

**BYLAWS
OF
NEW ZONE GALLERY**

Article I: Name and Principal Offices of Corporation:

New Zone, Inc., herein referred to as **New Zone**, is a non-profit Corporation, incorporated under Oregon Statute as a charitable organization and registered with the Oregon Department of Justice. Its principal offices are in Lane County, Oregon. New Zone shall operate for an accounting year from January 1 to December 31.

Article II: Mission and Purpose:

New Zone is a non-profit artist collective whose mission is to promote freedom of artistic expression by providing support and opportunities to display the work of its members. The group emphasizes exploring the frontiers of the visual arts by encouraging experimental techniques and expression. Through non-juried exhibitions, it seeks to provide a venue in which to display such work and promote the recognition of its members. It also establishes a link with the art community in offering community exhibits, outreach to local artists and community organizations, art education, and a link to regional and national art interests.

Article III: Board of Directors:

New Zone Board of Directors (Board) are President, Vice-President, Secretary, Treasurer and up to five Members at Large. All Board members shall be elected biennially (or if a special election is called by the Board). Generally, the nominations will be made by the membership in the November General (Members) Meeting. The Board general election will be held at the December General Meeting. The elections will be for a two-year term. All Board members shall be artist members in good standing, except for Treasurer and Members-at Large who may be Patron Members. There will be no term limits.

- A. President** – Presides over meetings, coordinates the proposed agendas, and has general supervision over the organization within established New Zone policies/procedures as voted in by the Membership. Casts all tie-breaking votes in Board-and General Meeting balloting and has signatory authority over

all contracts and financial agreements for the collective. Performs other duties as required.

- B. Vice-President** – Acts in the absence of the President. Is the contact Board member for all committees and crew leaders and reports their progress at meetings. Performs other duties as required.
- C. Secretary** – Issues notices of meetings, distributes proposed agendas, keeps and distributes the minutes. Maintains the membership records including current personal information (addresses, email, and other contact information). Attests all written contracts of the corporation. Performs other duties as required.
- D. Treasurer** – Has custody of all money, signs all checks (having financial signatory rights along with the President), and keeps all books of account. Collects dues and reports on arrears of dues for each member, files income-tax statements and the annual report to the Oregon State Department of Justice. This may become a paid position upon approval by the Board and general membership, and can be reimbursed via stipend, membership dues exemption or salary. Maintains Federal nonprofit financial records on site as required by law. Submits an annual budget for the Board’s and membership’s review and approval. Performs other duties as required. Patron Members are eligible to be Treasurer.
- E. Members at Large** – Are responsible for chairing any committees as assigned by the Board. They are voting members of the Board. Patron Members may be Board Members at Large. Perform other duties as required.
- F. Gallery Coordinator** – This is an optional Gallery position that serves at the discretion of the Board and Membership. The Gallery Coordinator is not a position on the Board and has no voting rights other than as an artist member. This position is responsible for the smooth and professional operation of the New Zone Gallery. Responsibilities may include staffing the gallery, maintenance of the physical appearance and general repair of the gallery, and other such duties as may be assigned by the President and/or the Board. This position has no term limits and serves at the pleasure of the Board and Membership. The Board may elect to make this a paid position or offer a stipend upon approval of a majority of the Membership vote that is subject to a quorum (30% of the membership).

Article IV: Board of Directors

A. Meetings of the Board and Board Quorum – The Board shall meet monthly on a date designated by the Board. This meeting is open to the members and the public. At any meeting of the Board, a majority of directors present shall constitute a quorum for the purpose of voting. Special and Executive Meetings may be called by the Board. All meetings shall follow Roberts Rules of Order.

B. Vacancies and replacement – Vacancies on the Board which occur shall be filled by appointment by majority vote of the Board as soon as possible. Appointed Board Members shall serve out the remaining term of the vacant position.

Service on the Board is limited to New Zone Members. Any Board member, who has two unexcused absences from Board meetings, may be replaced by a majority vote of the Board.

C. Powers of the board – To solicit, receive, own, lease and otherwise hold or use, invest and freely to dispose of, transfer, convey, sell, pledge, deliver, purchase, and encumber real and personal property of all kinds for the purpose of furthering New Zone and its operations.
To hire, fire, contract for and supervise any employees, agents, or contractors necessary for the operations of the New Zone.

Article V: Governance

The Board shall be the governing body of the corporation and shall recommend its policies and procedures. These policies and procedures shall be ratified by the membership after discussion and vote at a General Meeting and subject to a quorum (30% of the membership). There shall be no voting by proxy ballot.

Day-to-day affairs of the New Zone, including coordination of its various programs, shall be conducted by the Board.

Any Board member may be removed by a two-thirds (2/3) affirmative vote of the entire membership.

Any contract with an employee or agent may be voided upon 30 days' notice by the Board whenever such an action is found to be in the best interest of New Zone.

Article VI: Membership

Membership is open to any selected artist who will actively participate in the furtherance of New Zone and its goals and pay required dues. All Regular and Modified Members have the right to vote and, after one year of membership, to hold office. Patron Members have the right to vote only if elected as a Board Treasurer or Board Member at Large; their votes are limited to Board votes only.

Membership dues will be assessed annually and initially will be prorated to a date and in the amounts as set by the Board and ratified by the membership. Unpaid dues may result in members losing their voting and/or exhibition rights until dues are paid or arrangements made and approved by the Board.

A. Categories of membership – New Zone offers the following categories of active membership.

1. **Regular Members** are artist members who have the right to display work at both the gallery and various outside shows and on New Zone’s website. Regular members are required to attend meetings, pay annual fees, and participate in the work of the gallery.
2. **Modified Members** are artist members who shall be accepted on a case-by-case basis with approval by the Board. Their work expectations and annual fees will be as designated by the Board.
3. **Patron Members** are not eligible to vote and do not exhibit work. They will pay annual fees as designated by the Board. If elected or appointed, Patron Members may serve on the Board as Treasurer or as Member at Large. If on the Board, they may vote on Board matters but may not vote as an artist member. Patron Members may optionally serve as volunteers but are not obligated to do so. They are invited to participate in all activities and are included in all email lists as part of the gallery.

B. Meetings of Members, General and Special – General Meetings of members shall be held once each month as scheduled by the Board. Special meetings may be held upon 48 hours’ notice to all members by mail, telephone, personal contact, or email. A General Meeting vote shall need a quorum of at least 30% attendance of the membership; a simple majority rules. In the absence of a quorum, discussion may take place, but no votes

shall be taken. A proposed agenda shall be furnished to all members prior to meetings and minutes shall be furnished to all members afterwards. All members are entitled to bring forward proposals to the Board for discussion prior to the agenda being finalized, speak at meetings and vote.

The President shall preside. In his/her absence, the Vice-President shall preside or any other Officer in the case when both the President and Vice-President are not available.

Meetings are to be conducted by Robert's Rules of Order, with the understanding that they may be run informally. Persons who are inebriated or disruptive will be asked to leave the meeting.

Members are asked to stay present until the meeting has been adjourned, decision-making is by a majority vote as long as a quorum is present (30% of the membership). Voting shall be by a show of hands, written ballot or, at the discretion of the Board, a mailed/mailed ballot received and accepted by the Board prior to the opening of the General Meeting.

The Board has the right to institute a secure web-based voting method if deemed beneficial to the organization.

C. Requirements and Responsibilities of Membership – Members shall be required to:

1. Be current on dues owed.
2. Observe all rules of gallery operation, including opening and closing procedures, protocols for financial transactions and controls, security and safety rules, and rules for use of the facility.
3. Complete a number of hours of gallery hosting per month, as determined by the Board.
4. Complete a number of hours of service for the gallery per month, as determined by the Board.
5. Participate actively in activities promoting the gallery locally, regionally, and nationally.

6. Conduct themselves in a professional and positive manner in dealing with each other and the general public.
7. Attend a minimum of nine (9) General Meetings annually and make themselves available for emergency and special meetings called at the request of the Board.

D. Expulsion from membership:

Members may be expelled if they miss more than three (3) General Meetings annually without exemption given by the Board.

Disruption of meetings, violence against other members, violations of written policy, misuse of the facilities or organizational property, violation of State or Federal laws, or other actions harmful to the organization may also be reasons for expulsion. Those in violation can be expelled from the organization by action on the part of the Board. Prior to expulsion, the member will be notified and given an opportunity to correct their behavior.

Conflict resolution shall be handled by the individuals involved in the conflict and two members of the Board in either an informal or formal manner at the option of the Board. Once the resolution process is completed, all decisions will be final.

Article VII: Committees / Crews:

Committees / Crews for various purposes may be established from time to time by the Board or the membership. Chairs for these committees and Crew Leaders will be chosen from the Members at Large or other designated members in good standing of the organization and as appointed by the Board.

Article VIII: Distribution of Assets upon Dissolution of Corporation

It is specifically provided that all assets of the New Zone Gallery, Inc., upon dissolution, will be irrevocably dedicated to a tax-exempt purpose as specified in Section 1-5-1(C) (C) – 1b (4) of the 1954 Regulations of the Internal Revenue

Code and to those restrictions placed upon distribution of assets upon dissolution by Article 3 of the Articles of Incorporation.

Article IX. Non-Discrimination Policy:

It shall be the operational policy of New Zone not to discriminate against any person based on race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. This policy includes, but is not limited to, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by this Corporation.

Article X. Corporate Indemnity:

New Zone will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of New Zone or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of New Zone. No amendment to this Article that limits New Zone's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. New Zone shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Article XI: Amendments:

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds vote of the membership at a General Meeting where notice of the proposed change has been given as an agenda item of business for said meeting. A quorum (30% of the membership) must be present to ratify these amendments.

Bylaws, New Zone Gallery

ORIGINAL BYLAWS ADOPTED BY THE BOARD AND MEMBERSHIP:
JANUARY 2009

THESE BYLAWS ADOPTED AS AMENDED: NOVEMBER 27, 2023

New Zone Gallery

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