



Newport Public Library  
Finance Committee of the Board of Trustees  
March 18, 2021 at 4:00 PM  
Held via teleconference

## Agenda

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|---|----------------|
| 1. Call to order, determination of a quorum, and an announcement that the meeting is being recorded | Michael Dutton |
| 2. Additions or amendments to the Agenda  | Michael Dutton |
| 3. <i>Action item:</i> Minutes of the Feb 2021 Finance Committee                                    | Michael Dutton |
| 4. Financial Statements for February 2021   |                |
| 5. Old Business   |                |
| 6. New Business   |                |
| 7. <i>Action item:</i> Adjournment  | Michael Dutton |

Next scheduled meeting: Thursday, April 15, 2021 at 4:00 PM.  
Please email [Patti Fetta](#) if you are unable to attend; or call 847 8720, x101.



Newport Public Library  
Board of Trustees Meeting  
March 18, 2021 at 4:30 PM  
Held via teleconference

## Agenda

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- |   |                |
|---|----------------|
| 1. Call to order, determination of a quorum, and the announcement that the meeting is being recorded. | Stephen Waluk  |
| 2. Additions or amendments to the Agenda  | Stephen Waluk  |
| 3. <i>Action item:</i> Minutes of the Feb 2020 Trustees meeting                                       | Stephen Waluk  |
| 4. Financial Committee Report   | Michael Dutton |
| 5. President's Report   | Stephen Waluk  |
| 6. Building and Grounds Committee Report  | Scott Skuncik  |
| 7. Financial Development Committee Report   | Joseph Logue   |
| 8. Friends of the Newport Library Report  | Jon Davies     |
| 9. Library Director's Report  | Joseph Logue   |
| 10. Old Business  |                |
| a) Vote to elect new Trustee (Andrea Groce)   | Stephen Waluk  |
| 11. New Business:   | Joseph Logue   |
| a) New Trustee – Lisa Becker  | Edwina Sebest  |
| b) Adoption of updated bylaws (and new founding date)   | Stephen Waluk  |
| i. Edits and amendments (attached)  |                |
| 12. <i>Action item:</i> Adjournment   | Stephen Waluk  |

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## Suggested edits and amendments:

**Article I, Sections 2 and 3.** What indications do you have that the Library was chartered prior to 1869? The attached documents are posted on the RI Secretary of State's website which seems to incorporate the library in 1869. However, if you have specific information about the library being chartered in 1865, I could inquire with the State Law Library (they are very helpful) to see if there was a special act passed that year.

**Article III, Section 1.** I agree it was a bit wordy, but I think some qualifier using "each" should still be included so that it is clear that each of those entities can appoint an ex-officio member.

**Article III, Section 6.** I don't think you need the section about Covid in the bylaws. First, I think that reference to the Open Meetings Act covers it because the Governor has made special provisions relating to the Open Meetings Act that addresses remote meetings. Also, (fingers crossed), I think the pandemic will probably be coming to an end in the next few months as people get vaccinated and the numbers continue to go down, and then we would have a section in the bylaws that unnecessarily refers to this pandemic.

**Article III, Section 7.** There is a sentence about the removal of a trustee being "without prejudice to the contract rights, if any, of the person so removed." What possible contract rights could the person have? If it gets to the point of removing someone the last thing you want is to encourage them to assert some kind of contract rights relative to their service as trustee. I would suggest this sentence be stricken. If a person really does have some rights that are violated by a removal (and, again, I can't think of what those would be), then he or she can still always try to assert them. But this sentence just seems to be asking for trouble.

**Article IV, Section 8.** I am not sure what officer and director liability insurance the Library has, but it certainly should have reasonable insurance. I question whether this clause should require "financial responsibility insurance to the extent of insurance coverage available to the Library." If you pay enough, just about any insurance would be available to the library. Maybe it should say something like, "shall have such customary and reasonable officer and director liability, including financial responsibility insurance, as may be available to the library." I am not exactly sure of the terminology and we may want to check with the Library's insurance agent.

**Article V.** We need to add reference to the investment committee. I believe that the attachment resolution may have been adopted by the board in January of February 2019, so it would just be a matter of updating the bylaws to reflect that adoption (you may have to double check the minutes). We may want to also re-write the Finance Committee duties, but that may be a longer conversation that should be discussed at the Finance Committee.

**Article VI, Section 5** is a little confusing in using the term "a majority of the number of Trustees fixed in these bylaws..." because the number fixed in the bylaws is anywhere from 9 to 15. Is it 5 or 8? I believe the intent (and the practice has been) for the quorum to be a majority of the trustees then serving, so I suggest replacing "fixed in these bylaws" with "then serving." (Also, there is a typo in the second sentence of that section.)

**Article VIII, Section 1A.** It is pretty common to have a threshold that triggers the requirement of having an officer sign checks. Perhaps over \$5,000? If that makes sense, then after the word "money" could be added "in excess of \$5,000."