

By Laws
Rebuild Superior, Inc.
An Arizona Nonprofit Corporation

ARTICLE I-NAME AND PURPOSE

Section 1.1: Name. The name of the organization shall be REBUILD SUPERIOR, INC.

Section 1.2: Purpose. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Rebuild Superior, Inc. is organized as a nonprofit corporation for charitable purposes including but not limited to, combatting community deterioration, lessening neighborhood tensions, advancing education in the community and lessening the burdens of government.

ARTICLE II-NO MEMBERS

The Corporation shall not have members. All rights, powers and responsibilities of the Corporation shall be vested in the Board of Directors (the "Board").

ARTICLE III-BOARD OF DIRECTORS

Section 3.1: Board Role, Size, Compensation.

Role: The Board is responsible for managing the business and affairs of the Corporation including setting the overall policies, and strategic direction of the Corporation.

Size: The Board shall have up to fifteen (15) and not fewer than five (5) members. The number of persons to serve as directors may be fixed or changed within said range from time to time by the Board.

No compensation: Directors shall receive no compensation other than reasonable expenses incurred as a result of serving on the Board with prior approval of the Board.

Section 3.2: Meetings. The Board shall meet at least four times in any one calendar year and may hold additional pre-scheduled regular meetings at an agreed upon time and place.

Section 3.3: Annual Meetings. The date of the annual meeting shall be set by the Board which shall also designate a time and place for the meeting. At the annual meeting, the Board shall elect a Board Chair and the directors and officers of the Corporation, shall approve an annual budget and shall transact any other business as may properly come before the meeting. The annual meeting may be a public meeting pursuant to the Board's direction.

Section 3.4: Special Meetings. Special meetings of the Board shall be called upon the request of the Board Chair, the Executive Director, if there is one, or one-third of the directors then in office.

Section 3.5: Notices. Notices of the annual and any special meetings shall be given by the Secretary or his/her designee to each Board member at least one (1) day in advance of the meeting if the notice is delivered personally or by facsimile transmittal, e-mail, or other similar means of communication, or upon three (3) days' advance notice if mailed, postage prepaid, to each director at his/her address appearing on the books of the Corporation. Notice shall be deemed to be delivered to

each director upon compliance with the provisions of this Section 3.5, and may, but need not, specify the business to be transacted at, or the purpose of, the meeting so called. Notwithstanding the foregoing, any or all directors may waive notice of any meeting in writing signed by the director entitled to the notice or by e-mail and attendance of a director at or participation in a meeting shall constitute waiver of notice of such meeting except where a director's attendance is solely for the express purpose of objecting to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to actions taken at the meeting.

Section 3.6: Quorum. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned notwithstanding the departure of one or more directors. A member of the Board of Directors may be present at any regular or special meeting of the Board of Directors by either being physically present at the meeting or appearing by telephone or other electronic, including computer, means and/or methods of being able to participate in the discussions of the meeting and voting on matters coming before the Board of Directors at such meeting.

Section 3.7: Voting. Except as otherwise provided herein or in the Articles of Incorporation, if a quorum is present when a vote is taken via e mail or phone, the affirmative vote of a majority of directors present is the action of the Board. In the case of equality of votes, the Board Chair will have an additional or deciding vote.

Section 3.8: Telephonic Meetings. One or more directors may participate in a meeting of the Board by means of a conference telephone conversation or any similar communications equipment by means of which all persons participating in the meeting may hear and see or otherwise communicate with each other, and participation in a meeting pursuant to this Section 3.9 shall constitute attendance in person at such meeting.

Section 3.9: Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consent or e-mail setting forth the action to be taken shall be signed by all of the directors, in written form or by electronic signature.

Section 3.10: Committees. The Board may, from time to time, designate one or more committees which shall exercise such powers as may be assigned to it by the Board to the extent permitted by law. The chair of any committee so created may be a director. A member of a committee may be removed at any time by the Board, with or without cause.

Section 3.11: Board Elections. Election of directors will occur at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current directors. Each director shall hold office until a successor is elected, or until such director's earlier resignation or removal.

Section 3.11a: Terms: Board members shall serve two (2) year terms, but are eligible for re-election at the end of such 2-year term. They may serve three two year terms and then are not eligible to be elected to the Board until one year has passed; or, in the case of a person replacing a Board member's unfinished term, that person may serve the equivalent number of years and then they will be ineligible to be on the Board for one year. Board terms will be staggered, to the extent practical, to encourage continuity of the organization.

Section 3.12: Vacancies. Any vacancy, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, any director so chosen shall hold office until a successor shall have been elected.

Section 3.13: Removal/Resignation. Any director may be removed at any time, with or without cause, by an affirmative vote of the majority of the current directors then in office. Any director may resign at any time by delivering written notice to the Board, the Board Chair or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event, the Board may fill the pending vacancy before the effective date or event if the Board provides that the successor does not take office until the effective date or event.

Section 3.14: Board Chair and Vice Chair. The Board Chair and Vice Chair shall be elected by the majority of the Board. The Board Chair, when present, shall preside at all meetings of the Board and shall in general perform such other duties as designated by the Board from time to time. The Vice Chair will act as the Board Chair in the absence of the Chair.

Section 3.15: Fiscal Year: The fiscal year of the organization shall be July 1st through June 30th

ARTICLE IV-OFFICERS

Section 4.1: The officers of the Corporation, all of whom shall be elected by the Board, shall be Chair, Vice Chair, Secretary, and Treasurer. The Board may delegate to an Executive Director of the Corporation, or other paid staff person, authority to carry out policies and sign contracts, with the consent of the Board. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board. Any two (2) or more offices may be held by the same person.

Section 4.2: Election. The officers of the Corporation shall be elected at the annual meeting of the Board to serve for the following year, and each such officer shall hold office until his/her successor has been duly appointed, or until his death, resignation or removal.

Section 4.3: Vacancies. A vacancy in any office may be filled by the Board in accordance with Section 4.1 thereof, and the officer so appointed shall hold office until his/her successor is duly elected and qualified, or until his/her earlier death, resignation or removal.

Section 4.4: Executive Director. The Board may appoint an Executive Director, who shall be the chief executive officer of the Corporation and, subject to the direction of the Board, shall have general charge of the business affairs and property of the Corporation and general supervision over its other officers, employees and agents. In general, she/he shall perform all duties incident to the office of Executive Director and shall see that all orders and resolutions of the Board are carried into effect.

Section 4.5: Secretary. The Secretary shall attend all meetings of the Board and record minutes, including all votes and the proceedings of the meetings in a book or secure digital online repository to be kept for that purpose, and shall perform like duties for all the committees of the Board. The Secretary shall give, or cause to be given, notice of meetings of directors, and shall perform such other duties as may from time to time be prescribed by the Board, or the Executive Director. The Secretary shall have custody of the seal, if any, of the Corporation and shall have authority to affix the same to any instrument requiring it.

Section 4.6: Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including any securities, shall review and ensure that full and accurate accounts of receipts and disbursements in books belonging to the Corporation are kept, and shall review monthly reports from the Corporation's Certified Public Accountant. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall send to the Executive Director and to the Board, whenever requested by the Executive Director or the Board, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

Section 4.7: Removal/Resignation. Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. An officer may resign at any time by delivering written notice to the Secretary.

ARTICLE V-INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the full extent consistent with the non-profit corporation law of the State of Arizona as it presently exists or may thereafter be amended, indemnify the Board, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation. Nothing contained herein shall prevent the Corporation from obtaining appropriate liability insurance for any of the foregoing.

ARTICLE VI: CONFLICT OF INTEREST AND OTHER POLICIES

The Corporation shall have a Conflict of Interest Policy, a Non-Discrimination Policy, Financial Management Policies and all other policies as required by common practice for nonprofit organizations.

ARTICLE VII: INUREMENT:

No part of the net earnings of Rebuild Superior, Inc., shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 described in section 501(c)(3). 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) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

ARTICLE VIII: DISSOLUTION:

Upon the dissolution of this organization, 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.

ARTICLE IX-AMENDMENTS

The Board shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of all of the directors; provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the directors at which such action takes place.

SECRETARY'S CERTIFICATE

As Secretary of REBUILD SUPERIOR, INC. (the "Corporation"), I hereby certify that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the directors of the Corporation on August 16, in the year 2016.

Debra Catherine McKee

Witness: _____