

The Collaborative Bylaws

ARTICLE I - NAME & OFFICES

Section 1: *Name*: The name of the organization shall be The Collaborative.

Section 2: *Offices*: The principle office of the corporation shall be at 97 Child Street, Town of Warren, State of Rhode Island, County of Bristol. The corporation may also have offices at other locations determined by the board and required by the organization.

ARTICLE II -PURPOSES

Section 1: *Purpose*: The Collaborative was created to provide an environment for creatives that fosters, encourages and celebrates the diverse talents within Rhode Island, giving artists an opportunity to network, create, exhibit and sell their work. We provide artists with resources and an outlet to grow their talent and build their business acumen while also bridging the gap to educate the community and create excitement and awareness about our local well of talent.

The Collaborative shall uphold its values and intentions by way of:

-Providing and reserving exhibition space to both new and established artists, both for individual and group showings, which will be open to the public at minimal or no cost. Emphasis will be placed on gratis opportunities;

-Organizing community events, often through partnerships, to generate community participation in the arts;

-Bringing attention to artists inside and outside of Rhode Island, enriching and exploring our communities;

-Providing communal studio spaces at a lessened price for artists when they become available to the organization;

-Providing projects and activities relating to art that encourage public recognition; appreciation; and participation.

Section 2: *Non-profit*: This corporation shall be a non-profit corporation, which shall not contemplate the distribution of gain, profit, or dividends to its members

ARTICLE III - MEMBERSHIP

Section 1a: *Qualifications*: All persons with an interest in art may participate, providing that they also support the purpose and aims of the organization.

Section 1b: *Non-discrimination*: In addition to Section 1a, all persons may become members without prejudice based on race, creed, culture, religion or gender among its people. Part of membership is agreement to promote humanities artistic development without discrimination, favoritism, intolerance or any other false set of principles.

Section 2a: *Member Artists*: Member Artists are members who have committed to 2+ months of membership

Section 3: *Voting Rights of Artist Members*: Artist Members in good standing or who are members of the Board of Directors shall have a right to vote on all matters.

Section 4: *Dues*: The Board may set dues schedules for memberships.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1: *Monthly Meeting*: Meetings will be held on the second Monday of every month, or at the discretion of the members in attendance. Monthly meeting attendance is open for Board of Directors members. Meetings are open to all Member Artists.

Section 2: *Annual Meeting*: The date of the regular annual meeting, held in May, shall be set by the Board of Directors who shall also set the time and place.

Section 3: *Planning Meetings*: Planning Meetings may occur when the organization is undertaking a project or exhibition; Planning Meetings shall take place at either the location of the project or exhibition, or previously designated meeting place.

Section 4: *Private Meetings*: Private meetings may be called by the Executive Director, or by a simple majority of the Board of Directors, or by a vote with the approval of two-thirds of the Member Artists.

Section 5: *Notice*: The secretary shall provide notice stating the time and place of each meeting to each member in good standing, not less than seven days before the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1: *Board Role, Size & Composition*: The Board is responsible for overall policy and direction of The Collaborative and delegates responsibility for day-to-day operations to the Executive Director, who may, in turn, delegate those operations to members in good standing. The Executive Director shall be a permanent member of the Board. The Board shall have up to twelve, and no fewer than three members at a time. No compensation is allocated to the board.

Section 2: *Specific Powers*: The Board of Director's duties include, but are not limited to,

- (a) determining the Board's operating rules and procedures;
- (b) selecting Directors and Executive Directors;

- (c) establishing committees necessary to insure effective board operations;
- (d) establishing overall organizational goals and priorities;
- (e) setting major personnel, organizational, and fiscal policies;
- (f) hiring, terminating, and evaluating the performance of Executive Officers;
- (g) approving funding requests and proposals;
- (h) insuring compliance with all grant and contract provisions; and
- (i) conducting evaluations of programs and projects.

Section 3: *Meetings*: The Board shall meet at least monthly, at an agreed upon time and place.

Section 4: *Board Elections*: A slate of new Board members, prepared by the Board's nominations, will be elected by the membership at the Annual Meeting. The terms of office begin at the first regular Board Meeting following the Annual Meeting.

Section 5: *Terms*: All Board members shall serve two-year terms, but are eligible for re-election. Board members are not permitted to serve less than one-year of their two-year terms with the exception of exonerating circumstances. However, under no condition shall multiple board members resign at one time to cause the organization to have less than three board members. If multiple board members wish to resign and less than three board members would result, then a special meeting shall be held to elect interim board members until the next election cycle.

Aside from the Executive Director, whose term is indefinite, no board member shall serve more than three consecutive two-year terms, but may be nominated to rejoin the board after a hiatus of one year.

Section 6: *Quorum*: A majority of the Board is required at any Board meeting to conduct business. Approval of an action item requires affirmative votes from the majority of the quorum.

Section 7: *Notice*: An official Board meeting requires that each Board member be notified at least two weeks in advance.

Section 8: *Waiver of Notice*: Any Director may waive receipt of notice of any meeting before, at, or after that meeting. The attendance of a Director at any meeting constitutes waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9: *Presumption of Assent*: Any Director who is present at any meeting at which an action is taken on a corporate matter, is presumed to assent to that action, unless his/her dissent is entered in the minutes of the meeting. In addition, Directors may also file his/her written dissent with the Secretary before the meeting is adjourned, or immediately after adjournment by sending the written dissent to the Secretary by registered mail. A Director who voted in favor of the action at the board meeting does not have the right to dissent.

Section 10: *Other Meetings*: Other meetings of the Board shall be called upon the request of the Executive Director or one-third of the Board. All board members must be notified of the meeting in advance.

Section 11: *Action without a Meeting*: Any action required or permitted to be taken at a meeting of the Board of Directors or a committee meeting may be taken without a meeting if all Directors entitled to vote have provided signed written consent, setting forth the action that is to be taken. An action properly made without a meeting has the same force and effect as a unanimous vote by the Directors or committee members.

Section 12: *Meetings by Telephone or Teleconference*: Directors or committee members may participate in any meeting by means of telephone conference or similar electronic communication equipment, as long as all persons participating in the meeting can hear each other. Successful participation by telephone conference or some other electronic communication equipment will constitute presence in person at the meeting.

Section 13: *Resignation, Termination and Absences*: A Board member may be considered to have resigned from the Board if he or she has two unexcused absences from Board meetings in a year.

A Board member may be removed for other reasons by a majority vote of the remaining trustees.

Section 12: *Vacancies*: In the event of a vacancy on the Board during an unexpired term, a successor may be elected by the remaining Board members, to serve until the next annual meeting.

ARTICLE VI -- OFFICERS

Section 1. *Officers*: The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. *Nomination*: The Board will select nominations and prepare a slate of officers to be approved by the Board.

Section 3. *Election*: Officers shall be elected at the annual membership meeting by a majority vote of the Board.

Section 4. *Terms*: The term of office for an officer of the Board of Directors is one year. An Officer may serve two consecutive terms, and may be re-elected to office after a hiatus of one year.

The terms of office begins at the first regular board meeting following the Annual Membership Meeting.

Section 5. *Duties*: All officers shall have the usual powers associated with their office, and those duties specifically noted in the organization's Governing Policies.

Section 6. *Removal*: Any officer may be removed by the Board with or without cause. The Board at its discretion may appoint a successor to fill the unexpired term.

Section 7. *Resignation*: Resignation from office must be in writing and received by the Executive Director.

Section 8: *Vacancies*: The Board may fill any vacancy occurring in any office for any reason.

Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is chosen and qualified, or until he or she dies, resigns, or is removed.

ARTICLE VII - COMMITTEES

Section 1: *Standing Committees*: The Board may create committees as needed. The Executive Director appoints all committee chairs. Committee chairs must be members of the Board.

ARTICLE VIII - FISCAL YEAR

Section 1: Year: The fiscal year of the corporation shall be the calendar year.

Section 2: The Board of Directors shall determine changes to the fiscal year.

ARTICLE VIII – LOGO

ARTICLE X – BOOKS

Section 1: *Location*: The books shall be kept at the principal office of the corporation, including a correct account of the activities and transactions of the corporation, and a copy of the by-laws and all minutes of the Board of Directors.

ARTICLE XI - NON-DISCRIMINATION

Section 1: As a public arts organization, a policy of equal opportunity and non-discrimination is fundamental to our non-profit mission. Therefore, The Collaborative does not discriminate against anyone on the basis of ethnicity, color, religion, gender, sexual orientation, national origin, age, disability or any other legally protected characteristic, in programming, services, staffing and volunteer needs.

ARTICLE XII - INDEMNIFICATION

Section 1: The Collaborative shall indemnify each current and former Trustee, Officer, and Committee Chair from liability for acts or omissions within the course of his or her service to

The Collaborative to the full extent permitted by the Rhode Island Not-for-profit Corporation Act.

ARTICLE XIII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors, provided that the written text of the proposed amendment is sent to all members of the board with two weeks notice prior to the meeting.

ARTICLE XIV – CONFLICT OF INTEREST

Section 1: Whenever a board member, officer, or member artist has a personal or financial interest in any matter coming before the interests of the organization, this shall be declared a conflict of interest.

Section 2: *Duty To Disclose*: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the members of the board who are considering the proposed transaction or arrangement.

Section 3: *Determining Whether a Conflict Of Interest Exists*: After disclosure of the interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Section 4: *Procedure For Addressing The Conflict Of Interest*: In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions: An interested person may make a presentation at the Board 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. The Chairman of the Board shall if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the organization 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

Section 5: *Violations Of The Conflict Of Interest Policy*: If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board

determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6: *Procedures*: The minutes of the Board and shall contain: The names of the persons involved and the nature of the conflict of interest, the names of the persons who were present, and the Board's decision as to whether a conflict of interest in fact existed.

ARTICLE XV – DISSOLUTION

Section 1: In the event this organization shall be dissolved for any reason, any remaining assets shall be distributed in accordance with the corporate statutes of Rhode Island State Law and Articles of the Organization, as amended.