



(860) 434-7802 90 Lyme Street, Old Lyme CT 06371 [www.LymeArtAssociation.org](http://www.LymeArtAssociation.org)

**Agenda**  
**BOARD OF DIRECTORS MEETING**  
**July 18, 2018, 4:00 pm**

<b>Call to Order</b>	Katherine Simmons
<b>Minutes Review &amp; Approval</b>	Katherine Simmons
<b>Treasurer's Report</b>	John Beatty
<b>Gallery Report</b>	Jocelyn Zallinger
<b>APEC Report</b>	Joan Wallace
<b>Development:</b> Second Century Committee Palate to Palette	Carrie Walters Emily Reynolds
<b>Building and Grounds Report</b>	Paul Sellier
<b>Education and Activities Committee Report</b>	Lisa DeFilippo
<b>Governance Committee Report</b>	Lee Ruck
<b>Other Business</b> Annual meeting date	
<b>Old Lyme Chamber Event</b>	
<b>Adjournment of Meeting</b>	

Next meeting: August 15, 2018, 4:00



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## BOARD OF DIRECTORS MEETING MINUTES

July 18, 2018, 4:00 pm

**Board members present:** Del Bach, Serena Bates, Lisa DeFilippo, Donna Gilberto, Debbi Goodman, David Moore, Emily Reynolds, Steven Ross, Lee Ruck, Paul Sellier, Katherine Simmons, Carrie Walters

**Board members absent:** Gayle Asher, John Beatty, Jay Berryman, Roger Clements, Sarah Lucas, Kim Sapia.

**Staff:** Laurie Pavlos, Gary Parrington, Jocelyn Zallinger

**Call to Order:** Kathy convened the meeting at 4:00.

**Minutes Review & Approval:** Lee moved to accept the minutes. Dave seconded the motion. June 2018 meeting minutes were approved unanimously.

**Treasurer's Report:** Steven reported that revenue is below budget. However, expenses are way under budget. Consequently, we have a positive year-to-date net income.

**Gallery Report:** Jocelyn reported that sales continue to be down, in spite of the fact that gallery visitation is up. Regrettably there was only one sale at the last opening reception. Perhaps this was due to the overwhelming number in attendance due to the fact that our reception coincided with the Hudson Valley Art Association Awards Ceremony. A recommendation was mentioned to hold a separate Awards Ceremony for Hudson Valley Art Association next time. The Midsummer Festival show is coming up. Hopefully that will bring additional sales.

**APEC Report:** Jocelyn included copies of the 2019 exhibition calendar in the Board packet. There will not be a Summer Painting and Sculpture show next year. This will give more time and exposure for the Marine show. On a motion by Lee, seconded by Debbi the 2019 exhibition calendar was unanimously approved.

### **Development:**

Second Century Committee: Carrie reported that... WE DID IT!!!! The campaign exceeded the \$365,000 goal. And there are \$30,000 in pledges due over the next five years. There is also a gift request pending that could result in a substantial gift. The outcome of that last request is due at the end of the month.

Palate to Palette: Emily reported that sponsorship commitments are on track. She and the committee are still looking for new leads. Emily reiterated her request that all board members participate and attend the October 18<sup>th</sup> event. The P2P committee would like to raise more \$250 sponsorships by offering donors a specific project or projects that would be funded with their gifts. Tree pruning was mentioned.



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**Building and Grounds Report:** Paul prepared a written report that was included in the Board packet. It cited completed and in-process initiatives. Paul is cognizant of the association's needs and budget issues. He is working in concert with Carrie and Laurie.

**Education and Activities Committee Report:** Lisa reviewed a written report included in the Board packet. Classes, lectures, workshops and a field trip are being discussed and coordinated by the committee. The expansion of our workshop schedule has been very successful and the committee is looking at ways to build on this success.

**Governance Committee Report:** Lee prepared a written report that was included in the Board packet. The first item for the Board to address was the bylaws issue deferred from last year's June Membership meeting, namely an amendment to Article VI Executive Director, Section 5, Absence of Executive Director. On a motion by Steven, seconded by Dave, the Board unanimously agreed to accept the suggested amendment proposed by the Governance Committee and that the amendment be sent to the members prior to the Annual Meeting. The second item for consideration was amendment of the Articles of Incorporation to simplify them and bring them into concurrence with the Bylaws adopted at the June 2017 membership meeting. Kathy recommended a revision to Article 5 to defer to Bylaws for specifics on board numbers and terms. Lee approved of this revision on behalf of the Governance Committee. Lee moved that the Board accept the draft Articles of Incorporation, with changes discussed, and furnish them to the membership in advance of the Annual Meeting. Dave seconded the motion and the Board unanimously approved.

### **Other Business**

The date for the Annual Meeting was set for Wednesday, October 10, 2018 at 5 PM.

Kathy is in the process of forming an Audit Committee. An internal audit is planned in time for a presentation/report for this year's annual meeting. An external audit is being considered for next year. Lee suggested that some quotes be researched so we can budget for the audit. Steven moved to give the Executive Committee the authority to appoint the members of the Audit Committee, to consist of three people, and for the committee to report to the general membership at the October Annual Meeting. Donna seconded the motion and it was unanimously approved.

Kathy announced Gary's retirement at the end of the year. A succession plan is underway.

Steven moved to adjourn the meeting at 5:05 pm. Del seconded and all were in favor.

**Next meeting: August 15, 2018 4:00.**

## Lyme Art Association

### Profit & Loss Budget vs. Actual

January through June 2018

	Jan - Jun 18	Jan - Jun 17	Budget	\$ Over Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
4002 · Membership - Dues	17,725.87	17,879.00	17,000.00	725.87
4003 · Entry Fees	17,280.00	17,235.00	17,500.04	-220.04
4004 · Donations	16,420.38	33,230.10	14,002.00	2,418.38
4004.10 · Fundraising Events	6,555.03	7,248.30	3,400.00	3,155.03
4005 · Exhibition Rental	5,550.00	260.00	5,400.00	150.00
4005.5 · Facility Rental	2,675.00	3,400.00	3,000.00	-325.00
4006 · Misc Sales	2,880.75	40.00		
4007 · Education	21,945.00	25,702.50	27,504.00	-5,559.00
4009 · Commissions - Sales of Artwork	14,578.61	17,279.84	21,004.00	-6,425.39
4011 · In Kind Donations	15,440.00	19,009.00	22,500.00	-7,060.00
4100 · Grants	7,000.00	3,000.00	4,000.00	3,000.00
4200 · Interest & Dividends	10,529.76	11,732.06	12,500.00	-1,970.24
<b>Total Income</b>	<b>138,580.40</b>	<b>156,015.80</b>	<b>147,810.04</b>	<b>-9,229.64</b>
<b>Expense</b>				
5000 · Education -Class Expense	2,114.85	7,977.44	10,100.00	-7,985.15
5300 · Utilities	7,335.50	5,064.55	7,258.00	77.50
5401 · Maintenance-Cleaning	3,831.94	2,406.04	2,752.00	1,079.94
5402 · Maintenance	3,482.25	2,252.03	3,000.00	482.25
5404 · Grounds	2,513.49	6,863.16	5,000.00	-2,486.51
5451 · Office	2,263.19	1,925.75	3,154.00	-890.81
5453 · Miscellaneous	190.00	0.00	200.00	-10.00
5461 · Fund Raising		1,109.22		
5650 · Insurance	3,832.50	3,902.00	5,002.00	-1,169.50
5701 · Exhibits	9,061.54	7,914.56	8,300.02	761.52
5725 · Postage & Shipping	820.87	343.00	750.00	70.87
5751 · Printing	1,017.94	0.00	502.00	515.94
5801 · Publicity/Advertising	2,799.17	3,236.19	4,004.00	-1,204.83
5802 · In Kind Expenses	15,440.00	19,009.00	22,500.00	-7,060.00
5850 · Capital Expenses	3,110.55	1,562.27	8,002.00	-4,891.45
5901 · Bank & Credit Card Fees	3,052.32	2,679.61	3,502.00	-449.68
5902 · Interest		30.15		
6500 · Payroll	72,408.69	64,378.84	74,782.00	-2,373.31
6561 · Gallery use expense	341.09	437.47	202.00	139.09
6750 · Taxes - Other		75.00		
8300 · Promotion and Travel	516.50	487.07	1,252.00	-735.50
8401 · Training	0.00		378.00	-378.00
<b>Total Expense</b>	<b>134,132.39</b>	<b>131,653.35</b>	<b>160,640.02</b>	<b>-26,507.63</b>
<b>Net Ordinary Income</b>	<b>4,448.01</b>	<b>24,362.45</b>	<b>-12,829.98</b>	<b>17,277.99</b>
<b>Other Income/Expense</b>				
<b>Other Income</b>				
4004.6 · Grants - Capital Campaign	11,000.00	0.00	5,000.00	6,000.00
4010.3 · Capital Campaign Donations	60,574.33	15,153.80	50,000.00	10,574.33
<b>Total Other Income</b>	<b>71,574.33</b>	<b>15,153.80</b>	<b>55,000.00</b>	<b>16,574.33</b>
<b>Other Expense</b>				
6702 · Capital Campaign Exp	240,634.82	3,986.52	270,500.00	-29,865.18
<b>Total Other Expense</b>	<b>240,634.82</b>	<b>3,986.52</b>	<b>270,500.00</b>	<b>-29,865.18</b>
<b>Net Other Income</b>	<b>-169,060.49</b>	<b>11,167.28</b>	<b>-215,500.00</b>	<b>46,439.51</b>
<b>Net Income</b>	<b>-164,612.48</b>	<b>35,529.73</b>	<b>-228,329.98</b>	<b>63,717.50</b>

**Gross Sales  
Month**

Year	January	February	March	April	May	June	July	August	September	October	November	December	Gross Sales
2012	\$1,900	\$3,055	\$6,320	\$6,290	\$7,308	\$13,775	\$14,241	\$12,750	\$5,750	\$13,398	\$17,114	\$10,321	\$112,220
2013	\$3,975	\$250	\$4,076	\$15,585	\$9,635	\$5,050	\$8,578	\$9,215	\$13,635	\$4,640	\$17,538	\$11,311	\$103,487
2014	\$8,545	\$2,985	\$5,425	\$14,298	\$5,785	\$14,515	\$15,565	\$7,235	\$5,945	\$18,933	\$18,125	\$10,925	\$128,281
2015	\$7,115	\$3,225	\$3,285	\$3,075	\$3,610	\$18,999	\$27,379	\$12,098	\$2,770	\$12,155	\$5,525	\$23,698	\$122,933
2016	\$2,520	\$2,787	\$10,255	\$22,425	\$8,065	\$26,915	\$6,367	\$5,525	\$13,580	\$6,700	\$20,570	\$9,580	\$135,288
2017	\$10,290	\$2,545	\$10,037	\$6,520	\$9,195	\$17,127	\$13,150	\$8,054	\$21,955	\$11,775	\$18,685	\$10,040	\$139,372
2018	\$12,840	\$1,250	\$6,900	\$2,893	\$15,920	\$7,344	\$9,800						

**Total Pieces Sold  
Month**

Year	January	February	March	April	May	June	July	August	September	October	November	December	Total Pieces
2012	5	8	12	11	13	16	33	17	12	14	22	21	184
2013	9	1	9	32	16	7	21	24	16	6	26	22	189
2014	17	7	20	14	11	16	36	16	7	27	19	20	210
2015	17	4	8	5	7	30	62	23	6	18	7	47	234
2016	7	8	17	17	6	29	17	12	13	7	28	16	177
2017	17	6	18	10	9	30	36	17	21	13	40	19	236
2018	15	2	18	5	24	12	16						

**Year-to-date Comparison**

Year	January	Jan. - Feb.	Jan. - March	Jan. - April	Jan. - May	Jan. - June	Jan. - July	Jan. - August	Jan. - Sept.	Jan. - Oct.	Jan. - Nov.	Jan. - Dec.	Yearly Sales
2012	\$1,900	\$4,955	\$11,275	\$17,565	\$24,873	\$38,648	\$52,888	\$65,638	\$71,388	\$84,786	\$101,900	\$112,220	\$112,220
2013	\$3,975	\$4,225	\$8,301	\$23,886	\$33,521	\$38,571	\$47,149	\$56,364	\$69,999	\$74,639	\$92,176	\$103,487	\$103,487
2014	\$8,545	\$11,530	\$16,955	\$31,253	\$37,038	\$51,553	\$67,118	\$74,353	\$80,298	\$99,231	\$117,356	\$128,281	\$128,281
2015	\$7,115	\$10,340	\$13,625	\$16,700	\$20,310	\$39,309	\$66,687	\$78,785	\$81,555	\$93,710	\$99,235	\$122,933	\$122,933
2016	\$2,520	\$5,307	\$15,562	\$37,987	\$46,052	\$72,967	\$79,333	\$84,858	\$98,438	\$105,138	\$125,708	\$135,288	\$135,288
2017	\$10,290	\$12,835	\$22,872	\$29,392	\$38,587	\$55,714	\$68,864	\$76,917	\$98,872	\$110,647	\$129,332	\$139,372	\$139,372
2018	\$12,840	\$14,090	\$20,990	\$23,883	\$39,803	\$47,147	\$56,947						

Major Exhibitions - Gross Sales By Exhibition														
Year	Contemp				LOL Jr.				Summer					
	Associate Artist	Wonders of Winter	Contemp orary Look	Four Acts	EA Show	Women	Marine Art	Anything Goes	Paint & Sculpt	Pastel Society	NE Landscape	Deck the Walls	EA Room	Art Market
2010	\$5,370		\$500		\$12,145		\$10,965	\$2,015	\$2,840	\$2,450	\$36,390	\$9,685	\$8,932	
2011	\$5,895		\$0		\$3,550			\$2,505	\$2,995		\$7,880	\$17,902	\$7,843	
2012	\$3,230		\$825		\$12,595		\$8,250	\$950	\$8,942	\$1,145	\$20,302	\$15,788	\$7,009	
2013	\$3,775		\$0		\$5,195	\$12,910		\$2,100	\$7,155		\$10,108	\$17,133	\$10,629	
2014	\$3,810	\$5,850	\$135		\$9,575	\$5,485	\$21,685	\$3,810	\$6,295	\$1,300	\$7,370	\$12,250	\$9,588	\$5,700
2015	\$4,925	\$850	\$350	\$2,535	\$3,810		\$21,719	\$4,192	\$6,838	\$1,550	\$14,165	\$15,932	\$6,175	\$8,021
2016	\$7,285	\$650		\$7,620	\$25,960		\$22,612	\$3,170		\$3,700	\$23,370	\$21,750	\$10,507	\$7,285
2017	\$12,650		\$2,045	\$8,619	\$10,370		\$17,432	\$2,615			\$27,545	\$23,350	\$15,013	\$3,463
2018	\$12,540			\$4,700	\$15,968		\$11,755						\$6,339	\$1,450

Major Exhibitions - Total Pieces Sold By Exhibition														
Year	Contemp				LOL Jr.				Summer					
	Associate Artist	Wonders of Winter	Contemp orary Look	Four Acts	EA Show	Women	Marine Art	Anything Goes	Paint & Sculpt	Pastel Society	NE Landscape	Deck the Walls	EA Room	Art Market
2011	12		0		5			9	8		8	34	22	
2012	10		1		11		10	8	15	2	21	28	18	
2013	10		0		8	27		10	11		10	29	27	
2014	9	10	1		4	10	28	15	10	2	15	30	19	14
2015	7	5	1	8	7		23	16	9	2	14	33	14	25
2016	12	1		19	11		22	14	9	5	17	33	27	12
2017	19		3	14	7		33	12			27	46	37	11
2018	13			12	22		16						16	5

# LAA - 2019 Show Calendar

## **Show 1. Jan. 18 – March 8**

*Associate Artist and New Elected Artists*

Receiving: Jan. 12 & Jan. 13

Jury: Jan. 14

Acceptance Notification: Jan. 15

AM Notification: Jan. 22 Unselected work removal: Jan. 23

On view: Jan. 18

Opening Reception: Sunday, Jan. 27, 2pm -4pm

Last Day: March 8

Removal: March 9 & 10

## **Show 2. March 15 – May 3**

*Four Acts:*

*Hip to be Square, Out of Town, Animal Kingdom, and Contemporary Look*

Receiving: March 9 & 10

Jury: March 11

Acceptance Notification: March 12

AM Notification: March 19 Unselected work removal: March 20

On view: March 15

Opening Reception: Sunday, March 24, 2pm -4pm

Last Day: May 3

Removal: May 4 & May 5

## **Show 3. May 10 – July 5**

*Elected Artists*

Receiving: May 4 & May 5

Jury: May 6

Acceptance Notification: May 7

AM Notification: May 14 Unselected work removal: May 15

On view: May 10

Opening Reception: May 17, 5pm – 7pm

Last Day: July 5

Removal: July 6 & 7

**Show 4. July 12 – Sept 6**     *Marine*

**Receiving:** July 6 & 7

**Jury:** July 8

**Acceptance Notification:** July 9

**AM Notification:** July 16 **Unselected work removal:** July 17

**On view:** July 12

**Opening Reception:** July 19, 5pm – 7pm

**Last Day:** Sept. 6

**Removal:** Sept. 7 & 8

**Show 5. Sept 13 – Nov 1**     *New England Landscape and A Closer Look*

**Receiving:** Sept. 7 & 8

**Jury:** Sept. 9

**Acceptance Notification:** Sept. 10

**AM Notification:** Sept. 17 **Unselected work removal:** Sept. 18

**On view:** Sept. 13

**Opening Reception:** Sept. 20

**Last Day:** Nov. 1

**Removal:** Nov. 2 & 3

**Show 6. Nov 8 – Jan 3**     *Deck the Walls*

**Receiving:** Nov. 2 & 3

**Jury:** Nov. 4

**Acceptance Notification:** Nov. 5

**AM Notification:** Nov. 12 **Unselected work removal:** Nov. 13

**On view:** Nov.8

**Opening Reception:** Nov.15

**Last Day:** Jan. 3, 2020

**Removal:** Jan 4 & 5, 2020



July 12, 2018

## Building and Grounds Report

Several initiatives have been completed and many are moving forward to near term completion.

The new Art Studio A/C unit and the main gallery level units, after recent servicing, were put to the test during the recent heat wave. The combination of the a/c units and the new dehumidifier seem to have the entire building at a consistent and comfortable level.

Several plumbing issues have been resolved since the last meeting. The main level men's room toilets were replaced with power flush units. The power flush unit in the lower level ladies room was replaced. The leaking sink valves in the Art Studio were replaced with handles and now much easier to use. The result is these are now working properly with no more leakage. Additionally, we think this will help to solve the periodic discoloring of fixtures that has been an issue for so long.

Various electrical issues, mostly relating to lighting on both levels, are being addressed and should be serviced over the near term. This will improve lighting in the main level galleries, the open stairwell and the lower level.

The fire and burglar alarm systems were awaiting completion of the exterior renovation for general servicing and that work has been scheduled and expected to be completed over the near term. We are still thinking about the most reliable and cost-effective way to communicate with the monitoring service, especially in the event of a power outage.

There are several exterior items that need to be resolved and we are coordinating with Carrie. Some of the items include sanding and painting the main entrance trim and doors, replacing and resizing the main entrance exterior door mat, repairing stucco around the front entrance, replacing and relocating mail box and post, replacing the handicap parking sign to its proper location and applying stucco or stone veneer to the cement blocks on the north side of the building. All of these will further the effort to add curb appeal to our beautiful building and generally complete the initial phase of the project.

The good news is there just may be enough in the budget to accomplish these items. We will have more to report at the next meeting.

## **Education and Activities Committee Report**

### **Classes:**

Fall Studio Schedule is nearly completely filled up, in plenty of time to promote classes well. New class for beginning oil painters will be taught by Jacqueline Jones.

### **Workshops:**

Three day still life workshop taught by Rachelle Nyssen in September.

Four day Portrait workshop taught by Steven Assael in November.

### **Lectures/Critiques:**

Critique night with Hollis Dunlap August 22 at 7 pm.

Lecture by Del-Bourree Bach on September 13

Contacting Bob Potter about additional fall lecture.

### **Field Trip**

Central Park Sculpture Tour with Wendy Swain. We are looking at last week in October or first week in November. Transportation by train.

**GOVERNANCE COMMITTEE REPORT**  
**LAA Board of Directors Meeting**  
**July 18, 2018**

The Governance Committee met on Monday, July 16, with all members present. Several items were discussed.

**1. Bylaws Issue Deferred from Membership Meeting**

At the June 2017 membership meeting when amended Bylaws were approved, Article VII, Section 5 was deferred until the general meeting this Fall. Section 5 sets forth LAA actions and procedures when the position of Executive Director is vacant. The governance Committee has reviewed and discussed the two alternative proposals considered at that time and recommends, that with two minor amendments, the Board's proposal be recommended to the membership. This amendment should be sent to the membership in advance of the meeting.

**Suggested amendment to Section 5 Absence of Executive Director**

In the absence of an ED, or if the ED position is vacant, the Board of Directors shall authorize, delegate, and direct necessary steps to assure that the duties of the ED are performed. While the ED position is vacant, the President, with the advice and approval of the Board of Directors, may assign an LAA member, employee, or employees, to perform the various duties of ED as set forth in Sections 1 through 4 above. The President (or at the request of the President, the Executive Committee) shall meet with such employee(s) as needed, to assure that the business of the Association is performed in a timely and effective manner that is consistent with the policies, established practices, and approved business plans of the Association.

Such employee, or employees, shall be ex-officio, non-voting members of assigned standing committees that are associated with their assigned duties and shall attend all meetings of the Board of Directors to assure coordination of Board direction, fiscal responsibilities, and operations. They shall be excused from meetings of the Executive Committee and Board of Directors when such employee(s) tenure, performance, and salary are under discussion.

**For Reference: Section 5 As recommended by Bylaws Committee**

In the absence of an employee designated as Executive Director, the President with the advice and under the direction of the Board of Directors shall assume all duties normally assigned to the Executive Director. All employees shall report periodically (a minimum of every two weeks or as needed) to the Board through the President setting forth actions taken or proposed.

## **2. Amendment of the Articles of Incorporation**

As was discussed with the Board in June, the Articles and the Bylaws need to be brought into sync and, to the extent possible, simplified. In particular, the issues of membership and the Board of Directors should be restated to conform to the current desires of the Association. The Governance Committee recommends that the Board approve these Amended Articles and furnish them to the membership in advance of the Fall meeting so that their concurrence can be obtained.

### **AMENDMENT TO CERTIFICATE OF INCORPORATION Of THE LYME ART ASSOCIATION, INCORPORATED**

The Certificate of Incorporation of the Lyme Art Association, Inc., also referred to as its Articles of Incorporation, first dated July 13, 1914, and amended from time to time, with the most recent amendment dated October 29, 2009, is hereby further amended as follows: Articles I through VI, being the entirety of the Articles as amended October 29, 2009, are deleted and the following is substituted in lieu thereof:

#### **ARTICLE 1**

1. The name of the Corporation shall be the Lyme Art Association, Incorporated.
2. The Corporation is located in the Town of Old Lyme, County of New London, and State of Connecticut.
3. The Corporation is non-profit and shall not have or issue shares of stock or pay dividends.

#### **ARTICLE 2**

1. The Corporation shall have four classes of Members: Elected Artist Members, Associate Artist Members, Individual/Family Members, and Life Members.
2. The manner of election or appointment of Members in each class, together with their qualifications and rights, including voting, shall be established in the Corporation's Bylaws.

#### **ARTICLE 3**

1. The Registered Agent of the Corporation is Laurie Pavlos.

2. Business Address, 90 Lyme Street, Old Lyme, CT 06371; Residence Address, 15 Fenwick Street, Old Saybrook, CT 06475.
3. Signature of Acceptance. \_\_\_\_\_

#### **ARTICLE 4**

The purposes for which the Corporation is formed are:

1. To advance the cause of representational Fine Arts by owning, maintaining, and preserving an historic Art Gallery in the Town of Old Lyme, Connecticut, by holding Art Exhibitions and conducting educational programs for the benefit of artists, the local community, and the general public.
2. To engage in any lawful act for which corporations may be formed and operated under Chapter 602 of the Connecticut General Statutes.
3. To invest and reinvest its funds in such securities and property as its membership shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended; and further to receive and maintain funds or property to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they exist or may hereafter be amended.

Limitations on the Corporation include:

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services to or for the Corporation affecting one or more of its purposes), and no member, Director, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of corporate assets upon dissolution of the Corporation. Upon dissolution of the Corporation, its assets, after all debts have been satisfied, shall be distributed to McCurdy-Salisbury Educational Foundation, Incorporated, for its general purposes. Should the McCurdy Foundation no longer exist or possess Section 501(c)(3) status under the Internal Revenue Code, then all such remaining assets shall be distributed exclusively to charitable, scientific, literary, or educational organization which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in the political campaign of any candidate for public office.
3. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations.

#### **ARTICLE 5**

1. A Board of Directors shall manage the affairs of the Corporation. The Board shall be comprised of at least fourteen and not more than twenty-one members, as may be set forth in the Bylaws. Directors shall serve terms of two years.
2. The Bylaws shall set forth the qualifications and procedures for election or appointment of Directors and Officers.

#### **ARTICLE 6**

1. The Corporation currently has no email address.

We, the undersigned Officers of the Lyme Art Association, Incorporated, hereby certify under penalty of false statement the following:

The foregoing Amendment was voted unanimous approval by the Board of Directors pursuant to and in accord with Connecticut General Statutes Section 33-1142; it was approved by a vote of the membership at a meeting on \_\_\_\_\_, 2018, in Old Lyme, Connecticut. The meeting was duly called and noticed to all members. The affirmative vote was in excess of two-thirds of the members casting votes, and was sufficient for approval.

Dated in Old Lyme, this \_\_\_ day of \_\_\_\_\_ 2018.

\_\_\_\_\_  
Katherine Simmons,  
President

\_\_\_\_\_  
Steve Ross,  
Secretary

### **3. Succession Plan**

The Governance Committee continued its initial discussions into a succession plan for LAA Officers, Directors, Committee Chairs, and staff. We hope to present alternatives to the Board prior to December 31.

A handwritten signature in black ink, appearing to read "Mark Ruck". The signature is written in a cursive style with a long, sweeping underline.