



亞省攝影藝術學會
Photographic Arts Society of Alberta

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February 14, 2011
Parlee McLaws LLP
1500 – 10180 – 101 St. NW
Edmonton, Alberta T5J 4K1

Attention: Mr. David Tam, Mr. David Rolf

RE: LEGAL CHALLENGE FROM MICHAEL LEE

What will matter?

Is not what you bought, but what you built;

Is not what you learned, but what you taught;

Is not your competence, but your character;

Aspire to inspire before you expire!

- A) The following were listed as what we would like to achieve by calling meetings at our Legal Counsel's office back in November 5th, 2010 at 4 p.m. and another meeting on November 15th, 2010 at 2 p.m. Unfortunately only three executive members attended the two meetings.
- 1) To set a new election date
 - 2) To determine the five new members of the Election Committee
 - 3) To determine the eligible voters' list
 - 4) To ensure a fair election process is conducted appropriately by having voters to come in and vote in person without any human tampering.
 - 5) The ballots would be given out to voters when they come in to vote with proper identifications.
 - 6) Our legal counsel/representative will be present to observe the process and to verify the election result.
 - 7) The revision of the Constitution is needed to eliminate more unfair practice during Election.

Mr. Michael Lee is not on our Executive Board. Yet he would send out registered mail and followed up with email to two of our legal counsels to interfere the process each time.

Michael Lee single-handedly manipulated the whole election process and steered the Selection Committee to send out three ballots, each time with different number of nominees as it deemed fit to benefit his staged attack.

Our principle has always been the same and our stand has not changed. We aim to provide services to our members and other segments of the society. We aim to educate our members and the general public about the art and culture of photography by providing educational classes in the classroom, studio and outdoors. Members will have chances to evaluate photographs and to exhibit their work. We are also at the final step of applying for the hosting rights to an international salon to be held in September this year.

In April 2005 to 2006 when Michael Lee took over the presidency from Mr. James Fung (i.e. who was elected as the President from January to March of 2005) after a major shakeup of the Society, there were next to none educational activities for the members. For two elections before my first term of office we could not recruit enough candidates to run for office, due to the lack of interest and disappointment with the direction, lack of leadership and lack of performance of the Society. I spent a lot of time in my first term to correct the apathy and self-interest of some of the members. During my term the association hosted many activities and exhibitions. It was during these activities that we have attracted and recruited many new members, many of whom are enthusiastic professionals who are willing to take on new challenges. More importantly they come with fresh ideas. We have justified our existence by providing more services to our members, increased our visibility locally, province-wide, and internationally.

- a) Attracted media attention with OMNI TV for live recording and interviews done on different individual members during the Annual Exhibition at the Royal Alberta Museum in May of 2009 and April of 2010.
- b) Ice-canyon Walk led by Dr. Yip Wan Lee also gained media attention with special viewing on TV and segments of our members' photos being aired two times in one week. Special thanks to Wah Chu for his brilliant work with his video camera so that OMNI could use his clips on the program.
- c) IWD PROJECT (i.e. International Women's Day March 8th, 2010) – broadcasted over 4 TV stations and media interviews. Eight weeks sponsored media coverage in the Chinese Journal spearheaded by Florence Yeung & Lan Chan-Marples. Florence was able to secure \$9000.00 airtime sponsorship from OMNI TV for the event.
- d) Acquisition of the club house located on 10927 – 97 Street, Edmonton, Alberta T5H 2M8
- e) Special thanks to Minh Tran and Martin Tran for agreeing to finance our property through an owner take back mortgage otherwise our club would never qualify for the conventional mortgage application without personal guarantee from all our executives.

Our membership has increased. This is the time to make changes for the betterment of the future. At the same time we have purchased a building for the use of our members. This is a project that has been around for over ten years, but has not come into fruition until now because of a lack of commitment from the previous boards of directors. And for the first time in six years we have more candidates for board election than the number of positions. Is it a coincidence that many of the non-performing former directors want to get back into the game? But their fate would be determined by the general membership.

The present Board of Directors wants to state our stand on the following issues as demanded by Dr. Michael Lee and Mr. Wakefield:

1. Eligibility of voters.

According By-Laws 1987:

*Article 1.1.4: "Member" shall mean a voting member of the Society.

*Article 2.1.1: Any person residing, in the Province of Alberta, is eligible to apply for membership.

*Article 2.3.3: A Member shall be deemed to be in good standing when not in arrears of the payment of any fees or other sums due from time to time to the Society.

*Article 2.3.4: A Member shall be entitled to notice of and to attend all meetings of the Members of the Society and shall be entitled to one vote at all such meetings.

*Article 4.1.5: ... Each member in good standing, excluding the President, shall be entitled to one (1) vote.

*Article 4.1.6: Each Member of the Society,be entitled to one (1) vote and each member may vote by proxy.

*Article 5.3: Voting procedures at the Annual Election shall be the same as for the Annual General meeting.

According to By-Laws 1993 (I do not understand why we are discussing this version of the By-Laws as it has not been registered with the Corporate Registry):

Article 2.1.1, 2.2 (2.2.1, 2.2.2, 2.2.3), 2.3 (2.3.3,2.3.4)

The 2 versions of the By-Laws are essentially the same with only minor differences.

All new members have the proper membership papers in place and have been verified by our accountant Mr. Ed Lam, CA. Hence they are all eligible voters according to both versions of the By-Laws. It is the older members with elapsed membership, or lack of evidence of membership who should be questioned of their eligibility to vote. The membership director at the time refused to submit the membership list in her possession for verification. The same director also refused on her own or under the advice of a third party to accept the list of new members.

2. Validity of the Board elected on Nov. 21, 2010.

Dr. Michael Lee and party decided on the election date, the Election Board and eligibility of the candidates. They cannot call it illegal because they have lost. They cannot have their cake and eat it too.

3. Legally constituted Board.

We believe, as well as Mr. Tam and Mr. Rolf, that the Board has been legally elected. We have tried on numerous occasions to discuss and arbitrate with Dr. Michael Lee and his group but to no avail. Many meetings have been called including the last two that were called in front of Mr. Tam and Mr. Rolf. When they forfeited their rights to govern the Society it becomes the duty of the remaining directors to carry on the affairs of the Society with the least amount of interruption.

4. and 5. Payment to Parlee McLaws.

By-Laws 1987: Article 3.3.2.e: To pay all expenses of and incidental to the operation and management of the Society.

By-Laws 1987: Article 3.3.4: The majority of the Executive Members. Elected or appointed, personally present, shall constitute a quorum at any Executive Meeting.

I don't understand why Dr. Michael Lee keeps flogging a dead horse. By-Laws 1987 do not mention an upper or lower dollar limit. By-Laws 1993 Article 6.0: For the purpose of carrying out the objects of the Society, the Society may borrow, raise or secure the payment of money in such a manner as the Executive sees fit.

By-Laws 1993 Article 8.1: ... co-signed by both the President, the Treasurer and the Secretary, or any two of them. Over five hundred (500) dollars shall be pre-approved by the Executive Board of Directors.

By-Laws 1993 Article 8.2: Any legal or contractual agreement of the Society shall be signed by all three of the President, Secretary and Treasurer.

The only remaining Executives at the time were the President, Treasurer and Activity Director. I think Dr. Lee should find himself to blame to advise the other executives to boycott all meetings since November 2010.

6. Payments to third parties.

Most payments were made prior to the commencement of the new board. The remaining Executives were definitely in their right to carry out their duty. Any payment after the new Board of Directors assumed office has been made with the full consent of the new board, which was legally and properly elected by the majority of our members.

7. Parlee McLaws

Mr. David Tam has been the legal advisor of our Society since 2005. He is acting on behalf of and in the interest of the Society. When the Executive Board sensed a threat to the rights and freedom of our members and Society and a probable interruption of its operation we are obligated to seek legal advice from our legal advisor.

We have always been the passive participants in this sorrowful situation, which might be best described as schoolyard bullying. Our member's services are interrupted or suspended. It makes one wonder about their motive. Is it personal? Is it financial? Or is it about power and ego? It is definitely not for the good of our membership in general.

Dr. Michael Lee should question himself of his own contribution to the Society and membership during his last term as President. There were no educational or social activities other than an annual BBQ, one free banquet and our yearly member exhibition. A lot of money was spent on cash contest entries and cash prizes (i.e. which was against the rules set out by Alberta Gaming). The number of Executive candidates in the General Election dropped four years in a row. The status of a long standing member, past president and advisor (i.e. appointed by me and mostly in name only without attending any regular meeting) and a candidate for the election, should Dr. Lee be ashamed of what

grief, disturbance and tarnished reputations that his action will bring to our photography club?

I would also like to point out the registered name of the Society in By-Laws 1987. It was registered under the name of "The Chinese Photographic Society of Alberta". One of our Caucasian members has just resigned citing reasons of racial nature and threatening law suits from disgruntled members. This may ruin our reputation for many years to come besides legal racial issues. The exclusion of other ethnicities would constitute the revoke of our casino licence with Alberta Gaming.

The loss of one member is one thing. We have applied and received funding from Alberta Gaming under the name of "The Photographic Arts Society of Alberta" for a number of years. We also supplied them with a copy of the unregistered 1993 By-Laws. We are worried that it might constitute a fraud against the people of Alberta and the Province. Would we have to repay all the grants that we have received under that name? The amount is in the hundreds of thousands, and all of it has been spent. If we have to repay the grants and each Executive Board is found responsible for the money received, we will have no choice but to sue the previous Board for compensation for supplying the succeeding new Board with an unregistered version of the Constitution, and ultimately the Board which failed to register the By-Laws, and the person who modified the By-Laws and who failed to ensure its proper registration.

Dr. Lee proclaimed publicly that he was the person responsible for By-Laws Version 1993. He was also on the Board of Directors of our Society at the time. The ramification does not stop here. He is very active in the Chinese community and there might be other societies that he helped draft and or revise their constitutions. It will certainly be a blemish on his reputation if such a situation ever arises.

On discussion with Mr. Sik-Lim Tam, then Secretary to the Society when By-Laws Version 1993 revision was made, we were informed that the Society legal advisor at the time, Mr. Bosco Yiu, was responsible for the registration of By-Laws 1993. May be you can talk to Mr. Yiu and ask him for any records that might be in his possession.

Our Board of Directors have had a meeting regarding the harassing tactic of Dr. Lee, we have decided to maintain the legality of our elected Board of Directors, and that all our actions are legal. Any disruption of our member services will constitute harassment with no legal justification and that we will reserve our rights to seek legal compensation.

How else can the Society move ahead without succession planning? The way to attract younger generations such as university students to join our club by giving them discount had been done for many years. Has Michael Lee ever worked one casino session in the years that he had been a member? The single source of revenue for operating the programs and exhibitions comes from the voluntary efforts of members and/or non-members who donated their time to work the casino sessions every other year. Has he

ever lifted one finger to assist the moving, digging of grasses, mowing the lawn, taking out garbages, scrubbing floors, driving the 24 foot moving van, etc.? Wah Tso, John Chu, John Stinson, Wah Chu all assisted without any compensation to fix the furnace when there was no heat during the coldest month. Many other unsung heroes who had assisted during our move to the new club house. Had Michael Lee stopped his attack that the Society would be able to purchase a new furnace!

Michael Lee has tried everything that he can just to bully the newly elected Board of Directors to the corner with me in particular. Would he treat me the same if I were a male? Does it constitute a harassment suit based on gender equality?

The founding members such as Chui Yen Lau, Mrs. Kwai Fung Lau, Kwong Chan, Thanh Hua, Kan Ki Chiu, Silas Chen, Van Dien Lam including advisors (i.e. King Leung Lau, James Yip, Wing Yiu Wong, Dr. Yip Wan Lee) have signed or verbally gave their full support to the newly elected 16th Board of Directors and the President (i.e. Florence Yeung) who are all volunteers that strive for the betterment of our photography club.

In order to advance our priorities, we have to look at advocacy, internal education, youth engagement, public awareness and integration process. Our club will thrive in a proactive, positive, nurturing, loving and forgiving spirit with a strong leader to the pursuit of excellence in photography!

“Only two things are INFINITE: The universe and human stupidity. And I am not so sure about the former.”~ Albert Einstein

Best regards,

Florence Yeung
President
The Photographic Arts Society of Alberta