

# THE SHERMAN LIBRARY

ANNUAL MEETING OF MEMBERS OCTOBER 9, 2020

**PRESENT:** *Board of Trustees:* Elly Bockley, Karen Cardillo (President), Rosemarie D'Ostilio, John Ehrenreich, Irit Granger, Mariya Hurwitz (Treasurer), Barbara Ireland, Laura Jagodzinski (Secretary), Lauren Kenney (Vice President), Jennifer Laviano, Dee Ratterree; *Executive Director:* Ashleigh Blake; *Members:* Barbara Ackerman, Andrew Alexander, Suzanne Ashley, Karen Borneman, Joel Bruzinski, Jeff Ginsburg, Kenric Gubner, Marge Josephson, Kim Kean, Corinne Kevorkian, Joan Laucius, Richard Lenihan; *Public:* Paula Cassidy, Stan Greenbaum

**CALL TO ORDER:** Karen Cardillo called the meeting to order at 7:15PM, allowing time to accommodate late arrivals. The meeting was held virtually due to the Library building closure related to the COVID-19 virus CT Stay Home, Stay Safe, Executive Order. Karen welcomed all members, guests, and trustees. Karen explained the meeting and zoom protocols, the proxy protocols that were used in absentee voting, the protocols of voting in-person and for tallying votes. Karen then opened up the agenda and moved to waive reading of the 2019 Annual Meeting minutes, and the motion was seconded by Dee Ratterree and a majority approved. Karen then moved to approve the minutes of the 2019 Annual Meeting, Dee Ratterree seconded, and a majority approved.

**REVIEW OF THIS MEETING MINUTES:** Lauren Kenney and Barbara Ireland

**TREASURER'S REPORT:** Mariya Hurwitz presented the report that was provided to attendees in advance of the meeting. Mariya noted the budget was well managed during a very challenging year. From a revenue perspective we were unable to host 3 of our 4 annual fundraising events due to the pandemic; fortunately, we qualified for the PPP forgivable loan which almost exactly offset the lost fundraising event revenue. Our payroll expense was covered by almost the entire PPP loan, which is a requirement for the loan to be forgiven and treated as a grant. The Town supported the Library with a 5% increase over the prior year grant while providing over half of our revenue. Membership is growing as is membership contributions (26% growth over prior year and 78% growth if you include the special May appeal). Investment dividends were \$37,500 a slight increase over prior year. The children's coordinator position was open for several months, contributing to payroll cost being down. We were required to invest in computer upgrades; approximately \$12,000 which will be capitalized for tax reporting purposes. Also, in the technology category are increases in electronic content made available to patrons (e.g., Bibliomation, Hoopla, subscriptions content). Increased operating expenses include capital improvements such as permanent blinds in the barn, storm panels for the windows and hot water heater. In response to comments and questions from the floor Mariya, disagreed that when backing out the town grant increase, the PPE grant and other income that the SLA revenue was down explaining membership was up as were grants and that the PPE grant could not be disregarded because it directly offset lost fundraising revenue. Lost revenues were primarily from the impact of the pandemic (e.g., cancelled fundraisers, limited size gatherings, closed building, stock market); stated there has been no change to the way we book membership or categorize contributions as membership; explained that "other income" included items such as barn rental and the proceeds from selling conference room chairs.

**INVESTMENT COMMITTEE REPORT:** Mariya Hurwitz, in the absence of Henry Cooperman Committee Chair, presented an update on the Vanguard investment. The balance as of June 30, 2020 was \$889,000 which is down just over \$41,000 in prior year comparison. This was due to \$32,000 being removed for operating costs and computer upgrades, as well as market losses of about \$9,000. Mariya thanked Rich Lenihan, Jill Finch, Steve Roffwarg and Bill Garrison, our Committee advisors, as well as Karen and Henry the Committee members.

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**PRESIDENT’S REPORT:** Karen Cardillo gave the President’s report. She thanked Ashleigh for continuing to serve the community during the pandemic, trustees for their dedication, and members and patrons for their support and generosity. Karen then provided background and process around amending by-laws and prioritizing efforts to approve a strategic plan. A member disagreed with the presented reason for and effort in amending the by-laws.

**EXECUTIVE DIRECTOR’S REPORT:** Ashleigh Blake mentioned that the Library Annual Report was sent in advance to attendees and then she presented the Executive Director’s report. Ashleigh noted the year began with a strong membership drive and hiring Cheryl Mandracchia, the children’s coordinator. Then in March in response to the pandemic, the Library developed a strategy for remote work and phased reopening that included converting programs to remote platforms, curb side pick-up and limited in-person hours. She highlighted successes including an increase of 53% in adult programs and 45% in attendance, and an upgrade to the patron and staff computer hardware and software. Looking forward, the Library plans to expand its digital offering and is nearing completion of a new website in a user-friendly format. Ashleigh recognized each of the staff for their valuable contributions, the generous volunteers that make programs possible, Marie Mulvaney for amazing graphic design, Pat Corrigan for making book sales possible, the Committee advisors, Trustees, the talented artists, speakers, and musicians, as well as the community financial support - noting that membership is up 26%. Ashleigh was recognized, from the floor, for a job well done.

Karen Cardillo moved that these meeting reports be placed in the record of this meeting, Elly Bockley seconded, and majority approved.

**VOTING Trustees, Amended Certificate of Incorporation (COI), Amended By-laws:** Karen Cardillo reviewed the protocols for discussing the matters that will be voted on and then presented the Trustee slate, proposed amendment to the COI, and the proposed amendments to the By-laws. Karen moved to accept the slate of Trustees, proposed amendment to the COI and proposed amendments to the By-laws for the purpose of voting on them for approval, Dee Ratterree seconded, and a majority approved. Karen opened the floor for discussion of the three matters presented. Some members expressed objections with the proposed amendments to the By-laws and commented on areas that could be improved. In response to a question, Karen noted there is a separate section in the by-laws on Fundamental Matters, so they are not in the definition section and listed the items from the Fundamental Matters section. Upon completion of two rounds of discussion, Karen reiterated the voting protocol and called on each member voting in person for a vote on the matter of the slate of the Board of Trustees, the matter of the amended COI, the matter of the amended by-laws. Karen appointed Laura Jagodzinski and Ro D’Ostilio to retire to a separate room to tally the votes. Laura Jagodzinski reported that all three matters passed and provided the following details. There were 98 members voting (7 in-person and 91 by proxy). For the COI or By-laws to be amended, the current by-laws require the affirmative vote of 2/3 Trustees in office and 2/3 members voting in-person or by proxy. Trustees unanimously approved the amendments at July and August Board meetings. Sixty-six (66) is the necessary number of members voting in favor of the amendments in order to pass. All three matters passed with specific votes as follows:

	Total Votes			Proxy			In-Person		
	For	Nay	Abstain	For	Nay	Abstain	For	Nay	Abstain
<b>Trustees</b>	<b>96</b>	<b>1</b>	<b>1</b>	91	0	0	5	1	1
<b>COI</b>	<b>94</b>	<b>3</b>	<b>1</b>	88	3	0	6	0	1
<b>By-laws</b>	<b>89</b>	<b>9</b>	<b>0</b>	85	6	0	4	3	0

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**UNFINISHED/NEW BUSINESS:** Karen Cardillo asked if there was any new or unfinished business, there was none.

**MEETING ADJOURNED:** Karen Cardillo motioned to adjourn the meeting, Irit Granger seconded the motion and the meeting adjourned at 8:47PM.

Respectfully submitted,

Laura Jagodzinski  
Board of Trustees, Secretary