

**RESOLUTIONS TO BE ADOPTED BY THE BOARD OF TRUSTEES OF
THE ESSEX LIBRARY ASSOCIATION, INC.
AT THE APRIL 28, 2025 REGULAR MEETING OF THE BOARD OF TRUSTEES**

WHEREAS, the Board of Trustees (the “Board”) of The Essex Library Association, Inc., a Connecticut non-stock corporation (the “Corporation”), has determined it to be in the best interests of the Corporation to remove the membership class established in the Corporation’s Certificate of Incorporation and for the general management of the Corporation to be vested with the Board;

WHEREAS, the Board desires to amend the Corporation’s Certificate of Incorporation by filing that certain Certificate of Amendment (the “Amendment”) substantially in the form presented to the Board, to effect the removal of the membership class, with the Secretary of the State of Connecticut.

NOW THEREFORE, BE IT:

RESOLVED, that the Board hereby approves and ratifies the Amendment in all respects;

FURTHER RESOLVED, that the Board is authorized to submit the Amendment to the Members of the Corporation (the “Members”) to vote on its approval;

FURTHER RESOLVED, that the Board is authorized to recommend that the Members approve the Amendment;

FURTHER RESOLVED, that upon approval from the Members of the Amendment, the Corporation’s Certificate of Incorporation be amended by filing the Amendment, subject to subsequent revision as set forth below;

FURTHER RESOLVED, that the President of the Corporation (the “Authorized Officer”), is authorized to execute and approve such non-substantive changes to the Amendment as he/she deems appropriate;

FURTHER RESOLVED, that any proper officer of the Corporation is authorized to take such actions and expend such funds from time to time on behalf of the Corporation in order to effect the Amendment;

FURTHER RESOLVED, that any actions taken prior to the adoption of the foregoing resolutions by any officer of the Corporation in furtherance of the foregoing are hereby ratified and approved.