

MINUTES OF FIRST MEETING OF
BOARD OF DIRECTORS OF
MERCY HOUSE OF SARATOGA, INC.

The directors of the corporation named above, constituting the board of directors of this corporation, held a special meeting at the time, on the day and at the place set forth as follows:

Time: 7:15 pm

Date: January 14, 2019

Place: Church Undercroft, 26 Washington Street, Saratoga Springs, New York 12866

The following directors, constituting a quorum of the full board, were present at the meeting:

Gordon M. Boyd
Mary Withington

In the absence of the President and Vice President, the meeting was chaired by the Secretary Gordon M. Boyd.

WAIVER

The chairperson announced that the meeting was held pursuant to a notice of meeting provided to the directors named as such in the Articles of Incorporation by electronic communication and each director present orally waived said notice of the instant meeting and consented to the transaction of any and all business at such meeting of the directors. In addition, they agreed to provide a written acknowledgment of the same if requested by the corporation secretary.

ACCEPTANCE OF DIRECTOR RESIGNATIONS

The chairperson next acknowledged receipt of the following resignations by members of the board of directors and accepted the same:

Ann Casey Bullock
Jami Piraino
John Vander Veer
Darren Miller
Field Horne

APPOINTMENT OF DIRECTORS

The chairperson then stated that nominations were in order for elections of directors of the corporation to hold office until their successors shall be elected and shall qualify.

The following slate of directors as designated by the Vestry pursuant to the corporation by-laws was nominated:

Laura Bradigan for a 2 year term
Mark Claverie for a 3 year term
Mark Griffin for a 2 year term
Doug Huston for a 1 year term
Howard Nelson for 2 year term
Mary Sanders Shartle for a 3 year term
Gordon Boyd for a 1 year term
Mary Withington for a 1 year term

No further nominations being made, the nominations were closed and a vote was taken. On the motion of Mary Withington, seconded by Gordon Boyd and by unanimous vote, the nominated slate of persons were elected directors of the corporation. The Chairman then stated

that the newly elected directors would assume their responsibilities immediately and that this meeting would be considered as the first meeting of directors to organize the corporation and to transact such business as should properly come before the meeting.

MINUTES AND RATIFICATION

The board then reviewed the minutes of the Board of Directors' meeting held on October 23, 2019 and the board actions taken therein, including the following:

- Adoption of an accounting year of January 1 to December 31
- Selection of the principal office location at 43 Washington Street, Saratoga Springs
- Selection of Saratoga National Bank as the bank for the corporation
- Authorization of President and Treasurer to pay expenses of incorporation process
- Authorization to file with governmental agencies, e.g. City of Saratoga Springs, Saratoga County
- Ratification of the actions and conduct of the incorporator (Mr. Cox)

On motion made by Mary Withington, seconded by Mary Sanders Shartle, and by unanimous vote, the following resolution was adopted:

RESOLVED, that the minutes of the October 23, 2018 meeting of board of directors are hereby approved.

On motion made by Mary Withington, seconded by Mark Griffin, and by unanimous vote, the following resolution was adopted:

RESOLVED, that all actions taken by motion approved by the board of directors at said meeting are hereby ratified and adopted by the current board.

ELECTION OF OFFICERS

The meeting proceeded to the election of a president, vice-president, and a treasurer. The following were duly nominated and elected to the offices indicated before their names:

President: Gordon Boyd

Vice-President: Mary Withington

Treasurer: Mark Claverie

Secretary: Mary Sanders Shartle

NEW BUSINESS

The application for 501c(3) status was presented to the board. It has been submitted and the company is awaiting determination of the same.

The directors reviewed and discussed a funding request to be made to the Vestry for expenses incurred or to be incurred by the company. It is agreed that the funds provided will be repaid to the Vestry under terms to be negotiated by the company.

On motion made by Mary Sanders Shartle, seconded by Mark Claverie, and by unanimous vote, the following resolutions were adopted:

RESOLVED, that the funding request is approved and shall be submitted to the Vestry.

Next discussed was the current status of negotiations with Shelters of Saratoga. The company has proposed three options for payment by Shelters for use of the future building to be leased by the company. They are (1) a fixed payment amount; (2) a 60 percent share of reimbursements made to Shelters or (3) separate agreement with the County and Shelters for an agreed upon amount. The company is awaiting a response from Shelters and the County to the proposal.

The board was then updated by the President on the status of capital funding requests with Community Development Block Grant; NY Thoroughbred Horsemen's Association, and NYRA.

ADJOURNMENT

There being no further business, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated: January 14, 2019

Mary Sanders Shartle, Secretary