

BY-LAWS

OF

Plein-air Painters of Idaho

ARTICLE I

Name

The name of this Association shall be the Plein-air Painters of Idaho (PAPI).

ARTICLE II

Office, Resident Agent and Corporate Seal

Section 1. The principal office of this association shall be at 728 N.Morningside Way, Boise, Idaho, 83712, but additional offices may be established within the State of Idaho from time to time by resolution of the Board of Directors (Board). The registered agent at the principal office of the association shall be selected by the Board.

Section 2. The seal of this association shall have inscribed thereon the name of the association, the year of its incorporation, and the words “Idaho” and “Seal” and shall be in such form as may be approved by the Board of Directors, which shall have the power to alter the same at pleasure.

ARTICLE III

Objects, Purposes and Powers

The objects and purposes for which this association is formed, organized and shall be operated exclusively, are to solicit, receive and maintain a fund or funds and apply the income and principal therefrom and any other property of the corporation to such uses and purposes as will in the absolute discretion of the Directors of the Association most effectively impart to the citizens of the State of Idaho the many advantages that flow from art. As an illustration, but not in limitation, it is intended that the funds of this corporation will be utilized to promote plein-air painting in and about the State of Idaho; to give encouragement, mentoring and instructions to students; to organize and manage exhibitions; to cooperate with other recognized associations for the promotion of art; and generally to promote art in the community.

ARTICLE IV

Board of Directors, Powers and Meetings

Section 1. Management of the business, property and affairs of this association shall be managed and controlled by the Board of Directors. In addition to powers granted by the Certificate of Incorporation and these By-Laws, the Board of Directors may exercise all such powers and perform all such lawful acts as are not prohibited by statute or by the Certificate of Incorporation or by these By-Laws.

Section 2. The Board of Directors shall consist of the following members:

- a. The current members of the Plein-air Painters of Idaho (PAPI) Board of Directors.
- b. Honorary members, appointed by the president.

PAPI Board of Directors. Board members' terms are staggered so that only three of the member's terms shall expire in the same year. Members have equal voting privileges.

Honorary member(s). The PAPI President may appoint honorary member(s) to the Board, subject to the ratification of the full PAPI Board of Directors. An Honorary member's term shall be for three years and may be re-appointed by the President for another term. The Honorary member has equal voting privileges.

Section 3. Annual Meeting. An annual meeting of the Board of Directors shall be held.

Section 4. Notice of Annual Meeting. Notice of the Annual Meeting shall be given in writing by mailing same, at least ten (10) days before the meeting to the usual business or residence address of each board member.

Section 5. Nominating Committee. At least three months prior to the annual meeting, the Executive Committee shall appoint a Nomination committee of not less than three (3) Directors whose terms of office do not expire at the next annual meeting, and who are not officers of the Board. The Executive Committee may appoint additional persons to the Nomination Committee who are not Board Directors. No member of the Nominating Committee may be a candidate for election to the Board of Directors. The Nominating Committee shall select a slate of candidates to fill the expiring terms of office, and to fill any recent vacancies not yet filled by the Board.

Section 6. All PAPI members in good standing are eligible to vote. Elections shall be by written ballot; a majority of votes cast shall be required to elect provided a quorum is present. In the event of a tie vote, those candidates tied and having the greater number of votes shall be voted on separately in a second ballot. Additional tie vote ballots will be carried out until all new terms are filled by a majority.

Section 7. Resignation or removal and election of successors. A board member may resign at any time by tendering a written resignation to the Board of Directors, which resignation shall become effective upon the acceptance thereof by the Board. A board member may be removed at any time, with cause, by the affirmative vote of all of the remaining members of the Board of Directors. A vacancy on the Board of Directors, whether caused by death, resignation, removal or otherwise, shall be filled for the unexpired term by a majority vote of the remaining members of the board of Directors present at a meeting called for such purpose.

Section 8. Membership of the Board may be increased or reduced from time to time, within the limits stated in the Certificate of Incorporation, in the same manner as is provided for the amendment of these By-Laws. The method and manner in which such increase or reduction shall be effected, as well as the qualification of the persons eligible to serve on the Board, shall be provided in the resolution by which such increase or reduction is effected.

Section 9. Meetings of the Board of Directors shall be held at such times as may be necessary or convenient. Meetings may be called by any officer of the Association at such time and place as such officer may determine for that particular meeting. A meeting must be called by the President upon the written request of any two members of the Board of Directors.

Section 10. Notice of meetings of the Board of Directors, except for the annual meeting, shall be given by mailing the same, at least five (5) days before the meeting to the usual business or residence address of each board member. Provided, however, that any such notice required to be given, may be waived by the board member concerned.

Section 11. A quorum of the Board of Directors shall consist of a majority of the whole membership of the Board, excluding its non-voting members. A majority vote of those present, providing a quorum be present, shall be sufficient to transact all business and shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Certificate of Incorporation or these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any board member.

Section 12. Proxy Votes. A voting member may give his/her proxy to any other voting board member. Proxy may be given verbally or in writing. Such proxy will be counted toward the satisfaction of any quorum.

Section 13. Directors shall not receive any stated salary or fees for their services as such, but by resolution of the Board, they may be reimbursed for actual expenses incurred in the performance of services to the Association, special compensation appropriate to the value of such services.

Section 14. Unexcused Absences by any Board member from more than fifty percent of the meetings during the calendar year shall necessitate action by the Board and may result in a recommendation that the Board position held by that member be declared vacant.

Section 15. Minutes of all meetings of the Board of Directors shall be kept by the secretary or his or her designee. These minutes will be approved by the Board at its next meeting and subsequently kept on file at the Association office.

ARTICLE V

Officers

Section 1. The elected officers of the Association shall be a President, Vice-President, and a Secretary/Treasurer from the board of directors.

Section 2. Terms of Office. Each officer's term shall be one year and may be elected to serve more than one term in an office whether the terms are consecutive or not.

Section 3. The duties of the officers of the association shall be as follows:

- a) The President of the Association shall call and preside at all meetings of the Board; shall enforce an observance of all the By-Laws and rules; call special meetings and perform all

duties usually pertaining to the office of President. The President shall appoint committees, as necessary or appropriate.

- b) The Vice-President of the Association shall exercise all of the functions of the President in the event of the President's death, resignation, removal, absence, or inability to act.
- c) The Secretary/ Treasurer of the Association shall have custody of, and shall affix and attest, the Seal of the Association, shall keep minutes of all the meetings of the Board of Directors and have custody of the corporate records and proceedings of the Association, and shall perform such other functions as are performed by a corporate secretary. The Secretary/ Treasurer shall also oversee the custody of all money and other things of value held in the name of the Association and shall keep or direct the maintenance of the books of account and other financial records of the Association.

Section 4. Vacancies in the offices of President, Vice-President, Secretary/ Treasurer occurring during the corporate year shall be elected by the Board of Directors at its next meeting.

Section 5. No salary or fees may be paid to an elective officer of the Board of Directors.

Section 6. Executive Committee

- a) The Executive Committee of the Association shall consist of the President, Vice-President, and Secretary/Treasurer.
- b) The Executive Committee shall have general supervision of the affairs of the Association. With authorization by the Board of Directors, the Executive Committee may disburse funds acting on behalf of the Board provided they stay within the general policies established by the Board of Directors, and within the overall budget for the year and provided they are reported to and ratified by the Board of Directors at its next meeting. All actions taken by the Executive Committee shall be based on a majority vote of the full Executive Committee.

ARTICLE VI

Authority to Dispose of Funds

Section 1. Authority to make disposition of funds or property in accordance with the objects, purposes and powers contained in the Certificate of Incorporation of the Association which shall be in the Board of Directors. Such authority may be delegated by a resolution of the Board of Directors to such officer or officers, or committee or committees composed of members of the Board, as the Board deems desirable or convenient, provided, that disposition of real property shall be made only in accordance with the provisions of the Certificate of Incorporation pertaining to the conveyance or encumbrance of assets.

Section 2. Funding Policy - To use, apply and disburse the whole or any income therefrom and the principal exclusively for the purposes of the Plein-air Painters of Idaho to the extent that said purposes are charitable and educational.

ARTICLE VII

Committees

The President of the Board of Directors, he or she shall appoint such committees as he or she deems advisable to further the purpose of the Association. Each committee shall have a chairperson, who shall be appointed by the President and members who shall be selected by the chairperson. Each committee shall serve at the pleasure of the President. Each such committee shall dissolve automatically whenever a President leaves office, but may be re-appointed by the new President.

ARTICLE VIII

Fiscal Year

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE IX

Effective Date of These Amended By-Laws

These Amended By-Laws will become effective on adoption by the Board of Directors in the manner provided in the Articles of Incorporation.

ARTICLE X

Amendment of By-Laws

These By-Laws may be altered, amended or repealed at any meeting of the Board of Directors called for that purpose by a majority vote of the whole Board of Directors provided thirty (30) days mailed notification of any such proposed alteration has been made. Roberts Rules of Order shall prevail.

Latest revision approved by Board on