

VALLEY COTTAGE LIBRARY

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Annual Meeting of the
Valley Cottage Library Association
Wednesday, January 17, 2024

MINUTES

Valley Cottage Library Board Members

Present: Arlette Mooney, President
Frank Dwyer, Vice President
Michael Mark, Treasurer
Melissa L. Roy, Secretary
Marge McLoughlin, Trustee

Valley Cottage Library Board Members

Absent: Mary Fiore, Trustee – excused
Herb Lerner, Trustee – excused

Also attending: Christy Blanchette, Director, voting Association Member
Ashley Maraffino, Assistant Director, non-voting
Carida Ridoré

Voting Association Members

Present: Robert Blanchette
Richard Mooney
Caroline Meyers
Mary Mark

1. Call to order – Meeting called to order at 7:34pm by Arlette Mooney, Board President.

2. Public Comments – None

3. Approval of the minutes of the January 18, 2023 Association meeting

Moved by Marge McLoughlin and seconded by Melissa Roy the following resolution:

RESOLVED, to accept the Minutes of the January 18, 2023 Valley Cottage Library Association Meeting.

Motion passes 8-0.

4. Comments from the Board President –

Arlette welcomed the community members and thanked them for showing interest in the Valley Cottage Library. She also provided a review of happenings at the library in 2023, such as the flood remediation, space redesign, collection adjustments, roof replacement, and strategic plan development.

5. Director's Report – On file for review.

6. 2024 Operating budget – presentation and vote

Christy presented the Operating Budget for 2024. Funds for the budget have been approved by a previous public vote. The presentation laid out the proposed allocation of those funds.

Moved by Frank Dwyer and seconded by Michael Mark the following resolution:

RESOLVED, that, upon recommendation of the Director of the Valley Cottage Library, the Valley Cottage Library Association accepts and approves the proposed budget allocation for fiscal year 2024.

Motion passes 10-0.

7. New Business

Election of one (1) trustee to one (1) five-year term. Term ends 2028. –

Michael Mark nominated Marge McLoughlin to serve as Board Trustee for a 5-year term.

Arlette Mooney seconded the nomination. No other nominations were submitted.

Vote to elect Marge McLoughlin Library Board Trustee.

Yes: 10 No: 0

Approval of amendments to Association bylaws –

Moved by Michael Mark and seconded by Marge McLoughlin the following resolution:

RESOLVED, that the Valley Cottage Library Association accepts and approves the following amendment to the section of the Association By-Laws titled Indemnification of Directors and Officers; Insurance, to read:

The Association shall, to the full extent permitted by law, indemnify its Trustees and officers ("Indemnified Person") against any and all judgments, fines, amounts paid in settling, or otherwise disposing of actions or threatened actions, and reasonable expenses, including attorney's fees actually and necessarily incurred, by reason of the fact that he/she is, or was, a Trustee or officer of the Association. In providing this indemnification, the Board of Trustees shall proceed in such manner and to such extent as may be directed by the applicable provisions of the Not-for-Profit Corporation Law, as are in effect at the time indemnification is to be provided. In any event, such right of indemnification shall not be deemed exclusive of any lawful right, or rights, to which a Trustee or officer may be entitled under any other Bylaw provision, Board resolution, agreement, or otherwise. Notwithstanding anything provided herein, there shall be no indemnification of any Trustee or officer in any of the following circumstances: (1) in any suit, action or proceeding where a Trustee or officer shall be found to be guilty of, or liable for, breach of a fiduciary duty or willful misconduct in the performance of his/her duty to the

Association; (2) in matters settled by agreement based on the existence of such liability; (3) if the Board of Trustees determines that a Trustee's or officer's acts were committed in bad faith or were the result of active and deliberate dishonesty; or if a Trustee or officer personally gained any financial profit or other advantage to which he/she was not legally entitled.

The Association may, by action of the Board of Trustees, provide indemnification for any other committee member, employee, volunteer, agent, attorney or representative of the Association pursuant to these same or more stringent guidelines as are set forth in this Article for the indemnification of its Trustees and officers.

After termination or disposition of any actual or threatened action against an Indemnified Person, (a) indemnification mandated by an order of a court of competent jurisdiction shall be paid; and (b) if indemnification has not been ordered by a court, the Board of Trustees shall, upon written request of an individual eligible for indemnification, determine whether, and to what extent, indemnification is permitted pursuant to these Bylaws. The Board of Trustees shall approve or deny the indemnification request and set forth the amount and payment terms of the indemnification, if any. The Board of Trustees shall not approve any indemnification that would violate this Article, or any applicable law, and the Board of Trustees may seek the advice of legal counsel on such matters.

The Association shall provide directors and officers liability insurance in order to fund its indemnification obligations under this Article. To the extent permitted by law, such insurance shall insure the Association for any obligation it incurs as a result of this Article and for any other insurable risk for which the Board of Trustees elects to insure the Association hereunder.

Motion passes: 10-0.

Moved by Marge McLoughlin and seconded by Melissa Roy the following resolution:
RESOLVED, that the Valley Cottage Library Association accepts and approves the following amendment to the Association By-Laws:

New Section added:

Indemnification of Directors and Officers; Insurance shall be numbered as Article IV. Current Article IV, Parliamentary Procedure shall be renumbered Article V. Current Article V, Amendments shall be renumbered Article VI.

Motion passes: 10-0.

10. Adjournment

Moved by Frank Dwyer and seconded by Marge McLoughlin

To adjourn the meeting.

Motion passes: 10-0.

Meeting adjourned at 8:05pm.

Respectfully submitted,
Melissa L. Roy, Secretary
Valley Cottage Library Board of Trustees

Approved 1/15/2025