



LYME ART ASSOCIATION

(860) 434-7802 90 Lyme Street, Old Lyme CT 06371 LymeArtAssociation.org

September 19, 2024

Greetings,

The Annual Membership Meeting of the Lyme Art Association is scheduled for Wednesday, October 9th at 5:30 pm. I hope that you can attend. Refreshments will be served at 5:00 pm. We will be reviewing the past year's activities here at the Lyme Art Association and will also be voting on the Board of Directors slate.

The following items are attached:

- 2024 Annual Membership Meeting Agenda.
- Board of Directors Slate
- Proxy Authorization form. If you are unable to attend the Annual Meeting, Lyme Art Association Bylaws allows you to authorize another eligible voting member (Elected Artist, current Board member, or Life Member) to cast your votes. **Please be sure to gain the agreement of your proxy holder** to cast your votes. This is very important – an eligible voting member may hold no more than two proxy votes, and proxy holders must be aware of whose proxies they hold. Return your completed Proxy Authorization form to Lyme Art Association, preferably by Monday, October 7, but by no later than 5:00 pm on October 9.

Only voting members whose dues are current are eligible to vote at the Annual Meeting and to vote on the new candidates for Elected Artist status. If you have any questions about your dues, please contact the office. You may renew at the gallery, call us at (860) 434-7802, or renew online at <https://lymeartassociation.org/membership/>.

The Annual Meeting will also be Elected Artists' final chance to vote on the new candidates for Elected Artist status. Voting will close immediately following the Annual Meeting.

I look forward to seeing you on October 9th.

Sincerely,

Beverly Schirmeier
President



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AGENDA
ANNUAL MEMBERSHIP MEETING
Wednesday, October 9, 2023, 5:30 pm

Light refreshments will be served at 5:00 pm, prior to the meeting.

The mission of the Lyme Art Association is to promote and cultivate an appreciation for representational fine arts by holding art exhibitions, conducting educational programs for the benefit of its members and the greater community and by owning, maintaining, and preserving an historic building and galleries in Old Lyme, Connecticut.

1. **Call to Order, President's Remarks** - Beverly Schirmeier, President
2. **2023 Annual Meeting Minutes Review & Approval** - Beverly Schirmeier, President
3. **Executive Director's Remarks** - Elsbeth Dowd, Executive Director
4. **Treasurer's Report** - Paul Sellier, Treasurer
5. **Investment Committee Report** - Steven Ross, Committee Chair
6. **Audit Committee Report** - John Beatty, Committee Chair
7. **Election of Directors** - Katherine Simmons, Nominating Committee Chair
8. **Strategic Planning Report** - Maura Cochran, Committee Chair
9. **Artistic Policy & Exhibition Committee Report** - Beverly Schirmeier, Committee Chair
10. **Gallery Sales Report** - Paul Michael, Gallery Manager
11. **Education and Activities Report** - Lorraine Yurkewicz, Committee Member
12. **Buildings and Grounds Report** - Elsbeth Dowd, Executive Director
13. **Development Report** - David Zuckerbraun, Committee Member
14. **Newsletter Report** - Katherine Simmons, Editor
15. **Other Business**
16. **Final Remarks, Thank You** - Elsbeth Dowd, Executive Director
17. **Adjournment of Meeting** - Beverly Schirmeier, President



Lyme Art Association, 90 Lyme Street, Old Lyme CT 06371

2024 BOARD OF DIRECTORS SLATE

Nominated for Election for a two-year term 2024-2026

Name	Brief bio and current Committees/Offices served
Del-Bourree Bach	Del is an Elected Artist and serves on APEC and the Palate to Palette Committee. He is a professional artist who lives in Mystic, CT. (Second Term)
John Beatty	John is a Life Member of the LAA who served for many years as Treasurer. He is currently chair of the Audit Committee and serves as Assistant Treasurer. He lives in Old Lyme, CT (Second Term)
Michael Centrella	Michael is an Elected Artist who serves as Vice President and is on the Governance Committee and Investment Committee. Prior to his art career, he was a Yale University professor who served on review boards, managed grant proposals, and wrote over 150 articles. Michael lives in Cheshire, CT. (Third Term)
Maura Cochran	Maura is an Associate Artist who lives in Essex, CT. She leads the LAA Members Plein Air Painting group and is chair of the Strategic Planning Committee. (Third Term)
Randie Kahrl	Randie is an Elected Artist who lives in Old Lyme. She serves on the Education & Activities Committee. (Second term)
Lois Lawrence	Lois is an Associate Artist who serves on the Governance and Palate to Palette Committees. After many years practicing family law, she is now largely retired aside from consulting in her partner's cases. Lois lives in Stonington, CT. (First Term)
Paul Loescher	Paul is an Elected Artist who lives in Clinton. He is a retired architect who was Director of Facilities Planning for 25 years for Southern Connecticut State University. Paul is the chair of the Building Capital Projects Committee. (Second term)
Jeanne O'Brien	Jeanne is an Associate Artist who serves on the Development Committee and special events committees. She is a retired healthcare professional and has pursued oil painting for many years. Jeanne lives in Deep River, CT. (First Term)
Lorraine Yurkewicz	Lorraine is an Associate Artist and Assistant Secretary. She retired from Pfizer as Director in Clinical Research and lives in Old Lyme. She serves on the Education and Activities Committee and special events committees at LAA. (Second term)
David Zuckerbraun	David is a community member who is Vice President and Trust Officer at Essex Savings Bank. He has also worked out the Washington Trust Company and before that was engaged in private legal practice. David has served on the boards of many nonprofits, currently serves on the Development and Investment Committees, co-chairs the Sea & Sky Soiree Committee and lives in Niantic. (Second term)

Directors currently serving on the Board of Directors.

Name	Brief bio and current Committees/Offices served
Margaret Jane DeRisio	Margaret Jane (MJ) retired from the financial services industry to Old Lyme, worked in development at the Lyme Academy of Fine Art and is now as a realtor. She has served on the board of directors at the Klein Theater in Bridgeport. MJ serves on the Development committee. (Second Term)
Debbi Goodman	Debbi is an Associate Artist who lives in East Haddam. She serves on APEC, chairs the Education and Activities Committee, and is co-chair of the Palate to Palette Committee. Debbi took on the task of making our entrance look beautiful in all seasons and does a wonderful job. (Second Term)
Erin Schaaf	Erin is an Old Lyme resident who is active within the community via the schools, sports, Lyme Youth Services Bureau, and the Roger Tory Peterson Estuary Center. Her education and interest is in art history and she has curatorial, restoration and design experience. She serves on the Palate to Palette committee. (Second Term)
Katherine Simmons	Katherine is an Elected Artist and retired Human Resources executive who lives in Glastonbury. She serves as Secretary and chairs the Archive, Newsletter, and Governance/Nominating Committees and donates her graphic design services. Katherine served as President of the board from 2009 through October 2019. (Second Term)
Beverly Schirmeier	Beverly is an Elected Artist and President of the Association. She chairs the Artistic Policies and Exhibition Committee (APEC) and serves on the Strategic Planning and Governance Committees. She is a retired SNET manager in Human Resources, marketing and communications and a retired art teacher and Guidance Counselor. (Third Term)



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Annual Membership Meeting

October 11, 2023

Members Present: Jennifer Holmes, Roger Clements, Donna Gilberto, Sarah Stifler Lucas, Barbara Maiser, Donna Martell, Bernie McTigue, Kim Muller-Thym, Jack Montmeat, Richard Nazzaro, Judy Perry, Dr. Anne Bingham Pierson, Liane Philpotts, Nick Salerno, Matthew Schwager, Len Swec, and Steven Ross.

Board Members Present: Del Bourree Bach, Harley Bartlett, John Beatty, Michael Centrella, Maura Cochran, Margaret DeRisio, Debbi Goodman, Randie Kahrl, Paul Loescher, Beverly Schirmeier, Paul Sellier, Katherine Simmons, Carrie Walters, Lorraine Yurkewicz, and David Zuckerbraun.

Staff Present: Elsbeth Dowd, Paul Michael, Jolie Collins, Ann Chan and Sara Drought Nebel

Call to Order: Beverly Schirmeier, president called the meeting to order at 5:29 pm.

2022 Annual Meeting Minutes Review and Approval: Beverly Schirmeier asked for a motion to approve the 2022 Annual Meeting Minutes. Maura Cochran made a motion to accept the minutes as presented. Del Bourree-Bach seconded; motion passed unanimously.

Executive Director's Report: Executive Director, Elsbeth Dowd started by thanking her staff, the Board of Directors and all of our wonderful volunteers. This year has revolved primarily around the new skylights. This coming year there are plans to focus on operations and the strategic plan. The need for volunteers continues and there are volunteer signup sheets available. We have been trying to grow our sponsorship base. We depend on our sponsors to help us with the artistic awards. Education has thrived with workshops, classes, demonstrations, and critiques. This year we established our planned giving program, thank you David Zuckerbraun for spearheading that project. Elsbeth thanked everyone for letting her be part of this very special art community.

Treasurer's Report: Paul Sellier, treasurer, stated it has been a busy year both operationally and with the roof and Skylight project. Paul gave special recognition to David Kelsey for his generous contribution of \$200,000 for the Skylight project. We could not have done the projects without his help. Paul also thanked our members and artist members for their continued support throughout the year. For YDT ending September 30, we have revenues of \$470,000. Paul referred to his enclosed pie chart for sources of the revenues. Regarding expenses, payroll continues to dominate and accounts for 50% of our operating expenses. Other expenses are building maintenance, education, and exhibits. Paul stated that we rely heavily on our membership and community to keep us going. Paul thanked the staff, Board of Directors, and all of our volunteers.

Skylight Report: Paul Loescher, Committee Chair reported the Skylight project is done. Cheers! The project consisted of insulation in and around the skylights, upgrades to the electrical, a new roof and the skylights. It was discovered our gutters were not installed properly and that was corrected. Maura Cochran commented that LAA does not have an MVP award but if it did, it should go to Paul Loescher, our committee chair on this project and our treasurer, Paul Sellier for a project well done. Beverly thanked the building committee and the volunteers who helped wash the skylights and all who donated to the project.

Building & Grounds Report: Elsbeth Dowd said that this year we addressed some issues with our septic system and that will continue into the next year as we have an aging septic pump chamber that needs replacing. We had to replace an A/C unit which was unexpected and costly. We also repaired the bridge between here and the Florence Griswold Museum and we were able to split the cost with the Florence Griswold Museum. Scully Land Design now handles our groundskeeping and Paul Michael, Gallery Manager, handles day-to-day issues that come up. Thank you to all on our building and grounds committee for keeping LAA functioning.

Investment Committee Report: Steven Ross, committee chair, went over the three accounts listed in his written report. As of September 30, 2023, the value of the three accounts was \$884,090. That is a total increase in value of 9.2% from the \$809,626 balance on the same date in 2022. The income was approximately \$24,000 that is distributed monthly to LAA for operating costs. In October we plan to take \$100,069 from the unrestricted account to pay the final skylight bill to the contractors. Our investments are invested conservatively. The committee meets quarterly with the ARCH group at UBS to make sure the investments meet the objectives outlined in our Investment Policy Statement. Beverly thanked the committee for their work and dedication to LAA.

Election of Directors: Governance Committee Chair, Kathy Simmons reviewed the six members of the Board of Directors standing for reelection. Margaret Jane DeRisio (MJ), Debbi Goodman, Erin Schaaf, Katherine Simmons, Harley Bartlett and Beverly Schirmeier, were all introduced and had their accomplishments recognized. Michael Centrella made a motion to approve the slate as presented, Sara Lucas seconded the motion. All voted in favor. Motion passed unanimously.

Life Membership Nomination: Kathy Simmons asked Carrie Walters if she could step out of the meeting while she presented her credentials for Life Membership. Carrie left the room. Kathy reviewed Carrie's significant contribution to Lyme Art Association, included in the Annual Meeting packet, listing all Carrie has done for Lyme Art Association over the years and she is so deserving of this nomination. Carrie Walters has been an incredible volunteer for over 13 years. Carrie is now moving to Maine, and we will miss her very much. Kathy said she could not think of anyone who would be more qualified to be elected as a Life Member and noted that the Board unanimously recommends Carrie for Life Membership. Sara Lucas made the motion to elect Carrie Walters to Life Member status, Paul Loescher seconded the motion, all voted in favor. Motion carried unanimously and Carrie was welcomed back into the meeting and congratulated to a standing ovation.

Audit Committee Report: John Beatty, Committee Chair presented the brief audit report, included in the meeting packet. This year the committee decided to look at our donation software, Gift Works, to see if it correlates with our QuickBooks accounting software. The committee chose a month, tested it and everything lined up.

Artistic Policy & Exhibition Committee Report: Beverly Schirmeier, Committee Chair and Board President, thanked all committee members who volunteer on the APEC committee. This year we improved all our exhibitions, tightened up the prospectus definitions, expanded our awards, designated, and promoted the Mile Brook Gallery. APEC has continued to improve the Elected Artist selection process and criteria. This year we also combined Associate Artist and Elected Artist social events and discussed displaying large sculptures on our lawn. We made sure we had a presence in the area while we were closed for the skylight renovation. Beverly invited members to nominate jurors for our exhibitions. Beverly again thanked all committee members involved in the committee for their work and time.

Gallery Sales Report: Paul Michael, Gallery Manager, reminded all that today is the last day to vote for Elected Artists. Paul stated that so far this year we have sold 231 pieces with a total of almost \$134,000. Paul went over his listing of the exhibits so far and the remaining exhibits for the year included in the meeting packet. It has been a busy and successful year.

Development Committee Report: David Zuckerbraun, Committee Member, reported that the year was focused on raising funds for the skylight project. The committee has established the beginnings of the Planned Giving Program. The committee will be looking to plan many more fund-raising events and hopes to bring back the Golf fundraising event next spring. If members have any ideas for expanding our donor base or would like to volunteer on the committee, please get in touch with Elsbeth Dowd.

Newsletter Report: Kathy Simmons, Newsletter editor reported she is always looking for articles so get in contact with her if you would like to contribute in any way Kathy is happy to help if you need her help getting started on writing an article. The upcoming issue due in January will be crowing about our new skylights, recognizing our new Elected Artists, revisiting Palate to Palette, recognizing our donors, sponsors, volunteers, and artists and more.

Marketing & PR Report: Jolie Collins, Communications Manager, read all the publications LAA advertised this past year, including: Arts in England, Ink magazine and The E List, LOL publication. Jolie thanked Sue Cornell for all our press releases. We put a half page ad in the Inn Group's hotel directory, placed in the local hotels and a half page in the East Connecticut Symphony Orchestra's current season program book. We have a heavy presence on our social media accounts. Jolie thanked Jack Montmeat, for his video walkthroughs of each exhibition, that Jolie shares on our channel on YouTube. This year we put up videos of some of our artists talking about what they love about the Lyme Art Association. Jolie reminded members that if they have a private show, somewhere else, let her know and she can list that on our website under "Other Organizations" and on our You Tube channel. Thank you to Kathy Simmons for her continued help with the exhibition postcards and banners and the artists who submit artwork to use on the banners and postcards. Another new task Jolie has incorporated is making flyers and brochures to promote all upcoming events, classes, and workshops, to leave visible to all visiting the gallery.

Education and Activities Report: Lorraine Yurkewicz, committee member, went over the programs Lyme Art Association has held over the past year. Besides the classes and workshops, we have had demos, critiques, and our weekend matinee series. Special events have included Members Day, Family Day and Wet Paint Day all run to keep us connected to our community and members. Lorraine thanked Sara Drought Nebel and the staff for all their help.

Strategic Planning Report: Maura Cochran, committee chair stated that the committee met last year with the senior leadership to discuss what to concentrate on this coming year. Elsbeth and Maura plan on benchmarking Lyme Art Association against other similar art organizations to see if we can implement any other best practices.

ByLaws and Amendment Vote: Kathy Simmons, committee chair, started with the background of where the amendment originated. They have looked at this for a year and a half. The Board of Directors reviews the nominations for Life Members and brings the nominations to the voting members for voting. The governance committee looked at committee chairs and Life members committee. Steven Ross pointed out that some of the Life Members are also Elected Artists and Kathy reminded all that most of our committee chairs are already Board Members, who already have the right to vote or are Elected Artists who also, already have the right to vote. We don't have a lot of committees and we still have committees who do not have any chairs. Jack Montmeat asked how the vote was going to work, at which point Kathy explained that the letter that was sent out to the Elected Artists before this vote was put on the agenda was to fulfill Article XIII of the Bylaws, which states any Bylaws amendment or process that would add voting members, needs to be sent out and acknowledged from the Voting members that the amendment or change may be put on the Annual Meeting Agenda. The letter that got sent out had $\frac{2}{3}$ (67 responses) acknowledgement, allowing the amendments to be put on the agenda. Of that $\frac{2}{3}$ the overwhelming majority had no comments. There were possibly two responses that stated they did not like the committee chairs having the vote. Each Amendment will have an up or down vote at this Annual Meeting. Kathy also noted that we have seven (7) proxy votes, and they may or may not make a difference when it comes to each vote, that depends how close the votes are. Elsbeth made sure that all in attendance understood

that Voting Members are current Elected Artists in good standing, with their dues up to date and current Board Members. Kathy started presenting the amendment additions/changes.

1. Section 7 is basic language clean up: Kathy Simmons made the motion on behalf of the Governance committee to accept the revised language of Sections 7 Article II of Membership. John Beatty seconded, all voted in favor, motion passed.
2. Description of how Life Members become Life Members. The language shall read: "Life members shall be persons nominated unanimously by the Board of Directors based on their significant contributions to the Association. These nominations shall be voted on by voting members at the Annual Membership meeting. Yearly dues are not required by Life Members. Kathy made the motion as chair of the Governance committee to accept this revised language for Section 5: Life Members, Del Bourree Bach seconded, all voted in favor, motion passed unanimously.
3. Some responded to the letter concerning the last vote diluting the Voting Member vote. So, the Governance committee inserted this last sentence in Section 1 "Elected Artist members shall constitute a majority of voting members of the Association" Kathy Simmons made the motion as chair of the Governance committee to accept this language to Section 1, Sara Lucas seconded. Jennifer Holmes questioned that the majority could be one more. Del Bourree Bach and Kathy Simmons among others agreed that one more, is indeed what constitutes a majority. The nays were four votes against. The motion passed by an overwhelming majority vote.
4. This concerns giving Life Members voting rights. This is in Section 1: Article II of Membership. Kathy Simmons made a motion on behalf of the governance committee to extend voting rights to Life Members, Rich Nazzaro, seconded, all voted in favor, motion passed.
5. Kathy explained that this is the vote for committee chairs during their tenure in office to become voting members of the Association. Sara Lucas seconded the motion, there was discussion as to whether the committee chairs are always artist members, which Kathy Simmons addressed, saying that the committee chairs are integral, hardworking volunteers for the Association. There was also the concern that this vote would be moving the Association further away from Representational work on our gallery walls. That concern would fall under the APEC committee. Per the bylaws it is required to have a majority of Elected Artists on the APEC committee. Donna Martell brought up the point that the voting membership had just passed the motion securing that Elected Artists shall make up a majority of voting members of the Association. With that Beverly called for the vote and there were 3 nays, the motion passed with a sufficient majority of votes.

Final Remarks: Elsbeth Dowd ended the meeting with a reminder that Palate to Palette is in one week. Thank you to Debbi Goodman and Kim Sapia for co-chairing that huge fundraiser. Elsbeth said she would appreciate it if you donated artwork for the silent auction, could you please promote it on your own social media pages. Two days after that is Pumpkin Day here at the Association with artist demonstrations and lots of family entertainment. Pumpkin donations would gladly be accepted. Elsbeth thanked Beverly, the Executive Board, the entire Board of Directors and all who came here today to share and voice your opinions.

Adjournment of Meeting: Beverly thanked all who attended and invited them to stay for refreshments and comradery. Beverly also thanked everyone for their palate donations to Palate to Palette. Debbi Goodman made a motion to adjourn, and Nick Salerno seconded, motion to adjourn at 6:38 p.m. passed unanimously.



LYME ART
ASSOCIATION

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PROXY AUTHORIZATION

For

Annual Membership Meeting, October 9, 2024, 5:30 p.m. at Lyme Art Association

Lyme Art Association Bylaws allow a voting member of the Lyme Art Association (Elected Artist Members, Life Members, and current Lyme Art Association Board Members) to authorize another eligible voting member to cast his/her vote(s) according to this proxy authorization. Only voting members whose dues are current are eligible to vote at any Annual or Special Membership Meeting of Lyme Art Association.

Please be sure that your designated proxy holder agrees to hold your proxy and has signed this form before submitting it to the Lyme Art Association. A voting member may not hold more than two proxies at any membership meeting.

To be valid, this signed proxy authorization must be received by the Lyme Art Association no later than 5:00 p.m. on October 7, 2024.

I, _____, hereby authorize _____, a voting member of the Lyme Art Association, who has agreed to cast votes on my behalf at the Association membership meeting referenced above.

Check one:

___ This proxy authorization applies to any matter put to a vote at this meeting.

___ This proxy authorization applies only to the following matter(s) included on the agenda for the meeting.

1. Election of Directors

Signature of member granting the proxy

Print Name

Date

The Proxy Authorization must be signed by the proxy holder before the beginning of the Membership Meeting.

Signature of proxy holder

Print Name

Date