

BYLAWS OF THE MUSE COLLABORATIVE A NJ NONPROFIT CORPORATION

ARTICLE 1 – NAME AND OFFICE; CERTAIN DEFINED TERMS

ARTICLE 2 – PURPOSE AND POWERS

ARTICLE 3 – BOARD OF TRUSTEES

ARTICLE 4 – COMMITTEES OF THE BOARD OF TRUSTEES

ARTICLE 5 – MEMBERS

ARTICLE 6 – OFFICERS

ARTICLE 7 – INDEMNIFICATION OF TRUSTEES AND OFFICERS

ARTICLE 8 – AMENDMENT OF CORPORATE BYLAWS

ARTICLE 9 – MISCELLANEOUS

ARTICLE 1 – NAME AND OFFICE; CERTAIN DEFINED TERMS

1.1 Name; Office – The name of this corporation is The Muse Collaborative, a New Jersey nonprofit corporation (hereinafter referred to as the "Corporation"). The Corporation was formed under the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 *et seq.*) The principal offices of the Corporation shall be located at 426 Jackson Street, Camden, New Jersey, 08104 or at such other location as the Board of Trustees may hereafter designate.

1.2 Certain Defined Terms – Capitalized terms used but not otherwise defined herein shall have the meaning set forth below:

- (a) *Board* – the Board of Trustees of the Corporation
- (b) *Code* – Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended at any point in the future

ARTICLE 2 – PURPOSE AND POWERS

2.1 Purpose – The Corporation is a non-profit corporation to be operated exclusively for charitable, educational, and literary purposes.

2.2 Powers – The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

2.3 Exempt Activities Limitation – Notwithstanding any other provision of these Bylaws, no trustee,

officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the Code, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any trustee, officer, or other private person, 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 set forth in the Articles of Incorporation and these Bylaws.

2.4 Dissolution – Upon the dissolution of the Corporation, the remaining assets of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, be disposed of to such organization or organizations organized and operated exclusively for charitable, educational, or literary purposes which, at the time of such disposition, qualify as an exempt organization or organizations under the Code, and is consistent with the vision of the Corporation as the Board shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively and for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine. No trustee or officer of the Corporation, or any other private individual, or entity to which a trustee is closely associated shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE 3 – BOARD OF TRUSTEES

3.1 Number of Trustees – No fewer than five (5) and no more than eleven (11) trustees may serve on the Board at any given time.

3.2 General Powers – Subject to the provisions of these Bylaws and the Certificate of Incorporation, the Board shall be responsible for the direction of the business and affairs of the Corporation, shall have control over the funds, property, estate, and all activities of the Corporation, provided that such activities are not inconsistent with the purposes of the Corporation and the laws and regulations of the Federal government and the State of New Jersey.

3.3 Term of Office – Trustees are elected to serve on the Board for a maximum of three (3) calendar years from the date of appointment. After any full-length or partially-served term, a trustee cannot sit on the Board for another term until at least one (1) calendar year has passed. Trustees can only serve on the board for a maximum of three (3) terms.

3.4 Appointment of Trustees – Appointment by vote of the Board can take place at any meeting so long as the appointment has been scheduled at least two (2) weeks in advance.

3.5 Removal; Resignation – Trustees may be removed from the Board during any regular or special meeting by affirmative super majority (defined below) vote. Trustees cannot be removed without receiving notice no less than one (1) week in advance that such a vote will take place. Trustees can resign from a position with a written statement delivered to the president. The president must provide notice of his/her resignation to all trustees no less than one (1) month in advance. Resignation is effective when the required trustee(s) receive a written statement of resignation.

3.6 Board of Trustee Regular Meetings –

(a) Annual Meeting – The Board will have one (1) annual meeting during the month of January which will be open to the public. The date, time, location, and purpose of the meeting will be announced no less than one (1) month before occurring.

(b) Fiscal Meeting – The Board will have one (1) fiscal meeting during the month of November.

3.7 Board of Trustee Special Meetings – Special meetings can be called by the president and at least two (2) additional trustees or by a majority of trustees. Trustees must be notified of the purpose or purposes for the meeting. Matters beyond the scope of the purpose of the meeting shall not be addressed. Notice of a special meeting's date, hour, location, and purpose shall be given by the secretary no less than one (1) week and no more than three (3) weeks in advance.

3.8 Manner of Acting –

(a) Quorum – A majority of the trustees in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote – Unless otherwise explicitly stated within these Bylaws, an act of the majority of the trustees present at a meeting at which a quorum is present shall be an act of the Board.

(c) Super Majority – An act by no less than two thirds of the voting members of the Board shall constitute a super majority action of the Board.

(d) Hung Board Decision – On the occasion that a quorum of trustees is unable to make a decision based on a tied number of votes, within two (2) weeks, all non-attending trustees will be required to vote on the matter at hand. If the decision remains at a tie after all trustees have voted, the president shall have the power to swing the vote based on his/her discretion.

(e) Participation – Trustees may participate, including by voting, in a regular or special meeting through the use of any means of communication by which all trustees participating may simultaneously hear each other during the meeting.

(f) Action Without Meeting – If all trustees or a Committee unanimously agree on a resolution in writing it may be enacted without a meeting. Notice of the resolution will be documented by the Secretary.

3.9 Compensation for Board Services – No trustee shall be entitled to receive from the Corporation compensation for service on the Board, any committee of the Board, or any advisory council to the Board. Trustees shall be entitled to receive from the Corporation reimbursement for travel expenses incurred in attending meetings of the Board, meetings of committees of the Board of which individuals are a member, and such other events and activities at which attendance by a trustee is authorized by the Board or is otherwise consistent with the policies, procedures and practices established by the Board.

3.10 Executive Director – The executive director shall be considered an *ex officio* member of the Board. The executive director will observe and contribute in an advisory capacity, but may not vote.

ARTICLE 4 – COMMITTEES OF THE BOARD OF TRUSTEES

4.1 Creation – The president may appoint from among the current trustees one or more intentionally purposed committees. The resolution appointing any committee shall specify the number of members of such committee, the authority that such committees may exercise on behalf of the Board, and the term of such committee’s existence.

4.2 Rules Applicable to all Board Committees

(a) **Committee Procedures** – All committees shall keep minutes of their proceedings and make formal reports in writing to the Board as soon as available and at the next regularly scheduled meeting.

(b) **Committee Quorums; Voting** – A majority of the trustees of a committee immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the committee. No business shall be considered by the committee at any meeting at which a quorum is not present. Unless the resolution of the Board grants a committee the full authority to take certain actions, any action by a committee shall not be effective until approved by the Board.

(c) **Optional Attendance** – Any trustee can attend any committee meeting of the Board as a non-voting member.

4.3 Prohibited Actions – A committee may not:

(a) Make, alter or repeal the Certificate of Incorporation of the Corporation, or any Bylaw of the Corporation;

(b) Elect or appoint any officer or trustee, or remove any officer or trustee;

(c) Make any grants or distribute funds;

(d) Mend or repeal any resolution previously adopted by the full Board.

ARTICLE 5 – MEMBERS

5.1 Membership – The Corporation shall have no members.

ARTICLE 6 – OFFICERS

6.1 Officers – The officers of the Corporation shall be a president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems necessary to conduct the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board may determine. Notwithstanding any other provision of these Bylaws, all trustees are eligible for service as officers, though a trustee cannot serve in multiple, concurrent officer roles.

6.2 Term of Office – Each officer shall serve two (2) continuous years in office.

6.3 Resignation – Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect upon the date of receipt of notice or at any later time specified by the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.4 Removal – The Board may remove an officer at any time, with or without cause. Removal is by affirmative super majority vote, excluding the officer to be removed. Officers cannot be removed without either being present at the meeting or receiving notice no less than two (2) week in advance that such a vote will take place. The officer to be removed may speak on his/her behalf in person or through the use of any means of communication by which all trustees participating may simultaneously hear each other during the meeting prior to a vote.

6.5 Board President – The president shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board. The president shall also be charged with seeing that all orders and resolutions of the Board are carried into effect.

6.6 Vice-President – In the absence or disability of the president, the ranking vice-president, or vice-president designated by the Board, shall perform the duties of the president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board or the president.

6.7 Secretary – The secretary shall keep, or cause to be kept, minutes of all meetings and actions of trustees and committees of trustees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with applicable law and these Bylaws. The secretary shall cause notice to be given of all meetings of the Board and committees as required by these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the president. The secretary may appoint, with approval of the Board, a trustee to assist in performance of all or part of the duties of the secretary.

6.8 Treasurer – The treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other trustees or officers, and the Executive Director, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports are made available to the Board on a timely basis or as may be required by the Board. The treasurer shall perform all duties properly required by the Board or the president. The treasurer may appoint, with approval of the Board a qualified fiscal agent, trustee, or employee to assist in performance of all or part of the duties of the treasurer.

ARTICLE 7 – INDEMNIFICATION OF TRUSTEES AND OFFICERS

7.1 Third Party Actions – Any person who was, or is, or hereafter shall be a trustee (hereinafter referred to as a "corporate agent") of the Corporation shall be indemnified by the Corporation against the reasonable costs, disbursements and counsel fees (hereinafter "expenses") and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement (hereinafter "liabilities") in connection with any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein (hereinafter "proceeding") involving the corporate agent by reason of his or her being, or having been, such a corporate agent other than a proceeding by or in the right of the Corporation, if (a) such corporate agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standard of conduct set forth in this section.

7.2 Action by or in the Right of the Corporation – The Corporation shall indemnify a corporate agent against his or her expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the corporate agent by reason of his or her being, or having been, such corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, in such proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for negligence or misconduct, unless and only to the extent that the court in which such proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

7.3 Mandatory Indemnification – The Corporation shall indemnify a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in Section 7.1 and 7.2 of these Bylaws in defense of any claim, issue, or matter therein.

7.4 Procedure for Effecting Indemnifications – Any indemnifications under Section 7.1 of these Bylaws and, unless ordered by a Court, under Section 7.2 of these Bylaws, may be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct as set forth in Section 7.1 or in Section 7.2 of these Bylaws. Such determination shall be made (a) by the Board, acting by a majority vote of a quorum consisting of Trustees who were not parties to or otherwise involved in the proceeding, or

(b) if such a quorum is not obtainable or, if obtainable, and such quorum of the Board by a majority vote so directs, by independent legal counsel, in a written opinion, such counsel to be designated by the Board.

7.5 Advancing Expenses – Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding if authorized in the manner provided in Section 7.4 of these Bylaws upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as provided in these Bylaws.

7.6 Scope of Bylaws – The indemnification provided by this Article shall apply to (a) the corporate agent and the legal representative or representatives of the corporate agent and (b) shall not exclude any other rights to which a corporate agent may be entitled under the Certificate of Incorporation or Bylaws of the Corporation or by agreement or otherwise.

ARTICLE 8 – AMENDMENT OF CORPORATE BYLAWS

8.1 Amendment of Certificate of Incorporation – The Corporation's Certificate of Incorporation may only be amended, supplemented, restated, revised or repealed by a super majority vote of trustees.

8.2 Amendment of Bylaws – These Bylaws may only be amended, supplemented, restated, revised, or repealed by a super majority vote of trustees.

ARTICLE 9 – MISCELLANEOUS

9.1 Fiscal Year – The Corporation's fiscal year shall begin on January 1st and end on December 31st.

9.2 Books and Records – The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

9.3 Audit – If the Corporation's total assets exceed \$50,000, an annual audit in accordance with generally accepted auditing standards by an independent certified public accountants shall be made of the financial condition and results of operation of the Corporation.

9.4 Nondiscrimination Policy – The officers, trustees, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, economic status, or national origin.

9.5 Conflict of Interest Policy – The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement, which may benefit any trustee, officer, employee, affiliate, or committee member.