BYLAWS
OF
REACH STUDIO ART CENTER
A Michigan Domestic Nonprofit Corporation

ARTICLE I

Corporation

Section 1. Name. The name of the corporation shall be Reach Studio Art Center ("Corporation").

Section 2. Form. The Corporation is organized as a nonprofit, non-stock, directorship corporation.

Section 3. Action. Action by the Board of Directors shall be required for:

A. All matters requiring action by the members of a non-profit corporation under Michigan law.

B. All matters requiring action by the Directors of a non-profit corporation under Michigan law.

C. All matters for which the Corporation’s Articles of Incorporation shall require action by the Directors.

D. All matters for which these Bylaws shall require action by the Board of Directors.

Section 4. Location. The registered office may be at such place as the Board of Directors may from time to time designate. The registered office at the time of approval of these Bylaws shall be at 1804 S. Washington Avenue, Lansing, Michigan 48910.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be the 12-month period commencing January 1 of each year and ending on the last day of December.

Section 6. Purposes.

A. Non-Profit Charitable Organization
   This Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
B. Arts Enrichment and Education

To provide educational services in the form of art enrichment activities and exposure to the arts to disadvantaged youth and other residents of Lansing, Michigan and its surrounding communities, without regard to ability to pay, and in general, carrying on any business in connection therewith and incidental thereto, and doing any and all things necessary, required and not expressly prohibited by the laws of the State of Michigan and not inconsistent with the requirements of a nonprofit charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

C. Non-Profit Earnings and Income

Notwithstanding any other provision of these Bylaws, all the income and earnings of the Corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the Corporation shall inure to the benefit of or be distributed or distributable to any director, officer, member, trustee, individual, firm, corporation, partnership, association or other private person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

No individual member or director of the Corporation or other private person shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity.

D. Apolitical Body

No substantial part of the activities of the 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) in a political campaign on behalf of any candidate for public office.

E. Exclusively Non-Profit Activities

Notwithstanding any other provisions of these Bylaws, the exclusive purpose of the Corporation shall be to carry on only those activities 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 1986 (or corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

F. Exclusively Public Interests

Notwithstanding any other provision of these Bylaws, the Corporation shall in no manner be controlled by or under the direction of or acting in the substantial interest of any private individual, firm, corporation, partnership or association seeking to derive profit or gain therefrom or seeking to eliminate or minimize losses in any dealing or transactions with the Corporation.
ARTICLE II

Directors

Section 1. Number. The number of Directors shall not be less than five (5) or more than twelve (12) and shall be elected in accordance with these Bylaws.

Section 2. Term of Service. The term of each member of the Board of Directors shall be two (2) years. After initial election, board members may renew membership for three (3) consecutive terms, followed by a one year leave. Members may return to the Board after the one (1) year leave of service. The length of term a Director shall serve shall commence with the first meeting of the Board of Directors.

Section 3. Qualifications of Directors. Qualifications for Board membership shall include but not be limited to: a) special skills to address specific needs of the Corporation; b) willingness to give time and energy to the Corporation; c) enthusiasm for the Corporation and conviction in its purpose; d) ability to represent the community and interpret community needs and views; e) willingness to accept and support decisions democratically made; and f) ability to represent the Corporation to the community.

Section 4. Adding New Board Directors. The Board of Directors may bring forth nominations for new Board Directors at any regular or special meeting of the Board. Those nominations will be considered and elected in person or electronic voting, as provided in these Bylaws at that time or at a subsequent meeting of the Board. New members are elected by a majority (minimum of one half plus one) of affirmative votes.

Section 5. Removal. The Board may remove any Officer or Director for cause by 2/3 supermajority vote of all current Directors at any regular or special meeting of the Board, provided a statement of the reason or reasons shall have been mailed by Registered Mail or via e-mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time and location the Board will take removal action. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place named in the notice.

Section 6. Resignation. Any director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. A successor may be appointed as provided in Section 7.

Section 7. Leave of Absence. Any director may request a leave of absence from their board term in accordance with the leave of absence policy established by REACH Studio Art. A director on an approved leave of absence will not be treated as having resigned from the board, but will not be counted in establishing a quorum under Article III, Section 6, and will not be entitled to vote. A director on leave will continue to be entitled to indemnification by the organization to the same extent as other directors. The leave of absence will not extend the director’s term.
Section 8. Vacancy. In the case of any vacancy in the Board of Directors, the remaining
directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the
unexpired portion of the term of the director whose place shall be vacant. The director so elected
shall serve out the remaining portion of the term to then be elected to serve a new term.

Section 9. Management of Business Affairs. The business affairs of the Corporation shall
be managed by, or under the direction of, its Board except as otherwise provided by statute or in
the Articles of Incorporation or by these Bylaws.

Section 10. Compensation. There will be no compensation, financial or otherwise, to the
Board for carrying out their duties and responsibilities as members of the Board. Out-of-pocket
expenses may, however, be reimbursed. Nothing contained in this section shall be construed to
preclude any director from serving the Corporation in any other capacity or receiving
compensation there for.

ARTICLE III

Meetings of the Board of Directors

Section 1. Location. Regular or special meetings of the Board of Directors may be held
either within or without the State of Michigan at such time and place as may be fixed from time to
time by the Board of Directors.

Section 2. Meeting by Electronic Conference. Directors may participate in and act at any
meeting of the Board by means of telephone, internet, or other communications equipment if all
persons participating in the meeting can communicate with each other. Participation in such a
meeting shall constitute presence in person at the meeting.

Section 3. Regular Meetings. The Board of Directors shall meet at least quarterly. Regular
meetings of the Board of Directors may be held without notice at such time and place as shall from
time to time be determined by resolution of the Board, provided that notice of every resolution of
the Board fixing or changing the time or place for the holding of regular meetings of the Board
shall be mailed or e-mailed to each director at least five (5) days before the first meeting held
pursuant thereto. Any business may be transacted at any regular meeting of the Board. Committees shall supplement Board meeting activity.

Section 4. Annual Meeting. The Annual meeting of the Board of Directors shall be held
on a day duly designated by the Board of Directors in the month of October.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by
the Chairperson of the Board on three (3) days notice to each Director, either personally or by mail
or by electronic communication unless such notice shall be waived; special meetings shall be called
by the Chairperson or Secretary in like manner and on like notice on the written request of a simple
majority of the voting Directors or such other number of Directors as may be determined from
time to time. Attendance at a meeting constitutes waiver of notice of the meeting. Notice may also
be waived in writing either before or after the meeting.
Section 6. Quorum. A majority of current voting members of the Board constitutes a quorum for transaction of business unless the Articles of Incorporation provide for a larger or smaller number.

Section 7. Voting. The vote of the majority of Board members present at a meeting at which a quorum is present constitutes the action of the Board unless the vote of a larger number is required by statute, the Articles of Incorporation or these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Written Consent to Action. Unless otherwise provided by the Articles of Incorporation, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office consent thereto in writing. The written consent has the same effect as a vote of the Board for all purposes.

ARTICLE IV

Committees

Section 1. Members. The Board may designate one or more committees, each of which shall consist of at least one board member who shall be chairperson and one or more committee members. Committee members need not be members of the Board of Directors. The committee chairperson and members of the committee shall be recommended by the Chairperson of the Board, with approval of the Board of Directors. The studies and recommendations of committees shall be reported to the Board for consideration and action. Committees may adopt rules for the conduct of business not inconsistent with these Bylaws, the Articles of Incorporation, or state law. Each member of the committees, shall have full voting rights on that committee.

Section 2. Standing Committees. The Board will have at least two standing committees which shall be: Executive Committee, comprised of the officers of the Board and Executive Director and Finance Committee.

ARTICLE V

Officers

Section 1. Number. The officers of the Corporation shall be Chairman of the Board, Vice-Chair, Secretary, and Treasurer and other officers as may be selected by the Board of Directors. The same individual may hold no more than two (2) offices.

Section 2. Election. The Board of Directors shall elect officers at a duly noticed meeting to fill vacancies due to expiration, removal, or other cause. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as may be convenient.
Section 3. Term. An officer elected or appointed shall hold office for the term for which he/she is elected or appointed and until his/her successor is elected or appointed and qualified or until his/her resignation or removal. An officer elected or appointed by the Board may be removed by the Board with or without cause, by a 2/3 supermajority vote of the Board, then in office, at a meeting for which notice of the vote has been given.

Section 4. Vacancies. A vacancy in any office shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

CHAIRPERSON OF THE BOARD

Section 5. Duties. The Chairperson shall preside at meetings; shall have oversight of the business of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect.

VICE-CHAIRPERSON OF THE BOARD

Section 6. Duties. The Vice-Chairperson shall assist the Chairperson and fill in as requested and necessary in the absence of the Chairperson. The Vice-Chairperson may have specific responsibilities assigned by the Chairperson of the Board or provide broad assistance with no defined role.

THE SECRETARY

Section 7. Duties. The Secretary shall keep electronic copies of the minutes of the Board of Directors meetings; shall see that all notices and announcements are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records and shall keep a register of the post office address of each Director.

THE TREASURER

Section 8. Duties. The Treasurer shall oversee the custody of the corporate funds and securities and shall oversee the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall oversee deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 9. Accounting. The Treasurer shall oversee disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions under his/her oversight as Treasurer and of the financial condition of the Corporation.

Section 10. Compensation. Officers of the Board of Directors may not be compensated for their services. They may, however, be reimbursed for travel and other expenses. Nothing contained in this section shall be construed to preclude any officer from serving the Corporation in any other capacity or receiving compensation there for.
Section 11. Filling More Than One Office. Pursuant to the statute concerning the Incompatible Public Offices, Act No. 566 of the Public Acts of 1978, being Section 15.181 to 15.185 of the Michigan Compiled Laws, any two offices of the Corporation except those of Chairperson and Vice-Chairperson may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE VI

Executive Director

Section 1. The Directors may, by a 2/3 supermajority vote, appoint an Executive Director of the Corporation.

Section 2. The Executive Director shall be an employee of the Corporation and shall have such duties and powers as may be granted to him or her by the Directors, and his or her authority shall be limited to the extent authorized by resolutions and/or policies of the Board of Directors.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any Director or officer, employee, agent or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the Chairperson, the Secretary, the Treasurer or their designee upon resolution of the Board approving the transaction.

Section 2. Loans. No indebtedness or borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All Checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Corporation.

ARTICLE VIII

Statements and Audit
Section 1. Director’s Annual Statement. At least once in each year the Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each Director within four months after the end of the fiscal year. The report shall include the Corporation’s statement of income, its year-end balance sheet and, if prepared by the Corporation, its statement of source and application of funds and such other information as may be required by statute.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors.

Section 3. Audit. The Corporation shall consider an audit of all its books and records to be performed by a firm of independent certified public accounts if an audit should be required by a funding agency.

ARTICLE IX

Liability and Indemnification

Section 1. Liability. A Volunteer Director of the Corporation shall not be personally liable to the Corporation or its Board of Directors for monetary damages for a breach of the Director’s fiduciary duty. However, this Article shall not limit the liability for any of the following:

a) A breach of the Director’s duty of loyalty to the Corporation or its Board of Directors.

b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.

c) A violation of the 551(1) of the Michigan Corporation Act.

d) A transaction from which the Director derived an improper personal benefit.

e) An act or omission occurring before the effective date of the provision granting limited liability.

f) An act or omission that is grossly negligent.

The Corporation shall assume all liability to any person other than the Corporation for all acts or omissions of a volunteer Director occurring on or after February 12, 2004 incurred in the good faith performance of the volunteer Director’s duties; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the “Code”).
If, after the adoption of this Article by the members of the Corporation, the Michigan Nonprofit Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then the liability of any director to the Corporation or its members (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall be limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended; except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation shall assume the liability for all acts or omissions of a volunteer Director, volunteer officer, or other volunteer if all the following are met:

a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

b) The volunteer was acting in good faith.

c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

d) The volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Section 2. Indemnification. The Corporation shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (whether brought by or in the name of the Corporation or otherwise) by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful.

However, in the case of a suit by or in the right of the Corporation, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all
circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Unless ordered by a court, indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, non-director volunteer, or agent is proper in the circumstances because the person has met the standard of conduct set forth above. This determination shall be made in any of the following ways:

1) By a majority vote of a quorum of the Board of Directors who are not parties to the action, suit, or proceeding.

2) If the quorum described in subdivision (1) is not obtainable, then by a majority vote of the committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.

3) By independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described above may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, non-director volunteer, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation.

The indemnification or advancement of expenses set forth above is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

The indemnification provided above continues as to a person who ceases to be a director, officer, employee, non-director volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Notwithstanding the foregoing, the indemnification provided to any person described above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any self-insurance plan of the Corporation, and no rights of subrogation are intended to be created hereby. The Corporation may purchase and maintain insurance on behalf of any person described above against any liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the indemnification provisions set forth above.

ARTICLE X

Dissolution
Upon dissolution of the Corporation, assets remaining after providing for debts and obligations of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to that organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) as may be designated by the Board of Directors or to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Amendments

The Bylaws of the Corporation may be amended by a 2/3 supermajority vote of the Board of Directors at any regular or special meeting of the Board, provided that each member of the Board shall have been notified in writing of the proposed amendment at least five (5) days prior to the meeting at which the proposed amendment is presented for approval.

Revision adopted on the 12th day of March, 2018, by resolution of the Board of Directors.

By: ___________________________
Jim Zacks, Secretary of the Board

Reach Studio Art Center
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