

SIXTY INCHES FROM CENTER

Bylaws Of Sixty Inches From Center NFP (An Illinois Not-for-Profit Corporation)

Article I Purposes

Section 1.1: Organizational Purposes and Structure

The purposes of Sixty Inches From Center (the corporation, hereinafter referred to as “Sixty”), as stated in its Articles of Incorporation are exclusively charitable, literary, civic, artistic, and educational purposes within the meaning of Code Section 501(c)(3), including for such purposes, but not limited to, documenting, archiving, promoting and creating initiatives in support of the visual arts of Chicago, Illinois, and the wider Midwest.

Sixty operates collectively with a distributed leadership style where all stakeholders have equitable decision-making power, and have the power to influence the programs through which they work, the conditions of the workplace, their own career paths, and the direction of the organization as a whole. Distributing power and leadership makes Sixty more flexible, nimble, adaptive, sustainable, and resilient, with an organizational structure rooted in cooperative leadership, self-determination, peer accountability, and the empowerment of every member of the team at all levels.

Section 1.2: Limitations on Operations

No substantial part of the activities of Sixty shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501(h)), and Sixty shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, Sixty shall not carry on any other activities not

permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible for federal income, estate, and gift tax purposes under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

Section 1.3: Powers

Sixty shall have such powers as are now or may hereafter be granted by the Not-for-Profit Corporation Act.

Article II Board of Directors

Section 2.1: Role of the Board of Directors

The Board of Directors ("Board") must serve according to organizational values and community principles, as stated in Appendix A.

Section 2.2: Number of Directors, Terms, and Qualifications

The number of Directors shall be not less than three nor more than nine, as shall be fixed from time to time by resolution of the Board. Each Director shall be elected annually at the Annual Meeting, and shall hold office for an indefinite term.

Section 2.3: Officers

The Board shall annually elect Officers at the Annual Meeting; if the election of Officers is not held at such a meeting, such election shall be held as soon thereafter as may be convenient. Officers shall serve in two-year renewable terms. The Officers elected by the Board shall have such duties as are hereafter described and such additional duties as the Board may from time to time prescribe. In the absence of any Officer, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of any Officer to any other Officer or any Director. Each Officer shall hold office until the Officer's successor has been duly elected and qualified, or until the Officer's death, or until the Officer has resigned or been removed in the manner hereinafter provided.

The Officers elected shall include a President, a Secretary, and a Treasurer of Sixty (each, an "Officer", and taken together with all other Officers of Sixty elected by the

Board, the "Officers"). The Board may also elect one or more Vice Presidents and such additional Officers as the Board may deem necessary or appropriate from time to time. With the exception of the offices of President and Secretary, distinct board offices may be held by the same person.

Section 2.31: President(s)

The President(s) shall be the principal executive officer of Sixty. The President(s) shall preside at all meetings of the Board and shall see that the orders and resolutions of the Board are carried out into effect, except in those instances in which that responsibility is delegated to another Officer. The President(s) may sign bonds, mortgages, and all other contracts and documents whether or not under the seal of Sixty, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board, or by these Bylaws to some other Officer or agent of Sixty.

Section 2.32: Secretary

The Secretary shall attend all meetings of the Board and record all the proceedings of the meetings of the Board; be custodian of the Corporate records and of the seal of Sixty, if any; keep a register of the post office address of each Director, which shall be furnished to the Secretary by such Director; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board.

Section 2.33: Treasurer

The Treasurer shall be the principal financial officer of Sixty. The Treasurer shall: (a) have charge of and be responsible for overseeing the maintenance of adequate books of account for Sixty; (b) have charge of all funds and securities of Sixty, and be responsible for the overseeing and supporting the receipt and disbursement thereof; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine.

Section 2.34: Other Officers and Agents

Officers and agents of Sixty, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board.

Section 2.4: Ad Hoc Members

Sixty can have an indefinite number of ad hoc board members who are representatives from fiscally sponsored projects and organizations of Sixty. Ad hoc members do not have voting power on board decisions but can give input into programmatic and other decisions relevant to their work with Sixty. Their membership on the board is contingent to their continued engagement with the fiscally sponsored organization that they represent.

Section 2.5: Resignation

Any Officer or Director may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specified a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

In the case of resignation, Sixty requests that the resigning Officer or Director allocate time to transfer institutional knowledge, documents, and any other important materials that will preserve the operations of Sixty to a designated Officer or Director and ensure a thoughtful transition for everyone involved.

Section 2.6: Removal

A Director may be removed, with or without cause, by the affirmative vote of greater than 60% of the Directors then in office and present and voting. Such action shall be taken at a Regular or Special Meeting, and the proposed removal shall be set forth in the notice of any such meeting, given at least twenty (20) days and not more than sixty (60) days prior to the meeting.

Any Officer elected or appointed by the Board may be removed, with or without cause, by a vote of two-thirds of all Directors then in office whenever, in its judgment, the best interests of Sixty would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person or persons so removed.

Section 2.7: Vacancies

Any vacancy occurring in the Board because of death, resignation, removal, disqualification or otherwise, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board at any meeting thereof. Any Officer or Director elected to fill a vacancy shall be elected to serve until the next Annual Meeting, at which time they may be considered for re-election.

Section 2.8: Compensation

Directors shall not receive any compensation for their services as Directors. Nothing herein contained shall be constructed to preclude any Director from serving Sixty in any other capacity and receiving reasonable compensation for personal services rendered to Sixty that are reasonable and necessary to carry out one or more of the tax-exempt purposes of Sixty, so long as the Directors comply with the conflict of interest procedures of Article VII hereof and any other policies adopted by the Board. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

Article III Meetings

Section 3.1: Annual and Regular Meetings

A regular annual meeting of the Board (each, an "Annual Meeting") shall be held at such time and place as may be fixed by the Board, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings (each, a "Regular Meeting") of the Board without other notice than such resolution. If the election of Directors and Officers shall not be held at any Annual Meeting, election of new members may be confirmed at a special meeting of the Board (each, a "Special Meeting") as may be convenient.

Section 3.2: Special Meetings

Special Meetings of the Board may be called by or at the request of the President, any two Directors, or the staff. The person(s) authorized to call Special Meetings may fix any place as the place for holding any Special Meeting called by such person(s).

Section 3.3: Notice of Meetings

Unless otherwise required by the Not-For-Profit Corporation Act, the Articles of Incorporation, or these Bylaws, notice of Annual, Regular, or Special Meetings shall be delivered not less than fourteen (14) days sent to the designated contact as it appears on the records of Sixty, stating the place, date, hour, and purpose(s) of the meeting.

Section 3.4: Quorum

A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the Directors are present at a meeting of the Board, voting cannot take place.

Section 3.5: Use of Conference Telephone or Other Interactive Technology

Members of the Board, or any committee, may participate in and act at any meeting of the Board, or committee, by virtual or audio means, so long as all persons participating in the meeting can communicate with each other. Such participation shall constitute presence in person at such a meeting.

Section 3.6: Manner of Acting

The act of a majority of the Directors present at a meeting at which quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 3.7: Informal Action by Directors

Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors or by all of the members of such committee, as the case may be, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. Such filings shall be in paper or electronic form. Any such consent signed by all Directors or all committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the Not-for-Profit Corporation Act.

Article IV

Contracts, Checks, Deposits, Gifts, and Investments

Section 4.1: Contracts

The Board may authorize any Officer(s) or agent(s) of Sixty, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Sixty, and such authority may be general or confined to specific instances.

Section 4.2: Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Sixty shall be signed by each Officer(s) or agent(s) of Sixty and in such manner as shall from time to time be determined by resolution of the Board.

Section 4.3 Deposits

All funds of Sixty shall be deposited from time to time to the credit of Sixty in such banks, trust companies, or other depositories as the Board may designate by resolution.

Section 4.4 Gifts

The Board may accept or reject, or by resolution may authorize any Officer(s) or agent(s) of Sixty to accept or reject, on behalf of Sixty, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Sixty.

Section 4.5 Investments

The Board will support, invest, operate, deal in and with, and conserve the property of Sixty, and may retain any or all of the assets transferred to Sixty by gift or bequest; provided, however, that the exercise of any such powers shall not in any way conflict with the purposes of Sixty as stated in this document and its Articles of Incorporation, and such powers shall not be exercised so as to cause Sixty to lose its qualification as an exempt organization under Code Section 501(c)(3).

Article V Books and Records

Sixty shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board and each committee thereof.

Article VI Fiscal Year

The fiscal year of Sixty shall be January 1st through December 31st.

Article VII Conflicts of Interest

Section 7.1: Conflicts of Interest

A Director shall disclose to the Board any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board, or which to the Director's knowledge might otherwise cause a conflict with a fiduciary duty owed by the Director to another organization. Such interested Director shall abstain from voting on such transaction or other action, but such interested Director's presence may be counted in determining whether a quorum is present.

Section 7.2: Material Interest

A Director shall be considered to have a material interest if an entity of the Director is a director, officer, or employee of the entity or if the Director has a material financial interest in the entity.

Section 7.3: Comprehensive Polity

The Board shall have the power and authority to adopt a more comprehensive policy regarding conflicts of interest, which may supplement, amend, or supersede this Article VIII, as so directed by the Board.

Article VIII Amendments to Bylaws

Section 8.1: Amendments by the Board of Directors

These Bylaws may be altered, amended, or repealed by new Bylaws adopted by the Board. Such action may be taken at any Annual, Regular, or Special Meeting of the Board, provided that notice of the proposed alteration, amendment, repeal, or adoption be contained in the notice of any Special Meeting at which such action is taken, and provided further that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of Sixty as stated in its Articles of Incorporation or otherwise cause Sixty to lose its qualification as an exempt organization under Code Section 501(c)(3).

Section 8.2: Implied Amendments

Any action taken or authorized by the Board that would be inconsistent with the Bylaws than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Article IX Miscellaneous

Section 9.1: Definitions

In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

- (a) "Articles of Incorporation" means the Articles of Incorporation of Sixty filed with the Secretary of State of Illinois on November 23, 2010, and any amendment thereto.
- (b) "Code Section" or "Code Sections" means a section or sections of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.
- (c) "Director" means a member of the Board.
- (d) "Not for Profit Corporation Act" means the Illinois General Not for Profit Corporation Act of 1986, as amended.

Section 9.2: Writings

Any action required in these Bylaws to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by or of Directors shall include any communication transmitted or received by means of electronic transmission.

Section 9.3: Dissolution

Upon the dissolution of Sixty, the Board shall, after paying or making provision for the payment of all the liabilities of Sixty, dispose of all of Sixty's assets in such a manner as the Board shall determine, provided that the assets are disposed of exclusively for Sixty's tax-exempt purposes or to such other organization(s) that at the time qualify as an organization(s) exempt from federal income taxation under Code Section 501(c)(3). Any assets not so disposed of shall be disposed of by the circuit court of the county in which Sixty's principal office is then located, provided that the assets shall be disposed of exclusively for such charitable, religious, literary, scientific, or educational purposes as the court so determines, or to such organization(s) that at the time qualify as an organization or organizations exempt from federal income taxation under Code Section 501(c)(3).

Section 9.4: Offices and Registered Agent

The principal office of Sixty (as of the date of this document, 436 E. 47th Street, Chicago, IL 60653) and the Registered Agent serving on behalf of Sixty shall be located in the State of Illinois, in accordance with the Not-for-Profit Corporation Act. Sixty may have such other offices, either within or without the State of Illinois, as the Board may determine or as the affairs of Sixty may require from time to time. The Registered Agent of Sixty may be changed from time to time by the Board. As of the date of this document, the registered agent and agent's address are: board member Tempestt Hazel, 436 E. 47th Street, #308, Chicago, IL 60653.

APPENDIX A

The Board supports and reflects Sixty's distributed leadership and decision-making style, which is where the Board radically delegates significant and specific decision-making power to the staff of Sixty as a collective.

The Board will maintain a supportive role, provide strategic oversight, and guidance to the Sixty in order to ensure the proper alignment of mission and values to the financial affairs of Sixty, as well as policies where the staff has a conflict of interest (e.g. salaries, annual budgets, and any other components of operations).

Board service is uncompensated, but nothing in this document precludes any Board member from working in a compensated position within Sixty.

APPENDIX B

The Board resolves that, based on the successful track record of Sixty's staff and activities, in view of the talents and skills of current staff, based on Sixty's robust set of internal policies and procedures for worker governance, and based on emerging principles and best practices for the operation of nonprofit organizations, it is in the best interest of Sixty and most effectively and efficiently advances Sixty's mission if Sixty employees primarily direct the strategy, policies, and tactics of the organization.

The Board affirms that Sixty staff may make day-to-day decisions and set longer-term policies strategy for the organization, and the Board will annually review and may re-affirm or recommend changes to this resolution, in view of the best interests of the organization.

APPENDIX C

CONFLICT OF INTEREST POLICY

A personal or financial interest or involvement in any customer, client, competitor, or supplier of Sixty, including outside employment or consulting, is considered a potential conflict of interest. If an employee or any of his or her close relatives (spouse, domestic partner, child, sister, brother, parent, grandparent, or in-laws) has, or is considering having, a personal or financial interest in a customer, client, competitor, or supplier of

Sixty, or real estate adjacent to a Sixty location, the employee must disclose the interest or relationship.

Furthermore, employees may not give or accept gifts, loans, or favors from persons having business relationships with Sixty. The receipt or giving of small gifts or casual entertaining for business purposes, however, is not prohibited. Failure to promptly disclose actual or potential conflicts of interest to Sixty team members or officers may result in discipline, up to and including dismissal. Whenever these issues arise, contact a member of the board of directors to discuss the issue. Sixty reserves the right to determine whether any relationship represents an actual or potential conflict of interest in violation of this policy.