

BYLAWS
3/30/06

Detroit Musicians Fund, a Michigan Nonprofit Corporation

ARTICLE I

These bylaws constitute the code of rules adopted by the Detroit Musicians Fund for the regulation and management of its affairs.

ARTICLE II
Purpose

The Detroit Musicians Fund (the Corporation) shall exist for the purposes of developing assistance programs and expanded opportunities for musicians in the Metro-Detroit Area, of assisting musicians in dire need through the Ted and Charlotte Nelson Fund and of providing educational opportunities through the David Kaplan Scholarship Fund at Wayne State University. Through related activities, the Corporation shall also seek to preserve and promote live musical performance in schools and communities. The Corporation shall be and is a non-profit corporation under the laws of the State of Michigan.

ARTICLE III
Board of Directors

(1) Powers

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Michigan Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws.

(2) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, national origin, age or sexual orientation. Employees of the Corporation are ineligible to serve on the Board of Directors.

(3) Number of Directors

The Board of Directors will consist of five (5) Directors. Three (3) Directors shall be members of the Detroit Federation of Musicians Executive Board and two (2) Directors shall be at large members in good standing of the Detroit Federation of Musicians. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Articles of Incorporation as constituting the initial Board.

(4) Term of Directors

The term of the Directors shall be three (3) years. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

(5) Election of Directors

Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Resignation

Any Director may resign at any time by delivering written notice to the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(7) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(9) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Articles of Incorporation and these bylaws.

ARTICLE V
Board Meetings

(1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at the Detroit Federation of Musicians, Local 5 or at any other place that the Board of Directors may designate.

(2) Regular and Special Meetings

Regular meetings of the Board of Directors shall be held annually, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the Chairperson or any three Directors.

(3) Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.

(4) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Michigan Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, or by electronic mail, or facsimile or telephone communication. Such written consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE VI
Officers

(1) Roster of Officers

The Corporation shall elect from among its members a Chairperson and a Secretary. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices.

(2) Election and Removal of Officers

All officers shall serve three-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(4) Chairperson

The Chairperson shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order. Further, the Chairperson shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

(5) Secretary

The Secretary shall take or ensure that someone takes minutes of all meetings of Board of Directors or meetings of any committee designated by the board, and shall keep copies of all minutes at Local 5.. The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.

In the case of the absence or disability of the Secretary, the board shall designate a board member to perform the functions of the Secretary-Treasurer.

ARTICLE VII
Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE VIII
Operations

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Chairperson (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board.

(2) Disbursement of Funds

All financial transactions shall require majority approval of the Board of Directors. All disbursement of funds must be approved by the executive board of the Detroit Federation of Musicians, Local 5 of the American Federation of Musicians.

(3) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at Local 5 offices the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

(4) Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand. The Corporation will make available to members

of the Detroit Federation of Musicians, Local 5, on written request, copies of the Annual Reports and Financial Statements.

(5) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(6) Amendments

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds of Directors present at a meeting where a quorum is present. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present, any and all amendments subject to approval by the executive board of the Detroit Federation of Musicians, Local 5.

(7) Fiscal Year

The fiscal year for the Corporation will be concurrent with that of the Detroit Federation of Musicians, Local 5.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Detroit Musicians Fund at its meeting held on: _____

Chairman