Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): PO BOX 77 | Room/suite

City or town, state or country, and ZIP + 4: MESA, AZ 85211

D Employer identification number: 94-2621572

E Telephone number: (480)644-2850

G Gross receipts $ 258,952.

F Name and address of principal officer: JENNIFER BONNETT
SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.ARIZONAMUSEUMFORYOUTH.COM/FRIENDS.ASPX

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1978 **M** State of legal domicile: AZ

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: THE ARIZONA MUSEUM FOR YOUTH FRIENDS MISSION IS TO PROVIDE SUSTAINABLE RESOURCES TO FULFILL THE

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	19
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1
6	Total number of volunteers (estimate if necessary)	6	535
7 a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	185,045.	169,297.
	9	Program service revenue (Part VIII, line 2g)	48,763.	57,763.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	50.	92.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	19,960.	19,161.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	253,818.	246,313.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	74,979.	84,399.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	29,471.	31,841.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	175.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 46,689.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	101,542.	123,080.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	206,167.	239,320.
	19	Revenue less expenses Subtract line 18 from line 12	47,651.	6,993.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	165,877.	194,441.
	21	Total liabilities (Part X, line 26)	92,702.	114,273.
	22	Net assets or fund balances Subtract line 21 from line 20	73,175.	80,168.

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Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ X Jennifer Bonnett | Signature of officer | X 11/13/12 Date

▶ JENNIFER BONNETT, TREASURER
Type or print name and title

	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Paid Preparer Use Only	KELLY M. WHITE	Kelly M. White	11/9/12		P00622256
	Firm's name ▶ SCHMIDT WESTERGARD & COMPANY, PLLC			Firm's EIN ▶ 86-0271207	
	Firm's address ▶ 77 WEST UNIVERSITY DRIVE MESA, AZ 85201-5830			Phone no. 480.834.6030	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

132001 01-23-12 LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990** (2011)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED DEC 07 2012

91b 19

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission.
THE ARIZONA MUSEUM FOR YOUTH FRIENDS MISSION IS TO PROVIDE SUSTAINABLE RESOURCES TO FULFILL THE ARIZONA MUSEUM FOR YOUTH'S MISSION THROUGH FUNDRAISING, ADVOCACY, AND PARTNERSHIPS. (THE ARIZONA MUSEUM FOR YOUTH INSPIRES CHILDREN OF ALL AGES TO EXPERIENCE THEIR WORLD DIFFERENTLY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ________) (Expenses $ 179,652. including grants of $ 84,399.) (Revenue $ 57,763.)
THE ARIZONA MUSEUM FOR YOUTH - A PUBLIC/PRIVATE PARTNERSHIP BETWEEN THE CITY OF MESA AND THE ARIZONA MUSEUM FOR YOUTH FRIENDS, INC. - INTRODUCES CHILDREN TO THE VISUAL EXCITEMENT AND CULTURAL ENRICHMENT PROVIDED BY FINE ARTS. THE ARIZONA MUSEUM FOR YOUTH FRIENDS, INC. [AMYF], IS A 501(C)3 NONPROFIT ORGANIZATION THAT SUPPORTS EDUCATIONAL PROGRAMS, EXHIBITIONS AND OPERATIONS AT THE ARIZONA MUSEUM FOR YOUTH [AMY]. THE ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.'S OPERATION OF THE MUSEUM ALLOWS THE ARIZONA MUSEUM FOR YOUTH TO INSPIRE CHILDREN OF ALL AGES TO EXPERIENCE THEIR WORLD DIFFERENTLY THROUGH ART, CREATIVITY AND IMAGINATION. AMYF SUPPORTS AMY WITH FUNDS BOTH EARNED AND CONTRIBUTED. TOTAL ATTENDANCE FOR FY 2011-2012 WAS 68,138, WHICH INCLUDES 4,543 OUTREACH VOLUNTEERS AND 41,973 CHILDREN UNDER 18.

4b (Code ________) (Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4c (Code ________) (Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4d Other program services (Describe in Schedule O)
(Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4e **Total program service expenses ▶** 179,652.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8	X	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26	X	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	3			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country ▶					
	See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		X
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		X
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		X
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year — 1a: 19 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent — 1b: 18			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	15b	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶AZ

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available Check all that apply

[ ] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

SUNNEE O'RORK - 480 644-2850
35 N ROBSON, MESA, AZ 85201

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order. individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) BARB MILLMAN BOARD MEMBER	0.10	X						0.	0.	0.
(2) BILL MALLENDER BOARD MEMBER	0.10	X						0.	0.	0.
(3) CHRISTOPHER GLOVER BOARD MEMBER / COUNCILMEMBER	0.40	X						0.	0.	0.
(4) DOMINIQUE BOWMAN BOARD MEMBER	0.10	X						0.	0.	0.
(5) JENNIFER BONNETT BOARD MEMBER	1.40	X						0.	0.	0.
(6) JENNIFER DUFF BOARD MEMBER	2.20	X						0.	0.	0.
(7) JOHN WHITEMAN FOUNDER / BOARD MEMBER	0.80	X						0.	0.	0.
(8) JOSEPH SWABA BOARD MEMBER/ DEVELOPMENT COMMITTEE	0.50	X						0.	0.	0.
(9) KAREN SHERMAN BOARD MEMBER	0.40	X						0.	0.	0.
(10) SCOTT JOCHIM BOARD MEMBER	0.10	X						0.	0.	0.
(11) GLENN BLACKMORE BOARD MEMBER	0.20	X						0.	0.	0.
(12) CYNTHIA STONG BOARD MEMBER	0.30	X						0.	0.	0.
(13) ELLEN OWENS BOARD MEMBER	0.20	X						0.	0.	0.
(14) WILLIAM BARNHART BOARD MEMBER	0.20	X						0.	0.	0.
(15) JEFF EVERS BOARD MEMBER	0.10	X						0.	0.	0.
(16) CORRINE BROOKS BOARD CHAIR	1.10	X		X				0.	0.	0.
(17) CARMEN GUERRERO BOARD VICE CHAIR / BOARD AFFAIRS CHA	1.90	X		X				0.	0.	0.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) BART BEAUCHAMP BOARD TREASURER	1.00	X		X				0.	0.	0.
(19) KIMBERLY GRACE BOARD SECRETARY	0.90	X		X				0.	0.	0.

	(D)	(E)	(F)
1b Sub-total ▶	0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶	0.	0.	0.
d Total (add lines 1b and 1c) ▶	0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address NONE	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 2,412.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 166,885.				
	g Noncash contributions included in lines 1a-1f $ 3,026.					
	h Total. Add lines 1a-1f ▶		169,297.			
Program Service Revenue		Business Code				
	2 a ADMISSION MEMBERSHIPS	900099	57,763.	57,763.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶		57,763.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		92.			92.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6 a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
		(i) Securities / (ii) Other				
	7 a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ▶					
	8 a Gross income from fundraising events (not including $ ____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less. direct expenses	b				
	c Net income or (loss) from fundraising events ▶					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10 a Gross sales of inventory, less returns and allowances	a 24,502.				
	b Less cost of goods sold	b 12,639.				
	c Net income or (loss) from sales of inventory ▶		11,863.			11,863.
	Miscellaneous Revenue	Business Code				
	11 a MISCELLANEOUS	900099	7,298.			7,298.
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ▶		7,298.			
	12 Total revenue See instructions. ▶		246,313.	57,763.	0.	19,253.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	84,399.	84,399.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	29,626.	340.		29,286.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	2,215.			2,215.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	8,650.		8,650.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	49,177.	42,348.	1,323.	5,506.
12 Advertising and promotion				
13 Office expenses	3,174.	3,174.		
14 Information technology				
15 Royalties				
16 Occupancy	2,451.	2,451.		
17 Travel	16,059.	16,059.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,417.		1,417.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,625.	3,625.		
23 Insurance	2,397.			2,397.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a EXHIBIT MATERIALS	20,545.	20,337.		208.
b DUES & SUBSCRIPTIONS	3,965.	3,523.	42.	400.
c MEALS & ENTERTAINMENT	2,705.	2,636.		69.
d BANK AND MERCHANT FEES	2,394.		100.	2,294.
e All other expenses	6,521.	760.	1,447.	4,314.
25 **Total functional expenses.** Add lines 1 through 24e	239,320.	179,652.	12,979.	46,689.
26 **Joint costs** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

132010 01-23-12

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	8,232.	1	14,082.
	2	Savings and temporary cash investments	90,792.	2	126,057.
	3	Pledges and grants receivable, net	23,864.	3	15,625.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	5,358.	8	4,671.
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a 25,789.			
	b	Less accumulated depreciation — 10b 14,283.	15,131.	10c	11,506.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	22,500.	15	22,500.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	165,877.	16	194,441.
Liabilities	17	Accounts payable and accrued expenses	46,928.	17	51,536.
	18	Grants payable		18	
	19	Deferred revenue	25,774.	19	32,737.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	10,000.	22	10,000.
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	10,000.	25	20,000.
	26	**Total liabilities.** Add lines 17 through 25	92,702.	26	114,273.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	<10,435.>	27	<22,124.>
	28	Temporarily restricted net assets	83,610.	28	102,292.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	73,175.	33	80,168.
	34	Total liabilities and net assets/fund balances	165,877.	34	194,441.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	246,313.
2	Total expenses (must equal Part IX, column (A), line 25)	2	239,320.
3	Revenue less expenses Subtract line 2 from line 1	3	6,993.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	73,175.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	80,168.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [X]

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash [X] Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X	
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both [X] Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

Form 990 (2011)

132012
01-23-12

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization	Employer identification number
ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.	94-2621572

Part I | Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)
9 [ ] An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)
10 [ ] An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I **b** [ ] Type II **c** [ ] Type III - Functionally integrated **d** [ ] Type III - Other

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	27,076.	145,536.	114,837.	185,045.	169,297.	641,791.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge		1,165.	484.	3,870.	3,550.	9,069.
4 **Total.** Add lines 1 through 3	27,076.	146,701.	115,321.	188,915.	172,847.	650,860.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						422,897.
6 **Public support.** Subtract line 5 from line 4						227,963.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	27,076.	146,701.	115,321.	188,915.	172,847.	650,860.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	329.	508.	66.	50.	92.	1,045.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	478.	1,576.	1,843.	3,028.	7,298.	14,223.
11 **Total support.** Add lines 7 through 10						666,128.

12 Gross receipts from related activities, etc. (see instructions) | 12 | 337,642.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) | 14 | 34.22 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 | 15 | 43.49 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [X]

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.

Employer identification number: 94-2621572

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

(ii) Assets included in Form 990, Part X ▶ $ 22,500.

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ 0.

b Assets included in Form 990, Part X ▶ $ ______

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a [X] Public exhibition
b [ ] Scholarly research
c [ ] Preservation for future generations
d [ ] Loan or exchange programs
e [ ] Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? [X] Yes [ ] No

Part IV **Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? [ ] Yes [ ] No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? [ ] Yes [ ] No

b If "Yes," explain the arrangement in Part XIV

Part V **Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ ______ %

c Temporarily restricted endowment ▶ ______ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI **Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		25,789.	14,283.	11,506.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				11,506.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) DONATED ARTWORK	22,500.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	22,500.

Part X Other Liabilities. See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) M&I BANK LINE OF CREDIT	20,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	20,000.

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	246,313.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	239,320.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	6,993.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	6,993.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	453,511.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	194,484.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d	12,714.		
e	Add lines 2a through 2d			2e	207,198.
3	Subtract line 2e from line 1			3	246,313.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total revenue Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	246,313.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	446,518.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	194,484.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	12,714.		
e	Add lines 2a through 2d			2e	207,198.
3	Subtract line 2e from line 1			3	239,320.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total expenses Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	239,320.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information.

PART III, LINE 4: OUR COLLECTION IS LIMITED TO EDUCATIONAL PURPOSES AND IS USED IN CONJUNCTION WITH ACTIVITIES IN THE ARTZONE AND ART GALLERIES. THE COLLECTION CONSISTS OF SEVERAL PRINTS AND SCULPTURES. WORK ACCEPTED IS CHOSEN WITH THE ELEMENTS OF ART AND OUR MISSION OF INSPIRING CREATIVITY AND IMAGINATION IN MIND.

PART X, LINE 2: THE ORGANIZATION HAS BEEN GRANTED TAX-EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE "CODE").

Part XIV Supplemental Information *(continued)*

HOWEVER, INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO THE ORGANIZATION'S TAX-EXEMPT PURPOSE MAY BE SUBJECT TO TAXATION AS UNRELATED BUSINESS INCOME. DURING THE YEAR ENDED JUNE 30, 2012, THE ORGANIZATION DID NOT EARN ANY UNRELATED BUSINESS TAXABLE INCOME; THEREFORE, THE ACCOMPANYING FINANCIAL STATEMENTS CONTAIN NO PROVISION FOR INCOME TAXES.

THE ORGANIZATION APPLIES PROVISIONS OF FASB ASC 740 INCOME TAXES WHICH PROVIDES GUIDANCE ON UNCERTAINTY IN INCOME TAXES. UNDER THAT GUIDANCE, UNCERTAIN TAX POSITIONS ARE ACCOUNTED FOR BASED ON WHETHER IT IS "MORE-LIKELY-THAN-NOT" THAT THE POSITION WILL BE UPHELD BY THE TAXING AUTHORITY UPON EXAMINATION. THE ORGANIZATION ROUTINELY EVALUATES POTENTIAL UNCERTAIN TAX POSITIONS. THE ORGANIZATION HAS IDENTIFIED ITS STATUS AS AN EXEMPT ORGANIZATION AS A TAX POSITION; HOWEVER, THE ORGANIZATION HAS DETERMINED THAT SUCH TAX POSITION DOES NOT RESULT IN AN UNCERTAINTY THAT REQUIRES RECOGNITION.

THE ORGANIZATION FILES INFORMATIONAL AND INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION AND IN THE STATE OF ARIZONA. U.S. INFORMATIONAL RETURNS FOR YEARS ENDING PRIOR TO JUNE 30, 2009 AND STATE RETURNS FOR YEARS ENDING PRIOR TO JUNE 30, 2008 ARE CLOSED TO ASSESSMENT.

INTEREST AND PENALTIES, IF ANY, ARE ACCRUED AS A COMPONENT OF MANAGEMENT AND GENERAL EXPENSES WHEN ASSESSED. AS OF JUNE 30, 2012, THE ORGANIZATION HAS NOT ACCRUED INTEREST OR PENALTIES RELATED TO UNCERTAIN TAX POSITIONS.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

GIFT SHOP COGS INCLUDED IN EXPENSES PER AUDITED FINANCIAL STATEMENTS 12,639.

Part XIV Supplemental Information *(continued)*

REFUND OF PROFESSIONAL SERVICES	75.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	12,714.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

GIFT SHOP COGS INCLUDED IN EXPENSES PER AUDITED FINANCIAL STATEMENTS	12,639.
REFUND OF PROFESSIONAL SERVICES	75.
TOTAL TO SCHEDULE D, PART XIII, LINE 2D	12,714.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization: ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.

Employer identification number 94-2621572

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CITY OF MESA 20 E. MAIN STREET, SUITE 250 MESA, AZ 85201	86-6000252		84,399.	0.	FMV		THE ORGANIZATION HAS A RELATIONSHIP WITH THE CITY OF MESA IN WHICH THE ORGANIZATION REVIEWS THE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2011)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

132101 01-27-12

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: CITY OF MESA

(H) PURPOSE OF GRANT OR ASSISTANCE: THE ORGANIZATION HAS A RELATIONSHIP WITH THE CITY OF MESA IN WHICH THE ORGANIZATION REVIEWS THE EXPENSES AND THEN REIMBURSES THE CITY FOR SAID EXPENSES.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2011
Open To Public Inspection

Name of the organization: ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.
Employer identification number: 94-2621572

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
CORRINE BROOKS -	X		15,000.	10,000.		X	X		X	
Total			▶ $	10,000.						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule L (Form 990 or 990-EZ) 2011

SEE PART V FOR CONTINUATIONS

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: CORRINE BROOKS

(A) PURPOSE OF LOAN: TO MEET BUDGET DEMANDS

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization	Employer identification number
ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.	94-2621572

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
ARIZONA MUSEUM FOR YOUTH'S MISSION THROUGH FUNDRAISING, ADVOCACY, AND PARTNERSHIPS. (THE ARIZONA MUSEUM FOR YOUTH INSPIRES CHILDREN OF ALL AGES TO EXPERIENCE THEIR WORLD DIFFERENTLY THROUGH ART, CREATIVITY AND IMAGINATION.)

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
THROUGH ART, CREATIVITY AND IMAGINATION.)

FORM 990, PART VI, SECTION A, LINE 3: THE CITY OF MESA HAS A PUBLIC/PRIVATE PARTNERSHIP WITH THE ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.

FORM 990, PART VI, SECTION A, LINE 4: THE ORGANIZATION HAS AMENDED ITS BYLAWS WITH CHANGES TO THEIR MISSION AND VISION, CHANGES TO THEIR PROCESSES FOR APPOINTING OFFICERS, AND CHANGES TO OFFICERS' GENERAL RESPONSIBILITIES. SEE ATTACHED AMENDED BYLAWS FOR DETAIL.

FORM 990, PART VI, SECTION A, LINE 6: SERVICE ORGANIZATION WITH 1,484 MEMBER FAMILIES.

FORM 990, PART VI, SECTION A, LINE 7A: THE ORGANIZATION'S BOARD HAS AN ASSIGNED CITY OF MESA COUNCILMEMBER THAT SHALL SERVE AS THE DESIGNEE FOR THE CITY OF MESA AND SHALL HAVE ONE VOTE ON THE BOARD.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 IS REVIEWED BY FINANCIAL COMMITTEE, THEN PRESENTED TO BOARD DURING MONTHLY MEETING AND VOTED ON TO

Name of the organization: ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.

Employer identification number: 94-2621572

BE ACCEPTED.

FORM 990, PART VI, SECTION B, LINE 12C: EACH BOARD MEMBER SIGNS A CONFLICT OF INTEREST POLICY ANNUALLY. BOARD MEMBERS MAY ALSO UPDATE THEIR STATUS AS NEEDED.

FORM 990, PART VI, SECTION B, LINE 15: THE PROCESS FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S KEY EMPLOYEES ARE DETERMINED BY AN ANNUAL REVIEW BY CITY OF MESA MANAGEMENT IN RELATION TO INDUSTRY STANDARDS.

FORM 990, PART VI, SECTION C, LINE 19: THE ARIZONA MUSEUM FOR YOUTH FRIENDS, INC. MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC THROUGH WRITTEN REQUEST OF PUBLIC RECORDS.

FORM 990, PART XI, LINE 2C EXPLANATION

THERE HAVE BEEN NO CHANGES FROM THE PRIOR YEAR.

Arizona Museum for Youth Friends, Inc.
A non-profit organization to benefit the Arizona Museum for Youth

BYLAWS

OF

ARIZONA MUSEUM FOR YOUTH FRIENDS, INC.
an Arizona nonprofit corporation

ARTICLE I

Offices

Section 1.01. Principal Office. The principal office of the Corporation in the State of Arizona shall be located in Maricopa County unless otherwise established by a vote of a majority of the Board of Directors in office.

Section 1.02. Other Offices. The Corporation also may have offices at other places within or without the State of Arizona.

WHEREAS the mission of the Arizona Museum for Youth is to inspire children of all ages to experience their world differently through art, creativity and imagination.

THEREFORE the **Vision** of the Arizona Museum for Youth Friends, Inc. is to create infinite possibilities for the Arizona Museum for Youth and its' **Mission** is to provide sustainable resources to fulfill the Arizona Museum for Youth's mission through fundraising, advocacy, and partnerships.

GOALS

- Develop the resources to fulfill the Arizona Museum for Youth's mission.
- Build networks among members, and seek collaborations with like-minded organizations to strengthen the museum.
- Communicate museums' key role in education and economic development.
- Encourage public awareness of the existence, purposes and value of the Arizona Museum for Youth.

Board of Directors
ARTICLE II

Membership

Section 2.01. Non-voting Member Organization. This Corporation shall have members and classes of membership as may be determined by the Board of Directors. No class of membership shall be granted the right to vote on any matters whatsoever concerning the operation of the Corporation, including election of Directors.

Section 2.02 Annual Meeting. The Board of Directors may conduct an annual meeting of Members or determine the place, date and time of the annual meeting of the members. At that meeting the members may transact such business as properly brought before the meeting, provided that the Members shall have no right to vote on any matters affecting the Corporation.

Section 2.03. Presiding Officer. Meetings of the members shall be presided over by the chair of the Board of Directors, if there be one, or if the chair not present, by the vice chair of the Board of Directors. The secretary of the Corporation, or, in the secretary's absence, an assistant secretary, shall act as secretary of every meeting, but if neither the secretary nor an assistant secretary is present, the presiding officer shall choose any person present to act as secretary of the meeting.

Section 2.04. Voting. Members shall have no right to vote with respect to any matters affecting the Corporation, including election of Directors.

ARTICLE III

Board of Directors

Section 3.01. Powers. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Corporation, except as specifically restricted by statute, the articles of incorporation or these bylaws.

Section 3.02. Number and Term of Office. The Board of Directors shall be a self-perpetuating Board of Directors. The Board of Directors shall consist of such number of Directors, not fewer than nine (9) nor more than eighteen (18), as may be determined by resolution of the Board of Directors. Except as hereinafter provided, Directors shall be elected by class to serve for a term of three (3) years, or until removal, resignation or their respective successors are elected and qualified on or after the end of the term. Each class of Directors shall be comprised of one third of the total Directors, or that number which is closest to one third if the total number of Directors is not evenly divisible by three (3).

Section 3.03. Qualification and Election.

(a) All Directors of the Corporation shall be natural persons of at least 18 years of age, and need not be residents of Arizona or members in the Corporation. If, due to a vacancy or vacancies or otherwise, Directors of more than one year are to be elected, each class of Directors to be elected at the meeting shall be nominated and elected separately. The Board of Directors shall appoint a nominating committee as part of the Board Affairs Committee consisting of three Directors whose terms do not expire at the next annual meeting and the committee shall nominate as many persons for the office of Director as there are positions to be filled. If nominations for the office of Director have been called for as herein provided, only candidates who have been nominated in accordance herewith shall be eligible for election.

(b) At each election for Directors every Director shall have the right to vote one vote for each candidate, but shall be prohibited from cumulating his or her votes. The candidates receiving the highest number of votes within their class shall be elected.

Section 3.04. Presiding Officer. Meetings of the Board of Directors shall be presided over by the chair of the board, if there be one, or if the chair is not present, by the vice chair of the board, if there be one, or if the vice chair is not present, by a chairman to be chosen by a majority of the Board of Directors at the meeting. The secretary of the Corporation, or, in the secretary's absence, an assistant secretary, shall act as secretary of every meeting, but if neither the secretary nor an assistant secretary is present, the chairman shall choose any person present to act as secretary of the meeting.

Section 3.05. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the chair or the secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. Vacancies.

(a) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though not less than a quorum, or by a sole remaining Director at any regular or special meeting. The Director so elected shall continue in office until the next election of Directors when such Director's successor is elected and qualified. Any newly created Directorship shall be deemed a vacancy.

(b) When one or more Directors shall resign from the board, effective at a future time, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective. Each Director so chosen shall hold office until the next election of Directors when such Director's successor is elected and qualified.

Section 3.07. Removal. At a meeting of Directors called for the purpose of removing Directors, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the Directors. A Director may only be removed for failure to attend or notify the Chair at least one day in advance of his or her intention or inability to attend a regularly scheduled meeting of the Board of Directors, or for actions or omissions involving criminal activity or matters of moral turpitude which are likely to hinder the activities or standing in the community of the Corporation. In case the board or such class of the board, or any one or more Directors is so removed, new Directors may be elected at the same meeting.

Section 3.08. Place of Meeting.

(a) The Board of Directors may hold its meetings at such place or places as the Board of Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

(b) Meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

Section 3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by resolution of the Board of Directors at the beginning of the fiscal year. At regular meetings, the Directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given.

Section 3.10. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the board chair or two or more of the Directors. Notice of each such meeting shall be given to each Director by telephone, or email at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purpose of, or the business to be transacted at, such meeting.

Section 3.11. Quorum, Manner of Acting, and Adjournment. Thirty percent (30%) of the Directors then serving shall constitute a quorum for the transaction of business. Except as otherwise specified in the articles of incorporation or these bylaws or provided by statute, the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. The Directors shall act only as a board and the individual Directors shall have no power as such; provided, however, that any action which may be taken at a meeting of the board or of a committee may be taken without a meeting if all Directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote.

Section 3.12. Executive and Other Committees and Task Forces.

(a) The Board of Directors, by resolution adopted by a majority of the full board, may designate from among its members an Executive Committee and one or more other committees, or task forces, with each to consist of two or more Directors. The board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee or task force.

(b) Except as otherwise provided in this section, the Executive Committee shall have and exercise all of the authority of the Board in the management of the business and affairs of the Corporation and any other committee or task force shall have and exercise the authority of the board to the extent provided in the resolution designating the committee or task force. The Board of Directors, with or without cause, may dissolve any such committee or task force, or remove any member thereof at any time.

Section 3.13. Compensation. Directors, and members of any committee of the Board of Directors, shall not be entitled to compensation for their services as Directors and members of any such committee, but shall be entitled to reimbursement for expenses actually incurred on behalf of the Corporation as may be approved by resolution of the Board of Directors.

Section 3.14. Dividends. The Corporation shall not inure to the financial benefit of any Director or Member and the Corporation is therefore prohibited from declaring any dividend or otherwise distributing monies or assets to the Directors, members or officers that would be contrary to the requirements of IRS Code Section 501(c)(3) and related regulations.

Section 3.15. Minutes. The Corporation shall keep minutes of the proceedings of its Board of Directors and committees thereof.

Section 3.16. Director Conflicts of Interest.

(a) No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified, in the light of circumstances known to those entitled to vote thereon at that time.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV

Notice - Waivers

Section 4.01. Notice, What Constitutes. Whenever written notice to any person is required by the articles of incorporation, these bylaws, or statute, it may be given to such person by the means appropriate to the situation (i.e. mail, email, personally). .

Section 4.02. Waiver of Notice.

(a) Whenever any notice is required to be given to any member or Director by the articles of incorporation, these bylaws, or statute, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V

Officers

Section 5.01 Subordinate Officers, Committees and Agents. The Board of Directors may elect such other officers and appoint such committees, task forces, employees or other agents as the business of the Corporation may require. Each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the Board of Directors may determine. The Directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents.

Section 5.02. The Executive Director. The Board of Directors may designate an executive director who shall have general supervision of all day to day operations of the Corporation and its activities and to perform such duties as from time to time may be requested by the Board of Directors and in cooperation with the City of Mesa.

Section 5.3. The Chair. The chair shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the Corporation, and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.4. The Vice Chair. The vice chair, in the order designated by the Board of Directors, shall perform the duties of the chair in the chair's absence or disability. Each vice chair shall have such other duties as from time to time may be assigned by the Board of Directors or the chair.

Section 5.5. The Secretary. The secretary shall attend all meetings of the Board of Directors and shall review the minutes presented by the designated staff member (Office Assistant) on the record of all the votes of the Board of Directors and their minutes and committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports are properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation; and, in general, shall perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned by the Board of Directors or the chair.

Section 5.6. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Corporation and shall oversee the accounting books managed by designated staff members for the Arizona Museum for Youth Friends. This includes oversight for all funds collected and received all funds deposited in such banks or other places of deposit as the Board of Directors may designate; shall, whenever so required by the Board of Directors, render an account showing his transactions as treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as from time to time may be assigned by the Board of Directors or the chair. The treasurer shall chair the Finance and Audit Committee and appoint through voting approval of the Board at least one other Board of Directors member for this Committee in order to review the annual Financial Review or Audits, Form 990, other tax documents and regular financial reports for the board meetings.

Section 5.7 Salaries. No officers shall be entitled to any compensation, except permitted reimbursements. The salaries or other compensation of any other employees and other agents shall be fixed from time to time by the executive director subject to the constraints of the budget approved by the Board of Directors annually or as revised and in tandem with the City of Mesa.

ARTICLE VI

Membership

Section 6.01. Categorization of Members. The membership of this Board shall consist of three categories: Active, Honorary and Ex-officio.

Section 6.2. Active Members. Active members shall be volunteers approved by the AMY Friends Board. There shall be no proxy votes.

Section 6.3. Honorary. Members shall be persons distinguished for furthering the purpose of AMY, whether previously members of the Board or not, who are so approved by the Board for a term to be determined by the board upon completion of their elected term(s) of service or upon their resignation from the Board. An Honorary Member shall not vote in the Board, but shall otherwise be entitles to the rights and privileges of an active member of the board, including notice of meetings and the right to participate in discussion at meetings.

Section 6.4. Ex-officio. Members shall include but not be limited to, the City of Mesa Mayor and City Councilmembers and the Executive Director of AMY. An assigned City Councilmember shall serve as the designee for the City of Mesa and shall have one vote on the Board. The Executive Director shall have one vote. All other ex-officio members shall have no vote on the Board, but shall otherwise be entitled to the rights and privileges of an active member of the board, including notice of meetings and the right to participate in discussion during board meetings.

Each active member of the board shall demonstrate support by assisting AMY administration in strategic operational planning and educational and business guideline development. Perform all responsibilities necessary for the accomplishment of its purpose in accordance with the City of Mesa and the State of Arizona as directed by statute. Each Board member will review the Board Expectation document at their annual meeting with the Board Chair and museum Executive Director, or other appropriate designated person.

ARTICLE VII
Indemnification

Section 7.01. Procedure for Effecting Indemnification. Indemnification of an authorized representative of the Corporation (which, for purposes of this Article shall mean a Director, officer, fiduciary as defined by the Employee Retirement Income Security Act of 1974 ("Fiduciary") or agent of the Corporation, or a Director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise serving as such at the request of the Corporation) shall be made when ordered by court (in which case the expense, including attorneys' fees, of the authorized representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Corporation) and shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because the applicable standard of conduct set forth in the Arizona Revised Statutes as amended from time to time has been met. Such determination shall be made in accordance with the Arizona Revised Statutes as amended from time to time.

Section 7.02. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as determined to be authorized in accordance with the Arizona Revised Statutes as amended from time to time upon receipt of an undertaking by or on behalf of a Director, officer or Fiduciary to repay such amount unless it ultimately shall be determined that such person is entitled to be indemnified by the Corporation as required in the articles of incorporation or this Article. To the extent authorized by law such expenses may be paid by the Corporation in advance on behalf of any other authorized representative when authorized by the Board of Directors upon receipt of a similar undertaking.

Section 7.03. Scope of Article. The indemnification provided in the articles of incorporation or by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors, statute or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE VIII

Miscellaneous

Section 8.01. Corporate Seal. The Corporation may have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation and such other details as may be approved by the Board of Directors. Nothing in these bylaws shall require the impression of a corporate seal to establish the validity of any document executed on behalf of the Corporation.

Section 8.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors from time to time may designate, which is the Executive Officers as requested by the City of Mesa. No staff person is able to sign checks if they are paid by the City.

Section 8.03. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.04. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers as the Board of Directors from time to time shall determine.

Section 8.05. Reports. The Board of Directors shall present at the annual meeting of members a report of the financial condition of the Corporation as of the closing date of the preceding fiscal year. Such report shall be in such form as shall be approved by the Board of Directors and shall be available for the inspection of members at the annual meeting. Unless required by statute, the Board of Directors shall not be required to, have such report prepared and verified by an independent certified public accountant or by a firm of practicing public accountants.

Section 8.06. Corporate Records.

(a) There shall be kept at the principal office of the Corporation an original or duplicate record of the proceedings of the members and of the Directors, and the original or a copy of the bylaws including all amendments or alterations thereto to date, certified by the secretary of the Corporation. An original or duplicate share register also shall be kept at the registered office or principal place of business of the Corporation, or at the office of a transfer agent or registrar, giving the names of the members, their respective addresses and the number and class of shares held by each. The Corporation also shall keep appropriate, complete and accurate books or records of account, which may be kept at the office of its statutory agent or at its principal place of business.

(b) Any person who shall have been a holder of record of shares or of a voting trust beneficial interest therefor at least six months immediately preceding a demand or shall be the holder of record of, or the holder of record of a voting trust beneficial interest for, at least five per cent of all the outstanding shares of the Corporation, upon written demand directed to the Corporation at its principal office or its statutory agent, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose the Corporation's relevant books and records of accounts, minutes, and record of members and to make copies of or extracts therefrom. In every instance where any attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member.

Section 8.07 Amendment of Bylaws. Except as may otherwise be provided in the articles of incorporation, these bylaws may be amended or replaced, or new bylaws may be adopted, by the Board or Directors of the Corporation at any regular or special meeting of Directors, subject to repeal or change by action of the members. It shall not be necessary to set forth such proposed amendment, repeal or new bylaws, or a summary thereof, in any notice of such meeting, whether annual, regular or special.

Article IX

Dissolution-Distribution of Property

In the event of dissolution of this Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986. In no event shall any donor, Director, director, officer or individual be entitled to any distribution or division of the Corporation's remaining property.

CERTIFICATION

I hereby certify that the foregoing bylaws were adopted by a majority of the Board of Directors of the Corporation as of the __13_ day of_March____, 2012.

Signature on file
Chair, Corrine Brooks