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AGENDA

**EMERGENCY BOARD OF DIRECTORS ("EBD")
LOARA SAXONS ALUMNI ASSOCIATION ("LSAA")
ANAHEIM, CALIFORNIA
EIN: 45-5233255**

**Date: February 25, 2024
REGULAR MEETING – Time: 12:00 p.m. PST
VIA ZOOM**

**Emergency Board of Directors (EBD) Study Sessions and Closed Sessions
will be scheduled as needed.**

Anthony Mastrangelo, President

Steve Milner, Vice President

John D. Marshall, Treasurer

Diane Schoelles, Secretary

Tim Scott, Member at Large

SPECIAL ORDER OF BUSINESS AND PRESENTATIONS

CALL TO ORDER – 12:01 p.m. PST by ANTHONY MASTRANGELO, PRESIDENT EBD

SPECIAL ORDER OF BUSINESS

SO.1 Thank you to Loara High School teacher Paul Chylinski for his assistance procuring yearbooks missing from LSAA Primary and Backup sets.

SO.2 Thank you to LHS employee Victor Gaspar for his assistance expediting pick up of donated yearbooks on February 16, 2024.

SO.3 Thank you to Burton Vandenburg, Class of 1973, for his donation of one each of the 1971, 1972 and 1973 yearbooks. The 1971 and 1972 books were added to the Backup set and the 1973 yearbook was donated to a '73 alumni due to health issues.

Diane Schoelles, Secretary EBD, will send a thank-you note to each of the above-mentioned recipients.

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**AGENDA - REGULAR MEETING
LSAA EMERGENCY BOARD OF DIRECTORS (EBD)
FEBRUARY 25, 2024**

CALL TO ORDER –12:04 PST by ANTHONY MASTRANGELO

ROLL CALL

Emergency Board Loara Saxons Alumni Association:

Anthony Mastrangelo, President – Present

Steve Milner, Vice President – Present

John Marshall, Treasurer – Present

Diane Schoelles, Secretary – Present

Tim Scott, At-Large – Present

INTRODUCTIONS

Others present:

George Schoelles until 1 pm latest

PUBLIC COMMENTS ON ANY SUBJECT NOT ON THE AGENDA UNDER THE JURISDICTION OF THE EMERGENCY BOARD OF DIRECTORS

Read from emails or other documents submitted by individuals or other agencies including the previous LSAA Board of Directors.

PCN.1 Numerous emails notifying LSAA of the passing of Saxons who should be added to the Fallen List and others who qualified for the Saxons who Married Saxons list. Each was vetted and added, as necessary, to the Master Lists and the LSAA website.

Recommendation:

1. Waive reading of correspondence received after January 7, 2024.
2. Approve list of correspondence and the information entered into the public record.

Motion: Diane Schoelles, Secretary

Seconded: Tim Scott, At Large

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

PUBLIC COMMENTS ON ANY SUBJECT ON THE AGENDA UNDER THE JURISDICTION OF THE EMERGENCY BOARD OF DIRECTORS

Read from emails or other documents submitted by individuals or other agencies including the previous LSAA Board of Directors.

PCA.1 Letter from LSAA to LHS Principal Gary Brown and teacher Paul Chylinski requesting donation of books missing in LSAA's Primary and Back-up yearbook collections; and responses thereto via email.

Recommendation:

1. Waive reading of correspondence received after January 7, 2024.
2. Approve list of correspondence and enter into the public record.

Motion: Diane Schoelles, Secretary

Seconded: Steve Milner, Vice President

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

JOINT CONSENT CALENDARS

All items listed under the Consent Calendars are considered to be routine and non-controversial and may be enacted by one motion unless a member of the Emergency Board of Directors (EBD) or other interested parties' requests that an item be tabled or removed for separate action. The motion to adopt the Consent Calendar(s) is deemed to be a separate motion by each Agency and shall be so recorded by the Emergency Board Secretary.

A. CONSENT CALENDAR - EMERGENCY BOARD OF DIRECTORS

A.1 PRIOR LSAA EBD MEETING MINUTES DATED JANUARY 7, 2024 APPROVAL

Recommendation:

1. Approve.

Motion: Diane Schoelles, Secretary

Seconded: Anthony Mastrangelo

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

A.2 ACCEPTANCE OF EMERGENCY MEETING EMAIL VOTE REGARDING PICK UP FROM LOARA HIGH SCHOOL OF DONATED YEARBOOKS – MOTIONED BY STEVE MILNER AND SECONDED BY ANTHONY MASTRANGELO

Recommendation:

1. Motion passed via unanimous email consent on February 14, 2024.
Entered the vote into the records.

Motion: John Marshall

Seconded: Anthony Mastrangelo

Vote: Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

A.3 ACCEPTANCE OF EMERGENCY MEETING EMAIL VOTE REGARDING DONATION TO LOARA HIGH SCHOOL “WINTER WISHES” IN THE AMOUNT OF \$250 - MOTIONED BY JOHN MARSHALL AND SECONDED BY ANTHONY MASTRANGELO

Recommendation:

1. Motion passed via unanimous email consent on February 13, 2024. Entered the vote into the records.

Motion: John Marshall

Seconded: Anthony Mastrangelo

Vote: Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

B. CONSENT CALENDAR – LOARA HIGH SCHOOL

None

C. REPORTS

C.1 LSAA EBD REPORTS

.A PRESIDENT

See Section D and E.

.B VICE PRESIDENT

P.O. Box was paid in January and expires in 6 months from that date. Box needs to be closed when it expires due to dissolution. Diane noted that a forwarding address may be necessary at that time. Discussion was deferred to such time dissolution is accepted by CA SOS and AG.

.C TREASURER (REPORT ATTACHED)

Motion to accept Treasurer’s Report: Diane Schoelles, Secretary

Seconded: John Marshall, Treasurer

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

.D SECRETARY (REPORT ATTACHED)

Motion to accept Secretary’s Report: Anthony Mastrangelo, President

Seconded: Diane Schoelles, Secretary

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

.E AT-LARGE

POST OFFICE BOX AND LHS “MAILBOX” UPDATE - Collected from both P.O. Box and LHS Mailbox and forwarded items to John Marshall.

C.2 OTHER REPORTS

None

D. OLD BUSINESS: ITEMS REMOVED FROM PREVIOUS CONSENT CALENDARS FOR DISCUSSION OR SEPARATE ACTION

ALL CONTINGENT ON DISSOLUTION OF LSAA

D.1 HISTORICAL ASSETS OF LSAA INCLUDING TIME CAPSULE, BAND BANNERS, PHYSICAL OR DIGITAL ITEMS OF NON-MONETARY VALUE

Moved to Section E due to dissolution.

D.2 OPERATIONAL ASSETS OF LSAA INCLUDING OFFICE SUPPLIES, ETC.

Moved to Section E due to dissolution.

D.2 LOCKER PLAQUES – ANTHONY MASTRANGELO PRESIDENT

Removed permanently since location of plaques is unknown and assumed lost.

D.3 LSAA WEBSITE – DIANE SCHOELLES SECRETARY (see SECRETARY’S REPORT)

Moved to Section E due to dissolution.

D.5 LSAA INSURANCE AND OTHER FUTURE EXPENSES (see TREASURER'S REPORT)

Moved to Section E due to dissolution.

D.6 LIST OF LIFETIME, ACTIVE, AND INACTIVE LSAA MEMBERS

Moved to Section E due to dissolution.

D.7 SCHOLARSHIP PROGRAMS REVIEW

Moved to Section E due to dissolution.

E. NEW BUSINESS and MOVED FROM OLD BUSINESS FOR DISCUSSION

E.1 DISCUSSION ITEM: FUTURE OF LSAA – ANTHONY MASTRANGELO PRESIDENT

.a Motion to Dissolve LSAA by Anthony Mastrangelo

Seconded by John Marshall, Treasurer

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

.b Motion to pay fees to CA Secretary of State or CA Attorney General as necessary to Dissolve LSAA by Diane Schoelles.

Seconded by Anthony Mastrangelo.

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

.c Motion to cancel website subscriptions of event calendar and e-commerce subscription through WIX by Diane Schoelles, Secretary

Seconded: Anthony Mastrangelo, President

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

Items moved from Section D to Section E due to acceptance of dissolution motion:

D.1 HISTORICAL ASSETS OF LSAA INCLUDING TIME CAPSULE, BAND BANNERS, PHYSICAL OR DIGITAL ITEMS OF NON-MONETARY VALUE

Diane will provide to the EBD a full inventory of items including estimated value of each for use in reports to CA SOS and AG forms as necessary by March 1, 2024.

D.2 OPERATIONAL ASSETS OF LSAA INCLUDING OFFICE SUPPLIES, ETC.

Diane will provide to the EBD a full inventory of items including estimated value of each for use in reports to CA SOS and AG forms as necessary by March 1, 2024.

D.3 LSAA WEBSITE – DIANE SCHOELLES SECRETARY

(see SECRETARY’S REPORT)

D.5 LSAA INSURANCE AND OTHER FUTURE EXPENSES

(see TREASURER’S REPORT)

D.6 LIST OF LIFETIME, ACTIVE, AND INACTIVE LSAA MEMBERS

Diane will provide to the EBD a full list of past LSAA members for use in notification to the public of the decision to dissolve by March 1, 2024.

D.7 SCHOLARSHIP PROGRAMS REVIEW

John will transfer the scholarship funds to the general checking account leaving a minimum balance pursuant to CA AG requirements to not close accounts until approved by the CA SOS. The scholarship funds will be then transferred to Loara High School as agreed upon by the association and Loara. Loara High School will then determine any scholarship recipients.

A motion was made regarding the scholarship fund and to keep a minimum of \$500 in the general fund checking account to cover future expenditures pursuant to CA AG requirements to not close accounts until approved by the CA SOS.

Motion: Anthony Mastrangelo, President

Seconded: Tim Scott, At Large

Vote:

Anthony Mastrangelo, President – Aye

Steve Milner, Vice President – Aye

John Marshall, Treasurer – Aye

Diane Schoelles, Secretary – Aye

Tim Scott, At-Large – Aye

F. CLOSING COMMENTS AND/OR REPORTS

Anthony Mastrangelo will travel to Southern California in March to meet with Loara Principal Gary Brown to discuss dissolution plans as required by the CA SOS and AG. Potential board members present at that meeting are Diane Schoelles, Steve Milner, and Tim Scott, with John Marshall indicating he would unlikely be available at that time.

Diane Schoelles will research each and every step of the dissolution process and send copies to the EBD via email of required forms and attachments and other actions necessary by March 1 or sooner.

G. ADJOURNMENT: 12:28 p.m. PST by Anthony Mastrangelo

PUBLIC INSPECTION

The contents of the agenda packet are available for public inspection on the LSAA website at <https://www.saxonalumni.com> 24 hours prior to the meeting; and the minutes thereof are distributed to all or a majority of the LSAA EBD less than 72 hours after the meeting and will be made available for public inspection on the LSAA website. Additionally, any written information related to an open-session agenda item that is known by the LSAA to have been distributed to all or a majority of the LSAA Emergency Board of Directors less than 72 hours prior to this meeting will be made available for public inspection on the LSAA website.

CERTIFICATION

I, Diane Schoelles, Emergency Board Secretary of the Loara Saxons Alumni Association, certify that 72 hours after this Regular and Special Meeting, the LSAA EBD Minutes were posted on the LSAA website at: www.saxonalumni.com.

Date Posted: February 27, 2024

**ATTACHMENTS - REGULAR MEETING
LSAA EMERGENCY BOARD OF DIRECTORS (EBD)
FEBRUARY 25, 2024 - [TIME]**



February 14, 2024

Loara Saxons Alumni Association, Inc.
P.O. Box 9397
Anaheim, CA 92812
Established: June 25, 2012

Minutes of Emergency email board meeting February 14, 2024

Purpose of Meeting: To approve pick-up of yearbooks donated by Loara High School to LSAA Library

An email vote of the Emergency Board consisting of Anthony Mastrangelo President, Steve Milner Vice President, John Marshall Treasurer, Diane Schoelles Secretary, and Timothy Scott board member was taken, with Steve Milner motioning and Anthony Mastrangelo seconding, and all were in agreement that the Secretary, Diane Schoelles, or her designee, George Schoelles, shall pick-up sixteen (16) yearbooks donated by Loara High School to LSAA's Main and Back-up libraries, at a time and place agreed upon by both parties as follows:

Pick-up: Friday, February 16, 2024 at Loara High School, 1765 Cerritos Ave., Anaheim, CA between 12:30 p.m. and 1:30 p.m.

What: 1985 – Two (2), 1987 – Two (2), 1992 – Two (2), 2002 – Two (2), 2019 – Two (2), 2020 – Two (2), 2022 – Two (2), 2023 – Two (2)

Respectfully submitted,

Diane Schoelles
Secretary
Loara Saxons Alumni Association, Inc.

Pick-up Receipt:

George F. Schoelles /s/ _____

Name and initials of LSAA representative

Victor Gaspar /s/ _____

Name and initials of Loara representative

NOTE: Received two 1991's instead of two 1992's



February 13, 2024

Loara Saxons Alumni Association, Inc.
P.O. Box 9397
Anaheim, CA 92812
Established: June 25, 2012

Minutes of Emergency email board meeting February 13, 2024
Purpose of Meeting: To approve donation to Loara High School Winter Wishes through yearbook purchase for LSAA Library

An email vote of the Emergency Board consisting of Anthony Mastrangelo President, Steve Milner Vice President, John Marshall Treasurer, Diane Schoelles Secretary, and Timothy Scott board member was taken, with John Marshall motioning and Anthony Mastrangelo seconding, and all were in agreement that the Treasurer, John Marshall, shall pay the amount of \$250.00 to Loara High School for Winter Wishes in exchange for five (5) yearbooks donated by LHS to the LSAA Library.

Respectfully submitted,

Diane Schoelles
Secretary
Loara Saxons Alumni Association, Inc.



February 2, 2024

Mr. Gary Brown, Principal; and Mr. Paul Chylinski, Activities Director (via email)
Loara High School
1765 W. Cerritos Avenue
Anaheim, California 92802

Re: Loara Saxons Alumni Association (LSAA) Yearbook Inventory

Dear Messers. Brown and Chylinski:

As you are aware, the mission of the LSAA “will always be to protect, honor, and preserve the rich heritage, traditions, and history of Loara while also working with the school district and administrators toward student development.” My role as the LSAA Emergency Board of Directors (EBD) Secretary since November 8, 2023 includes an inventory of all items in LSAA’s possession.

The EBD acquired the LSAA yearbook library from Anna Kunkle, the previous board President, and the library has since been audited. It consists of three sets: the “Primary Set” John Marshall, EBD Treasurer has built over the past 10 years; the “Backup Set” Diane Schoelles has worked on since 2016 to support her position with LSAA as their Webmaster and “keeper of the Fallen Saxon” and “Saxons who Married Saxons” lists; and the “For Sale” set which are yearbooks available for purchase to support Loara High School (LHS) events and LSAA scholarships and organizational expenses. The bulk of the Primary, Backup, and For Sale sets were acquired by LSAA from 2012 to present day from donations by alumni, LHS printing over-runs, and annual gifts from LHS. John and I have also purchased many books at our own expense via eBay or other auction-type sites.

The issue at present is neither the LSAA Primary nor Backup sets are 100% complete. A list of books needed to complete both sets is as follows:

1 – 1966	2 – 1992	1 – 2002	2 – 2020
1 – 1985	1 – 1995	2 – 2017	2 – 2022
1 – 1987	2 – 2000	2 – 2019	2 – 2023

The question LSAA presents at this time: Is it possible for LHS to donate the 19 yearbooks necessary to the LSAA in completion of Primary and Backup sets?

Thank you for your consideration of our request, and we look forward to hearing from you.

/s/ Diane Langner-Schoelles
Loara Class of 1975
LSAA EBD Secretary
cc: Anthony Mastrangelo, John Marshall, Tim Scott, Steve Milner



Loara Saxons Alumni Association

ALL GRADUATING CLASSES ARE REPRESENTED

Treasurers Report February 24, 2024

I have attached the 2 most recent bank statements for the end of January. The Scholarship account ending in #1732 shows a balance of \$1793.75. The main checking account ending in #2418 shows a balance of \$1308.90.

However, we have had some things clear since then and our current balance is \$1090.90. I expect another insurance payment to come out by Monday.

I have attached a list of transactions since the 1st of the year for your review.

Our main liabilities are Quickbooks and insurance. I believe we are good with the website for some months, but Diane can verify that.

I know of no other liabilities at this time. If Diane can investigate if there will be filing fees for the dissolution that would be good.

My intention is to switch the Quickbooks payment to my personal credit card next month and continue it on until the end of July so we can have access as needed for reports.

I would also be willing to pay for the website renewal for a year.

Respectfully submitted,
John D. Marshall
Treasurer EBD



Loara Saxons Alumni Association

ALL GRADUATING CLASSES ARE REPRESENTED

Secretary's Report February 2024

WEBSITE AND SOCIAL MEDIA

1. CLEAN UP OF FILES – LSAA G-mail and Drive folders are approximately 80% updated. The estimated completion date of clean-up is now March 1, 2024.
2. DOMAIN NAMES - **saxonalumni.com** – renewed for an additional year to March 4, 2025. **saxonsalumni.com** - paid for through 2026. At present, this second domain name is not attached to any website and may potentially be used for a future website after dissolution.

SUBSCRIPTIONS – the **WIX Events Calendar App** is paid for through July 4, 2024. I do not recommend renewal. The **WIX e-Commerce Subscription** is paid for through October 2024 and is unnecessary unless LSAA wishes to keep it open to sell and charitable items; otherwise, it needs to be closed and if possible, a refund given by WIX. **Diane motioned to close the events calendar app and the e-Commerce subscription. Anthony has seconded the motion.**

DISSOLUTION OF NON-PROFIT

3. Dissolution is in process pursuant to California Attorney General and Secretary of State requirements pending a vote by the EBD.
The Attorney General and Secretary of State require **3 years of tax returns and/or profit and loss statements** for the dissolution, **plus an estimated list of expenses for the remainder of the year.** The **reconstruction of the Corporate Records** including the Agendas, Meeting Minutes, and correspondence, plus the Membership records, and the **Financial Records and Reports**, both from 2012 to 2024, will be completed by March 1, 2024. **Various items including a copy of the By-Laws and Tax Exemption Forms are required when filing the Request for Dissolution.**

UPDATE OF INVENTORY OF SHED ITEMS, RECONSTRUCTION OF CORPORATE RECORDS, ELECTRONIC COMMUNICATIONS, and CORPORATE FINANCIAL RECORDS

4. At present LSAA has three categories of assets: Historic Value, Charitable Items, and Office/Other supplies. The Attorney General and the Secretary of State require an **itemized statement of charitable assets** (aka bank account funds or saleable items) for dissolution. The LSAA cannot sell or donate charitable items to board members, and bank accounts cannot be completely closed or disbursed until all expenditures or

obligations per the By-Laws are met.

The potential **inventory-for-sale or donation to alumni via e-commerce is complete.** The total value of those items is \$0. **In addition, there are approximately 270 yearbooks that are “extra” or “overruns” available for sale or donation.** The updated yearbook inventory was sent to the board on 2/17/2024.

The inventory of **physical and digital historic media items** is approximately 90% complete. The remaining inventory of items needing inventory verification includes Saxon Shields (both physical and digital copies), Graduation programs (both physical and digital copies), miscellaneous photographs and newspaper articles, and time capsule items donated over the past 10 years including class scrapbooks. Other historic items include original and reconstructed Loara Band banners, flags, poles with crossbars and spears, umbrella stands, plus recordings and auxiliary (drill team, color guard and winter guard, and banner carrier) items and competition/concert event programs. **The historic yearbook library inventory** is complete and the Primary and Backup sets are now each missing 4 books. The primary set owned by John Marshall will be delivered to Keystone Bolt and Supply the week of February 26. The backup set is owned by Diane Schoelles and she is in possession of those.

Respectfully submitted,
Diane Schoelles
Secretary EBD