

WHHS Association Electronic Meeting Minutes

On August 15, 2017, the following email was sent out to the voting directors.

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As some of you are aware, the last board meeting of the Walnut Hills Association was not well attended by voting directors and because of this we were unable to close out business for last year.

I have discussed this situation with our legal advisers and they tracked down some laws that enable us to complete our business even though some of you are no longer with Walnut Hills.

I know this email is a bit long, but please read it to the end where it explains what is required to complete last year's business.

Here is the info I was given yesterday:

Ohio Non-Profit statutes allow for meeting of directors to be held via "authorized communications equipment" which includes email unless the articles prohibit that. No prohibition that I could see from our docs. So an email meeting should be good to go.

You are required to give 2 days notice prior to meeting.

To make it clear, everyone should vote: Yes / No or Approve / Disapprove depending on the nature of the question.

At this point, I suggest that you circulate an email to the 16 voting directors, stating that since there was not a quorum of Directors present at the May Association meeting, an electronic vote by the voting Directors to: to approve and elect the slate of Officers as proposed by the President at the May meeting (naming them), approve the April financials, and approve the proposed 2017-2018 Budget (attaching copies of the financials and proposed budget to the email).

Here is the information I provided previously on the finances and slate:

Overview on Finances:

We're in a good cash position. We continue to have a positive balanced budget and have been building our cash reserves to better support the high level of expenses at the beginning of each school year. Currently have a balance of close to \$95k. Target is \$100k to return to our cash position from 4 years ago.

For our primary fundraisers, LOE overachieved and LUDI and Walnutfest underachieved. The net was about \$6k under budget. Through careful management of expenses, the Association looks to net a profit of about \$2.5k this year. In addition, the Alumni Foundation got some funding to support counseling activities that they directed to some of our line items that allowed us to redirect some funds and payout WHIP and Athletics at budgeted levels despite the shortfall with Walnutfest..

Looking to next year, the Executive board made the decision to drop the LUDI fund raiser and focus on only 2 fund raisers for next year. The decision was based on low student buy in and confusion of the message to parents. We believe that by focusing on only 2 fund raisers we can more effectively communicate our needs to the families and we also believe that by allowing LOE to begin its campaign at the beginning of the year instead of late October that we will be able to make up for the loss of the LUDI revenue. Looking at the proposed

budget for next year we took a conservative approach and left LOE at this year's levels rather than including the full amount from LUDI. We want to make sure that we don't over extend ourselves if this decision turns out to be wrong. Most other expenses track what we spent this year creating a break even budget.

Overview of Slate:

We have good candidates covering at least one chair in every position. We would like to add an additional chair for LOE and Walnutfest but need to work with Amanda and Cindy to make sure that we select someone they would be comfortable working with. We have begun that dialog. We are currently short on one 9th grade liaison. We've had dozens of candidates suggested but they have all turned down the position. The nominating committee is asking the board to approve the existing slate for next year and we will continue to work on the few remaining positions.

So with this in mind, I need each of you to vote via email by replying to me.

Approve or Disapprove of March Minutes
Approve or Disapprove of May financials
Approve or Disapprove of proposed 2017-2018 budget
Approve or Disapprove of Slate

Per the statutes, we would like to collect all of the votes within the 2 days notice, so please reply ASAP.

Thanks,
Bill

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These are the responses I received.

Aug 15

Julie Smyth <j.smyth@zoomtown.com>

Approve or Disapprove of March Minutes
Approve or Disapprove of May financials
Approve or Disapprove of proposed 2017-2018 budget
Approve or Disapprove of Slate

I VOTE APPROVE ALL OF THE ABOVE

Dylan Mosby <dylanmosby@gmail.com>

Approve of all.

Melissa Murphy <mlmurphy@fuse.net>

Bill, my votes are in red below next to each item.

Approve or Disapprove of March Minutes- **Approve**
Approve or Disapprove of May financials- **Approve**
Approve or Disapprove of proposed 2017-2018 budget-**Approve**
Approve or Disapprove of Slate-**Approve**

Janiene Baker <jmbaker@zoomtown.com>

I approve of the March minutes
I approve of the May Financials
I approve of the 2017-2018 budget
I approve of the Slate

R&S Holtman <theholtmans@yahoo.com>

Hi Bill,

I vote to approve all of the following:
March minutes
May financials
Proposed 2017-18 budget and
The slate.

Aug 16

wendy benedict <wbbenedict@hotmail.com>

Thanks, Bill.
I vote to approve all four items (minutes, financials, budget, and slate).
Thanks-
Wendy

iam toshag <toshagannaway@gmail.com>

Hello Everyone,

I APPROVE the minutes, the Financials, the Slate and the proposed budget.

Thanks,
Tosha

sarah Goss <selizabethgoss@gmail.com>

Hello All,

As an active voting member of 2016-2017 year
I Approve March Minutes
I Approve May financials
I Approve proposed 2017-2018 budget
I Approve Slate.

Adrienne Brandicourt <ambrandicourt@gmail.com>

Approve of May financials.
Approve of proposed 2017-2018 budget.
Approve of Slate.

Approve of March Minutes **after** corrections to correctly state that Motions were made, then seconded, then approved by how many members approved (any abstentions or disapprovals should also be noted).

Roberts Rules of Order will tell you how to correctly notate this.

Thanks very much Bill -
Adrienne

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On August 17, 2017, 9 of the 16 voting directors had responded giving us a quorum electronically.

The following is recorded for the purpose of the minutes.

March Minutes

We record that Julie Smyth motioned to approve and Dylan Mosby seconded. The other 7 members of the voting directors present approved with one request from Adrienne Brandicourt to make a modification to the minutes.

May Financials

We record that Julie Smyth motioned to approve and Dylan Mosby seconded. The other 7 members of the voting directors present approved.

2017-2018 Proposed Budget

We record that Julie Smyth motioned to approve and Dylan Mosby seconded. The other 7 members of the voting directors present approved.

2017-2018 Slate

We record that Julie Smyth motioned to approve and Dylan Mosby seconded. The other 7 members of the voting directors present approved.