

WILLOW GLEN NEIGHBORHOOD ASSOCIATION



SPECIAL MEETING MINUTES

November 2019

DATE: Thursday, November 7th, 2019 Time: 7:00 – 10:03 PM

LOCATION: Redacted Due to Private Residence of Board Member

BOARD ATTENDEES: Kathleen Almoslino, Rod Brittner, Mitch Ehrlich, Silvia Filipponi,, De Anna McNeal Mirzadegan, Jeremy Taylor, Jeff Stanley, Brian Yi,

RESIGNED BOARD MEMBERS: Elizabeth Estensen - President, Archie Moore, Konstantin Veronin - Vice President, Ed Rast, David Zappelli, Richard Zappelli

START OF OFFICIAL BUSINESS BY THE WGNA OFFICERS & BOARD MEMBERS

7:00 PM: SECOND VP PRESIDES - ROD BRITTNER

- Roll Call
- List Current Board members
 - Kathleen Almoslino, Rod Brittner, Mitch Ehrlich, Silvia Filipponi, De Anna McNeal Mirzadegan, Jeff Stanley, Jeremy Taylor, Brian Yi

GENERAL DISCUSSION:

Mitch: We have financial issues because we don't have receipts for the expenses of Richard. We cannot use the money from the Grant.

Jeff: We need accountability for financial spending.

Mitch: Discusses tax returns and resolution. Past board owes 6 years worth of tax returns. Mitch feels we can resolve the tax issues. Get returns together and pay the 600 fee to move on. We need to get nonprofit status initiated.

De Anna: Matt Fricke hasn't been responsive getting back to us on this reporting of the finances when he was acting treasurer

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Jeff will get Matt to figure out what is going on with our finances from when he was Treasurer of WGNA. Jeff is happy to help get Matt to respond.

Rod: Make a decision on who's acting president and board members

Jeff: We have a quorum

Mitch: According to the bylaws we can fill in Rod as president

FILL OFFICER VACANCIES UNTIL NEXT ELECTION:

- 7:21 Determine Quorum: We have a quorum.
 - Fill officer positions: Mitch - Interim fill positions and then have a vote via the WGNA members. Current transition.
 - Mitch - Appoint a 1st vice president. Interim means until the next election.
 - Jeremy - What are the limitations of the president? Roberts rules
 - Nominate Mitch to be 1st Vice President. Mitch will step up but would be happy to step aside when it comes to the next election.
- **MOTION #1:** Mitch is voted to be 1st Vice President. Mitch moves to President. 8 to 0 Ayes have it. APPROVED. Interim President presides.
- **MOTION #2:** Mitch Nominates Rod to be Interim 1st Vice President. 8 to 0, the Ayes have it. APPROVED
- **MOTION #3:** Mitch Nominates De Anna to be treasure: 8 to 0, the Ayes have it. APPROVED
- Kathleen remains secretary of WGNA
- **NEW INTERIM BOARD**
 - PRESIDENT - MITCH ERLICH
 - VICE PRESIDENT - ROD BRITTNER
 - TREASURER - DE ANNA MCNEAL MIRZADEGAN
 - SECRETARY - KATHLEEN ALMOSLINO

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- Regarding board officers. No concern was raised at the time of nomination and vote regarding 1-year WGNA membership.
- Past history of waiving this requirement.
- History
 - Mitch - Richard nominated
 - Kathleen - Richard nominated
 - De Anna - Richard Kathleen recommended, Richard nominated
 - Elizabeth appointed all
- In the past bylaws have not been followed. Board Officers were nominated and voted in.
- Mitch: We can fix bylaws and put them up to vote. We can draft up some changes.
- Rod: Temporarily suspend rule because we lost our board members.
- Jeff: Any changes to the bylaws need to go to members to vote.
- Mitch: The current Bylaws seem to immunize you from responsibility in this organization.
- Jeff: In regards to financials let's take a look and see what David and Richard have as far as receipts for money spent and if there is no accountability we take it to the DA's office.
- Rod: This board should recognize ourselves.
- De Anna: Matt Fricke - treasurer, no record of any payment of membership and does not appear on any nationbuilder membership records.
- De Anna noted: Richard Zappelli no record of any payment of membership and does not appear on any nationbuilder membership records.
- De Anna: Archie - no record of any payment of membership and does not appear on any nationbuilder membership records.
- Mitch: Do we Censure Richard
- Jeff: We can sue him in small claims. Take it civil.
- De Anna: Requests Jeff to contact Richard and David.
- Jeff requests De Anna to send him a list.

CONFIRM MINUTES FROM PAST MEETINGS: KATHLEEN

- **MOTION #4:** APPROVE JUNE MINUTES. 8 to 0 Ayes, have it. APPROVED
- **MOTION #5:** APPROVE JULY MINUTES. 8 to 0 Ayes, have it. APPROVED
- **MOTION #6:** APPROVE SEPTEMBER MINUTES. 8 to 0 Ayes, have it. APPROVED

Mitch: Requests meeting minutes from September retreat be formatted and listed and the same with the July retreat minutes and notes.

- **MOTION #7:** APPROVE OCTOBER MINUTES. 8 TO 0 Ayes, have it. APPROVED
- **MOTION #8:** APPROVE all Sivilia's minutes. 8 to 0 Ayes, have it. APPROVED

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- FUTURE MEETING: Mitch will provide minutes from July retreat and his secretary will scan Silvia's minutes.

ADDRESS IMPACT OF DAVID ZAPPELLI RESIGNATION AND PRIOR CONDUCT:

- Resignation was accepted 9/15/2019
- **MOTION #9:** To accept the resignation of all board members that have resigned.
8 TO 0 Ayes, have it. APPROVED
 - Board members who have resigned
 - David Zappelli - Sunday, September 15th, 2019
 - Konstantin Vornin - Friday, October 25, 2019
 - Elizabeth Estensen - Monday, October 28, 2019
 - Ed Rast - Tuesday, October 29, 2019
 - Richard Zappelli - Tuesday, October 29, 2019
 - Archie Moore - Thursday, October 31, 2019
- ROD mentions that you don't have to be a board member to be on the nominating committee. You just need to be a member.
- De Anna: David handles Nation Builder. Konstantin provided access to NB so De Anna could have access. Mitch has repeatedly requested for PayPal access but currently hasn't gotten it from David.
 - Paypal
 - Facebook
- De Anna: We need Elizabeth or Konstantin to make De Anna/Mitch administrator.
- Mitch has been asking for a password for 3 mos. Rod got an email saying that David and Elizabeth handed over passwords.
- Mitch on Comerica account.
 - Needs Kathleen's signature on the account
 - Kathleen signed
 - We have no records
- David has been moving money from Paypal to Comerica. David has to txr money.
- De Anna: Needs to turn over full access to Paypal so we can see who pays what and see if money is txr to Comerica.
- Mitch: Says that David had sent some emails to members.
- Silvia: Can we get all the information of Paypal. Silvia asks about knowing the txrs of money.
- De Anna: Has a detailed spreadsheet of the places money was spent but not what it was spent on because of not having receipts.
- Mitch: We have NB but we don't have FB.

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- Rod: Says he has a list of accounts and access provided by Elizabeth.
- Mitch: Gmail accounts. David was monitoring accounts through gmail. So we need to change secondary verification but David has not done it.
- Jeff: Add to the list for Richard discussion.
 - WGNA gmail
 - Treasurer
 - Editor
 - Secretary
 - FB
 - Paypal
 - Member - kosantin handed over
- De Anna would like to go through Paypal because we can not see who has paid their member dues.
- **MOTION #10:** Remove David is Editor. 8 to 0 Ayes, have it. APPROVED
- **MOTION #11:** Remove David Chair or member of communications committee Editor. 8 to 0 Ayes, have it. APPROVED
- **MOTION #12:** Effectively immediately, David is denied access to nor shall use, post, delete, or alter the following social media/software programs including: Facebook (main page?) Twitter, Nationbuilder, Website, PayPal, Dreamhost / website registrar, All Gmail accounts (Treasurer, Secretary, Editor, Membership and any other accounts.) 8 to 0 Ayes, have it. APPROVED
- David is to provide all administrator passwords and usernames to Interim
- Mitch: How many FB pages..6. Used to have 9k. Now we currently have 580.
- Brian: Can we delete pages and consolidate.
- De Anna: Remove Zappellis access and defer deciding on removing the pages and what we are going to keep or if we give back.
- Mitch: In theory we own all pages but we will decide what to do with them later.

CENSURING

- Kathleen felt harassed over the Recycle Plant by Richard Zappelli and David Zappelli.
- Conflict of interest regard SGV and WGNA. David used WGNA funds for the bike to school. WGNA has sponsored this and it is not a WGNA event.
- De Anna: We can not write a check to another organization and use grant money.
- Silvia: In previous years WGNA was represented.
- Jeremy say that WGNA was not represented at the bike to school event 2019. Jeremy says we did not have event insurance that day.

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- De Anna: Jeremy has a video of the event.
- De Anna: We paid for the mascot and no receipt.
- De Anna: Cash withdrawal for FB ads and David refuses to provide receipts.
- Mitch: Asked David for the FB ad receipts and David has provided partial receipts.
- Mitch: Mentioned having to tell Richard to stop taking money out of the account.
- Jeff: There was never a vote for David to be on the board.
- De Anna: David's FB account is his own account.
- Mitch: Demand David turn over invoices for FB Ads and any money not accounted for.
- Richard would take money out of Comerica account then give to David so David could pay for FB account.
- De Anna 550 dollars of unaccounted money spent on.
- Jeff: Asked Mitch draft a letter to Richard and David a cease and desist letter regarding all money and all accounts.

ADDRESS IMPACT OF RICHARD ZAPPELLI RESIGNATION AND PRIOR CONDUCT:

- Resignation is accepted
- **Mitch:**
 - Richard has been formally removed from the Comerica bank account is not authorized to spend or collect money on behalf of WGNA
 - Richard Z has returned the Comerica bank card with pin numbers
 - Richard will no longer be able to represent to Comerica bank that he is still an authorized user of the account.
 - HERITAGE BOOKS:
 - De Anna discusses Richard. Richard was not authorized to get book and was told no more, yet on 10/22 Richard contacted printer and he bought 150 more books. BR printer said they would allow us to return the books. Turns out the 200 books were only 100 books. Richard says he got them in the past and we owed for 100.
 - We have owe/paid for 350 but we only have **200**. Richard claims he restocked books in stores. Hicklebees said they just stocked them **today 11/06/19**. Richard bought **350** books that he was not authorized to buy.
 - Mitch: We said nothing over \$500 or it needs to be voted on. It's in the bylaws but Richard bought the books anyway.
 - Rod: Says Elizabeth said she didn't approve the extra books
 - Mitch: Says the board may have to pay back money to the city.

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- De Anna: In the past we only bought 100 a year. Richard hasn't cooperated with information about why we paid for 200 books but only got 100.
 - De Anna: Hicklebbes returned 15 and only wants 10 and said they aren't selling.
 - Jeff: Do we have accounting for that. De Anna in the past we didn't get paid until the stores were paid. Current books that are sitting in stores will not get paid for possibly 6 months.
 - De Anna: In the future we are required to have a resale permit to sale the books. It's easy to get a resale license. Doesn't cost money. Board of equalization. Just an application and doesn't cost.
 - De Anna...We have to file a 1099 for the BR printers. If you pay a co more than 600 a year you have to file a 1099 so the IRS knows that the co received the money. If they are a c corp you don't have to but BR printers is not.
 - De Anna suggests accounting for the 350 books.
 - Jeff: Richard needs to be accountable.
 - Mitch: Will write a letter
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- Mitch: We will skip motion to formally censure Richard Zappelli until Jeff Stanely has an opportunity to talk to Richard and present him with a letter of request.
 - De Anna went through finances that are not accountable that she believes Richard spent and he is responsible for. Has a spread sheet of money. De Anna goes through spreadsheet.
 - Jeff: asks for receipts for everything.
 - Mitch: Discusses WGNA card that Richard used to pay for breakfast at John's. Mitch asked Richard to pay for it and WGNA shouldn't pay for these things and Richard responded he does it all the time.
 - Mitch: Looked at Comerica statement and found lots of line items for restaurants.
 - Moving forward, sponsorships for food and/or we bring our own. As a board we don't need it.
 - De Anna says there are currently \$3,818.00 in missing receipts.
 - Silivia: Asks if we have invoices for the money spent. De Anna answers no.
 - Mitch: De Anna writes up what money is calculated that doesn't have receipts.
 - De Anna suggest to close out Cycle 2
 - We have till March
 - Silvia; What can we do for the community? Mitch suggests we discuss new events later
 - De Anna is going to give a summary of receipts needed. Mitch will write a letter and Jeff will deliver to Richard. \$1750
 - Jeff: Have we spent all the grant money? De Anna as soon as we get receipts we can see what is left on the grant.

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- Receipts will not cover all of the money. We have to do something in the community.
- We can get the money from Cycle 3 when we close out cycle 2.
- De Anna has everything done for Cycle 2 and recommends we close it. Get all our receipts and try and pay back grant. Ken will let us rewrite grant and no one on the new board wants to be on Cycle 2 grant. Cycle 1 had the same problem. Which is why Ed paid for receipts that weren't produced.
- De Anna is going to be in charge of doing the accounting on cycle 2 to finish it up. De Anna mentions she has it all done and is waiting on the receipts from Richard Z.
- De Anna has requested transaction histories from the following
 - BR Printers
 - Willow Glen Collective
 - Dodads & Whatnots
 - Hicklebees
 - Zanottos
 - Dolce Sicilia
 - Three Sisters
- Mitch: Moving forward. It's important that when someone is assigned to do something others do not try and do the same thing. ie. De Anna closing cycle 2 grant, no one else needs to try and file the paperwork to do this.

FINANCIAL AND BANK ACCOUNT ACCESS

- Mitchell Ehrlich will be only signer on Comerica Bank account, subject to adding Treasurer later.
- PayPal Corporate Resolution to remove Chris Roth and/or David Zappelli from account Expenses - David Zappelli sent Mitch Paypal information while during our meeting.
- De Anna \$15 per person is permissible for outings, like a neighborhood cleanup. Public meetings things donuts.
- Bank Statement Balance as of October 31, 2019 is \$5436.34
- Bank Balance of of this evening November, 7th 2019 is \$5073.25
 - Mitch: Temporary shutdown of spending/eliminate all unnecessary spending until further notice With the exception of the Willow Glen Promotion Card. approx 300 that is approved.
 - A financial review will be added later.

NATIONBULIDER:

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- Change Nationbuilder subscription to \$29
- De Anna can get us down to the appropriate amount of people in the database so that we can bring NB down from 89 to 29
- NB keeps track of contact from the public. De Anna scaled the NB from 24k contact points to 5k.
- WGNA has wasted 3k by having a database that was not used as needed. We can save 60 dollars a month.
- Jeff: how many times have we used NB solicited willow glen for memberships.
 - Minimal.
 - Don't use it for emailing/communication
 - Don't use it for tracking membership
 - May host website

- **MOTION #13:** Change NB from \$89 to \$29 - 8 to 0 Ayes, have it. APPROVED

UNSCC CYCLE 2 GRANT:

- Remove Ed and Rich from working on Cycle 2 grant.
- De Anna recommends closing grant.

MEMBERSHIP LIST:

- Bylaws demand that we have a member list at every meeting.
- Change Membership Pricing

- **MOTION #14:** To approve .One-year household and Two-Year Individual are the same price \$30 – it is impossible to identify which type of membership without the form. Forms are commonly missing 8 to 0 Ayes have it. APPROVED

- We have 60 memberships
- De Anna manually listed membership because at the time she didn't have access to NB
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WILLOW GLEN CARD

- Jeremy: Has 250 in membership cards.
- Mitch asks to keep track/log.

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- Jeremy wants De Anna to keep track of cards
- De Anna suggests members to come to the meeting to p/u membership card.
- Jeff: How do we sell of WGNA promotion card
- Jeremy: Wants to know if we want to let the elementary school sell it for us?
- Jeremy says we/he was able to get someone to pay for our promotional card.
 - We received and deposited a sponsor check from Carrie Caggiano who is sponsoring the cost of printing the Willow Glen Card
 - Carrie Caggiano at Coldwell Banker (carrie.caggiano@cbnorcal.com) 408-209-2291
 - Jeremy will need to send a thank you card from the WGNA
- De Anna, there's sales tax on the business cards.
- Jeremy: would like to suggest elementary schools to sell wgn cards.
- Jeremy: Sell the card as non voting membership.
- Mitch: The benefit of the membership card.
 - Close with current offers in the community?
 - Cut-In Date for Memberships that Include WG Card?
 - Paid Board Members receive WG Card regardless of cut in date?
 - Current fiscal year 6/1/2019?
 - 9/1/2019?
 - Or all of 2019?
 - How far to go back on membership to give WG Card.
 - De Anna can go into NB membership you can add who gets WG Card
 - This can tie the card into the meetings. Come to a meeting to get card

AUDIT

- Richard wants an outside audit and we will not pay for an audit. If Rich wants to pay for a cpa on his own he can.
- De Anna: We are already conducting an audit. De Anna has accounting of expenses and part of the audit is getting all the receipts which Richard Z. needs to give to De Anna.
- **MOTION #15:** DENY request for paying for an outside auditor. 8 to 0, the Ayes have it. APPROVED
- Audit will stay internal
- Chris Roth told De Anna that Richard has box for 2013 and 2014
- Richard was president and responsible for 2015 and 2016
- Richard was also president and responsible for 2017
- Elizabeth was president and responsible for 2018
- Richard knew of tax issues while he was president and going forward.

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- De Anna: We did an internal audit of the last 13 months we are missing receipts
- De Anna: Will have a letter and request receipts
- Mitch: By January 31st in regards to reconciling tax returns
- Jeff: Let's push asap to reconcile all financial issues. We meet in December and find out where we are and if we need a new timeline we can change timeline.
- Mitch: Draft a corp. resolution and submit.
- Jeremy: It takes 6 months. after we have submitted for us to hear an answer regarding the finances and our status.

WGNA TOPICS FOR UP-COMMING MEETINGS

- Look at nominating committee
- Mitch and De Anna wondered what WGNA does for the community. How should we define ourselves moving forward.
- Jeff: WGNA gives us a voice with city hall
- Jeff: We need to grow our numbers
- Mitch: Get in better graces with city
- Jeremy: Take care of things like the gas station on curtner and lincoln. Try and resolve what is going on there. The problem is that the gas station has too many driveways going into it.
- De Anna says that Pierluigi Oliverio brought owner two times to the city to resolve his issues. The owner never took care of the problem.
- Jeremy: Says the owner's daughter is now in charge of the gas station and he may be able to speak with her.
- Jeremy: Booksin elementary got stolen from. Jeremy has a connection to help get the school some money to replace what was stolen.
- Mitch: Over the next few months, board members will have new community ideas.

10:03 MEETING ADJOURNED