Articles of Incorporation, subsequent amendments, and the Bylaws, including any amendments thereto.

Article II: Associated Performers

2.1 Eligibility and Status: Individuals who have actively participated in a minimum of three (3) performances booked by Legacy Performers (or the Mixed Nuts) within the current or previous calendar year, or individuals approved by the board may be extended an invitation to join as "Associated Performers" by the Board of Directors. Acceptance of this status is voluntary, and individuals must maintain engagement in a minimum of three (3) performances annually to retain their Associated Performer status.

2.2 Rights:

- A. Board Meeting Attendance: Associated Performers may attend Board meetings and participate in discussions. While attendance is encouraged, it is not mandatory for retaining the status of Associated Performer.

- B. Nomination and Voting on Board Members: Associated Performers may nominate and cast votes for new Board members in the event of a board vacancy. The decision in such a vote will be determined by a simple majority of Associated Performers present. All other matters, excluding board vacancies, will be exclusively voted on by the Board of Directors.
- C. Social Events: Associated Performers will receive invitations to social events organized by Legacy Performers, fostering a sense of community and camaraderie.

2.3 Termination: The Board reserves the right to terminate the status of "Associated Performer" if eligibility criteria are no longer met or for the best interests of the nonprofit organization. Any termination decision will be conducted with due process and fairness in mind.

### Article III: Board of Directors ("board members" or "the Board")

3.1 Number, Tenure, and Qualifications. The Board consists of seven directors (board members), elected by a simple majority of Associated Performers at the annual meeting or special meetings. Board members serve until their successors are elected, they resign, or are removed. Changes in the number of board members require a majority vote by board members.

3.2 Rights of Board Members. Upon leaving the Board, a board member loses voting rights and any interest in Legacy Performers. Board members have no claim on corporate assets upon dissolution and are not liable for the organization's debts.

3.3 Quorum. A majority of board members constitutes a quorum for a meeting. Decisions made by a majority of those present at a meeting are binding.

3.4 Resignation, Removal, and Vacancies. Board members may resign by giving notice. They may be removed with or without cause by a two-thirds majority vote of the Board at a special meeting.

3.5 Meetings. An annual board meeting shall take place between Labor Day and the end of the year. Additional meetings may be called by the Board as needed. Meetings may be conducted in person, via video conference, or via teleconference. Notice shall be given at least five days prior to the meeting.

3.6 Board Authority. The Board of Directors shall manage the organization's property and affairs.

3.7 Chairman of the Board. The Board shall elect a Chairman to preside over meetings and perform duties assigned by the Board or Bylaws.

3.8 Executive Director. The Board may appoint an Executive Director to oversee the day-to-day operations of Legacy Performers. The Executive Director shall report to the Board and be responsible for implementing the policies and decisions of the Board. The specific duties and authority of the Executive Director shall be outlined in a job description separate from these bylaws.

#### Article IV: Electronic Voting by the Board Outside of Meetings

4.1 Notification: The Chairman or the Board shall email the motion to all board members, including the language of this article, issue details, and voting instructions.

4.2 Decision: The motion shall require a unanimous, confidential electronic vote, excluding legitimate recusals (e.g., for conflicts of interest), within 14 days of receiving the motion to be binding.

4.3 Meeting Confirmation: At the next meeting, the Board shall vote to either confirm or reject the electronic vote, and the result must be recorded in the minutes. A rejection will result in the motion being repealed.

#### Article V: Officers

5.1 Officers. Legacy Performers has a minimum of a Secretary and Treasurer, with additional officers as needed.

5.2 Election and Term. Officers are chosen annually by the Board. If not elected at the annual meeting, officers can be chosen at regular or special meetings.

5.3 Resignation. Officers can resign by giving notice to the Board.

5.4 Removal. The Board may remove officers with or without cause if it serves Legacy Performers' best interests.

5.5 Vacancies. Vacancies may be filled by the Board at regular or special meetings.

5.6 Secretary's Powers and Duties. The Secretary's duties shall include maintaining Board member and Associated Performer records, attendance records, meeting records, and giving notice as directed by the Board.

5.7 Treasurer's Powers and Duties. The Treasurer manages Legacy Performers' bookings and finances, makes financial reports, and performs duties assigned by the Board.

#### Article VI: Special Assignments

6.1 The Board may delegate special assignments to members as needed, with the authority and terms determined by the Board.

#### Article VII: General Provisions

7.1 Compensation. Board members and officers serve without regular compensation but can be reimbursed for expenses or compensated for exceptional services.

7.2 Professional Services. Legacy Performers may employ specialized services as directed by the Board.

7.3 Agents and Representatives. The Board may appoint agents and representatives to act on behalf of Legacy Performers, following these Bylaws and applicable laws.

#### Article VIII: Bylaws/Amendments

8.1 The Board may make, alter, amend, and repeal the Bylaws with a majority vote at two separate meetings: one for the proposal and one for adoption. Alternatively, electronic voting outside of meetings may be utilized for members' convenience during these processes, subject to the provisions of Article IV.

#### Article IX: Contracts

9.1 The Board may authorize officers or agents to enter into contracts in Legacy Performers' name. No one may bind Legacy Performers without Board authorization.

#### Article X: Fiscal Year

Legacy Performers' fiscal year runs from January 1 to December 31.

#### Article XI: Prohibition Against Sharing in Earnings

No one connected with Legacy Performers may receive earnings from its operations, except for reasonable compensation for services. Upon dissolution, assets go to charitable, educational, or other qualifying organizations.

#### Article XII: Investments

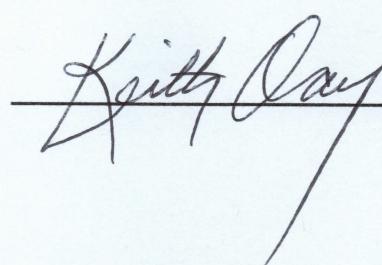
Legacy Performers may retain and invest funds as decided by the Board, provided it complies with tax regulations. All deposited funds must be placed within federally insured banks or credit unions.

#### Article XIII: Tax-exempt Activities

All actions must align with the tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. No action contrary to this status is allowed.

These Bylaws were adopted by the Board members on October 5, 2023.

LEGACY PERFORMERS

 Kristy Day \_\_\_\_\_ Secretary