



**THE OHIO EDUCATIONAL OUTREACH FOUNDATION BOARD MEETING
MINUTES
6 August 2024**

Meeting held at: Wright Brothers Institute Facility, 444 Second Street, Dayton, OH 45402

Members Present:

Mr. Wendell Banks, President
Mr. Tom Wells, Vice President
Ms. Linda Lange, Secretary/Treasurer
Ms. Shiela Wallace
Mr. Bill Kugel
Ms. Eileen Austria
Mr. Ed Mechenbier – via phone
Dr. Vince Russo – via phone
Mr. Dan Andrews, WPAFB Liaison

A special OEOF Board Meeting was convened to address the resignations of three Board members – President Wendell Banks; Secretary/Treasurer Linda Lange, and Member Eileen Austria. Wendell and Eileen have submitted resignation letters (attached) with effective immediately dates as shown in Atch 1 and 2. Ms. Lange has agreed to stay thru 30 November 2024 to finish out the financials and submit all necessary paperwork for tax preparation and any audits. Both Wendell and Eileen thanked the Board and indicated they had enjoyed their time for the past few years supporting STEM activity. Likewise, the Board expressed their gratitude for their service to the STEM mission that occurs through this Board.

GENERAL DISCUSSION:

As a result of these resignation notices, Mr Banks presented the attached briefing to talk about the mission of the OEOF and duties that would be significantly impacted by changes in positions. Mr. Banks asked the Board how they would like to continue with the Foundation. The options presented included:

1. Do enough members wish to stay on the Board to continue?
 - The answer was Yes – all remaining members agreed to stay with understanding that the President position would be assumed by Vice President Tom Wells (unanimous vote); Bill Kugel was nominated to fill Tom Wells' position as Vice President (vote unanimous), and that the Board would think about who to backfill the vacancies resulting from these moves, and eventually Ms. Lange's position (November 2024). Board also suggested the Secretary and Treasury positions be separated. Additionally, there is currently one vacant position – therefore, a total of five Board members are needed.
2. Eileen asked if there was a way the OEOF could write Dan Andrews a check for a certain amount, and he could track and spend that money as needed to supplement the mission of his office. Board members did not feel this was an option, **but more research may be needed on Educational Partnership Agreements or Memorandum of Agreement/Understanding.**
3. Also, Dan was asked if there was any major purchase that he needed to fund in the immediate future, and currently there was no requirement other than the normal funds that supplement the Educational Outreach office STEM activities.
4. Discussion centered around the amount of work involved in the Treasury position as well as the impact of loss of some of the Foundation's support to the WPAFB Education Outreach Office – i.e. pay pal payments for First Lego League tournament play; buying food for STEM events that is not allowed on contracts; the receipt of numerous checks during tournament season. Some suggested perhaps an accounting firm be hired to absorb some of this workload; others thought about nonprofits such as Greene Giving or Dayton Foundation be researched as possible options. Dr Russo had suggested SOCHE as well. Considering if the management of funds was moved to another 501c3 organization, Board members would still need to be available in advisory roles.

Dr Russo also suggested perhaps paying someone to take over the Treasury role. **Bill Kugel offered to explore possibilities and will consult with established firms.**

It was agreed that Vince Russo, Tom Wells, and Linda Lange would meet with Dayton Foundation to see what possibilities exist for assuming the financial management of the OEOF. That meeting will occur late August/early September as Tom is traveling within next week. Once he returns, Tom/Vince will arrange a meeting.

All members agreed to think about potential solutions and to think about members to invite on the Board. As there was discussion on the charter/mission and by laws of the OEOF, this is a reminder that those documents can be found at [The Ohio Educational Outreach Foundation \(oeof.org\)](http://The Ohio Educational Outreach Foundation (oeof.org)) **Once these minutes are signed and entered into record, Linda Lange will update the Board members on the above site to reflect new President and Vice President and remove Eileen and Wendell from the Board.**

TREASURY REPORT:

Linda Lange, Treasurer, provided a handout showing the FY24 funding to date and the budget for FY25. Due to time limitations, this was not discussed in detail. However, if any Board members do have questions, please send Linda a note.

ACTION ITEMS: Bold-faced above.

Approved.

/signed WB 12 Aug 24

WENDELL BANKS
Outgoing President

Atch

1. Austria Resignation
2. Banks Resignation
3. Financials to Date (2024) and Budget for 2025
4. Presentation