Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning Jul 1 , 2011, and ending Jun 30 , 2012

B Check if applicable
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [X] Amended return
- [ ] Application pending

C Name of organization MID ATLANTIC ARTS FOUNDATION, INC.
Doing Business As
Number and street (or P O box if mail is not delivered to street addr) 201 NORTH CHARLES STREET Room/suite 401
City, town or country BALTIMORE State MD ZIP code + 4 21201-4102

D Employer Identification Number 52-1169382

E Telephone number (410) 539-6656

G Gross receipts $ 4,071,201.

F Name and address of principal officer Alan W. Cooper 201 North Charles Street Baltimore MD 21201

H(a) Is this a group return for affiliates? [ ] Yes [X] No
H(b) Are all affiliates included? [ ] Yes [ ] No
If No, attach a list (see instructions)

I Tax exempt status [X] 501(c)(3) [ ] 501(c) ( ) ◄ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ► www.midatlanticarts.org

H(c) Group exemption number ►

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ► **L** Year of Formation 1980 **M** State of legal domicile MD

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities MID ATLANTIC ARTS FOUNDATION DEVELOPS PARTNERSHIPS AND PROGRAMS THAT REINFORCE ARTISTS' CAPACITY TO CREATE AND PRESENT WORK, ADVANCE ACCESS TO AND PARTICIPATION IN THE ARTS, AND PROMOTE A MORE SUBSTAINABLE ARTS ECOLOGY.

2 Check this box ► [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	18
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	19
6	Total number of volunteers (estimate if necessary)	6	18
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

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			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	4,967,360.	3,919,499.
	9	Program service revenue (Part VIII, line 2g)	159,383.	138,500.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	19,934.	13,202.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12	Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,146,677.	4,071,201.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,140,308.	2,172,895.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,540,956.	1,438,236.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D) line 25) ► 137,647.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	817,844.	734,999.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,499,108.	4,346,130.
	19	Revenue less expenses Subtract line 18 from line 12	-352,431.	-274,929.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	6,506,392.	6,130,500.
	21	Total liabilities (Part X, line 26)	1,842,181.	1,741,218.
	22	Net assets or fund balances Subtract line 21 from line 20	4,664,211.	4,389,282.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here
► Alan W Cooper — Signature of officer — Date 12/18/12
► Alan W. Cooper Executive Director — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self employed	PTIN
Michael D. Sisk, Sr CPA	Michael D. Sisk, Sr CPA	08/19/13		P00175012

Firm's name ► MICHAEL D. SISK AND COMPANY PC
Firm's address ► 575 S CHARLES ST STE 400 BALTIMORE MD 21201-2484
Firm's EIN ► 52-1857374
Phone no (410) 727-3122

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission

MID ATLANTIC ARTS FOUNDATION DEVELOPS PARTNERSHIPS AND PROGRAMS THAT REINFORCE ARTISTS' CAPACITY TO CREATE AND PRESENT WORK, ADVANCE ACCESS TO

See Form 990, Page 2, Part III, Line 1 (continued)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, or each program service reported

4a (Code ________) (Expenses $ 463,109. including grants of $ 261,402.) (Revenue $ 0.)

ARTISTS FELLOWSHIPS, PROJECTS AND RESIDENCIES PROGRAMS ALLOW ARTISTS TO EXPLORE, CREATE AND EXHIBIT THEIR WORK WHILE PROVIDING SUPPORT AND SERVICES TO ASSIST IN CAREER DEVELOPMENT. THESE PROGRAMS INCLUDE ARTISTS AND COMMUNITIES, CREATIVE FELLOWSHIPS, THE JAZZ LIVING LEGACY AWARD, AND STATE FELLOWSHIPS ADMINISTRATIONS.

4b (Code ________) (Expenses $ 2,733,385. including grants of $ 1,879,152.) (Revenue $ 0.)

PRESENTING TOURING AND EXHIBITING PROGRAMS WORK TO STRENGTHEN THE REGION'S PRESENTER NETWORK WHILE PROVIDING COMMUNITIES WITH HIGH QUALITY, VARIED ARTISTIC EXPERIENCES. THE PROGRAMS BUILD AUDIENCES FOR ARTISTS AND PROVIDE OPPORTUNITIES FOR GREATER UNDERSTANDING AND APPRECIATION OF THE ARTS THROUGHOUT THE MID-ATLANTIC REGION.

4c (Code ________) (Expenses $ 266,733. including grants of $ 22,341.) (Revenue $ 0.)

KNOWLEDGE BUILDING PROGRAMS DEVELOP THE CAPACITY OF NATIONAL ARTISTS AND ARTS ORGANIZATIONS AND ENHANCE THEIR PARTICIPATION IN THE FOUNDATION'S PROGRAMS AND SERVICES.

4d Other program services (Describe in Schedule O)

(Expenses $ 155,350. including grants of $ 10,000.) (Revenue $ 0.)

4e Total program service expenses ► 3,618,577.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
	a Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a	X	
	b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b		X
	c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
	d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d		X
	e Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e	X	
	f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12a	X	
	b Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
	b Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Parts II and IV*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
	b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

			Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a 0			
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0			
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 19			
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*		3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b If 'Yes,' enter the name of the foreign country ►				
See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?		9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b		X
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12	10a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders	11a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b			
13 *Section 501(c)(29) qualified nonprofit health insurance issuers.*				
a Is the organization licensed to issue qualified health plans in more than one state?		13a		
Note. See the instructions for additional information the organization must report on Schedule O				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c Enter the amount of reserves on hand	13c			
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*		14b		

Part VI Governance, Management and Disclosure *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 18			
b Enter the number of voting members included in line 1a, above, who are independent	1b 18			
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6 Did the organization have members or stockholders?		6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a The governing body?		8a	X	
b Each committee with authority to act on behalf of the governing body?		8b	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a		X
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done*	12c	X	
13 Did the organization have a written whistleblower policy?	13	X	
14 Did the organization have a written document retention and destruction policy?	14	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a The organization's CEO, Executive Director, or top management official	15a	X	
b Other officers of key employees of the organization	15b		X
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► See Form 990, Page 6, Line 17 (continued)

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

[ ] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► WIL NEUMEYER 201 NORTH CHARLES ST SUITE 401 BALTIMORE, MD 21201 (410) 539-6656

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Steven D. Spiess Chairman/Director	2.00	X		X				0.	0.	0.
(2) Carol Ann Herbert Vice Chair/Director	2.00	X		X				0.	0.	0.
(3) Dorothy Pierce McSweeny Immed. Past Chair	2.00	X						0.	0.	0.
(4) E. Scott Johnson Esq. Sec/Director	2.00	X		X				0.	0.	0.
(5) Philip Li Treas/Director	1.00	X						0.	0.	0.
(6) Laura L. Aswad Director	1.00	X						0.	0.	0.
(7) Stewart R. Cades Director	1.00	X						0.	0.	0.
(8) William W. Carter Director	1.00	X						0.	0.	0.
(9) Theresa M. Colvin Director	1.00	X						0.	0.	0.
(10) Alan W. Cooper Executive Director	35.00	X			X	X		195,682.	0.	25,719.
(11) Christopher B. Cowan Director	1.00	X						0.	0.	0.
(12) Elizabeth M. Dubin Director	1.00	X						0.	0.	0.
(13) Vernon A. Finch Director	1.00	X						0.	0.	0.
(14) Vijay Iyer Director	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W 2/1099 MISC)	(E) Reportable compensation from related organizations (W 2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15) Susan S. Landis Director	1.00	X						0.	0.	0.
(16) Charlene W. (Suny) Monk Director	1.00	X						0.	0.	0.
(17) Natalye Paquin Esq. Director	1.00	X						0.	0.	0.
(18) Paul Weagraff Director	1.00	X						0.	0.	0.
(19) Lavinia R. Wohlfarth Director	1.00	X						0.	0.	0.
(20) Thomas J. Gaeng Dir of Operations	35.00					X		102,209.	0.	12,730.
(21) Adam J. Bernstein Deputy Dir Programs	35.00					X		104,832.	0.	14,248.
(22)										
(23)										
(24)										
(25)										
1 b Sub-total ►								402,723.	0.	52,697.
c Total from continuation sheets to Part VII, Section A ►										
d Total (add lines 1b and 1c) ►								402,723.	0.	52,697.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ► 3

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ►

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 2,627,099.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,292,400.				
	g Noncash contributions included in lns 1a-1f	$				
	h Total. Add lines 1a-1f	►	3,919,499.			
PROGRAM SERVICE REVENUE		Business Code				
	2a OTHER	900099	122,265.	122,265.	0.	0.
	b SPECIAL EVENT	900099	3,735.	3,735.	0.	0.
	c SPONSORSHIPS	900099	12,500.	12,500.	0.	0.
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f	►	138,500.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	►	13,202.	0.	0.	13,202.
	4 Income from investment of tax-exempt bond proceeds	►				
	5 Royalties	►				
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	►				
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)	►				
	8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events	►				
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities	►				
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory	►				
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d	►				
	12 Total revenue. See instructions	►	4,071,201.	138,500.	0.	13,202.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,795,728.	1,795,728.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	354,167.	354,167.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	23,000.	23,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	199,512.	77,930.	86,798.	34,784.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	908,243.	635,751.	207,884.	64,608.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	64,810.	37,626.	23,497.	3,687.
9 Other employee benefits	184,423.	105,204.	63,792.	15,427.
10 Payroll taxes	81,248.	57,562.	14,713.	8,973.
11 Fees for services (non-employees)				
a Management				
b Legal	3,204.	0.	3,204.	0.
c Accounting	16,550.	500.	16,050.	0.
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	142,111.	125,309.	16,802.	0.
12 Advertising and promotion	6,966.	6,966.	0.	0.
13 Office expenses	60,441.	35,919.	19,484.	5,038.
14 Information technology	21,640.	21,640.	0.	0.
15 Royalties				
16 Occupancy	112,290.	68,386.	43,336.	568.
17 Travel	50,832.	40,648.	9,005.	1,179.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	156,845.	132,670.	24,175.	0.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	41,435.	4,757.	36,678.	0.
23 Insurance	9,147.	2,085.	7,062.	0.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a Printing & publishing	41,920.	37,095.	3,000.	1,825.
b Subscriptions & dues	22,238.	16,616.	5,549.	73.
c Financial services	5,534.	0.	5,534.	0.
d Project evaluation	26,590.	26,590.	0.	0.
e All other expenses	17,256.	12,428.	3,343.	1,485.
25 Total functional expenses. Add lines 1 through 24e	4,346,130.	3,618,577.	589,906.	137,647.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing			1	
	2	Savings and temporary cash investments		2,192,579.	2	2,488,522.
	3	Pledges and grants receivable, net		4,143,608.	3	3,415,967.
	4	Accounts receivable, net		69,698.	4	102,681.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		32,553.	9	28,496.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 226,193.			
	b	Less accumulated depreciation	10b 188,232.	20,664.	10c	37,961.
	11	Investments – publicly traded securities			11	
	12	Investments – other securities See Part IV line 11			12	
	13	Investments – program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		47,290.	15	56,873.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		6,506,392.	16	6,130,500.
LIABILITIES	17	Accounts payable and accrued expenses		214,106.	17	161,378.
	18	Grants payable		1,405,611.	18	1,378,774.
	19	Deferred revenue		207,062.	19	187,607.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		15,402.	25	13,459.
	26	**Total liabilities.** Add lines 17 through 25		1,842,181.	26	1,741,218.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► [X] and complete lines 27 through 29 and lines 33 and 34.**				
	27	Unrestricted net assets		841,976.	27	965,364.
	28	Temporarily restricted net assets		3,822,235.	28	3,423,918.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ► [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		4,664,211.	33	4,389,282.
	34	Total liabilities and net assets/fund balances		6,506,392.	34	6,130,500.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,071,201.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,346,130.
3	Revenue less expenses Subtract line 2 from line 1	3	-274,929.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,664,211.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	4,389,282.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No 1545 0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
MID ATLANTIC ARTS FOUNDATION, INC.	52-1169382

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions -- subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III – Functionally integrated d ☐ Type III – Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g (i)		
(ii) A family member of a person described in (i) above?	11g (ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g (iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document? Yes	No	(v) Did you notify the organization in column (i) of your support? Yes	No	(vi) Is the organization in column (i) organized in the US? Yes	No	(vii) Amount of support
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')	4,205,907.	7,001,016.	3,919,904.	4,967,360.	3,919,499.	24,013,686.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	4,205,907.	7,001,016.	3,919,904.	4,967,360.	3,919,499.	24,013,686.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						24,013,686.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4,205,907.	7,001,016.	3,919,904.	4,967,360.	3,919,499.	24,013,686.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	76,598.	58,594.	26,902.	19,934.	13,202.	195,230.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)		106,202.	103,911.	159,383.	138,500.	507,996.
11 **Total support.** Add lines 7 through 10						24,716,912.

12 Gross receipts from related activities, etc (see instructions)	12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	97.15 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	97.82 %

16a **33-1/3% support test – 2011.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☒

b **33-1/3% support test – 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

17a **10%-facts-and-circumstances test – 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test – 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants ')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lns 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2011.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3% support tests – 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Other Income Part II, Line 10

Description: Other miscellaneous

2008: 70450.

2009: 87996.

2010: 143162.

2011: 122265.

Description: Publications

2008: 1385.

2009: 515.

2010: 191.

Description: Sponsorships

2008: 18500.

2009: 12500.

2010: 12500.

2011: 12500.

Description: Special event

2008: 15867.

2009: 2900.

2010: 3530.

2011: 3735.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: MID ATLANTIC ARTS FOUNDATION, INC.

Employer identification number: 52-1169382

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► ______

4 Number of states where property subject to conservation easement is located ► ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 8

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► $ ______

(ii) Assets included in Form 990, Part X ► $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► $ ______

b Assets included in Form 990, Part X ► $ ______

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV **Escrow and Custodial Arrangements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV

Part V **Endowment Funds.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► ____ %
b Permanent endowment ► ____ %
c Temporarily restricted endowment ► ____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI **Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		226,193.	188,232.	37,961.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				37,961.

Part VII Investments – Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Column (b) must equal Form 990 Part X, column (B) line 12.) ►		

Part VIII Investments – Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Column (b) must equal Form 990, Part X, column (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) Other assets	28,869.
(2) Restricted assets 403(b) Plan	28,004.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) ►	56,873.

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT LIABILITY	13,459.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total (Column (b) must equal Form 990, Part X, column (B) line 25.) ►	13,459.

2 FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	4,071,201.
2	Total expenses (Form 990, Part IX, column (A), line 25)	4,346,130.
3	Excess or (deficit) for the year Subtract line 2 from line 1	-274,929.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net). Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	-274,929.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	4,071,201.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	4,071,201.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*			5	4,071,201.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	4,346,130.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	4,346,130.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	4,346,130.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Part XIV Supplemental Information *(continued)*

Schedule F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: MID ATLANTIC ARTS FOUNDATION, INC.

Employer identification number: 52-1169382

Part I **General Information on Activities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) Europe	0	0	Grant Making	NA	23,000.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0	0			23,000.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	0			23,000.

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 ► ☐
Part II can be duplicated if additional space is needed

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)		Europe	Art exhibit	23,000.	Wire transfer	0.	0	NA
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► 1

3 Enter total number of other organizations or entities ►

TEEA3502 05/26/11

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	**(b)** Region	**(c)** Number of recipients	**(d)** Amount of cash grant	**(e)** Manner of cash disbursement	**(f)** Amount of non-cash assistance	**(g)** Description of non-cash assistance	**(h)** Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No

2 Did the organization have an interest in a foreign trust during the tax year? *If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* ☐ Yes ☒ No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☐ Yes ☒ No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If 'Yes,' the organization may be required to file Form 8865, Return of U S Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865)* ☐ Yes ☒ No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* ☐ Yes ☒ No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable Also complete this part to provide any additional information (see instructions).

Pt I Line 2 Applicant is required to submit detailed application requesting grant funds for a specific project. Application includes a project budget. At the conclusion of the project grantee is required to submit a detailed narrative and financial report on the project and use of grant funds. Report includes specific documentation and is certified by an officer of the grantee.

Pt II.(1)(a) Centre for Contemporary Art Ujazdowski Castle Warsaw, Poland

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
► **Attach to Form 990.**

OMB No 1545 0047

2011

Open to Public Inspection

Name of the organization: MID ATLANTIC ARTS FOUNDATION, INC.

Employer identification number: 52-1169382

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ► [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non cash assistance	(h) Purpose of grant or assistance
(1) Schedule attached NA NA MD 21201	Attached						Attached
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ► 137

3 Enter total number of other organizations listed in the line 1 table ► 3

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal other)	(f) Description of non-cash assistance
1 Grants to individuals	84	351,703.	0.	NA	NA
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

Pt I Line 2 See USAI Panelist Handbook attached.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545 0047

2011

Open to Public Inspection

Name of the organization: MID ATLANTIC ARTS FOUNDATION, INC.

Employer identification number: 52-1169382

Part I Questions Regarding Compensation

		Yes	No
1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☐ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)			
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain	1b		
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III ☒ Compensation committee ☐ Independent compensation consultant ☒ Form 990 of other organizations ☒ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee			
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a Receive a severance payment or change-of-control payment?	4a		X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c Participate in, or receive payment from, an equity based compensation arrangement?	4c		X
If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a The organization?	5a		X
b Any related organization?	5b		X
If 'Yes' to line 5a or 5b, describe in Part III			
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a The organization?	6a		X
b Any related organization?	6b		X
If 'Yes' to line 6a or 6b, describe in Part III			
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III	7		X
8 Were any amounts reported in Form 990, Part VII paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If 'Yes,' describe in Part III	8		X
9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 Alan W. Cooper	(i)	195,682.	0.	0.	7,500.	18,219.	221,401.	218,613.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information

Pt I Line 4b ALAN COOPER PARTICIPATES IN A NON-QUALIFIED DEFERRED COMPENSATION PLAN.

Pt I Line 4b ANNUAL CONTRIBUTIONS TO THE PLAN ARE $7.500.00.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
MID ATLANTIC ARTS FOUNDATION, INC.	52-1169382

Pt VI, Line 15 ON BEHALF OF THE BOARD, THE CHAIRPERSON, TREASURER, AND AT LEAST ONE OTHER MEMBER OF THE EXECUTIVE COMMITTEE NEGOTIATE THE TERMS OF EMPLOYMENT AND PERIODCALLY, AND AT LEAST ANNUALLY, CONDUCT PERFORMANCE REVIEWS OF THE EXECUTIVE DIRECTOR. THE CHAIRPERSON COMMUNICATES RECOMMENDATIONS FOR ACTION REGARDING THE EMPLOYMENT OF THE EXECUTIVE DIRECTOR TO THE EXECUTIVE COMMITTEE FOR REVIEW AND APPROVAL AND INSURES THAT CONTRACTS OR OTHER DOCUMENTS RELATING TO THE EMPLOYMENT OF THE EXECUTIVE DIRECTOR ARE CURRENT AND IN PLACE. SALARY SURVEYS OF LIKE POSITIONS IN COMPARABLE ORGANIZATIONS ARE USED IN THE PROCESS FOR ESTABLISHING COMPENSATION PACKAGES. DOCUMENTATION OF CHANGES IN COMPENSATION IS COMMUNICATED IN WRITING BY THE CHAIRPERSON TO THE EXECUTIVE DIRECTOR. THIS PROCESS WAS LAST UNDERTAKEN IN 2010.

Pt VI, Line 11a THE DIRECTOR OF OPERATIONS AND THE EXECUTIVE DIRECTOR PRESENT THE DRAFT 990 TO THE OFFICERS OF THE CORPORATION FOR THEIR REVIEW AND ACCEPTANCE. UPON ITS ACCEPTANCE. THE OFFICERS CAUSE THE EXECUTIVE DIRECTOR TO SIGN THE 990 TAX RETURN ON BEHALF OF THE FOUNDATION. PRIOR TO SUBMISSION, A COPY OF THE TAX FORM 990 IS MADE AVAILABLE TO THE BOARD FOR INFORMATION PURPOSES.

Pt VI, Line 12c ANNUALLY THE ORGANIZATION OBTAINS A CONFLICT OF INTEREST STATEMENT FROM EACH BOARD MEMBER. CONFLICTS OF INTEREST ARE MONITORED ON AN AS NEEDED BASIS.

Name of the organization: MID ATLANTIC ARTS FOUNDATION, INC.

Employer identification number: 52-1169382

Pt VI, Line 19 GOVERNING DOCUMENTS ARE NOT MADE AVAILABLE. FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON REQUEST. CONFLICT OF INTEREST POLICY IS MADE AVAILABLE UPON REQUEST.

Pt VI, Line 4 THE GOVERNING DOCUMENTS WERE AMENDED DURING THE YEAR AND A COPY OF THOSE REVISIONS ARE ATTACHED.

Schedule I (Form 990)

Part II Grants and Other Assistance to Governments and Organizations in the United States.

1 (a) Name and Address of organization or government	(b) EIN	(c) IRC section if	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation	(g) Description of non-cash	(h) Purpose of grant or assistance
88 Keys Productions P.O Box 6510 Philadelphia, PA 19138-6510	23-3044145		$5,000				Performing Arts Presenting and Touring
Alarm Will Sound, Inc 51 Wooster St, 4th Floor New York, NY 10013-2292	20-1125609	501(c)(3)	$9,450				Performing Arts Presenting and Touring
Algonquin Arts, A New Jersey Non-Profit Corporation 173 Main Street, Suite 202 Manasquan, NJ 08736-3544	22-3195260	501(c)(3)	$5,550				Performing Arts Presenting and Touring
Allentown Symphony Association 23 North 6th Street Allentown, PA 18101-1431	23-6272140	501(c)(3)	$17,900				Performing Arts Presenting and Touring
Arden Club Inc Arden Concert Gild C/O Ron Ozer, 2002 Sherwood Rd Arden, DE 19810-4047	51-0066042	501(c)(3)	$5,350				Performing Arts Presenting and Touring
Arlington County Cultural Affairs 1101 Wilson Boulevard Arlington, VA 22209-2248	54-6001123	Arlington County	$6,480				Performing Arts Presenting and Touring
ArtsQuest 25 W 3rd Street, Suite 300 Bethlehem, PA 18015-1238	23-2280560	501(c)(3)	$28,015				Performing Arts Presenting and Touring
Asia Society 725 Park Avenue New York, NY 10021	13-3234632	501(c)(3)	$16,900				Performing Arts Presenting and Touring
Asian Arts Initiative 1219 Vine Street Philadelphia, PA 19107-1111	23-2827657	501(c)(3)	$8,100				Performing Arts Presenting and Touring
Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002-4446	52-2358563	501(c)(3)	$9,679				Performing Arts Presenting and Touring
August Wilson Center Dance Ensemble 980 Liberty Avenue Pittsburgh, PA 15222-3736	94-3486857	501(c)(3)	$5,000				Performing Arts Presenting and Touring
Baltimore Theatre Project, Inc 45 West Preston Street Baltimore, MD 21201-5717	52-1319713	501(c)(3)	$5,400				Performing Arts Presenting and Touring
Baltimore's Festival of the Arts, Inc 10 E Baltimore Street, 10th Floor Baltimore, MD 21202-1630	52-1559145	501(c)(3)	$6,000				Performing Arts Presenting and Touring
Berklee College Of Music 1140 Boylston St Boston, MA 02215-3693	04-2300472	501(c)(3)	$7,121				Capacity Building
Carnegie Institute, Inc 117 Sandusky Street Pittsburgh, PA 15212-5890	25-0965280	501(c)(3)	$7,500				Performing Arts Presenting and Touring

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Charles H Taylor Arts Center Foundation Hampton Arts Foundation, 4205 Victoria Boulevard Hampton, VA 23669-4297	54-1736369	501(c)(3)	$13,560				Performing Arts Presenting and Touring
Charles T "Chuck" Mathena II Foundation, Inc 2 Stafford Commons Princeton, WV 24740-2571	55-0718341	501(c)(3)	$11,750				Performing Arts Presenting and Touring
Charleston Chamber Music Society Inc P O Box 641 Charleston, WV 25323-0641	55-0175352	501(c)(3)	$5,000				Performing Arts Presenting and Touring
Chicago Symphony Orchestra 220 South Michigan Avenue Chicago, IL 60604-2559	36-2167823	501(c)(3)	$14,900				Performing Arts Presenting and Touring
China America Living Arts 151 E 81st St 7C New York, NY 10028-1880	27-0591952	501(c)(3)	$6,900				Performing Arts Presenting and Touring
Circuit Network 499 Alabama Street, #203 San Francisco, CA 94110-1377	94-2917575	501(c)(3)	$6,120				Performing Arts Presenting and Touring
Cite Des Arts P O Box 2821 Lafayette, LA 70502	72-1491585	501(c)(3)	$10,500				Performing Arts Presenting and Touring
City of Frederick Weinberg Center for the Arts, 20 West Patrick Street Frederick, MD 21701-6952	52-6000789	City of Frederick	$13,951				Performing Arts Presenting and Touring
City Parks Foundation 830 Fifth Avenue New York, NY 10065-7001	13-3561657	501(c)(3)	$9,720				Performing Arts Presenting and Touring
Cityfest, Inc 800 North French Street Wilmington, DE 19801-3537	51-0255083	501(c)(3)	$6,249				Performing Arts Presenting and Touring
Clay Center for the Arts & Sciences of West Virginia, Inc #1 Clay Square Charleston, WV 25301-2424	55-0702401	501(c)(3)	$8,613				Performing Arts Presenting and Touring
Cleveland Festival of Art and Technology, Inc Tower Press Building, 1900 Superior Avenue, Suite 104 Cleveland, OH 44114-2142	20-2031718	501(c)(3)	$15,350				Performing Arts Presenting and Touring
Collegiate Chorale Inc 115 East 57th Street, 11th Floor New York, NY 10022-2049	13-1606158	501(c)(3)	$9,000				Performing Arts Presenting and Touring
The Community Arts Center Foundation 700 Bruce St South Boston, VA 24592-3801	54-1795927	501(c)(3)	$5,176				Performing Arts Presenting and Touring
Contemporary Dance Theater, Inc. 744 Betula Ave Cincinnati, OH 45224-2928	23-7431573	501(c)(3)	$6,810				Performing Arts Presenting and Touring

Part II Grants and Other Assistance to Governments and Organizations in the United States.

1 (a) Name and Address of organization or government	(b) EIN	(c) IRC section if	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation	(g) Description of non-cash	(h) Purpose of grant or assistance
Cumberland County College P O Box 1500, 3322 College Drive Vineland, NJ 08360-6926	22-1779135	Cumberland County	$5,503				Performing Arts Presenting and Touring
Cuyahoga Community College Foundation 700 Carnegie Avenue Cleveland, OH 44115-2833	23-7320719	501(c)(3)	$10,000				Performing Arts Presenting and Touring
D C Wheel Productions, Inc 3225 8th Street, NE Washington, DC 20017-3502	52-1118504	501(c)(3)	$19,336				Performing Arts Presenting and Touring
Dal Niente New Music, NFP 2450 North Harding Chicago, IL 60647-2232	20-2923540	501(c)(3)	$5,022				Performing Arts Presenting and Touring
Dance Exchange, Inc 7117 Maple Avenue Takoma Park, MD 20912-4418	52-1076232	501(c)(3)	$8,520				Performing Arts Presenting and Touring
Dancing in the Street, Inc 928 Simpson Street, 6th Floor, Suite 8-SE Bronx, NY 10459-4402	11-2706055	501(c)(3)	$20,000				Performing Arts Presenting and Touring
Dova Inc 260 W Broadway, Suite 4 New York, NY 10013-2262	13-2678071	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Elevator Repair Service Theater, Inc 138 S Oxford Street, Suite 2D Brooklyn, NY 11217-1695	13-3787877	501(c)(3)	$11,448				Performing Arts Presenting and Touring
Emelin Theatre of the Performing Arts Inc PO Box 736 Mamaroneck, NY 10543-3639	13-3601485	501(c)(3)	$13,300				Performing Arts Presenting and Touring
Fairmont State College School of Fine Arts, 1201 Locust Avenue Fairmont, WV 26554-2451	55-6000778	West Virginia	$5,460				Performing Arts Presenting and Touring
Festivals DC Ltd 2550 M Street, NW, 9th Floor Washington, DC 20037-1301	20-1799842	501(c)(3)	$6,120				Performing Arts Presenting and Touring
Flushing Council on Culture and the Arts 137-35 Northern Boulevard Flushing, NY 11354-4120	11-2652182	501(c)(3)	$6,092				Performing Arts Presenting and Touring
Foundation for Indiana University of Pennsylvania 202 Performing Arts Center, Indiana University of Pennsylvania Indiana, PA 15705-1008	25-6087074	501(c)(3)	$11,275				Performing Arts Presenting and Touring
Foundation of the State University of New York at Binghamton University, Anderson Center for the Performing Arts, P O Box 6000 Binghamton, NY 13902-6000	16-6053710	501(c)(3)	$28,665				Performing Arts Presenting and Touring

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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Fractured Atlas Productions, Inc 248 West 35th St , 10th Floor New York, NY 10001-2505	11-3451703	501(c)(3)	$21,411				Performing Arts Presenting and Touring
Frostburg State University 101 Braddock Road, Lane University Center Frostburg, MD 21532-2303	52-6002033	Maryland	$41,063				Performing Arts Presenting and Touring
Geneva Concerts, Inc P O Box 709 Geneva, NY 14456-0709	16-1099230	501(c)(3)	$10,760				Performing Arts Presenting and Touring
Germantown Cultural Arts Center Inc 12901 Town Commons Drive Germantown, MD 20874-9120	52-2010744	501(c)(3)	$15,998				Performing Arts Presenting and Touring
Grand Opera House, Inc 818 North Market Street Wilmington, DE 19801-3087	51-0116569	501(c)(3)	$11,000				Performing Arts Presenting and Touring
Greenwich House, Inc 46 Barrow Street New York, NY 10014-3735	13-5562204	501(c)(3)	$9,810				Performing Arts Presenting and Touring
Harlem Opera Theater, Inc 425 West 144 Street New York, NY 10031-5209	13-4187863	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Harrisburg Area Community College One HACC Drive Harrisburg, PA 17110-2999	23-1639151	Pennsylvania	$21,970				Performing Arts Presenting and Touring
Harvestworks, Inc 596 Broadway, Suite 602 New York, NY 10012-3396	13-2891159	501(c)(3)	$7,500				Performing Arts Presenting and Touring
Huntingdon County Arts Council P O Box 216 Huntingdon, PA 16652-0216	25-1581314	501(c)(3)	$14,100				Performing Arts Presenting and Touring
Indo American Arts Council Inc 517 East 87th Street Suite 1B New York, NY 10128-7673	13-4015646	501(c)(3)	$7,200				Performing Arts Presenting and Touring
Jack Music, Inc 350 Fort Washington Ave, Apt 3C New York, NY 10033-6817	26-3153404	501(c)(3)	$6,066				Performing Arts Presenting and Touring
Japan Society, Inc 333 East 47th Street New York, NY 10017-2313	13-1675082	501(c)(3)	$9,060				Performing Arts Presenting and Touring
The Jazz Gallery 290 Hudson Street New York, NY 10013-1401	13-3948717	501(c)(3)	$5,481				Performing Arts Presenting and Touring
Jefferson Center Foundation, Ltd 541 Luck Ave , Suite 221 Roanoke, VA 24016-5055	62-1392982	501(c)(3)	$11,220				Performing Arts Presenting and Touring

Schedule I (Form 990)

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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The John F Kennedy Center for the Performing Arts 2700 F Street N W Washington, DC 20566-0002	53-0245017	501(c)(3)	$5,588				Performing Arts Presenting and Touring
The Joshua M. Freeman Foundation 36097 Sand Cove Road Selbyville, DE 19975-4043	20-8592383	501(c)(3)	$10,528				Performing Arts Presenting and Touring
Juniata College 1700 Moore Street Huntingdon, PA 16652-2196	23-1352652	501(c)(3)	$8,820				Performing Arts Presenting and Touring
Kean University Theatre Management and Programming Office, 1000 Morris Avenue Union, NJ 07083-7133	22-2960726	New Jersey	$5,400				Performing Arts Presenting and Touring
Kingsborough Community College Auxiliary Enterprises Kingsborough Performing Arts Center, 2001 Oriental Boulevard Brooklyn, NY 11235-2398	11-3022873	501(c)(3)	$8,380				Performing Arts Presenting and Touring
Koresh Dance Company 2020 Chestnut Street Philadelphia, PA 19103-4411	23-2703616	501(c)(3)	$5,000				Performing Arts Presenting and Touring
Kronos Quartet 1242 9th Avenue San Francisco, CA 94112-2307	23-7444956	501(c)(3)	$10,270				Performing Arts Presenting and Touring
Kutztown University Office of Cultural Affairs, P O Box 730 Kutztown, PA 19530-0730	23-2710197	Pennsylvania	$11,940				Performing Arts Presenting and Touring
KYL Dancers, Inc 1316 South Ninth St Philadelphia, PA 19147-5743	71-1004429	501(c)(3)	$8,700				Performing Arts Presenting and Touring
L A Theatre Works 681 Venice Boulevard Venice, CA 90291-4805	95-3181653	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Lafayette College Williams Center for the Arts, 317 Hamilton St Easton, PA 18042-1768	24-0795686	501(c)(3)	$30,500				Performing Arts Presenting and Touring
Leah Stein Dance Company 130 E Cliveden Street Philadelphia, PA 19119-2309	23-3005185	501(c)(3)	$5,000				Performing Arts Presenting and Touring
Lehman College Center for the Performing Arts, Inc 250 Bedford Park Boulevard West Bronx, NY 10468-1589	13-3047056	501(c)(3)	$8,000				Performing Arts Presenting and Touring
Long Island University CW Post Campus/Long Island University, 720 Northern Blvd Greenvale, NY 11548-9988	11-1633516	501(c)(3)	$20,000				Performing Arts Presenting and Touring

Schedule I (Form 990)

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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Manchester Craftsmen's Guild 1815 Metropolitan Street Pittsburgh, PA 15233-2233	23-7113478	501(c)(3)	$9,360				Capacity Building
The Maryland-National Capital Park and Planning 6611 Kenilworth Avenue, Suite 300 Riverdale, MD 20737-1334	52-6001550	Prince George's County	$6,000				Performing Arts Presenting and Touring
Mercyhurst University Mary D'Angelo Performing Arts Center, 501 E 38th Street Erie, PA 16546-0002	25-0965430	501(c)(3)	$24,805				Performing Arts Presenting and Touring
Montgomery County Community College 340 DeKalb Pike Blue Bell, PA 19422-1412	23-1670325	Montgomery County	$14,000				Performing Arts Presenting and Touring
Muna Tseng Dance Projects, Inc 115 Christopher Street, 4th Floor New York, NY 10014-4230	13-3378370	501(c)(3)	$7,720				Performing Arts Presenting and Touring
Music At Gretna Inc One Alpha Drive Elizabethtown, PA 17022-2298	23-2137025	501(c)(3)	$7,566				Performing Arts Presenting and Touring
National Federation of Community Broadcasters 1970 Broadway, Suite 1000 Oakland, CA 94612-2222	52-1060366	501(c)(3)	$9,360				Capacity Building
Nelson A Rockefeller Empire State Plaza Performing Arts P O Box 2065 Albany, NY 12220-0065	14-1614327	501(c)(3)	$12,290				Performing Arts Presenting and Touring
New Dance Theatre 119 Park Avenue West Denver, CO 80205-3209	84-0632111	501(c)(3)	$7,500				Performing Arts Presenting and Touring
New Jersey Performing Arts Center Corporation 1 Center Street Newark, NJ 07102-4501	22-2889703	501(c)(3)	$18,600				Performing Arts Presenting and Touring
New Music Institute of Kansas City, Inc P.O Box 7156 Kansas City, MO 64113-0156	43-1648546	501(c)(3)	$7,902				Performing Arts Presenting and Touring
New Orleans Jazz Centennial Celebration, Inc UNO Jefferson Center, 3330 N Causeway Blvd Suite 444A New Orleans, LA 70002-3573	72-1268575	501(c)(3)	$10,800				Performing Arts Presenting and Touring
New Sounds Music, Inc 257 West Harvey Street Philadelphia, PA 19144-3320	38-2996081	501(c)(3)	$5,000				Performing Arts Presenting and Touring
New York City Players, Inc 138 S Oxford St , Suite 4C Brooklyn, NY 11217-1694	13-4087832	501(c)(3)	$8,950				Performing Arts Presenting and Touring
New York Live Arts 219 West 19th Street New York, NY 10011	13-6206608	501(c)(3)	$7,150				Performing Arts Presenting and Touring

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New York University 60 Washington Square South, Suite 503 New York, NY 10012-1019	13-5562308	501(c)(3)	$10,000				Performing Arts Presenting and Touring
Nichole Canuso Dance Company 913 Federal Street Philadelphia, PA 19147-5050	23-3078345	501(c)(3)	$5,000				Performing Arts Presenting and Touring
Oneonta Concert Association P O Box 244 Oneonta, NY 13820-1311	23-7276766	501(c)(3)	$10,985				Performing Arts Presenting and Touring
The Painted Bride Arts Center 230 Vine Street Philadelphia, PA 19106-1213	23-1946391	501(c)(3)	$6,930				Performing Arts Presenting and Touring
The Pennsylvania State University Office of Sponsored Programs, 110 Technology Center Building University Park, PA 16802-7000	24-6000376	Pennsylvania	$24,710				Performing Arts Presenting and Touring
Performance Zone, Inc 161 Sixth Avenue, 14th Floor New York, NY 10013-1205	13-3357408	501(c)(3)	$5,650				Performing Arts Presenting and Touring
The Performing Arts Center Foundation SUNY Purchase, P O Box 140 Purchase , NY 10577-0140	13-4072259	501(c)(3)	$14,320				Performing Arts Presenting and Touring
The Philadelphia Dance Company 9 North Preston Street, Philadanco Way Philadelphia, PA 19104-2210	23-7161084	501(c)(3)	$12,278				Performing Arts Presenting and Touring
Pittsburgh Symphony Inc Heinz Hall, 600 Penn Avenue Pittsburgh, PA 15222-3259	25-0986052	501(c)(3)	$10,500				Performing Arts Presenting and Touring
The Pittsburgh Trust for Cultural Resources 803 Liberty Avenue Pittsburgh, PA 15222-3703	25-1469002	501(c)(3)	$7,400				Performing Arts Presenting and Touring
Planet Arts, Inc P O. Box 387 Catskill, NY 12414-0387	20-3251853	501(c)(3)	$7,000				Performing Arts Presenting and Touring
Queens Theatre in the Park, Inc P O Box 520069 Flushing, NY 11352	11-3381629	501(c)(3)	$9,360				Performing Arts Presenting and Touring
Quest arts for everyone 7414 Newburg Drive Lanham, MD 20706-4619	52-2045815	501(c)(3)	$16,220				Performing Arts Presenting and Touring
Ragamala Dance 711 West Lake Street, Suite 309 Minneapolis, MN 55408	41-1747144	501(c)(3)	$11,000				Performing Arts Presenting and Touring

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Randolph County Community Arts Council P O Box 3111, 2 Park Street Elkins, WV 26241-3915	26-0041912	501(c)(3)	$6,849				Performing Arts Presenting and Touring
Raritan Valley Community College PO Box 3300 Somerville, NJ 08876-3300	22-1815636	Somerset County	$10,200				Performing Arts Presenting and Touring
Rensselaer Polytechnic Institute EMPAC, 110 8th Street Troy, NY 12180-3522	14-1340095	501(c)(3)	$9,440				Performing Arts Presenting and Touring
Rova Arts 333 12th Street San Francisco, CA 94103-4317	94-3015358	501(c)(3)	$6,075				Performing Arts Presenting and Touring
Salisbury University 267 Holloway Hall, 1101 Camden Avenue Salisbury, MD 21801-6837	52-6002033	Maryland	$5,275				Performing Arts Presenting and Touring
Saratoga Springs Performing Arts Center, Inc 108 Avenue of the Pines Saratoga Springs, NY 12866-6220	14-1466353	501(c)(3)	$7,500				Performing Arts Presenting and Touring
Seattle Chamber Players 1513 25th Avenue Seattle, WA 98122-3017	91-1652144	501(c)(3)	$5,500				Performing Arts Presenting and Touring
Shakespeare Theatre Company 516 Eighth Street, SE Washington, DC 20003-2834	52-1405988	501(c)(3)	$10,150				Performing Arts Presenting and Touring
Shen Wei Dance Arts, Inc 135 West 29th Street, Suite 1100 New York, NY 10001-5224	06-1634051	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Shepherd University PO Box 5000, 101 Student Center Shepherdstown, WV 25443-5000	55-6000999	West Virginia	$11,700				Performing Arts Presenting and Touring
Shippensburg University 1871 Old Main Drive Shippensburg, PA 17257-2200	23-2500361	Pennsylvania	$6,400				Performing Arts Presenting and Touring
So Percussion, Inc 233 Norman Ave #309 Brooklyn, NY 11222-6428	20-4485651	501(c)(3)	$11,181				Performing Arts Presenting and Touring
Sound Directions, Inc 18 Woodside Drive Warwick, NY 10990-1016	22-2663603	501(c)(3)	$5,460				Performing Arts Presenting and Touring
Springfield Arts Council, Inc P O. Box 745, 117 S Fountain Ave Springfield, OH 45501-0745	31-6077714	501(c)(3)	$7,950				Performing Arts Presenting and Touring
St Ann's Warehouse 55 Washington Street, Suite 458 Brooklyn, NY 11201-1059	11-2665242	501(c)(3)	$15,385				Performing Arts Presenting and Touring

Schedule I (Form 990)

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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Strathmore Hall Foundation Inc 5301 Tuckerman Lane North Bethesda, MD 20852-3385	52-1233092	501(c)(3)	$17,100				Performing Arts Presenting and Touring
STREB, Inc 51 North 1st Street Brooklyn, NY 11211	13-3268549	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Susquehanna Folk Music Society, Inc 378 Old York Road New Cumberland, PA 17070-3152	23-2351355	501(c)(3)	$6,340				Artist Exchange Performing Arts Presenting and Touring
Symphony Space, Inc 2537 Broadway New York, NY 10025-6990	13-2941455	501(c)(3)	$9,360				Capacity Building
The Tatnall School 1501 Barley Mill Road Wilmington, DE 19807-2231	51-0071443	501(c)(3)	$6,000				Performing Arts Presenting and Touring
Teatro Avante, Inc 744 S W 8th Street, Second Floor Miami, FL 33130-3311	59-2255544	501(c)(3)	$5,841				Performing Arts Presenting and Touring
Theater Breaking Through Barriers 306 W 18th St , #3A New York, NY 10011	13-3193376	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Third Angle New Music Ensemble PO Box 28225 Portland, OR 97228-8225	93-0918692	501(c)(3)	$6,597				Performing Arts Presenting and Touring
Tillett Foundation, Inc Tillett Gardens, 4126 Anna's Retreat St Thomas, VI 00802-1760	66-0393767	501(c)(3)	$5,000				Performing Arts Presenting and Touring
Trisha Brown Company, Inc 465 Greenwich Street New York, NY 10013-1763	51-0173127	501(c)(3)	$9,450				Performing Arts Presenting and Touring
Trustees of Hamilton College Hamilton College Performing Arts, 198 College Hill Road Clinton, NY 13323-1218	15-0532200	501(c)(3)	$11,312				Performing Arts Presenting and Touring
Trustees of the University of Pennsylvania Annenberg Center for the Performing Arts, 3680 Walnut Street Philadelphia, PA 19104-6219	23-1352685	501(c)(3)	$10,900				Performing Arts Presenting and Touring
Two of a Kind 7426 Barclay Road Cheltenham, PA 19012-1303	04-3831308		$7,260				Performing Arts Presenting and Touring
U Street Theatre Foundation 1215 U Street, NW Washington, DC 20009-4442	52-1837836	501(c)(3)	$8,100				Performing Arts Presenting and Touring

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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University of Maryland College Park Foundation, Inc Clarice Smith Performing Arts Center, Suite 3800 College Park, MD 20742-1625	52-2197313	501(c)(3)	$9,200				Performing Arts Presenting and Touring
University of Pittsburgh at Johnstown PPAC, 450 Schoolhouse Road Johnstown, PA 15904-2912	25-0965591	501(c)(3)	$6,500				Performing Arts Presenting and Touring
University of Richmond Modlin Center for the Arts, 28 Westhampton Way, T 107 A Richmond, VA 23173-0002	54-0505965	501(c)(3)	$15,476				Performing Arts Presenting and Touring
Visual Expressions P O Box 2413 Boothwyn, PA 19061-8413	54-2067871		$6,713				Performing Arts Presenting and Touring
Wakka Wakka Productions One Northside Piers, #3G Brooklyn, NY 11249-3182	73-1697723	501(c)(3)	$9,450				Performing Arts Presenting and Touring
The Washington Ballet 3515 Wisconsin Ave NW Washington, DC 20016-3085	52-0846173	501(c)(3)	$9,000				Performing Arts Presenting and Touring
Wave Hill 675 W 252nd St Bronx, NY 10471-2899	13-6178903	501(c)(3)	$16,000				Performing Arts Presenting and Touring
West Chester University of Pennsylvania Office of Cultural and Community Affairs, 13/15 University Avenue West Chester, PA 19383-0000	23-2417773	Pennsylvania	$7,948				Performing Arts Presenting and Touring
Woolly Mammoth Theatre Company 641 D Street, NW Washington, DC 20004-2904	52-1242900	501(c)(3)	$8,000				Performing Arts Presenting and Touring

Total number of section 501(c)(3) and government organizations 137

Total number of other organizations 3

Part III Grants and Other Assistance to Individuals in the United States.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation	(f) Description of non-cash assistance
Artist Exchange	**1**	**$18,750**			
Artist Residency	**12**	**$27,302**			
Award of Recognition	**1**	**$10,000**			
Individual Artist Fellowship	**44**	**$180,240**			
Performing Arts Touring	**26**	**$115,411**			

MID ATLANTIC
ARTS FOUNDATION

USArtists INTERNATIONAL

PANELIST HANDBOOK

MID ATLANTIC
ARTS FOUNDATION

Dear US Artists International Panelist.

On behalf of Mid Atlantic Arts Foundation, I would like to express our appreciation for the invaluable assistance that you are providing by serving as a panelist for the USArtists International grant program. We rely on the expertise and objectivity which you bring to this review process and value your recommendations highly.

The programs of Mid Atlantic Arts Foundation have grown remarkably over the past few years. These programs continue to expand as we work to serve artists and audiences. The most important elements of our work include support for artists, providing access to the arts, and public involvement in the creative process USArtists International enhances the creative and professional development of performing artists through support for American dance, music, and theatre ensembles and soloists to perform at international festivals anywhere in the world outside of the United States and its territories. The program displays the richness and diversity of the performing arts in the United States to a global audience.

This publication has been designed to provide you with all of the information that you will need for your service. Please review it carefully If you have any questions, please do not hesitate to contact me, or Sara Nash, Program Associate, International.

I hope that you enjoy your experience, and we look forward to working with you.

Sincerely,

Alan Cooper

Alan Cooper
Executive Director

ABOUT MID ATLANTIC ARTS FOUNDATION

Mid Atlantic Arts Foundation ("Foundation") is one of six regional arts organizations in the United States. The organization was founded in 1979 to serve a nine-state and jurisdictional region composed of Delaware, the District of Columbia, Maryland, New Jersey, New York, Pennsylvania, U.S. Virgin Islands, Virginia, and West Virginia Over the past 27 years, the Foundation has addressed its interests through three core program areas Presenting, Touring, and Exhibiting, Artist Support, Projects and Residencies, and Knowledge Building. Each of these areas is designed to support excellence, enhance access to the arts of the region, nation, and world; and broaden the reach of artists and arts organizations The Foundation works regionally, nationally, and internationally, and its programs serve a diverse range of artists, organizations and audiences in the literary, performing and visual arts Support for the Foundation comes from its nine state arts agency partners in the mid-Atlantic region, the National Endowment for the Arts, private foundations, corporations, and individuals

Please visit the MAAF website at www midatlanticarts org for details on the Foundation's mission and programs

ABOUT USARTISTS INTERNATIONAL

USArtists International ("USAI") is committed to ensuring that the impressive range of expression and creativity of the performing arts in the United States is represented at international festivals abroad. The program also seeks to strengthen the creative and professional development of American artists by providing opportunities for cultural exchange and access to new audiences and the global marketplace.

USAI supports American dance, music, and theatre ensembles and solo artists invited to perform at international festivals anywhere in the world outside of the United States and its territories of American Samoa, Guam, Northern Mariana Islands, Puerto Rico, and the U S. Virgin Islands Under special circumstances, the program also provides funding for performance engagements abroad outside of a festival framework that provide artists with extraordinary career opportunities Grant funds may support travel and per diem, international communications, shipping, and artists' and agents' fees related to participation in the proposed engagements

The Foundation conducts three grant rounds per year for USAI in January, May, and September

The program continues the important tradition in the United States of public and private sectors working collaboratively to support the arts USAI is a program of Mid Atlantic Arts Foundation in partnership with the National Endowment for the Arts and the Andrew W Mellon Foundation

HOW MAAF SELECTS PANELISTS

Foundation staff conducts extensive research throughout the year to further develop the panelist data base. Panel members are chosen for their broad knowledge and expertise in the arts, and must have a thorough understanding of the artistic disciplines to be reviewed

Panelists are chosen to reflect the profile of the each respective applicant pool Panelists are selected from both within and outside of the mid-Atlantic region and composed to reflect the aesthetic, ethnic, gender and geographic diversity of the United States

Potential panelists are informed of the scope of their work including the amount of preparatory time that will be required in advance of the meeting The potential panelists are asked to accept their appointment only if they can work within the philosophical and procedural guidelines of the program and can devote sufficient time to carrying out their duties.

PANELIST ROLES & RESPONSIBILITIES

Introduction
This guide is provided so that panelists gain a clear understanding of their role in the application review process and of the expectations of the Foundation Each panelist must approach the review process with the same basic assumptions in order to ensure fairness to all applicants It is important that panelists review this guide and the USArtists International guidelines prior to reviewing the applications and participating in the panel meeting

Responsibilities
Panelists review applications based on specific program goals and evaluation criteria, and are expected to have a thorough familiarity with those materials before the meeting takes place The following are sent to panelists prior to the application review meeting·

- copies of applications
- copies of work samples and festival brochures (for lead reader applications only)
- the program's guidelines
- panelist handbook with explanations of the review policies and procedures
- panelist scoring sheets

Panelists are instructed to contact Foundation staff if additional information is needed for a particular application.

Panelists are expected to make recommendations consistent with the program's goals and review criteria.

All Foundation grant application review panels are advisory and make recommendations for funding to the Foundation's Board of Directors and/or contract Agency, which has final authority for grant awards. Panelists may also be asked for advice concerning policy issues including program development, guideline revision, program procedures, and application process

Conflict of Interest
It is essential to the business of the Foundation that it maintains high standards of integrity and impartiality in its decision-making processes. Pursuant to this goal, enclosed in these materials is a copy of the Foundation's "Standards of Conduct and Conflict of Interest" policy Panelists are required to review this policy and sign it prior to the commencement of the panel meeting, affirming their willingness to abide by the standards

Any relationship that prevents a panelist from evaluating an applicant objectively is considered a conflict of interest. Typically, this includes financial involvement with an applicant, a role in the work being evaluated or a familial relationship Panelists should take into consideration how other applicants in the pool would perceive their voting on a person or organization that they know or are involved with.

At the beginning of each panel meeting, panelists are asked to discuss any potential conflicts of interest with applications under review Panelists are also instructed to immediately make known any conflicts of interest that are discovered during the course of the meeting

If a panelist believes that he or she has a conflict of interest with an applicant, the panelist is asked to abstain from discussing the applicant with fellow panelists, scoring the applicant and otherwise participating in the review process for that applicant. Should a panelist believe a conflict of interest exists with any of his or her assigned applications, the panelist should contact Foundation staff as soon as possible so lead reader responsibilities can be re-assigned prior to the panel meeting

THE REVIEW PROCESS

Criteria for Review
The role of the panel is to provide the Foundation with an expert evaluation of the applications by reviewing each application consistently and objectively against the program criteria Panelists are urged to subordinate personal preferences for particular styles, formats, issues or subjects to an objective review of the work

The criteria for review for USArtists International applications shall serve as a sole basis for evaluating the applications The criteria are as follows.

ARTISTIC EXCELLENCE
- As demonstrated by the work samples submitted,
- The artists' record of professional activity, including awards, grants and other forms of special recognition provided in the written application materials, and your knowledge of the artists

ARTISTIC MERIT
- Significance of the applicant's presence at the festival as it relates to their professional development, ie
  - Will this festival provide opportunities to develop new audiences and access markets through exposure to presenters, curators, artist managers/agents who may be attending the engagement, or through media coverage,
  - Will the engagement provide opportunities to exchange ideas and practice with other artists and individuals from other countries?
- Significance of the festival locally and internationally, ie
  - Does the festival attract artists of excellence and importance within their fields,
  - Are the festivals considered important platforms for the promotion of their art forms or areas of interest,
  - Do the engagements attract audiences and media attention within their locales, regions, and beyond?
- Quality of the proposed engagement including evidence of reasonable financial support from the festival given the context of the local economic situation

The following are not criteria and should not be taken into consideration:

- Activities in addition to the performances are not review criteria. Whether these activities, such as residencies, workshops, master classes, lecture demonstrations, etc. take place or not should not factor into your scoring
- Need is *not* a criteria

Prior to the Meeting
Panelists receive copies of the applications prior to the panel meeting Each panelist is expected to review and be familiar with all the applications In addition, each panelist will be assigned as a "lead reader" for a number of applications Lead readers receive work samples along with copies of festival brochures for their assigned applications to review before the meeting Panelists are responsible for reviewing all the applications prior to the meeting and assigning scores to the "Artistic Merit" section of their score sheet Lead readers may also assign scores to the "Artistic Excellence" section for their respective applications in advance.

The lead reader will be responsible for providing a brief analysis of their respective applications at the panel meeting, focusing on the strengths and weaknesses of the application as it directly relates to the review criteria

Panelists should review the list of applications against the copies of the applications in their panel book and their corresponding score sheets. If any materials are missing, panelists should contact Foundation staff immediately

Scoring
Scoring is on a 1-to-5 scale, with 1 being low and 5 being high Panelists are asked to utilize this scale to its fullest extent, in order to achieve the greatest distinction between applicants. It is important to refrain from overly relying on the median rating of 3. Panelists should employ a consistent rationale for assigning scores

The Meeting
After a brief welcome and introductions, Foundation staff will review the program guidelines and confirm the panelists' understanding of the process and their responsibilities. The majority of the meeting will entail review of work samples and applications Panelists are expected to attend the entire meeting and to participate in all discussions and recommendations

Application Review
Foundation staff will provide a brief overview of the application, and then present the artists' work samples.

The lead reader will then present the merits of the application as it relates to the evaluation criteria Lead readers should not provide a summary or description of the application, as each panelist will have already read the application The discussion will then be opened up to all panelists to provide any other additional critique of the application After discussion is concluded, panelists will be asked to assign scores to the applications Panelists will be given the opportunity to adjust their final scores, if necessary, prior to making final recommendations, to determine if any are ranked too high or too low

Once scoring for all applications has been completed, staff will collect and average the scores The panel will be given the opportunity to review the applications in score order, from highest to lowest (applications with tie scores are presented in alphabetical order).

Panelists will be asked to determine a cut-off point in the scoring, above which applications would be eligible for funding, and below which applications would not be supported The panel will then review the applications collectively to determine that there is consensus on the applications above and below this line,

The staff will use these recommendations to allocate the available funds. These recommendations will be forwarded to the Foundation's Board of Directors and the National Endowment for the Arts for approval

Role of Staff/Observers

Foundation staff is responsible for promoting USArtists International and providing applicants with assistance. Once proposals are received, staff review them for eligibility and completeness, and prepare application materials for panel review Foundation staff also handles all panel meeting logistics and work closely with panelists on travel and lodging arrangements

Panel Facilitator
A Foundation staff member normally serves as facilitator of the grant review panels The primary duty of the panel facilitator is to keep the discussion clearly focused on the evaluation criteria, and ensures that evaluation of all applicants is conducted in a fair and consistent manner

Panel facilitators have a thorough knowledge of the applications being reviewed and are charged with addressing questions about the applications, the program, or the review process Detailed notes on the discussion of each application are taken for the official record, and to share constructive comments with the applicants after the panel review The meeting is also recorded in accordance with National Endowment for the Arts requirements

Panel facilitators do not make recommendations to the panel, rank applications during the review process, or make comments on the quality of the applications Their primary responsibility is to conduct the meeting, which includes:

- ensuring that the panel members understand, and follow the goals and objectives of the program;
- ensuring that the panel review policies, criteria and procedures are followed,
- explaining the funding policy for the program in question,
- ensuring that the conflict of interest policy is understood by panelists and followed,
- reviewing the applications in a timely manner,
- resolving any issues or disputes that arise during the review process.

Once the panel meeting has been completed, staff is responsible for compiling the panel's recommendations for approval by the Foundation Board and the National Endowment for the Arts.

The panel meeting is not open to the public, but from time to time, additional Foundation staff, Board members or funding partners' representatives may attend the meeting

Feedback
Staff provides feedback to applicants after awards have been made if requested Comments are not attributed to specific panelists

ADDITIONAL PROCEDURES

Policy Recommendations
After discussion and deliberation of the applicants has come to a close, panelists will be asked to provide feedback regarding the process, the program and on general policy issues. The feedback of the panel is highly valued and each year shapes the future direction of the program, including needs of the field, discipline/field issues, development and revision of guidelines and the development of new directions and initiatives

Confidentiality
Panel meetings for most programs are not open to the public Panelists remain anonymous until grant award decisions are made and announced At that time, the panelists' names and credentials are made public It is essential that panelists observe confidentiality and not discuss the panel proceedings with anyone, even after funding is announced. Please refer all inquiries to Foundation staff

Panelists are requested to refrain from identifying themselves as panelists until the time of Foundation action

Referrals
If panelists have recommendations of fellow artists or professional colleagues they feel would be appropriate and qualified future panelists, they are encouraged to provide their names and contact information to Foundation staff

MEETING LOGISTICS

MAKING YOUR TRAVEL ARRANGEMENTS

General

All travel arrangements must be made with the Foundation's travel agency Panelists should contact Inglewood Travel, at 1-800-873-6446, to arrange for travel Any of their representatives are prepared to assist you, and know to directly bill the Foundation for your travel

Recognizing that the Foundation is a nonprofit agency, you are requested to travel under the most cost-effective means, and to reserve your travel as soon as possible to take advantage of the best rates Reservations must be made by the date indicated on the panelist confirmation letter. Any additional charges as a result of arrangements made after this date will be the responsibility of the panelist The Foundation will not authorize first class, business class, Metroliner or Acela Express travel

The panel meeting will be held on the following days

Thursday	February 18, 2010	1 00 p m to 5 00 p m.
Friday	February 19, 2010	9 00 a m to 5 00 p m. (breakfast and lunch provided)

Please keep in mind the intended adjournment time of the meeting in scheduling your return travel and allow adequate time to travel to the airport or train station, check in and complete any enhanced security requirements. Please be ready to start promptly.

Additional Travel Expenses

The Foundation will reimburse panelists for any additional travel expenses (i e. parking, taxis, tolls, mileage, etc) In order to receive reimbursement for additional travel expenses, panelists *must complete a reimbursement request form and submit it within five days of the panel meeting* Please retain and attach all original receipts itemized on the form. Payment should be made within 30 days of submitting the reimbursement request.

Travel by Plane

For panelists arriving by plane, the most convenient airport is Baltimore-Washington International Airport ("BWI") BWI is approximately 20-35 minutes away by taxi, and the cost of a taxi is approximately $30 each way Inglewood Travel will issue an electronic ticket for air travel, and will send a copy of the flight itinerary Please be advised of increased security regulations and recommended arrival times for check-in

Travel by Train

Panelists traveling from the mid-Atlantic states are expected to utilize train service. The most convenient point of arrival is Baltimore-Penn Station The Foundation's offices and the hotel are about a five-minute cab ride from this station. Inglewood Travel will mail the train ticket through U S. mail Any costs associated with overnight and express mail, due to a late reservation, will be the responsibility of the panelist. Please note Amtrak's new security regulations regarding provision of identification with ticket and carry-on baggage limitations

Travel by Car

If you instead choose to drive, you will be reimbursed by the Foundation at a rate of $0.55 per mile. Hotel parking can be added to your room bill and charged directly to the Foundation. Alternatively, there is a parking garage across Charles Street from the Foundation, the rate is approximately $12 for a day. Please consult the driving directions provided in Appendix I

Personal Travel
If personal travel is combined with official travel to/from the meeting, the panelist is responsible for paying the difference between the official and personal travel costs It is highly recommended that such travel be planned in conjunction with the booking of the official ticket, because any change fees (typically $100 and up) associated with the addition of personal travel shall also be the responsibility of the panelist In addition, the panelist may be required to reimburse the Foundation for any costs, such as transaction fees, that are charged If the total ticket price for combined official and personal travel is for any reason less than the official travel ticket, the panelist is not entitled to the difference.

HOTEL ACCOMODATIONS

Rooms are reserved by the Foundation staff, and are billed directly to the Foundation Panelists are responsible for any additional charges made to the basic room rate, such as telephone calls, room service, etc

Check out is on the morning of your departure day. Panelists are asked to complete check out procedures before arriving at the office for the panel meeting Panelists may choose to check their bags with the hotel reservation desk for the remainder of the day, or to bring them to the meeting. If a panelist has a tight travel schedule, it is recommended that they choose the latter option

DIETARY RESTRICTIONS

A continental breakfast and catered lunch will be provided on the full day of the panel meeting If you have any dietary restrictions, please contact Nicole Russ at 410-539-6656 x120 as soon as possible to arrange alternatives Please be aware that accommodations may not be possible if not notified in advance, so be sure to contact Nicole Russ if you have any questions

PANELISTS WITH DISABILITIES

If you are in need of any special accommodations, please contact Nicole Russ at 410-539-6656 x120 as soon as possible so that arrangements can be made

PAYMENTS

Panelists receive an honorarium for their service The honorarium is expected to cover any incidentals and meals outside of the panel meeting Should any room service or other additional hotel charges (excluding parking fees) be billed to the Foundation, it will be deducted from the panelist's honorarium. Reimbursement requests will be honored for travel costs only.

The cost of lodging and train and air tickets will be billed directly to the Foundation Any other travel costs are paid on a reimbursement basis Panelists should submit the travel reimbursement form within five days of the meeting, with appropriate receipts attached. Payment of the honorarium as well as reimbursement of any additional travel costs will be made within 30 days of the Foundation's receipt of the travel reimbursement request.

The Foundation contracts with individuals for service on its panels. Therefore, payments will be issued in the individual panelists' names only, not to organizations, trust accounts, investment accounts, etc.

APPENDIX I: DIRECTIONS TO MID ATLANTIC ARTS FOUNDATION

DRIVING DIRECTIONS

The Foundation is located at **201 North Charles Street** in downtown Baltimore, just a short walk from the Inner Harbor and its attractions

From South of Baltimore:
If you are driving on 95 North towards Baltimore, exit onto the 395/"Downtown" ramp Stay to the left on the exit ramp until after the split (right hand lanes go to Martin Luther King Boulevard), then move into the right hand lane to turn right onto Conway Street at the bottom of the ramp. Turn left onto Charles Street As you cross Lexington Street, you will see our building on your right (Bank of America on the corner). Immediately after our building on your left there is an underground-parking garage (ramp goes down – Note no vans, low ceilings). If this is full (or you are driving a van), turn next left onto Saratoga Street and follow signs for parking

From North of Baltimore:
Take 95 South towards Baltimore to 695 West. Follow 695 to I-83 South (Jones Falls Expressway). Proceed with the following directions from I-83 below

From I-83:
Follow I-83 South to the St. Paul Street exit Merge onto St Paul Street (one way going south) St Paul Street splits around St. Paul's Place; you can take any lane as the road joins up again almost immediately. Turn right on Lexington Street, then right on Charles Street. Our building is on the corner on your right (Bank of America building) Immediately after our building on your left there is an underground-parking garage (ramp goes down – Note· no vans, low ceilings) If this is full (or you are driving a van), turn next left on Saratoga Street and follow signs for parking

From BWI Airport:
Follow the airport exit to route 195 Stay on 195 until you see an exit for Baltimore 295 North (which will also be Baltimore-Washington Parkway). Take 295 directly into Baltimore City (you will pass two stadiums). Make a right turn on Pratt Street Get in the left lane then make a left on to Charles Street. As you cross Lexington Street, you will see our building on your right (Bank of America on the corner) Immediately after our building on your left there is an underground-parking garage (ramp goes down – Note· no vans, low ceilings) If this is full (or you are driving a van), turn next left on Saratoga Street and follow signs for parking

PANELIST CHECKLIST

Prior to the Panel Meeting:

- ☐ Contact Travel Agent to Make Reservations
- ☐ Have a Copy of Travel Itinerary/Tickets from Travel Agent
- ☐ Contact Foundation to discuss any Dietary Needs/Accessibility Concerns
- ☐ Review Application Guidelines and Materials

Panel Meeting Day:

- ☐ Bring Signed Code of Conduct/Conflict of Interest Statement
- ☐ Bring Signed W-9 Form for Honorarium Payment
- ☐ Check Out of Hotel Before the Start of the Meeting (on the morning of the last day of panel service)

Post Panel Meeting:

- ☐ Save a Copy of the Reimbursement Request Form, for your records
- ☐ Save a Copy of Receipts for All Additional Travel Expenses, for your records
- ☐ Mail Original Reimbursement Form with original receipts to:

Mid Atlantic Arts Foundation
201 North Charles Street, Suite 401
Baltimore, MD 21201
Attn Nicole Russ

MID ATLANTIC
ARTS FOUNDATION

AMENDED AND RESTATED BY-LAWS

OF

MID ATLANTIC ARTS FOUNDTION

Adopted on May 18, 2012

MID ATLANTIC ARTS FOUNDATION

AMENDED AND RESTATED
BY-LAWS

Adopted on May 18, 2012

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MID ATLANTIC ARTS FOUNDATION

AMENDED AND RESTATED
BY-LAWS

Adopted on May 18, 2012

ARTICLE I

OFFICE AND REGISTERED AGENT

Section 1.01 Principal Office. The principal office of Mid Atlantic Arts Foundation, Inc. (the "Corporation") will be located in a partnering jurisdiction as described in **Section 8.01**.

Section 1.02. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Delaware, as required by the General Corporation Law of the State of Delaware. The registered agent shall be either an individual resident of the state or a corporation authorized to transact business in the state.

Section 1.03. Other Offices. The Corporation may also have offices at such other places within or without the United States of America as the Board of Directors may from time to time appoint or as the business of the Corporation requires.

ARTICLE II

PURPOSES

The Corporation is organized pursuant to the General Corporation Law of the State of Delaware exclusively for charitable, scientific and educational purposes, primarily to promote and support the arts as described in paragraph "Third" of the Amended and Restated Certificate of Incorporation (October 11, 1990).

ARTICLE III

MEMBERSHIP

Membership in The Corporation shall be limited to the members of the Board of Directors and to persons who shall be elected as members in accordance with these bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. **Powers.** There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these bylaws. The Board of Directors shall have the power to fix the fiscal year of the Corporation.

Section 4.02. **Number of Directors.** The Board of Directors of the Corporation shall be composed of no less than three (3) and no more than twenty-two (22) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 4.03. **Composition of the Board of Directors.** The Board of Directors shall be composed of:

(a). up to sixteen (16) At-Large Directors as shall be nominated and elected by the Board of Directors as prescribed in **Section 4.04**;

(b). up to five (5) Partner Agency Directors as shall be nominated and elected by the Board of Directors as prescribed in **Section 4.04.** Partner Agency Directors shall be executive directors, chairpersons, or board members of a Partner Agency as described in **Section 8.01**. Each Partner Agency Director serving on the Board at any given time shall represent a different partnering jurisdiction as described in **Section 8.01;**

(c). the Executive Director of the Corporation, who serves *ex officio* and without a vote.

Section 4.04. **Nomination and Election of Directors.** The Governance Committee shall review and recommend nominees for election as Directors. The Governance Committee may submit, for the full Board's consideration, a slate of nominated Directors at any duly scheduled meeting of the Board of Directors. Any nominee receiving a majority vote of the Directors in accordance with **Section 7.06** of these bylaws shall become a Director.

Section 4.05. **Terms of Directors.** The twenty-one (21) At-Large and Partner Agency Director positions on the board will be divided into three classes of seven positions each with staggered terms so that one-third of the Board positions is open for election each year. A full term shall consist of three years that coincide with the Corporation's fiscal year, and a partial term shall consist of any term that is less than three years. An At-large Director may serve a maximum of two (2), consecutive three-year terms, and a Partner Agency Director may serve a maximum of one (1) three-year term. If a Director is elected to an officer position, that Director may continue to serve on the Board of Directors for so long as the person remains an officer without regard to term limits. A Director who ceases to serve as an officer and who otherwise would be subject to the term limits described above, may, upon Board approval in each instance, continue to serve on the Board of Directors for one year following their service as an officer for the purpose of transition in leadership. A Director initially elected to a partial term may serve that partial term plus one (1), three-year term for a Partner Agency Director, and two (2), three-year terms for an At-Large Director. A person who ceases serving on the Board due to the term limitation described above may again be elected to the Board after a one-year absence. The term of a Partner Agency Director whose employment as executive director, or term as board chair or board member of the applicable state arts agency ends, shall automatically terminate immediately upon such expiration or cessation of employment. The Executive Director who serves on the board in an *ex officio* capacity, is not subject to the term limits described above.

<u>Section 4.06.</u> <u>Compensation.</u> With the exception of the Executive Director, Directors shall not be compensated for their services, but Directors shall be entitled to receive from the Corporation reimbursement of expenses incurred in fulfilling the duties of Board membership as may be determined from time to time by the Board of Directors.

<u>Section 4.07.</u> <u>Resignation.</u> Any Director may resign at any time by giving written notice to the Chairperson of the Board of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson of the Board of the Corporation.

<u>Section 4.08.</u> <u>Removal</u>. Any Director may be removed from such office, with or without cause, by a two-thirds vote of the directors present at any regular or special meeting of the Board called expressly for that purpose at which a quorum is present.

ARTICLE V

OFFICERS

<u>Section 5.01.</u> <u>Officers.</u> The officers of the Corporation shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

<u>Section5.02.</u> <u>Duties of Officers.</u>

(a) the Chairperson ("Chair") will preside at all meetings of the Board and of the Executive Committee. The Chairperson will be the Chair of the Executive Committee and a non-voting, ex-officio member of all other committees. The Chairperson will appoint all standing committees, other committees, and all committee Chairpersons. The Chairperson may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors or as may be provided elsewhere in these bylaws or applicable law.

(b) the Vice Chairperson ("Vice Chair"), at the request of the Chair or in the event of his/her absence or disability, shall perform the duties and possess and exercise the powers of the Chair and any other duties as may be provided elsewhere in these bylaws.

(c) the Secretary shall keep or cause to be kept accurate records of the acts and proceedings of all meetings of the Directors and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

(d) the Treasurer shall be responsible for and oversee all financial matters of the Corporation, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

Section 5.03. Election of Officers. The Governance Committee shall present and recommend at the annual meeting nominees from among the Directors to serve as officers. Officers shall be elected by a majority of the Directors present at the annual meeting of the Board in accordance with Section **7.06** of these bylaws.

Section 5.04. Terms of Officers. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected. The Chairperson and Vice Chairperson may not serve more than three successive, one-year terms in the same office.

Section 5.05. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5.06. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the Directors present at any regular or special meeting of the Board called expressly for that purpose at which a quorum is present.

Section 5.07. Vacancies. A vacancy in any office shall be filled for the unexpired term by action of the Board of Directors at any regular or special meeting called expressly for that purpose at which a quorum is present utilizing the nominations and elections procedure described in **Section 5.03**.

ARTICLE VI

COMMITTEES

Section 6.01. Standing Committees. The Standing Committees of the Board shall be the Executive, Audit, and Governance Committees. The Board of Directors will establish the authority of the Standing Committees in accordance with the specific responsibility of the committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint additional standing committees, each consisting of two or more directors. No committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 6.02. **Executive Committee**. Between meetings of the Board of Directors, the Executive Committee shall be empowered to act on behalf of the Board of Directors and shall provide on-going oversight of the affairs of the Corporation. The membership of the Executive Committee shall be the Chair, Vice Chair, Secretary, Treasurer, the Executive Director as an *ex officio* member, and such other Directors as deemed necessary and appropriate by the Chair.

Section 6.03. **Audit Committee.** The Audit Committee shall consist of four (4) Directors including at least one financial expert. The Treasurer shall serve as one of the four (4) members of the Audit Committee but not as its Chair. The Audit Committee will retain and supervise outside financial and compliance auditors, review and present the audit report to the Board, insure that actions are taken on recommendations contained in the report, and such other duties that the board may assign.

Section 6.04. **Governance Committee.** The Governance Committee shall consist of five (5) Directors. The Governance Committee will identify and recruit potential board members, provide oversight and management of Board elections, assess the Board's performance, and such other duties that the board may assign.

Section 6.05. **Other Committees and Task Forces**. The Board of Directors may create and appoint members to such other committees and task forces as it deems appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 6.06. **Term of Office**. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 6.07. **Rules**. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII

MEETINGS

Section 7.01. **Regular Meetings.** The Board of Directors shall meet at least twice each year.

Section 7.02. **Annual Meeting.** One of the "regular meetings" of the Board of Directors will serve as the annual meeting and will occur prior to the beginning of each new fiscal year.

Section 7.03. **Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the Chair or by any three Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 7.04. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting and in the manner set forth in **Section 10.02.** Such notice shall state the means of remote communication if applicable. Such notice shall state the purpose of the meeting, if the meeting is a special meeting or if notice of the purpose is otherwise required by any provision of the General Corporation Law of the State of Delaware. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 7.05. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7.06. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 7.07. Conflict of Interest. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. The Board shall establish policies for disclosure and review of conflicts of interest by its members.

Section 7.08. Unanimous Consent in Lieu of Meeting. Unless otherwise prohibited by the Corporation's charter, these Bylaws, or applicable law, any action required or permitted to be taken at any meeting of the Board of Directors or at any committee meeting may be taken without a meeting if all members of the board or committee consent in writing or by electronic transmission, and such writings or electronic transmissions are filed with the minutes of the proceedings of the Board of Directors or committee.

Section 7.09. Remote Communication. Meetings of Directors may be held or Directors may participate in meetings held in a designated place by means of conference telephone or other form of remote communication provided that all persons participating in a meeting both in person and by remote communication can hear each other at the same time and have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including the opportunity to read or hear the proceedings of the meeting substantially concurrent with the proceedings. A person's participation in any meeting by remote communication shall constitute that person's presence at the meeting, and that person may vote at the meeting if the Corporation implements reasonable measures to verify that each person considered present and authorized to vote at the meeting by means of remote communication is a Director. Participation by remote communication shall be equivalent to presence in person at a meeting for purposes of determining a quorum.

ARTICLE VIII

CHIEF EXECUTIVE

Section 8.01. Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation, and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. As such, he or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in conjunction with the duties described herein, execute deeds, bonds, contracts, checks or other obligating instruments in the name of the Corporation. The Executive Director shall be an *ex officio*, non-voting member of the Board of Directors, Executive Committee and all standing committees of the Board except the Audit Committee.

Section 8.02. Employment and Review. The Executive Director shall be hired by the Board of Directors and supervised by the Chairperson. On behalf of the Board, the Chairperson, Treasurer, and at least one other member of the Board of Directors chosen by the Executive Director shall negotiate the terms of employment and periodically, and at least annually, conduct performance reviews of the Executive Director. The Chairperson shall communicate recommendations for action regarding the employment of the Executive Director to the Executive Committee for review and approval and shall maintain contracts or other documents relating to the employment of the Executive Director.

Section 8.03. Staff. The Executive Director shall employ and may terminate the employment of individuals necessary to carry on the work of the Corporation and fix their compensation, considering the breadth and depth of the scope of their responsibilities, within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate the responsibilities of management as shall be in the best interest of the Corporation.

ARTICLE IX

PARTNERS

Section 9.01. Partners. Pursuant to a resolution duly adopted, the Board of Directors may, from time-to-time, designate states, commonwealths, or territories as partners of the Corporation. A partner participates with the Corporation through its state arts agency (partner agency) which is the agency of the state or territorial government that receives appropriations from that government and is designated to receive funds from the National Endowment for the Arts on behalf of that jurisdiction. The governing body of partnering state arts agencies must approve the general participation of that agency in the programs and activities of the Corporation and the jurisdiction must fulfill its financial obligations pursuant to **Section 9.04**.

Section 9.02. Service Area. The Corporation may pursue its programs and activities in any jurisdiction deemed appropriate by the Board of Directors whether or not those jurisdictions participate as partners of the Corporation.

Section 9.03. Participation. Artists, individuals and organizations from the partnering jurisdictions shall have full access to the programs and other opportunities offered by the Corporation.

Section 9.04. Financial Support. Partnering jurisdictions shall provide, through their state arts agencies, continuing financial support to the Corporation to the full extent required by any applicable law or regulation, and as established by the Board of Directors from time-to-time, or in such lesser amount as the Board of Directors may approve. Any partner may contribute additional financial support. Partnering state arts agencies shall be given twelve (12) months notice of any increase in annual financial participation approved by the Board of Directors of the Corporation.

Section 9.05. Nonpayment of Financial Support. If a partner is unwilling or unable to provide financial support to the Corporation to the full extent required by the Board of Directors, then the Board, at its own discretion, shall have the option of determining whether the jurisdiction may continue as a partner with the Corporation. The Board may also determine the degree to which individuals and/or organizations in the jurisdiction that is not current with its financial support may participate in the programs of the Corporation.

Section 9.06. Withdrawal. A partner may withdraw its support from the Corporation effective the last day of the Corporation's fiscal year, following at least one year's written notice by the withdrawing partner jurisdiction.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 10.01. Bonding. If requested by the Board of Directors, any individual entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

Section 10.02. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, Officer, or Committee Member, such notice shall be given in writing. Such notice shall be deemed given to a Director when: physically delivered to the Director; left at the Director's residence or other usual place of business; mailed to the Director at the Director's address as it appears on the records of the Corporation; or transmitted to the Director by electronic transmission to any address or number of the member at which the member receives electronic transmissions. If the Corporation has received a written request from a Director that notice not be sent by electronic transmission, the Corporation shall not provide notice to such Director by electronic transmission.

ARTICLE XI

INDEMNIFICATION

Section 11.01. Limitation of Personal Liability of directors. A director of the Corporation shall have no personal liability to the Corporation for monetary or other damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit.

Section 11.02. Indemnification in Third Party Proceedings. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 11.03. Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in Section 145 of the Delaware General Corporation law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, the Board of Directors deems appropriate.

Section 11.04. Mandatory Indemnification. In addition to the right of indemnification provided for in paragraphs of this **ARTICLE XI**, the Corporation shall, to the fullest and broadest extent permitted by applicable law, including, without limitation, Section 145 of the Delaware General Corporation law as it may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

Section 11.05. Indemnification of Former Representatives. The right of indemnification provided by this **ARTICLE X** shall apply as to action by any person in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.06. Right of Indemnification. The right of indemnification provided by this **ARTICLE X** shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.07. Indemnification Contract. The right of indemnification provided by this **ARTICLE X** shall be deemed to be a contract between the Corporation and each director, officer, employee or agent of this corporation who serves in such capacity, both as to action in his official capacity and as to action in another capacity while holding such office, at any time while this ARTICLE X and the relevant provisions of the General Corporation law of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 11.08. Insurance. Notwithstanding any provision of this **ARTICLE XI** to the contrary, the Corporation may, but shall not be obligated to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability.

Section 11.09. Employee Benefit Plan. For purposes of this **ARTICLE XI**, reference to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this **ARTICLE XI**.

ARTICLE XII

AMENDMENTS

Section 12.01. **Amendment of By-Laws.** These By-Laws may be amended, altered, repealed or added to at any regular meeting of the Board of Directors or at any special meeting called for that purpose at which a quorum is present by an affirmative vote of two-thirds of the Board of Directors present at any such meeting, provided that notice of such a vote is given in the notice of meeting.

Section 12.02. **Amendment of Articles of Incorporation.** The Articles of Incorporation may be amended, altered, repealed or added to at any regular meeting of the Board of Directors or at any special meeting called for that purpose at which a quorum is present by an affirmative vote of two-thirds of the Board of Directors present at any such meeting, provided that notice of such a vote is given in the notice of meeting.

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 2, Part III, Line 1 (continued)

Briefly describe the organization's mission:
AND PARTICIPATION IN THE ARTS, AND PROMOTE A MORE SUSTAINABLE ARTS ECOLOLGY.

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 2, Part III, Line 4d (continued)

Describe the exempt purpose achievements for each of the organization's other program services Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

Code ______ Description THE FOUNDATION SUPPORTS SPECIAL PROJECTS INITIATED
Expenses 155,350. BY THE NATIONAL ENDOWMENT FOR THE ARTS AND OTHER
Grants Of 10,000. OPPORTUNITIES THAT MAY NOT FIT INTO A PARTICULAR
Revenue 0. PROGRAM BUT HELP TO FURTHER MID ATLANTIC ARTS
FOUNDATION'S MISSION.

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 6, Line 17 (continued)

District of Columbia
Maryland
New Jersey
New York
Pennsylvania
Virginia
West Virginia