

Schutz American Schools of Alexandria Foundation (SASAF)

**Minutes of the Meeting of the Board of Directors
Conference Call**

September 8, 2018

Call to Order

Caroline Kurtz, vice president, called the meeting to order at 2:03 p.m.

Determination of Quorum

Directors attending the meeting were:

Caroline Kurtz
Marilyn Watkins
Susan Knight
Jane Hall
Ed Nicholas
Deborah Martin
Bill Pollock
Paul Clark

A quorum of the Board was declared.

Adoption of the Meeting Agenda

Caroline reviewed the proposed agenda, which was approved.

Paul Clark joined the meeting.

Approval of the Minutes of the July 14, 2018 Meeting of the Board of Directors

Susan noted that the minutes mentioned her intention to resign as Communications Committee chair. She clarified that she would like to have an “understudy” to bring along as the new chairperson but that she will stay on for the time being, and will complete her four-year term on the Board. Jane Hall proposed that the minutes reflect this modification, and the minutes were unanimously approved as amended.

Opening Remarks

Paul said he would keep the meeting short. The primary agenda item is to review the three action items agreed at the July board meeting, these being: (1) amendment of the

By-Laws relating to removal of Board Members; (2) approval to give Charlotte Weaver-Gelzer and Alice Meloy the SASAF database contact information; and (3) election of officers. He noted that all three items were approved in the Board poll that was conducted following the July meeting but that some Board members had requested further discussion.

Board Action on the Pending Items

a. Amendment of the SASAF By-Laws

Paul summarized the proposed amendment of the SASAF By-Laws to remove any member of the Board who fails to attend three consecutive meetings, proposed at the previous Board meeting to facilitate quorum. Caroline said that she prefers to change the proposed language to read “two meetings” so that the attendance standard would fall within a single year, as the Board may only meet three times a year. Ed noted the difficulty often being scheduling conflicts to allow everyone’s regular attendance. Jane said that we shouldn’t be removing members who otherwise demonstrate their active engagement.

Susan moved that the amendment be adopted with the following rephrasing (amending language in italics):

Removal of Officers or Board Members. An officer or director may be removed in the unlikely event that sufficient cause exists for such removal, either by request and acceptance of resignation, or by a two-thirds (2/3) majority vote of the Board. *Any Board Member failing to attend two (2) consecutive scheduled Meetings of the Board either in person or telephonically, and who has otherwise not demonstrated active engagement in the business of the Board, shall be deemed to have resigned.* The Board will select a member to conduct an investigation and make a recommendation to the Board for such determination as it may in its discretion consider necessary for the best interests of the organization.

Jane seconded the motion. There being no further discussion, the By-Laws amendment as modified was unanimously approved.

b. Transmittal of the SASAF membership database

Paul gave background on the request by Charlotte and Alice to have access to the database in preparing the information for the WikiSchutz. Charlotte made this request so that she and Alice could search the list for people who may provide information/verification on the yearly presentation of basic factual narratives that Alice is preparing. He noted that he considers the Wiki as the business of the organization and that the request is reasonable and justified, further pointing out that they had such contact information from the organization in carrying out their original surveys and interviews in developing the historical bases for the Schutz history project many years ago.

Susan cited the By-Laws restricting the sharing of the database with persons outside of the organization or for any purpose other than organizational business, but that the

SASAF president may solely decide to share database information. Her concern is violating personal privacy of members in sharing-out their contact information, and recommended that we obtain assurance that their use of the database is limited to justifiable needs in developing the Wiki, and that we proceed on this matter in a businesslike manner.

Marilyn Watkins suggested that we get in writing what the database will be used for. After some discussion it was agreed that Paul should establish a written record with Charlotte and Alice, by letter or email, specifying that the database may be used only for the purpose of contacting people to obtain relevant information in preparing the Wiki narratives and that otherwise the contact information would not be disseminated. On this basis, Susan made a motion to approve the sharing of the database with Charlotte and Alice, which was seconded by Jane, and unanimously approved.

c. Election of officers

Paul said that the current slate of officers was elected at the July meeting. He noted that he has served two terms as president. He feels that it is time for “new blood” and that his overseas posting will make it difficult to fulfil the duties. He will remain as president until a successor can be identified, but for one year at the maximum and intends to resign by July of next year. He said he remains very interested in the purpose and vitality of the organization and will remain on the Board. He added that he was happy to report that Marilyn is actively considering the position, and will leave that for her to say whenever she is ready to put her name in nomination.

Ed moved the ratification of the officers as follows:

- Paul Clark: President
- Caroline Kurtz: Vice-president
- Steve Jamison: Treasurer

Susan seconded, and the motion was adopted.

Finance and Budget Report

Paul reported that Steve is traveling overseas so he does not have an updated report on the financial status of the organization. He said that we came out ahead on the reunion and are solvent; Steve reported a funds balance of \$5,400 as of July.

On fundraising, Paul had intended to organize a group of interested members to assist in raising the current-year target of \$5,000 but the press of work will not allow him to accomplish this before the end of the year. We need to start raising some money, with primary issues being the Meloy Scholarship, the wiki project and getting people to pay their dues. How do we get people to pay annual dues? Susan noted that she always put something in annual mailings about that year’s upcoming reunion. She suggested that we send out mail chimp, send out information as 2020 reunion dates are confirmed, and continue to ask for dues at each point along the way.

In Portland, Caroline said she would take the lead on sending out a monthly mail chimp that was upbeat and that reminded people to pay their dues. It has been on her mind but she has not had time to get to it. Susan noted that monthly was too often. We want to ensure that messages take hold when we send them. It is good to know why we pay dues, news about organization, and so on. It was determined that sending a mail chimp out each season would work and this will begin with the Holiday Season. Marilyn said that the holiday would be a good time to invite donations in the name of passed loved ones.

Caroline and Paul will collaborate on this, send the draft to Susan, and then she will work with Karen to get it sent. Karen has been managing mailchimps in Amanda's absence, which adds a modest amount to the organization's expenses. Ed noted that people need to be thanked if they already have paid their dues.

The website has a list behind the membership screen of who has paid dues. It was suggested to include a link in the mailchimp to the website page so that people could easily see their dues status.

Reunions

At the Portland reunion it was proposed that we have reunions every other year and dispense with grand reunions. Paul feels that we might have greater attendance at all reunions with this plan. Members were totally in favor of this plan. It was agreed to not have a reunion in 2019.

It was further agreed in Portland that the next reunion (2020) will be at the beach in North Carolina. Paul has a cottage and will find other places. This comes to a very reasonable beach week, price wise. The reunion will be scheduled during off-peak season, and Paul said that the nicest time to be there is September or late spring. To avoid the hurricane season, it was agreed by the Board to plan on late spring. Paul said that we will begin the planning at the next Board meeting.

Next Meeting of the Board

Paul said that he would plan the next meeting of the Board for December and would give adequate advance notice of the proposed date and time.

Adjournment

The meeting was adjourned at 2:54 p.m.

Prepared by Paul Clark with assistance from Marilyn Watkins and Susan Knight