



Lyme Art Association, Est. 1914

SPECIAL MEMBERSHIP MEETING
Wednesday, June 14, 2017, 5:00 pm
Lyme Art Association, 90 Lyme Street, Old Lyme CT

Draft Minutes

Elected Artists in Attendance: see attached list

Non-Elected Artist Board members in attendance: Debbi Goodman, Emily Reynolds, Kim Sapia, and Caroline Walters.

Staff: Gary Parrington, Jocelyn Zallinger, and Laurie Pavlos (recording secretary)

Guests: Laura Lofstad (timekeeper), Lee Ruck (bylaws committee's council) Theodore VanIttalia, Mr. Aeschliman

Call to order and welcome: Katherine Simmons called the meeting to order at 5:06, calling attention to the agenda and materials sent out to Elected Artists prior to the meeting.

Judy Chapman made a point of order prompting the body to adopt the draft agenda prepared by the president.

Motion: Judy Chapman moved that "the agenda for this meeting be the consideration of the Bylaws Committee's proposal (your yellow copies) and any amendments thereto. In addition, attendees will be given an opportunity to speak for or against the Bylaws or Amendments with comments, other than motions and being limited to one minute, alternating the sides being represented." Seconded by Kevin Cook. 24 in favor, 4 opposed. (I've asked Judy for a copy of the motion as she read it)

Motion: Rich Nazzaro moved that meeting rules be changed to allow members two minutes to speak. Jennifer Holmes seconded. 24 in favor, 5 opposed,

Motion: Judy Chapman moved that the proposal of the Bylaws Committee be adopted by the association. Jennifer Holmes seconded. Discussion began.

Judy summarized the major changes included in the bylaws committee's proposal.

Kathy clarified that the proxy voting included in the board's revisions includes the option for an absent voter to direct the secretary to vote as the voter directs, essentially like an absentee ballot. She stated that the current board has good turnover and short average tenure, and that term limits are not required.

Elected Artists took turns speaking in favor of and against extending the vote to non-Elected Artist board members.

Motion: Jack Montmeat moved to remove the committee revisions to Article IV, Board of Directors, Section 2, Composition, and to allow the existing bylaws Article IV, Section 2 to remain, as follows "The Board shall consist of no less than fifteen (15) and no more than twenty one (21) members, with Elected Artist Members constituting a minimum of one-third of Directors, elected by the Voting Members at the Annual Membership Meeting."

Del-Bourree Bach seconded the motion. 23 in favor, 10 opposed.

Jack Montmeat moved to keep Article II, Section 1 in the Committee's bylaws. The Committee's council reminded that this amendment was not needed – the Committee's bylaws were what was already on the table.

Motion: Richard Nazzaro moved to amend Article XIII to include language to eliminate the chance that Elected Artists' voting rights will ever change without adequate discussion. The new wording is as follows: First, the word "only" is removed from the first sentence. Then, the following wording is appended to the Article:

Most amendments may be discussed and voted upon by voting members in attendance at a meeting. However, any amendment to the bylaws that reduces or dilutes the voting rights or privileges of the Elected Artists, or changes this Article within the Bylaws, may only be voted upon and adopted after a signed-off acknowledgement of the wording changes is obtained from two-thirds of all active voting members on record and in good standing at the time of discussion.

Those members may or may not be in attendance at the meeting and it is expected that the wording will be signed and approved prior to it being voted upon. Amendment wording should be developed in conjunction with voting members. The wording approval signatures will be collected by the Secretary or designee within a 60-day time window with the results being made available to anyone upon request.

Elizabeth Rhoades seconded. There was discussion about whether proxy voting would serve the same purpose. The vote was called: 30 in favor, 5 opposed.

Kathy brought up a concern with the Committee's revisions to Article XI, Section 3, Expulsion, in which expulsion of a member would take place by vote of Elected Artists (instead of the Board, as currently stands). She said that using as public a setting as an EA meeting to charge and expulse a member could bring up legal issues.

Motion: Jack moved that the existing bylaws wording remain for Article XI, Section 3, leaving such expulsion, if necessary, to the more private setting of a board meeting. Del seconded. 36 in favor, none opposed.

Kathy brought up a concern with the Committee's revisions to Article 7 which, in the Bylaws Committee's revisions, would have the Board President assume all duties normally assigned to the Executive Director in the absence of an Executive Director. Kathy said that this was much too onerous a situation for the president, and that the board's revisions address the absence of an ED with more flexibility.

Motion: Rich moved to lay this portion of the revisions on the table to be discussed at the Fall meeting. Kevin seconded. 35 in favor, 0 opposed.

Motion: Faripour Forouhar moved that the second sentence in Article 2 Section 1 be replaced with the following sentence:

Elected Artist Members and Board Members, during their tenure, shall be Voting Members for the purposes of these Bylaws.

Sarah Stifler Lucas seconded. Approved: 16, disapproved, 14. Motion carried

The vote to adopt the Committee's bylaws revisions, amended as detailed above, was called. In favor: 28; opposed: 7. At this time 35 elected artists remained in the room; no one abstained. The amended revisions were adopted.

Adjournment The meeting adjourned at 7:40 pm.

Elected Artist Attendees at June 14, 2017 Meeting

Diane	Aeschliman
Gayle	Asher
Del-Bourree	Bach
Joann	Ballinger
Serena	Bates
Karen	Cashman
Judith	Chapman
Kevin	Cook
Sadie	De Vore
Lisa	DeFilippo
Lee	Ellison
Angie	Falstrom
Faripour	Forouhar
Sandy	Garvin
Donna	Gilberto
Michael	Graves
Glenn	Hart
Jennifer	Holmes
Sunil	Howlader
Sarah	Lucas
Barbara	Lussier
Jim	Magner
Barbara	Maiser
Donna	Martel
Bernie	McTigue
Jack	Montmeat
Kim	Muller-Thym
Richard	Nazzaro
Barrant	Nelson
Leif	Nilsson
Anne	Pierson
Claudia	Post
Elizabeth	Rhoades
Ron	Saporito
Nancy	Schwartz
Patricia	Seekamp
Katherine	Simmons
Dennis	Sirrine
Kent	Winchell
Shirley	Youngs