

Oculus Art Collaborative BY-LAWS

ARTICLE I - NAME & OFFICES

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

Section 2: *Offices*: The principle office of the corporation shall be at 17-20 Well Drive, City of Fair Lawn, County of Bergen, State of New Jersey. The corporation may also have offices at other locations as determined by the board and required by the organization.

ARTICLE II - PURPOSES

Section 1: *Purpose*: Oculus Art Collaborative is an organization that was founded to explore; discover; showcase; nurture; and promote artists primarily within the state of New Jersey. Oculus aims to provide a means of exposure and free expression to individuals who would like to be involved, as well as create a community around those individuals. Oculus is committed to creating this community of artists with the intent of bringing them into the spotlight. Since its foundation, Oculus has become not just an entity for providing a means of exposure and free expression, but also a group that utilizes each artist's specific skills set to create collaborative work. With an emphasis on mixed-media collaborations, the aim is to create an interdependence of characters to generate a reflection of the collective. Oculus seeks to nurture their developing artists as individuals, but also as members of a collective. The word "artist" includes but is not limited to painters, illustrators, architects, designers, print-makers, photographers, musicians, performance artists, poets and writers in both a conceptual and literal sense. **Oculus Art 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;
- Building collaborative installation pieces;
- Organizing community events, often through partnerships, to generate community participation in the arts;
- Bringing attention to artists inside and outside of New Jersey, 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 2: *Tiers of Membership*: Members shall be divided into five tiers of membership, which shall be divided by their qualifications and participation in the organization. The tiers of membership will be divided as such: resident artists, guest artists, provisional artists, non-artist members. There will also be a tier for non-member artists who have participated no more than 10 times in an exhibit by the organization: exhibiting artists.

Section 3a: *Resident Artists*: Resident artists are members who have been members for 6+ months, participated in planning at least 5 major exhibitions, and personally exhibited their work in 8+ shows. To be considered a resident artist, one must be utilizing the organization's shared studio space, and therefore; paying monthly dues. Resident artists must attend all meetings with excused absences. Each resident artist is entitled to a yearly solo show, full access to studio spaces, as well as assistance in their own personal endeavors by other members and the Board of Trustees. Resident artists are also able to offer workshops, classes, or skill swaps as they see fit. Every resident artist must have a specific role in the collective. Resident artists are voting members.

Section 3b: *Residency Commitment*: Artist residency lasts for one year, after which the artist must reapply to continue as a resident artist. No resident artist shall leave the organization before the span of one year unless unanimously decided by all Board of Trustee members and resident artists. If an artist chooses to leave prior to the end of their residency, they will be required to pay membership dues until the end of their one year term.

Section 4: *Guest Artists*: Guest artists are artists from outside groups or organizations who have given **Oculus Art Collaborative** significant reason to work with them. Guest artists are usually invited by a member, and in turn are offered (limited) use of studio spaces, supplies, etc. Guest artists must attend all meetings for the duration of their time at Oculus (with excused absences). Guest artists are welcome to exhibit in and plan shows, as well as organize workshops or classes, during the duration of their temporary membership, based on the approval of the Board of Trustees. Guest artists may be either voting or nonvoting based on the approval of the Board of Trustees. There is no time span to a guest artist's participation with the organization, however, if a guest artist participates for longer than 6 months, he or she will be asked to apply for residency.

Section 5: *Provisional Artists*: Provisional artists are exhibiting artists who have applied for artist residency. The provisional period may last for either 4 months or for the duration of two art shows (whichever comes first) but may be ended prematurely by a decision by the Board of Trustees. Provisional artists must have been a part of the organization for 6+ months, who have

exhibited in 5 to 8 months and shown a vested interest in planning and organizing Oculus events. Provisional artists must pay monthly dues, attend all meetings during their trial, and will have (limited) access to shared studio spaces. Provisional artists are non-voting members.

Section 6: *Exhibiting Artists*: Exhibiting artists are artists who have exhibited in Oculus shows, either thru responding to an open call or being recruited by a senior Oculus member. Exhibiting artists are welcome to participate in all Oculus projects, but their role in larger projects, installations, and collaborative work may be limited. Exhibiting artists are not required to attend monthly meetings. Exhibiting artists are not authorized to use the Oculus studios unless invited or given explicit permission. Exhibiting artists may apply for artist residency after 6 months of active membership. Exhibiting artists are non-voting members.

Section 7: *Non Artist Members*: As stated in Article II, Section 1a, all persons with an interest in art may participate and attend meetings, providing the Board of Trustees permit them to and they support the purpose and aims of the organization.

Section 8: *Voting*: Members in good standing who are resident artists, selected guest artists, or members of the Board of Trustees shall have a right to vote on all matters. A member of one of these tiers who has paid the appropriate dues is a member in good standing.

Section 9: *Nonvoting*: Provisional artists, exhibiting artists, non-artists members and selected guest artists are designated by the Board as non-voting members.

Section 10: *Dues*: The Board may set dues schedules for memberships. All members with access to shared studio spaces must pay monthly dues toward the perpetuation of their occupancy of the space.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1: *Weekly Meeting*: Meetings will be held on either Monday or Thursday of every week, at the discretion of the members in attendance. Weekly meeting attendance is required for Board of Trustee members, resident artists, and provisional artists. Weekly meetings are open to voting and non-voting members.

Section 2: *Annual Meeting*: The date of the regular annual meeting, held in May, shall be set by the Board of Trustees 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 Trustees, or by a 2/3 vote of the resident 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 ten days before the meeting.

ARTICLE V - BOARD OF TRUSTEES

Section 1: *Board Role, Size & Composition*: The Board is responsible for overall policy and direction of **Oculus Art 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 twenty-one, and no fewer than three members at a time. No compensation is allocated to the board.

Section 2: *Meetings*: The Board shall meet at least monthly, at an agreed upon time and place.

Section 3: *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 begins at the first regular Board Meeting following the Annual Meeting.

Section 4: *Terms*: All Board members shall serve three-year terms, but are eligible for re-election. Board members are not permitted to serve less than two-years of their three-year terms. Aside from the Executive Director, whose term is indefinite, no board member shall serve more than three three-year terms, but may be nominated to rejoin the board after a hiatus of one year.

Section 5: *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 6: *Notice*: An official Board meeting requires that each Board member be notified at least two weeks in advance.

Section 7: *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 8: *Resignation, Termination and Absences*: A Board member may be considered to have resigned from the Board if he or she has four 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. A Board member may not step down from their three-year term earlier than two years with the exception of exonerating circumstances.

Section 9: *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 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 Trustees is two years. 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 Trustees shall determine changes to the fiscal year.

ARTICLE IX - LOGO

Section 1: The logo of the corporation shall be as follows: (no image available).

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 Trustees.

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, **Oculus Art 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: **Oculus Art 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 **Oculus Art Collaborative** to the full extent permitted by the New Jersey 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 Trustees, provided that the written text of the proposed amendment is sent to all trustees prior to the meeting.

ARTICLE XIV – CONFLICT OF INTREST

Section 1: Whenever a trustee, officer, or resident artist has a personal interest or financial 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 trustees, 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 Executive Director 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 New Jersey State.