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From: "Bob Wilbur" <bbwilbur@broadstripe.net>
Date: Tuesday, September 18, 2012 9:01 AM
To: "Gwyn Staton" <gwynstaton1@msn.com>; "Sid Iverson" <iversid@cablespeed.com>; "Lee" <lee@hart.net>; <caroldchina5@yahoo.com>; "Douglas Smith" <smidouglas@gmail.com>; "Ed Delahanty" <whshed@live.com>
Cc: <suzyalmer1@me.com>; <dmargret@broadstripe.net>
Subject: Re: Non profit act we need two thirds If we get a quorum we could do it by two thirds of those present at the annual meeting Carol the meetings got to be in novemeber not on halloeen any more!

I'm open to this but have 2 concerns: 1) if it fails, it may sway folks in the middle towards sympathy for the Board, and 2) do we really know who we're shooting at?

Is there maybe a safer route? What strikes me as the most critical element is "The Ballot." Is there a way to really pressure (or force) this Board to present the pool rehab option on the ballot that is most acceptable to the community. Below is the ND post I just wrote on that.

Larry, I agree. But are we really at the point where a fair and effective ballot can be presented for thoughtful consideration by the members? That is, which of the roughly 5 or so valid options that would keep the pool open will be juxtaposed on a ballot against closing the pool? Are the costs complete and validated?

One of those 5 pool rehab options would undoubtedly be the most palatable and one would be least palatable. Will the ballot offer members the least acceptable of the 5 options, or the most acceptable, and how would anyone know which is which?

The town hall meetings have produced a lot of input on pool rehab options and strategies. The question is whether the Board is going to stick to their original option, or apply what they are hearing and find a way to filter out and present the rehab option that would be most acceptable.

This can be done. Anything short of that would be most unfortunate for the community.

From: [Gwyn Staton](#)
Sent: Tuesday, September 18, 2012 12:22 AM
To: [Sid Iverson](#) ; [Lee](#) ; [caroldchina5@yahoo.com](#) ; [Douglas Smith](#) ; [Ed Delahanty](#)
Cc: [suzyalmer1@me.com](#) ; [Bob Wilbur](#) ; [dmargret@broadstripe.net](#)
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we need a sign up sheet and tally someone needs to tally as we enter annual meeting see if we have the number to do this to call for a vote

so we can try this but we must have enough folkd i will call for the vote if we have the people to recall dan, etc.

Removal of directors.

The bylaws or articles of incorporation may contain a procedure for removal of directors. If the articles of incorporation or bylaws provide for the election of any director or directors by members, then in the

absence of any provision regarding removal of directors:

(1) Any director elected by members may be removed, with or without cause, by two-thirds of the votes cast by members having voting rights with regard to the election of any director, represented in person or by proxy at a meeting of members at which a quorum is present;

(2) In the case of a corporation having cumulative voting, if less than the entire board is to be removed, no one of the directors may be removed if the votes cast against that director's removal would be sufficient to elect that director if then cumulatively voted at an election of the entire board of directors, or, if there be classes of directors, at an election of the class of directors of which he or she is a part; and

(3) Whenever the members of any class are entitled to elect one or more directors by the provisions of the articles of incorporation, the provisions of this section shall apply, in respect to the removal of a director or directors so elected, to the vote of the members of that class and not to the vote of the members as a whole.

[1986 c 240 § 16.]

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