

EMMA S. CLARK MEMORIAL LIBRARY  
BOARD OF TRUSTEES MEETING

February 16, 2022

7:30 p.m.

Vincent R. O'Leary Community Room

MINUTES

A regular meeting of the Board of Trustees of the Emma S. Clark Memorial Library Association was called to order at 7:31 p.m. by Vice President, Christopher Fletcher. The following trustees of the Board, consisting of a quorum, were also present: Carol Leister, Treasurer; David Douglas, Secretary; Orlando Maione; Richard Russell; Linda Josephs; Anthony Parlato; Suzanne Shane. Absent with excuse: Deborah Blair. Also present was Ted Gutmann, Library Director; Robert Johnson, Acting Recording Secretary.

**I. CALL TO ORDER**

The Pledge of Allegiance was recited.

**II. PERIOD OF PUBLIC EXPRESSION**

No one wished to speak.

**III. APPROVAL OF MINUTES FROM PREVIOUS MEETING**

Mr. Parlato made a motion to approve the minutes from the regular Board meeting on January 19, 2022, seconded by Mr. Maione and passed unanimously.

**IV. PRESIDENT'S REPORT**

President Blair was not in attendance, no report.

**V. TREASURER'S REPORT & APPROVAL OF WARRANTS**

Ms. Leister reported that all bills are paid and everything is up to date.

Mr. Russell made a motion to approve the warrant, seconded by Ms. Josephs and passed unanimously.

**VI. DIRECTOR'S REPORT**

The attached Director's report was read and discussed. The Board also discussed the letter sent by Library counsel to the Three Village Historical Society. There was some discussion regarding Mr. Gutmann's report about a hold placed on a check for payroll purposes by Chase Bank. Ms. Leister also reported on the poor customer service at the local branch when trying to get more information about why the hold was placed. Mr. Parlato made a motion create an account with, and to use People's United Bank for the Library's payroll functions instead of Chase, seconded by Mr. Maione and passed unanimously.

## **VII. COMMITTEE REPORTS**

**Buildings and Grounds:** Mr. Maione reported that the construction on the outdoor terrace is currently on hold, waiting for warmer weather for the ground to thaw.

**Personnel:** No meeting, no report.

**Investment:** Mr. Russell reported that the Investment Committee will arrange for a meeting in April.

## **VIII. OLD BUSINESS**

None.

## **IX. NEW BUSINESS**

- Corporate resolution for opening new investment account for Helen Stein Shack permanent endowment  
Ms. Josephs made a motion to adopt the resolution to open an endowment account with Edward Jones for the Helen Stein Shack permanent endowment, transferring from Henley & Co., seconded by Mr. Maione and passed unanimously.
- Appropriation from Endowment Fund for Helen Stein Shack Picture Book Contest winners  
Ms. Shane made a motion to appropriate \$1,000 from the Endowment Fund for the 2022 Helen Stein Shack Picture Book Contest winners, seconded by Mr. Douglas and passed unanimously.
- Approval of Annual Report to the Community  
Ms. Leister made a motion to approve the Annual Report to the Community as proposed by Mr. Gutmann, seconded by Ms. Shane and passed unanimously.
- Proposal to move the payroll account from Chase to People's United Bank  
Covered under "Director's Report".

## **X. ADJOURNMENT**

Ms. Josephs made a motion to adjourn at 8:00 pm, seconded by Ms. Shane, and passed unanimously.

Respectfully submitted,  
David Douglas, Secretary

Recorded by: Robert Johnson

**Edward Jones**

EMMA S CLARK MEMORIAL LIBRARY  
ASSOCIATION  
120 MAIN ST  
SETAUKET, NY 11733-2818

Acct #: 976-32765 Date: 01/21/2022  
Account Class Code: 12 - CORPORATION  
Financial Advisor No: 428352 BR No: 39769  
Destination: NEW ACCOUNTS

### Corporate Resolution Certification Form

This form is not an official corporate resolution and is used to provide and certify to Edward Jones the accuracy of certain information about the corporation and its authorized representatives.

All blanks must be completed.

#### A. Authorized Representative Acknowledgement Regarding Corporate Resolution

The undersigned acknowledges, being a duly elected and qualified officer of the below-described corporation, that the following resolution, or a resolution substantially similar in form and substance, was properly adopted at a meeting of the board of directors of this corporation held on 02/16/2022 (Must be MM/DD/YYYY), according to the bylaws of the corporation and applicable law.

Resolved, that the individuals identified shall have the full power and authority on behalf of the corporation to enter an agreement on behalf of the corporation; open a brokerage account on the behalf of the corporation; do and perform every act to be done in conjunction with the account being opened, including, but not limited to, being able to transfer, endorse, sell, assign, and deliver any and all certificates of stock, bonds, debentures, notes, subscriptions, warrants, stock purchase warrants, evidences of indebtedness, or other securities now and hereafter registered in the name of or owned by the corporation; and make, execute, and deliver any and all written instruments necessary to effectuate the authority hereby granted.

#### B. Information about Company

1. Full Legal Name of Corporation:

EMMA S. CLARK MEMORIAL ASSOCIATION

4. Principal Place of Business: (Do not enter P.O. Box)

Street Address: 120 MAIN STREET

2. State of Incorporation: NEW YORK

City: SETAUKET

3. Date of Organization: 07/06/1891  
(Must be MM/DD/YYYY)

State: NY

Zip/Postal Code: 11733

#### C. Authorized Representative Acknowledgement and Indemnification

In consideration of Edward Jones accepting this form, the undersigned agrees and certifies that all information provided in this form is true and accurate, and will promptly notify Edward Jones if any of the information provided becomes inaccurate, misleading or incomplete. The undersigned acknowledges that all of the individuals listed in the Business Account Authorization and Acknowledgement Form are authorized representatives of the corporation. Further, the undersigned acknowledges and agrees that the resolution identified in Section A above is still in full force and effect and has not been rescinded, modified or amended. This certification may be relied upon by Edward Jones until such time as Edward Jones is notified in writing of such change in the information or authority reflected in this document.

The undersigned agrees to indemnify and hold harmless Edward Jones, its affiliates, agents, principals and employees for any and all claims, damages, liability, losses (including attorney fees and expenses) arising out of or related to the information provided in this form.

Further, the undersigned acknowledges that, by this form, Edward Jones has advised the undersigned to consult a legal advisor if there are any questions regarding this form and its contents.

#### D. Required Signature

  
Signature and Title

RICHARD RUSSELL, CHAIR  
Printed Name and Title

2/16/22  
Date



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