

January 2004

BYLAWS

OF

MID-ATLANTIC PLEIN AIR PAINTERS ASSOCIATION, INC.

(Formed under the general laws of the State of Maryland)

ARTICLE I NAME, OFFICES, AND PURPOSE

Section 1.01 Name

The name of the Corporation shall be Mid-Atlantic Plein Air Painters Association, Inc. (hereinafter, **MAPAPA**).

Section 1.02 Location of offices

The principal office of the Corporation shall be located within the State of Maryland, at such place as is designated in the Articles of Incorporation. The Corporation may maintain additional offices at such other places in or outside the State of Maryland as the Board of Directors may designate. The principal office presently is located at 804 Severn Avenue, Annapolis, Maryland 21403. U.S. Mail can be received at Post Office Box 5832, Annapolis, Maryland 21403. Website: www.mapapa.org

Section 1.03 Purposes of the Corporation. Charitable, Cultural, and Educational Activities for Artists and the Public

The Purpose of the Corporation is to educate artists and the general public about the artistry and traditions of plein air painting through workshops, exhibitions, and public programs. This includes promoting knowledge and appreciation among artists and the general public about the techniques and traditions of outdoor painting that directly depict the beauty in nature and in our surroundings by fine art paintings executed in natural light. The corporation will engage in charitable educational activity for and with artists, cultural organizations, the general public, businesses and other organization to develop, promote and maintain standards for outdoor, plein air painting, and to conduct associated educational, cultural and artistic activities for the benefit of all persons in the State of Maryland and elsewhere.

ARTICLE II MEMBERS AND MEMBERSHIP

Section 2.01 Members May Include Interested Individuals, Businesses and Organizations. Participation by Artists in MAPAPA Artistic Events

Membership is open to any person interested in plein air painting as an art form and who pays the annual membership dues established by the Board of Directors. This includes individuals who enjoy the artistry of plein air painting and this style of painting outdoors in natural light as fine art. And persons who want to work with **MAPAPA** as patrons, supporters, volunteers and participants. Businesses and organizations that support **MAPAPA** and plein air painting also are welcome as members, subject to conditions established by the Board of Directors. To participate as artists in designated plein air painting and other artistic and educational events sponsored by the Association, individual members may need to apply and be qualified to participate as plein air painters according to qualifying conditions established by the Board of Directors.

Section 2.02 Classes of Membership. Member, Artist Member, and Signature Member

Classes of membership are Member (including business and organization members), Artist Member, and Signature Member. All members are invited to participate at annual meetings and otherwise exercise their rights as members of **MAPAPA**, according to their voting and other rights as provided in the Bylaws.

Section 2.03 Members Required to Remain Current with Annual Dues

Members include all individuals, businesses and organizations that support or participate in **MAPAPA** and pay their annual dues in a timely manner. Annual dues and related conditions for membership by each class or subclass of members shall be established by the Board of Directors and included in the Bylaws or otherwise made available to all Members and the public.

Section 2.04 Qualifications for Artist Members. Founding Artist Members

Artist Members are those plein air painters who have been accepted and participated in three juried **MAPAPA** exhibitions within a four (4) year period and who, after applying to become an Artist Member, have received a majority vote of **MAPAPA's** Board of Directors to become an Artist Member. The seven (7) founding members of **MAPAPA**, Bonnie Lee Anderson, Lee Boynton, John Ebersberger, Sharon Littig, Abigail McBride, Ross Merrill and William Wright are designated as the Founding Artist Members. As the Founding Artist Members, they have qualified by their participation as artists in plein air painting events including exhibitions sponsored by **MAPAPA**.

Section 2.05 Signature Members

Signature Members status may be applied for after three (3) years as an Artist Member, if the Artist Member remains in good standing. To become a Signature Member and Artist Member must apply to the Board of Directors and receive a majority vote by MAPAPA's Board of Directors. Signature Members are entitled to place MAPAPA's name (and any logo the Board of Directors may design and approve) with their signatures on their plein air paintings.

Section 2.06 Voting Rights of Members, Artist and Signature Members

Until the Year 2008, only Artist and Signature Members are eligible to vote for candidates for positions on MAPAPA's Board of Directors, as provided in Article IV-Board of Directors, After 2008, Members are eligible to vote for all candidates for the Board of Directors (see § 4.07). At all times Members may exercise their rights as provided in these Bylaws including serving on Committees (see e.g. § 6.01), the Articles of Incorporation, and applicable law.

ARTICLE III

ANNUAL AND SPECIAL MEETINGS OF MEMBERS, AND VOTING BY MAPAPA'S MEMBERSHIP

Section 3.01 Board of Directors to Set Time and Place of Annual Meetings, Presiding Officer at Annual and Special Meetings

MAPAPA shall hold an annual meeting to transact the business of the Association that may properly come before the membership. The Board of Directors shall set the date, time, and place of the annual meeting. Annual and special meetings of the membership may be held in connection with meetings of the Board of Directors. The Chair, the President, the Vice President, the Secretary, the Treasurer or the Public Relations Officer, in that order, shall preside at annual and special meetings of the membership.

Section 3.02 Who May Call Special Meetings of the Membership

The Board of Directors, the Chair, or the President of the Board of Directors may call special meetings of the membership. Special meetings also may be called by the Secretary on the written request of twenty five percent (25%) of the membership entitled to vote on the matters proposed to be acted on at the special meeting.

Section 3.03 Requirements of Notices for Annual and Special Meetings

Notice of each meeting of the membership shall be given in writing by or at the direction of the Chair, the President, or the Secretary. Written notices shall state the date, hour and place of the meeting of the membership. Notices of special meetings shall include the principal purpose(s) of the meeting and include at least a preliminary agenda of topics or items for proposed action. Notices of annual meetings may, but need not, include proposed topics or an agenda.

Section 3.04 How Notices of Annual and Special Meetings May be Sent

A copy of the written notice of any membership meeting shall be sent to every member by U.S. Mail, Federal Express or equivalent messenger service, fax, email or other comparable method of delivery. Notice also may be given in a live telephone conversation with a member that is documented in corporate records. Voice mail messages left on members' answering machines are not sufficient notice unless subsequently confirmed in a live conversation. Written notices shall be sent, or delivered, to the last known address of the member as it appears on MAPAPA membership records. If mailed, notices shall be presumed to have been timely delivered if deposited in the U.S. Mail, postage prepaid, directed to the member at the address currently listed on MAPAPA records. If notice is sent by messenger or email, delivery is presumed if the messenger service verifies delivery and that verification is documented in MAPAPA records. Emails are presumed delivered if the sender receives confirmation of receipt and permanently documents that confirmation in corporate records.

Section 3.05 Period for Notices to be Sent prior to an Annual Meeting

Notices of annual or special meetings shall be sent or given at least fourteen (14) days and no more than sixty (90) days before each meeting.

Section 3.06 Waivers of Notice of Meetings

Notice of any meeting is not required as to any member who signs a waiver of notice before, during, or after the meeting; or who is present in person at the meeting and his/her presence is documented in corporate records.

Section 3.07 Presiding Officers for Annual and Special Meetings

Annual and special membership meetings shall be presided over by the Chair, the President, the Vice President, the Secretary, the Treasurer, or the Public Relations Officer, in that order depending on their availability. If no MAPAPA Officer is available, the members present shall elect a presiding officer for the meeting by majority vote.

**Section 3.08 Quorum and Voting Requirements for Annual Meetings.
No Proxy Voting**

Except as required by applicable law, the Articles of Incorporation, or other provisions of the Bylaws, there are no quorum requirements for actions taken by vote of the members at an annual or special meeting of the membership. Except as otherwise may be required by law or to conform to off-site voting procedures as provided for in Section 3.09, actions taken by the members actually present at the meeting who are entitled to vote on the matters at issue. Proxy voting at annual meetings is not permitted.

Section 3.09 Requirements for Members' Voting by U.S. Mail, Email and Fax

Voting on all matters properly before the members or classes (including subclasses) of members including the election of Directors and Officers, may be conducted by U.S. Mail or equivalent document transmitting service including Federal Express or ground messenger. Email and fax voting is permitted, under the conditions set forth below in this Section 3.09. The member who is voting must clearly print his/her name as it appears on MAPAPA membership rolls, and sign the document indicating his/her voting preference. Where voting documents are transmitted by fax or email the member also must send to MAPAPA the original, hard copy of the voting document that includes the member's name and his/her original signature. MAPAPA must receive the hard copy with original signature at the designated location, and within the period of or receipt of the hard copy as specified on the voting document (usually 10 business days), before a fax or email vote can be officially counted. Proxy voting is not allowed including when voting by U.S. Mail, messenger, fax or other electronic methods.

Section 3.10 One Vote per Member. No Cumulative Voting

Each member in good standing who has paid the annual membership dues shall be entitled to one vote at any meeting of MAPAPA members or when votes may be cast offsite (see Section 3.09) and sent to MAPAPA. Cumulative voting (e.g., one member voting five times for one of five candidates for the Board of Directors) is not permitted in elections for members of the Board of Directors or in voting on any other measures or issues.

Section 3.11 No Proxy Voting for any Purpose

Proxy voting is not permitted for any purpose (see, e.g., Sections 3.08, 3.09 4.08). Members who do not attend an annual or special meeting may not authorize other members or persons to cast votes for them at the meeting.

