

Schutz American Schools of Alexandria Foundation

Annual Board of Directors Meeting

July 14, 2012 ~ Washington DC

Board members present:

Anne Akers

Jean Stultz

Ken Cooke

Lavina Pattee

Ed Pollock

Tina Sharif

John Meloy

George Reed

Bill Pollock

Marina Moraitis

Gloria Holcomb

Nathan Walker

Amanda Johnson

Approximately 12 guests were also present.

Ken Cooke, acting president and current vice-president, called the meeting to order at 1:10 PM.

Agendas were passed out for review and adopted.

A determination of quorum was made by Amanda L. Johnson.

Ken Cooke welcomed and thanked everyone for coming and for their continuing interest in the future of SASAF.

Status of elected board

Ken noted that the board terms of Ed Pollock, George Reed, Alexandre Byron-Exarcos, and Gloria Holcomb will end at the annual meeting. There will need to be elections to seat four new board members. It was decided to table the discussion until after the board has discussed the future plans of SASAF.

The minutes from the last meeting (July 23, 2011) were reviewed.

A **motion was made to approve the minutes as printed. The motion was seconded and passed unanimously.*

Treasurer's report

George Reed reported on the financial status of SASAF which is solvent and in good shape, but said it was a difficult year. The 501(c)3 status of SASAF was pulled due to not knowing the change in tax filing laws and there were problems with corporate filings. To renew the 501(c)3 status there is a penalty and numerous forms to fill out and file.

George said that the current account balance is \$8,480. Expenses include:

-approx. \$7,500 reunion

-\$3,000 Meloy plaque

-\$2,500 scholarship

-approx. \$300-\$500 to former SASAF president for reimbursement for tax fees

George discussed the difficult year he had with handling the SASAF finances and submitted his formal resignation as treasurer. He thanked Amanda L. Johnson and Tina Sharif for stepping up and joining the board.

Ken Cooke thanked George and Ron Walters for their time.

Grand Reunion Financial Report

Ed Pollock reported on the reunion finances. A discount for the facilities was obtained through a fixed contract. Unfortunately there were not as many registrants and the contract had to be renegotiated. The registration fees have been covered and the amount spent by SASAF falls under the amount approved by the board. He recommended that only checks be accepted in the future as credit cards cause too many troubles.

Scholarship Review Committee

Lavina Pattee reported that \$2,500 was awarded to Nade Chowel based on Massimo Laterza's (Assistant Head of School) recommendations. Lavina suggested that the board continue following Massimo's recommendations in the future. She asked the board's direction in determining future scholarship amounts.

A **motion was made, and seconded, to set the scholarship based on funds available with a minimum of \$1,000 and a maximum of \$2,500.*

Nathan Walker shared that the scholarship does indeed hold status and is important to the students and recommended that the amount of the award be \$2,500.

The motion as made was passed unanimously.

The George and Mary Lou Meloy Scholarship Plaque

Bill Pollock showed the completed plaque. He had difficulty determining all the scholarship recipients. Nathan said he would research the names so they can be added to the plaque. The plaque will be shipped to the school for installation.

New Business

Discussion of SASAF Future

Ed suggested that a discussion between the board members only should first occur, and then open the discussion to guests.

The results of the survey that Ed generated and circulated were shared. He found that, generally, people want SASAF to continue but do not want to commit their own time or energy to the cause.

The by-laws were discussed.

There was discussion regarding combining databases from SASAF and Schutz School. Nathan shared the school's interest in bridging the gap and that the school would like to join forces with SASAF.

A **motion was made by Ed to dissolve SASAF as a corporation because it was not functioning as stated in the by-laws. The motion was seconded.*

An extended discussion followed.

Ed said that the reason he offered the motion was to challenge the board and the membership to become more engaged in the work of the organization. He noted that work needs to be done on the database, that little progress had been made with the SASAF website, and that managing newsletter and other SASAF activities entails a good deal of work. He mentioned the scholarship initiative as an example.

Ann Akers asked that options be discussed, including the possibility of joining with the school's alumni program. She suggested closing this chapter of SASAF and re-opening in partnership with the school.

Ed stated that there needs to be reorganization and to rethink the purpose of SASAF. More needs to be done. Dues need to be collected. He stated that he feels partially at fault and more people need to be involved.

A **motion was made for a recess and to move to an alternate location since the room was booked for another event. The motion was seconded and passed unanimously.*

Tina Sharif shared her involvement with Schutz. She feels disinterest was due to not knowing the people here and that it boils down to a generational gap. She said she will talk with Nathan regarding the website and work to help design something that can be used. She also stated that she will contact more people to get involved.

Bill Pollock suggested using the school as our "paid administrator" to maintain the master database. He said that a decision was needed whether to retain 501(c)3 status. He said that we need to stay excited and focused on the future instead of focusing on past difficulties.

There was continued discussion on whether to restore SASAF's 501(c)3 status. George reiterated that it can be reinstated up to December with the payment of a \$100 penalty.

Steve Jamison (guest) suggested that framing the discussion should focus on "mechanics" instead of drawing on everyone's emotions. He also suggested working through the school to disseminate information on alumni.

Sandy Jamison (guest) asked for clarification on difference between 501(c)3 and a non-profit corporation incorporated under a different provision of section 501(c).

Ann suggested paying someone to get the paperwork in order to reinstate the 501(c)3 and reorganize the organization.

Paul Clark (guest) gave his viewpoint that others might be willing to contribute but don't know enough about the function of SASAF, and said that it would be helpful to have something in the manner of an organizational strategy.

To move along the discussion related to the motion to dissolve SASAF and finish the meeting agenda, a time limit was set for 45 minutes and monitored by Amanda.

Ken summarized what had been discussed. He said that he felt it was important to keep the annual gatherings going.

Ann stated that she felt this was a good opportunity to reorganize, re-energize and focus more on reunions.

The motion to dissolve SASAF was not adopted.

Steve re-iterated that mechanics such as fixing legal matters and reinstating SASAF's 501(c)3 certification were foremost. George stated that forms would need to be filled out and all organization paperwork gathered by December 31, 2012.

Nominating Committee

A committee was named to canvas people to fill the 4 open board seats, as follows:

Steve Jamison

Ann Aker

Amanda Johnson

Tina Sharif

Discussion on SASAF communications

Sandy stated that there needs to be focus on communication.

Ed suggested a blog-type website with paid subscription. A blog editor could compile info for newsletters.

Ann said that she wants people to carry on the love of the school and help refocus the group.

Steve said that a framework is needed to get the point across. There needs to be new blood and to get the school involved.

Ed stated that there needs to be a small group to work on communication issues and it should be open to everyone.

Marina Moraitis stated that there needs to be a mission/vision statement for SASAF followed by a communication and operations plan. Nathan and Tina offered to help with this.

Lavina strongly suggested that we need to stay positive and upbeat.

Steve said he would give an inspirational speech at the banquet tonight.

Nathan stated that he will stay positive and upbeat at his talk also.

A **motion was made to adjourn the meeting at 3:44. The motion was seconded and passed unanimously.*

Minutes prepared by Amanda L. Johnson, secretary

Special Board meeting for elections

July 15, 2012

Board members present:

Lavina Pattee

Paul Clark

Ken Cooke

John Meloy

Steve Jamison

Bill Pollock

Marina Moraitis

Amanda Johnson

Jean Stultz

Anne Akers

Ken Cooke, acting president and current vice-president, called the meeting to order at 11:08 AM.

Order of business to elect officers

Ann Akers asked for clarification of duties of the president.

The floor was opened to nominations.

Marina Moraitis nominated Ken Cooke for president. He respectfully declined.

Paul Clark was nominated for president by Ann. Steve Jamison was nominated for treasurer by Jean Stultz.

Paul expressed concern stepping in as president and said that he understands what the commitment would mean.

Ann suggested hiring an assistant for the treasurer and said that the bookkeeper she uses for her business might be a candidate.

Bill Pollock offered his support if Paul accepts the nomination.

Ken reviewed the terms, as follows: term of board 4 is years and officers hold 3-year terms.

Electronic meetings were suggested as a way of facilitating the work of the board.

Paul Clark accepted the nomination of **president**.

Steve Jamison accepted the nomination of **treasurer**.

Other Business

Bill suggested online Quicken program for finances. Steve will look into it.

Amanda will email the new board contact sheet and by-laws to everyone.

A **motion was made to adjourn the meeting at 11:40. The motion was seconded and passed unanimously.*

Minutes prepared by Amanda L. Johnson, secretary.

Ken Cooke, vice-president (acting President)

Date