



WILLOW GLEN NEIGHBORHOOD ASSOCIATION

Mutes from WGNA Bd. meeting/retreat of September 12, 2019

Bd. Members Present

Elizabeth Estensen-	President
Konstantine Voronin –	Vice President
Rod Brittner-	2 nd Vice President
Mitchell Ehrlich-	Treasurer

Other Bd. Member Present (in alphabetical order):

Silvia Filliponi, Deanna McNeal Mirzadegan, Archie Moore, Ed Rast
Brian Yi David Zappelli, Richard Zappelli

Not present:

Kathleen Almoslino- Secretary, Jeff Stanley

Quorum exists. As secretary was not present, minutes were taken by various Bd. Members and combined herein.

Agenda Item (on written agenda) September 26, 2019 on “Urban Living”

Discussion by Konstantine V. about September 26, 2019 on “Urban Living” -various developments being built or to be built
Jeremy discusses inviting SJ City Council D6 Candidate Jake Tonkel.
Jeremy notes Jake Tonkel has a survey he like us to complete. Jeremy will follow up.

Brief discussion. Mtn made and seconded. By votes, it was agreed t Jake Tonkel would be invited to speak at the September 26, 2019 meeting.

Bd. Members Ed, David and Elizabeth noted that we should give other candidates equal time at subsequent meetings and notify them that Jake Tonkel will be speaking at the 9/26 meeting.

Agenda Item: (per Written agenda) Update on Candidate Forum- 10/17/19

Deanna presented: *Note: The following are from Deanna’s email on September 13th, and supplemented by emails from David Z. and Richard Z. New additions beyond that are noted.*

Candidate Forum

Format:

Q&A with 2-3 minute response time limit

Audience questions with 2-3 minute candidate response time limit

Audio/Video:

Jeremy and I will work on contacting News agencies to cover the event

Jeremy will stream the actual event to WG Neighbors (*Facebook live*)

Ed Rast will contact Ken Pyle regarding videoing the event for WGNA

Elizabeth will work with Starlight Ballroom regarding needed A/V equipment such as microphones and displays, as well as table covers.

Marketing:

Brian working on banners, Richard to provide sizes based on previous banners. When can we get?

Richard will place banners placed at Willow Glen Elementary, Starlight Ballroom, Curtner and Lincoln, and one other location

All board members to help promote the event as follows:

- Send invitation to friends, family <http://bit.ly/WGNA-D15Forum>

- Post of FB groups and comment and like to event is better ranked/promoted with FB

- All board members post on NextDoor (Below is a suggested post.)

- Richard, Jeremy (and anyone else) place candidate posters in downtown and other locations

- De Anna will invite city council, supervisors, mayor, etc.

Added minutes: Discussion was had about direct marketing to people to via email RSVP are being made by individuals via EventBright.

DeAnna asked about using NationBuilder to send out emails etc.,

Side discussion about Nationbuilder occurred... what it does, who has access etc.

(Note: A later agenda item, which was not addressed, involved whether to terminate the Nationbuilder software. See below)

Richard Z talked about the importance of product and Turf, some elaboration.

Konstantine and Mitchell indicated they had limited Nationbuilder access but neither could send out emails. David Z is person with primary access to Nationbuilder.

Mitchell noted cost, value, labor-intensive concerns. That software has been subscribed to since 2014 when WGNA FB had 9000 followers.

Question to David about using Nationbuilder to email invites to Forum.

Discussion about how it had a data base on 20,000 plus, but only a few hundred emails.

David indicated that Nationbuilder could possibly reach 600 people, but Bd members would need to learn how to use the software.

De Anna noted that she did not have access. Mitchell offered her his access (user, password) Jeremy indicated that he'd been willing learn the program as well.

Further Nationbuilder builder discussion. No answer on whether we could or could not send Nationbuilder. Consensus was Nationbuilder could not or would not use send mass email on the Candidate forum.

As a result, DeAnna indicated she'd just use Eventbright and other marketing/emails message to ensure full attendance at event. (see below)

Discussion went to Facebooks Ads. (see below) David administers FB page and does Facebook Ads. David using personal credit card to buy ads and noted how FB invoices were slow (*see below for further discussion on FB costs and reimbursement.*) In later email from David, he confirmed that he'd gotten approval from FB for political ad.

Candidate Questions:

- All board members are to submit via email preferably possible candidate questions ASAP. I will compile the list and submit for vote. This is URGENT
- During candidate forum, Ed Rast will collect audience questions and filter

Moderator:

- Final agreement on Pierluigi Oliverio
I am reconfirming with him today
- I will help as needed with moderation

Added minutes: On moderators, discussion, including from Richard about a second, preferably female. Names were discussed including media in addition to having De Anna be the moderator. No consensus....DeAnna to determine this on her own

Budget:

- Grants can no longer be used on candidate forums per the Beautify SJ Cycle 2 form Ed submitted. Additional minutes: Ed Rast briefly discussed how CAP Grant rules have certain ineligible expenses (i.e. expenses that grant money cannot be spent on), which include Candidate Forum.
- Brief discussion was had on the fairness of such rules etc.
- Budget is approximately \$700-\$1,000 +/-
 - \$400 for banners (*4 banners at appr. \$100 each*)
 - \$50- \$250 for A/V and table skirts – *It was noted that the Starlight Ballroom was not charging a fee for the facility, tables and chars.*
 - \$50 printing signs (*posters*)
 - \$200 for water and refreshments (*tentative*) Richard Z said he would try to get donations
 - \$100 miscellaneous
 - Added minutes:
 - \$50 Comment cards
 - \$150 (3 ads *\$50/each) Facebook Advertising
 - \$100 (approx) Liability event insurance for event. Ed R. to look into insurance .

Added minutes: Questions to Treasurer Mitchell about availability of funds. Mitchell indicated that 8/31/2019 balance was in excess of \$7000 and that while some funds have or will be spent, between balance and Richard's additional fund-raising, sufficient funds exist to cover forum expenses.

Security:

- Will not be provided

Trifold: (WGNA marketing material, not candidate related, so it is eligible for the grant funds

- Estimated cost is \$700 for 1,000
- Nancy Rice is designer, Richard Z will provide her contact information to De Anna and she will call to see if we can get electronic file and updates.
- Additional minutes:
- In separate discussion, Richard Z indicated that Nancy Rice has previously been reluctant to provide this. Richard noted that WGNA has a copyright on the materials.
- Elizabeth noted that she had one copy of the Tri-Fold, but that when she tried to have it copied, text was not legible and format was poor.

Volunteers:

- Need volunteers for event, please volunteer and help recruit others
 - Ushers
 - Host Membership table
 - Set up
 - Clean up
 - Anything else?

Possible FB, Nextdoor, social media post that anyone can use to promote the event. Please help!

DeAnna will provide suggested language for members to post to their respective FB pages, nextdoor, etc.

Agenda Item (per written agenda)

WGNA Neighborhood Card:

Jeremy presented including Power Point presentation distributed by FB messenger and hardcopies. *Text of power point included.*

The Willow Glen Card

What is it?

- A promotional card that lists 10-15 WG businesses
- Each promotion is unique to the card
- Example:•5% off Tuesday; •2 for 1; •Free trial

What is not...

The card doesn't swipe

- Not a credit card

What's the benefit

- The primary benefit is to the community members
- Secondary benefit is WG small businesses – increased business
- WGNA benefits with extra funds to invest back into the community

Frequently Asked Questions:

Q.How much does it cost for a business to signup?

A.Nothing

Q.What happens with the money?

A. WGNA reinvests this back into WG

Q.Can I use someone else's card

A.No

Why I think it will be successful:

So many groups do this concept that there are companies who make these benefit cards- I worked in a deli that offered buy 2 sandwiches + 2 drinks, get a sandwich free. That promotion was redeemed all the time. During lunch there could easily be 5 consecutive customers with a card.

How it works:

- 1)1 year WGNA membership is sold; 2)With the membership they get the WG Card
- 3)Card is signed; 4)Businesses honor their offer from 1/1/20-12/31/20

Considerations:

- We could list the best deals at the top of the card
- Signing the card prevents people from sharing it
- We could have other groups resell the card
- Willow Glen Little league
- Businesses that sell the WG history book
- This card can be sold to people outside of Willow Glen
- We could let a sponsor pay for the production of the card. The total net cost to WGNA could be \$0.

Potential results

- Minimum 50 new WGNA members; •My estimate is at least 250
- Potentially 1k+

Companies verified interested

- Bibo's pizza: M-Th happy hour
- Johns Willow Glen: Combination of food and drink
- Willow Glen workout garage: Free online trial; Discount training
- Icicle Flexible

Companies interested

- Crepevine S-Tu evening food + drink combo
- Willow Glen Chiropractor
- Paws Pet Store

Card sponsor offers

- 3 realtors

Next steps

- Finalize agreements; •Finalize promotion
- Sign agreements; •Finalize card design
- Make card, •Offer before 1/1
- \$20 or \$25/yr

Discussion about cost of card t (Est. \$300) per Jeremy, cost likely to be covered by realtor, who'd get name on back of card.

Discussion about how to provide information about deals, written info and/or page added to website lding offers on card.

Discussion about who would buy cards, give as part of membership and/or sell separately.

Question by Brian about duration of card's use if join mid-year. Mitchell asked what about giving it to this year's new members. Suggestion was by calendar year.

Motion approved. Seconded by Mitchell.

Bd agreed to have Jeremy move forward with Willow Glen card.

Agenda Item (not on written agenda) Walk to School - October 16th, 2019

Richard presented:

WGNA been involved in event for long time, connected to Bike to School, Richard touted value of program, discussed how kids get driven to school etc. and that it was good promotion for WGNA.

Event was sponsored and run Stakeholders for a Safe Green Village.

Richard noted that Stakeholders is a separate group run by David Z.

Both Mitchell and DeAnna asked about details event, noting little discussion in prior meeting. Brief discussion about what it is and when.

David commented about Mitchell and DeAnna;s lack of knowledget event. DeAnna commented that new people on the board are not familiar with all the programs.

Richard sought to educate the newer Bd members further.

Proposal was made to spend \$500 on event.

Discussion/Question on what \$500 was for, what benefit WGNA received

Richard and/or David indicated \$500 was to put WGNA's name on Walk to School Banner, along with Stakeholders for Safe Green Village.

Questions and debate ensued about expenditure, the program, whether to spend funds for name on banner. Jeremy questioned why WGNA spend \$500 to put name on a banner for event run by David's group, -- Why Stakeholders can't put WGNA on banner for free since it was David's organization.

Jeremy did not agree that \$500 should be paid to Stakeholder.

He suggested that \$500 could be spent on something other than banner, such as helmets, bikes etc.

Konstantine noted that \$500 was part of the Cycle 2 approved grant application.

Ed confirmed that under grant rules, money can't be used for gifts.

Rod commented/questioned on how/why grant money was being used for this event, since it didn't seem like a Beautification projects. Noted Bramhall park idea. Short side discussion on rationale for grants and beautification.

Richard said he raised/or is expected to raise \$6,200, b/n cash or in kind for the event.

Mitchell was unaware, asked if money was coming into WGNA.

No clear response provided.

Discussion continued. David indicated that \$500 covered putting WGNA on banners for both the October event (bike) and May event (Walk)

Motion was made to approve \$500 spending. Seconded. Bd voted to approve spending.

One opposed: Jeremy.

Discussion of opposed

Jeremy asserted a conflict of interest as WGNA was paying \$500 to a Stakeholders for Safe Green Village, run by David and Richard.

Other Bd. including Rod and Mitchell acknowledged Jeremy concern as legitimate.

Discussion about revisiting Jeremy's concern next year.

Richard forwarded subsequent email on 9/14 about event, which is included:

This is the Stakeholders SGV (Safe Green Village) event at Gardner Academy School at Virginia just off Bird Avenue. This is just one of the many events that Stakeholders SGV features in the spring of each year in multiple schools, May is "Bike To School Month"

As I stated last evening, WGNA "does not" make contributions to cover expenses each spring. Stakeholders and its many sponsors pick up all expenses. Starting with the first photo, the "Bike To School Poster" please note the WGNA Logo at the bottom-right of the poster, a sponsor.

In the next photo is a eight food table with free fresh food and bottled water. under the table behind the "WGNA Banner" are five -36 packs of bottle water and fresh fruit back up). Supplied by Stakeholders SGV (not WGNA) In the fifth photo you will see David Z., Myself, Ed Rast.

In the 7th photo you will see A San Jose Earthquakes Table and Tent. Behind the table is you will see Rowan, Ed Rast of WGNA, last person is Celia Taylor (Jeremy's wife). The Representative from the Earthquakes and "Q" the earthquakes mascot. Mascots cost \$175 per event for two hours. The kids love to have their pictures taken with "Q".

The Children at the event get raffle tickets, and the winning students get Trek 24 inch bikes, Helmets, and Razor scooters. A hundred yellow helium balloons are given to the children attending the event.

The WGNA Brand gets all kinds of free advertising at all Stakeholders SGV events. I hope our board members get a better idea of the value the WGNA Brand has at these events.

A great deal of Stakeholders free time goes into these events. There is the planning and the event time. The Volunteers com from the schools PTA members,.. David does all the organizing of both the Fall and Spring events. In all over 28 schools have participated.

AGENDA ITEM: (on written agenda) BY LAW AMENDMENTS

Discussion led by Mitchell.

Mitchell discussed ambiguous/unclear aspects of By-Laws and how with current tax problems (See below discussion about IRS revoking WGNA tax exempt status as of 10/2016) bylaws need to be amended to require things like annual tax filing etc.

Richard started separate discussion about his belief that there's a policy that allowed Elizabeth to approve up to \$500 in spending on her own

Mitchell explained that no such policy existed. Bylaws do permit President alone to approve spending of \$500.

By-Laws, spending and approval requirements..Mitchell outline relevant Bylaws:

-All checks over \$1,000 shall require the signatures of two of the following Officers: President, Secretary, or Treasurer.

-Operating Expenses shall be considered as those essential to ongoing maintenance of the organization; and if over \$50 shall be approved by the President and one (1) Board Officer.

-Project, event or special purpose items estimated to have expenses more than \$100 and less than \$500 shall have a brief plan or description to include an estimated max cost approved by the President and 1 (one) Board officer.

-Projects, events or special purpose items estimated to have expenses of \$500 or more shall have a plan and revenue/expense budget with estimated max cost noticed to all Board members 2 weeks in advance, and approved by Board majority vote.

Mitchell discussed need to amend the Code of Conduct provisions of By-Laws in light of conduct at July 2019 meeting (loud, emotional exchanges) and amongst Bd. members.

Mitchell to take on task of drafting proposed revisions to Bylaws on financials matters; wasn't sure if could be completed by the next meeting

Intent is to circulate a draft revisions via email for comments, edits, additions etc. before formally submitting.

AGENDA ITEMS (ON WRITTEN AGENDA) ALL THINGS FINANCIAL

Presented primarily by Mitchell:

Revocation of Tax Exempt Status

Mitchell discussed recent discovery that the WGNA's tax exempt status had been revoked by the IRS as of October 2016 for failure to file tax returns.

Richard had asked him to help file 2016-2018 returns filed. In doing so, Mitchell discovered tax exempt status was revoked and is a matter of public record. State of California (Franchise Tax Bd.) revoked WGNA tax exempt status in 1989. Last WGNA federal tax return filed tax year 2012 -nothing since.. meaning 6 years of no returns. Mitchell expressed great concern about this issue.

Mitchell circulated hard copies of email he sent to Exec Committee with attachments on 9/3/19. Email discussed revocation, cause, normal WGNA filings, how to fix, potential costs and time frame;

Mitchell discussed basics of 501(c)(4) non profit status, normal tax filing requirement is simple. 5 minute online submission- 990N, stating that we made less than \$50,000, we are operating and basic information

As no return filed since 2012, after 3 years, IRS revoked our tax exempt status automatically. Mitchell noted that WGNA runs on fiscal year June 1-May 31

Mitchell attempted to E-file short form for 2018, but it was rejected.

Problem was fixable, but was going to cost money- minimum, \$600 IRS fee, would take time and might require CPA, but we could do on our own.

Mitchell explained this is not an uncommon occurrence, IRS had publication that outlined fix as follows: All 6 prior returns need to be filed on a 990 form- more detailed form- listing of income, expenses and assets. Submit to IRS with a \$600 fee and separate form that explains why problem arose and how to not have it recur in the future. Called a "reasonable cause statement.

Mitchell noted that if we do not clear this up, we could owe penalties above \$600. P could be \$20 per day for each late day, but were maxxed at the lower of \$10K per year or 5% of gross revenues. Based on historical revenues, he presumed a few hundred per year, but he assumed we'd likely be able to avoid penalties.

One concerns was limited historical financial records and that as, Treasurer he had nothing before May 2019. Some info available in old minutes and prior Treasurer Matt Fricke had done detailed reports in the 2016/2017 time frame. Mitchell indicated that completing the returns was doable but may require estimating. Another of the concerns was going to be who signed the returns.

Richard noted when he joined in the late 2000s, a similar problem with IRS that dated back to 1989. WGNA past President Larry Ames. Richard went to the IRS office and met on multiple occasions, explained issue, completed the paperwork and was able to get it fixed.

Richard indicated that the IRS had gone after Larry Ames individually.

Mitchell interjected that if the IRS went after the board individually, that was not something that made him feel comfortable.

Richard talking about going down to the IRS to meet with an agent.

Mitchell noted if Richard does this, he (Mitchell) was not going to attend and that Richard would be doing dealing with this issue on his own.

Mitchell stated that IRS had a detailed fix procedure and that they would instruct us to follow the procedure.

Mitchell indicated that he would take on the issue, but he wasn't going to visit the IRS and preferred not to work with Richard on this as he didn't think it would be efficient. He was going to prepare the return, complete the forms, pay the fee and get it resolved that way.

As to the lack of financial information, discussion was had about how and if the information could be obtained. Richard noted that our Comerica account was new as of 2016 and that when prior Bd. members left they took all the records.

DeAnna suggested we contact the prior banks and request records.

Another Bd. member suggested we turn to prior members.

Mitchell didn't think this would be a practical bc no motivation and some prior member apparently don't like us.

Mitchell noted that that Richard had reached out to prior treasurer CPA Matt Fricke for help. Mitchell asked Richard to confirm about Matt, because it did not appear that Matt was going to help.

David discussed how we could go the IRS with offer in compromise. Mitchell explained that if we were penalized that's an option, but \$600 was a fee that could not be negotiated away. Ed noted that fee was charged to cover expense of having an IRS employee handle our paperwork.

Richard discussed how City was holding back money from Dev Davis and Pam Foley bc of paperwork issue on a grant application as between 501(c)(3) and 501(c) (4) Mitchell explained that City is not authorizing money bc of revocation of tax exemption, not grant application.

Discussion about using Taxpayer Advocates; Discussion about how there is a set of books that Silvia has that may have financial data.

Further discussion had about who would take on this project. Mitchell indicated he would do that as he is Treasurer.

By consensus, it was agreed that Mitchell would take on the task of completing the tax returns and resolving the tax exemption revocations.

Grant Cycle 2 Accounting:

Discussion started by Mitchell. He noted that at July meeting, as Treasurer, Mitchell volunteered to do and work, as it was a financial accounting, and he needed receipts etc. to do the fiscal year accounting.

Mitchell noted that subsequently, Richard emailed him and said he (Richard) and Rod were taking on the task on himself.

Side discussion about how quite often one person takes on a task and then someone else takes over. Cites example of Accounting Cycle #2, WGNA logo.

Mitchell noted that #2 accounting is due by 9/30 and with full receipts. Per email exchange with Ken Podgorsek's of UNSCC, #2 accounting period is 10/1/2018 through 9/30/2019. If WGNA in good standing, Cycle 3 funds will be released. Per Mitchell, Ken Podgorsek's email confirmed we are currently in good standing.

No status provided on work on Cycle #2 accounting. Presumption was that accounting had not started.

Ed noted that extension was available until March 30, 2019. Discussion had about extension and what it entailed.

Bd agreed that Richard and Ed would collaborate on getting extension and then completing Cycle 2 accounting.

Mitchell noted that treasurer should be involved, but was fine with not doing it.

Mitchell insisted that he be provided a copy of accounting and receipts to do full internal accounting for fiscal year 2018/2019 and tax return.

Financial Handling Protocol

Mitchell: WGNA needs more responsible fiscal policy.

Currently, he is not on accounts. Relies on Richard to provide bank statements, receipts etc. bc he has PO Box key and debit card. Process of adding Treasurer and other to account is in works.

Currently, one person does all (or nearly all) of spending and all deposits, but that is not Treasurer. Mitchell's to date role has been record keeper based on bank statements, emailed receipts spending.

Not an efficient or responsible way to manage finances. Having difficulty determining if expense approved, review occurs after spending has already occurred. Concerns that member spending from account and gets statements, to date been unable to provide receipts of bank statements from before May 2019. Often unclear if little written confirmation and spending coming directly from non-Treasurer.

Mitchell proposed to move to a fully reimbursed based policy where all spending occurs either from direct checks written from account by Treasurer (on invoices etc.) and only on approved expenses or that spending on day to day cost, incurred by individuals that can be submitted on reimbursement form and reimbursed from account by Treasurer. With online banking, reimbursement can occur within days.

Mitchell cited concerns about lack of oversight or controls and tax-exemption revocation, failure to file tax returns, lack of receipts or bank statement from prior to May 2019. He cited examples such as request for reimbursements for breakfast spending, efforts to stop purchase of Sandwiches for July meeting, uncertainty about whether expenses are approved, by whom and defensive reaction to requests for confirmation. Recent example described: In July \$500 was approved for book purchase, but per 8/15/2019 invoice was for \$800.

Side discussion occurred on \$500 vs. \$800 book spending. Richard ordered books. Discussed issue with book publisher, delays, CD etc, credited with prior books. Noted that old order needed to be filled and reduced costs. Back and forth discussion between Richard, Mitchell and Elizabeth.

Mitchell noted Bd voted in July 2019 100 books at \$5/per for \$500 but 8/15 invoice from Richard's order was 200 books at \$4 for \$800.

Mitchell noted per Bd. vote, order should have been kept at \$500(\$4 * \$125) or prior to ordering, written notice and approval should have been sought... rather than just incurring invoice.

Elizabeth noted that Richard had discussed with her and she approved.

Mitchell noted this was weeks after 8/15 order was made and that she should not have approved since Bd voted \$500. Mitchell noted that issue was why changes need to be made.

Side discussion on what limits President can approve whether if \$800 or \$300. Mitchell noted it was an \$800 expenditure that should have been voted on, but even if \$300, Bylaws required 2 people to approve.

Further discussion on reimbursement based proposal.

Richard felt he was not being trusted. Mitchell indicated not a trust issue, but simply he can't do job properly if spending is occurring outside of knowledge. Mitchell noted concern about lack of receipts and bank records, which spender should be safeguarding.

Richard indicated a willingness to resign if reimbursement policy came into effect. Back and forth discussion occurred. Richard offered to give up debit card, but didn't have card with him. David interjected that it is Mitchell's fault for not being on account. David noted how much work he and Richard do pro bono and how organization would not exist without them. Side discussion about work not being distributed. People taking work from other. Morale issues.

Side discussion started by Richard about WGNA Sect State. Richard stated Mitchell put his name and address on Sect of State. Richard said Mitchell is lawyer, is his lawyer and has conflict. Back and forth discussion. Mitchell explained that Richard's name and address no longer on document, Explained that along with taxes, Richard asked him to change Sect of State info, no direction given and that existing info from prior Treasurer Matt Fricke in 2017 had Richard's name and address and Richard as agent for service. Elizabeth explained same to Richard, just following old format. Mitchell has removed Richard entirely. Mitchell noted in future, if concern, Richard should communicate directly and ask for the change, rather than emailing the entire board with accusations and demands.

Mitchell again reiterated that Richard's Sect of State discussion has nothing to do with reimbursement policy issue.

Continued discussion on reimbursement based method. Rod, DeAnna and Jeremy all voiced support for new reimbursement policy.

Rod noted that in his business travel, everything is reimbursement based. Discussed how work.

Jeremy noted that only one person, Treasurer, should have access to account and do spending.

DeAnna expressed concern over state of finance handling and confirm that current way was irresponsible. She was not comfortable soliciting funds given current financial problems.

Additional minutes were added by DeAnna via email as follows:

To say that I am alarmed at the WGNA financial record keeping is an vast understatement. I am even more concerned at the inability to make needed changes to prevent these issues from happening in the future.

I have very limited time, and I am sure most of you as well, I do not want to continue to spend my time at unproductive meetings. In addition, in good conscience, I cannot solicit donations, sponsorship, etc. until we have the needed financial protocols in place as well as transparency regarding the finances.

In my opinion, the highest priority should be rectifying our standing with the IRS, Secretary of State as well as the FTB. Mitch has agreed to tackle this problem on behalf of WGNA and obstacles should not be put in his way.

My notes from the meeting regarding what is needed to resolve this are as follows:

- *Financial documents are needed to create the tax returns from 2013-2015 and then 2016-2018*
- *Sylvia has a record book which may have needed documents*
- *I suggested contacting the bank for the bank statements. Using the banks statements we could accurately file the tax returns.*
 - *WGNA had accounts at US Bank, which are now closed. I spoke to US Bank today, if someone calls or goes to the branch with the account number, they will look up the account and see if they still have access to the statements. If not it can be submitted to the recovery department. Was Richard or someone else on this account who is still a board member? If so, it is easier this way, but if not, can still be done.*
 - *We have an open account at Comerica Bank and whomever has access to the account can easily retrieve all the bank statements since inception.*
 - *I have contacts at both of these banks, I can help if needed.*

Further discussion and debate ensued. Richard maintained willingness to resign. Concerns raised about willingness to resign over financial changes.

David noted that he pays for FB with own personal account. Mitchell noted that he was not aware of this and that David should request reimbursement directly from him (Mitchell) as Treasurer.

Further discussion and debate ensued. As a compromise, Mitchell proposed the following, based on question and further debate:’

Effective 1/1/2020, current debit card (with Richard) closed, New debit card(s) issued, with max spending limit of \$500 per month. Treasurer will do majority of bill payment , spending and reimbursement. Debit card holders will be able to spend directly on approved expenses but that end of each month, spender will have to provide all receipts and spending report (Mitchell to prepare form) and any unapproved or non-receipt spending will have to be reimbursed.

Discussion occurred. Jeremy and Konstantine noted that this wasn’t really changing anything. Mitchell and Deanna concurred. Mitchell noting that if Bd. member willing to resign otherwise, it’s better than nothing.

Mtn to approve made. Seconded. Bd voted to approve.

Opposed: Jeremy and Konstantine

Discussion same as above as nothing has changed and only treasurer should be spending.

Further discussion occurred. DeAnna had to leave. DeAnna expressed concern about how WGNA was functioning, interactions amongst Bd. members and financial problems.

Time was after 11:00 p.m. Meeting was adjourned.

Agenda items not addressed:

Adding online banking

Terminating NationBuilder