

Board of Directors
Meeting Minutes
June 9, 2023
10:30am to 12:15pm
Hamilton Public Library, 13 Broad Street
Hamilton, NY 13346

Present: Cecilia Brock, Mary Ellen Darling, Maureen O'Connor, Kelli Johnson, Joe Campbell, Pat Rajala, Brad Loliger

Zoom: Marsha Tait, John Eberle, Christos Gkolias

Staff: Kathy Houghton, Kitty Hotles-Samson, Mary Abousaid

10:36 a.m. Brock called the meeting to order and conducted a Quorum check. The Quorum was satisfied and the meeting was started. Brock asked if there was anything to add or take out from the Consent Agenda? No comments made by the Board.

Brock asked for a motion to approve the Consent Agenda which consisted of the June 9, 2023 Meeting Agenda, the March 16, 2023 Board Meeting Minutes, the Board Financial Report and the Financial Summary Report.

Motion made by Loliger

2nd by Darling

Brock requested vote.

All in favor, motion approved without objections or abstentions.

Houghton provided a report on The Opportunity Reserve Fund. Houghton also provided an update on the Stop Reading Challenge, I2O, and the JCF.

Houghton and Abousaid reported on the financial highlights.

Houghton stated that the ByLaws were amended and previously approved, but because a fair amount of time has passed since the previous approval and making the actual change to the ByLaws, Houghton needs the Board to again approve combining the Governance and Nominating Committees.

Literacy New York, Inc.
Board Resolution

Approval of Amended Literacy New York Bylaws

Resolution to approve Literacy New York, Inc.'s Bylaws; dated December 2017; amended June 2023

Whereas, the Board of Directors acknowledges that amendments to Article VI Section 2 were reviewed by counsel March 8, 2022 and found to be consistent with the statute;

Therefore, the Literacy New York Board approves the amended Literacy New York Bylaws.

Brock opened the floor for discussion. No discussion or comments provided.

Motion made by Darling
2nd by Rajala
Brock requested vote.
All in favor, motion approved without objections or abstentions.

Staff was asked to leave the room for the Executive Session.

Motion made by Loliger to go into the Executive Session.
2nd by Johnson
All in favor, motion approved

Motion made by Darling to leave the Executive Session with action taken to complete the Executive Director's Performance Review
2nd by Rajala
All in favor, motion approved

Darling welcomed incoming Directors, Gkolias and Loliger. Darling reviewed the LNY Board Positions and Terms Chart. Darling then went onto review the Slate of Officers and asked if there were any nominations from the floor. No nominations provided.

Literacy New York, Inc.
Board Resolution

Election of the Slate of Officers

The Governance Committee presents the following for election as officers to the Literacy New York Inc. Board of Directors, June 9, 2023 and;

Whereas, Literacy New York Board of Directors is governed by ByLaws adopted in December of 2017 which stipulate that officers are to be installed at the Annual Meeting for a one-year term;

And, whereas the Governance Committee has proposed a slate of officers and there were no nominations from the floor;

Therefore, Literacy New York approves the election of the following slate of officers to the Board:

President: Kelli Johnson
Vice President: Mary Ellen Darling
Secretary: Maureen O'Connor
Treasurer: Joseph Campbell

Motion made by Rajala
2nd by Darling
Brock requested vote.
All in favor, motion approved without objections or abstentions.

Brock and Tait were thanked for their service and left the meeting.

Darling reviewed the Commitment Form asking that the form be signed by each Board Member. Date to have the signed form submitted to LNY to be determined.

Darling requested actions on the following Annual Meeting items:

- Conflict of Interest Form—Board members are to sign and submit by July 31, 2023
- Resolution to approve the Annual Calendar of Board Meetings

Literacy New York, Inc.
Board Resolution

Annual Calendar of Board Meetings

Resolution to approve Literacy New York, Inc.'s annual calendar of board meetings on June 9, 2023 and;

Whereas, the Board of Directors is to meet quarterly with phone calls as needed between quarterly meetings during the fiscal year 2023-2024;

Therefore, the Literacy New York Board approves the annual calendar of board meetings.

September 14, 2023
December 14, 2023
March 14, 2024
June 7, 2024

Motion made by Darling

2nd by Campbell

Board vote.

All in favor, motion approved without objections or abstentions.

- Review of the Board Roster—please send any needed changes to Hotles-Samson
- Resolution to Appoint Auditing Firm

Literacy New York, Inc.
Board Resolution

Auditing Firm

Resolution to retain Literacy New York, Inc.'s selection of an auditing firm June 9, 2023 and;

Whereas, the Board of Directors is to select an Auditing Firm to conduct the fiscal year 2023 Literacy New York audit;

Whereas, Johnson, Mackowiak, and Associates, LLP has successfully completed the fiscal year 2022 audit;

Therefore, the Literacy New York Board selects Johnson, Mackowiak, and Associates LLP as its auditing firm.

Motion made by Darling

2nd by Eberle

Board vote.

All in favor, motion approved without objections or abstentions.

- Resolution to Appoint Financial Institutions

Literacy New York, Inc.
Board Resolution

Financial Institutions

Resolution to retain Literacy New York, Inc.'s selection of financial institutions June 9, 2023 and;

Whereas the Board of Directors is to select Financial Institution(s) for Literacy New York to work with in the coming year,

Therefore, the Literacy New York Board selects Key Bank and M&T Bank as its Financial Institutions.

Motion made by Darling

2nd by O'Connor

Board vote.

All in favor, motion approved without objections or abstentions.

Darling thanked Eberle, Campbell and Houghton for their work on the Governance Committee.

Johnson suggested that LNY's Mission Statement appear on the top of future meeting agendas.

Motion to adjourn made by Rajala

2nd by Campbell

Board vote.

All in favor, motion approved without objections or abstentions.

11:37 a.m. Meeting adjourned.

Next Meeting: September 14, 2023 9:30am-10:30am (Zoom)