



**Bylaws**  
**of**  
**Detroit Artists Workshop, Inc.**

**Article I. Mission**

**Section 1. Organization and Operation of the Corporation.**

The name of the corporation is the Detroit Artists Workshop, Inc. (hereinafter called "The Corporation"). The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for the following limited purposes:

1. For educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder; and
2. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of The Corporation, and any and all powers conferred upon nonstock corporations by the Michigan General corporation law.

To the extent not inconsistent with purposes set forth above, The Corporation supports the enrichment of artistic and cultural life in Southeastern Michigan by:

1. Providing, to the public, concerts, exhibitions, symposiums and other artistic events in their original work;
2. Providing, as charitable and supporting activities, such artistic events as deemed appropriate, at locations and institutions where such activities are performed;
3. Providing public education in self-determination and social awareness through cultural empowerment workshops and seminars; and

4. Educating the public on behalf of its own cultural heritage.

## **Article II. Board of Directors**

### **Section 1. General Powers.**

The business affairs of The Corporation shall be managed by its Board of Directors consisting initially of those individuals named in the Articles of Incorporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all the powers of The Corporation. From time to time, the Board of Directors may delegate to officers of The Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

### **Section 2. Number and Tenure.**

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of (7) seven members. The maximum term of office held by a member shall be (3) three years. The Board shall be comprised of a President, elected annually, (3) three members initially serving for (3) three years, (2) two members initially serving for (2) years, and (1) member initially serving for (1) one year. Members shall be subject to reelection to a (3) three-year term. In the event of resignation or removal, a member shall be appointed for the remainder of the term by vote of the Board of Directors.

The purpose of the staggered term provision is to maintain continuity of corporate direction within the Board of Directors, and to maximize opportunities for election of new Board members.

The Board of Directors shall keep minutes of its meetings and a full account of its transactions. There shall be no limit on the number of terms, consecutive or otherwise, served as a Director of the Board of Directors by any person.

### **Section 3. Regular Meetings.**

Regular meetings shall be held on such dates and at such times as may be as may be designated from time to time by the President or by the Directors. Members of the Steering Committee shall be entitled to meet with the Board of Directors at any regular meeting.

### **Section 4. Special Meetings.**

Special meetings of the Board of Directors may be called by the President or initiated by any two Directors, subject to notice provisions of subsection 6.

**Section 5. Place of Meetings.**

The Board of Directors may hold its regular and special meetings at such place within or without the State of Michigan as it may from time to time determine. In absence of such determination, regular and special meetings of the Board of Directors shall be held at the principal business office of The Corporation..

**Section 6. Notice.**

Notice of the place, day and hour of every regular and special meeting shall be given to each Director and each entitled Steering Committee member in either form as follows:

1. By notice in writing mailed postage prepaid not later than the seventh day before the day set forth for the meeting and addressed to the last known post office address of the Director or Committee member according to the records of The Corporation;
2. By electronic communication or by notice in writing delivered personally or left at the residence or usual place of business of the Director/Committee member not later than the third day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Officer, Director or Committee member, who, in writing executed and filed with the records of the meeting either before or after the holding therefore, waives such notice, or objects in writing to such notice.

**Section 7. Quorum.**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting. As otherwise provided in the Articles of Incorporation or these Bylaws, the action of the majority at the meeting at which a quorum is present shall be the action of the Board of Directors.

If, at any meeting, there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of thirty (30) days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Presence of Steering Committee members shall not affect the quorum of the Board of Directors.

**Section 8. Vacancies.**

Any vacancy occurring in the Board of Directors shall be filled by the remaining Directors, until such a time as the general membership shall elect a Director to fill the vacancy.

**Section 9. Removal.**

At any meeting of the Directors called for the purpose, any Director may, by vote of a majority of the other Directors, be removed from office, for good cause shown, and another may be elected in place of the person so removed to serve for the remainder of the term.

**Section 10. Compensation.**

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of The Corporation.

**Section 11. Informal Action by Directors.**

Any action of the Directors may be taken with or without a meeting if consent in writing setting forth the action is signed by all Directors and filed with the minutes of The Corporation.

**Section 12. Telephone Conference.**

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by electronic means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

**Article III. Officers**

**Section 1. In General.**

The officers of The Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Any two offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be

executed, acknowledged or verified by any two or more officers. The Board of directors may from time to time appoint such other officers, agents and employees, with such powers and duties as the Board may deem proper.

**Section 2. President.**

Subject to Article II (Section 2), the President shall be elected annually, at the annual membership meeting, and shall be Chief Executive Officer of The Corporation.

The President shall, when present, preside at all meetings of the Directors. The President shall have general management and direction of the activities of the Corporation and all powers ordinarily exercised by the president of a corporation, shall have authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Directors to assist in the general management and direction of activities of The Corporation, and shall have authority to sign and execute, in the name of The Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf. The President shall be elected annually by the general membership.

The President shall appoint the members and chairs of all committees and may remove any person so appointed. As required by the President, each committee chair shall report to the President regarding actions taking by the committee.

As soon as practicable after the first regular Board meeting in July, the President shall prepare an outline of activities for the year and thereafter at a general membership meeting introduce the newly appointed committee chairs. The President shall take steps to ensure that an annual report by outgoing officers and chairpersons will be mailed to the membership at least two weeks prior to the annual membership meeting.

**Section 3. Vice-President.**

Subject to Article II (Section 2), the Vice-President shall serve a (3) three-year term. At expiration of term, the Vice-President shall be elected at the annual membership meeting.

In absence of the President or in the event of his or her inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of directors.

**Section 4. Secretary.**

Subject to Article II (Section 2), the Secretary shall serve a (3) three-year term. At expiration of term, the Secretary shall be elected at the annual membership meeting.

The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of The Corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 5. Treasurer.**

Subject to Article II (Section 2), the Treasurer shall serve a (3) three-year term. At expiration of term, the Treasurer shall be elected at the annual membership meeting.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of office in such sum and with such surety or sureties as the Board of directors shall determine, the cost of which shall be borne by the Corporation.

The Treasurer shall have charge and custody of all funds and securities of The Corporation, receive and give receipts for monies due to The Corporation, and deposit all such monies in the name of The Corporation in such banks or other depositaries as shall from time to time be selected by the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of treasurer, including provision of accountability reports, tax filings and income and expense balance sheets, and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall have ability to secure accounting assistance at the direction of the Board of Directors and expense of the Corporation.

**Section 6. Compensation.**

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expense, actually and reasonably incurred on behalf of The Corporation.

**Section 7. Removal.**

The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer for good cause shown. The Board may authorize any officer to remove subordinate officers.

**Section 8. Vacancies.**

The Board of directors at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

## **ARTICLE IV. MEMBERS**

### **Section 1. Generally.**

The Members of The Corporation shall consist of interested persons, participating in activities of The Corporation, whether or not they practice artistic disciplines, all of whom are required to pay annual membership dues to The Corporation. The Members shall elect the Officers, Board of Directors and Steering Committee members at an annual general meeting of The Corporation. Membership in The Corporation may be revoked for failure to pay annual membership dues as described in Section 2 of this Article.

### **Section 2. Dues.**

Annual membership dues are payable to the Treasurer of The Corporation on or before the first day of July of each year. The amount of dues shall be determined each year by resolution of the Board of Directors, except that if the Board of Directors does not pass a resolution establishing the annual dues for a particular year, the previous year's dues shall remain in effect.

### **Section 3. New Members.**

In order to become a Member of The Corporation, any person may submit an application to the Treasurer. Membership shall not be denied on the basis of race, sex, national origin, age, color, religion or sexual orientation. Membership shall not be denied except for conduct injurious to the welfare of the Corporation. Upon acceptance into the membership, a new Member must pay membership dues as required for that year. A new Member shall not be permitted to participate in the activities of The Corporation until such dues are paid.

### **Section 4. Benefits of Membership.**

Members are entitled to the following benefits of membership:

1. To submit original works and performance, of any artistic discipline, for inclusion in concerts, events, exhibitions, symposiums and other activities of The Corporation;
2. To participate in projects authorized by the Board of Directors;
3. To attend all concerts, events, exhibitions, symposiums, and other activities of The Corporation;
4. To attend meetings of The Corporation;
5. To elect Officers, Directors and Steering Committee members;

6. To receive monthly events calendars and other mailings of The Corporation;
7. To receive other benefits as the Board of Directors from time to time shall designate.

**Section 5. Quorum.**

A majority of the Members of The Corporation, present at the annual meeting, shall constitute a quorum for the purpose of any vote or action required of the Members. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

**Section 6. Notice.**

Notice of the place, day and hour of annual meeting shall be given to each Member:

1. By notice in writing mailed postage prepaid not later than (30) thirty days before the day set for the meeting and addressed to the Member's last known post office address according to the records of The Corporation;
2. By electronic communication or by notice in writing delivered personally or left at the Member's residence or usual place of business not later than (7) seven days before the day set for the meeting.

**Section 7. Removal.**

The Board of Directors shall have the power to remove membership of an individual, at any regular or special meeting, for conduct injurious to the welfare of the Corporation. The Board may authorize any officer to remove a member. Removal of a member shall consist of denial of benefits described in Article IV (Section 4) above. The Board shall provide, to the individual so designated, notice of such action in writing by mailed postage.

**Section 8. Reinstatement.**

The Board of Directors shall have the power to reinstate any member, previously removed, at any regular or special meeting. The Board may authorize any officer to reinstate a member. Upon reinstatement, the member shall be entitled to all benefits described in Article IV (Section 4) above. The Board shall provide, to the individual so designated, notice of such action in writing by mailed postage.

**Section 9. Honorary Membership.**

At its discretion, the Board of Directors shall award an Honorary Membership to an individual outside the membership of The Corporation. The period of the honorary member's participation in affairs of The Corporation shall be determined by the Board of Directors. According to the membership provisions in Article IV (Section 3) above, Honorary Membership shall not be denied on the basis of race, sex, national origin, age, color, religion or sexual orientation, and shall only be denied for good cause shown. During the period of participation, the Honorary Member shall be entitled to all the benefits of membership in The Corporation, but shall not elect officers. As a condition of membership, the Board of Directors shall designate special tasks to be performed by the Honorary Member. The Board shall have the power to revoke membership of an Honorary Member at any time, for good cause shown.

**ARTICLE V. STEERING COMMITTEE**

**Section 1. Generally.**

There shall be a committee known as the "Steering Committee." The Steering Committee shall consist of no more than twelve (12) and no less than (3) three Members of The Corporation. The duties of the Steering Committee shall be twofold:

1. The Steering Committee shall encourage new ideas and forward thinking in the membership. From the membership, the Committee shall bring to the attention of the Board of Directors all plans, ideas, innovations and suggestions that are so contributed.
2. The Steering Committee shall implement policies, set by the Board of Directors, directly affecting concerts, events, exhibitions, symposiums and other activities of The Corporation, including but not limited to scheduling of such events and responsibilities of coordinators and curators, selection of artistic works and content to appear in such events, publicity, and organization and coordination of such events. The Steering Committee shall coordinate with the Board of Directors on matters regarding revenues, admission fees, expenses in the production of events, and other matters necessary to financing the projects of The Corporation and the sale of goods.

The Steering Committee shall be elected by the membership at the annual membership meeting. Vacancies and removals are subject to Article II, Sections 8 and 9.

For the purpose of obtaining a broad understanding of the goals and desires of the membership, members of the Steering Committee shall be entitled to meet with the Board of Directors at regular and special meetings of the Board. The number of Committee

members participating in Board of Directors meetings shall be determined by the Steering Committee.

**Section 2. Chairperson of the Steering Committee.**

The Steering Committee shall be chaired by one (1) Steering Committee member elected by the Committee. The Chairperson shall serve a term of one (1) year and shall serve no more than two (2) consecutive terms. The chairperson shall be the spokesperson for the Steering Committee and shall be responsible for reporting to the Board of Directors actions taken by that Committee.

**ARTICLE VI. OTHER COMMITTEES**

**Section 1. Executive Committee of Board of Directors.**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate from among its Directors an Executive Committee consisting of such number of Directors as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of The Corporation. Except that such Committee shall have no authority to amend, alter, or repeal the Bylaws, to elect, appoint or remove any Director or officer of The Corporation, or to approve any charter document required to be filed with the State Department of Assessments and Taxation of Michigan.

**Section 2. Other Committees.**

The Board of Directors may by resolution constitute and appoint other committees to perform such other duties and functions as the Board may deem appropriate.

**Section 3. Term of Office.**

Each member of every committee shall continue in office at the pleasure of the Board of Directors.

**Section 4. Chairperson.**

One member of each committee shall be appointed chairperson, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

**Section 5. Quorum.**

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

**Section 6. Rules.**

Each committee may adopt rules for its own conduct which are not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of directors, or with any applicable law of the State of Michigan.

**ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

**Section 1. Contracts.**

Generally, the President and Treasurer shall be authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Corporation. By written resolution, the Board of Directors may authorize another officer or other or officers, agent or agents of The Corporation, to enter into contracts and execute instruments, in addition to the officers so authorized by these Bylaws, and such authority may be general or confined to specific instances, at the discretion of the Board.

**Section 2. Checks, Drafts, Etc.**

The President and Treasurer shall be authorized to sign all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of The Corporation. By written resolution, the Board of Directors may authorize another officer or officers, agent or agents of The Corporation, to sign such checks, drafts, and notes issued by The Corporation, in addition to the officers authorized by these Bylaws, and such authority may be general or confined to specific instances, at the discretion of the Board.

**Section 3. Deposits.**

All funds of The Corporation shall be deposited from time to time to the credit of The Corporation in such banks or other depositories as the Board of Directors may select.

**Section 4. Gifts.**

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

**ARTICLE VIII. DISSOLUTION**

**Section 1. Generally.**

At a meeting subject to Article II (Sections 3 and 4), the Board of Directors, by resolution adopted by a majority of the Directors in office, shall have authority to dissolve The Corporation, and to terminate all of its powers, rights and privileges.

Upon dissolution of The Corporation and the discharge of all outstanding debts, obligations and liabilities, all remaining assets 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Upon dissolution of The Corporation, the Board of Directors shall do the following:

1. Authorize the Secretary to notify all existing committees and the membership that The Corporation is dissolved and all activities are cancelled.
2. Determine if there are outstanding assets and/or liabilities and if so,
  - a. Shall appoint trustees who shall liquidate assets and satisfy obligations subject to Sections 2, 3 and 4 of this Article: provided, however, that the rights, powers and privileges hereinafter set forth in Section 2 shall become immediately effective.
  - b. Otherwise, the Treasurer shall file with the Michigan corporation and securities commission a certificate in which the Treasurer certifies that all debts, obligations and liabilities of The Corporation have been paid and discharged and that all of the assets of The Corporation have been disposed of. Upon the filing of such certificate the Treasurer shall be discharged of any and all further responsibility for the debts, obligations, liabilities and/or assets of The Corporation, and the dissolution and winding up of the Corporation shall be complete.

**Section 2. Rights, Powers and Privileges of Trustees.**

The appointed trustees shall liquidate by sale, or otherwise dispose of all of the outstanding assets of The Corporation, including land, buildings, monies and other articles of value, until such liquidation is completed. If there are outstanding liabilities,

the appointed trustees shall, from the assets of The Corporation or from the proceeds of the sale thereof, pay all debts, liabilities and obligations of The Corporation.

**Section 3. Necessary and Incidental Costs of Trustees.**

The trustees are hereby authorized and empowered to pay all necessary and incidental costs, fees, charges and expenses incurred in connection with the winding up and dissolution of The Corporation, and shall have such further and additional rights and powers as are or may be necessary and proper for the complete winding up of the affairs and activities of The Corporation in compliance with this Article.

**Section 4. Certification by Trustees.**

Upon the payment of all the debts, obligations and liabilities of The Corporation and the final disposition of the assets of The Corporation, the trustees shall file with the Michigan corporation and securities commission a certificate in which the trustees, or 1 of them duly designated therefore, shall certify that all the debts, obligations and liabilities of The Corporation have been paid and discharged and that all of the assets of the foundation have been disposed of, all in compliance with this Article. Upon the filing of such certificate the trustees and the members shall be discharged of any and all further responsibility for the debts, obligations, liabilities and/or assets of The Corporation and the dissolution and winding up of The Corporation shall be complete.

**ARTICLE IX. SUNDRY PROVISIONS**

**Section 1. Fiscal Year.**

The fiscal year of The Corporation shall begin July first.

**Section 2. Seal.**

The seal of The Corporation shall be circular in form with the name of The Corporation inscribed around the outer edge, and in the center shall be inscribed "Michigan" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of The Corporation.

**Section 3. Indemnification.**

To the maximum extent permitted by the Michigan General Corporation Law as from time to time amended, The Corporation shall indemnify its current and former directors and officers for lawful actions in their official capacity.

**Section 4. Amendments to Bylaws.**

These Bylaws may be altered, amended or repealed and new Bylaws may be proposed for adoption, by a majority of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose. Any amendments, alterations, repeal or addition to the Bylaws adopted by the Board of Directors must also be ratified by a majority of the Members of The Corporation at the annual membership meeting.

Date Adopted: by majority, April 5, 2005

Amended: by majority, December 26, 2007

Amended: \_\_\_\_\_