BYLAWS OF

Rebound Inc.

ARTICLE I — NAME AND PURPOSE

Name: The name of the organization shall be Rebound Incorporated. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Purpose: Rebound Inc is organized exclusively for charitable, scientific and education purposes.

The purpose of Rebound Inc is:

to empower the African American community through the elimination of institutionalized barriers to success, provide innovative programs and any other activities that further charitable and educational purposes.

ARTICLE II — MEMBERSHIP

Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 9, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. The board may be called to hold additional meetings as deemed necessary to achieve its objectives. An official board meeting requires that each board member have written notice at least [ten days] in advance. Meetings shall be called by the chair.

Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Quorum: A quorum must be attended by at least [forty percent of board members for business transactions to take place and motions to pass.]

Officers and Duties: There shall be [four] officers of the board, consisting of a chair, [vice-chair, secretary] and treasurer. Their duties are as follows:

a. The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

b. The vice-chair shall chair committees on special subjects as designated by the board.

c. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

d. The treasurer shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members [fourteen days] in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member may be removed for [just cause or other reasons] by a [majority] vote of the remaining directors. Upon resignation or termination from the board, the member will continue in their role until a new member is elected or appointed by a [majority] vote of the remaining directors.

Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member

at least two weeks in advance.

Action without meeting: An action required or permitted to be taken at a board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors.

ARTICLE IV CONFLICTS OF INTEREST

1. Conflict of Interest Defined: a person with a conflict of interest is referred to as an “interested person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

a.A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with Rebound Inc for goods or services.

b.A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between Rebound Inc and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

c.A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with [Name of Nonprofit].

Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Rebound Inc.

2. Definitions.

a.A "Conflict of Interest" is any circumstance described in Article IV, Part 1 of these bylaws.

b.An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of Rebound Inc or a major donor to Rebound Inc or anyone else who is in a position of control over Rebound Inc who has a personal interest that is in conflict with the interests of Rebound Inc.

c.A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.

d.A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person’s or Family Member's judgment with respect to transactions to which the entity is a party.

3. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.

4. Recusal of Self – Any board member may recuse himself or herself at any time from involvement in any decision or discussion in which they believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

5. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists by a majority vote.

6. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Executive Committee shall determine whether Rebound Inc can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Rebound Inc best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

7. Violations of the Conflicts of Interest Policy:

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE V — COMMITTEES

Committee formation: The board may create committees as needed, such as hiring, fundraising, housing, public relations, data collection, etc. The board Chair appoints all committee chairs.

Executive Committee: The [four officers] serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Finance Committee: The Finance Committee is responsible for developing and reviewing fiscal procedures,fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year.Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall

be made available to board members and the public.]

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLEVII — AMENDMENTS

Amendments:These bylaws may be amended when necessary by [majority vote] of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board

announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a [two-thirds] majority vote on November 4, 2014.

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Secretary Date