

Bylaws of
AGATE CREATIVES
An Illinois Not-For-Profit Corporation

The purpose of this document is to guide the management, decision-making, and activities of the organization, so that people working with Agate Creatives in any capacity know what to expect. Any item not specified in this document will be guided by the Articles of Incorporation of Agate Creatives, the Illinois General Not-For-Profit Corporation Act of 1986 (805 ILCS 105 Articles 1-17), the Agate Creatives Parameters for Engagement (the Parameters), the Collective Decision Making document, and by the regulations of the U.S. Internal Revenue Service and Internal Revenue Code.

I. Name of Organization

The official name of the organization is Agate Creatives, Inc.

II. Organizational Mission, Vision, & Values

A. Mission

Agate Creatives develops revolutionary experiences that dismantle white supremacy culture and amplify marginalized communities to reimagine the traditional museum model.

B. Vision

Agate Creatives envisions organizations, projects, people, and communities, prioritizing social justice for equitable and empowered representation across disciplines.

C. Values

- Our work focuses on racial justice, feminism, accessibility, queer theory, and environmental responsibility. We function through an intersectional lens grounded in liberation from white supremacy, the heteropatriarchy, and xenophobia.
- We prioritize access and community to facilitate projects that build relationships of support, respect, and love between BIPOC and all marginalized identities with select white co-conspirators.
- We seek to transform the traditional museum experience to honor imagination and fuel curiosity that will facilitate meaningful discussion.
- We support conversation that expands our perspectives and diversifies collective memory through storytelling, sharing, and experiential opportunities.
- We work in a model intentionally outside of oppressive predominately white institutional (PWI) structures, where challenges are accepted and solutions rely on mutual-respect for one another.
- We honor what is brought to the process and do not negate experience or deny someone's truth. Formal education is not always the knowledge necessary or needed, we respect lived experience as expertise.

- We are always learning and acknowledge that justice is a journey without a finish line. This work is a practice and lifestyle where we practice accountability.
- We create opportunities in historically gate-kept and white-held positions to build experience in leadership, collaboration, and decision making roles.
- We pass the mic, actively listen, and amplify the voices of historically marginalized and oppressed members within our creative and those we support.
- We hold ourselves accountable to the communities we support, amplify, and uplift.

III. Organizational Structure and Culture

Agate Creatives has purposely adopted an organizational structure designed to ensure marginalized voices are centered and amplified in our processes, making the space and providing the structures necessary for everyone involved in the organization to have what they need to succeed. All aspects of the work will be reflective of our Parameters, with a focus on

- Individual freedom and agency,
- Non-hierarchical structures,
- Open discussion with all stakeholders,
- Transparency of information and in decision-making,
- Promotion of self-care and individual well-being,
- Respectful, open, direct, and honest communication,
- Purposeful and continual work towards growth and betterment (internally as individuals and collectively as Agate Creatives), and
- Conflict resolution through Call In/Call Out procedures.

IV. Decision Making: Policies and Procedures

A. Who Makes Decisions: Creators and Directors of Agate Creatives

To ensure our decisions are aligned with our mission, vision, and values, all decisions will be made by the combined voting power of our Board of Directors and our Creators. In accordance with Illinois Statute 805 ILCS 105/107.40, this authority is granted per the Agate Creatives Articles of Incorporation. In conversations aimed at making decisions, each Director and Creator has an equal voice that is given equal weight. When decisions are to be made by voting, each Director and Creator has one vote, and each vote is weighted equally. Options for decision making are included in the Agate Creatives Collective Decision Making document.

1. Creators Defined

Creators are the Members of Agate Creatives. All Creators enjoy full membership rights in Agate Creatives, including voting rights, as defined and limited below:

- Creators: All current full-time and part-time employees are automatically recognized as Creators of Agate Creatives for the duration of their employment, and may vote on any issue brought before the Creative. Additionally, the initial founders of Agate Creatives are automatically recognized as Creators and will remain so during the length of their active engagement with Agate Creatives.

- Volunteer Creators: Volunteers who have committed to a minimum of three (3) months with Agate Creatives on a specific project that furthers the mission, vision, and values of Agate Creatives in a creative manner will qualify as Volunteer Creators (VC). Volunteer Creators may vote on any issue that directly impacts their project that qualifies them for their VC designation. Volunteers who do not meet the requirements of a VC will be a non-Creator volunteer and ineligible to vote.
- Independent Creators: Independent contractors engaged to a project that furthers the mission, vision, and values of Agate Creatives in a creative manner will qualify as Independent Creators (IC). Independent Creators may vote on any issue that directly impacts their project that qualifies them for their IC designation. Independent contractors who do not meet the requirements of an IC will be a non-Creator independent contractor and ineligible to vote.
- No person shall become a Creator who does not meet these eligibility criteria.
- When a question arises as to whether a particular volunteer or independent contractor meets the requirements to be recognized as a Creator, the decision will be made by a decision vote made by the current Creators, including all current Volunteer Creators and Independent Creators.
- Directors are not Creators of Agate Creatives. They are co-collaborators that help guide the mission, support the work at hand, and network to build interest.
- All Creators and non-Creator volunteers and independent contractors are subject to the Agate Creatives Parameters of Engagement.
- All Creators will enjoy full rights and benefits until their relationship with Agate Creatives ends (either through end of employment, stopping volunteering, or expiration of contract).

B. Transparency in Decision Making

All major strategy discussions and decisions, including all board meetings, will be public, inviting anyone affected and/or interested to participate in both the discussion and the decision. In weighing the balance between protecting the legal obligations of the organization, honoring the privacy of individuals, and instilling trust by engaging openly, the parties involved may choose to keep a meeting closed only if it meets the following criteria:

1. When there are legal requirements for privacy,
2. When public conversation would compromise our ability to accomplish our mission in accordance with our values,
3. When public conversation would compromise the ability to productively engage in open and honest discussion reflective of the Agate Creatives Parameters of Engagement,
4. When public conversation would compromise the ability to establish and test new relationships, and
5. When an individual has a desire for privacy (including but not limited to employment issues).

In all other circumstances, strategy discussions and decision making will be public and done in accordance with the Collective Decision Making document.

C. Legal Compliance

All decisions and activities taken within and on behalf of Agate Creatives will comply with the laws of the State of Illinois and the U.S. federal government, including the Internal Revenue Service.

D. Expectations for Creators

All Creators are expected to:

- Uphold and prioritize the Agate Creatives Mission, Vision, and Values,
- Represent themselves and Agate Creatives in accordance with the Parameters of Engagement,
- Engage in collaborative and respectful decision making in accordance with the Agate Creatives Collective Decision Making document,
- Comply with all legal requirements, including IRS guidelines concerning tax exempt organizations and Illinois nonprofit and charitable organizations, and
- Be active participants in Agate Creatives, including attending scheduled all-Creatives meetings and meetings specific to their projects and interests within Agate Creatives.

V. Role of the Board of Directors

The role of the Board of Directors of Agate Creatives is to safeguard the organization's integrity, and to ensure that

- Agate Creatives is meeting all its legal obligations, in compliance with Illinois law and the U.S. Internal Revenue Service,
- We are meeting the expectations of our stakeholders and community members,
- We are upholding our Mission, Vision, Values, and Parameters, and
- We are sharing power and amplifying the voices of our Creators.

All Directors are subject to the Agate Creatives Parameters of Engagement.

Per Section IV(B), the Board's work will be done publicly, with as much participation by Creators, stakeholders, and community members as possible, and in a manner guided by the Agate Creatives Decision Making document.

Per Section IV(A), the Board's role in decisions is focused on establishing guidelines for ensuring those decisions are made with integrity and in compliance with the law. When decisions are made via a vote, Directors each have one vote, weighted equally with the votes of Creators.

A. Directors Term Limits and Classes

Directors are elected by Creators for two (2) year terms and may serve two (2) consecutive terms. At the end of their second term, Directors must step down from the Board for at least two (2) years before being eligible for Board membership again.

Directors will be in two classes:

- Class A Directors are elected on years ending in odd numbers, and
- Class B Directors are elected on years ending in even numbers.

No other distinction exists between the Classes and their powers and responsibilities are identical. Directors of both classes are elected by the Creators.

B. Expectations for Directors

All Directors are expected to:

- Uphold and prioritize the Agate Creatives Mission, Vision, and Values,
- Represent themselves and Agate Creatives in accordance with the Parameters of Engagement,
- Engage in collaborative and respectful decision making in accordance with the Agate Creatives Collective Decision Making document,
- Comply with all legal requirements, including IRS guidelines concerning tax exempt organizations and Illinois nonprofit and charitable organizations,
- Extend Agate Creatives into their own networks as necessary and makes sense for the betterment of the group, collaborative growth, and relationship building, and
- Be active participants in Agate Creatives, including attending the annual Board retreat and all scheduled Board and all-Creatives meetings.

VI. Legal Specifics

According to Illinois law, any item not explicitly addressed in an organization's bylaws default to Illinois law in general, and specifically to the Illinois General Not-For-Profit Corporation Act of 1986 Articles 1-17. The following are explicit additions to our statutory requirements:

1. The board will have no fewer than 3 directors.
2. Board members will sign conflict of interest statements annually. Those statements will be available for review by any interested party upon written request.
3. The organization's fiscal year shall end on December 31 of every year.

VII. Supporting Documents

1. Illinois General Not-For-Profit Corporation Act of 1986, [805 ILCS 105/](#).
2. [Agate Creatives Parameters for Engagement](#).
3. [Agate Creatives Collective Decision Making](#).

Adopted 3/3/2022