



November 11, 2019

Dear WOWSC Member,

Regarding recent correspondence you may have received purporting to be a special-called membership meeting on November 23, 2019.

On behalf of the Board of Directors, this letter serves to notify you that this meeting was NOT called by the WOWSC Board of Directors, and while WOWSC members may call special members meetings, the members attempting to call this meeting failed to comply with WOWSC Bylaws and applicable state law.

The subject of this proposed meeting is a petition for the removal of Director and Board President Joe Gimenez. On October 9, 2019, the petition was properly filed with the Board containing signatures of over 10% of the WOWSC members. With those signatures, this is a valid removal petition. However, the petition itself and the writing filed with the Secretary/Treasurer to call a special-called membership meeting are separate, independent requirements. The petition itself made no mention of a special meeting, and served the sole purpose of initiating the removal petition process established in our Bylaws. Speaking to the petition itself, WOWSC Bylaw Article 8 Section 9 requires that written charges be presented to the Board Secretary/Treasurer, and that those written charges “must be accompanied by a petition signed by at least ten (10%) of the members of the Corporation.”

Members may call special meetings of the membership, but such action requires at least 10% of the membership to support the calling of such a meeting, and this support must be indicated through a writing filed with the Secretary/Treasurer of the WOWSC. This provision exists to ensure that the statutory threshold of 10% of the membership required to call a special membership meeting has been met. This is an essential procedural requirement to ensure orderly conduct of WOWSC and membership activities, and the filing with the WOWSC Secretary/Treasurer, who maintains current membership lists among other duties, is necessary to accomplish that goal. Additional requirements and coordination with the Board are necessary given the unique nature of the recall petition and required membership meeting.

Again, a valid petition containing written charges with at least 10% of the members as signatories thereto was submitted to the Board on October 9, 2019. However, the Board is aware that the letter

sent to you asserted new, additional charges against Director Gimenez beyond those on the original petition. To be clear, the written charges accompanied by the signed petition are the only charges facing Director Gimenez pursuant to the applicable law and bylaws, and any subsequent attempt to add or expand such charges – without following the same petition process as was followed on October 9th – is invalid as to the existing petition proceeding. This requirement, that the charges be reflected in the petition itself, exists to protect the all parties, including WOWSC’s members, so as to allow them to be fully aware of the charges with respect to which they may take the significant action of signing a petition to potentially remove one of WOWSC’s directors. Those charges as presented in the petition to remove Director Gimenez are:

“Joe Gimenez’s fiduciary duties are compromised in representation of the members as President on both the WOPOA/WOWSC in addition to being elected as Public Information Officer where he receives \$5,000 annually from WOWSC.”

The Board will discuss proceedings, procedures, and meeting date(s)/time(s) related to the removal petition at the upcoming Board meeting on Thursday November 14th. We encourage all interested members to attend this meeting.

Bill Earnest – Vice President