



May 30, 2018

## **ANNUAL GENERAL MEETING of the PRAIRIE GALLERY SOCIETY**

**Wednesday, June 27, 2018 at 7:00pm**

Art Gallery of Grande Prairie– Montrose Cultural Centre  
9839 - 103 Avenue  
Grande Prairie, AB

I am pleased to invite you to the Prairie Gallery Society's **Annual General Meeting** taking place at the Montrose Cultural Centre on **Wednesday, June 27 at 7:00pm**. As a member of our organization you are welcome to attend and participate in the following agenda items;

- Voting on the 2018/19 Officers and Directors
- Voting on the 2018/19 auditor

Copies of the Audited Financial Statements will be available and presented at the meeting. Included for your perusal is the meeting Agenda and minutes from the 2016/17). Over a long 2 year period, the Board of Directors have worked on strengthening the governance policies and systems of the organization. The draft bylaw changes reflect how the Board sees enacting a simpler, more effective process for governing the organization into the future.

If your membership may have lapsed, you can simply sign up here at the Gallery or at the meeting.

If you have any question please do not hesitate to contact us by phone at (780) 532-8111 or by email at [info@aggp.ca](mailto:info@aggp.ca). The meeting information will also be posted to our website at [www.aggp.ca](http://www.aggp.ca). We look forward to seeing you!

With respect,

Jeff Erbach  
Executive Director

ART GALLERY OF GRANDE PRAIRIE  
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# **ANNUAL GENERAL MEETING of the PRAIRIE GALLERY SOCIETY**

Wednesday, June 27 at 7PM

Art Gallery of Grande Prairie – Montrose Cultural Centre

## **AGENDA**

1. Call to Order
2. Accept Agenda
3. Approval of Minutes of September 21, 2017 Annual General Meeting
4. Welcome from the Chair
5. Executive Director's report
6. 2017/18 Financial Report
7. Appointment of 2018/19 Auditor
8. Election of 2018/19 Directors
9. Election of 2018/19 Officers from the slate of Directors
10. Welcome to the new Board of Directors
11. Other Business
12. Adjournment



Prairie Gallery Society  
The Art Gallery of Grande Prairie  
**ANNUAL GENERAL MEETING**  
Thursday, September 21, 2017  
Art Gallery of Grande Prairie  
Rotary Room  
**MINUTES**

**Present: Executive** (5): Chair- Kendra Davis, Vice Chair – Nick Radujko, Treasurer – Michael Morgan, Secretary – (*Vacant*). Directors; Terry Gorgichuk, Ken HouseGo

**Note:** Minutes taken by Ken HouseGo

**Executive: Notice With Regrets:** Jackie Clayton, Candice Popik, Susan Bansgrove

**Members in attendance** (15): Grant Berg, Carol Bromely-Meeres, Ken Lumbis, Jocelyn Morgan, Chris Quinn, Murray Quinn, Ken Riley, Korreena Tucker, Christina, Wallwork, Nathan Davis, Danielle Ribar, Alejandra Gomez, Chris Balderston, Pam Balderston, Doug Wills

**Guests and Staff** (6):

Executive Director Jeff Erbach, Vicki Townson of BDO, AGGP staff Melanie Jenner and Sabine Schneider, scrutineers Grace Larson and Brittany Green.

**1. Call to order**

Meeting called to order at 7:00 pm – Chair Kendra Davis

**2. Agenda** (attached)

Motion to accept agenda

**Moved:** Murray Quinn

**Seconded:** Nick Radujko

Motion Carried

**3. Approval of Minutes of Annual General Meeting - June 23, 2016**

Motion to approval of minutes of Annual General Meeting - June 23, 2016

**Moved:** Murray Quinn

**Seconded:** Terry Gorgichuk

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**Discussion:**

Motion Carried

**4. Welcome from the Chair**

Chair Kendra Davis welcomed those in attendance. She also recognized those individuals, businesses and organizations who have contributed towards the success of the Gallery over the past year.

**5. Presentation of Annual Report** (attached)

Chair Kendra Davis reviewed the annual report.

Motion to accept the Annual Report.

**Moved:** Michael Morgan

**Seconded:** Chris Quinn

Motion Carried

**6. Presentation of Financial Report** (attached)

Vicki Townson representative of the Prairie Gallery Society appointed auditors BDO, reviewed the financial statements for the fiscal year ending March 31, 2017.

Motion to accept the financial statements as presented.

**Moved:** Nick Radujko

**Seconded:** Michael Morgan

Motion Carried

**7. Appointment of 2017/16 Auditor**

Motion to appoint BDO as auditors for the fiscal year ending March 31, 2018

**Moved:** Korreena Tucker

**Seconded:** Carol Bromely-Meeres

**8. Special Resolutions — Changes to Bylaws****Proposed Bylaw Amendments****4. Membership** — 4.1 Classes of Memberships and Entitlement

Motion to accept changes to 4.1 bylaw to read;

**4. MEMBERSHIP**

4.1 Classes of Membership and Entitlements. The Gallery shall have two classes of membership – Regular and Honorary. The number of active members shall be unlimited.

- a) A ‘Regular’ member shall be an individual or organization, not employed by the Gallery.



A Regular member shall have full rights to vote in the affairs of the Gallery and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors.

b) An “Honorary” member shall be any person or organization that, by resolution of the Board of Directors, is deemed to have given distinguished service or support to the gallery. An Honorary member shall enjoy such entitlements to benefits and votes as from time to time defined by resolution of the Board.

**Moved:** Michael Morgan

**Seconded:** Terry Gorgichuk

**Discussion:**

Motion Carried

#### ***5. Directors and Officers*** — 5.3 Term of Office

Motion to accept changes to 5.3 bylaw to read;

##### 5.3 Term of Office

Directors and Officers shall hold office for a term of two (2) years so long as they remain eligible under the terms of Article 5.2. No member of the Board shall be eligible to serve more than four (4) consecutive years, or two (2) consecutive terms, in any capacity, except in the case of a Past Chair who may hold office in the first term of his or her successor. A member of the Board who has served four (4) full years, or two (2) consecutive terms shall not be eligible to serve again as a Director or Officer before the passing of one year.

**Moved:** Chris Quinn

**Seconded:** Korreena Tucker

**Discussion:**

Motion Carried

#### ***5. Directors and Officers*** — 5.5 Meetings

Motion to accept changes to 5.5 bylaw to read;

##### 5.5 Meetings

Meetings of the Board of Directors may be held at such times and such places as the board may from time to time determine. The board shall meet a minimum of five (5) times each year. The Board may use teleconferencing as an alternative to meetings in person but, in no instance, shall it meet in person less than one (1) time in each quarter. Meetings shall be called by the Chair. A special meeting of the Board may be called on the instructions of any two members of the Board provided they request

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the Chair in writing to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten (10) days notice in writing mailed to each director or by three (3) days notice by telecommunication. Quorum is determined as 50% (rounded up in the case of odd numbers), of the total number of Board members. Ex-officio, past chairs, and vacant positions are not counted in the total number of Board members. A minimum of 3 members must be present to constitute a meeting.

**Moved:** Ken Riley

**Seconded:** Michael Morgan

**Discussion:**

Motion Carried

**10. Meetings of Members** — 10 Annual General Meetings

Motion to accept changes to 10.1 and 10.2 bylaw to read;

10.1 Annual General Meeting

The Annual General Meeting shall be held within 180 days following the Gallery's fiscal year end, which shall be established by resolution of the Board from time to time in compliance with the Alberta Societies Act and any other laws or statutes that may from time to time apply. The annual general meeting will be held at such date, time, and place within Grande Prairie, Alberta, as determined by the Board for the purpose of:

- a) Considering and approving the minutes of the previous annual general meeting and any other General Meeting or Special Meeting that may have been held since the last annual general meeting;
- b) Receiving audited and signed financial statements, outlining income, disbursements, assets and liabilities for the previous fiscal year;
- c) Receiving and considering such other reports and statements as are required by the Alberta Societies Act and other legislation;
- d) Electing Directors as set out in Article 10.2;
- e) Appointing the auditors for the next fiscal year;
- f) Transacting any other business properly brought before the meeting.

10.2 Election of Directors and Officers

a) At each and every annual general meeting of the Gallery, there shall be elected Directors to fill any vacancies brought on by the expiration of term limits, resignation, dismissal or any other method for which there is a vacant Director position. The total number of elected and sitting Directors is not to exceed ten (10). The Directors shall form the Board as set out in Article 5.1, and shall serve until their successors are elected and installed. The Board shall, by majority vote, elect four (4) Officers from their constituency, which includes a Chair, Vice-Chair, Secretary and Treasurer.

**Moved:** Grant Berg

**Seconded:** Nathan Davis

**Discussion:**

Motion Carried-



## 9. Election 2017/17 Board of Directors

The following members were elected as Directors:

- Nick Radujko
- Terry Gorgichuk
- Michael Morgan
- Ken HouseGo
- Pam Balderston
- Alejandra Gomez
- Ken Lumbis
- Danielle Ribar
- Koreena Tucker
- Christina Wallwork

## 10. Election 2017/17 Officers from the slate of Directors

The following Executive Directors were elected by acclimation:

Chair – Nick Radujko

Vice Chair – Terry Gorgichuk

Secretary – Ken HouseGo.

Treasurer – Vacant (To be addressed at the next board meeting.)

Motion to destroy the ballots.

**Moved:** Nathan Davis

**Seconded:** Michael Morgan

Motion Carried

## 11. Welcome of new Board Members.

Chair Kendra Davis welcomed the new board members and thanked the membership for their participation.

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**12. Other Business**

None

**13. Adjournment.**

Chair Kendra Davis asked to adjourn the meeting at 8:30 pm.

**Moved:** Nick Radujko