

Table 1

Lake County Art Gallery Society				
Proposed 2024 Budget		Actual Results	Proposed Budget	Notes
		2023	2024	
Revenue				
District of Lake Country		75,000	90,000	1
BC Gaming		35,000	52,000	1
BC Arts Council Arts-Based Community Development (GATHER)		20,000	0	
Central Okanagan Foundation		0	9,200	
Funded Youth Employment (SWP, CHRC, CSJ)		7,000	19,000	
ArtWalk Donation		10,000	10,000	
Corporate Sponsorship		3,000	6,000	1
Patron Donations (individuals)		14,269	15,000	1
Membership		6,575	7,000	
Community Engagement Sponsored Income		0	1,000	
Community Engagement Earned Income		26,816	27,000	
Gallery Rental		30	500	
Art House Rental		1,630	1,600	
Art House Art Studio Rental		14,607	15,000	
Exhibition Catalogue Sale		747	750	
Exhibition Income				
Donations, entrance cash box		1,549	1,500	
Fundraising, cards, books, other		1,066	1,100	
Fundraising Under 200		6,498	7,000	1
Fundraising – other		460	3,000	1
Fundraising – Dining Artfull		9,667	6,000	1
Interest		15		

other		138		
Total Revenue		234,065	272,650	
Expenses				
Payroll Expenses - Wage				
Executive Director, Curator, Community Engagement Coordinator, Gallery Administrative Assistant, Summer Student		117,631	140,394	
Payroll Contributions, MERCs EI, CCP, WC		9,199	11,118	
Total Staff salaries		126,829	151,512	
Honoraria		4,550	4,727	
Professional Contract Fees Gallery		632	657	
Professional Contract Fees, Community Engagement		9,616	9,991	
Professional Development		1,276	1,326	
Exhibition and Program Expense				
General Exhibition expenses, including Catalogues		7,613	12,345	
CARFAC Fees, artist exhibiting costs		12,633	9,520	
Facilities Expense				
Lease Art House and Gallery		49,497	53,201	
Gallery Maintenance		1,487	1,545	
Art House Maintenance		367	381	
Art House Utilities		2,434	2,528	
Office Operation				
Telephone and internet, Gallery and Art House		2,572	2,673	
Tech Licenses, fees and support		3,583	3,722	
Credit Card machine charges, bank charges		819	851	
Bank Charges		585	608	

Office Supplies		1,984	2,061	
Business fees, licenses, memberships, dues		268	500	
Promotions, Advertising		3,085	3,205	
Insurance		795	826	
Alarm System			500	
Printing		1,863	1,936	
Freight, courier		119	124	
Miscellaneous		891	926	
Community Engagement Expenses		3,624	3,765	
Fundraising expenses		1,902	1,977	
Thank You Gifts		296	308	
Total Expenses		239,320	271,715	
Surplus		-5,255	935	
Notes:				
1. the amounts identified stem from donations by outside parties. Although they represent the Board of Directors best estimate as to what will be received, they are subject to variation and reconsideration by the originator(s).				
This statement has been prepared by the Officers and Directors of the Lake Country Art Gallery Society for the purposes of the 2024 Annual General Meeting of the Society.				

Board of Directors - Nominees for 2024

Moozhan Ahmadzadegan

Moozhan is an emerging artist based on the unceded and traditional territory of the Syilx people, also known as the Okanagan. He received a BFA from the University of British Columbia Okanagan with a Major in Visual Arts and a Minor in Art History and Visual Culture in 2019. In addition to his art practice, he is experienced in art administration and community engaged projects. He is a co-founder of the Laundry Room Collective, an artist-run collective that works to provide accessible arts and culture programming, support emerging artists, and foster diversity and inclusion in an effort to meaningfully contribute to the community.

Kelsie Balehowsky

Kelsie is a Canadian contemporary Visual Artist and Arts Educator based on the Okanagan/unceded and ancestral territory of the Syilx people. She received her BFA from the University of British Columbia Okanagan in 2014 and has exhibited in group and solo exhibitions in Canada and abroad. Kelsie's work is primarily concerned with themes of the uncanny, technology and connection. She is passionate about community and in recent years her work has focused on curation and community engaged and inspired projects/artworks. Kelsie believes Art is a powerful tool for education, connection, and communication; her artistic practice is a means to observe, express, interpret, and process the world around her. Kelsie is currently completing her Bachelor of Education and is passionate about inquiry and land-based learning, as well as decolonizing the education system.

Sierra Bronkhorst

Sierra is an emerging artist based on the unceded and traditional territory of the Syilx people. She received her BA in Sociology from the University of California, Los Angeles in 2018, where she received an athletic scholarship and served as captain of the NCAA Division One Rowing Team. In Los Angeles, Bronkhorst volunteered extensively with women and children at a transitional home, with male adolescents at a juvenile probation center, and at a community center serving unaccompanied minors. She also served as Appointment of the Intercollegiate Committee at UCLA, where she advocated for student-athlete rights and well-being. Bronkhorst then went on to study Visual Art at Emily Carr University of Art and Design where she received her BFA in 2022. In her artistic practice, Sierra is concerned with unapologetically discussing the complexities of mental illness and creates as a means of healing. She has exhibited in group shows in both Los Angeles and Vancouver. In addition to her artistic practice, Bronkhorst holds the position of the Learning and Community Engagement Curator at the Vernon Public Art Gallery.

David Dollar

David is a retired public servant who spent 27 years working in Ottawa. After receiving his MBA from the University of Windsor, he was hired by the Government of Canada and held various positions in the Department of National Defence, the Department of Finance and the Secretariat of the Treasury Board. In 2018, he retired as the Director of Strategic Initiatives in the Secretariat, and promptly moved to Lake Country. David now serves on the Board of Directors of the Start Fresh Project in Kelowna and, as a bagpiper, he has just recently joined the Kalamalka Highlanders Pipe Band in Vernon. David is a Director on the Board of the Lake Country Art Gallery, and serves as the treasurer.

Dr. Sharon McCoubrey

Sharon is Associate Professor Emeritus at UBC, following a career in the Faculty of Education with a specialization in art education. During her work at the university, Sharon completed research in the areas of art education, art, health and well-being, intergenerational learning, aboriginal learning and public art. She has written art education resource books, and has been acknowledged for her work in art education and community arts through a number of awards. Her work now focuses on community arts, as she serves on a number of community arts groups, including the Lake Country Art Gallery, Lake Country Public Art Commission, ArtsBC Insight Team, i2i Intergenerational Society, and is in her 27th year as Chair of the Lake Country ArtWalk Festival. She is passionate about supporting art experiences for the well-being of communities and for individuals.

Hannah Peter

Hannah graduated from George Elliot Secondary School in 2023, and has now graduated from the Pastry Arts Program at Okanagan College. She is currently using her culinary skills while working at the 50th Parallel Winery in Lake Country. She is on the Board of Directors at the Lake Country Art Gallery as a Youth Representative and has a strong passion for the arts. She is a jack of all trades, she enjoys painting, photography, music, theater, and baking. She runs her own business called Henna By Hannah and does Henna tattoos for various events and is exploring the business side of things. She is passionate and has a strong work ethic. Her creativity is her strong suit and she is excited to see what the coming years has to bring.

Sarah Thirnbeck

Sara is a new resident to Lake Country and the Art Gallery but has been building community in the Okanagan since she moved to the valley in 2015. She currently works as a Community Development Coordinator for the Cultural Services department with the City of Kelowna. In this position she supports non-profit arts, culture and heritage organizations. Sara takes inspiration from nature and travel and uses her creativity to bring people together.

Anne Wise

Anne has been the Board's recording secretary since the Gallery's inception, taking minutes and sending reminders of meeting dates as well as helping with intake for the members' show fundraiser, labels, painting Gallery walls, food prep for Gallery functions, garden maintenance and Gallery hosting. Anne is also recording secretary for Lake Country ArtWalk and treasurer for Walk Around Lake Country.

Tracey Austin

I studied fine arts at Okanagan College and Cariboo College many moons ago. You can tell as both of these institutions have different names now. I started my graphic design career straight out of school. One of my classmates and myself opened a design firm in Kelowna called Visual Graphics. From there life took many twists and turns. I always ran my own business in the background, but took employment with a few different companies in both for-profit and non-profit sectors. My design skills were always the basis of my positions and enabled me to work in many enriching fields. Most recently I was the Executive Director of the Lake Country Chamber of Commerce, which I loved! To be able to live and work, promoting my community was a dream come true. I am dedicated to enriching the viability of community in Lake Country and connecting like minded individuals to hopefully light a spark and further develop an energetic culture in Lake Country.

Jamie McEwan

Election Procedures for AGM

Introduction of Voting Officer – Alison Beaumont

Review of Voting Privileges by Voting Officer

- A member in good standing present at a meeting of members is entitled to one vote
- Voting is by a show of hands
- Voting by proxy is not permitted

Definition of a Member – taken from Part 2 of the Societies Act

- The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with the bylaws, and in either case, have not ceased to be members
- A person ceases to be a member of the society by: delivering his or her resignation in writing; on his or her death; on dissolution of a corporation; on being expelled; or on not having been a member of good standing for 12 consecutive months
- All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid

Introduction of Nominees

- Voting Officer will ask each nominee to stand when their name is called
- Call from this list of names – not all nominees may be present
 - Moozhan Ahmadzadegan
 - Kelsie Balehowsky
 - Sierra Bronkhorst
 - David Dollar
 - Dr. Sharon McCoubrey
 - Hannah Peter
 - Sarah Thirnbeck
 - Anne Wise
 - Tracey Austin
 - Jamie McEwan

- Any further nominations from the floor?

Election Process

- Voting Officer will announce that the nominees are to be voted in as a slate
- Ask for a motion from the floor to accept and vote in the slate of nominations
- Ask for a member to second the motion
- Ask ...“all in favour?”... “opposed?” ... “abstain?”

Volunteer acknowledgement

I am grateful to all supporters of the Lake Country Art Gallery including visitors, members, volunteers, and Directors, all who give their time freely and who reach out to the community as ambassadors of the arts and of LC Art Gallery activities.

While Directors meet monthly for regular Board business, they also dedicate many additional hours hosting, supporting exhibitions and events; caring for the garden; providing food, art materials and taking care of the bookkeeping – all on a voluntary basis. Along with Committee Members, matters of fundraising, HR, Facility Maintenance are all cared for. Our treasured Gallery hosts volunteer hundreds of hours helping us to make the gallery a welcoming and well-presented and safe courageous space for meaningful conversations

Thanking the following volunteers for their contributions of time and support:

Abigayle Otteson, Ains Reid, Amanda Osborne; Asana Hughes, Darrel Giesbrecht; Heather Burton, Joyce Arndt; Julianna Lord; Kaori Morimoto; Laine Lowe; Lee Carroll, Liz Earl, Michelle Droettboom, Olya krasavina, Paulette Deyholes; Pippa Dean-Veerman; Rob Guenette;

Today I give special thanks and a free 1-year membership to the following Volunteers for contributing significant hours during 2023:

Alison Beaumont; Donna Stubbe; Eveline Wallace; Faye Eden; Irene Krause; Karina Nardi; Margaret Kyle; Rita Frake, Siofra Potash, Sirjena Aujla;

And to Bob McCoubrey and Eric Patrick for their care and maintenance of facilities inside and out throughout the year.





CONSTITUTION

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **LAKE COUNTRY ART GALLERY SOCIETY**

Incorporation Number: S0055392

Business Number: 85253 5665 BC0001

Filed Date and Time: August 14, 2017 03:31 PM Pacific Time

The name of the Society is LAKE COUNTRY ART GALLERY SOCIETY

The purposes of the Society are:

to oversee the operation and support of the Lake Country Art Gallery, a public art gallery.



BYLAWS



CAROL PREST

Approved: July 2009
Revised: April xx, 2013

Part 1 – Interpretation

Part 2 – Membership

Part 3 – Meetings of Members

Part 4 – Proceedings at General Meetings

Part 5 – Directors and Officers

Part 6 – Proceedings of Directors

Part 7 – Officers

Part 8 – Duties of Officers

Part 9 - Seal

Part 10 - Borrowing

Part 1: Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- a) “Directors” means the Directors of the Board of Directors
- b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- c) “Registered Address” of a member means his address as recorded in the register of members;
- d) “Society” means the Lake Country Art Gallery Society;
- 3) “Written” includes electronic as well as hard copy communications.

1.2 All other terms are as they were defined in the Society Act on the day these Bylaws became effective.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2: Membership

2.1 Every Member shall uphold and comply with the Constitution and Bylaws of the Society.

2.2 The amount of the membership dues shall be as determined by the Directors.

2.3 Regular Members:

2.3.1 All persons are Regular Members who:

- (a) were Members upon the adoption of these Bylaws; or
- (b) become Regular Members pursuant to these Bylaws; and
- (c) have not ceased to be Regular Members pursuant to these Bylaws; or
- (d) are not Honourary Life Members.

2.3.2 A person becomes a Regular Member by:

- (a) applying to the Society in the membership form prescribed by the Society; and
- (b) paying the prescribed membership dues.

2.4 Honourary Life Members

2.4.1 A person becomes an Honourary Life Member by being so appointed by the Directors.

2.4.2 Honourary Life Members have all of the rights, privileges and obligations of a Regular Member, except the payment of membership dues.

2.5 A person ceases to become a Member:

- (a) one year after becoming a Regular Member pursuant to these Bylaws, unless:
 - (1) that person has renewed his membership; or
 - (2) that person is an Honourary Life Member;
- (b) by delivering that person's resignation in writing to the Secretary of the Society, or mailing that person's resignation in writing to the registered address of the Society;
- (c) upon that person's death or, in the case of a corporation, its dissolution; or
- (d) upon being expelled from the Society pursuant to these Bylaws.

2.6 The society may expel a Member by a Special Resolution passed at a general meeting of the society, called pursuant to these Bylaws, at which meeting the member who is subject to the expulsion vote shall have a fair opportunity to address the meeting before the Special Resolution is put to a vote.

Part 3: Meetings of Members

3.1 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.

3.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.3 The Directors may, when they think fit, convene an Extraordinary General Meeting.

3.4 Notice of Meetings

3.4.1 Notice of a General Meeting shall specify the place, day and hour of meeting, and, in case of Special Business, the general nature of that business.

3.4.2 The accidental omission to give notice of a meeting to, or the nonreceipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

3.5 The first Annual General Meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and after that an Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the past preceding Annual General Meeting.

Part 4: Proceedings at General Meetings

4.1 Special Business is:

- a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
- b) all business transacted at an Annual General Meeting except;
 - i) the adoption of rules of order,
 - ii) the consideration of the financial statements,
 - iii) the report of the Directors,
 - iv) the report of the auditor, if any,
 - v) the election of Directors,
 - vi) the appointment of the auditor, if required, and
 - vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issues with the notice convening the meeting.

4.2 Quorum

4.2.1 No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present.

4.2.2 If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.2.3 A quorum is five (5) Members present or a greater number that the Members may determine at a General Meeting.

4.3 If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same

time and place, and if, at the adjourned meeting, a quorum is not present, within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

4.4 The President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as chairman of a General Meeting.

4.5 If at a General Meeting:

- a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or
- b) the President and all the other Director present are unwilling to act as chairman, the Members present shall choose one of their number to be chairman.

4.6 Adjourning Meetings

4.6.1 A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6.2 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.7 Motions and Resolutions

4.7.1 Any Member desiring to place a motion before the membership of the Lake Country Art Gallery at an Annual General Meeting may do so by giving written notice of motion fourteen (14) days prior to the Annual General Meeting, signed by at least ten (10) Members of the Gallery.

4.7.2 If the motion is carried, the resolution of the meeting on the motion will not have any force or effect or be binding on the Board but will require consideration by the Board within sixty (60) days following the meeting.

4.7.3 The Board may, in its absolute discretion, implement a Member resolution in the form in which it was passed at the Annual General Meeting, In the event the Board does not wish to implement the said Member resolution, it must send out a consensus ballot containing the resolution to the members of the Gallery within thirty (30) days of the Gallery Board's meeting, returnable thirty (30) days therefrom, and if approved by the majority of the returned ballots, the Governing Board shall implement same.

4.8 Voting Procedure

4.8.1 No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution

4.8.2 In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

4.9 Voting Procedure II

4.9.1 A Member in good standing, present at a meeting of Members, is entitled to one vote.

4.9.2 Voting is by show of hands.

4.9.3 Voting by proxy is permitted.

4.10 A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.

Part 5: Directors

5.1 Powers of Directors

5.1.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to:

- a) all laws affecting the society;
- b) these Bylaws; and
- c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in General Meeting.

5.1.2 No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.2 There shall be no fewer than five and no more than twelve Directors.

5.3 Election of Directors

5.3.1 A Member may be nominated to stand for election as Director:

- (a) by the Nominating Committee appointed by the Directors; or
- (b) by a written nomination being personally delivered to the Gallery Manager, or mailed to the registered office of the Society, no fewer than fourteen days before the Annual General Meeting.

5.3.2 At each Annual General Meeting, the Members shall elect, from among the Members nominated pursuant to these Bylaws, a number of Directors:

- (a) not less than five minus the number of Directors whose terms continue into the year after that Annual General Meeting (“the minimum to be elected”); and
- (b) not more than twelve minus the number of Directors whose terms continue into the year after that Annual General Meeting (“the maximum to be elected”).

5.3.3 If the only nominees are those nominated by the Nominating Committee, those nominees shall be acclaimed as Directors.

5.3.4 If there are nominees other than those nominated by the Nominating Committee, then:

- (a) each nominee shall individually be put to a secret ballot at the Annual General Meeting;
- (b) the question shall be “Do you approve of [name of nominee] being a Director of the Lake Country Art Gallery?”;
- (c) each Member present at the Annual General may mark his ballot “yes” or “no”;
- (d) each nominee who receives more ballots marked “yes” than marked “no” is elected as a Director, subject to sections

5.4 The Directors may at any time and from time to time, appoint a Member as a Director to fill a vacancy in the Directors. Any such appointments will be ratified at the next General Meeting. A director so appointed holds office only until conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at the meeting.

5.5 The term of office of a Director is from the conclusion of the Annual General Meeting at which they were elected, until:

- (a) for persons elected as Director for the first time, to the conclusion of the next Annual General Meeting; and
- (b) for all other persons elected as Director, at the conclusion of the second Annual General Meeting after the Annual General Meeting at which they were elected.
- (c) for any Director appointed pursuant to section 5.7, to the conclusion of the next Annual General Meeting.

5.6 Ceasing to Be a Director

5.6.1 A Director ceases to be a Director:

- (a) upon the conclusion of that Director’s term of office, unless that Director has been re-elected;
- (b) by delivering that person’s resignation in writing to the Secretary of the society, or mailing that person’s resignation in writing to the address of the society;
- (c) upon ceasing to be a Member pursuant to these Bylaws; or
- (d) upon passage of a Special Resolution to remove the Director from office, passed at a general meeting of the society.

5.6.2 Upon a person ceasing to be a Director:

- (a) the Directors may appoint a Member to act as Director until the conclusion of the next Annual General Meeting;
- (b) if, by that person ceasing to be a Director, the number of Directors becomes fewer than 5, the Directors shall, at their next reasonable opportunity, appoint a Member to act as Director until the conclusion of the next Annual General Meeting.

5.6.3 No act or proceeding of the Directors is invalid only by reason of the number of Directors being less than 5.

5.7 Restrictions on Directors

5.6.1 No Director shall be remunerated for being or acting as a Director or officer, but a

Director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

5.6.2 No Director shall be employed by the society in a full-time permanent capacity until he has ceased to hold office for one term.

5.8 Appointment of Directors

5.8.1 The Directors may appoint Members to act as Directors pursuant to this paragraph.

5.8.2 At no time may the number of appointed Directors exceed:

- a) the number of Directors elected at the previous Annual General Meeting less one;
- b) or 3 Directors; whichever is lesser.

5.8.3 The Directors shall not appoint as Director any Member who was nominated for, but not elected as, Director at the previous Annual General Meeting.

5.8.4 Once appointed by the Directors, an appointed Director has all the powers and responsibilities of a Director.

Part 6: Proceedings of Directors

6.1 Director Meetings

6.1.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.1.2 A quorum is three (3) Directors present.

6.1.3 The President shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President shall act as chairman; but if neither is present, the Directors present may choose one of their number to be chairman at that meeting.

6.1.4 A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.

6.2 Committees of Directors

6.2.1 The Directors may delegate any, but not all, of their powers to committees consisting of at least one Director and other such persons as they think fit.

6.2.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

6.2.3 Subject to the directions of the Directors the committee shall determine its own procedure.

6.2.4 The members of a committee may meet and adjourn as they think proper.

6.3 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until

the waiver is withdrawn;

- a) a notice of meeting of Directors is not required to be sent to that Director; and
- b) any and all meetings of the Directors of the society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

6.4 Voting Procedure

6.4.1 Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.

6.4.2 In case of an equality of votes the chairman does not have a second or casting vote.

6.5 No resolution proposed at a meeting of Directors or committee of Directors need to be seconded and the chairman of a meeting may move or propose a resolution.

6.6 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7: Officers

7.1 The Directors shall, at the first meeting of the Directors after the Annual General Meeting, elect from among the Directors the following Officers:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer.

7.2 No person shall fill the offices of two or more Officers, except that the Secretary and Treasurer may be the same person.

7.3 The term of office of an Officer is from the first meeting of the Directors after the Annual General Meeting, until the first meeting of the Directors after the next Annual General Meeting.

7.4 Ceasing to Be an Officer

7.4.1 An Officer ceases to become an Officer:

- (a) upon the conclusion of that Officer's term of office, unless that person has been re-elected to that office;
- (b) by delivering that person's resignation in writing to the Secretary of the society, or mailing that person's resignation in writing to the address of the society;
- (c) upon ceasing to be a Member pursuant to these Bylaws;
- (d) upon ceasing to be a Director pursuant to these Bylaws; or
- (e) upon the vote of the Directors to remove the Officer from office.

7.4.2 Upon a person ceasing to be President, except upon the conclusion of the

President's term of office, the First Vice President shall assume the office of President for the remainder of the President's unexpired term. If there is no First Vice President, then the Secretary shall assume the office of President for the remainder of the President's unexpired term. If there is no First Vice President, or Secretary, then the Treasurer shall assume the office of President for the remainder of the President's unexpired term. If there is no First Vice President, Secretary or Treasurer, then the Directors shall, at their next reasonable opportunity, appoint a Director to assume the office of President for the remainder of the President's unexpired term.

7.4.3 Upon a person ceasing to be an Officer other than President, the Directors shall, at their next reasonable opportunity, appoint a Director to assume the position of that Officer for the remainder of the Officer's unexpired term.

Part 8: Duties of Officers

8.1 President

8.1.1 The President shall preside at all meetings of the Society, the Directors and the Officers.

8.1.2 The President is the chief executive officer of the Society and shall supervise the other Officers in the execution of their duties.

8.2 The First Vice President shall:

- (a) assist the President as the President may direct;
- (b) in the temporary absence of the President, carry out the duties of President; and
- (c) Upon a person ceasing to be President, except upon the election of a new President at the first meeting of the Directors after an Annual General Meeting, assume the office of President for the remainder of the President's unexpired term.

8.3 The Secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and of the Directors;
- (c) keep minutes of all meetings of the Society and of the Directors;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of Members; and
- (g) upon a person ceasing to be President, except upon the election of a new President at the first meeting of the Directors after an Annual General Meeting, when there is no First Vice President or Second Vice President, assume the office of President for the remainder of the President's unexpired term.

8.4 The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act;
- (b) render financial statements to the Directors, Members and others when

required; and

(c) upon a person ceasing to be President, except upon the conclusion of the President's term of office, when there is no First Vice President, Second Vice President or Secretary, assume the office of President for the remainder of the President's unexpired term.

8.6 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

Part 9: Seal

9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

9.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 10: Borrowing

10.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by issue of debentures.

10.2 No debenture shall be issued without the sanction of a Special Resolution.

10.3 The Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next General Meeting.

Dissolution of the Lake Country Art Gallery Society

In the event of the dissolution of the Lake Country Art Gallery Society, processes will be followed according to BC Societies Act. All assets of the Lake Country Art Gallery Society will be transferred to a non-profit organization within Lake Country that has a similar mandate.