

BYLAWS OF
MONTGOMERY COUNTY ART ASSOCIATION, INC.
(ALSO KNOWN AS MONTGOMERY ART ASSOCIATION)

RESTATED AND UPDATED February, 22, 2013

OTHER REFERENCES AVAILABLE

- A. Original Bylaws as adopted March 22, 1991 and amended March 8, 1995**
- B. Summary of Changes to Original Bylaws, dated February, 22, 2013**

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**BYLAWS OF
MONTGOMERY COUNTY ART
ASSOCIATION, INC.**

**A Nonprofit Corporation Organized Under
The General Laws of the State of Maryland**

**ARTICLE 1
NAME AND PURPOSE**

Section 1.1 **Name.** The name of this corporation shall be Montgomery County Art Association, Inc. (hereinafter “MCAA”). The corporation may also use the name, Montgomery Art Association (MAA).

Section 1.2 **General Purposes.** The organization is organized exclusively for, and at all times will be operated exclusively for, such purposes as may qualify it as exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). More specifically, such purposes include, but are not limited to:

- a. encouraging and promoting the visual arts in Montgomery County, Maryland, by means of educational activities, exhibits, lectures, demonstrations and other suitable means;
- b. educating the public on the value of art; and
- c. participating in any and all other related activities permitted under the Maryland General Corporation law, as it may be amended from time to time.

Section 1.3 **Political Activity Restriction.** The MCAA shall not have as a purpose, nor carry on, any substantial political propagandizing or any attempt to influence legislation, except as specifically permitted by the Internal Revenue Code. Nor shall the MCAA carry on any political campaigning on behalf of a candidate for public office.

**ARTICLE 2
MEMBERSHIP**

Section 2.1 **Regular Members.** Any person over the age of eighteen (18) years who is actively interested in the visual arts may apply for membership in this association. Every Member shall pay annual membership dues.

2.1.1 Privileges of Members. Every Member shall have the right to attend all regular and special meetings of the membership, speak to and vote on all matters properly before the membership under the Bylaws or the Articles of Incorporation, enter competitions and exhibits limited to Members in accordance with the rules established for such competitions and exhibits, and be eligible to hold office in the MCAA upon nomination and election or appointment in accordance with the Bylaws.

2.1.2 Termination. Membership in the MCAA shall be terminated by death or resignation of the Member, or by failure to pay dues by the time specified in the Bylaws.

ARTICLE 3 DUES AND ASSESSMENTS

Section 3.1 Dues. The Board of Directors shall establish the amount of dues payable on an annual basis by regular members. There shall be no retroactive dues, increases or refunds of dues.

Section 3.2 Assessments. The membership may, by two-thirds concurring vote of those present at a regular meeting, levy an assessment on the membership for a stated purpose or purposes, not to exceed 100 percent of the annual dues. Notice of such assessment, including a statement of the due date, shall be mailed to the membership. Any balance remaining after the accomplishment of the stated purpose, or upon a Board determination of the impossibility or impracticality of accomplishment of such purpose, shall be allocated to another activity.

Section 3.3 Due Dates and Defaults.

3.3.1 Notice. Notice of the amount of the dues for the upcoming year shall be communicated to each Member prior to the due date.

3.3.2 Membership Year and Payment Date. The membership year shall extend from September 1 through August 31. The final due date for the annual dues shall be November 1. Any Member not paying his or her dues by such date shall be dropped from the roster. Subsequent payment of dues will reinstate membership. New members joining after March 1 will pay one-half the amount of the annual dues to cover the remainder of the year.

ARTICLE 4 MEMBERSHIP MEETINGS

Section 4.1 Regular Meetings. Regular meetings of the membership of the MCAA are generally held monthly on the second Wednesday of each month from October to May depending upon other membership activities. This schedule may be changed as needed. The meeting schedule shall be communicated to the membership through the monthly newsletter, by email, or other method.

4.1.1 Changes with Notice. The Board may change the date, time or place of any regular membership meeting upon communicating notice to the membership at least 10 days prior to the scheduled meeting.

4.1.2 Changes Without Notice. Without regard to the 10-day notice requirements, the President may cancel, reschedule or change the place of any membership meeting when such change is necessitated by inclement weather or other causes beyond the reasonable control of the MCAA which arise or become apparent within 10 days of the scheduled meeting. County policy will be followed in event of inclement weather.

Section 4.2 Special Meetings. Special meetings of the membership may be called by the President, the Board, or upon written petition directed to the President stating the purpose for the meeting and signed by at least ten percent of the members. Each Member shall be given notice of any special meeting, including a statement of the purposes, at least ten days prior to the meeting. The business at a special meeting shall be limited to the announced purposes. Special meetings may be rescheduled in accordance with Section 4.1 above. Special meetings may be canceled by the President only with written concurrence of the persons requesting the meeting if such meeting is not called by the President.

Section 4.3 Quorum. A quorum for any meeting of the membership at which business is transacted shall be the greater of ten members or five percent of the Members eligible to vote, and shall include at least two officers of the MCAA. Once a quorum is obtained, business may be conducted despite the withdrawal of any person making up the quorum. Any meeting adjourned for absence of a quorum may be rescheduled by the Board.

Section 4.4 Voting. Each Member shall be entitled to one vote on any matter submitted to a vote of Members. The acts approved by an affirmative vote of a majority of the Members present at the meeting at which a quorum is present shall be the acts of the Members, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

ARTICLE 5 THE BOARD

Section 5.1 Management Powers Vested. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the MCAA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (hereinafter the “**Board**”). Nondelegable powers of the Board are any powers relating to election of officers or directors, increasing or decreasing the size of the Board, amending any written rules of the organization, amending the Bylaws or the Articles of Incorporation, removing officers or directors, granting indemnification to any person, adopting or amending the budget, acting on any other matter requiring two-thirds concurring vote of the Board under these Bylaws, or any matter required by the law of Maryland to be acted upon by the full Board.

Section 5.2 Number. The Board of Directors shall consist of the President; First Vice President, Programs; Second Vice President, Shows; Treasurer; Secretary; the Immediate Past President; the chairs of the standing committees, additional participating past presidents, and other directors as authorized by the Board pursuant to Section 5.2.1.

5.2.1 Increase or Decrease in Seats. The Board of Directors may, by concurring vote of two-thirds of the total number of Board seats, increase the number of directors or decrease the number of Board seats down to the minimum necessary to accommodate the named officers, chairs, and participating past presidents.

Section 5.3 Term and Election. The Officers of the MCAA and the other members of the Board shall be elected by the Members through the annual election process (with the exception of the Immediate Past President and the participating past presidents since all of them have been previously elected). All Directors shall serve for one year (or when filling a vacancy, the unexpired portion of the term) or until their successors are elected and have assumed their roles. Directors may succeed themselves from term to term. Vacancies on the Board of Directors shall be filled in accordance with Section 5.4.

Section 5.4 Vacancies. A vacancy in the office of President shall be filled by the First Vice President temporarily (no more than two months) until another President, can be selected via an election conducted among the Board of Directors. The newly elected President shall serve for the rest of the term. Newly created offices shall be considered vacant and thus eligible to be filled under this Section. A vacancy in the directorship of a past president may be filled only by a person who has served as president of the organization.

Section 5.5 Removal of a Board Member. The Board, by a two-thirds majority vote at a regular or special meeting of the Board, may remove any director with cause and declare the seat vacant, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and that the director is given notice of and an opportunity to answer the charges against him or her at such meeting.

Section 5.6 Meetings of the Board.

5.6.1 Regular Meetings of the Board. At least one regular meeting of the Board shall be scheduled during the fiscal year. There shall be no more than one regular meeting in any thirty-day period. The President shall determine the date, time, and place of such meetings.

5.6.2 Special Meetings of the Board. A special meeting of the Board may be called by the President or upon written petition of any five Board members stating the purpose for such meeting. Business at special meetings is limited to the purposes stated in the notice of such meeting. The President shall determine the date, time and place for special meetings. The President may reschedule a special meeting for cause but shall not cancel a special meeting without the written concurrence of the persons requesting the meeting if such meeting was not called by the President.

5.6.3 Notice of Meetings. All directors shall be given notice by email or other method of regular and special Board meetings at least five days prior to the meeting. Notices of special meetings shall state the purpose for such meeting. Defects in the notice or failure to receive notice shall not render void or voidable any action of the Board at the affected meeting.

5.6.4 Conference Call. Meetings of the Board or any committee thereof may be held by conference call, provided each Board Member participating may hear and be heard by each other participant in the meeting.

5.6.5 Email or Other Group Decision-making Technology. Discussion of issues and decision-making by the Board may be performed using technology, rather than in-person meetings. Decisions require a simple majority of the Board.

5.6.6 Quorum. A simple majority of the total number of Board seats shall constitute a quorum. Once a quorum is obtained, business may be conducted despite the withdrawal of any person making up the quorum. The President may reschedule any meeting at which a quorum is not obtained.

Section 5.7 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, 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 if the action is agreed to using email or other technology capability.

Section 5.8 Committees of the Board.

5.8.1 Executive Committee. The Board shall have an Executive Committee made up of the President, First Vice President, Second Vice President, Treasurer, Secretary, and Immediate Past President, which shall be authorized to exercise any power of the Board as if exercised by the Board itself, during the interval between Board meetings, except the nondelegable powers of the Board. The President is the Chairman of the Executive Committee.

5.8.2 Standing Committees. The Board may establish ad hoc committees of itself by resolution setting forth the purpose or purposes thereof for periods not to exceed one year. Such a committee shall be advisory and shall not exercise any of the powers of the Board except as specifically authorized in the resolution creating it. The membership of such committees is limited to directors. The President shall appoint the chair and Members of ad hoc committees of the Board.

Section 5.9 Rules. The Board is authorized to establish Rules of the Board for the administration of the organization, the Board, and committees. Nothing in the Rules of the Board shall contradict any of the terms and provisions of the Articles of Incorporation or the Bylaws.

ARTICLE 6

OFFICERS

Section 6.1 Officers. The officers of the MCAA shall consist of the President; First Vice President, Programs; Second Vice President, Shows; Treasurer; Secretary; Immediate Past

President; and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.

6.1.1 President. The President is the Chief Executive Officer of the MCAA and shall preside at all meetings of the MCAA and Board of Directors. The President is responsible for carrying out the programs and policies established by the Board, is authorized to sign all contracts authorized by the Board, is authorized to speak for and represent the MCAA, and is authorized to keep the original or a conformed copy of the Articles of Incorporation and Bylaws, as amended to date, and all earlier versions thereof; other organizational documents and governing instruments; records of any tax exemptions, licenses and permits except those which may be given by the President into the custody of the Treasurer; contracts and affiliation agreements to which the MCAA is a party; and other valuable papers of the MCAA. The President shall keep or arrange for the safekeeping of any personal property belonging to the MCAA. The President is authorized to perform all other duties usual and incidental to the office, including liaison with other organizations.

6.1.2 First Vice President. The First Vice President will assume all duties of the President if the President is not available and shall have charge of the administration, planning, and arranging of the Programs of all the regular meetings of the MCAA. The First Vice president shall temporarily succeed to the office of President upon a vacancy in that office and shall arrange for a special election, conducted within two months among the Board members, to select a President who shall serve for the remainder of the current term.

6.1.3 Second Vice President. The Second Vice President shall have charge of the administration of all membership, small group, individual, and public entrant shows of the MCAA as authorized by the Board, including shows presented in conjunction with or in cooperation with other organizations, with the exception of the MAA Gallery (store and/or online). The Second Vice President may delegate the administration of any show or group of shows to any Member of the MCAA, provided that such Member shall report periodically to the Second Vice President on the status of the relevant shows and provided that such person shall not be authorized to make any expenditures of funds in aid of such shows, outside of the established budget, without the consent of the President, or where necessary, the Board. The Second Vice President or his delegate administrator may establish ad hoc committees of the membership and recruit individual Members to assist with these shows.

6.1.4 Treasurer. The Treasurer shall maintain accounts of the business transactions of the MCAA, which shall at all times be open to inspection. The Treasurer shall develop the annual budget for presentation to the Board. The Treasurer shall promptly deposit all moneys to the credit of the MCAA with such institutions as may be designated by the Board, and shall not permit any of the funds of the MCAA to be co-mingled with his or her own funds or those of any other organization. The Treasurer shall disburse the funds of the MCAA as may be properly authorized by the Board, shall render an account to the Board of all financial transactions as Treasurer and the financial condition of the MCAA annually, or upon the request of the Board or the President, and shall perform all other duties usual and incidental to the office. The Treasurer shall prepare an annual report and distribute it at a regular meeting of the membership. The Treasurer shall prepare or have prepared any tax returns or other reports to governmental authorities concerning finances as may be required by law or by the Board. If

desired, the Treasurer may recruit staff for the Finance Committee to assist in to assist in financial management duties and in assessing the financial implications of potential proposals to MCAA finances. The Treasurer is responsible for chairing the Finance Committee and for supervising committee member activities. Whenever an individual relinquishes the office of Treasurer, the outgoing Treasurer shall turn over all records in his or her possession to the successor in the office. If desired by the Board, such records shall be examined at that time by an independent outside expert. Nothing herein shall limit the authority of the Board to authorize an audit or review of the financial records at any other time.

6.1.5 Secretary. The Secretary shall keep or cause to be kept a book of minutes of the Board and the Executive Committee, including Board discussions and decisions conducted through email or other technology. The Secretary shall be responsible for making any attestations or certifications required of the MCAA secretary. The Secretary shall perform all other duties usual and incidental to the office.

6.1.6 Immediate Past President. The Immediate Past President is the most recent past president participating in the Board. If no past presidents are participating, then this position is vacant. The position can only be held by a person who has been elected and has performed the office of the President.

Section 6.2 Other Officers. The Board may create such other offices as the Board may establish by two-thirds vote of the full number of seats on the Board. Officers created by action of the Board are not ex officio directors.

Section 6.3 Officers Pro Tem. In the event that an officer is absent or becomes incapacitated or is otherwise unable to perform the functions of the office, the President may appoint an officer pro tem to serve until such time as the officer is able to resume his or her duties or until the officer resigns, is disqualified or is removed from office.

Section 6.4 Election. All offices for the Board shall be elective. Past presidents participate by having been elected previously. Election shall be by majority vote of the Members voting in the annual officer election process, normally conducted during April of each year. Outgoing officers are to work with their incoming replacements to ensure that new officers are familiar with their duties when they assume office on June 1.

Section 6.5 Nominations. The President shall solicit nominations in the January and February newsletters. The proposed slate shall be published in the March newsletter and the President should again request any additional nominations. The final slate of candidates shall be published in the April newsletter. One week after publication, the President shall send the ballot to members requesting that a completed ballot be returned in the manner requested within 10 business days. The President shall tally the results, prepare a record of the vote, and announce the results in the May newsletter. The officers for the upcoming year should be announced, and introduced if present, at the May monthly members meeting.

Section 6.6 Term. The term of office of the officers and other members of the Board of the MCAA shall begin June 1 and end May 31 and shall be for one year. All officers and Board members

may serve additional terms. While the official term is one year, candidates for offices are encouraged to plan for at least two years in office, barring unexpected circumstances, to ensure that their time on the Board can provide meaningful contributions.

Section 6.7 Removal. The Board, by a two-thirds majority vote at a regular or special meeting of the Board, may remove any elected officer from office and declare the office vacant, provided that notice of the meeting states that such removal would be considered and provided that the officer has been given the chance to be heard by the Board in such matter. The President may remove any appointed officer and declare the office vacant.

ARTICLE 7 GENERAL COMMITTEES

Section 7.1 Standing Committees. The standing committees of the MCAA are the Activities Committee, the Hospitality Committee, the Membership Committee, the Newsletter Committee, the Publicity Committee, the Gallery Committee, the Community Outreach Committee, the Technology Committee, and the Finance Committee. The chairs of these committees and key members of the committees shall be proposed for one-year terms as part of the candidate slate for the annual election and shall become members of the Board of Directors upon election. Vacancies shall be filled for the unexpired term by appointment of the President. The membership of each committee may vary in number and members shall be appointed to one-year terms by the incoming chair. Standing committee chairs and committee members may succeed themselves without limitation of number of years of service. Additional standing committees may be created upon recommendation of members of the Board with majority consent; a standing committee may be discontinued in the same manner.

7.1.1 Activities Committee. The Activities Committee shall plan and arrange for any workshops, museum trips and other art-related activities desired by the membership.

7.1.2 Hospitality Committee. The Hospitality Committee shall arrange for refreshments at show receptions and as requested. This committee is also responsible for supplies and equipment used, such as ice bucket, plates, napkins, serving pieces, etc.

7.1.3 Membership Committee. The Membership Committee shall conduct membership campaigns and otherwise solicit new and renewed Members. The chair shall receive all dues and promptly transmit them to the Treasurer. The chair shall also keep an up-to-date membership list.

7.1.4 Newsletter Committee. The Newsletter Committee is responsible for gathering, publishing and distributing the MCAA Newsletter before the monthly meeting. The Editor may appoint a committee to assist in the preparation and publication of the newsletter.

7.1.5 Publicity Committee. The Publicity Committee is responsible for notifying newspapers, magazines, radio and other media of shows and meetings of MCAA and providing any posters, signs or other material to publicize these activities.

7.1.6 Gallery Committee. The Gallery Committee is responsible for the management and operation of the MAA Gallery (store and/or online).

7.1.7 Community Outreach Committee. The Community Outreach Committee is responsible for identifying and orchestrating community outreach opportunities to benefit MCAA and the community. Examples of activities are art-related community efforts, interactions with schools and universities, local festivals, local art events, and children's art activities. This committee also handles the group's scholarship activities.

7.1.8 Technology Committee. The Technology Committee is responsible for the selection and management of the technology and technology-related services used for organizational and financial management, outreach (e.g. website, Facebook page), gallery operations, etc. This includes hardware, software, networking technology, and processing/hosting facilities.

7.1.9 Finance Committee. Under the direction of the Treasurer, this committee provides analysis and support to the Treasurer and the Board in financial management and in assessing the potential financial impacts of proposed initiatives. No action by the Finance Committee modifies the role of the Treasurer in having the primary responsibility for MCAA financial matters.

Section 7.2 Ad Hoc Committees. The Board may establish such ad hoc committees as it deems necessary for limited terms and for limited purposes. Except for those ad hoc committees which officers are specifically authorized to appoint in these Bylaws, the President shall appoint the chair of each ad hoc committee. The chair shall appoint the membership of his or her ad hoc committee. Chairs of ad hoc committees are not ex officio directors.

Section 7.3 Limitation of Powers. No general committee shall have any authority to take any action not within the scope of the committee authorization in these Bylaws, or in the resolution of the Board creating the committee, or to exercise any power specifically required to be exercised by the Board or the Executive Committee under the Articles of Incorporation, these Bylaws, or the laws of the State of Maryland.

Section 7.4 Notice of Meetings. All committee Members shall be given notice of regular and special Board meetings at least five days prior to the meeting. Notices of special meetings shall state the purpose for such meeting. Defects in the notice or failure to receive notice shall not render void or voidable any action of a committee at the affected meeting.

ARTICLE 8 FINANCIAL OPERATIONS

Section 8.1 Operating Budget. The Treasurer, with the assistance of the President, other Board members, and the Finance Committee, shall prepare a financial and budget analysis and proposed investment plan for the next fiscal year for review and approval by the Board. This financial analysis and investment plan shall be used to develop an annual operating budget, taking into account revenues expected through significant revenue sources during the budget period. Investments needed before a new

operating budget is in place may be approved by the Board provided sufficient funding sources have been identified.

Section 8.2 Reserve and Restricted Funds.

8.2.1 Reserve Funds. The Board may authorize the retention of a designated portion or percentage of receipts in corporate reserve funds. Appropriations from such restricted funds may be authorized only by or pursuant to a specific resolution of the Board.

8.2.2 Management of Reserve Funds. Reserve funds may be invested for such period of time and at such rate of interest or return as the Board considers prudent. The Board may retain an outside financial manager or advisor to advise on, manage, invest and reinvest such funds.

Section 8.3 Appropriations, Expenditures, Contracts. Except in the case of Reserve Funds, no appropriations, expenditures or contractual commitments may be made in excess of the operating budget. No contractual commitments involving obligations for payment lasting in excess of one year may be entered into without the specific consent of the Board and without a reasonable expectation of being able to cover the commitment in the future.

Section 8.4 Limitations on Expenditures. Notwithstanding anything stated elsewhere in these Bylaws, no expenditures in excess of available resources shall be made.

Section 8.5 Fiscal Year. The fiscal year of MCAA commences January 1 and ends December 31 each year.

**ARTICLE 9
GENERAL**

Section 9.1 Scholarships, Gifts, Grants, and Awards. The Board shall authorize by specific resolution the granting of all scholarships, grants and gifts. Financial awards made by the MCAA shall also be by specific resolution unless made in connection with a general appropriation for a specific show.

Section 9.2 Solicitation. In furtherance of the purposes of the MCAA, the Board may, directly or through its officers, Members, and any agents specifically designated by the Board, solicit contributions, gifts, grants of money or property, devise or bequests from MCAA Members, outside organizations and their Members, and the public. Any solicitation program must be approved by the Board.

Section 9.3 Acceptance of Contributions. The MCAA shall not solicit or accept any contribution, gift or grant, including any devise or bequest, which, in the Board's opinion, would be burdensome to the MCAA or which would imperil the tax exempt status of the MCAA under the Internal Revenue Code, the Maryland Code or other applicable laws.

Section 9.4 Compensation Prohibited. The MCAA may not establish or pay compensation to its Members or any other person for serving as directors or officers of the MCAA. The MCAA shall not make any loan of money or property to, or guarantee the obligation of, any director, officer, or Member, other than as provided in these Bylaws. The Board may provide that directors, officers and members be reimbursed for reasonable and actual expenses incurred while acting on behalf of the MCAA. In addition, the MCAA may advance money to a director, officer or Member for expenses reasonably anticipated to be incurred in the performance of his or her duties; provided that the amount of the advance has been approved by the Board and that such expenses are subsequently accounted for by the individual. Nothing in this Section shall preclude payment of reasonable salaries or fee for professional services rendered to the MCAA.

Section 9.5 General Procedures.

9.5.1 Majority Rule. Unless otherwise provided in these Bylaws or the Articles of Incorporation, or the laws of the State of Maryland, all votes at meetings of the membership, any committee, or the Board shall be by majority vote of those present.

9.5.2 Parliamentary Authority. Robert's Rules of Order Newly Revised (1981), or any subsequent revision thereto, shall be the authority of all meeting procedure.

Section 9.6 Standard of Care. Directors, officers, employees and others charged with responsibility for administering the affairs and property of the MCAA shall exercise those responsibilities with the degree of diligence, prudence and good faith normally required of individuals in like positions. They shall be entitled to rely on the advice and reports of officers and others to whom specific responsibilities have been entrusted.

Section 9.7 Liability to MCAA and Indemnification. No officer or director of the MCAA shall be held personally liable to the MCAA for any act carried out on behalf of the MCAA in accordance with the standard of care provided for in Section 9.6. The MCAA may, by two-thirds concurring vote of the total number of directors, indemnify any officer, director or Member against any liabilities he or she may incur to any third party, including reasonable attorney fees and costs and amounts reasonably paid in settlement, as a result of his or her service to the MCAA, to the extent permitted by the laws of Maryland and to the extent the act or omission which gave rise to the liability was done or made in accordance with the standard of care provided for in Section 9.6. Nothing herein shall relieve any such person from liability nor authorize indemnification for willful misconduct, for self-dealing to the detriment of the MCAA or for willful and intentional criminal acts.

Section 9.8 Insurance. The Board is authorized to procure insurance in such amounts and of such type as it shall deem adequate for the protection of the MCAA, including director and officer liability insurance, without regard to whether or not MCAA has the right to indemnify its directors, officers, Members, or employees.

Section 9.9 Fidelity Bonds. The Board may require a fidelity bond in favor of the MCAA from any director, officer, Member, employee or agent of the MCAA in an amount fixed by the

Board and issued by a surety company satisfactory to the Board to secure faithful performance of that person's duties and to compensate the MCAA for any loss occasioned by lack of faithful performance.

Section 9.10 Employees. The MCAA may, from time to time, hire paid employees to assist in carrying out its purposes.

Section 9.11 Counsel. The Board is authorized to retain legal counsel for the MCAA.

Section 9.12 Offices. The principal office of MCAA shall be located and continuously maintained in the State of Maryland. The MCAA may have other offices, both within and without the State of Maryland, as determined by the Board of Directors. The MCAA shall maintain in the State of Maryland a registered office and a registered agent whose office is identical with such registered office as required by the Maryland General Corporation Law. The registered office may be the principal office of MCAA.

Section 9.13 Amendments and Interpretations.

9.13.1 Authority to Amend. Amendment, repeal or restatement of the Articles of Incorporation or these Bylaws may be submitted for consideration to the membership. These proposals must be distributed to the membership 30 days prior to voting with reminders and offers of discussion at a regular member meeting. A vote to the membership for approval of the proposed changes shall be sent to the membership requesting a completed ballot be returned in the manner requested within 10 business days. An affirmative vote of two-thirds of those voting is necessary for adoption.

9.13.2 Interpretation. The Board shall interpret these Bylaws.

Section 9.14 Dissolution. The MCAA shall not be dissolved, nor substantially all of its assets sold, unless three fourths of the total number of regular members consent to the dissolution or sale. The voting on this matter may be by email or other method. Upon dissolution, no part of the property or assets of MCAA shall inure to any director, officer or Member of the MCAA but shall be distributed for such purposes as permitted under the Articles of Incorporation and the Internal Revenue Code for exempt organizations under Section 501 (c) (3) or any successor thereto.

**ARTICLE 10
CERTIFICATION**

Section 10.1 Membership Adoption. These Bylaws were adopted by vote of the Membership of the Montgomery County Art Association, Inc. in mmm, 2013 in accordance with the Articles of Incorporation and Bylaws.

Section 10.2 Officer Certification. The undersigned officer of MCAA hereby certifies that the foregoing is a true, complete, and accurate copy of the Bylaws of the MCAA, as duly adopted by the Board of Directors and members of MCAA.

*Signed by Cathy Hirsh
President
February 22, 2013*

Date of Maryland Incorporation: March 22, 1991