

By Laws of Rebirth Inc.

Article 1

1. The annual meeting of the board of directors shall be held each year at the registered offices of the Corporation during the first two weeks of the month of October, the exact date to be set by the existing board of directors.

Article 2

Directors

1. A board not less than five and not more than eleven directors shall be chosen annually by the members at their annual meeting.

2. The regular meeting of the board of directors shall be set by the present board of directors to their convenience, so long as there shall be a regular meeting of the board at least quarterly (four times per year).

3. A special meeting of the board of directors may be called by the President/Board Chair at anytime. The Secretary shall give notice giving time, place and purpose of such a meeting and such notice will be given twenty-four hours prior to such meeting.

4. Three board of directors shall constitute a Quorum

5. Vacancies in the board of directors shall be filled by appointment made from by the remaining board. Each person so elected to fill a vacancy shall remain a director until a successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for the purpose and held prior thereto.

6. The board shall at its discretion hire, retain or appoint a Project Director or Artistic Director for each project or program of the Corporation.

7. Removal of a director or directors shall be by the membership at a special meeting.

A. Removal may be initiated by petition signed by two-thirds of the active members and filed with the Board of Directors.

B. Removal may be initiated by recommendation of the Board in accordance with Section 9 of this article.

C. Special meeting initiated for the purposes of removal shall:

1. Require a quorum of one-half the active membership
2. Shall be chaired by a non-director elected at the meeting
3. Effective removal by two-thirds vote.

D. Vacancies created by removal under this section shall be filled pursuant to Section 5 of this article.

E. All disputes arising from these proceedings shall be resolved by the board of directors at the special meeting.

8. The board of directors in its discretion may utilize any of the following means to discipline a director: The board may by a majority vote, formally censure a director. The board may, by a majority vote, recommend removal of a director and call a special meeting within 1 week after they give written notice to the director of the grievances and evidence intended to be produced at the special meeting.

Article III

Officers

1. There shall be officers President/Chair, Secretary and Treasurer elected but the board as a whole shall share the duties attendant upon the operation of the corporation. Two offices can be held by the same person, but can only act as one when signing documents. The corporation shall retain, hire or appoint an Executive Director to carry out the functions of the corporation. A President may be designated by the Board for ceremonial purposes.

2. The Executive Director shall be selected by the board of directors and shall serve at their pleasure, receiving compensations in such amount as may be reasonable agreed upon the parties. The Executive Director shall be the Chief Administrative Officer of the corporation, will preside over resolutions of the board that are carried into effect and shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of Executive Director. The Executive Director may also hire and fire staff, engage professional services of individuals and firms, and generally do all that which is necessary to effect the goals and purposes of the corporation, subject at all times to the express approval of the Board of Directors.

Article IV.

Execution of Instruments

1. All checks, drafts and orders for payment shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the board of directors shall from time to time designate for that purpose.

2. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Article V.

Membership

1. Any person involved in or working in a program of this corporation shall be considered a member of the corporation. The board will establish and revise policy for dues and subscriptions. These members shall be known as Active Members and shall reserve the right to themselves to establish a separate policy approved by the board.

2. Dues and special fees required of the membership may be altered or changed from time to time at the discretion of the board of directors, at a special meeting designated for this purpose.

3. Any member may be removed from membership by a majority vote of the members at any special meeting of the members called for that purpose, for conduct deemed prejudicial to the corporation,

provided, that such member shall have first been served with written notice of the accusations against him or her and shall have been given an opportunity to present his or her witnesses, if any, and to heard, at such meeting at which such vote is taken.

Article VI.

Amendment of By-Laws

These By-Laws may be altered, changed, added to, repealed or otherwise amended by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members or by the affirmative vote of the majority of the board of directors at a regular or special meeting of the board. Provided, that the board of directors shall not make or alter any by-laws fixing the manner, qualifications, classifications or term or office if the Board, nor shall the board of directors make or alter the by-laws concerned with amending or changing the by-laws.

Article VII.

Function of the Corporation

1. To carry on activities and programs consistent with the purposes of the corporation as enumerated in the Articles of Incorporation
2. To improve race and diversity relations in the Detroit Metropolitan area through interaction in the musical common denominator of creative music from the African American cultural tradition.
3. To help encourage other art forms in conjunction with music, including dance, theater, poetry, fine arts, film, video and literature.
4. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of By Laws, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Inter Revenue Law).
5. Should this corporation ever be dissolved, voluntarily or otherwise, no part of the assets thereof shall inure to the benefit of any member, officer, or director. Any assets remaining after the discharge of all liabilities of the corporation shall be distributed in accordance with a resolution of the board of directors to a corporation or corporations as shall at that time qualify as an exempt organization or organizations

under section 501(c) (3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law)