

CHESAPEAKE BAY DECORATIVE PAINTERS, INC.
BYLAWS

Article I NAME

The name of this non-profit organization shall be the Chesapeake Bay Decorative Painters, Inc. ("CBDP"), registered in the State of Maryland.

Article II PURPOSE

The purpose of CBDP shall be to stimulate interest in and appreciation for the art of decorative painting, by encouraging the community to try or learn the skill of decorative painting for all experience levels, to educate the community about decorative multi-media, pencil, pastels, and painting, and to foster community relations by sharing our skills and interests in a positive and creative environment. Activities include offering painting classes after regular CBDP meetings, one to four-day painting seminar and networking events, for members and the community. Community service activities have included decorative painting demonstrations at the local county fair and at regular meetings held at public libraries, the collection of hand painted items for hospitals serving families who have lost infants, and the collection of donations for local non-profit group serving people in need.

Article III MEMBERSHIP

1. Membership in CBDP is open to dues-paying members in good standing, and who in accepting membership, thereby agree to be bound in all things not contrary to law, by these by-laws.
2. Non-member guests are welcome to attend not more than two meetings annually.

Article IV DUES

1. Membership dues shall be determined by vote of the membership.
2. Membership dues shall be paid annually on a calendar year basis. Dues for the ensuing calendar year are payable October 1 and delinquent November 1, to help ensure proper budget planning. New membership privileges are effective October 1, with the exception of voting or running for office, which shall begin January 1.
3. The amount of the dues shall be stated in the Standing Rules.

Article V MEETINGS

1. Regular meetings of CBDP shall be held as stated in the Standing Rules.
2. The Board of Directors ("Board") shall have the authority to change the meeting dates and set places and time for meetings, provided sufficient notice is given to membership.
3. A quorum shall consist of not less than 1/5 of the membership.
4. The privilege of holding office, making motions, debating, and voting shall be limited to members in good standing for the current calendar year.
5. Voting shall be done by members in attendance including those using an audio and web conferencing platform such as Zoom. Neither voting by mail or proxy voting is permitted.

Article VI ELECTED OFFICERS

1. The elected officers of CBDP shall be President, First Vice President, Second Vice President, Secretary and Treasurer.
2. The term of office shall be one year.
3. Duties of officers shall be as follows:
 - a. The President shall:
 - i. Preside at meetings of CBDP and those of the Board.
 - ii. Shall be a member ex-officio of all committees, with the exception of the nominating committee.
 - iii. Shall sign checks in the absence of the Treasurer.
 - iv. Perform such other duties as pertain to the office.
 - v. Ensure that all required reports and correspondence by the Board of Directors are completed.
 - b. The First Vice President shall:
 - i. Preside in the absence of the President.
 - ii. Assist the President.
 - iii. Serve as coordinator of programs.
 - c. The Second Vice President shall:
 - i. Serve as coordinator of membership.
 - d. The Secretary shall:
 - i. Record minutes of all meetings of CBDP and Board of Directors.
 - ii. These minutes shall be kept in books or electronic form and shall be a clear and complete record of CBDP activities.
 - iii. The minutes shall be sent electronically to the Board prior to Board meetings and to the members prior to CBDP meetings for review, records of final minutes in book or electronic to be kept in the ordinary course of business.
 - e. The Treasurer shall:
 - i. Receive all monies of CBDP.
 - ii. Keep an accurate record of receipts, vouchers and expenditures.
 - iii. Pay all bills as agreed by the Board.
 - iv. Present a statement of account at every meeting of CBDP and when requested by the Board.
 - v. Complete a year-end report and an audit of the books at the end of the calendar year, send report to the Board.
 - vi. File yearly required statements to the IRS and the State of Maryland.
4. A vacancy in the office of the President shall automatically be filled by the First Vice President for the unexpired term.
5. A vacancy in an office, except that of the President, shall be filled by a CBDP member in good standing appointed by the Board for the unexpired term. That

appointment shall continue in office until the next scheduled election of CBDP officers.

Article VII APPOINTED OFFICERS and PARLIAMENTARIAN

1. Appointed officer of CBDP may be appointed for special duties as deemed necessary by the President, shall be a voting member of the Board, with the approval of the Board.
2. The term of office will be one year.
3. The number of appointed officers with a vote shall not exceed the number of elected officers.
4. The President may appoint a parliamentarian who shall attend both Board and CBDP meetings, but shall not be a voting member of the Board.

Article VIII BOARD OF DIRECTORS ("BOARD")

1. The Board of Directors shall consist of the elected officers, and any appointed officers.
2. The duties of the Board shall be:
 - a. To transact necessary business in the intervals between CBDP meetings and such other business as may be referred to it by the membership.
 - b. To create an annual budget and submit to CBDP for approval.
 - c. To review all unbudgeted expenses and make recommendations to CBDP regarding payment.
3. Meetings of the Board shall normally be held prior to the regular CBDP meetings. Majority shall constitute a quorum. Special meetings of the Board may be called by the President upon written request of two members of the Board.

Article IX FINANCES

1. The Board of Directors, upon recommendation of the Treasurer, shall designate one financial institution which shall be the primary depository of CBDP funds.
2. The President and the Treasurer, on behalf of the Board, shall open a checking and a savings account at designated financial institution; both officers shall execute signature cards and have check-writing privileges.
3. To insure accurate, consistent, and current accounting procedures, a year-end audit shall be performed of the Treasurer's records. The Board will appoint a non-Board member to perform the audit.

Article X COMMITTEES

1. Standing committees may be created as needed to promote the objectives and interests of CBDP. Chairpersons and members shall be appointed by the President, with the approval of the Board. Each member shall serve a term of one year.
2. Special committees may be created at the discretion of the President, with the approval of the Board. The duties of any special committees shall be stated upon their appointment, and such committees shall cease to exist when their final report is accepted and adopted.
3. No committee work or monies expended shall be undertaken without approval of the Board.

Article XI NOMINATIONS AND ELECTIONS

1. Nominations shall be made in the fall for the coming year.
2. The Nominating Committee composed of one or more members, shall be appointed by the President with the approval of the Board.
 - a. The Nominating Committee shall be appointed at least 2 months before the meeting at which elections will be held.
 - b. The Nominating Committee shall prepare a slate for the elections of officers, and shall submit it to the members at least 2 weeks prior to the meeting at which elections will be held, either through the Newsletter or a special mailing.
 - c. There shall be provisions for nominations from the floor including those attending by an audio and web conferencing platform such as Zoom for each office at the meeting at which elections are held, provided that prior consent of the nominee has been obtained.
3. Elections shall take place before the close of the calendar year.
 - a. Officers shall be elected prior to the first of the year, and shall take office January 1, and shall hold office until a successor is duly named.
 - b. A majority vote is required to elect. If there is more than one candidate for office, voting shall be by written ballot, Nominating Committee member(s) to assist those on Zoom by recording their votes.

Article XII AMENDMENTS

1. Proposed amendments to these by-laws shall be submitted in writing to the President for review by the Board of Directors.
2. These by-laws may be altered or changed by a 2/3 vote of the members present at the meeting at which a quorum is present, provided that the proposed changes have been presented in writing to the members at least 2 weeks prior to the meeting at which the voting takes place.
3. If at 2 successive meetings, a quorum cannot be met, these by-laws can be changed upon written ballot of the members, provided that a majority of the members return the written ballot.

Article XIII PARLIAMENTARY AUTHORITY

1. Roberts Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not in conflict with these by-laws.

Article XIV DISSOLUTION

1. In the event of the dissolution of Chesapeake Bay Decorative Painters, Inc., all liabilities and obligations of CBDP shall be paid, satisfied and discharged, or adequate provision made therefore.
 - a. Any remaining funds as are in the Treasury at the time shall be given to non-profit organization(s) as determined by a majority of the remaining membership.

CERTIFICATE

THIS IS TO CERTIFY, that I am the duly-elected, qualified and acting Secretary of CHESAPEAKE BAY DECORATIVE PAINTERS, INC., a non-profit nonstock corporation registered in Maryland, and that the foregoing Bylaws are the original Bylaws of the corporation adopted by the Board of Directors of the corporation on October 8, 2022.

IN WITNESS WHEREOF, I have hereto set my hand along with the other Board Members.

Secretary, Barbara Hoage,

Barbara Hoage

11/3/22

President, Judith Feldt,

Judith A Feldt

11/3/22

Vice-President, Robin Pohlman,

Robin Pohlman

11/3/22

2nd Vice-President, Paula Taylor,

Paula Taylor

11/3/22

Treasurer, Linda Walls,

Linda Walls

11/3/22

CHESAPEAKE BAY DECORATIVE PAINTERS, INC.
STANDING RULES
Effective Date: October 8, 2022

1. Membership dues shall be \$25.00 per year.
2. The financial records of CBDP shall be kept on a calendar basis, from January 1, through December 31.
3. Business meetings of the membership shall be held not less than four (4) times annually.
4. A grant may be presented annually to the President, or to an officer in the President's place, for the purpose of attending an approved conference or meeting, if those functions will benefit CBDP, and attendee shall be expected to provide a report to the membership.
5. These standing rules may be amended by a majority of the voters at any meeting wherein there is a quorum. Any changes so made in the Standing Rules shall be communicated in writing promptly to the membership.